



Announcement Summary

Entity name

GTI RESOURCES LIMITED

Announcement Type

New announcement

Date of this announcement

Tuesday July 7, 2020

The Proposed issue is:

- ☒ An offer of securities under a securities purchase plan
- ☒ A placement or other type of issue

Total number of +securities proposed to be issued for an offer of securities under a securities purchase plan

ASX +Security Code	+Security Description	Maximum Number of +securities to be issued
GTR	ORDINARY FULLY PAID	162,498,918

+Record date

Monday July 6, 2020

Offer closing date

Tuesday July 28, 2020

+Issue date

Thursday August 6, 2020

Total number of +securities proposed to be issued for a placement or other type of issue

ASX +Security Code	+Security Description	Maximum Number of +securities to be issued
GTR	ORDINARY FULLY PAID	60,376,300

Proposed +issue date

Tuesday July 14, 2020

Refer to next page for full details of the announcement



Part 1 - Entity and announcement details

1.1 Name of +Entity

GTI RESOURCES LIMITED

We (the entity named above) give ASX the following information about a proposed issue of +securities and, if ASX agrees to +quote any of the +securities (including any rights) on a +deferred settlement basis, we agree to the matters set out in Appendix 3B of the ASX Listing Rules.

1.2 Registered Number Type

ACN

Registration Number

124792132

1.3 ASX issuer code

GTR

1.4 The announcement is

☒ New announcement

1.5 Date of this announcement

Tuesday July 7, 2020

1.6 The Proposed issue is:

- ☒ An offer of +securities under a +securities purchase plan
- ☒ A placement or other type of issue



Part 4 - Details of proposed offer under securities purchase plan

Part 4A - Conditions

4A.1 - Are any of the following approvals required for the offer of +securities under the +securities purchase plan issue to be unconditional?

- +Security holder approval
- Court approval
- Lodgement of court order with +ASIC
- ACCC approval
- FIRB approval
- Another approval/condition external to the entity

☒ No

Part 4B - Offer details

Class or classes of +securities that will participate in the proposed issue and class or classes of +securities proposed to be issued

ASX +Security Code and Description

GTR : ORDINARY FULLY PAID

Will the proposed issue of this +security include an offer of attaching +securities?

☒ No

Details of +securities proposed to be issued

ASX +Security Code and Description

GTR : ORDINARY FULLY PAID

Maximum Number of +securities proposed to be issued

162,498,918

Minimum Number of +securities proposed to be offered to each individual +security holder

66,667

Maximum Number of +securities proposed to be offered to each individual +security holder

1,000,000



Minimum subscription \$ amount proposed to be offered to each individual security holder	Maximum subscription \$ amount proposed to be offered to each individual security holder
AUD 2,000	AUD 30,000

Purpose of the issue

To fund the Acquisition, increase the pace and scale of current exploration in USA and Australia, to meet costs of the offer and for working capital.

Offer price details for retail security holders

Issue Currency	Offer Price per +security	Estimated or Actual?
AUD - Australian Dollar	AUD 0.03000	<input checked="" type="checkbox"/> Actual

Will these +securities rank equally in all respects from their issue date with the existing issued +securities in that class?

☒ Yes

Oversubscription & Scale back details**May a scale back be applied to this event?**

☒ Yes

Provide the scale back details

Scale back at the absolute discretion of the Board

Part 4C - Timetable**4C.1 Date of announcement of +security purchase plan**

Tuesday July 7, 2020

4C.2 +Record date

Monday July 6, 2020

4C.3 Date on which offer documents will be made available to investors

Monday July 13, 2020

4C.4 Offer open date

Monday July 13, 2020

4C.5 Offer closing date

Tuesday July 28, 2020

4C.6 Announcement of results

Friday July 31, 2020



4C.7 +Issue date

Thursday August 6, 2020

Part 4D - Listing Rule requirements

4D.1 Does the offer under the +securities purchase plan meet the requirements of listing rule 7.2 exception 5 that:

- the number of +securities to be issued is not greater than 30% of the number of fully paid +ordinary securities already on issue; and
- the issue price of the +securities is at least 80% of the +volume weighted average market price for +securities in that +class, calculated over the last 5 days on which sales in the +securities were recorded, either before the day on which the issue was announced or before the day on which the issue was made?

☒ Yes

Part 4E - Fees and expenses

4E.1 Will there be a lead manager or broker to the proposed offer?

☒ Yes

4E.1a Who is the lead manager/broker?

CPS Capital Group Pty Ltd

4E.1b What fee, commission or other consideration is payable to them for acting as lead manager/broker?

- lead management and underwriting management fee of \$20,000.
- 6% commissions on placement funds and underwritten SPP amount
- Subject to shareholder approval, 16 million options ex 3¢ exp 31/12/21

4E.2 Is the proposed offer to be underwritten?

☒ Yes

4E.2a Who are the underwriter(s)?

CPS Capital Group Pty Ltd

4E.2b What is the extent of the underwriting (ie the amount or proportion of the issue that is underwritten)?

32.6 million shares or \$978,000

4E.2c What fee, commission or other consideration is payable to them for acting as underwriter(s)?

- lead management and underwriting management fee of \$20,000.
- 6% commissions on placement funds and underwritten SPP amount
- Subject to shareholder approval, 16 million options ex 3¢ exp 31/12/21

4E.2d Please provide a summary of the significant events that could lead to the underwriting being terminated.

Indices fall by 10%

4E.2e Is a party referred to in listing rule 10.11 underwriting or sub-underwriting the proposed offer?

☒ No



4E.3 Will brokers who lodge acceptances or renunciations on behalf of eligible +security holders be paid a handling fee or commission?

☒ No

4E.4 Details of any other material fees or costs to be incurred by the entity in connection with the proposed offer

Part 4F - Further Information

4F.1 Will the entity be changing its dividend/distribution policy if the proposed offer is successful?

☒ No

4F.2 Countries in which the entity has security holders who will not be eligible to accept the proposed offer

4F.3 URL on the entity's website where investors can download information about the proposed offer

<http://www.gtiresources.com.au/>

4F.4 Any other information the entity wishes to provide about the proposed offer



Part 7 - Details of proposed placement or other issue

Part 7A - Conditions

7A.1 - Are any of the following approvals required for the placement or other type of issue?

- +Security holder approval
- Court approval
- Lodgement of court order with +ASIC
- ACCC approval
- FIRB approval
- Another approval/condition external to the entity

☒ Yes

7A.1a Conditions

Approval/Condition	Date for determination	Is the date estimated or actual?	** Approval received/condition met?
+Security holder approval	Thursday August 27, 2020	<input checked="" type="checkbox"/> Estimated	

Comments

Shareholder approval to be sought for the issue of 16 million options ex 3c exp 31/12/2021

Part 7B - Issue details

Is the proposed security a 'New class' (+securities in a class that is not yet quoted or recorded by ASX) or an 'Existing class' (additional securities in a class that is already quoted or recorded by ASX)?

☒ Existing class

Will the proposed issue of this +security include an offer of attaching +securities?

☒ No

Details of +securities proposed to be issued

ASX +Security Code and Description

GTR : ORDINARY FULLY PAID

Maximum Number of +securities proposed to be issued

60,376,300

Purpose of the issue

To fund the Acquisition and increase pace of exploration in USA and Australia.



Offer price details for retail security holders

In what currency is the cash consideration being paid?

AUD - Australian Dollar

What is the issue price per +security?

AUD 0.03000

Will these +securities rank equally in all respects from their issue date with the existing issued +securities in that class?

☒ Yes

Oversubscription & Scale back details

May a scale back be applied to this event?

☒ No

Part 7C - Timetable**7C.1 Proposed +issue date**

Tuesday July 14, 2020

Part 7D - Listing Rule requirements

7D.1 Has the entity obtained, or is it obtaining, +security holder approval for the issue under listing rule 7.1?

☒ No

7D.1b Are any of the +securities proposed to be issued without +security holder approval using the entity's 15% placement capacity under listing rule 7.1?

☒ Yes

7D.1b (i) How many +securities are proposed to be issued without security holder approval using the entity's 15% placement capacity under listing rule 7.1?

4,000,000 shares pursuant to the Acquisition

6,884,994 shares pursuant to the Placement

7D.1c Are any of the +securities proposed to be issued without +security holder approval using the entity's additional 10% placement capacity under listing rule 7.1A (if applicable)?

☒ Yes

7D.1c (i) How many +securities are proposed to be issued without +security holder approval using the entity's additional 10% placement capacity under listing rule 7.1A?

53,491,306 shares pursuant to the Placement

7D.2 Is a party referred to in listing rule 10.11.1 participating in the proposed issue?

☒ No

7D.3 Will any of the +securities to be issued be +restricted securities for the purposes of the listing rules?

☒ No



7D.4 Will any of the +securities to be issued be subject to +voluntary escrow?

☒ No

Part 7E - Fees and expenses

7E.1 Will there be a lead manager or broker to the proposed issue?

☒ Yes

7E.1a Who is the lead manager/broker?

CPS Capital Group Pty Ltd

7E.1b What fee, commission or other consideration is payable to them for acting as lead manager/broker?

- Lead manager and underwriting arrangement fee of \$20,000
- 6% commissions of funds raised under the Placement and Underwritten portion of the SPP
- Shareholder approval to be sought for the issue of 16 million options ex 3¢ exp 31/12/2021

7E.2 Is the proposed issue to be underwritten?

☒ Yes

7E.2a Who are the underwriter(s)?

CPS Capital Group Pty Ltd

7E.2b What is the extent of the underwriting (ie the amount or proportion of the proposed issue that is underwritten)?

32,600,000 shares or \$978,000

7E.2c What fee, commission or other consideration is payable to them for acting as underwriter(s)?

- Lead manager and underwriting arrangement fee of \$20,000
- 6% commissions of funds raised under the Placement and Underwritten portion of the SPP
- Shareholder approval to be sought for the issue of 16 million options ex 3¢ exp 31/12/2021

7E.2d Please provide a summary of the significant events that could lead to the underwriting being terminated.

Indices fall by 10%

7E.3 Is a party referred to in listing rule 10.11 underwriting or sub-underwriting the proposed issue?

☒ No

7E.4 Details of any other material fees or costs to be incurred by the entity in connection with the proposed issue

Part 7F - Further Information

7F.1 Will the entity be changing its dividend/distribution policy if the proposed issue proceeds?

☒ No



7F.2 Any other information the entity wishes to provide about the proposed issue