



GTI Energy Ltd
ACN 124 792 132

**NOTICE OF GENERAL MEETING AND EXPLANATORY
MEMORANDUM**

Wednesday, 13 August 2025

10:00am WST

104 Colin Street, West Perth, WA 6005

This Notice of General Meeting and Explanatory Statement should be read in its entirety. If Shareholders are in doubt as to how to vote, they should seek advice from their accountant, solicitor or other professional adviser without delay.

Should you wish to discuss any matter please do not hesitate to contact the Company by telephone on +61 (8) 6285 1557.

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IMPORTANT INFORMATION

TIME AND PLACE OF MEETING

Notice is given that the General Meeting of the Shareholders to which this Notice of Meeting relates will be held at 10:00am (WST) on Wednesday, 13 August 2025 at:

104 Colin Street,
WEST PERTH, WA 6005

YOUR VOTE IS IMPORTANT

The business of the General Meeting affects your shareholding and your vote is important.

VOTING ELIGIBILITY

The Directors have determined pursuant to Regulation 7.11.37 of the *Corporations Regulations 2001* (Cth) that the persons eligible to vote at the General Meeting are those who are registered Shareholders at 5:00 pm (WST) on Monday, 11 August 2025.

VOTING IN PERSON

To vote in person, attend the General Meeting at the time, date and place set out above.

VOTING BY PROXY

To vote by proxy, please complete and sign the enclosed Proxy Form and return by the time and in accordance with the instructions set out on the Proxy Form.

In accordance with section 249L of the Corporations Act, members are advised that:

- each member has a right to appoint a proxy;
 - the proxy need not be a member of the Company; and
 - a member who is entitled to cast 2 or more votes may appoint 2 proxies and may specify the proportion or number of votes each proxy is appointed to exercise. If the member appoints 2 proxies and the appointment does not specify the proportion or number of the member's votes, then in accordance with section 249X(3) of the Corporations Act, each proxy may exercise one-half of the votes.
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Shareholders and their proxies should be aware that changes to the Corporations Act made in 2011 mean that:

- if proxy holders vote, they must cast all directed proxies as directed; and
- any directed proxies which are not voted will automatically default to the Chair, who must vote the proxies as directed.

Further details on these changes is set out below.

Proxy vote if appointment specifies way to vote

Section 250BB(1) of the Corporations Act provides that an appointment of a proxy may specify the way the proxy is to vote on a particular resolution and, **if it does**:

- the proxy need not vote on a show of hands, but if the proxy does so, the proxy must vote that way (i.e. as directed); and
- if the proxy has 2 or more appointments that specify different ways to vote on the resolution – the proxy must not vote on a show of hands; and
- if the proxy is the chair of the meeting at which the resolution is voted on – the proxy must vote on a poll, and must vote that way (i.e. as directed); and
- if the proxy is not the chair – the proxy need not vote on the poll, but if the proxy does so, the proxy must vote that way (i.e. as directed).

Transfer of non-chair proxy to chair in certain circumstances

Section 250BC of the Corporations Act provides that, if:

- an appointment of a proxy specifies the way the proxy is to vote on a particular resolution at a meeting of the Company's members; and
- the appointed proxy is not the chair of the meeting; and
- at the meeting, a poll is duly demanded on the resolution; and
- either of the following applies:
 - the proxy is not recorded as attending the meeting;
 - the proxy does not vote on the resolution,

the chair of the meeting is taken, before voting on the resolution closes, to have been appointed as the proxy for the purposes of voting on the resolution at the meeting.

BUSINESS OF THE MEETING

AGENDA

1. Resolutions 1(A) and 1(B) – Ratification of Prior Issue of Tranche 1 Placement Shares

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

“That, for the purpose of ASX Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue of:

(a) 424,560,437 Tranche 1 Placement Shares issued under Listing Rule 7.1; and

(b) 299,144,706 Tranche 1 Placement Shares issued under Listing Rule 7.1A,

on the terms and conditions set out in the Explanatory Statement.”

Voting Exclusion Statement

The Company will disregard any votes cast in favour of this Resolution by or on behalf of:

- (a) any person who participated in the issue (or is a counterparty to the agreement being approved); or
- (b) any Associate of any person who participated in the issue (or is a counterparty to the agreement being approved).

However, this does not apply to a vote cast in favour of the Resolution by:

- (a) a person as a proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with directions given to the proxy or attorney to vote on the Resolution in that way;
- (b) the Chair of the meeting as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the Chair to vote on the Resolution as the Chair decides; or
- (c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - (i) the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an Associate of a person excluded from voting, on the Resolution; and
 - (ii) the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

2. Resolution 2 – Approval to issue Free Attaching Tranche 1 Placement Options

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

“That, for the purpose of ASX Listing Rule 7.1 and for all other purposes, approval is given for the Company to issue a maximum of 361,852,572 Placement Options (on a pre-Consolidation basis) to Placement participants on the terms and conditions set out in the Explanatory Memorandum.”

Voting Exclusion

The Company will disregard any votes cast in favour of this Resolution by or on behalf of:

- (a) a person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the Company); or
- (b) an Associate of that person or those persons.

However, this does not apply to a vote case in favour of the Resolution by:

- (a) a person as a proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with directions given to the proxy or attorney to vote on the Resolution in that way;
- (b) the Chair of the meeting as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the Chair to vote on the Resolution as the Chair decides; or
- (c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - (i) the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the Resolution; and
 - (ii) the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

3. Resolution 3 – Approval to issue Tranche 2 Placement Shares and Tranche 2 Placement Options to Snow Lake

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

“That, for the purpose of ASX Listing Rule 7.1 and for all other purposes, approval is given for the Company to issue up to 424,866,286 Tranche 2 Placement Shares and 212,433,143 Tranche 2 Placement Options (on a pre-Consolidation basis) to Snow Lake on the terms and conditions set out in the Explanatory Memorandum.”

Voting Exclusion

The Company will disregard any votes cast in favour of this Resolution by or on behalf of:

- (a) a person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the Company); or
- (b) an Associate of that person or those persons.

However, this does not apply to a vote case in favour of the Resolution by:

- (a) a person as a proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with directions given to the proxy or attorney to vote on the Resolution in that way;
- (b) the Chair of the meeting as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the Chair to vote on the Resolution as the Chair decides; or
- (c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - (i) the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the Resolution; and
 - (ii) the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

4. Resolution 4 – Approval to issue remaining Tranche 2 Placement Shares and Tranche 2 Placement Options

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

“That, for the purpose of ASX Listing Rule 7.1 and for all other purposes, approval is given for the Company to issue up to 544,866,286 Tranche 2 Placement Shares and up to 272,433,143 Tranche 2 Placement Options (on a pre-Consolidation basis) to Placement participants on the terms and conditions set out in the Explanatory Memorandum.”

Voting Exclusion

The Company will disregard any votes cast in favour of this Resolution by or on behalf of:

- (a) a person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the Company); or
- (b) an Associate of that person or those persons.

However, this does not apply to a vote cast in favour of the Resolution by:

- (a) a person as a proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with directions given to the proxy or attorney to vote on the Resolution in that way;
- (b) the Chair of the meeting as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the Chair to vote on the Resolution as the Chair decides; or
- (c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - (i) the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the Resolution; and
 - (ii) the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

5. Resolution 5 – Approval for Related Party Participation in Placement – Mr. Bruce Lane

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

“That, for the purpose of ASX Listing Rule 10.11 and for all other purposes, approval is given for the Company to issue 5,714,286 Placement Shares and 2,857,142 Placement Options to Mr. Bruce Lane (or his nominee) (on a pre-Consolidation basis) on the terms and conditions set out in the Explanatory Statement.”

Voting Exclusion

The Company will disregard any votes cast in favour of this Resolution by or on behalf of:

- (a) Mr. Bruce Lane and any other person who will obtain a material benefit as a result of the issue of the securities (except a benefit solely by reason of being a holder of ordinary securities in the entity); and
- (b) an associate of that person or those persons.

