



**Tasman Goldfields Limited**  
ABN: 86 121 985 395

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**17 October 2008**

**NOTICE OF ANNUAL GENERAL MEETING (AGM)**

Notice is hereby given that the AGM of Tasman Goldfields Limited ABN 86 121 985 395(**Company**) will be held at the offices of McCullough Robertson, Level 11, Central Plaza Two, 66 Eagle Street, Brisbane Qld 4001 on Friday 21 November 2008, commencing at 11.00 am (Brisbane time).

**AGENDA**

The agenda for the meeting is as follows:

- A. Opening of meeting
  
- B. Consideration and discussion of the Company's Audited Financial Statements, the related Directors' Report, Directors Declaration and Independent Audit Report for the financial year ended 30 June 2008(**Financial Statements and Reports**), which are being circulated to shareholders who have elected to receive a paper copy of the Financial Statements and Reports in the attached Annual Report. Shareholders who have given the Company an election to receive an electronic copy of the Financial Statements and Reports and shareholders from whom the Company has not received an election as to how they wish to receive the Financial Statements and Reports can directly access them on the Company's website at [www.tasmangoldfields.com.au](http://www.tasmangoldfields.com.au) and by selecting the link, under Annual Reports for 2008, titled "Period Ending 30 June 2008".
  
- C. Consideration of Adoption of the Remuneration Report for the financial year ended 30 June 2008 (see Resolution 1)

*[Note – the vote on this resolution is advisory only and does not bind the Directors of the Company]*

- D. Election of Directors:
  1. Re-election of Mr. Robert Strzecynski as a Director (see Resolution 2)

E Close of meeting

*The Explanatory Statement and the Proxy Form accompanying this Notice of Meeting are incorporated in and comprise part of this Notice of Meeting.*

## **ORDINARY BUSINESS**

### **Financial Statements and Reports**

To receive and consider the Company's Audited Financial Statements, the related Directors' Report, Directors Declaration and Independent Audit Report for the financial year ended 30 June 2008.

To consider and, if thought fit, pass as ordinary resolutions of the Company:

### **Remuneration Report**

#### **Resolution 1**

*"That the Company be authorised to adopt the Remuneration Report for the financial year ended 30 June 2008".*

<p><b>The vote on this Resolution is advisory only and, under section 250R(3) of the Corporations Act, it does not bind the Directors of the Company.</b></p>
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### **Re-election of Director (Resolution 2)**

#### **Resolution 2**

*"That Mr. Robert Strzecynski who retires in accordance with Article 16.1 of the Company's constitution and, being eligible, be re-elected, as a Director of the Company".*

## PROXY AND BODY CORPORATE REPRESENTATIVE INSTRUCTIONS

- (a) A shareholder who is entitled to attend and cast a vote at the meeting is entitled to appoint a proxy.
- (b) The proxy need not be a shareholder of the Company. A shareholder who is entitled to cast 2 or more votes may appoint 2 proxies and may specify the proportion or number of votes each proxy is appointed to exercise.
- (c) If you wish to appoint a proxy and are entitled to do so, then complete and return the enclosed proxy form.
- (d) A body corporate may elect to appoint a representative, rather than appoint a proxy, in accordance with the Corporations Act in which case the Company will require written proof of the representative's appointment which must be lodged with or presented to the Company before the meeting.

If you have any queries on how to cast your votes then call the Company's share registry on 02 9290 9600 during business hours.

### **VOTING ENTITLEMENT**

For the purposes of determining voting entitlements at the meeting, the Company has determined in accordance with Regulation 7.11.37 of the Corporations Regulation 2001 that for the purpose of voting at the meeting or adjourned meeting, shares will be taken to be held by the persons who are registered as holding the shares in the Company's register of shareholders at 7.00pm (Brisbane time) on 19 November 2008. Accordingly, transactions registered after that time will be disregarded in determining entitlements to attend and vote at the meeting.



**BY ORDER OF THE BOARD  
JOHN KEVIN HALEY  
COMPANY SECRETARY**

## **EXPLANATORY STATEMENT**

The following information is provided to shareholders of Tasman Goldfields Limited ABN 86 121 985 395, in compliance with the Corporations Act, the ASX Listing Rules and the Company's constitution, (**Company**) in connection with the business to be considered at the AGM of shareholders to be held at the offices of McCullough Robertson, Level 11, Central Plaza Two, 66 Eagle Street, Brisbane Qld 4001 on Friday 21 November 2008, commencing at 11.00 am (Brisbane time).

## **INTRODUCTION**

The Notice of Meeting, which is also enclosed, sets out details of proposals concerning the 2 Resolutions to be put to shareholders.

Shareholders should read the Notice of Meeting and this Explanatory Statement in full and if they have any questions, obtain professional advice before making decisions in relation to the resolutions put to the Shareholders at the AGM.

## **ORDINARY BUSINESS**

### **Financial Statements and Reports**

The Corporations Act requires that the related Directors' Report, Directors' Declaration, Independent Audit Report and the Audited Financial Statements of the Company for the year ended 30 June 2008 be presented to the AGM. Apart from the matters involving remuneration which are required to be voted upon, neither the Corporations Act nor the Company's constitution requires a vote of shareholders at the AGM on such reports or statements, however shareholders will be given ample opportunity to raise questions with respect to these reports and statements at the meeting.

In addition to asking questions at the meeting, shareholders may address written questions to the Chairman about the management of the Company, or to the Company's Auditor which are relevant to:

- (a) the content of the Independent Audit Report to be considered at the meeting; or
- (b) the conduct of the audit of the Annual Financial Report to be considered at the meeting.

Any written questions must be submitted to the Company Secretary on or before 19 November 2008 by email, fax or post.

Email: [jhaley@metallicaminerals.com.au](mailto:jhaley@metallicaminerals.com.au)

Fax: 07 3891 9199

Mailing Address: PO Box 55, Fortitude Valley, QLD 4006

## **Resolution 1: Adoption of Remuneration Report**

The Corporations Act requires that the section of the Directors' Report dealing with the remuneration of Directors and the 5 most highly remunerated executives (Remuneration Report) be put to the vote of shareholders for adoption by way of a non-binding vote.

The Remuneration Report is set out in the Directors' Report. The Report summarises:

- the remuneration paid to Directors and key employees,
- the Board's policy for determining the nature and amount of remuneration of executive directors and senior executives of the Company;
- the relationship between the Board's remuneration policy and the Company's performance;
- remuneration details for each Director and the three most highly remunerated senior executives of the Company; and
- any performance conditions applicable to the remuneration of executive directors and senior executives of the Company.

A reasonable opportunity will be provided for discussion of the Remuneration Report at the meeting.

The Board unanimously recommends that shareholders vote in favour of adopting the Remuneration Report.

## **Resolution 2: Re-election of Mr. Robert Strzeczynski as a Director**

Article 16.1 of the Company's constitution requires that at each AGM, one-third of the Directors (other than any Managing Director) or, if their number is not a multiple of three, then the number nearest to but not less than one third, must retire from office. The Company's constitution also states that a Director (other than a Director who is a Managing Director) must retire from office at the conclusion of the third AGM after which the director was elected or re-elected. In accordance with the Company's constitution, Mr. Robert Strzeczynski retires as a Director and offers himself for re-election as a Director.

The meeting is therefore required to vote on Mr. Robert Strzeczynski's re-election as a Director.