Tiger Tasman Minerals Limited

(ACN 162 561 908)

NOTICE OF 2025 ANNUAL GENERAL MEETING AND EXPLANATORY MEMORANDUM

Time:	1:30pm (AWST)
Date:	25 November 2026
Place:	Corp Cloud Pty Ltd 2/600 Murray Street West Perth WA 6005

The 2025 Annual Report is available online at https://www.tigertasman.com/

This Notice of 2025 Annual General Meeting and Explanatory Memorandum should be read in its entirety. If Shareholders are in doubt as to how to vote, they should seek advice from their accountant, solicitor or other professional adviser without delay.

Should you wish to discuss any matter please do not hesitate to contact the Company by telephone on +61 8 942 98888.

NOTICE OF MEETING

Notice is given that the 2025 Annual General Meeting of Shareholders of Tiger Tasman Minerals Limited (ACN 162 561 908) (**Company**) will be held in person at Corp Cloud Boardroom, Level 2, 600 Murray Street, West Perth, WA, 6005 on 25 November 2026 commencing at 1:30pm AWST.

The Explanatory Memorandum to this Notice provides additional information on matters to be considered at the Meeting. The Explanatory Memorandum and the Proxy Form form part of this Notice.

The Directors have determined pursuant to regulation 7.11.37 of the *Corporations Regulations 2001* (Cth) that the persons eligible to vote at the Meeting are those who are registered as Shareholders at 9:00am AWST on 25 November 2026.

Terms and abbreviations used in this Notice and Explanatory Memorandum are defined in Schedule 1.

AGENDA

Annual Report

To table and consider the 2025 Annual Report of the Company and its controlled entities for the financial year ended 30 June 2025, which includes the Financial Report, the Directors' Report and the Auditor's Report.

Note: there is no requirement for Shareholders to approve the Annual Report.

1. Resolution 1 – Re-election of Director – Mr Noor Crookshanks

To consider and, if thought fit, to pass with or without amendment, as an ordinary resolution the following:

"That, for the purpose of Article 6.3(l) of the Constitution and for all other purposes, Mr Noor Crookshanks, a Director who ceased to be the managing director on 29 June 2025, retires, and being eligible for re-election, is elected as a Director with immediate effect."

2. Resolution 2 – Amendment of Constitution

To consider and, if thought fit, to pass with or without amendment, the following resolution as a **special resolution**:

"That, for the purposes of section 136(2) of the Corporations Act and for all other purposes, the Constitution be modified by making the amendments described in the Explanatory Memorandum, with effect from the time this Resolution is passed."

Dated 30 October 2026

BY ORDER OF THE BOARD



Richard Beazley
Director

EXPLANATORY MEMORANDUM

1. Introduction

This Explanatory Memorandum has been prepared for the information of Shareholders of the Company in connection with the business to be conducted at the Meeting to be held in person at c/o Corp Cloud, Level 2 600 Murray Street, West Perth, WA, 6005 on 25 November 2026 commencing at 1:30pm AWST.

This Explanatory Memorandum should be read in conjunction with and forms part of the accompanying Notice. The purpose of this Explanatory Memorandum is to provide information to Shareholders in deciding whether or not to pass the Resolutions in the Notice.

A Proxy Form is located at the end of the Explanatory Memorandum.

2. Action to be taken by Shareholders

Shareholders should read the Notice and this Explanatory Memorandum carefully before deciding how to vote on the Resolutions.

2.1 Instructions for Attendance at the Meeting & Voting

Shareholders can attend the Meeting in person at the address set out above.

Shareholders (or their proxies) who wish to attend the Meeting in person must register their attendance by 9:00am AWST on 25 November 2026 by emailing the Company Secretary at admin@tigertasman.com including your name, address and Shareholder Reference Number (**SRN**) or Holding Identification Number (**HIN**).

2.2 Proxies

A Proxy Form is attached to the Notice. This is to be used by Shareholders if they wish to appoint a representative (a proxy) to vote in their place. All Shareholders are invited and encouraged to attend the Meeting or, if they are unable to attend in person, sign and return the Proxy Form to the Company in accordance with the instructions thereon. Lodgement of a Proxy Form will not preclude a Shareholder from attending and voting at the Meeting in person.

Please note that:

(a) a member of the Company entitled to attend in person and vote at the Meeting is entitled to appoint a proxy;

(b) a proxy need not be a member of the Company; and

(c) a member of the Company 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, but where the proportion or number is not specified, each proxy may exercise half of the votes.

