



ACN 077 110 304

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**NOTICE OF GENERAL MEETING**

**AND**

**EXPLANATORY MEMORANDUM TO SHAREHOLDERS**

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Date: Friday, 13 December 2013  
Time: 2.00pm WST  
Location: Level 1, 1152 Hay Street  
West Perth, Western Australia

**IMPORTANT INFORMATION**

**This is an important document that should be read in its entirety. If you do not understand it you should consult your professional advisers without delay.**

## Details of the Meeting

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Notice is hereby given that a General Meeting ("Meeting") of Tiger Resources Limited ("Tiger" or the "Company") will be held on Friday, 13 December 2013 at 2.00pm (WST) at Level 1, 1152 Hay Street, West Perth, Western Australia.

The Explanatory Memorandum to this Notice of Meeting provides additional information on matters to be considered at the Meeting. The Explanatory Memorandum and the Proxy Form are part of this Notice. Terms and abbreviations used in this Notice are defined in the Glossary.

If you are unable to attend the Meeting, you are encouraged to complete and return the proxy form attached to this Notice as your vote is important.

## Voting Eligibility

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The Directors have determined pursuant to Regulation 7.11.37 of the Corporations Regulations 2001 that the persons eligible to vote at the Meeting are those who are registered as Shareholders at 5:00PM (WST) on Wednesday, 11 December 2013.

If you are not the registered holder of Shares at that time, you will not be entitled to vote at the Meeting.

## Voting by Proxy

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A Shareholder has the right to appoint a proxy (who need not be a Shareholder). A proxy can be an individual or a body corporate. A body corporate appointed as a Shareholder's proxy must appoint a representative to exercise any of the powers the body corporate can exercise as a proxy at the Meeting. Refer to the "Corporate Representatives" section below.

A Shareholder entitled to cast 2 or more votes may appoint 2 proxies and may specify the percentage of votes each proxy is to exercise. A Shareholder can direct his proxy to vote for, against or abstain from voting on each resolution by marking the appropriate box in the Voting Directions section of the Proxy Form. If a proxy holder votes, he must cast all votes as directed. Any directed proxies that are not voted will automatically default to the Chairman, who must vote the proxies as directed.

**If the Chairman is to act (whether by appointment or by default) as your proxy, he will vote all undirected proxies in respect of Resolutions 1 and 2 in favour of the relevant resolution.**

To vote by proxy, please complete and sign the enclosed Proxy Form and return to the Company by the time and in accordance with the instructions set out on the Proxy Form. The instrument appointing the proxy must be received by the Company at the address specified below at least 48 hours before the time notified for the Meeting:



By Mail: Level 1, 1152 Hay Street, West Perth, Western Australia 6005  
OR  
PO Box 379, West Perth, Western Australia 6872



By Fax: +61 8 6188 2099



Email: proxy@tigerez.com

## Corporate Representatives

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Any corporate Shareholder wishing to appoint a person to act as its representative at the Meeting may do so by providing that person with:

- (a) a letter or certificate executed in accordance with the Corporations Act authorising that person to act as the corporate Shareholder's representative at the Meeting; or
- (b) a copy of the resolution appointing that person as the corporate Shareholder's representative at the Meeting, certified by a secretary or director of the corporate Shareholder.

Alternatively, Shareholders can download and fill out the 'Appointment of Corporate Representation' form from Computershare's website – [www.computershare.com.au](http://www.computershare.com.au)

The appointed corporate representative should bring evidence of his appointment to the Meeting, unless it has previously been given to the Company.

## Queries

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If you have any queries regarding matters contained in the Meeting documents, please call the Company Secretary on +61 8 6188 2000.

### Ordinary Business

#### 1. Resolution 1: Ratification of Issue of Shares

To consider and, if thought fit, to pass the following resolution as an ordinary resolution:

*“That, for the purpose of ASX Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue of 100,000,000 Shares on the terms and conditions set out in the Explanatory Memorandum.”*

#### **Voting Exclusion:**

The Company will disregard any votes cast on Resolution 1 by any person who participated in the issue and any associates of those persons. However, the Company 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: Approval of Issue of Shares

To consider and, if thought fit, to pass the following resolution as an ordinary resolution:

*“That, for the purpose of ASX Listing Rule 7.1 and for all other purposes, Shareholders approve the issue of 25,190,000 Shares on the terms and conditions set out in the Explanatory Memorandum.”*

#### **Voting Exclusion:**

The Company will disregard any votes cast on Resolution 2 by any person who may participate in the issue and a person who might obtain a benefit, except a benefit solely in the capacity of a holder of ordinary securities, if the resolution is passed and any associates of those persons. However, the Company need not disregard a vote if it is cast by a person as a 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..

