

17 November 2016

ASX Market Announcements  
ASX Limited  
Level 4  
20 Bridge Street  
SYDNEY NSW 2000

## SHARE PLACEMENT

GTI Resources Ltd (Company) is pleased to advise the successful completion of a share placement to sophisticated investors to provide additional working capital for the Company.

The placement comprised a total of 3.5 million ordinary fully paid shares at an issue price of 2 cents per share. The placement was made to investors qualifying under Section 708 of the Corporation Act and the Company has used its existing capacity under ASX Listing Rules 7.1 and 7.1A to complete the issue.

The Company has issued a total of 3.5 million ordinary fully paid shares of which 1.3 million shares were issued pursuant to ASX Listing Rule 7.1 and the remainder of 2.2 million shares were issued pursuant to ASX Listing Rule 7.1A

Please find enclosed an Appendix 3B in relation to the issue of the shares.

### Information disclosed under ASX Listing Rule 3.10.5A

The Company provides the following additional information under ASX Listing Rule 3.10.5A in relation to the shares issued under ASX Listing Rule 7.1A. The information is provided as a matter of record only.

- (a) The Company issued a total of 3.5 million ordinary fully paid shares of which 2.2 million shares were issued pursuant to ASX Listing Rule 7.1A. The shares issued under ASX Listing Rule 7.1A resulted in the following dilution to existing ordinary securities:
  - number of shares on issue prior to the placement of shares under ASX Listing Rule 7.1A was 74,566,669 shares.
  - number of shares on issue following the issue of shares under ASX Listing Rule 7.1A was 76,766,669 shares.
  - percentage of voting dilution following the issue was 2.9%.
- (b) The Company elected to undertake the placement in preference to a pro-rata issue to existing shareholders as the quantum was small and it offered superior certainty and timeliness with lower transaction costs and provided an opportunity to introduce new sophisticated investors to the GTI register.
- (c) No underwriting agreements were entered into in connection with the placement.
- (d) No fees or costs were incurred in connection with the issue.

**Notice given under Section 708A(5) of the Corporations Act 2001**

The shares are part of a class of securities quoted on the Australian Securities Exchange.

The shares were issued without disclosure to investors under Part 6D.2, in reliance on Section 708A(5) of the Corporations Act 2001.

The Company, as at the date of this notice, has complied with:

- (a) the provisions of the Chapter 2M of the Corporations Act 2001; and
- (b) Section 674 of the Corporations Act 2001.

There is no excluded information as at the date of this notice, for the purposes of Sections 708A(7) and (8) of the Corporations Act 2001 that has not already been disclosed to investors generally.

Yours sincerely

A handwritten signature in black ink, appearing to read 'Murray McDonald', with a stylized flourish at the end.

**Murray McDonald**  
Chairman

Rule 2.7, 3.10.3, 3.10.4, 3.10.5

# Appendix 3B

## New issue announcement, application for quotation of additional securities and agreement

*Information or documents not available now must be given to ASX as soon as available. Information and documents given to ASX become ASX's property and may be made public.*

Introduced 01/07/96 Origin: Appendix 5 Amended 01/07/98, 01/09/99, 01/07/00, 30/09/01, 11/03/02, 01/01/03, 24/10/05, 01/08/12, 04/03/13

Name of entity

GTI Resources Ltd

ABN

33 124 792 132

We (the entity) give ASX the following information.

### Part 1 - All issues

*You must complete the relevant sections (attach sheets if there is not enough space).*

1	+Class of +securities issued or to be issued	Ordinary fully paid shares
2	Number of +securities issued or to be issued (if known) or maximum number which may be issued	3,500,000
3	Principal terms of the +securities (e.g. if options, exercise price and expiry date; if partly paid +securities, the amount outstanding and due dates for payment; if +convertible securities, the conversion price and dates for conversion)	Ordinary fully paid shares
4	<p>Do the +securities rank equally in all respects from the +issue date with an existing +class of quoted +securities?</p> <p>If the additional +securities do not rank equally, please state:</p> <ul style="list-style-type: none"><li>the date from which they do</li><li>the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment</li><li>the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment</li></ul>	Yes
5	Issue price or consideration	2 cents per share