Shareholders and their proxies should be aware that:

(a) If proxy holders vote, they must cast all directed proxies as they are directed to; and

(b) Any directed proxies which are not voted will automatically default to the Chair, who must vote the proxies as directed.

Further details are set out below.

Proxy vote if appointment specifies way to vote

Section 250BB(1) of the Corporations Act provides that an appointment of a proxy may specify the way the proxy is to vote on a particular resolution and, if it does:

(a) the proxy need not vote on a show of hands, but if the proxy does so, the proxy must vote that way (i.e. as directed); and

(b) if the proxy has 2 or more appointments that specify different ways to vote on the resolution – the proxy must not vote on a show of hands; and

(c) if the proxy is the Chair of the meeting at which the resolution is voted on – the proxy must vote on a poll, and must vote that way (i.e. as directed); and

(d) if the proxy is not the Chair – the proxy need not vote on the poll, but if the proxy does so, the proxy must vote that way (i.e. as directed).

Transfer of non-chair proxy to Chair in certain circumstances

Section 250BC of the Corporations Act provides that, if:

(a) an appointment of a proxy specifies the way the proxy is to vote on a particular resolution at a meeting of the Company's members; and

(b) the appointed proxy is not the Chair of the meeting; and

(c) at the meeting, a poll is duly demanded, or is otherwise required under section 250JA, on the question that the resolution be passed; and

(d) either of the following applies:

(i) if a record of attendance is made for the meeting - the proxy is not recorded as attending;

(ii) the proxy does not vote on the resolution,

the Chair of the meeting is taken, before voting on the resolution closes, to have been appointed as the proxy for the purposes of voting on the resolution at the meeting.

The enclosed Proxy Form provides further details on appointing proxies and lodging Proxy Forms.

2.3 Proxy Holders and Voting Instructions

If the Chair is appointed as your proxy and the Chair is not directed how to vote, you are authorising the Chair to cast your undirected vote on all proposed resolutions.

2.4 Submit your Proxy Vote

Please complete the Proxy Form in accordance with the detailed instructions set out on the enclosed Proxy Form.

The return of your completed form can be done by one of the following ways:

BY MAIL	c/o The Perth Business Centre 45 Ventnor Avenue West Perth WA 6005 Australia
BY EMAIL	admin@tigertasman.com

3. Annual Report

There is no requirement for Shareholders to approve the Annual Report.

Shareholders will be offered the following opportunities:

(a) discuss the Annual Report which is available online at https://www.tigertasman.com/;

(b) ask questions or make comment on the management of the Company;

(c) ask the auditor questions about the conduct of the audit and the preparation and content of the Auditor's Report.

In addition to taking questions at the Meeting, written questions to the Chair about the management of the Company, or to the Company's auditor about:

(a) the preparation and the content of the Auditor's Report; and

(b) the conduct of the audit;

(c) accounting policies by the Company in relation to the preparation of the financial statements; and

(d) the independence of the auditor in relation to the conduct of the audit,

may be submitted no later than 5 Business Days before the Meeting to the Company Secretary at the Company's registered office.

The Company will not provide a hard copy of the Company's Annual Report to Shareholders unless specifically requested to do so.

4. Resolution 1 – Re-election of Director – Mr Noor Crookshanks

4.1 General

Article 6.3 of the Constitution requires that at the Company's annual general meeting in every year, one-third of the Directors for the time being, or, if their number is not a multiple of 3, then the number nearest one-third (rounded down to the nearest whole number), shall retire from office, provided always that no Director (except a managing director) shall hold office for a period in excess of 3 years, or until the third annual general meeting following his or her appointment, whichever is the longer, without submitting himself or herself for re-election.

The Directors to retire at an annual general meeting are those who have been longest in the office since their last election, but, as between persons who became Directors on the same day, those to retire shall (unless they otherwise agree among themselves) be determined by drawing lots.

Article 6.3(l) of the Constitution states that a Director who ceases to be the managing director must retire at the next annual general meeting following the Director ceasing to be managing director. Article 6.3(f) states that a Director who retires under Article 6.3(l) of the Constitution is eligible for re-election.

Mr Noor Crookshanks stepped down as managing director of the Company on 29 June 2025 and will retire in accordance with Article 6.3 of the Constitution and being eligible, seeks re-election.

4.2 Background and qualifications

Noor has over 30 years' experience across the Steel, Minerals, Mining Services, Project Engineering & Construction, and Commodity trading sectors in Australia and Global markets. He holds qualifications in metallurgy and industrial electronics, with post graduate qualifications in International Marketing (Monash), Management (Melbourne) and an MBA (Adelaide).

