



ACN 077 110 304

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**NOTICE OF ANNUAL GENERAL MEETING**

**AND**

**EXPLANATORY STATEMENT TO SHAREHOLDERS**

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Date: Tuesday, 28 November 2017  
Time: 9.30am WST  
Location: The Celtic Club  
48 Ord Street  
West Perth, Western Australia 6005

**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 the Annual General Meeting (“**Meeting**”) of Tiger Resources Limited (the “**Company**”) will be held on Tuesday, 28 November 2017 at 9.30am (WST) at The Celtic Club, 48 Ord Street, West Perth, Western Australia.

The Explanatory Statement to this Notice of Meeting provides additional information on matters to be considered at the Meeting. The Explanatory Statement 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 and ASX Settlement Operating Rule 5.6 that the persons eligible to vote at the Meeting are those who are registered as Shareholders at 4:00PM (WST) on Sunday, 26 November 2017.

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 and Voting Exclusion

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A Shareholder has the right to appoint a proxy (who need not be a Shareholder). More details are provided later in this Notice.

Voting exclusions apply to certain Resolutions and details are provided elsewhere in this Notice.

Proxies must be received by the Company no later than 48 hours before the commencement time of the Meeting in order to be valid.

## 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.

## Agenda

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### Ordinary Business

#### 1. Financial Report for the Year ended 31 December 2016

“To receive and consider the financial report of the Company for the year ended 31 December 2016, together with the reports by the directors and auditors thereon.”

#### 2. Resolution 1 – Adoption of Remuneration Report

To consider and, if thought fit, to pass the following resolution as a **non-binding resolution** in accordance with section 250R (2) of the *Corporations Act 2001* (Cth) (the “**Corporations Act**”):

“That the Remuneration Report as set out in the Directors’ Report section of the 2016 Annual Report of the Company be adopted.”

**Voting Exclusion:** *The Company will disregard any votes cast on this Resolution by:*

- (a) *a member of the key management personnel, details of whose remuneration are included in the Remuneration Report; or*
- (b) *a Closely Related Party of such a member.*

*However, a person (the “Voter”) described above may cast a vote on these Resolution as a proxy if the vote is not cast on behalf of a person described above and either:*

- (a) *the Voter is appointed as a proxy by writing that specifies the way the proxy is to vote on the resolutions; or*
- (b) *the Voter is the Chair and the appointment of the Chair as proxy:*
  - (i) *does not specify the way the proxy is to vote on the resolutions; and*
  - (ii) *expressly authorises the Chair to exercise the proxy even if the resolutions are connected directly or indirectly with the remuneration of a member of the key management personnel for the Company or, if the Company is part of a consolidated entity, for the entity.*

#### 3. Resolution 2 - Re-Election of Mr Shawn McCormick as a Director

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

“That Mr Shawn McCormick, who retires in accordance with Clause 12.17 of the Constitution of the Company and, being eligible, offers himself for re-election, be and is hereby re-elected as a director of the Company.”

#### **4. Resolution 3 - Re-Election of Mr Michael Griffiths as a Director**

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

"That Mr Michael Griffiths, who retires in accordance with Clause 12.11 of the Constitution of the Company and, being eligible, offers himself for re-election, be and is hereby re-elected as a director of the Company."

#### **5. Resolution 4 – Ratification of Prior Share Issue**

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

"That, in accordance with ASX Listing Rule 7.4, Shareholders approve the prior issue of a total of 223,348,714 Shares to Taurus Mining Finance Fund, Resource Capital Fund VI L.P and International Finance Corporation on the terms and conditions and in the manner detailed in the Explanatory Statement."

***Voting Exclusion:** The Company will disregard any votes cast on this Resolution by Taurus Mining Finance Fund, Resource Capital Fund VI L.P., and International Finance Corporation or any of its associates. However, the Company will not disregard a vote if:*

- (a) it is cast by the person as a proxy for a person who is entitled to vote, in accordance with directions on the Proxy Form; or*
- (b) it is cast by the person chairing the Meeting as proxy for a person who is entitled to vote, in accordance with directions on the Proxy Form to vote as the proxy decides.*

### **GENERAL BUSINESS**

#### **6. To transact any other business which may lawfully be brought forward.**

##### **Appointing key management personnel as proxy**

If you wish to appoint a member of the key management personnel (which includes each of the directors and the Chair) as your proxy, please read the voting exclusion above in relation to Resolution 1 and in the Proxy Form carefully. Shareholders are encouraged to direct their proxies how to vote.

