

5 March 2009

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 will be despatched to shareholders on 6 March 2009.

Yours faithfully  
**GTI RESOURCES LTD**



Darren Crawte  
Company Secretary



ABN 33 124 792 132

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**NOTICE OF ANNUAL GENERAL MEETING**

**AND**

**PROXY FORM**

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**Date of Meeting**

9 April 2009

**Time of Meeting**

9.00am (WST)

**Place of Meeting**

13 Colin Street  
West Perth, Western Australia 6005

**THIS IS AN IMPORTANT DOCUMENT. PLEASE READ IT CAREFULLY.**  
*If Shareholders are in doubt as to how they should vote, they should  
seek advice from their professional advisers prior to voting.*

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# NOTICE OF ANNUAL GENERAL MEETING

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Notice is hereby given that the Annual General Meeting of GTI Resources Ltd (“Company”) will be held at 9.00am (WST), 9 April 2009 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 financial year ended 31 December 2008.

#### **RESOLUTION 1 – REMUNERATION REPORT**

To adopt the Remuneration Report for the financial year ended 31 December 2008, submitted as part of the Directors’ Report for the financial year ended 31 December 2008, pursuant to sections 250R(2) and 250R(3) of the *Corporations Act 2001* (**Corporations Act**).

Please note that the vote on this item is advisory only and does not bind the Directors of the Company or 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 12.11.1 of the Company’s Constitution and, being eligible, offers himself for re-election, be re-elected as a Director of the Company”.*

**Voting Exclusion:** The Company will disregard any votes cast on this Resolution by Mr Darren Crawte (or his nominee) and any of his associates. The Company need not disregard a vote if it is cast by a person as a proxy for a person who is entitled to vote in accordance with the directions on the Proxy Form or it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

#### **BY ORDER OF THE BOARD**



Darren Crawte  
Company Secretary

Dated: 5 March 2009

# NOTES

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## 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 7 April 2009 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 7 April 2009). Proxies may be submitted by:-
  - a. **by hand** delivery to the Company's office at 13 Colin Street, West Perth, WA, 6005; or
  - b. **by post** addressed to GTI Resources Ltd, PO Box 287, West Perth, WA 6872; or
  - c. **by facsimile** at +61 8 9321 3628.

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

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This Explanatory Memorandum has been prepared for the Shareholders of GTI Resources Ltd ("**Company**") in connection with the business to be conducted at the Annual General Meeting of the Company to be held at **the Boardroom 13 Colin Street West Perth WA 6005** on **9 April 2009** at **9.00am WST**. This Explanatory Memorandum is intended to provide Shareholders with sufficient information to assess the merits of the Resolutions contained in the accompanying Notice of Annual General Meeting.

This Explanatory Memorandum should be read in conjunction with the accompanying Notice of Annual General Meeting.

The Directors recommend that Shareholders read this Explanatory Memorandum before determining whether or not to support the Resolutions.

## **RESOLUTION 1 – REMUNERATION REPORT**

Section 300A of the Corporations Act requires that the Directors' Report must contain a Remuneration Report containing information about the Board's policy for determining the nature and amount of the remuneration of Directors and senior management. The Remuneration Report must also explain the relationship between the remuneration policy of the Board and the Company's performance. Shareholders are required to vote on a non-binding resolution to adopt the Remuneration Report.

Please note that the vote on this item is advisory only and does not bind the Directors of the Company or the Company.

## **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 12.11.1 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 a 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 as 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.