



TASMAN RESOURCES NL

ACN 009 253 187

Level 29, Exchange Plaza

2 The Esplanade, Perth, Western Australia 6000

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3 May 2005

Dear Shareholder

Enclosed please find attached a notice of extraordinary general meeting, proxy form and explanatory statement in relation to Tasman Resources NL.

The purpose of the general meeting is to seek shareholder approval for a strategic placement of securities to Top Energy Pty Ltd to raise \$2million additional working capital. Top Energy Pty Ltd is the second largest shareholder in Eden Energy Ltd and previously subscribed \$2million to Eden Energy Ltd. Top Energy Pty Ltd is controlled by Guiting Liu, a director of Eden Energy Ltd. The shareholders previously approved the issue of securities to China Railway (HK) International Trade Co. Ltd and China Railway (HK) Investment Trade Co. Ltd on 19 April 2005 however, due to currency control restrictions that transaction was unable to proceed.

Yours sincerely

Gregory H. Solomon
Executive Chairman

TASMAN RESOURCES NL

ACN 009 253 187

NOTICE OF EXTRAORDINARY GENERAL MEETING

Notice is given that an Extraordinary General Meeting of the members of Tasman Resources NL ACN 009 253 187 ("the Company") will be held at Level 40, Exchange Plaza, 2 The Esplanade, Perth, Western Australia on Tuesday, 7 June 2005 at 10.00am.

SPECIAL BUSINESS

The business of the meeting is to consider and (if thought fit) to pass, with or without modification, the following ordinary resolution:

1. Issue of Shares by Directors – As an Ordinary Resolution

"That, for the purposes of ASX Listing Rule 7.1 and for all other purposes, the Directors are authorised to issue to Top Energy Pty Ltd ACN 111 741 989 or associated entities 10 million fully paid ordinary shares in the Company at an issue price of 15 cents per share together with 10 million options at an issue price of 5 cents per option to acquire fully paid ordinary shares at an exercise price of 20 cents per share exercisable on or before 28 February 2006 to raise a total of \$2million by way of placements on the terms and conditions set out in the explanatory statement attached hereto."

Note: The shares and options will be issued no later than three months from the date of the meeting.

Dated this 3rd day of May 2005.

By order of the Board

.....
RF Buscall

Company Secretary

NOTES RELATING TO PROXIES:

A shareholder entitled to attend and vote at the Extraordinary General Meeting of the Company may appoint not more than two proxy's to attend and vote in his/her place. Where more than one proxy is appointed each proxy must be appointed to represent a specified proportion of the shareholder's voting rights, a proxy may be, but need not be a member of the Company.

Proxy forms (and the Power of Attorney or other authority, if any under which the proxy form is signed) must be deposited at the registered office of the Company at Level 40, Exchange Plaza, 2 The esplanade, Perth, Western Australia, 6000 not less than 48 hours before the time for holding the Extraordinary General Meeting.

TASMAN RESOURCES N.L.
(ACN 009 253 187)

PROXY FORM
GENERAL MEETING

I/We

being a member/members of Tasman Resources N.L. entitled to attend and vote at the meeting,
hereby

Appoint

Name of proxy

or failing the person so named or, if no person is named, the Chairman of the meeting or the Chairman's nominee, to vote in respect of ____ % of my/our voting rights in accordance with the following directions, or if no directions have been given, as the proxy sees fit at the General Meeting of the company, to be held on Tuesday 7 June 2005 and at any adjournment thereof. If no directions are given, the Chairman will vote in favour of all of the resolutions.

	FOR	AGAINST	ABSTAIN
Ordinary Resolutions:			
1. To issue up to 10 million fully paid ordinary Shares and 10 million 20c 28 February 2006 Options	☐	☐	☐

If you mark the abstain box for a particular item, you are directing your proxy not to vote on that item on a show of hands or on a poll and that your shares are not intended to be counted in computing the required majority on a poll.

Signed this day of 2005.

Individuals and joint holders

Signature

Signature

Signature

Companies (affix common seal if appropriate)

Director

Director/Company Secretary

Sole Director and Sole Company Secretary

The Chairman intends to vote in favour of the resolution in respect of all undirected proxies.

☐

If you do not wish to direct your proxy how to vote please place a mark in the 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 that interest.

Notes:

1. To be effective, this proxy and the power of attorney (if any) under which it is signed must be received at the Registered Office of the company, Level 40, Exchange Plaza, 2 The Esplanade, Perth, WA 6000 not less than 48 hours before the time for holding the meeting, or any adjournment thereof.
2. If the member is a corporation, the form of proxy should be signed under seal if appropriate.