##### **How the Chair will vote available proxies**

The Chair intends to vote all available proxies in favour of all of the resolutions set out in the Notice. The Proxy Form expressly authorises the Chair to exercise undirected proxies in favour of remuneration-related resolutions.

## Default to the Chair

Any directed proxies that are not voted on a poll at the Meeting will automatically default to the Chair, who is required to vote those proxies as directed.

## Proxies generally

A Shareholder may attend the Meeting in person or may be represented at the Meeting by proxy. In accordance with section 249L of the Corporations Act, Shareholders are advised that:

- the proxy need not be a Shareholder;
- each Shareholder may specify the way in which the proxy is to vote on each resolution or may allow the proxy to vote at their discretion; and
- a Shareholder who is entitled to cast two or more votes may appoint two proxies and may specify the proportion or number of votes each proxy is appointed to exercise. If no proportion or number is specified, then in accordance with section 249X (3) of the Corporations Act, each proxy may exercise half of the votes.

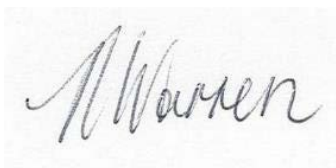
Accordingly, if you are a Shareholder and are unable to attend the Meeting in person, please date and execute the accompanying form of proxy in accordance with the instructions contained in the form and return it as follows:

By Mail:                   Computershare Investor Services Pty Limited, GPO Box 242, Melbourne VIC 3001

By Fax:                    1800 783 447 (within Australia); or +61 (0) 3 9473 2555 (outside Australia)

Online:                    online at [www.investorvote.com.au](http://www.investorvote.com.au) (you will need your SRN or HIN to log in)

## By Order of the Board of Directors



**Narelle Warren**

Company Secretary

Perth, Western Australia

Dated: 26 October 2017

## Explanatory Statement

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This Explanatory Statement has been prepared for the information of shareholders of Tiger Resources Limited (the “**Company**”) in connection with the business to be conducted at the Company’s Annual General Meeting (the “**Meeting**”) to be held on Tuesday, 28 November 2017 at 9.30am at The Celtic Club, 48 Ord Street, West Perth, Western Australia.

In this Explanatory Statement, unless otherwise indicated all dollar amounts are expressed in Australian dollars. Unless otherwise stated, the information contained in this Explanatory Statement is as of the date of this Notice.

This Explanatory Statement 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.

### 1. Financial Statements and Reports

In accordance with the requirements of the Company’s Constitution and the *Corporations Act 2001* (Cth) Australia (the “**Corporations Act**”), the audited consolidated financial statements for the financial year ended 31 December 2016, together with the report of the auditor thereon and the Directors’ Report (the “**Annual Report**”), will be tabled at the Meeting. Shareholders will have the opportunity at the Meeting to discuss the Annual Report, make comments and raise queries in relation to the Annual Report.

Representatives of the Company’s auditors, PricewaterhouseCoopers, will be present to take questions and comments from Shareholders about the conduct of the audit and the preparation and content of the audit report.

The Annual Report is available on the Company’s website at [www.tigerresources.com.au](http://www.tigerresources.com.au) and may be downloaded or read online. Shareholders may obtain a hard copy of the Annual Report by contacting the Company.

### 2. Resolution 1 - Adoption of Remuneration Report

Pursuant to section 250R(2) of the Corporations Act, the Company submits to Shareholders for consideration and adoption, by way of a non-binding resolution, its remuneration report for the year ended 31 December 2016 (the “**Remuneration Report**”). The Remuneration Report is a distinct section of the Annual Report which deals with the remuneration of directors and executives of the Company.

By way of summary, the Remuneration Report:

- (a) explains the Company's remuneration policy and the process for determining the remuneration of its directors and executive officers;
- (b) addresses the relationship between the Company's remuneration policy and the Company's performance; and
- (c) sets out the remuneration details for each director and executive officer named in the Remuneration Report for the financial year ended 31 December 2016.

The Directors recommend that Shareholders vote in favour of the adoption of the Remuneration Report. This resolution is advisory only and does not bind the Company. However, the Board will take the outcome of the vote on this resolution into consideration when reviewing the remuneration practices and policies of the Company in the future.

If, at two consecutive annual general meetings of the Company, 25% or more of votes cast are against the adoption of the remuneration report for the relevant year, the Company will be required to put to Shareholders a resolution at the second annual general meeting proposing the calling of an extraordinary general meeting to consider the appointment of Directors of the Company (known as a "spill resolution"). The Company's remuneration report for the year ended 31 December 2015 was adopted at the 2016 annual general meeting of the Company held on 26 May 2016 by more than 75% of the votes cast. As a result, there will be no need for the Company to propose a spill resolution at the Meeting.

