



ACN 077 110 304

**NOTICE OF ANNUAL GENERAL MEETING**

**AND**

**EXPLANATORY MEMORANDUM  
TO SHAREHOLDERS**

**A PROXY FORM IS ENCLOSED**

**Date of Meeting**

Wednesday, 25 November 2009

**Time of Meeting**

3pm (WST)

**Place of Meeting**

Gascoyne Room,  
Level 19, QV1 Building,  
250 St Georges Terrace  
PERTH, WESTERN AUSTRALIA

## NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Annual General Meeting of Tiger Resources Limited (“Tiger” or the “Company”) will be held on Wednesday 25 November 2009 at 3.00pm at the Gascoyne Room, Level 19, QV1 Building, 250 St Georges Terrace, Perth, Western Australia.

The enclosed Explanatory Memorandum accompanies and forms part of this Notice of Meeting.

### AGENDA

#### ORDINARY BUSINESS

##### 1. Financial Report for the Year Ended 30 June 2009

To receive and consider the financial report of the Company for the year ended 30th June 2009, together with the reports by the directors and auditors thereon.

**To consider and, if thought fit, pass the following resolutions as ordinary resolutions**

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

“To adopt the Remuneration Report as set out in the Directors' Report section of the Annual Report for the financial year ended 30 June 2009.”

##### 3. Resolution 2 – Re-Election of Director

“That Mr Bradley Marwood retires in accordance with Clause 13.2 of the Constitution of the Company and, being eligible, is hereby re-elected as a director of the Company.”

##### 4. Resolution 3 - Renewal of Employee Option Plan

“That, for the purposes of ASX Listing Rule 7.2, Exception 9 and all other purposes, the directors be and are hereby authorised to maintain the employee option plan, called “The Tiger Resources Limited Employee Option Plan”, upon and subject to the terms and conditions specified in the document entitled “Rules of the Tiger Resources Limited Employee Option Plan”, a summary of which forms Appendix 1 to the Explanatory Memorandum (or on such other terms and conditions as may be determined by the directors from time to time, subject to the requirements of the Listing Rules).”

#### Voting Exclusion

The Company will disregard any votes cast on this resolution by any director of the Company (except one who is ineligible to participate in any employee incentive scheme in relation to the Company) or any associate of such a person. 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 Annual General 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

5. To transact any other business which may lawfully be brought forward.

## PROXIES

In accordance with section 249L of the Corporations Act 2001, members are advised that:

- each member has a right to appoint a proxy;
- the proxy need not be a member of the Company;
- a member 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 2001, each proxy may exercise half of the votes.

In accordance with section 250BA of the Corporations Act 2001, the Company specifies the following information for the purposes of receipt of proxy appointments:

Registered Office: 30 LEDGAR ROAD  
BALCATT, WESTERN AUSTRALIA 6021

Facsimile Number: (61 8) 9240 2406

Postal Address: P O Box 717  
BALCATT, WESTERN AUSTRALIA 6914

Each member entitled to vote at the annual general meeting has the right to appoint a proxy to attend and vote at the meeting on his behalf. The member may specify the way in which the proxy is to vote on each resolution or may allow the proxy to vote at his discretion. The instrument appointing the proxy must be received by the Company at the address specified above at least 48 hours before the time notified for the meeting (proxy forms can be lodged by facsimile).

In accordance with regulation 7.11.37 of the Corporations Regulations 2001, the Company determines that ordinary shares held as at 5.00pm on 23 November 2009 will be taken, for the purposes of the annual general meeting, to be held by the persons who held them at that time.

BY ORDER OF THE BOARD



S M Shah  
Company Secretary  
Perth, Western Australia  
16 October 2009

**Members who do not plan to attend the meeting are encouraged to complete and return a proxy form.**

# **TIGER RESOURCES LIMITED**

ACN 077 110 304

## **EXPLANATORY MEMORANDUM**

### **1. INTRODUCTION**

This Explanatory Memorandum has been prepared for the information of shareholders of Tiger Resources Limited (“**Tiger**” or the “**Company**”) in connection with the business to be conducted at the Company’s Annual General Meeting to be held on Wednesday 25 November 2009 at 3.00pm at the Gascoyne Room, Level 19, QV1 Building, 250 St Georges Terrace, Perth, Western Australia.

This Explanatory Memorandum should be read in conjunction with the accompanying Notice of Meeting.

### **2. 2009 ANNUAL REPORT**

In accordance with the requirements of the Company’s Constitution and the Corporations Act, the 2009 Annual Report will be tabled at the annual general meeting. Shareholders will have the opportunity of discussing the Annual Report and making comments and raising queries in relation to the Report.

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

As you may be aware, changes to legislation mean that companies are no longer required to mail out a hard copy of their annual report to shareholders except where shareholders have made a specific election to receive a hard copy and notified the Company to that effect. If you haven’t already made an election, you can obtain a hard copy by contacting the Company. Alternatively, it is available on the Company’s website at [www.tigerresources.com.au](http://www.tigerresources.com.au) for you to download or read online.

### **3. RESOLUTION 1 – Adoption of Remuneration Report**

The Annual Report for the financial year ended 30 June 2009 contains a Remuneration Report, which forms part of the Directors’ Report and sets out the remuneration policy for the Company and its controlled entities, and reports the remuneration arrangements in place for executive directors, senior management and non-executive directors.

The Corporations Act 2001 requires listed companies to put a non-binding resolution to shareholders to adopt the Remuneration Report. In line with the legislation, this vote will be advisory only, and does not bind the Directors or the Company. However, the Board will take the outcome of the vote into consideration when considering the Company’s remuneration policy.

