

18 May 2020

GTI Resources Limited AGM Update & COVID-19 Warning

PLEASE LODGE A DIRECTED PROXY & RECONSIDER ATTENDANCE AT THE AGM

GTI Resources Limited's (GTI) Annual General Meeting (AGM) is due to be held on Friday, 29 May 2020 at 9.00 am, in Perth. Given the restrictions in force and the uncertainty and potential health risks arising from the coronavirus (COVID-19) pandemic, GTI encourages and requests shareholders to lodge a directed proxy in advance of the meeting and recommends that shareholders do not attend the meeting in person. Please note that food and refreshments will not be served at the AGM.

GTI intends to strictly follow any government advice or requirements that are current at the time of the AGM [including in relation to 'social distancing' and "public gatherings"] and will take any additional measures considered necessary or appropriate for the safety of shareholders, employees, directors, venue staff and the general public. This is likely to include limiting or not allowing access to the AGM venue.

As a result, shareholders are strongly encouraged **not** to plan to attend the AGM in person and to instead lodge a directed proxy vote in advance of the meeting and watch the live AGM webcast. We encourage shareholders to submit a directed proxy as early as possible.

Change to Resolution 3 "Re-election of Murray McDonald as a Director"

In light of Mr Murray McDonald's recent resignation as a director of GTI; an addendum to the notice of meeting, including an updated proxy form replacing resolution 3, will be provided to shareholders. The current resolution 3 will be replaced with a new resolution 3 seeking the re-appointment of Mr Nathan Lude so that the Company can satisfy its constitutional obligation to offer at least one sitting director for re-election at every AGM.

Addition of Resolution 5 – Re-election of Petar Tomasevic as a Director

Due to the resignation of Mr McDonald, as noted above Mr Tomasevic was appointed by the Board and stands for re-election.

To lodge your proxy, please follow the steps on the proxy form accompanying the Notice of Meeting and lodge it as soon as practicable and by no later than 9.00 pm AWST (Perth time) on Wednesday, 27 May 2020.

Shareholders are encouraged to submit questions in advance of the meeting by email to info@gtiresources.com.au, or by facsimile to +61 8 9226 2099 by no later than 9.00 pm AWST (Perth time) on Wednesday, 27 May 2020.

The AGM will be made accessible to shareholders via a live webcast which will include the facility for shareholders to ask questions in relation to the business of the meeting. Instructions to join the webcast will be published on the GTI website.

The situation regarding COVID-19 is evolving rapidly and GTI is following the health advice of the Australian Government. GTI appreciates the understanding of its shareholders as it navigates this difficult situation.

Ends.

This ASX announcement was approved and authorised for release by Bruce Lane, Executive Director.

ADDENDUM TO NOTICE OF ANNUAL GENERAL MEETING

GTI Resources Ltd (ACN 124 792 132) (**Company**), hereby gives notice to Shareholders that in relation to the Notice of Annual General Meeting dated 30 April 2020 (**Notice of Meeting**) in respect of an annual general meeting of Shareholders scheduled to be held at 9:00 am (WST) on 29 May 2020 at Level 1, 89 St Georges Terrace, Perth WA 6000, the Directors have determined to issue this addendum to the Notice of Meeting (**Addendum**) for the purpose set out below.

Definitions in the Notice of Meeting have the same meaning in this Addendum unless otherwise updated in this Addendum. This Addendum is supplemental to the original Notice of Meeting and should be read in conjunction with the original Notice of Meeting. Save for the amendments set out below, all resolutions and the Explanatory Statement in the original Notice of Meeting remain unchanged.