Noor has held executive leadership roles with BHP Ltd, BlueScope Steel Ltd, Valmont Incorporated (NYSE), Austin Engineering Ltd, Contraflow P/L and Highline P/L. He was a former director of BHP Minerals (India) Pvt Ltd and BHP Khanij Anveshana Pvt Ltd engaged in base metals and minerals exploration programs in South Asia.

Noor has a strong background in building and growing capital-intensive resource sector projects and businesses from start-up to scale-up, and is an active member of the AusIMM, Australian Institute of Management (AIM), AICD, and Melbourne Business School Alumni.

4.3 Independence

If re-elected, the Board considers that Mr Crookshanks is not an independent director.

4.4 Board recommendation

The Board (excluding Mr Crookshanks) recommends that Shareholders vote in favour of Resolution 1. The Chair of the meeting intends to vote undirected proxies in favour of Resolution 1.

5. Resolution 2 – Amendment of Constitution

5.1 General

Under section 136(2) of the Corporations Act, a company may modify or repeal its constitution or a provision of its constitution by special resolution of Shareholders.

Resolution 2 seeks the approval of Shareholders to modify the Company's existing Constitution as described below. The Directors believe that it is preferable in the circumstances to simply modify a couple of provisions of the existing Constitution rather than repealing the entire existing Constitution and replacing it with a new constitution. The Directors believe these amendments are not material nor will they have any significant impact on Shareholders.

A copy of the modified Constitution is available for review by Shareholders at the office of the Company. A copy of the modified Constitution can also be sent to Shareholders upon request to the Company Secretary at admin@tigertasman.com.

Shareholders are invited to contact the Company if they have any queries or concerns.

5.2 Summary of material proposed changes

(a) **Virtual meeting**

Pursuant to Article 5.1 of the existing Constitution, Directors of the Company may, subject to the Corporations Act, call a meeting of its Members at a time and place as the Directors resolve.

The proposed new Article 5.1 will allow the Directors to call a meeting of Members at a time and place as the Directors resolve, including at a physical venue and using virtual technology.

The whole text of the proposed new Article 5.1 is set out below.

5.1 Who can call meetings of Members

(i) *The Directors may convene and arrange to hold a general meeting of the Company whenever they think fit and must do so if required to do so under the Corporations Act.*

(ii) *The Company may hold a meeting of Members at a time determined by the Directors:*

(A) *at one or more physical venues;*

(B) *at one or more physical venues and using virtual meeting technology; and*

(C) *using virtual meeting technology only,*

provided that, in each case, Members as a whole are given a reasonable opportunity to participate in the meeting, and otherwise in the manner determined by the Directors.

(iii) *If the Directors elect to use virtual meeting technology for a general meeting of the Company, the Directors will determine the type of virtual meeting technology to be used, which may include any combination of telephone, video conferencing, messaging, smartphone application or any other audio and/or visual device which permits instantaneous communication.*

(b) **In-specie distribution**

Pursuant to Article 2.5 of the existing Constitution, the Company may reduce its share capital on any terms and at any time, including the payment of cash, issue of shares, grant of Company options or other Company securities, transfer of shares or any other securities in any other body corporate or units in any unit trust or the transfer of any other assets.

The proposed new Article 2.9 will give the Directors ancillary powers in relation to an in-specie distribution, including making a cash payment to a Shareholder instead of transferring shares if the distribution would otherwise be illegal or would be impracticable or unreasonable (for example, where Shareholders reside overseas).

The whole text of the proposed new Article 2.9 is set out below.

2.9 Ancillary powers regarding distributions

(i) In relation to any decision to pay a dividend or to return capital by a reduction of capital, buy-back or otherwise, the Directors may:

(A) settle any difficulty that arises in making the distribution as they think expedient and in particular:

(1) make cash payments in cases where Members are entitled to fractions of shares, debentures or other securities;

(2) decide that amounts or fractions of less than a particular value decided by the Directors may be disregarded in order to adjust the rights of all parties by withholding assets, cash, shares, debentures or other securities where the Company is required to make a payment in respect of the Member to a government or taxing authority in relation to the distribution or issue;

(3) decide to make distributions by disregarding transfers of shares or aggregating parcels of shares where they form the opinion that shareholdings have been split or aggregated to obtain the benefit of rounding on fractions of shares; and

(4) for an electronic transfer, if no account is nominated, or payment is rejected or refunded, the Company may credit the amount to an account of the Company until the Member nominates a valid account;