The Chair will provide Shareholders with reasonable opportunity at the Meeting to ask questions about, or to make comments on, the Remuneration Report.

***Chair authorised to exercise undirected proxies on remuneration-related resolutions:*** Where Shareholders have appointed the Chair as their proxy, the Chair will vote in favour of Resolution 1 "Adoption of Remuneration Report" unless the Shareholder has expressly indicated a different voting intention. This is so notwithstanding that the resolution is connected directly or indirectly with the remuneration of key management personnel, which includes the Chair.

### **3. Resolution 2 - Re-Election of Shawn McCormick as a Director**

In accordance with the requirements of the Company's Constitution and the Corporations Act, a Director appointed to the Board by Directors, must retire from office at the Meeting but if they are eligible, may offer themselves for re-election. In accordance with these requirements, Mr McCormick having been appointed to the Board on 1 July 2016 must retire at the Meeting. Being eligible, Mr McCormick has offered himself for re-election.

Details of Mr McCormick's experience and qualifications are available in the Annual Report and on the Company's website and are summarised briefly below:

Mr McCormick is the Managing Director of a London-based strategic consulting firm focused on mining and oil & gas sectors in Africa and Latin America. His previous roles include Corporate Vice President, International Affairs for TNK-BP in Moscow and Senior Global Affairs Advisor for BP in London. He also served as Director for African Affairs at the National Security Council in The White House in Washington.

Mr McCormick is a non-executive director and was appointed with effect from 1 July 2016. He presently has a nil interest in the Company's securities. The Board considers Mr McCormick to be an independent director and supports his re-election as a director.

#### **4. Resolution 3 - Re-Election of Michael Griffiths as a Director**

In accordance with the requirements of the Company's Constitution and the ASX Listing Rules, one-third of the directors of the Company (excluding the Managing Director), and those who were last re-elected more than three years ago, must retire from office at the meeting but if they are eligible, may offer themselves for re-election. In accordance with these requirements, Mr Griffiths must retire at the Meeting. Being eligible, Mr Griffiths has offered himself for re-election. Details of Mr Griffiths' experience and qualifications are available on the Company's website and are summarised briefly below:

Mr Griffiths has over 30 years of experience in the discovery, feasibility and development of mining projects in Australia and Africa in a variety of commodities including gold, base metals and the energy sector. Over the past 20 years, Mr Griffiths has operated in numerous African countries including Tanzania, Eritrea, Mozambique and the DRC. Mr Griffiths sits on the board of a number of ASX and TSX-V companies and has over 15 years listed company experience.

Mr Griffiths is a non-executive director. He presently has an interest of 5,000,000 performance rights over ordinary shares in the Company. The Board considers Mr Griffiths to be an independent director and supports his re-election as a director.

#### **5. Resolution 4 – Ratification of Prior Share Issues**

##### **5.1. Background**

On 25 October 2016 the Company announced revised facility arrangements with the Senior Lenders which provide for fees for drawdown of the facility and capitalisation of interest of the next 4 interest repayments to 31 July 2017 to be satisfied through the issue of Shares to the Senior Lenders. Consequently, pursuant to the revised facility arrangements the Company issued Shares to the Senior Lenders at a ratio of 6.2 new Shares per US Dollar of funding advanced or interest capitalised.



The relevant Shares were issued on the dates set out in the table below without approval of Shareholders:

<b>Date</b>	<b>Number of Shares</b>	<b>Placee</b>
2 November 2016	60,987,847	Taurus Mining Finance Fund (48,805,436 Shares) Resource Capital Fund VI L.P (6,841,884 Shares) International Finance Corporation (5,340,527 Shares)
8 December 2016	51,860,326	Taurus Mining Finance Fund (45,484,056 Shares) Resource Capital Fund VI L.P (6,376,270 Shares)
20 December 2016	30,182,567	International Finance Corporation
6 February 2017	23,979,422	Taurus Mining Finance Fund (15,847,780 Shares) Resource Capital Fund VI L.P (2,393,031 Shares) International Finance Corporation (5,738,611 Shares)
31 March 2017	6,414,873	Taurus Mining Finance Fund (1,924,462 Shares) Resource Capital Fund VI L.P (4,490,411 Shares)
8 May 2017	23,697,666	Taurus Mining Finance Fund (15,552,781 Shares) Resource Capital Fund VI L.P (2,279,654 Shares) International Finance Corporation (5,865,231 Shares)
4 August 2017	26,226,013	Taurus Mining Finance Fund (17,179,217 Shares) Resource Capital Fund VI L.P (2,516,788 Shares) International Finance Corporation (6,530,008 Shares)

By issuing those Shares set out above, the Company's capacity to issue further equity securities without Shareholder approval within the 15% annual limit set out in ASX Listing Rule 7.1 (described below) was accordingly reduced.