However, this does not apply to a vote cast in favour of a Resolution by:

- (a) a person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with directions given to the proxy or attorney to vote on the Resolution in that way; or
- (b) the Chair of the meeting as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the Chair to vote on the Resolution as the Chair decides; or
- (c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - (i) the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the Resolution; and
 - (ii) the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

6. Resolution 6 – Approval for Related Party Participation in Placement – Mr Simon Williamson

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

“That, for the purpose of ASX Listing Rule 10.11 and for all other purposes, approval is given for the Company to issue 1,714,286 Placement Shares and 857,143 Placement Options to Mr. Simon Williamson (or his nominee) (on a pre-Consolidation basis) on the terms and conditions set out in the Explanatory Statement.”

Voting Exclusion

The Company will disregard any votes cast in favour of this Resolution by or on behalf of:

- (a) Mr. Simon Williamson and any other person who will obtain a material benefit as a result of the issue of the securities (except a benefit solely by reason of being a holder of ordinary securities in the entity); and
- (b) an associate of that person or those persons.

However, this does not apply to a vote cast in favour of a Resolution by:

- (a) a person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with directions given to the proxy or attorney to vote on the Resolution in that way; or
- (b) the Chair of the meeting as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the Chair to vote on the Resolution as the Chair decides; or
- (c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - (i) the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the Resolution; and
 - (ii) the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

7. Resolution 7 – Approval for Related Party Participation in Placement – Mr Petar Tomasevic

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

“That, for the purpose of ASX Listing Rule 10.11 and for all other purposes, approval is given for the Company to issue 5,142,857 Placement Shares and 2,571,428 Placement Options to Mr. Petar Tomasevic (or his nominee) (on a pre-Consolidation basis) on the terms and conditions set out in the Explanatory Statement.”

Voting Exclusion

The Company will disregard any votes cast in favour of this Resolution by or on behalf of:

- (a) Mr. Petar Tomasevic and any other person who will obtain a material benefit as a result of the issue of the securities (except a benefit solely by reason of being a holder of ordinary securities in the entity); and
- (b) an associate of that person or those persons.

However, this does not apply to a vote cast in favour of a Resolution by:

- (a) a person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with directions given to the proxy or attorney to vote on the Resolution in that way; or
- (b) the Chair of the meeting as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the Chair to vote on the Resolution as the Chair decides; or
- (c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - (i) the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the Resolution; and

- (ii) the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

8. Resolution 8 – Approval for Related Party Participation in Placement – Mr James Baughman

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

“That, for the purpose of ASX Listing Rule 10.11 and for all other purposes, approval is given for the Company to issue 1,714,286 Placement Shares and 857,143 Placement Options to Mr. James Baughman (or his nominee) (on a pre-Consolidation basis) on the terms and conditions set out in the Explanatory Statement.”

Voting Exclusion

The Company will disregard any votes cast in favour of this Resolution by or on behalf of:

- (a) Mr. James Baughman and any other person who will obtain a material benefit as a result of the issue of the securities (except a benefit solely by reason of being a holder of ordinary securities in the entity); and
- (b) an associate of that person or those persons.

However, this does not apply to a vote cast in favour of a Resolution by:

- (a) a person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with directions given to the proxy or attorney to vote on the Resolution in that way; or
- (b) the Chair of the meeting as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the Chair to vote on the Resolution as the Chair decides; or
- (c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - (i) the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the Resolution; and
 - (ii) the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

9. Resolution 9 – Approval to issue Advisor Options

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

“That, for the purpose of ASX Listing Rule 7.1 and for all other purposes, approval is given for the Company to issue a total of 450,000,000 Options to Alpine Capital Pty Ltd and CPS Capital Group Pty Ltd (or its nominees) (on a pre-Consolidation basis) on the terms and conditions set out in the Explanatory Memorandum.”

Voting Exclusion

The Company will disregard any votes cast in favour of this Resolution by or on behalf of:

- (a) a person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the Company); or
- (b) an Associate of that person or those persons.

However, this does not apply to a vote cast in favour of the Resolution by:

- (a) a person as a proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with directions given to the proxy or attorney to vote on the Resolution in that way;
- (b) the Chair of the meeting as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the Chair to vote on the Resolution as the Chair decides; or
- (c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:

- (i) the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the Resolution; and
- (ii) the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

10. Resolution 10 – Consolidation of Capital

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

“That, pursuant to section 254H of the Corporations Act and for all other purposes, the issued capital of the Company be consolidated on the basis that:

- (a) every forty (40) Shares be consolidated into one (1) Share;
- (b) every forty (40) Options be consolidated into one (1) Option; and
- (c) every forty (40) Performance Rights to be consolidated into one (1) Performance Right in accordance with Listing Rule 7.21,

and, where this Consolidation results in a fraction of a Share, Option or Performance Right being held, the Company be authorised to round that fraction up to the nearest whole Share or Option (as the case may be).”

11. Resolution 11 – Change of Company Name

To consider and, if thought fit, to pass, with or without amendment, the following resolution as a **special resolution**:

“That, for the purpose of section 157 (1) (a) of the Corporations Act and for all other purposes approval is given for the name of the Company to be changed to “American Uranium Limited”

DATED: 14 JULY 2025

BY ORDER OF THE BOARD

**MR MATTHEW FOY
COMPANY SECRETARY**

EXPLANATORY STATEMENT

This Explanatory Statement has been prepared to provide information which the Directors believe to be material to Shareholders in deciding whether or not to pass the Resolutions which are the subject of the business of the Meeting.

1. Resolutions 1(A) and 1(B) – Ratification of Prior Issue of Tranche 1 Placement Shares

1.1 Placement

On 30 June 2025, the Company announced that it had received \$4.5 million (before costs) in binding commitments for a two tranche placement of 1,285,714,288 new fully paid ordinary shares (**Placement Shares**) in the Company at A\$0.0035 per share, to be issued to strategic, sophisticated, professional and institutional investors (**Placement**). Subject to Shareholder approval, each Placement participant is entitled to free attaching ASX:GTROC options with a strike price of \$0.01 on a 1-for-2 basis (**Placement Options**).

Funds will principally be applied to activities underpinning the Company's resource expansion and infill drilling at Lo Herma. The Company will also utilise funds for further hydrogeological and metallurgical analysis, landholding costs, general working capital and costs of the offer,

Before the Meeting, the Company will issue 424,560,437 Placement Shares pursuant to Listing Rule 7.1 and 299,144,706 Placement Shares pursuant to Listing Rule 7.1A (proposed to be issued on 9 July 2025) (**Tranche 1 Placement Shares**). The Company is seeking to ratify the issue of these Tranche 1 Placement Shares under Resolutions 1(A) and 1(B).

Resolution 2 seeks shareholder approval for the issue of the free attaching Placement Options for Tranche 1 (**Tranche 1 Placement Options**).

Under Tranche 2 of the Placement, the Company will issue a total of up to 544,866,286 Placement Shares (**Tranche 2 Placement Shares**) and up to 272,433,143 Placement Options (**Tranche 2 Placement Options**), subject to shareholder approval. The majority of the Tranche 2 Placement Shares is committed to by Snow Lake Resources Ltd, trading as Snow Lake Energy (NASDAQ:LITM) (**Snow Lake**). However, Snow Lake's commitment is conditional. Therefore, the Company seeks shareholder approval under Resolution 3 for Snow Lake's participation and Resolution 4 for approval to issue any remaining Tranche 2 Placement Securities after Snow Lake's participation.

As announced, the Placement is also being supported by the Company's Board with Directors confirming they will commit to subscribe for \$60,000 of the total funds of the Placement, subject to shareholder approval (under Resolution 5-8).

1.2 Lead Manager

Alpine Capital Pty Ltd and CPS Capital Group Pty Ltd acted as joint lead managers to the Placement (**Joint Lead Managers**) pursuant to a lead manager mandate dated 25 June 2025 (as summarised in Section 6.2). Under the Lead Manager Mandate, the Company has agreed to issue a total of 450,000,000 Options to the Joint Lead Managers.

1.3 ASX Listing Rules 7.1 and 7.1A

ASX Listing Rule 7.1 provides that a company must not, subject to specified exceptions, issue or agree to issue more equity securities during any 12 month period than that amount which

represents 15% of the number of fully paid ordinary securities on issue at the commencement of that 12 month period.

ASX Listing Rule 7.1A provides that an eligible entity may seek shareholder approval at its annual general meeting to have the additional capacity to issue equity securities during any 12 month period up to that amount which represents 10% of the number of fully paid ordinary securities on issue at the commencement of that 12 month period, subject to that issue satisfying certain criteria.

Listing Rule 7.4 allows the shareholders of a listed company to approve an issue of equity securities after it has been made or agreed to be made. If they do, the issue is taken to have been approved under Listing Rule 7.1 and so does not reduce the company's capacity to issue further equity securities without shareholder approval under that rule, the Company wishes to retain as much flexibility as possible to issue additional equity securities into the future without having to obtain shareholder approval for such issues under Listing Rule 7.1 and 7.1A.

The issue of the of the Tranche 1 Placement Shares does not fit within any of the exception set out in Listing Rule 7.2 and, as it has not yet been approved by Shareholders, it effectively uses up part of the 25% limit in Listing Rules 7.1 and 7.1A, reducing the Company's capacity to issue further equity securities without Shareholder approval under Listing Rule 7.1 and 7.1A for the 12 month period following the date of issue of the Tranche 1 Placement Shares.

By ratifying the issue of the Tranche 1 Placement Shares, the Company will retain the flexibility to issue equity securities in the future up to the 15% annual placement capacity set out in ASX Listing Rule 7.1 and up to the 10% additional placement capacity set out in ASX Listing Rule 7.1A without the requirement to obtain prior Shareholder approval.

1.4 Technical Information required by Listing Rule 14.1A

If Resolutions 1(A) and 1(B) are passed, the Tranche 1 Placement Shares will be excluded in calculating the Company's combined 25% limit in Listing Rules 7.1 and 7.1A, effectively increasing the number of equity securities the Company can issue without Shareholder approval over the 12 month period following the date of issue of the Tranche 1 Placement Shares.

If Resolutions 1(A) and 1(B) are not passed, the Tranche 1 Placement Shares will be included in calculating the Company's combined 25% limit in Listing Rule 7.1 and 7.1A, effectively decreasing the number of equity securities the Company can issue without Shareholder approval over the 12 month period following the date of issue of the Tranche 1 Placement Shares.

1.5 Technical information required by ASX Listing Rule 7.5

Pursuant to and in accordance with ASX Listing Rule 7.5, the following information is provided in relation to the Resolutions 1(A) and 1(B):

- (a) the Tranche 1 Placement Shares will be issued before the Meeting to sophisticated, professional or other exempt investors, identified by the Joint Lead Managers. Given the stage of development of the Company, the jurisdiction of the assets and size of the placement, the Joint Lead Managers have targeted specific institutional groups that are comfortable with the risk profile of the Company and are able to participant in the placement in a material manner. None of the subscribers for the Tranche 1 Placement Shares will be related parties of the Company. No applicant for the Tranche 1 Placement Shares will be a member of the Company's key management personnel, a substantial holder in the Company, an advisor to the entity or an

associate of any of these persons that will be issued more than 1% of the entity's current issued capital;

- (b) a total of 723,705,143 Tranche 1 Placement Shares will be issued before the Meeting, as follows:
 - (i) 424,560,437 Tranche 1 Placement Shares will be issued under the Company's Listing Rule 7.1 capacity; and
 - (ii) 299,144,706 Tranche 1 Placement Shares will be issued under the Company's Listing Rule 7.1A capacity;
- (c) the issue price is \$0.0035 per Tranche 1 Placement Share;
- (d) the Tranche 1 Placement Shares to be issued before the Meeting will all be fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares;
- (e) the Tranche 1 Placement Shares will be issued on or around 9 July 2025;
- (f) the purpose of the issue of the Tranche 1 Placement Shares and the intended use of the funds raised under the Placement is summarised in section 1.1 above;
- (g) the Tranche 1 Placement Shares will not be issued pursuant to any agreement; and
- (h) a voting exclusion statement is set out in Resolutions 1(A) and 1(B) of the Notice.

The Directors of the Company believe Resolutions 1(A) and 1(B) are in the best interest of the Company and its Shareholders and unanimously recommend that the Shareholders vote in favour of this Resolution.

2. Resolution 2 – Approval to issue Free Attaching Tranche 1 Placement Options

2.1 General

As set out in section 1.1, as part of the Placement, the Company agreed to issue one (1) free attaching Placement Option for every two (2) Placement Shares issued (exercisable at \$0.01 and expiring on 25 September 2028) subject to Shareholder approval.

Resolution 2 seeks Shareholder approval for the issue of the Tranche 1 Placement Options attaching to the Tranche 1 Placement Shares.

2.2 ASX Listing Rule 7.1

A summary of ASX Listing Rule 7.1 is set out in section 1.3 above.

The effect of Resolution 2 will be to allow the Company to issue the Tranche 1 Placement Options during the period of 3 months after the Meeting (or a longer period, if allowed by ASX), without using the Company's 15% annual placement capacity.

2.3 Technical Information required by Listing Rule 14.1A

If Resolution 2 is passed, the Company will be able to proceed with the issue of the Tranche 1 Placement Options. In addition, the issue of the Tranche 1 Placement Options will be

excluded in calculating the Company's 15% limit in Listing Rule 7.1, effectively increasing the number of equity securities it can issue without Shareholder approval over the 12 month period following the issue date.

If Resolution 2 is not passed, the Company will not be able to proceed with the issue of the Tranche 1 Placement Options unless the issue of the Tranche 1 Placement Options is able to be made following the Meeting from the Company's 15% placement capacity under Listing Rule 7.1, in which case, the Company will have a reduced ability to issue equity securities without Shareholder approval over the 12 month period following the issue date.

2.4 Technical Information required by ASX Listing Rule 7.3

Pursuant to and in accordance with ASX Listing Rule 7.3, the following information is provided in relation to Resolution 2:

- (a) the Tranche 1 Placement Options will be issued to the Placement participants (and/or their nominees). The Tranche 1 Placement Participants are sophisticated, professional or other exempt investors, identified by the Joint Lead Managers. Given the stage of development of the Company, the jurisdiction of the assets and size of the placement, the Joint Lead Managers have targeted specific institutional groups that are comfortable with the risk profile of the Company and are able to participate in the placement in a material manner. None of the Tranche 1 Placement participants will be related parties of the Company. No other applicant for the Tranche 1 Placement Options will be a member of the Company's key management personnel, a substantial holder in the Company, an advisor to the entity or an associate of any of these persons that will be issued more than 1% of the entity's current issued capital;
- (b) the maximum number of Tranche 1 Placement Options to be issued are 361,852,572;
- (c) the Placement Options will be issued on the terms and conditions set out in Schedule 1 of this Notice;
- (d) the Tranche 1 Placement Options will be issued no later than 3 months after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the ASX Listing Rules) and it is intended that the issue will occur on the same date;
- (e) each Tranche 1 Placement Option is issued for a nil issue price as they are free attaching to the Placement Shares. The Company has not and will not receive any other consideration for the issue of the Placement Options;
- (f) the purpose of issuing the Tranche 1 Placement Options is summarised to satisfy the terms of the Placement;
- (g) the Tranche 1 Placement Options are not being issued under an agreement;
- (h) the Tranche 1 Placement Options are not being issued under, or to fund, a reverse takeover; and
- (i) a voting exclusion statement is included for Resolution 2 of the Notice.

The Directors believe Resolution 2 is in the best interest of the Company and its Shareholders and unanimously recommend that the Shareholders vote in favour of this Resolution.

3. Resolution 3 – Approval to issue Tranche 2 Placement Shares and Placement Options to Snow Lake

3.1 General

As set out in section 1.1, the Placement will be conducted in two tranches.

Under Tranche 2 of the Placement the Company will issue up to:

- (a) 544,866,286 Tranche 2 Placement Shares; and
- (b) 272,433,143 Tranche 2 Placement Options,

(together, the **Tranche 2 Placement Securities**), subject to receiving shareholder approval pursuant to this Resolution 3 and Resolution 4 (and not including the Director Participation the subject of Resolutions 5 – 8).

It is intended that the majority of the Tranche 2 Placement Shares (being 424,866,286 Tranche 2 Placement Shares and 212,433,143 free attaching Placement Options) will be issued to Snow Lake Resources Ltd (**Snow Lake's Commitment**), trading as Snow Lake Energy (NASDAQ.LITM) (**Snow Lake**) pursuant to a subscription agreement entered into with the Company (**Subscription Agreement**). Snow Lake's Commitment is conditional upon the Company obtaining shareholder approval (the subject of this Resolution), other third party approvals and Snow Lake undertaking due diligence. Given this conditional commitment, the Company is also seeking approval under Resolution 4 for the issue of the Tranche 2 Placement Shares and Tranche 2 Placement Options, in the event that the conditions are not met in respect of Snow Lake's Commitment. Resolution 4 approval is also sought for the issue of the remaining Tranche 2 Placement Securities to other sophisticated and professional, non-related investors.

Snow Lake is a NASDAQ-listed, US-focused uranium and nuclear energy business with a 50% JV holding in the Pine Ridge project abutting GTI's Lo Herma ISR uranium project along trend. Snow Lake's participation in the Placement will result in a holding of 9.9% of the Company's pro-forma fully paid ordinary shares on issue, post Placement. Snow Lake's participation in the Placement remains subject to completing its final due diligence on the Company. If Snow Lake only takes up part of, or does not take up all Tranche 2 Placement Shares, then the Tranche 2 Placement Shares will be issued to sophisticated, professional or other exempt investors, identified by the Joint Lead Managers (and subject to the approval of Resolution 4).

The material terms of the Subscription Agreement are as follows:

- (a) (**Conditions**): The Subscription Agreement and the obligations of the parties under the Subscription Agreement are subject to and conditional upon:
 - (i) Snow Lake completing due diligence on the Company and its assets within 5 weeks of the date of the Subscription Agreement;
 - (ii) the Company's shareholders approving by resolution the issue of the Placement Shares and Placement Options to Salt Lake (or its nominee) for the purposes of ASX Listing Rule 7.1 and for all other purposes; and
 - (iii) the Company obtaining any other third party approvals required by the Company to complete its obligations under the Subscription Agreement, as determined by the Company acting reasonably,

(together, the **Conditions**).

- (b) (**Subscription**): Subject to satisfaction of the Conditions, Snow Lake (or its nominee) must subscribe for and pay the Subscription Price (being A\$0.0035 per Placement Share) for 424,866,286 Placement Shares and the Company must issue the 424,866,286 Placement Shares and 212,433,143 Placement Options to Snow Lake (or its nominee) on the terms and conditions of this Agreement.
- (c) (**Board Nominee**): Subject to completion occurring, Snow Lake will have the right to nominate one of its representatives to be appointed to the Board of the Company (subject to the provision of the relevant director searches, obtaining a Director identification number and Director consent and the Company Board approving the appointment).

The Subscription Agreement otherwise contains terms and conditions considered standard for this type of agreement.

3.2 ASX Listing Rule 7.1

A summary of ASX Listing Rule 7.1 is set out in section 1.3 above.

The effect of Resolution 3 will be to allow the Company to issue the Tranche 2 Placement Shares during the period of 3 months after the Meeting (or a longer period, if allowed by ASX), without using the Company's 15% annual placement capacity.

3.3 Technical Information required by Listing Rule 14.1A

- (a) If Resolution 3 is passed, the Company will be able to proceed with the issue of the Tranche 2 Placement Shares and Tranche 2 Placement Options. In addition, the issue of the Tranche 2 Placement Shares and Tranche 2 Placement Options will be excluded in calculating the Company's 15% limit in Listing Rule 7.1, effectively increasing the number of equity securities it can issue without Shareholder approval over the 12 month period following the issue date.
- (b) If Resolution 3 is not passed, the Company will not be able to proceed with the issue of the Tranche 2 Placement Shares and Tranche 2 Placement Options unless the issue of the Tranche 2 Placement Shares and Tranche 2 Placement Options is able to be made following the Meeting from the Company's 15% placement capacity under Listing Rule 7.1, in which case, the Company will have a reduced ability to issue equity securities without Shareholder approval over the 12 month period following the issue date.

3.4 Technical Information required by ASX Listing Rule 7.3

Pursuant to and in accordance with ASX Listing Rule 7.3, the following information is provided in relation to Resolution 3:

- (a) it is intended that the majority of the Tranche 2 Placement Shares (being 424,866,286 Tranche 2 Placement Shares and 212,433,143 free attaching Tranche 2 Placement Options (**Snow Lake's Commitment**)) will be issued to Snow Lake. Any remaining Tranche 2 Placement Shares after Snow Lake's Commitment will be issued to sophisticated, professional or other exempt investors, identified by the Joint Lead Managers (subject to shareholder approval under Resolution 4). Snow Lake's participation in the Placement will result in a holding of 9.9% of the Company's pro-forma fully paid ordinary shares on issue, post Placement;
- (b) a total of up to 424,866,286 Tranche 2 Placement Shares and 212,433,143 free attaching Tranche 2 Placement Options will be issued to Snow Lake (subject to satisfaction of the Conditions);

- For personal use only
- (c) the Tranche 2 Placement Shares to be issued to Snow Lake will all be fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares;
 - (d) the free attaching Tranche 2 Placement Options to be issued to Snow Lake will be issued on the terms and conditions set out in Schedule 1 of this Notice;
 - (e) the Tranche 2 Placement Shares and free attaching Tranche 2 Placement Options will be issued no later than 3 months after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the ASX Listing Rules);
 - (f) the issue price is \$0.0035 per Tranche 2 Placement Share;
 - (g) the Tranche 2 Placement Options will be issued to Snow Lake for nil consideration;
 - (h) the purpose of the issue of the Tranche 2 Placement Shares and the intended use of the funds raised under the Placement is summarised in section 1.1 above;
 - (i) the purpose of the issue of the free-attaching Placement Options is to comply with the terms of the Placement;
 - (j) the Tranche 2 Placement Shares and free attaching Tranche 2 Placement Options to be issued to Snow Lake, will be issued pursuant to the Subscription Agreement (a summary of which is set out in Section 3.1); and
 - (k) the Tranche 2 Placement Shares and free attaching Tranche 2 Placement Options are not being issued under, or to fund, a reverse takeover; and
 - (l) a voting exclusion statement is set out in Resolutions 3 of the Notice.

The Directors believe Resolution 3 is in the best interest of the Company and its Shareholders and unanimously recommend that the Shareholders vote in favour of this Resolution.

4. Resolution 4 – Approval to issue remaining Tranche 2 Placement Shares and Tranche 2 Placement Options

4.1 General

As set out in Section 3.1, it is intended that the majority of the Tranche 2 Placement Shares (being 424,866,286 Tranche 2 Placement Shares and 212,433,143 free attaching Tranche 2 Placement Options) will be issued to Snow Lake pursuant to the Subscription Agreement. Snow Lake's Commitment is however conditional upon the Company obtaining shareholder approval (the subject of Resolution 2), other third party approvals and Snow Lake undertaking due diligence.

Given Snow Lake's conditional commitment, the Company wishes to also seek approval under this Resolution 4 for the issue of the Tranche 2 Securities that may not be taken up by Snow Lake as well as approval for the remaining Tranche 2 Securities proposed to be issued to other sophisticated, professional or other exempt investors, identified by the Joint Lead Managers.

4.2 ASX Listing Rule 7.1

A summary of ASX Listing Rule 7.1 is set out in section 1.3 above.

The effect of Resolution 4 will be to allow the Company to issue the Tranche 2 Placement Securities during the period of 3 months after the Meeting (or a longer period, if allowed by ASX), without using the Company's 15% annual placement capacity.

4.3 Technical Information required by Listing Rule 14.1A

- (a) If Resolution 4 is passed, the Company will be able to proceed with the issue of the Tranche 2 Placement Securities. In addition, the issue of the Tranche 2 Placement Securities will be excluded in calculating the Company's 15% limit in Listing Rule 7.1, effectively increasing the number of equity securities it can issue without Shareholder approval over the 12 month period following the issue date.
- (b) If Resolution 4 is not passed, the Company will not be able to proceed with the issue of the Tranche 2 Placement Securities unless the issue of the Tranche 2 Placement Securities is able to be made following the Meeting from the Company's 15% placement capacity under Listing Rule 7.1, in which case, the Company will have a reduced ability to issue equity securities without Shareholder approval over the 12 month period following the issue date.

4.4 Technical Information required by ASX Listing Rule 7.3

Pursuant to and in accordance with ASX Listing Rule 7.3, the following information is provided in relation to Resolution 4:

- (a) any remaining Tranche 2 Placement Shares after Snow Lake's Commitment will be issued to sophisticated, professional or other exempt investors, identified by the Joint Lead Managers. Given the stage of development of the Company, the jurisdiction of the assets and size of the placement, the Joint Lead Managers have targeted specific institutional groups that are comfortable with the risk profile of the Company and are able to participant in the placement in material manner.;
- (b) a total of up to up to 544,866,286 Tranche 2 Placement Shares and up to 272,433,143 Tranche 2 Placement Options will be issued (to be reduced by the actual uptake of Snow Lake under Snow Lake's Commitment);
- (c) the Tranche 2 Placement Shares to be issued will all be fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares;
- (d) the free attaching Tranche 2 Placement Options will be issued on the terms and conditions set out in Schedule 1 of this Notice;
- (e) the Tranche 2 Placement Shares and free attaching Tranche 2 Placement Options will be issued no later than 3 months after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the ASX Listing Rules);
- (f) the issue price is \$0.0035 per Tranche 2 Placement Share;
- (g) the Tranche 2 Placement Options will be issued for nil consideration;
- (h) the purpose of the issue of the Tranche 2 Placement Shares and the intended use of the funds raised under the Placement is summarised in section 1.1 above;
- (i) the purpose of the issue of the free-attaching Tranche 2 Placement Options is to comply with the terms of the Placement;

- (j) the Tranche 2 Placement Shares and free attaching Tranche 2 Placement Options to Placement participants (other than Snow Lake) will not be issued under an agreement;
- (k) the Tranche 2 Placement Shares and free attaching Tranche 2 Placement Options are not being issued under, or to fund, a reverse takeover; and
- (l) a voting exclusion statement is set out in Resolutions 4 of the Notice.

The Directors believe Resolution 4 is in the best interest of the Company and its Shareholders and unanimously recommend that the Shareholders vote in favour of this Resolution.

5. Resolutions 5-8 – Approval for Related Party Participation in Placement

5.1 General

As stated in Section 1.1, some of the Directors, being Mr. Bruce Lane, Mr. James Baughman, Mr Petar Tomasevic and Mr. Simon Williamson (**Participating Directors**) wish to participate in the Placement.

Resolutions 5-8 seeks Shareholder approval for the issue of a total of 14,285,714 Placement Shares (**Director Placement Shares**) and 7,142,856 Placement Options (**Director Placement Option**) (**Director Placement Securities**) to the Participating Directors (or their nominees) (**Participation**).

5.2 Chapter 2E of the Corporations Act

For a public company, or an entity that the public company controls, to give a financial benefit to a related party of the public company, the public company or entity must:

- (a) obtain the approval of the public company's members in the manner set out in sections 217 to 227 of the Corporations Act; and
- (b) give the benefit within 15 months following such approval,

unless the giving of the financial benefit falls within an exception set out in sections 210 to 216 of the Corporations Act.

The Participation will result in the issue of Director Placement Securities which constitutes giving a financial benefit and each of Mr. Bruce Lane, Mr. James Baughman, Mr Petar Tomasevic and Mr. Simon Williamson is a related party of the Company by virtue of being a Director.

In respect of Resolution 5, the Directors (excluding Mr Bruce Lane), each of whom do not have a material personal interest in Resolution 5, have determined that the exception in section 210 of the Corporations Act applies in relation to the proposed issue of Director Placement Securities to Mr Bruce Lane (and/or his nominees), given that the proposed issue of the Director Placement Securities are considered to be on arm's length terms (being on the same terms as the Placement Shares and Placement Options to be issued to the unrelated Placement Participants).

In respect of Resolution 6, the Directors (excluding Mr. Simon Williamson), each of whom do not have a material personal interest in Resolution 6, have determined that the exception in

section 210 of the Corporations Act applies in relation to the proposed issue of Director Placement Securities to Mr. Simon Williamson (and/or his nominees), given that the proposed issue of the Director Placement Securities are considered to be on arm's length terms (being on the same terms as the Placement Shares and Placement Options to be issued to the unrelated Placement Participants).

In respect of Resolution 7, the Directors (excluding Mr. Petar Tomasevic), each of whom do not have a material personal interest in Resolution 7, have determined that the exception in section 210 of the Corporations Act applies in relation to the proposed issue of Director Placement Securities to Mr. Petar Tomasevic (and/or his nominees), given that the proposed issue of the Director Placement Securities are considered to be on arm's length terms (being on the same terms as the Placement Shares and Placement Options to be issued to the unrelated Placement Participants).

In respect of Resolution 8, the Directors (excluding Mr. James Baughman), each of whom do not have a material personal interest in Resolution 8, have determined that the exception in section 210 of the Corporations Act applies in relation to the proposed issue of Director Placement Securities to Mr. James Baughman (or his nominee) (and/or his nominees), given that the proposed issue of the Director Placement Securities are considered to be on arm's length terms (being on the same terms as the Placement Shares and Placement Options to be issued to the unrelated Placement Participants).

5.3 ASX Listing Rule 10.11

ASX Listing Rule 10.11 provides that unless one of the exceptions in Listing Rule 10.12 applies, a listed company must not issue or agree to issue equity securities to:

- 10.11.1 a related party;
- 10.11.2 a person who is, or was at any time in the 6 months before the issue or agreement, a substantial (30%+) holder in the company;
- 10.11.3 a person who is, or was at any time in the 6 months before the issue or agreement, a substantial (10%+) holder in the company and who has nominated a director to the board of the company pursuant to a relevant agreement which gives them a right or expectation to do so;
- 10.11.4 an associate of a person referred to in Listing Rules 10.11.1 to 10.11.3; or
- 10.11.5 a person whose relationship with the company or a person referred to in Listing Rule 10.11.1 to 10.11.4 is such that, in ASX's opinion, the issue or agreement should be approved by its shareholders,

unless it obtains the approval of its shareholders.

The Participation falls within Listing Rule 10.11.1 and does not fall within any of the exceptions in Listing Rule 10.12. it therefore requires the approval of Shareholders under Listing Rule 10.11.

Resolutions 5-8 seek Shareholder approval for the Participation under and for the purposes of Listing Rule 10.11.

5.4 Technical Information required by ASX Listing Rule 14.1A

If Resolutions 5-8 are passed, the Company will be able to proceed with the issue of the Director Placement Securities under the Participation within one (1) month after the date of the Meeting (or such later date as permitted by any ASX waiver or modification of the Listing Rules). As approval pursuant to Listing Rule 7.1 not required for the issue of the Shares in

respect of the participation) because approval is being obtained under Listing Rule 10.11), the issue of the Director Placement Securities will not use up any of the Company's 15% annual placement capacity.

If Resolutions 5-8 are not passed, the Company will not be able to proceed with the issue of the Director Placement Securities under the Participation (i.e. the Participating Directors will not be entitled to participate in the Placement) and no further funds will be raised in respect of the Placement.

5.5 Technical Information required by ASX Listing Rule 10.13

Pursuant to and in accordance with ASX Listing Rule 10.13, the following information is provided in relation to Resolutions 5-8:

- (a) the Director Placement Securities will be issued to the Participating Directors (being Mr. Bruce Lane, Mr. James Baughman, Mr Petar Tomasevic and Mr. Simon Williamson) (or their nominees), who fall within the category set out in Listing Rule 10.11.1, by virtue of being Directors of the Company;
- (b) a total of 17,142,857 Director Placement Shares and 8,571,429 Director Placement Options will be issued to the Participating Directors as follows:
 - (i) 5,714,286 Director Placement Shares and 2,857,143 Director Placement Options will be issued to Mr. Bruce Lane (or his nominee);
 - (ii) 1,714,286 Director Placement Shares and 857,143 Director Placement Options to Mr. Simon Williamson (or his nominee);
 - (iii) 5,142,857 Director Placement Shares and 2,571,428 Director Placement Options to Mr. Petar Tomasevic (or his nominee);
 - (iv) 1,714,286 Director Placement Shares and 857,143 Director Placement Options to Mr. James Baughman (or his nominee);
- (c) the Director Placement Shares issued to the Directors will be fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares;
- (d) the Director Placement Options issued to the Directors will be on the same terms as the Placement Options to be issued to the other Placement participants being those terms set out in Schedule 1.
- (e) the Director Placement Securities will be issued no later than one (1) month after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the ASX Listing Rules) and it is intended that the issue will occur on the same date;
- (f) the issue price for the Director Placement Shares will be \$0.0035 per Share, being the same as all other Placement Shares issued under the Placement. The Director Placement Options will be issued for a nil issue price as they are free attaching to the Director Placement Shares. The Company will not receive any other consideration for the issue of the Director Placement Securities;
- (g) the funds raised will be used for the same purposes as all other funds raised under the Placement as set out in Section 1.1 of this Explanatory Statement;
- (h) the issue of the Director Placement Securities is not intended to remunerate the Participating Directors;

- (i) the Director Placement Securities are not issued under an agreement; and
- (j) a voting exclusion statement is included in Resolutions 5-8 of this Notice.

5.6 Board recommendation

The Board:

- (a) (except Mr Bruce Lane) believes Resolution 5 is in the best interest of the Company and its Shareholders and recommends that Shareholders vote in favour of Resolution 5;
- (b) (except Mr. Simon Williamson) believes Resolution 6 is in the best interest of the Company and its Shareholders and recommends that Shareholders vote in favour of Resolution 6;
- (c) (except Mr. Petar Tomasevic) believes Resolution 7 is in the best interest of the Company and its Shareholders and recommends that Shareholders vote in favour of Resolution 7;
- (d) (except Mr. James Baughman) believes Resolution 8 is in the best interest of the Company and its Shareholders and recommends that Shareholders vote in favour of Resolution 8;

The Chair intends to vote all undirected proxies in favour of Resolutions 5-8 respectively).

6. Resolution 8 - Approval to issue Advisor Options

6.1 General

As set out in section 1.2 above, the Company entered into a Mandate with Alpine Capital Pty Ltd and CPS Capital Group Pty Ltd to manage the Placement. As part consideration under the Mandate, the Company has agreed to issue a total of 450,000,000 Options to the Joint Lead Managers, comprising:

- (a) 100,000,000 advisor options (**Badging Options**) issued on the same terms as the placement options (GTROC.ASX listed options), subject to settlement of Tranche 1 and Tranche 2 of the Placement; and
- (b) 350,000,000 advisor options (**Broker Options**), issued on the same terms as the placement options (GTROC.ASX listed options) which form a component of the selling fee paid to other external brokers under the Placement,

(together, the **Advisor Options**),

This Resolution 9 seeks Shareholder approval to issue the Advisor Options.

6.2 Lead Manager Mandate

The Company entered into a mandate with the Joint Lead Managers dated 25 June 2025 (**Lead Manager Mandate**), the material terms of which are summarised below:

- (a) (**engagement**): Alpine Capital and CPS Capital Group Pty Ltd will act as the exclusive joint lead managers and bookrunners to the Placement;
- (b) (**fees**): The Company will pay the Joint Lead Managers in their respective proportions (50:50) under the following fee structure:

(i) Management Fee:

A 2.0% fee (plus GST if applicable) will be payable on the gross proceeds raised under the Placement.

(ii) Selling Fee:

(A) a 4.0% fee (plus GST if applicable) will be payable on the gross proceeds raised under the Placement.

(B) a 2.0% fee (plus GST if applicable) will be payable on the final allocation of the cornerstone investor to the transaction.

(iii) Advisor Options:

(A) The Joint Lead Managers will be issued 100,000,000 advisor options (**Badging Options**) issued by the Company under the Placement. The Advisor Options will be issued on the same terms as the Placement Options (GTROC.ASX listed options), subject to settlement of Tranche One and Tranche Two of the transaction; and

(B) The Joint Lead Managers will also be issued 350,000,000 advisor options (**Broker Options**) issued by the Company under the Placement. The Broker Options will be issued on the same terms as the Placement Options (GTROC.ASX listed options) and form a component of the selling fee paid to other external brokers under the Placement.

(iv) In the event:

(A) a shareholder meeting is not convened; or

(B) shareholders do not vote in favour of the issue of the Advisor Options,

in each case within eight (8) weeks after the completion of the Placement, the Joint Lead Managers will be compensated within seven (7) days with the monetary equivalent of the Advisor Options based on the output of a Black Scholes Model, with input assumptions equivalent to the agreed terms of the Advisor Options, based on the date of settlement of the Placement.

(v) The Joint Lead Managers will accommodate other brokers and advisers for the Placement if required. The Joint Lead Managers will arrange for any Selling Fee to be paid to third-party brokers and advisers from the fees contemplated in this Section.

(vi) If the proposed Capital Raising is undertaken in two tranches, the Company will be responsible for an additional facilitation fee of approximately \$2,000 (plus GST).

(c) (**Term**): The Joint Lead Manager Engagement is for the earlier of a term of six (6) months from the date the Joint Lead Manager Mandate is executed by the Company or the completion of the Placement. Following the successful completion of the Placement, should the Company notify the Joint Lead Managers within the Term of the requirement to raise new equity capital (defined as an issue of securities in GTR in whatever structure is deemed most suitable (i.e. placement, rights issue, etc.) or New Equity Capital that will constitute an Offer the Joint Lead Managers will hold the exclusive right to act as Joint Lead Managers for the New Equity Capital raise, on similar terms as the Placement.

The Lead Manager Mandate otherwise contains terms considered standard for an agreement of this nature.

6.3 ASX Listing Rule 7.1

As summarised in Section 1.3 above, Listing Rule 7.1 limits the amount of equity securities that a listed company can issue without the approval of its shareholders over any 12 month period to 15% of the fully paid ordinary shares it had on issue at the start of that period.

The proposed issue of the Advisor Options does not fall within any of the exceptions set out in Listing Rule 7.2 and exceeds the 15% limit. It therefore requires the approval of Shareholders under Listing Rule 7.1.

6.4 Technical Information required by ASX Listing Rule 14.1A

If Resolution 9 is passed the Advisor Options issued will be excluded in calculating the Company's 15% limit in Listing Rule 7.1 effectively increasing the number of equity securities it can issue without Shareholder approval over the 12 month period following the issue date.

If Resolution 9 is not passed, the Advisor Options will not be issued and the Company will be required to compensate the Joint Lead Managers for its services provided to the Company by the alternative means set out in Section 6.2(b)(iv).

6.5 Technical Information required by ASX Listing Rule 7.3

Pursuant to and in accordance with ASX Listing Rule 7.3, the following information is provided in relation to Resolution 9:

- (a) the Advisor Options will be issued to Alpine Capital Pty Ltd and CPS Capital Group Pty Ltd (or its nominees);
- (b) the maximum number of Advisor Options to be issued is 450,000,000;
- (c) the terms and conditions of the Advisor Options are set out in Schedule 1 (being the same terms as the Placement Options);
- (d) the Advisor Options will be issued no later than 3 months after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the Listing Rules) and it is intended that issue of the Advisor Options will occur on the same date;
- (e) the Advisor Options will be issued for nil consideration;
- (f) the purpose of the issue of the Advisor Options is to satisfy the Company's obligations under the Lead Manager Mandate;
- (g) the Advisor Options are being issued to the Joint Lead Managers under the Mandate. A summary of the material terms of the Mandate is set out in Section 6.2;
- (h) the Advisor Options are not being issued under, or to fund, a reverse takeover; and
- (i) a voting exclusion statement is included in Resolution 9 of the Notice.

The Directors of the Company believe Resolution 9 is in the best interest of the Company and its Shareholders and unanimously recommend that the Shareholders vote in favour of this Resolution.

7. Resolution 10 – Consolidation of Capital

7.1 Background

If Resolution 10 is passed and excluding any Securities issued pursuant to the other Resolutions, the number of:

- (a) Shares on issue will be reduced from forty (40) to one (1) (subject to rounding);
- (b) Options on issue will be reduced from forty (40) to one (1) (subject to rounding); and
- (c) Performance Rights on issue will be reduced from forty (40) to one (1) (subject to rounding);

7.2 Legal requirements

Section 254H of the Corporations Act provides that a company may, by resolution passed in a general meeting, convert all or any of its shares into a larger or smaller number.

Listing Rule 7.20 provides that, if a company proposes to reorganise its capital, it must advise shareholders of certain matters which are set out in the below Sections. No voting exclusions apply, and all shareholders can vote on the resolution.

Listing Rule 7.21 provides that a listed company which has convertible securities (except options) on issue may only reorganise its capital if, in respect of the convertible securities, the number of its convertible securities or the conversion price, or both, is reorganised so that the holder of the convertible securities will not receive a benefit that holders of ordinary securities do not receive.

Listing Rule 7.22.1 requires that where a listed company with options undertakes a consolidation of its capital, the number of its options must be consolidated in the same ratio as the ordinary capital and the exercise price must be amended in inverse proportion to that ratio.

7.3 Fractional entitlements

Not all Security holders will hold that number of Shares, Options or Performance Rights (as the case may be) which can be evenly divided by forty (40). Where a fractional entitlement occurs, the Company will round that fraction up to the nearest whole Security.

7.4 Taxation

It is not considered that any taxation implications will exist for Security holders arising from the Consolidation. However, Security holders are advised to seek their own tax advice on the effect of the Consolidation and the Company does not accept any responsibility for the individual taxation implications arising from the Consolidation.

7.5 Holding statements

From the date of the Consolidation, all holding statements for Securities will cease to have any effect, except as evidence of entitlement to a certain number of Securities on a post-Consolidation basis.

After the Consolidation becomes effective, the Company will arrange for new holding statements for Securities to be issued to holders of those Securities.

It is the responsibility of each Security holder to check the number of Securities held prior to disposal or exercise (as the case may be).

7.6 Effect of the Consolidation

In addition to consolidation of the Shares on issue on a forty to one (40-to-1) basis, if the Consolidation is approved, any convertible securities in the capital of the Company must also be reorganised in accordance with the terms and conditions of those convertible securities and ASX Listing Rule 7.22.1. Given the Company has a number of convertible securities on issue as at the date of this Notice (as set out in Section 7.7 below), the convertible securities will be consolidated in the same ratio as the Consolidation of Shares and their respective exercise prices will be amended in inverse proportion to that ratio.

7.7 Effect on capital structure

The effect which the Consolidation will have on the Company's capital structure is set out in the table below.

Capital Structure	Shares	Listed Options ¹ (GTROC)	Class D Performance Rights	Class C Performance Rights
Pre-Consolidation Securities	3,722,654,805	757,263,611	33,000,000	2,000,000
Maximum number of Securities to be issued under this Notice ²	606,152,001	1,091,428,571	-	-
<i>Sub-total</i>	4,328,806,806	1,848,692,182	33,000,000	2,000,000
Completion of all Resolutions (Post Consolidation)³	108,220,170	46,217,304	825,000	50,000

1. The terms of these Options are set out in the table below.
2. Assumptions: All resolutions passed, Snow Lake subscribes for its full allotment with the remainder of Tranche 2 of the Placement subscribed for, the Directors subscribe for their full allotments and no options are exercised.
3. Subject to rounding.

Shares

The Company has 3,722,654,805 Shares on issue as at the date of this Notice. If Resolution 10 is passed, every forty (40) Shares on issue will be consolidated into one (1) Share (subject to rounding). As at the date of this Notice, this will result in the number of Shares currently on issue being reduced from 3,722,654,805 to 93,066,370 (the number of Shares ultimately on issue post-Consolidation will depend on the rounding of fractional amounts). This assumes no existing Options or Convertible Securities are exercised prior to the Consolidation.

Options

The Company has a total of 757,263,611 Options on issue as at the date of this Notice. If Resolution 10 is passed, in accordance with Listing Rule 7.22, these Options will be consolidated on the same basis as the Shares meaning that every forty (40) Options on issue will be consolidated into One (1) Option (subject to rounding), with the exercise price of each Option being amended in inverse proportion to the Consolidation ratio. As at the date of this Notice, this will result in the number of Options on issue being reduced from 757,263,611 to

18,931,590 (the number of Options ultimately on issue post-Consolidation will depend on the rounding of fractional amounts).

The effect the Consolidation will have on the terms of the Options is as set out in the tables below:

Options – Pre Consolidation

Terms	Number
Options exercisable at \$0.01 by 25 September 2028	757,263,611
Total	757,263,611

Options – Post Consolidation

Terms	Number
Options exercisable at \$0.40 by 25 September 2028	18,931,590
Total	18,931,590

7.8 Performance Rights

The Company currently has 35,000,000 Performance Rights on issue. The terms of the Performance Rights provide that if the issued capital of the Company is consolidated, all rights of a holder will be changed in a manner consistent with the applicable ASX Listing Rules at the time of reorganisation. If Resolution 10 is passed, in accordance with Listing Rule 7.21, these Performance Rights will be consolidated on the same basis as the Shares meaning that every forty (40) Performance Rights on issue will be consolidated into One (1) Performance Right (subject to rounding). As at the date of this Notice, this will result in the number of Performance Rights on issue being reduced from 35,000,000 to 875,000.

7.9 Indicative timetable*

If Resolution 10 is passed, the reduction of capital will take effect in accordance with the following timetable (as set out in Appendix 7A (paragraph 5) of the ASX Listing Rules):

Action	Date
Company announces Consolidation and dispatches Notice of Meeting	Monday, 14 July 2025
Company tells ASX that Shareholders have approved the Consolidation	Wednesday, 13 August 2025
Effective Date	Thursday, 14 August 2025
Last day for pre-Consolidation trading.	Friday, 15 August 2025
Post-Consolidation trading starts on a deferred settlement basis.	Monday, 18 August 2025
Record Date (Last day for entity to register transfers on a pre-Consolidation basis).	Tuesday, 19 August 2025
First day for Company to send notice to each holder of the change in their details of holdings.	Wednesday, 20 August 2025
First day for the Company to register Securities on a post- Consolidation basis and first day for issue of holding statements.	Wednesday, 20 August 2025
Last day for entity to update its register reflecting the post-Consolidation change and to send notice to each holder of the change in their details of holdings	Tuesday, 26 August 2025
Lodgement of Appendix 2A following Consolidation (Deferred Settlement Trading ends)	Tuesday, 26 August 2025
Effective date of Name Change	Friday, 29 August 2025

The Directors of the Company believe Resolution 9 is in the best interest of the Company and its Shareholders and unanimously recommend that the Shareholders vote in favour of this Resolution.

8. Resolution 11 – Change of Company Name

Section 157(1)(a) of the Corporations Act provides that a company may change its name if the company passes a special resolution adopting a new name.

Resolution 11 seeks the approval of Shareholders for the Company to change its name to “American Uranium Limited”.

If Resolution 11 is passed the change of name will take effect when ASIC alters the details of the Company's registration.

The proposed name has been reserved by the Company and if Resolution 11 is passed, the Company will lodge a copy of the special resolution with ASIC following the Meeting in order to effect the change.

The Directors of the Company believe Resolution 11 is in the best interest of the Company and its Shareholders and unanimously recommend that the Shareholders vote in favour of this Resolution.

9. Enquiries

Shareholders are required to contact the Company Secretary, Mr Matthew Foy, on (+61 8) 6285 1577 if they have any queries in respect of the matters set out in these documents.

For personal use only

SCHEDULE 1 - Terms and Conditions of the Options

The terms and conditions of the Options are as follows:

(a) **Entitlement**

Each Option entitles the holder to subscribe for one (1) Share upon exercise of the Option.

(b) **Exercise Price**

Subject to paragraph (j), the amount payable upon exercise of each Option is \$0.01 (**Exercise Price**).

(c) **Expiry Date**

Each Option will expire at 5:00 pm (WST) on 25 September 2028 (**Expiry Date**). A Option not exercised before the Expiry Date will automatically lapse on the Expiry Date.

(d) **Exercise Period**

The Options are exercisable at any time on or prior to the Expiry Date (**Exercise Period**).

(e) **Notice of Exercise**

The Options may be exercised during the Exercise Period by notice in writing to the Company in the manner specified on the Option certificate (**Notice of Exercise**) and payment of the Exercise Price for each Option being exercised in Australian currency by electronic funds transfer or other means of payment acceptable to the Company.

(f) **Exercise Date**

A Notice of Exercise is only effective on and from the later of the date of receipt of the Notice of Exercise and the date of receipt of the payment of the Exercise Price for each Option being exercised in cleared funds (**Exercise Date**).

(g) **Timing of issue of Shares on exercise**

Following the Exercise Date and within the time period specified by the ASX Listing Rules, the Company will:

- (i) issue the number of Shares required under these terms and conditions in respect of the number of Options specified in the Notice of Exercise and for which cleared funds have been received by the Company;
- (ii) if required, give ASX a notice that complies with section 708A(5)(e) of the Corporations Act, or, if the Company is unable to issue such a notice, lodge with ASIC a prospectus prepared in accordance with the Corporations Act and do all such things necessary to satisfy section 708A(11) of the Corporations Act to ensure that an offer for sale of the Shares does not require disclosure to investors; and
- (iii) if admitted to the official list of ASX at the time, apply for official quotation on ASX of Shares issued pursuant to the exercise of the Options.

If a notice delivered under (g)(ii) for any reason is not effective to ensure that an offer for sale of the Shares does not require disclosure to investors, the Company must, no later

than 20 Business Days after becoming aware of such notice being ineffective, lodge with ASIC a prospectus prepared in accordance with the Corporations Act and do all such things necessary to satisfy section 708A(11) of the Corporations Act to ensure that an offer for sale of the Shares does not require disclosure to investors.

(h) **Quotation of Options**

The Company will seek quotation of the Options in accordance with the Listing Rules and Corporations Act, subject to satisfaction of the minimum quotation conditions of the ASX Listing Rules. In the event that quotation of the Options cannot be obtained, the Options will remain unquoted.

(i) **Shares issued on exercise**

Shares issued on exercise of the Options rank equally with the then issued shares of the Company.

(j) **Reconstruction of capital**

If at any time the issued capital of the Company is reconstructed, all rights of a holder are to be changed in a manner consistent with the Corporations Act and the ASX Listing Rules at the time of the reconstruction.

(k) **Participation in new issues**

There are no participation rights or entitlements inherent in the Options and holders will not be entitled to participate in new issues of capital offered to Shareholders during the currency of the Options without exercising the Options.

(l) **Transferability**

The Options are transferable subject to any restriction or escrow arrangements imposed by ASX or under applicable Australian securities laws.

GLOSSARY

\$ means Australian dollars.

Advisor Options has the meaning set out in section 6.1.

ASIC means the Australian Securities and Investments Commission.

ASX means ASX Limited.

ASX Listing Rules means the Listing Rules of ASX.

Badging Options has the meaning set out in section 6.1.

Board means the current board of directors of the Company.

Board Nominee has the meaning given in section 3.1.

Broker Options has the meaning set out in section 6.1.

Business Day means Monday to Friday inclusive, except New Year's Day, Good Friday, Easter Monday, Christmas Day, Boxing Day, and any other day that ASX declares is not a business day.

Chair means the Chair of the Meeting.

Company means GTI Energy Limited (ACN 124 792 132).

Conditions has the meaning given in section 3.1.

Constitution means the Company's constitution.

Corporations Act means the *Corporations Act 2001* (Cth).

CPS Capital means CPS Capital Group Pty Ltd (ACN 088 055 636).

Director Placement Options has the meaning set out in section 5.1.

Director Placement Securities has the meaning set out in section 5.1.

Director Placement Shares has the meaning set out in section 5.1.

Directors means the current directors of the Company.

Explanatory Statement means the explanatory statement accompanying the Notice.

General Meeting or **Meeting** means the meeting convened by the Notice.

Joint Lead Managers has the meaning set out in section 1.2

Lead Manager Mandate has the meaning set out in section 6.1.

Notice or **Notice of Meeting** means this notice of general meeting including the Explanatory Statement and the Proxy Form.

Ordinary Securities has the meaning set out in the ASX Listing Rules.

Participating Directors has the meaning set out in section 5.1.

Participation has the meaning set out in section 5.1.

Placement has the meaning set out in section 1.1.

Placement Options has the meaning set out in section 1.1.

Placement Shares has the meaning set out in section 1.1.

Proxy Form means the proxy form accompanying the Notice.

Resolutions means the resolutions set out in this Notice, or any one of them, as the context requires.

Share means a fully paid ordinary share in the capital of the Company.

Shareholder means a holder of a Share.

Snow Lake means Snow Lake Resources Ltd trading as Snow Lake Energy (NASDAQ.LITM)

Snow Lake's Commitment has the meaning given in section 3.1.

Subscription has the meaning given in section 3.1.

Subscription Agreement has the meaning given in section 3.1.

Tranche 1 means tranche 1 of the Placement.

Tranche 1 Placement Options has the meaning given in section 1.1.

Tranche 1 Placement Shares has the meaning given in section 1.1.

Tranche 2 means tranche 2 of the Placement.

Tranche 2 Placement Securities has the meaning given in section 3.1.

Tranche 2 Placement Options has the meaning given in section 1.1.

Tranche 2 Placement Shares has the meaning given in section 1.1.

VWAP means volume weighted average price.

WST means Australia Western Standard Time as observed in Perth, Western Australia.

Your proxy voting instruction must be received by **10.00am (AWST) on Monday, 11 August 2025**, being **not later than 48 hours** before the commencement of the Meeting. Any Proxy Voting instructions received after that time will not be valid for the scheduled Meeting.

SUBMIT YOUR PROXY

Complete the form overleaf in accordance with the instructions set out below.

YOUR NAME AND ADDRESS

The name and address shown above is as it appears on the Company's share register. If this information is incorrect, and you have an Issuer Sponsored holding, you can update your address through the investor portal: <https://investor.automic.com.au/#/home> Shareholders sponsored by a broker should advise their broker of any changes.

STEP 1 – APPOINT A PROXY

If you wish to appoint someone other than the Chair of the Meeting as your proxy, please write the name of that individual or body corporate. A proxy need not be a Shareholder of the Company. Otherwise if you leave this box blank, the Chair of the Meeting will be appointed as your proxy by default.

DEFAULT TO THE CHAIR OF THE MEETING

Any directed proxies that are not voted on a poll at the Meeting will default to the Chair of the Meeting, who is required to vote these proxies as directed. Any undirected proxies that default to the Chair of the Meeting will be voted according to the instructions set out in this Proxy Voting Form, including where the Resolutions are connected directly or indirectly with the remuneration of Key Management Personnel.

STEP 2 - VOTES ON ITEMS OF BUSINESS

You may direct your proxy how to vote by marking one of the boxes opposite each item of business. All your shares will be voted in accordance with such a direction unless you indicate only a portion of voting rights are to be voted on any item by inserting the percentage or number of shares you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on the items of business, your proxy may vote as he or she chooses. If you mark more than one box on an item your vote on that item will be invalid.

APPOINTMENT OF SECOND PROXY

You may appoint up to two proxies. If you appoint two proxies, you should complete two separate Proxy Voting Forms and specify the percentage or number each proxy may exercise. If you do not specify a percentage or number, each proxy may exercise half the votes. You must return both Proxy Voting Forms together. If you require an additional Proxy Voting Form, contact Automic Registry Services.

SIGNING INSTRUCTIONS

Individual: Where the holding is in one name, the Shareholder must sign.

Joint holding: Where the holding is in more than one name, all Shareholders should sign.

Power of attorney: If you have not already lodged the power of attorney with the registry, please attach a certified photocopy of the power of attorney to this Proxy Voting Form when you return it.

Companies: To be signed in accordance with your Constitution. Please sign in the appropriate box which indicates the office held by you.

Email Address: Please provide your email address in the space provided.

By providing your email address, you elect to receive all communications despatched by the Company electronically (where legally permissible) such as a Notice of Meeting, Proxy Voting Form and Annual Report via email.

CORPORATE REPRESENTATIVES

If a representative of the corporation is to attend the Meeting the appropriate 'Appointment of Corporate Representative' should be produced prior to admission. A form may be obtained from the Company's share registry online at <https://automicgroup.com.au>.

Lodging your Proxy Voting Form:

Online

Use your computer or smartphone to appoint a proxy at <https://investor.automic.com.au/#/loginsah> or scan the QR code below using your smartphone

Login & Click on 'Meetings'. Use the Holder Number as shown at the top of this Proxy Voting Form.



BY MAIL:

Automic
GPO Box 5193
Sydney NSW 2001

IN PERSON:

Automic
Level 5, 126 Phillip Street
Sydney NSW 2000

BY EMAIL:

meetings@automicgroup.com.au

BY FACSIMILE:

+61 2 8583 3040

All enquiries to Automic:

WEBSITE:

<https://automicgroup.com.au>

PHONE:

1300 288 664 (Within Australia)
+61 2 9698 5414 (Overseas)