By Order of the Board of Directors



**S M Shah**

Company Secretary

Perth, Western Australia

Dated: 8 November 2013

## Explanatory Memorandum

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This Explanatory Memorandum has been prepared to provide information which the Directors believe to be material to Shareholders in deciding whether or not to pass the Resolutions which are the subject of the business of the Meeting.

### Resolution 1: Ratification of Issue of Shares

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#### Background

On 1 November 2013, the Company announced it had reached an agreement for a two-tranche placement of 125,000,000 Shares at an issue price of \$0.34 per share to raise \$42.5 million (Placement). The Board has since agreed, subject to Shareholder approval, to issue a further 190,000 Shares in addition to the 125,000,000 Shares. Tranche 1 of the Placement, being a total of 100,000,000 Shares, has been issued under the Company's 15% capacity pursuant to ASX Listing Rule 7.1.

The Company now seeks ratification by Shareholders of the issue of 100,000,000 shares pursuant to ASX Listing Rule 7.4. By ratifying this issue of Shares, the Company will retain the capacity to issue securities in the future up to the 15% threshold without the requirement to obtain prior Shareholder approval.

#### Technical information required by ASX Listing Rule 7.5

Pursuant to and in accordance with ASX Listing Rule 7.5, the following information is provided in relation to Resolution 1.

- (a) The total number of Shares issued was 100,000,000;
- (b) The issue price of each Share was \$0.34;
- (c) The Shares are fully paid ordinary shares in the Company ranking equally in all respects with the Company's existing issued shares;
- (d) The Shares were issued on 8 November 2013 to institutional, sophisticated and professional investors identified by the lead manager and book runner to the Placement, Canaccord Genuity (Australia) Limited. None of the Placement subscribers is a related party of the Company; and
- (e) The Company intends to use the funds from the issue of Shares to provide the Company with additional flexibility in relation to bank overdraft facilities and to augment existing working capital. The funds will also provide contingent funding for any additional reserve payments required to be made to Gecamines (Tiger's joint-venture partner in the Kipoi Copper Project in the Democratic Republic of Congo) and for payments due to the vendors of Tiger's Kipoi project interest.

A voting exclusion statement is included in the Notice.

### Resolution 2: Approval of Issue of Shares

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#### Background

Tranche 2 of the Placement described above, being a total of 25,190,000 Shares, is to be issued subject to approval by Shareholders as it would exceed the Company's 15% placement capacity under ASX Listing Rule 7.1. Resolution 2 seeks that approval.

### Technical information required by ASX Listing Rule 7.3

Pursuant to and in accordance with ASX Listing Rule 7.3, the following information is provided in relation to Resolution 2:

- (a) The maximum number of Shares to be issued under Resolution 2 is 25,190,000;
- (b) The issue price of each Share will be \$0.34, to raise gross proceeds of \$8.56 million;
- (c) The Shares will be issued no later than three months after the date of this Meeting (or such later date to the extent permitted by any ASX waiver or modification of the ASX Listing Rules) and it is intended that all the Shares will be issued on the same date;
- (d) The Shares to be issued will be fully paid ordinary shares in the Company ranking equally in all respects with the Company's existing issued shares;
- (e) The Shares will be issued to institutional, sophisticated and professional investors identified by the lead manager and book runner to the Placement, Canaccord Genuity (Australia) Limited. None of the Placement subscribers will be a related party of the Company; and
- (f) The use of funds to be raised from this issue is identical to that described above under Resolution 1.

A voting exclusion statement is included in the Notice.

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## Glossary

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**'\$'** means the official currency of the Commonwealth of Australia.

**ASX** means ASX Limited.

**ASX Listing Rules** means the Listing Rules of ASX.

**Chairman** means the chairman of the Meeting.

**Company** means Tiger Resources Limited (ACN 077 110 304).

**Directors** means the current directors of the Company.

**Explanatory Memorandum** means the explanatory memorandum accompanying the Notice.

**General Meeting** or **Meeting** means the meeting convened by the Notice.

**Notice** or **Notice of Meeting** means this notice of meeting including the Explanatory Memorandum and the Proxy Form.