## Appendix 3B

### New issue announcement

6	Purpose of the issue (If issued as consideration for the acquisition of assets, clearly identify those assets)	Share placement for working capital.	
6a	Is the entity an <sup>+</sup> eligible entity that has obtained security holder approval under rule 7.1A?  If Yes, complete sections 6b-6h <i>in relation to the <sup>+</sup>securities the subject of this Appendix 3B</i> , and comply with section 6i	Yes	
6b	The date the security holder resolution under rule 7.1A was passed	23 May 2016	
6c	Number of <sup>+</sup> securities issued without security holder approval under rule 7.1	1,300,000	
6d	Number of <sup>+</sup> securities issued with security holder approval under rule 7.1A	2,200,000	
6e	Number of <sup>+</sup> securities issued with security holder approval under rule 7.3, or another specific security holder approval (specify date of meeting)	Nil	
6f	Number of <sup>+</sup> securities issued under an exception in rule 7.2	Nil	
6g	If <sup>+</sup> securities issued under rule 7.1A, was issue price at least 75% of 15 day VWAP as calculated under rule 7.1A.3? Include the <sup>+</sup> issue date and both values. Include the source of the VWAP calculation.	Yes. The shares were issued on 17 November 2016. The issue price was 2 cents per share. 75% of the 15 day VWAP at the date of issue was 1.43 cents per share. VWAP calculation was sourced from the IRESS portfolio system.	
6h	If <sup>+</sup> securities were issued under rule 7.1A for non-cash consideration, state date on which valuation of consideration was released to ASX Market Announcements	Not applicable	
6i	Calculate the entity's remaining issue capacity under rule 7.1 and rule 7.1A – complete Annexure 1 and release to ASX Market Announcements	Listing Rule 7.1: 30,000 Listing Rule 7.1A: 4,286,666	
7	<sup>+</sup> Issue dates  Note: The issue date may be prescribed by ASX (refer to the definition of issue date in rule 19.12). For example, the issue date for a pro rata entitlement issue must comply with the applicable timetable in Appendix 7A. Cross reference: item 33 of Appendix 3B.	17 November 2016	
8	Number and <sup>+</sup> class of all <sup>+</sup> securities quoted on ASX (including the <sup>+</sup> securities in section 2 if applicable)	Number	<sup>+</sup> Class
		76,766,669	Ordinary shares

<p>9 Number and <sup>+</sup>class of all <sup>+</sup>securities not quoted on ASX (including the <sup>+</sup>securities in section 2 if applicable)</p>	<table border="1"> <thead> <tr> <th data-bbox="877 237 1069 280">Number</th><th data-bbox="1069 237 1437 280"><sup>+</sup>Class</th></tr> </thead> <tbody> <tr> <td data-bbox="877 280 1069 425"></td><td data-bbox="1069 280 1437 425"></td></tr> </tbody> </table>	Number	<sup>+</sup> Class		
Number	<sup>+</sup> Class				
<p>10 Dividend policy (in the case of a trust, distribution policy) on the increased capital (interests)</p>	<p>The Company does not presently have a formal dividend policy.</p>				

## Part 2 - Pro rata issue

<p>11 Is security holder approval required?</p>	<input type="text"/>
<p>12 Is the issue renounceable or non-renounceable?</p>	<input type="text"/>
<p>13 Ratio in which the <sup>+</sup>securities will be offered</p>	<input type="text"/>
<p>14 <sup>+</sup>Class of <sup>+</sup>securities to which the offer relates</p>	<input type="text"/>
<p>15 <sup>+</sup>Record date to determine entitlements</p>	<input type="text"/>
<p>16 Will holdings on different registers (or subregisters) be aggregated for calculating entitlements?</p>	<input type="text"/>
<p>17 Policy for deciding entitlements in relation to fractions</p>	<input type="text"/>
<p>18 Names of countries in which the entity has security holders who will not be sent new offer documents</p> <p><small>Note: Security holders must be told how their entitlements are to be dealt with. Cross reference: rule 7.7.</small></p>	<input type="text"/>
<p>19 Closing date for receipt of acceptances or renunciations</p>	<input type="text"/>
<p>20 Names of any underwriters</p>	<input type="text"/>
<p>21 Amount of any underwriting fee or commission</p>	<input type="text"/>
<p>22 Names of any brokers to the issue</p>	<input type="text"/>
<p>23 Fee or commission payable to the broker to the issue</p>	<input type="text"/>
<p>24 Amount of any handling fee payable to brokers who lodge acceptances or renunciations on behalf of security holders</p>	<input type="text"/>
<p>25 If the issue is contingent on security holders' approval, the date of the meeting</p>	<input type="text"/>
<p>26 Date entitlement and acceptance form and offer documents will be sent to persons entitled</p>	<input type="text"/>