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

### **4. RESOLUTION 2 Re-election of Director**

The Company’s Constitution requires one third of the directors (other than the Managing Director) to retire at each AGM, being the directors longest in office at the date of the AGM. Mr Marwood has therefore retired and has offered himself for re-election.

A short summary of the Directors’ qualifications is set out in the Company’s Annual Report.

## **5. RESOLUTION 3 – Renewal of Employee Option Plan**

The Tiger Resources Limited Employee Option Plan (“Plan”) was established, pursuant to shareholder approval, in November 2006. Pursuant to its rules, the Plan is to be re-presented to shareholders for approval every three years. In accordance with the rules of the Plan and ASX Listing Rule 7.2, Exception 9, shareholder approval is now being sought for the maintenance of the Plan. The key features of the Plan are set out in Appendix 1 to this Explanatory Memorandum and a full copy of the Plan may be obtained by contacting the Company.

The directors believe that the future success of the Company will depend significantly on the skills and motivation of key employees. The Plan is seen as an important tool to attract, motivate and retain key employees, especially in overseas locations. It is important to note that the Plan will also enable the Company to attract top calibre staff and at the same time conserve liquid funds, which might otherwise need to be spent on remuneration.

5,825,000 options have been issued pursuant to the Plan since its inception in November 2006, with no options exercised during that time and 4,325,000 options lapsing on cessation of employment. At the date of this Notice of Meeting, 1,500,000 options are on issue.

Appendix 1  
**Summary of the Tiger Resources Limited Employee Option Plan**

1. The offer of options under the Plan is at the discretion of the Board. The Board may invite applications for options from employees, consultants and contractors of the Company or certain associated or related companies of the Company. Directors of the Company and their associates are not eligible to participate in the Plan.
2. Offers of options must specify the terms of issue.
3. Subject to satisfaction of any exercise conditions determined by the and at the discretion of the Board at the time of grant, the options granted will be exercisable after the first anniversary of the date of grant but before the third anniversary (“Expiry Date”) of the date of grant. The period for exercise of the options is reduced in certain circumstances.
4. Any options not exercised at Expiry Date will lapse.
5. The options issued under the Plan will be issued free of charge and entitle the holder to purchase one ordinary share at an exercise price as the Directors deem appropriate in light of surrounding circumstances but not less than any price prescribed under the ASX Listing Rules from time to time. In any case, the exercise price shall be no less than 80% of the average market price for shares over the last five (5) trading days immediately preceding the date on which the options are issued.
6. No options may be granted if such options when aggregated with options previously issued under the Plan (or any other employee incentive scheme) would exceed 5% of the total number of issued shares in the Company.
7. The options must be accepted by the completion of the acceptance form.
8. Options may only be exercised by notice in writing (in the form prescribed by the Board) given by the optionholder to the Company.
9. If an optionholder ceases employment with the Company or otherwise ceases to provide services to the Company, options held at that time and capable of being exercised will lapse unless exercised within thirty days of cessation of employment (or cessation of service), except where employment / service has ceased as a result of special circumstances such as death or disablement.
10. Options must not be assigned, transferred or otherwise dealt with except with the approval of the Board or in the case of a takeover offer or a Scheme of Arrangement.
11. The options will not be listed on ASX, although the Company will apply for the official quotation of any shares which are issued as a result of exercise of options.
12. In the event of any reconstruction of the capital of the Company, the number and exercise price of options issued under the Plan will be dealt with in accordance with ASX listing rules.
13. The Corporations Act 2001 and the ASX Listing Rules have precedence over the Terms and Conditions of the Plan. Therefore, the grant or exercise of options will not be permitted if either (or both) would contravene them.
14. The Plan may be terminated at any time by the Board, but this will not affect any accrued rights of the option holders at that time.
15. There are no participating rights or entitlements inherent in the options and the holder will not be entitled to participate in new issues of capital offered or made to the shareholders during the currency of the options unless the options are first exercised prior to any record date, subject to vesting rules.

Tiger Resources Limited (ACN 077 110 304)  
**PROXY FORM**

**Shareholder**

Name and address of shareholder of  
Tiger Resources Ltd.

Name \_\_\_\_\_

Address \_\_\_\_\_

**APPOINTMENT OF PROXY**

I/We being a member/s of Tiger Resources Ltd 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 the registered Securityholder) 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 Annual General Meeting of Tiger Resources Ltd to be held on 25 November 2009 and at any adjournment of that meeting.

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 resolutions and votes cast by him other than as proxy holder will be disregarded because of that interest. **The Chairman of the Meeting intends to vote any such undirected proxies in favour of all the resolutions.**

If you do not mark the above box and you have not directed your proxy how to vote in the boxes below, the Chairman of the Meeting will not cast your votes on the resolutions and your votes will not be counted in computing the required majority if a poll is called.

Voting directions to your proxy – please mark  to indicate your directions

	For	Against	Abstain*
Resolution 1 – Adoption of Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2 – Re-Election of Mr B Marwood	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3 – Approve Renewal of Employee Option Plan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

\* 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.

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

Individual or Securityholder 1

Securityholder 2

Securityholder 3

Sole Director and  
Sole Company Secretary

Director

Director/Company Secretary

Dated: \_\_\_/\_\_\_/2009

## 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 below no later than 3.00 pm on 23 November 2009. Any Proxy Form received after that time will not be valid for the scheduled meeting.

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#### Documents may be lodged:

IN PERSON: Registered Office – 30 Ledger Road, Balcatta, Western Australia 6021

BY MAIL: Registered Office - 30 Ledger Road, Balcatta, Western Australia 6021 / P O Box 717, Balcatta, Western Australia 6914

BY FAX (61 8) 9240 2406