

## NOTICE OF GENERAL MEETING

NOTICE IS HEREBY GIVEN that a general meeting (the "**Meeting**") of holders of ordinary shares (the "**Shareholders**") of Tiger Resources Limited ("**Tiger**" or the "**Company**") will be held on Thursday, 15 July 2010 at 2.30pm (Perth time) at the Holiday Inn City Centre, 788 Hay Street, Perth, Western Australia for the purpose of transacting the following business:

### 1. Resolution 1 - Ratification of Prior Share Issue

To consider and, if thought fit, to pass with or without amendment, the following resolution as an **ordinary resolution** in accordance with ASX Listing Rule 7.4:

*"That, in accordance with ASX Listing Rule 7.4 and all other purposes, the issue of 58,840,088 ordinary fully paid shares (the "**Placement Share Issue**") in June 2010, on the terms and conditions in the Explanatory Memorandum, be and is hereby ratified."*

### 2. Resolution 2 – Placement Issue of Shares

To consider and, if thought fit, to pass with or without amendment, the following resolution as an **ordinary resolution** in accordance with ASX Listing Rule 7.1:

*"That, for the purposes of ASX Listing Rule 7.1 and all other purposes, the offer and issue of up to 62,548,798 ordinary fully paid shares (the "**Further Share Placement**"), on the terms and conditions in the Explanatory Memorandum, be and is hereby approved."*

### Voting Exclusion

The Company will disregard any votes cast on Resolution 1 by any person who participated in the Placement Share Issue, or any associate of such a person. The Company will disregard any votes cast on Resolution 2 by any person who may participate in the Further Share Placement or any person who might obtain a benefit from the issue of securities (except a benefit solely in the capacity of a holder of ordinary securities) if the resolution is passed, or any associate of those persons. In either case, 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 enclosed 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 enclosed proxy form, as the proxy decides.

### Proxies

In accordance with section 249L of the *Corporations Act 2001* (Cth) (Australia) (the "**Corporations Act**"), shareholders are advised that:

- each shareholder has a right to appoint a proxy;
- the proxy need not be a shareholder of the Company;

- each shareholder may specify the way in which the proxy is to vote on each resolution or may allow the proxy to vote at his 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.

**For each resolution, the Chairman intends to vote undirected proxies in favour of the resolution.**

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

**1. in respect of Shareholders registered on the Company's Australian share register:**

(i) in person to the Company's registered office at 30 Ledger Road, Balcatta, Western Australia, 6021;

(ii) by facsimile to +61 8 9240 2406; or

(iii) by mail to P.O. Box 717, Balcatta, Western Australia, 6914.

**2. in respect of Shareholders registered on the Company's Canadian register:**

by mail to Computershare Investor Services Inc, attention Proxy Department, at 510 Burrard Street, 3rd Floor, Vancouver, British Columbia, V6C 3B9 or by facsimile at +1 604 661 9549.

The instrument appointing the proxy must be received by the Company as specified above at least 48 hours before the scheduled time of the Meeting.

However if you are a beneficial Shareholder of the Company and receive these materials through your broker or through another intermediary, please complete and return the form of proxy in accordance with the instructions provided to you by your broker or by the other intermediary.

The directors of the Company have fixed 14 June 2010 as the record date for Shareholders on the Canadian register entitled to receive notice of the Meeting. In accordance with regulation 7.11.37 of the Corporations Regulations 2001, the Company determines that ordinary shares held as at 5.00pm (Perth time) on 13 July 2010 will be taken, for the purposes of the 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  
14 June 2010

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

**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.

# TIGER RESOURCES LIMITED

ACN 077 110 304

## EXPLANATORY MEMORANDUM

### 1. INTRODUCTION

This Explanatory Memorandum is furnished in connection with the solicitation of proxies by Tiger Resources Limited ("**Tiger**" or the "**Company**") for use at the general meeting of the holders of the ordinary shares (the "**Shares**") of the Company (the "**Shareholders**") to be held on Thursday, 15 July 2010 at 2.30pm (Perth time) ) at the Holiday Inn City Centre, 788 Hay Street, Perth, Western Australia, and any adjournment thereof (the "**Meeting**"), at the place and for the purposes set forth in the accompanying Notice of Meeting.

This Explanatory Memorandum is intended to provide Shareholders with sufficient information to assess the merits of the matters set forth in the notice of meeting attached hereto (the "**Notice**") for approval at the Meeting. The Directors recommend that Shareholders read this Explanatory Memorandum in full before making any decision regarding the matters set forth in the Notice.