## **5.2. ASX Listing Rules 7.1 and 7.4**

Subject to a number of exceptions, ASX Listing Rule 7.1 limits the number of securities that the Company may issue or agree to issue without shareholder approval in any 12 month period to 15% of its issued ordinary shares. Since the Company's last Shareholders' meeting (the annual general meeting held on 26 May 2016), the Company has issued 223,348,714 Shares as consideration for a fee for drawdown and capitalisation of interest to the Senior Lenders. These issues are within the Company's 15% placement capacity under ASX Listing Rule 7.1.

ASX Listing Rule 7.4 provides that where a listed company such as the Company in general meeting subsequently approves a prior issue of securities and that prior issue did not breach ASX Listing Rule 7.1, those securities will be treated as having been made with shareholder approval for the purpose of ASX Listing Rule 7.1.

This means that, by treating the 223,348,714 Shares issued within the 15% annual limit set out in ASX Listing Rule 7.1 as having been made with Shareholder approval under ASX Listing Rule 7.1, those Shares will not be deducted in calculating the 15% annual limit under ASX Listing Rule 7.1.

## **5.3. Resolution 4**

Resolution 4 seeks ratification of the issue of a total of 223,348,714 Shares to the Senior Lenders so as to retain the flexibility to issue equity securities in the future up to the 15% annual placement capacity set out in ASX Listing Rule 7.1 without the requirement to obtain prior Shareholder approval.

## **5.4. Specific Information required by ASX Listing Rule 7.5**

For the purposes of ASX Listing Rule 7.5, information is provided as follows:

- (i) A total of 223,348,714 Shares were issued as set out in the table above on 2 November 2016, 8 December 2016, 20 December 2016, 6 February 2017, 31 March 2017, 8 May 2017 and 4 August 2017.
- (ii) The Shares were issued for nil cash consideration, with a deemed issue price of \$A0.02 based on the Share price at 25 October 2016.
- (iii) The Shares rank equally with the existing ordinary shares and are quoted on the ASX.
- (iv) The Shares were issued to the Senior Lenders as set out in the table above.
- (v) No funds were raised for the issue of the Shares. The Shares were issued as a fee to the Senior Lenders for drawdown and capitalisation of interest.
- (vi) A voting exclusion statement is included in the Notice.

## **Other Business**

Management is not aware of any other business to be brought before the Meeting other than as set forth in the accompanying Notice. If any other business properly comes before the Meeting, it is the intention of the persons named in the Proxy Form to vote the Shares represented thereby in accordance with their best judgment on such matters.

## **Cautionary Notes**

The Directors recognise and acknowledge the importance of Shareholders making their decision on the basis of the best possible information. However, once this material for the Notice of Meeting and Explanatory Statement is prepared and despatched to Shareholders, the Company has no legal obligation to continuously update the content of this material, nor is it practical or logistically possible to do that and inform each Shareholder individually.

By its nature, the mining industry is subject to numerous risks and the Company's share price is affected by a range of factors. From the time of preparing this material to the date of the Meeting, the Company's share price may go up or down. The Company will continue to comply with its continuous disclosure obligations during that period and make appropriate announcements as required by applicable securities laws.

Shareholders are strongly encouraged to keep track of any announcements that the Company may make and of the Company's share price up to the date of the Meeting as that information may have an effect on the data that is provided in the Notice of Meeting and the Explanatory Statement. If you do not understand the effect of such information, you should consult your professional advisor.

## Glossary

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

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

**ASX** means ASX Limited.

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

**Chair** means the chair of the Meeting.

**Closely Related Party** has the meaning given in section 9 of the Corporations Act and includes, in relation to key management personnel of the Company, a spouse, dependent and certain other close family members, as well as companies controlled by key management personnel of the Company.

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

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

**Explanatory Statement** means the explanatory Statement accompanying the Notice.

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

**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.

**Senior Lenders** means Taurus Mining Finance Fund, Resource Capital Fund VI L.P. and International Finance Corporation.