## Appendix 3B

### New issue announcement

---

27	If the entity has issued options, and the terms entitle option holders to participate on exercise, the date on which notices will be sent to option holders	
28	Date rights trading will begin (if applicable)	
29	Date rights trading will end (if applicable)	
30	How do security holders sell their entitlements <i>in full</i> through a broker?	
31	How do security holders sell <i>part</i> of their entitlements through a broker and accept for the balance?	
32	How do security holders dispose of their entitlements (except by sale through a broker)?	
33	+Issue date	

## Part 3 - Quotation of securities

*You need only complete this section if you are applying for quotation of securities*

34 Type of securities  
(tick one)

(a) ☒ Securities described in Part 1

(b) ☐ All other securities

Example: restricted securities at the end of the escrowed period, partly paid securities that become fully paid, employee incentive share securities when restriction ends, securities issued on expiry or conversion of convertible securities

### Entities that have ticked box 34(a)

#### Additional securities forming a new class of securities

*Tick to indicate you are providing the information or documents*

35 ☐ If the +securities are +equity securities, the names of the 20 largest holders of the additional +securities, and the number and percentage of additional +securities held by those holders

36 ☐ If the +securities are +equity securities, a distribution schedule of the additional +securities setting out the number of holders in the categories

1 - 1,000  
1,001 - 5,000  
5,001 - 10,000  
10,001 - 100,000  
100,001 and over

37 ☐ A copy of any trust deed for the additional +securities

### Entities that have ticked box 34(b)

38	Number of +securities for which +quotation is sought					
39	+Class of +securities for which quotation is sought					
40	<p>Do the +securities rank equally in all respects from the +issue date with an existing +class of quoted +securities?</p> <p>If the additional +securities do not rank equally, please state:</p> <ul style="list-style-type: none"> <li>the date from which they do</li> <li>the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment</li> <li>the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment</li> </ul>					
41	<p>Reason for request for quotation now</p> <p><small>Example: In the case of restricted securities, end of restriction period</small></p> <p>(if issued upon conversion of another +security, clearly identify that other +security)</p>					
42	Number and +class of all +securities quoted on ASX (including the +securities in clause 38)	<table border="1" style="width: 100%; border-collapse: collapse;"> <thead> <tr> <th style="width: 50%; text-align: center;">Number</th> <th style="width: 50%; text-align: center;">+Class</th> </tr> </thead> <tbody> <tr> <td style="height: 30px;"></td> <td></td> </tr> </tbody> </table>	Number	+Class		
Number	+Class					

### Quotation agreement

1. +Quotation of our additional +securities is in ASX's absolute discretion. ASX may quote the +securities on any conditions it decides.
2. We warrant the following to ASX.
  - The issue of the +securities to be quoted complies with the law and is not for an illegal purpose.
  - There is no reason why those +securities should not be granted +quotation.
  - An offer of the +securities for sale within 12 months after their issue will not require disclosure under section 707(3) or section 1012C(6) of the Corporations Act.

Note: An entity may need to obtain appropriate warranties from subscribers for the securities in order to be able to give this warranty

  - Section 724 or section 1016E of the Corporations Act does not apply to any applications received by us in relation to any +securities to be quoted and that no-one has any right to return any +securities to be quoted under sections 737, 738 or 1016F of the Corporations Act at the time that we request that the +securities be quoted.

## Appendix 3B

### New issue announcement

---

- If we are a trust, we warrant that no person has the right to return the +securities to be quoted under section 1019B of the Corporations Act at the time that we request that the +securities be quoted.
3. We will indemnify ASX to the fullest extent permitted by law in respect of any claim, action or expense arising from or connected with any breach of the warranties in this agreement.
  4. We give ASX the information and documents required by this form. If any information or document is not available now, we will give it to ASX before +quotation of the +securities begins. We acknowledge that ASX is relying on the information and documents. We warrant that they are (will be) true and complete.

