

TANTALUM

AUSTRALIA NL

13 Mumford Place, Balcatta, WA 6021
Telephone: 08 6241 1888 Fax: 08 6241 1818



NOTICE OF GENERAL MEETING

NOTICE IS HEREBY GIVEN that a General Meeting of the Shareholders of Tantalum Australia NL, ABN 58 009 127 020, (the "Company") will be held at the Southerland Room, City West Function Centre, 45 Plaistowe Mews, West Perth on 31 October 2003 at 10.30 am WST, to consider and if thought fit to pass the resolutions set out below.

If you are unable to attend the meeting, we encourage you to complete and return the enclosed Proxy Form. The completed Proxy Form must be received by the Company at least 48 hours prior to the commencement of the meeting.

An Explanatory Memorandum is attached.

AS ORDINARY RESOLUTIONS

1. RESOLUTION 1 - RATIFICATION OF SHARE ISSUE

"That, pursuant to Listing Rule 7.4 of the Australian Stock Exchange Limited, the issue of 6,000,000 fully paid ordinary shares issued at 8 cents per share, to provide additional working capital for the Company, to the allottees listed below be ratified:"

Allottees	# Allotted
Ravina LTD	500,000
Mr MJ & MG George & Mr EG Brice <Mark George Brice A/C>	500,000
First Distribution Services Limited	437,500
Societe Cultive Marseilles Sarl Ltd	437,500
Moutainside Investments Pty Ltd <Oasis Super Fund>	625,000
Perth Select Seafoods Pty Ltd	500,000
Mr M & Mrs C Marinovich <ITCH Family A/C>	500,000
Fakuba Pty Ltd	500,000
Dragonlyn Pty Ltd	500,000
Tricon Nominees Pty Ltd	1,000,000
Nyngot Pty Ltd	500,000
TOTAL	6,000,000

Note: The Company will disregard any votes cast on this resolution by:

- the allottees listed above and
- any associate of those allottees

However, the entity need not disregard a vote if:

- it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or

- it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.

2. RESOLUTION 2 – RATIFICATION OF SHARE ISSUE

“That, pursuant to Listing Rule 7.4 of the Australian Stock Exchange Limited, the issue of 12,000,000 fully paid ordinary shares issued at 5 cents per share, to provide additional working capital for the Company, to the allottees listed below, be ratified:”

Allottee	# Shares
Nyngot Pty Ltd	1,000,000
Tangee Pty Ltd <Affleck A/C>	1,000,000
Vista Blue Limited	1,000,000
Tamey Holdings Pty Ltd <DP & FL Waddell Family A/C>	1,000,000
Delfield Pty Ltd <Grubisa S/F A/c>	1,000,000
Mr J & Mrs CS Marinovich <Itch Super Fund A/C>	2,000,000
Mr Steven Murray Erceg <Erceg Family A/C>	1,000,000
Mr Donald Norman Coultas	1,000,000
Eureka Town Pty Ltd <Mann Family A/C>	1,000,000
Mr Michael Robert Beech & Mrs Robin Lynn Beech <MR Beech Super A/C>	1,000,000
Phalaris Nominees Pty Limited < R&J Northend Family Trust A/C >	1,000,000
	12,000,000

Note: The Company will disregard any votes cast on this resolution by:

- the allottees listed above and
- any associate of those allottees

However, the entity need not disregard a vote if:

- it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or
- it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.

3. RESOLUTION 3 – RATIFICATION OF SHARE ISSUE

“That, pursuant to Listing Rule 7.4 of the Australian Stock Exchange Limited, the issue of 10,603,333 fully paid ordinary shares issued at 9 cents per share, to provide additional working capital for the Company, to the allottees listed below, be ratified:”

Allottee	# Shares
United Food Corporation Pty Ltd	2,370,000
Universal Enterprises Pty Ltd	2,250,000
International Development Corporation Pty Ltd	1,700,000
Lai Sa Ingue Nominees Pty Ltd	1,200,000
Bonifacio Que Pe	1,111,111
Michael G O'Dea	250,000
Greg Rayner & Shane Izydorski	222,222
Seatronics Pty Ltd	400,000
Cascade Holdings Pty Ltd	200,000
Ausvaal Limited	500,000
Mr Steven Murray Erceg <Erceg Family A/C>	400,000
Total	10,603,333

Note: The Company will disregard any votes cast on this resolution by:

- the allottees listed above and
- any associate of those allottees

However, the entity need not disregard a vote if:

- it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or
- it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.

4. RESOLUTION 4 – APPOINTMENT OF A DIRECTOR

“That pursuant to Clause 14.6 of the Constitution of the Company, Mr David Reynolds, having been appointed to fill a casual vacancy, be and is hereby appointed a director of the Company”

SNAPSHOT DATE

For the purposes of Regulation 7.11.37 of the Corporations Regulations, the Directors have set a snapshot date to determine the identity of those persons eligible to vote at the General Meeting. The snapshot date is 10.30 am WST on 29 October 2003.

EXPLANATORY MEMORANDUM

Resolutions 1, 2 and 3 included in this Notice of Meeting seek to ratify issues that have been made which are permitted under Listing Rule 7.1 of the Listing Rules of the Australian Stock Exchange Limited. The effect of resolutions 1, 2 and 3 is to seek to reinstate the capacity of the Company to issue shares pursuant to Listing Rule 7.1.

Dated this 30th Day of September 2003.

By order of the Board



Peter Farrah
Company Secretary

TANTALUM AUSTRALIA NL
ABN 58 009 127 020
APPOINTMENT OF PROXY FORM

To: Tantalum Australia NL
 13 Mumford Place
 BALCATT A WA 6021

I/We _____
 of _____

being member/members of TANTALUM AUSTRALIA NL and holding _____
 ordinary shares

HEREBY APPOINT _____
 of _____

(or failing him) _____

of _____

(or failing proxy(ies) listed above, the Chairman of the Meeting) as my/our proxy to vote for me/us and on my/our behalf at a General Meeting of the Company to be held on 31 October 2003 and at any adjournment thereof.

This form may, if wished, be used to direct the proxy to vote in respect of the resolutions by marking with a "X" the appropriate box "For" or "Against", otherwise the proxy may vote as he or she thinks fit or abstain from voting.

RESOLUTIONS	FOR	AGAINST
1. To ratify issue of shares	<input type="checkbox"/>	<input type="checkbox"/>
2. To ratify issue of shares	<input type="checkbox"/>	<input type="checkbox"/>
3. To ratify issue of shares	<input type="checkbox"/>	<input type="checkbox"/>
4. To appoint a director	<input type="checkbox"/>	<input type="checkbox"/>

If you do **not** wish to direct your proxy how to vote, please place a mark in this box

By marking this box, you acknowledge that the Chairman may exercise your proxy even if he has an interest in the outcome of the resolution and votes cast by him other than as proxy holder will be disregarded because of the interest. The Chairman will vote in favour of all of the resolutions if no directions are given.

Dated this.....day of.....2003.

 Signature of member

 Signature of joint member