**Placement** means the total placement of 125,000,000 Shares to raise gross proceeds of \$42.5 million

**Proxy Form** means the proxy form accompanying the Notice.

**Resolutions** means the resolutions set out in the Notice, or any one of them, as the context requires.

**Share** means a fully paid ordinary share in the Company.

**Shareholder** means a holder of a Share.

**Tranche 1** means the first tranche of Shares issued under the Placement, being 100,000,000 Shares

**Tranche 2** means the second tranche of Shares to be issued under the Placement, being 25,190,000 Shares

**WST** means Western Standard Time as observed in Perth, Western Australia.

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**This completed Proxy Form can be lodged:**

By Mail: Level 1, 1152 Hay St  
West Perth, WA 6005  
Or  
PO Box 379  
West Perth, WA 6872

By Fax: 61 8 6188 2099

By Email: proxy@tigerez.com

**For your vote to be effective, the completed proxy form must be received by  
2.00pm (Perth time), 11 December 2013**

**How to complete the Proxy Form****1 Appointment of a Proxy**

If you wish to appoint the Chairman of the Meeting as your proxy, mark the box. If the individual or body corporate you wish to appoint as your proxy is someone other than the Chairman of the Meeting please write the full name of that individual or body corporate in the space provided. If you leave this section blank, or your named proxy does not attend the meeting, the Chairman of the Meeting will be your proxy. A proxy need not be a securityholder of the company. Do not write the name of the issuer company or the registered securityholder in the space.

**2 Votes on Items of Business**

You may direct your proxy how to vote by placing a mark in one of the three boxes opposite each item of business. All your securities will be voted in accordance with such a direction unless you indicate only a portion of voting rights are to be voted on any item by inserting the percentage or number of securities you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on a given item, your proxy may vote as he or she chooses. If you mark more than one box on an item your vote on that item will be invalid.

**3 Appointment of a Second Proxy**

You are entitled to appoint up to two proxies to attend the meeting and vote on a poll. If you wish to appoint a second proxy, an additional Proxy Form may be obtained by telephoning the company's share registry or you may copy this form.

To appoint a second proxy you must:

- a) on each of the first Proxy Form and the second Proxy Form state the percentage of your voting rights or number of securities applicable to that form. If the appointments do not specify the percentage or number of votes that each proxy may exercise, each proxy may exercise half your votes. Fractions of votes will be disregarded.
- b) return both forms together

**4 Signing Instructions**

You must sign this form as follows in the spaces provided:

**Individual:** where the holding is in one name, the holder must sign.

**Joint Holding:** where the holding is in more than one name, all of the security holders should sign.

**Power of Attorney:** to sign under Power of Attorney, you must have already lodged this document with the registry. If you have not previously lodged this document for notation, please attach a certified photocopy of the Power of Attorney to this form when you return it.

**Companies:** where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the company (pursuant to section 204A of the Corporations Act 2001) does not have a Company Secretary, a Sole Director can also sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please indicate the office held by signing in the appropriate place.

If a representative of a corporate Securityholder or proxy is to attend the meeting the appropriate "Certificate of Appointment of Corporate Representative" should be produced prior to admission. A form of the certificate may be obtained from the company's share registry.

**Lodgement of a Proxy**

This Proxy Form (and any Power of Attorney under which it is signed) must be received at an address given above no later than 48 hours before the time of the Annual General Meeting. Any Proxy Form received after that time will not be valid for the scheduled meeting.

**This completed Proxy Form can be lodged:**

By Mail: Level 1, 1152 Hay St  
 West Perth, WA 6005  
 Or  
 PO Box 379  
 West Perth, WA 6872  
 By Fax: 61 8 6188 2099  
 By Email: proxy@tigerez.com

**STEP 1 APPOINTMENT OF PROXY**

I/We being a member/s of Tiger Resources Limited and entitled to attend and vote hereby appoint:

The Chairman of the Meeting (mark with an "X") OR  If you are not appointing the Chairman of the Meeting as your proxy please write here the full name of the individual or body corporate (excluding your own name) you are appointing as your proxy.

Or failing the individual or body corporate named, or if no individual or body corporate is named, the Chairman of the Meeting, as my/our proxy to act generally at the meeting on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, as the proxy sees fit) at the General Meeting of Tiger Resources Limited to be held on 13 December 2013 and at any adjournment of that meeting.

**STEP 2 VOTING DIRECTIONS TO YOUR PROXY, PLEASE MARK [X] TO INDICATE YOUR DIRECTIONS**

|  | FOR                      | AGAINST                  | ABSTAIN*                 |
|--|--------------------------|--------------------------|--------------------------|
| Resolution 1 – Ratification of Issue of Shares | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| Resolution 2 – Approval for Issue of Shares    | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |

**The Chairman of the Meeting intends to vote all available proxies in favour of each item of business**

\* If you mark the Abstain box for a particular item, you are directing your proxy not to vote on your behalf on a show of hands or on a poll and your votes will not be counted in computing the required majority on a poll.

**STEP 3 SIGN**

**This section must be signed in accordance with the instructions overleaf to enable your directions to be implemented.**

Individual or Securityholder 1

Sole Director and Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director/Company Secretary

Dated: \_\_\_\_\_ / \_\_\_\_\_ / 2013