

2 September 2019

Dear Ineligible Shareholder

## **Fully Underwritten Non-Renounceable Pro-Rata Entitlement Offer to raise A\$1m**

As originally announced on 1 July 2019 and again on 2 September 2019, GTI Resources Ltd (ASX:GTR) (**GTR** or the **Company**) will be undertaking a fully underwritten non-renounceable entitlement offer of one (1) fully paid ordinary share (**Share**) for every two (2) Shares held by Eligible Shareholders (defined below), at an issue price of \$0.01 per Share to raise \$1,014,091 (**Entitlement Offer**). The Entitlement Offer is fully underwritten by CPS Capital Group Pty Ltd (**CPS**) who will also act as lead manager.

An offer document containing information in respect of the Entitlement Offer was announced on the Australian Securities Exchange on 2 September 2019 (**Offer Document**).

The Entitlement Offer is being undertaken in conjunction with a placement to sophisticated investors. Tranche 1 of the Placement will offer 40,000,000 Shares to sophisticated investors at an issue price of \$0.01 to raise \$400,000 (before costs) (**Tranche 1 Placement**). A total of 24,422,721 Shares pursuant to the Tranche 1 Placement was completed using the Company's existing 15% placement capacity under Listing Rule 7.1 and the remaining 15,577,279 Shares (recently approved by Shareholders at the General Meeting held on 21 August 2019) will be issued prior to the Record Date for the Entitlement Offer in order to allow those Tranche 1 Placement holders the ability to take up their Entitlement.

The Company will also undertake an additional placement of 60,000,000 Shares at an issue price of \$0.01 to raise \$600,000 (before costs) to sophisticated investors (**Tranche 2 Placement**). The Tranche 2 Placement will be completed after the Record Date and as such investors under the Tranche 2 Placement will not be entitled to participate in the Entitlement Offer.

The Entitlement Offer is being made to all shareholders of the Company named on its register of members as at 5:00pm (WST) on 6 September 2019 (**Record Date**), whose registered address is in Australia and New Zealand (**Eligible Shareholders**).

### **Ineligible Shareholders**

The Company has determined, in compliance with Listing Rule 7.7.1, that it is unreasonable to make the Entitlement Offer to shareholders with registered addresses outside of Australia and New Zealand (non-eligible shareholders) having regard to each of the following:

- (a) the number of those security holders registered;
- (b) the number and value of the securities that would have been offered to those security holders; and
- (c) the cost of complying with the legal requirements and requirements of regulatory authorities in some overseas jurisdictions.

According to the Company's share registry, you are a shareholder who has a registered address outside Australia and New Zealand (**Ineligible Shareholder**). Accordingly, you are excluded from and are ineligible to participate in the Entitlement Offer and you will not be sent a copy of the Offer Document

- Ends -

**Murray McDonald**  
Chairman