#### **Background**

On 2 June 2010 the Company announced that that it had entered into agreements with Ambrian Partners Limited ("Ambrian") in the United Kingdom and certain existing major shareholders to raise A\$21.85 million through a private placement of shares. The agreement was to issue 121.4 million shares at a price of A\$0.18 per share pursuant to the placement. The net proceeds of this private placement will be used to fund the project development of the Kipoi project, resource and step out drilling at Tiger's grassroots copper discovery (Sase Prospect) at the 100% owned Lupoto Project and the balance for general working capital purposes. The Company has also announced a share purchase plan (the "**SPP**") under which 10 million shares are on offer to shareholders of the Company with registered addresses in Australia and New Zealand as at close of business on Tuesday, 1 June 2010, also at A\$0.18 per share.

### 2. RESOLUTION 1 – Ratification of Prior Share Issue

#### *2.1 General*

The private placement is being completed in two tranches. Tranche 1 for the issue of 58,840,088 shares for gross proceeds of A\$10.591 million was completed on 8 June 2010 under the 15% discretionary limit for new issues of securities permitted under the ASX Listing Rules. Consequently, Resolution 1 seeks shareholder ratification for the allotment and issue of the 58,840,088 shares that comprise Tranche 1, which will have the effect of refreshing the Company's 15% limit for new issues of securities under the ASX Listing Rules.

#### *2.2 Specific Information required by ASX Listing Rule 7.5 with respect to Resolution 1*

The following information is provided to Shareholders pursuant to, and in accordance with, Listing Rule 7.5.

- i. A total of 58,840,088 shares have been issued, of which 54,914,688 shares were issued on 4 June 2010 and the balance of 3,925,400 shares were issued on 8 June 2010.
- ii. The issue price of the shares was A\$0.18 each.
- iii. The shares are fully paid ordinary shares in the Company.
- iv. The shares have been issued to clients of UK based investment bank, Ambrian Partners Limited and to certain existing major shareholders of the Company being Acorn Capital Limited, Trafigura Beheer B.V. and Front Street Capital, none of whom are related parties of the Company.

- v. The funds raised from the share issue will be used to develop the Kipoi project, resource and step out drilling at Tiger's grassroots copper discovery (Sase Prospect) at the 100% owned Lupoto Project and the balance for general working capital purposes.

A voting exclusion statement is included in the Notice.

### **3. RESOLUTION 2 – Placement Issues of Shares**

#### ***3.1 General***

The issue of the remaining 62,548,798 shares comprising Tranche 2 for gross proceeds of A\$11.259 million requires prior shareholder approval and is the subject of Resolution 2. Subject to receipt of shareholder approval, the issue of Tranche 2 shares is expected to be completed soon after the date of the General Meeting.

ASX Listing Rule 7.1 provides that, subject to certain exceptions, a company must not issue during any 12 month period any equity securities if the number of those securities exceeds 15% of the total number of ordinary securities on issue at the commencement of that 12 month period. One such exception is an issue of securities which is approved by shareholders at a general meeting.

As a result, the Company seeks shareholder approval to the issue of shares under the Placement Share Issue pursuant to Listing Rule 7.3.

#### ***3.2 Specific Information required by ASX Listing Rule 7.3 for the purposes of Resolution 2 (“Further Share Placement”)***

The following information is provided to Shareholders pursuant to, and in accordance with, Listing Rule 7.3.

- i. The maximum number of shares to be issued is 62,548,798.
- ii. The shares will be issued no later than 3 months after the date of this General Meeting, and it is anticipated that allotment will occur progressively.
- iii. The shares will each be issued at A\$0.18.
- iv. The shares will rank equally with the existing ordinary shares.
- v. The allottees of the Further Share Placement will be the same parties that participated in the Tranche 1 issue of shares. Please refer to Section 2.2 (iv) above for details.
- vi. The funds raised from the share issue will be used to develop the Kipoi project, resource and step out drilling at Tiger's grassroots copper discovery (Sase Prospect) at the 100% owned Lupoto Project and the balance for general working capital purposes.

A voting exclusion statement is included in the Notice.

**PROXY FORM**

**Shareholder**

Name and address of shareholder of  
Tiger Resources Limited

Name \_\_\_\_\_

Address \_\_\_\_\_

**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 the registered shareholder) 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 15 July 2010 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 – Ratification of Prior Share Issue	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2 – Placement Issue of Shares	<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: \_\_\_/\_\_\_/2010

# How to complete the Proxy Form

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## 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 securityholders 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 48 hours prior to the Meeting time**. Any Proxy Form received after that time will not be valid for use at the Meeting.

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**Completed Proxy Documents may be lodged in respect of Shareholders registered on the Company's Australian share register as follows:**

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

**Completed Proxy Documents may be lodged in respect of Shareholders registered on the Company's Canadian share register as follows:**

BY MAIL: Computershare Investor Services Inc, attention Proxy Department, at 510 Burrard Street, 3rd Floor, Vancouver, British Columbia, V6C 3B9

BY FAX: +1 604 661 9549