(B) fix the value for distribution of any specific assets;

(C) pay cash or issue shares, debentures or other securities to any Member in order to adjust the rights of all parties;

(D) vest any of those specific assets, cash, shares, debentures or other securities in a trustee or nominee on trust for the persons entitled to the distribution or capitalised amount, on any terms that seem expedient to the Directors; and

(E) authorise any person to make, on behalf of the Members, or a particular Member, entitled to any specific assets, cash, shares, debentures or other securities as a result of the decision, an agreement (including in writing) with the Company or another person which provides, as appropriate, for the distribution or issue to them of the assets, cash, shares, debentures or other securities and by applying to them their respective proportions of the amount resolved to be distributed.

(ii) Any agreement made under an authority referred to in article 2.9(i)(E) is effective and binds all Members concerned.

(iii) Instead of making a distribution or issue of specific assets, shares, debentures or other securities to a particular Member, the Directors may make a cash payment to that Member or allocate some or all of the assets, shares, debentures or other securities to a trustee to be sold on behalf of, and for the benefit of, or in respect of, that Member, if:

(A) the distribution or issue would otherwise be illegal or unlawful;

(B) the distribution or issue would give rise to parcels of securities which do not constitute a marketable parcel;

(C) in the Directors' discretion, the distribution or issue would, for any reason, be impracticable; or

(D) the Member so agrees.

(iv) If the Company distributes to Members (either generally or to specific Members) shares, debentures or securities of the Company or another body corporate or trust (whether as a dividend or return of capital or otherwise and whether or not for value), each of those Members appoints the Company, and any officer of the Company nominated on their behalf by the Directors, as his or her agent or attorney to do anything needed or desirable to give effect, or assist in giving effect, to that distribution, including agreeing to become a member, holder of shares, holder of debentures or holder of securities of the Company or that other body corporate or trust.

5.3 Additional information

Resolution 2 is a **special** resolution and therefore requires approval of 75% of the votes cast by Shareholders present and eligible to vote (in person, by proxy, by attorney or, in the case of a corporate Shareholder, by a corporate representative).

The Board recommends that Shareholders vote in favour of Resolution 2. The Chair of the meeting intends to vote undirected proxies in favour of Resolution 2.

SCHEDULE 1– Definitions

In this Notice and the Explanatory Memorandum:

$ means Australian Dollars.

Annual Report means the Directors' Report, the Financial Report and the Auditor's Report in respect to the financial year ending 30 June 2025.

Article means an article in the Constitution.

Associate has the meaning given in sections 12 and 16 of the Corporations Act. Section 12 is to be applied as if paragraph 12(1)(a) included a reference to the Listing Rules and on the basis that the Company is the "designated body" for the purposes of that section. A related party of a director or officer of the Company or of a Child Entity of the Company is to be taken to be an associate of the director or officer unless the contrary is established.

Auditor's Report means the auditor's report on the Financial Report.

Board means the current board of Directors.

Business Day means:

(a) for determining when a notice, consent or other communication is given, a day that is not a Saturday, Sunday or public holiday in the place to which the notice, consent or other communication is sent; and

(b) for any other purpose, a day (other than a Saturday, Sunday or public holiday) on which banks are open for general banking business in Perth.

Chair means the person appointed to chair the Meeting convened by this Notice.

Closely Related Party means:

(a) a spouse or child of the member; or

(b) has the meaning given in section 9 of the Corporations Act.

Company means Tiger Tasman Minerals Limited (ACN 162 561 908).

Constitution means the constitution of the Company as at the commencement of the Meeting.

Corporations Act means the *Corporations Act 2001* (Cth).

Director means a director of the Company.

Directors' Report means the annual directors' report prepared under chapter 2M of the Corporations Act for the Company and its controlled entities contained in the Annual Report.

Explanatory Memorandum means the explanatory memorandum attached to the Notice.

Financial Report means the annual financial report prepared under Chapter 2M of the Corporations Act of the Company and its controlled entities.

Meeting has the meaning in the introductory paragraph of the Notice.

Notice means this notice of meeting.

Proxy Form means the proxy form attached to the Notice.

Resolution means a resolution contained in the Notice.

Schedule means a schedule to this Notice.

Section means a section contained in this Explanatory Memorandum.

Shareholder means a shareholder of the Company.

WST or **AWST** means Western Standard Time, being the time in Perth, Western Australia.

In this Notice and the Explanatory Memorandum words importing the singular include the plural and vice versa.