Annexed to this Addendum to the Notice of Meeting is a new Proxy Form. Shareholders are advised that:

- If you have already completed and returned the Proxy Form which was annexed to the original Notice of Meeting, your vote for resolution 3 will not be counted. In order to place a valid vote for the new resolution 3 contained in the Addendum to the Notice of Meeting you **must complete and return the new Proxy Form** annexed to this Addendum to the Notice of Meeting.
 - If you have not yet completed and returned a Proxy Form and you wish to vote on the Resolution in the Notice of Meeting, please **complete and return the new Proxy Form** annexed to this Addendum to the Notice of Meeting.
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BACKGROUND

Due to the resignation of Mr Murray McDonald, his re-election as a Director as per resolution 3, is no longer valid.

Mr Nathan Lude being the only sitting director, hereby offers himself for re-election.

In addition, Mr Petar Tomasevic has been appointed to the Board and is standing for election.

ADDENDUM

The purpose of the Addendum is to make the following changes to the Notice of Meeting –

RESOLUTION 3 - RE-ELECTION OF NATHAN LUDE AS A DIRECTOR

“That Mr Nathan Lude being a director of the Company, retires by rotation in accordance with Clause 12.11 of the Constitution, ASX Listing Rule 14.4 and for all other purposes, and being eligible for re-election, is hereby re-elected as a director of the Company.”

ASX Listing Rule 14.4 provides that a director (other than a Managing Director) of an entity must not hold office (without re-election) past the third annual general meeting following the director's appointment or 3 years, whichever is the longer. In addition, Clause 12.11 of the Constitution requires that one third of the directors in office (other than a Managing Director) must retire by rotation at each annual general meeting of the Company.

Mr Nathan Lude therefore retires at the forthcoming annual general meeting in accordance with the Constitution and being eligible, has offered himself for re-election at the meeting.

Mr Lude has broad experience working in Asset Management, Mining and the Energy Industry. He operates a boutique advisory firm, Advantage Management Pty Ltd and works with private and public companies, focused on enhancing business growth and development through introducing new investors and capital. Mr Lude has worked in a Business Development Management role for a large Canadian Energy Company and previously held the Managing Director position for a listed ASX mining company. Since 2007, he has been involved in asset and fund management. His business network spreads across Australia and Asia and has strong ties with Australian broking firms institutions, Asian investors and institutions.

Mr Lude is currently a director of ASX listed Ansila Energy Ltd (ASX: ANA)

The Board (excluding Mr Lude) recommends that shareholders vote in favour of the re-election of Mr Lude as a director of the Company. The Chairman of the meeting intends to vote undirected proxies in favour of Resolution 3.

RESOLUTION 5 – RE-ELECTION OF PETAR TOMASEVIC AS A DIRECTOR

“That Mr Petar Tomasevic, having been appointed as a director of the Company on 10 May 2020 and being eligible for re-election in accordance with Clause 12.17 of the Constitution, ASX Listing Rule 14.4 and for all other purposes is hereby re-elected as a director of the Company.”

Mr Tomasevic is the managing director of Vert Capital Pty Ltd, a financial services company specialising in mineral acquisition and asset implementation. He has worked with a number of ASX listed companies in marketing and investor relations roles. Mr Tomasevic is fluent in 5 languages and is currently appointed as a French and Balkans language specialist to assist in project evaluation for ASX listed junior explorers.

The Board (excluding Mr Tomasevic) recommends that shareholders vote in favour of the re-election of Mr Tomasevic as a director of the Company. The Chairman of the meeting intends to vote undirected proxies in favour of Resolution 5.

By order of the Board

Emma Gilbert
Company Secretary

Perth, Western Australia
15 May 2020

Enquiries: Shareholders are advised to contact the Company at info@gtiresources.com.au if they have any queries in respect of the matters set out in this Addendum.