EXPLANATORY STATEMENT

This Explanatory Statement is an important document and you should read this statement carefully. If you have any queries regarding the matters set out in this Explanatory Statement or the preceding Notice please contact the Company or your professional advisor.

Resolution 1

Resolution 1 seeks shareholders' approval for the purposes of ASX Listing Rules 7.1 and for all other purposes to authorise the directors to issue a total of 10 million fully paid ordinary shares ("the Shares") and 10 million 20c 28 February 2006 options ("the Options") to acquire fully paid ordinary shares (collectively the Shares and the Options being called "the Securities") by way of placements to raise \$2million in additional working capital.

The Securities will be issued on the following basis:

1. The price for the Securities will be as follows:-
 - 1.1. the issue price for the Shares will be 15 cents each; and
 - 1.2. the issue price for the Options shall be 5 cents each.
2. The Shares will be issued on the same terms as, and rank pari passu with, the existing issued fully paid ordinary shares of the Company and will be quoted on the Australian Stock Exchange.
3. The Options will be issued on the same terms as the existing options issued by the Company and will be exercisable at a price of 20 cents each on or before 28 February 2006 and will be quoted on the Australian Stock Exchange.
4. The full terms of the Options are as follows:-
 - 4.1. The Options are exercisable at any time prior to 5.00pm WST 28 February 2006 ("the Expiry Date"). Options not exercised on or before the Expiry Date will automatically lapse.
 - 4.2. The Options may be exercised wholly or in part by completing a notice of exercise of options substantially in the form attached ("Notice of Exercise") to be delivered to the Company's Registered Office and received by it any time prior to the Expiry Date.
 - 4.3. The Options entitle the holder to subscribe (in respect of each Option held) for a share at an exercise price per Option of 20 cents.
 - 4.4. Upon the exercise of the Options and receipt of all relevant documents and payment, shares will be issued ranking pari passu with the then issued shares. If at the date of exercise of the Options the shares of the Company are quoted on the Australian Stock Exchange ("ASX") the Company will apply to ASX to have the shares granted Official Quotation.
 - 4.5. A summary of the terms and conditions of the Options including the notice of exercise was sent to all holders of Options when the Options are issued.
 - 4.6. Any notice of exercise received by the Company on or prior to the Expiry Date will be deemed to be a notice of exercise as at the last Business Day of the month in which such notice is received.

- 4.7. There are no participating entitlements inherent in the Options to participate in new issues of capital, which may be offered to shareholders during the currency of the Options. Prior to any new pro rata issue of securities to shareholders, holders of Options will be notified by the Company and will be afforded 10 Business Days before the Record Date (to determine entitlements to the issue), to exercise Options.
- 4.8. In the event of any reconstruction (including consolidation, sub-division, reduction or return) of the issued capital of the Company prior to the Expiry Date the number of Options or the exercise price of the Options or both shall be reconstructed (as appropriate) in a manner which will not result in any benefits being conferred on holders of Options which are not being conferred on shareholders and (subject to the provisions with respect to rounding of entitlements as sanctioned by the meeting of shareholders approving the reconstruction of capital), in all respects the terms for the exercise of Options shall remain unchanged.
- 4.9. The Options may be transferred at any time prior to the Expiry Date.
- 4.10. Shares issued pursuant to the exercise of an Option will be issued not more than 14 days after the notice of exercise.
5. The Securities will be issued with a three month period of the date of the meeting.
6. The Company anticipates allotting the Securities in one parcel.
7. The Securities will be issued to Top Energy Pty Ltd ACN 111 741 989 or associated entities for a total of \$2 million.
8. The shareholders previously approved the issue of a total 10 million fully paid ordinary and 10 million 20c 28 February 2006 options to China Railway (HK) International Trade Co. Ltd and China Railway (HK) Investment Trade Co. Ltd on 19 April 2005 however, due to currency control restrictions that transaction was unable to proceed.
9. The purpose of the proposed placements is to raise any additional working capital that may be required to fund the Company's ongoing drilling and exploration programs and to allow the Company (if it so determines) to contribute to a capital raising for Eden Energy Ltd, a subsidiary of the Company.

The Company will disregard any votes cast on Resolution 1 by the participants in the proposed share issue referred to in that resolution or an associate of any of these recipients.

However, the Company will not disregard the vote if:

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