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

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

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



TGS  
 MR SAM SAMPLE  
 FLAT 123  
 123 SAMPLE STREET  
 THE SAMPLE HILL  
 SAMPLE ESTATE  
 SAMPLEVILLE VIC 3030

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**Proxy Form**

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SRN/HIN: I9999999999 PIN: 99999

PLEASE NOTE: For security reasons it is important that you keep your SRN/HIN confidential.

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For your vote to be effective it must be received by 9:30am (WST) Sunday, 26 November 2017

**How to Vote on Items of Business**

All your securities will be voted in accordance with your directions.

**Appointment of Proxy**

**Voting 100% of your holding:** Direct your proxy how to vote by marking one of the boxes opposite each item of business. If you do not mark a box your proxy may vote or abstain as they choose (to the extent permitted by law). If you mark more than one box on an item your vote will be invalid on that item.

**Voting a portion of your holding:** Indicate a portion of your voting rights by inserting the percentage or number of securities you wish to vote in the For, Against or Abstain box or boxes. The sum of the votes cast must not exceed your voting entitlement or 100%.

**Appointing a second proxy:** You are entitled to appoint up to two proxies to attend the meeting and vote on a poll. If you appoint two proxies you must specify the percentage of votes or number of securities for each proxy, otherwise each proxy may exercise half of the votes. When appointing a second proxy write both names and the percentage of votes or number of securities for each in Step 1 overleaf.

A proxy need not be a securityholder of the Company.

**Signing Instructions for Postal Forms**

**Individual:** Where the holding is in one name, the securityholder must sign.

**Joint Holding:** Where the holding is in more than one name, all of the securityholders should sign.

**Power of Attorney:** If you have not already lodged the Power of Attorney with the registry, 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 sign in the appropriate place to indicate the office held. Delete titles as applicable.

**Attending the Meeting**

Bring this form to assist registration. If a representative of a corporate securityholder or proxy is to attend the meeting you will need to provide the appropriate "Certificate of Appointment of Corporate Representative" prior to admission. A form of the certificate may be obtained from Computershare or online at [www.investorcentre.com](http://www.investorcentre.com) under the help tab, "Printable Forms".

**Comments & Questions:** If you have any comments or questions for the company, please write them on a separate sheet of paper and return with this form.

**GO ONLINE TO VOTE,**  
 or turn over to complete the form →

MR SAM SAMPLE  
 FLAT 123  
 123 SAMPLE STREET  
 THE SAMPLE HILL  
 SAMPLE ESTATE  
 SAMPLEVILLE VIC 3030

Change of address. If incorrect, mark this box and make the correction in the space to the left. Securityholders sponsored by a broker (reference number commences with 'X') should advise your broker of any changes.



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## Proxy Form

Please mark  to indicate your directions

### STEP 1 Appoint a Proxy to Vote on Your Behalf

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I/We being a member/s of Tiger Resources Limited hereby appoint

the Chairman of the Meeting OR

PLEASE NOTE: Leave this box blank if you have selected the Chairman of the Meeting. Do not insert your own name(s).

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, and to the extent permitted by law, as the proxy sees fit) at the Annual General Meeting of Tiger Resources Limited to be held at the Celtic Club, 48 Ord Street, West Perth, Western Australia on Tuesday, 28 November 2017 at 9:30am (WST) and at any adjournment or postponement of that Meeting.

Chairman authorised to exercise undirected proxies on remuneration related resolutions: Where I/we have appointed the Chairman of the Meeting as my/our proxy (or the Chairman becomes my/our proxy by default), I/we expressly authorise the Chairman to exercise my/our proxy on Resolution 1 (except where I/we have indicated a different voting intention below) even though Resolution 1 is connected directly or indirectly with the remuneration of a member of key management personnel, which includes the Chairman.

Important Note: If the Chairman of the Meeting is (or becomes) your proxy you can direct the Chairman to vote for or against or abstain from voting on Resolution 1 by marking the appropriate box in step 2 below.

### STEP 2 Items of Business

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

		For	Against	Abstain
Resolution 1	Adoption of Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2	Re-Election of Mr Shawn McCormick as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3	Re-Election of Mr Michael Griffiths as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4	Ratification of Prior Share Issues	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business. In exceptional circumstances, the Chairman of the Meeting may change his/her voting intention on any resolution, in which case an ASX announcement will be made.

### SIGN

Signature of Securityholder(s) *This section must be completed.*

Individual or Securityholder 1

Sole Director and Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director/Company Secretary

Contact Name

\_\_\_\_\_

Contact Daytime Telephone

\_\_\_\_\_

Date / /

TGS

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