Sign here:

  
(Director/~~Company secretary~~)

Date: 17 November 2016

Print name: MURRAY MCDONALD

== == == == ==



## Appendix 3B – Annexure 1

### Calculation of placement capacity under rule 7.1 and rule 7.1A for eligible entities

Introduced 01/08/12 Amended 04/03/13

#### Part 1

<b>Rule 7.1 – Issues exceeding 15% of capital</b>	
<b>Step 1: Calculate “A”, the base figure from which the placement capacity is calculated</b>	
<b>Insert</b> number of fully paid +ordinary securities on issue 12 months before the +issue date or date of agreement to issue	64,866,669
<b>Add</b> the following: <ul style="list-style-type: none"> <li>• Number of fully paid +ordinary securities issued in that 12 month period under an exception in rule 7.2</li> <li>• Number of fully paid +ordinary securities issued in that 12 month period with shareholder approval</li> <li>• Number of partly paid +ordinary securities that became fully paid in that 12 month period</li> </ul> <b>Note:</b> <ul style="list-style-type: none"> <li>• Include only ordinary securities here – other classes of equity securities cannot be added</li> <li>• Include here (if applicable) the securities the subject of the Appendix 3B to which this form is annexed</li> <li>• It may be useful to set out issues of securities on different dates as separate line items</li> </ul>	
<b>Subtract</b> the number of fully paid +ordinary securities cancelled during that 12 month period	
<b>“A”</b>	64,866,669
<b>Step 2: Calculate 15% of “A”</b>	
<b>“B”</b>	0.15 [Note: this value cannot be changed]
<b>Multiply</b> “A” by 0.15	9,730,000

**Appendix 3B**  
**New issue announcement**

<b>Step 3: Calculate “C”, the amount of placement capacity under rule 7.1 that has already been used</b>	
<b>Insert</b> number of +equity securities issued or agreed to be issued in that 12 month period <i>not counting</i> those issued: <ul style="list-style-type: none"> <li>• Under an exception in rule 7.2</li> <li>• Under rule 7.1A</li> <li>• With security holder approval under rule 7.1 or rule 7.4</li> </ul> <i>Note:</i> <ul style="list-style-type: none"> <li>• <i>This applies to equity securities, unless specifically excluded – not just ordinary securities</i></li> <li>• <i>Include here (if applicable ) the securities the subject of the Appendix 3B to which this form is annexed</i></li> <li>• <i>It may be useful to set out issues of securities on different dates as separate line items</i></li> </ul>	8,400,000 (03.08.16) 1,300,000 (17.11.16)
<b>“C”</b>	9,700,000
<b>Step 4: Subtract “C” from [“A” x “B”] to calculate remaining placement capacity under rule 7.1</b>	
<b>“A” x 0.15</b> <i>Note: number must be same as shown in Step 2</i>	9,730,000
<b>Subtract “C”</b> <i>Note: number must be same as shown in Step 3</i>	9,700,000
<b>Total</b> [“A” x 0.15] – “C”	30,000 <i>[Note: this is the remaining placement capacity under rule 7.1]</i>

## Part 2

<b>Rule 7.1A – Additional placement capacity for eligible entities</b>	
<b>Step 1: Calculate “A”, the base figure from which the placement capacity is calculated</b>	
<b>“A”</b> <i>Note: number must be same as shown in Step 1 of Part 1</i>	64,866,669
<b>Step 2: Calculate 10% of “A”</b>	
<b>“D”</b>	0.10 <i>Note: this value cannot be changed</i>
<b>Multiply “A” by 0.10</b>	6,486,666
<b>Step 3: Calculate “E”, the amount of placement capacity under rule 7.1A that has already been used</b>	
<b>Insert</b> number of +equity securities issued or agreed to be issued in that 12 month period under rule 7.1A <i>Notes:</i> <ul style="list-style-type: none"> <li>This applies to equity securities – not just ordinary securities</li> <li>Include here – if applicable – the securities the subject of the Appendix 3B to which this form is annexed</li> <li>Do not include equity securities issued under rule 7.1 (they must be dealt with in Part 1), or for which specific security holder approval has been obtained</li> <li>It may be useful to set out issues of securities on different dates as separate line items</li> </ul>	2,200,000 (17.11.16)
<b>“E”</b>	2,200,000
<b>Step 4: Subtract “E” from [“A” x “D”] to calculate remaining placement capacity under rule 7.1A</b>	
<b>“A” x 0.10</b> <i>Note: number must be same as shown in Step 2</i>	6,486,666
<b>Subtract “E”</b> <i>Note: number must be same as shown in Step 3</i>	2,200,000
<b>Total [“A” x 0.10] – “E”</b>	4,286,666 <i>Note: this is the remaining placement capacity under rule 7.1A</i>