GTI RESOURCES LTD

ABN 33 124 792 132

PROXY FORM

FACSIMILE: (08) 9226 2099

I/We

of

being a shareholder of GTI Resources Ltd (Company) hereby appoint as proxy to vote in accordance with the following directions (or if no directions have been given, as the proxy or Chairman sees fit) at the annual general meeting to be held on 29 May 2020 at 9.00 a.m. (and at any adjournment thereof).

	or	<i>the Chairman</i>
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Name of person you are appointing (if not the Chairman)

Resolution	For	Against	Abstain*
1. Remuneration report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2. Re-election of Bruce Lane as a director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3. Re-election of Nathan Lude as a director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4. Approval for 10% placement capacity	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5. Re-election of Petar Tomasevic as a director	<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 that item.

If you nominate the Chairman as your proxy and do not specify the way Chairman is to vote on Resolution 1, you expressly authorise the Chairman to exercise your proxy even though Resolution 1 is connected directly or indirectly with the remuneration of a member of Key Management Personnel of the Company. The Chairman of the meeting intends to vote undirected proxies in favour of the Resolutions.

Signature(s)

Shareholder 1

Director

Shareholder 2

Director/Secretary

Shareholder 3

Sole Director and Secretary

Company Seal (if required)

Proxies may be lodged at GTI Resources Ltd either by email info@gtiresources.com.au or by mail to PO Box Z5187, Perth WA, 6831. To be valid, a proxy form (and any authority under which the proxy form is signed or a certified copy of the authority) must be received by the Company not less than 48 hours before the time scheduled for commencement of the meeting.

VOTING BY PROXY

1. A member of the Company entitled to attend and vote at the annual general meeting is entitled to appoint a proxy (who need not be a member) to attend and vote on his/her behalf.
2. If the member is entitled to cast two or more votes at the meeting, they may appoint two proxies. If the member appoints two proxies and the appointment does not specify the proportion or number of the member's votes each proxy may exercise, each proxy may exercise half of the votes.
3. The proxy form must be received at the Company's registered office at Level 1, 89 St Georges Terrace, Western Australia 6000, or by email info@gtiresources.com.au and in both cases, not less than 48 hours before the time of the holding of the meeting.
4. In the case of joint holders of a share in the Company the vote of the senior holder who tenders a vote, whether in person or by proxy, must be accepted to the exclusion of the votes of the other joint holders and, for this purpose, seniority is determined by the order in which the names stand in the register.
5. An instrument appointing a proxy must be in writing under the hand of the appointor or of the appointor's attorney, duly authorised in writing or, if the appointor is a corporation, under seal. A copy of the power of attorney must be lodged for any proxy appointed under a power of attorney.
6. A proxy for a corporation must be appointed under the common seal of the corporation or signed in accordance with the requirements of Section 127 of the Corporations Act. Section 127 of the Corporations Act provides that a company may execute a document without using its common seal if the document is signed by:
 - 2 directors of the company; or
 - a director and a company secretary of the company; or
 - for a proprietary company that has a sole director who is also the sole company secretary, that director.

For the Company to rely on the assumptions set out in Sections 129(5) and (6) of the Corporations Act, a document must appear to have been executed in accordance with Section 127(1) or (2). This effectively means that the status of the persons signing the document or witnessing the affixing of the seal must be set out and conform to the requirements of Section 127(1) or (2) as applicable. In particular, a person who witnesses the affixing of a common seal and who is the sole director and sole company secretary of the company must state that next to his or her signature.

7. If no voting instructions are marked on the proxy form then the proxy may vote as he/she thinks fit or may abstain from voting.

If a proxy is instructed to abstain from voting on an item of business, that person is directed not to vote on the shareholder's behalf on a poll and the shares the subject of the proxy appointment will not be counted in calculating the required majority.

Shareholders who return their proxy forms with a direction on how to vote but do not nominate the identity of their proxy will be taken to have appointed the chairman of the meeting as their proxy to vote on their behalf. If a proxy form is returned and the nominated proxy does not attend the meeting, the chairman of the meeting will act in place of the nominated proxy and vote in accordance with any instructions. Proxy appointments in favour of the chairman of the meeting which do not contain a direction how to vote will be used to support each of the resolutions proposed in the notice of meeting.