

NOTICE OF GENERAL MEETING

NOTICE IS HEREBY GIVEN that a General Meeting of Tiger Resources Limited ("Tiger" or the "Company") will be held on Friday 19 June 2009 at 11.30am at Holiday Inn City Centre, 788 Hay Street, Perth, Western Australia.

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

AGENDA

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

1. Resolution 1 - Ratification of Prior Share Issue

"That, in accordance with ASX Listing Rule 7.4, this meeting ratifies the issue of 37,500,000 ordinary fully paid shares which, at the date of this notice of meeting had not been issued, are expected to be issued in the period up to the date of the General Meeting ("May 2009 Placement"), on the terms and conditions in the Explanatory Memorandum."

Voting Exclusion

The Company will disregard any votes cast on this resolution by any person who participated in the May 2009 Placement, 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 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.

2. Resolution 2 – Placement Issue of Shares

"That, for the purposes of ASX Listing Rule 7.1 and all other purposes, this meeting approves the offer and issue of up to 52,500,000 ordinary fully paid shares ("Further Share Placement") on the terms and conditions in the Explanatory Memorandum."

Voting Exclusion

The Company will disregard any votes cast on this resolution 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), or any associate of those persons. 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 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.

3. Resolution 3 – Participation by Director in Further Share Placement

"That, subject to Resolution 2 being passed, and pursuant to and in accordance with Listing Rule 10.11, and for all other purposes, the Company authorises and approves that Mr P J Flint, a director of the Company (or his nominee), be authorised to participate in the proposed issue of securities the subject of Resolution 2 for up to 500,000 shares.

Voting Exclusion:

The Company will disregard any votes cast on resolution 3 by Mr Flint 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), or any associate of those persons. 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 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.

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
BALCATTA, WESTERN AUSTRALIA 6021

Facsimile Number: (61 8) 9240 2406

Postal Address: P O Box 717
BALCATTA, 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 17 June 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
18 May 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 General Meeting to be held on Friday 19 June 2009, 11.30am at Holiday Inn City Centre, 788 Hay Street, Perth, Western Australia.

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

2. RESOLUTIONS 1 & 2 – Ratification of Prior Share Issue / Placement Issue of Shares

General

On 12 May 2009, the Company announced it had entered into an agreement with RBC Capital Markets ("RBC") to raise A\$9,000,000 on a best endeavours basis through a private placement of shares to institutional and high net worth clients of RBC in North America, Europe and Australia. The Company proposes to issue 90 million shares at a price of A\$0.10 per share pursuant to the placement.

The share placement is expected to be completed in two tranches. Tranche 1 for the issue of 37,500,000 shares is expected to be completed on or around 22 May 2009 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 37,500,000 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.

The issue of the remaining 52,500,000 shares comprising Tranche 2 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.

The net proceeds of this A\$9 million private placement will be used to fund the payment due in July 2009 in connection with the acquisition by the Company of a 60% interest in SEK sprl, which has the rights to 100% of the Kipoi project in the Democratic Republic of Congo ("DRC"), and for working capital and general corporate purposes.

Tiger Congo Sprl, a subsidiary of the Company, has an agreement ("November 2006 Agreement") to acquire 100% of the issued capital of Congo Minerals sprl ("Comin"). Comin has a 60% interest in SEK sprl. The remaining 40% interest in SEK sprl is held by La Générale des Carrières et des Mines ("Gecamines"), a DRC State controlled company. Pursuant to the November 2006 Agreement Tiger Congo sprl is required to pay the current owners of Comin US\$5.6 million on or before 29th July 2009 to increase its interest in Comin's share capital to 50%. A further payment of US\$12 million on or before 29th May 2010 by Tiger Congo sprl completes the 100% acquisition of Comin, thereby providing Tiger Congo sprl with a 60% beneficial interest in the Kipoi project.

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

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

- i. 37,500,000 shares will be issued on or around the 22nd May 2009.
- ii. The issue price of the shares was \$0.10 each.
- iii. The shares issued are fully paid ordinary shares in the Company.

- iv. The shares will be issued to clients of RBC, comprising institutions and sophisticated investors.
- v. The funds raised from the share issue will be used to increase the Company's interest in the Kipoi Copper Project and for general working capital, including corporate overheads and administration.

A voting exclusion statement is included in the Notice.

2.2 Specific Information required by ASX Listing Rule 7.3 for the purposes of Resolution 2 ("Further Share Placement")

For the purposes of ASX Listing Rule 7.3, the following information is provided in relation to the Further Share Placement contemplated by Resolution 2:

- (i). The maximum number of shares to be issued is 52,500,000.
- (ii). The shares will be issued no later than 3 months after the date of this General Meeting, and it is intended that the allotment will occur on the same day.
- (iii). The shares will each be issued at \$0.10.
- (iv). The shares will rank equally with the existing ordinary shares.
- (v). The allottees of the Further Share Placement will be clients of RBC and a director of the Company, subject to passing of Resolution 3.
- (vi). The funds raised from the share issue will be used to increase the Company's interest in the Kipoi Copper Project and for general working capital, including corporate overheads and administration.

A voting exclusion statement is included in the Notice.

3. RESOLUTION 3 - Participation by a Director in Further Share Placement

Mr Flint, a director of the Company, has indicated his desire to participate in the placement issue of securities referred to in Resolution 2. ASX Listing Rule 10.11 requires the Company to obtain shareholder approval for his participation and the following information is provided in accordance with ASX Listing Rule 10.13:

- (i). Mr Flint is a director of the Company and wishes to participate in the share placement issue, the subject of Resolution 2.
- (ii). Mr Flint wishes to subscribe for up to 500,000 shares.
- (iii). The shares will be allotted no later than one month after the date of the General Meeting.
- (iv). The shares will be issued on the same terms as referred to in section 2 above and for the same purposes.

A voting exclusion statement is included in the Notice.

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 General Meeting of Tiger Resources Ltd to be held on 19 June 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 – 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"/>
Resolution 3 – Participation by Director in Further Share Placement	<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 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 11.30am on 17 June 2009. Any Proxy Form received after that time will not be valid for the scheduled meeting.

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