

TARGET MARKET DETERMINATION

- Made by:** GTI Energy Limited (ACN 124 792 132) (**Company**).
- Product:** Options in connection with the Entitlement Issue Offer, Placement Options Offer, Priority Options Offer, