

24 April 2008

The Manager
Company Announcements Office
Australian Stock Exchange Limited
PO Box H224 Australia Square
SYDNEY NSW 2000

Dear Sir/Madam

NOTICE OF ANNUAL GENERAL MEETING

Please find attached the Notice of Annual General Meeting which has been dispatched to shareholders today.

Yours faithfully
GTI RESOURCES LTD

Darren Crawte
Company Secretary

GTI RESOURCES LTD

ABN 33 124 792 132

NOTICE OF ANNUAL GENERAL MEETING

AND

PROXY FORM

Date of Meeting

26 May 2008

Time of Meeting

9.00am

Place of Meeting

13 Colin Street
West Perth, Western Australia 6005

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the Annual General Meeting of GTI Resources Ltd (“Company”) will be held at 9.00am (WST), 26 May 2008 at 13 Colin Street, West Perth, Western Australia.

An Explanatory Memorandum containing information in relation to each of the following Resolutions accompanies this Notice of Meeting.

AGENDA

ORDINARY BUSINESS

Financial Statements and Reports

To receive and consider the Financial Statements and the Reports of Directors and the Auditor on the Financial Statements for the period ended 31 December 2007.

RESOLUTION 1 – RE-ELECTION OF MR IAN COWDEN AS A DIRECTOR

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

“That Mr Ian Cowden, being a director of the Company who retires in accordance with Rule 12.17.1 of the Company’s Constitution, and being eligible, is re-elected as a director of the Company”.

RESOLUTION 2 – RE-ELECTION OF MR DARREN CRAWTE AS A DIRECTOR

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

“That Mr Darren Crawte, being a director of the Company who retires in accordance with Rule 12.17.1 of the Company’s Constitution, and being eligible, is re-elected as a director of the Company”.

RESOLUTION 3 – NON-EXECUTIVE DIRECTORS’ REMUNERATION

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

“That, for the purposes of the Constitution, the Company approves the decrease in the maximum aggregate amount that may be paid to non-executive Directors as remuneration for their services from \$500,000 to \$200,000 per annum which may be divided among those Directors in the manner determined by the Board of the Company from time to time.”

RESOLUTION 4 – REMUNERATION REPORT

To adopt the Remuneration Report for the period ended 31 December 2007.

Note – the vote on this resolution is advisory only and does not bind the Directors of the Company

BY ORDER OF THE BOARD

A handwritten signature in black ink, appearing to read 'Darren Crawte', is written over a faint, illegible stamp or watermark.

Darren Crawte
Company Secretary

Dated: 24 April 2008

NOTES

Who may Vote

For the purposes of regulation 7.11.37 of the Corporations Regulations, the Company determines that members holding ordinary shares as at 9:00am (WST) on 24 May 2008 will be entitled to attend and vote at the Annual General Meeting.

Proxies

1. A Shareholder of the Company entitled to attend and vote is entitled to appoint not more than two proxies. Where more than one proxy is appointed, each proxy must be appointed to represent a specified proportion of the Shareholder's voting rights. If the Shareholder appoints two proxies and the appointment does not specify this proportion, each proxy may exercise half of the votes. A proxy need not be a Shareholder of the Company.
2. To be valid, a proxy form must be received by the Company no later than 48 hours before the time of the commencement of the Annual General Meeting (that is by 9.00am (WST) on 24 May 2008). Proxies may be submitted by:-
 - a. **by hand** delivery to the Company's registered office at Level 2, 47 Colin Street, West Perth WA, 6005; or
 - b. **by post** addressed to Advanced Share Registry Services, PO Box 1156, Nedlands WA 6909; or
 - c. **by facsimile** at +61 8 9389 7871.

A proxy appointment must be signed by the Shareholder or the Shareholder's attorney. Where the appointment is signed by the appointer's attorney, a certified copy of the authority, or the authority itself, must be lodged with the Company in one of the above ways by the Proxy Deadline. If facsimile transmission is used, the authority must be certified.

EXPLANATORY MEMORANDUM

This Explanatory Memorandum has been prepared for the information of shareholders of GTI Resources Ltd (“GTI Resources” or “Company”) in connection with the business to be conducted at the Annual General Meeting of shareholders to be held at 13 Colin Street, West Perth, Western Australia on 26 May 2008 at 9.00am (WST).

RESOLUTION 1 – RE-ELECTION OF MR IAN COWDEN AS A DIRECTOR

Resolution 1 seeks approval to re-elect Mr Ian Cowden who was appointed as a Director on 5 April 2007. Mr Cowden who retires in accordance with Rule 12.17.1 of the Company’s Constitution is eligible and, in accordance with the Company’s Constitution, offers himself for re-election as a Director of the Company, with effect from the end of the meeting.

Mr Cowden is a professional geologist and has been involved in the exploration and mining sectors world wide for over 30 years. His experience ranges from project generation and management of exploration programmes through to discovery of ore bodies, with emphasis on feasibility studies and development to mining.

He has worked for major international mining companies and junior explorers including BP Minerals International Limited, Utah Development Company and Delta Gold NL. His specific operational experience has included gold, base metals, uranium and industrial minerals and has served on the boards of a number of public listed companies.

Your Directors have reviewed the necessary competencies of the Board members and each candidate’s contribution to the Board and unanimously recommend Mr Cowden’s re-election.

RESOLUTION 2 – RE-ELECTION OF MR DARREN CRAWTE AS A DIRECTOR

Resolution 2 seeks approval to re-elect Mr Darren Crawte who was appointed as a Director on 4 October 2007. Mr Crawte who retires in accordance with Rule 12.17.1 of the Company’s Constitution is eligible and, in accordance with the Company’s Constitution, offers himself for re-election as a Director of the Company, with effect from the end of the meeting.

Mr Crawte has significant experience providing corporate advice and support to listed companies in the exploration and biotech sector. He is an associate Director of Ord Nexia, a Perth based accountancy firm and has 9 years experience of working in public practice in both the UK and Australia with particular experience in the fields of financial reporting, audit and managing ASX compliance. Mr Crawte acts in the role of Director and company secretary for a number of other listed entities.

Your Directors have reviewed the necessary competencies of the Board members and each candidate's contribution to the Board and unanimously recommend Mr Crawte’s re-election.

RESOLUTION 3 – NON-EXECUTIVE DIRECTORS’ REMUNERATION

The Constitution provides that the maximum aggregate remuneration that may be paid to non-executive directors of the Company is \$500,000 per annum.

In accordance with the Prospectus dated 22 June 2007, Resolution 3 seeks Shareholder approval to reduce the maximum aggregate remuneration that may be paid to non-executive Directors from \$500,000 to \$200,000 per annum. The Directors believe that this level of remuneration is consistent with corporate remuneration of similar companies.

The Board unanimously recommends that shareholders vote in favour of reducing the maximum aggregate remuneration that may be paid to non-executive Directors to \$200,000 per annum.

RESOLUTION 4 – REMUNERATION REPORT

Pursuant to section 250R(2) of the Corporations Act, the Board submits its Remuneration Report to shareholders for consideration and adoption by way of non-binding resolution.

The Remuneration Report is set out in and forms part of the Director’s Report. The Report:

- explains the Board’s policy for determining the nature and amount of remuneration of executive directors and senior executives of the Company;
- explains the Board’s remuneration policy; and
- sets out remuneration details for each Director.

A reasonable opportunity will be provided for discussion of the Remuneration Report at the meeting.

The Board unanimously recommends that shareholders vote in favour of adopting the Remuneration Report.

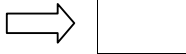
GTI RESOURCES LTD
ABN 33 124 792 132
PROXY FORM

The Secretary
 GTI Resources Ltd
 PO Box 1156,
 Nedlands WA 6909

I/We _____
 of _____

being a shareholder(s) 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 General Meeting to be held at 13 Colin Street, West Perth, Western Australia on 26 May 2008 at 9.00am (WST) (and at any adjournment thereof) (**Meeting**).

OR
 Name of person you are appointing (if not the Chairman)

IF YOU DO NOT WISH TO DIRECT YOUR PROXY HOW TO VOTE, PLEASE PLACE A MARK IN THIS BOX * 

* By marking this box, you acknowledge that the Chairman may exercise your proxy even if he has an interest in the outcome of the resolution and votes cast by him other than as proxy holder will be disregarded because of that interest.

The Chairman intends to vote in favour of all resolutions if no directions are given.

Resolution	For	Against	Abstain**
1. Re-election of Mr Ian Cowden as a Director	<input type="text"/>	<input type="text"/>	<input type="text"/>
2. Re-election of Mr Darren Crawte as a Director	<input type="text"/>	<input type="text"/>	<input type="text"/>
3. Non-Executive Directors' Remuneration	<input type="text"/>	<input type="text"/>	<input type="text"/>
4. Adoption of the Remuneration Report	<input type="text"/>	<input type="text"/>	<input type="text"/>

**If you mark the abstain box for a particular item, you are directing your proxy not to vote on that item.

Appointing a Second Proxy (if applicable)

OR % Contact Telephone Number
 The number of Shares applicable to this proxy form The percentage of your voting rights Area Code Telephone Number

Signature(s)

Shareholder 1 Shareholder 2 Shareholder 3
 Director Director/Secretary Sole Director and Secretary

Company Seal (if required)

Proxies may be lodged to Advanced Share Registry Services either by facsimile on +61 8 9389 7871, by mail to PO Box 1156, Nedlands WA, 6909, or by delivery to the registered office of the Company at Level 2, 47 Colin Street, West Perth. 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. For further instructions on voting, please refer to the rear of this form.

INSTRUCTIONS ON VOTING

How to Vote

Shareholders may vote by attending the Meeting in person, by proxy or authorised representative.

Voting in Person

To vote in person, attend the Meeting on the date and at the time and place specified in this Notice of General Meeting.

Voting by Proxy

Shareholders are entitled to appoint up to 2 individuals to act as proxies to attend the Meeting and vote on their behalf. Where more than one proxy is appointed each proxy may be appointed to represent a specific proportion of the shareholder's voting rights. If the appointment does not specify the proportion or number of votes each proxy may exercise, each proxy may exercise half of the votes.

The proxy form must be signed by the shareholder or his/her attorney duly authorised in writing or, if the shareholder is a corporation, in a manner permitted by the *Corporations Act 2001*. In the case of Shares jointly held by 2 or more persons, all joint holders must sign the proxy form.

To be valid, a proxy form must be received by the Company no later than 48 hours before the time of the commencement of the Annual General Meeting (that is by 9:00am (WST) on 24 May 2008) by post, delivery or fax to in accordance with the instructions on this proxy form.

Completion of a proxy form will not prevent individual shareholders from attending the Meeting in person if they wish. Where a shareholder completes and lodges a valid proxy form and attends the Meeting in person, then the proxy's authority to speak and vote for that shareholder is suspended while the shareholder is present at the Meeting.

The proxy may, but need not, be a shareholder of the Company.

Voting Entitlements

For the purposes of determining voting entitlements at the Meeting, Shares will be taken to be held by the persons who are registered as holding the Shares 48 hours before the time scheduled for commencement of the Meeting. Accordingly, transactions registered after that time will be disregarded in determining entitlements to attend and vote at the Meeting.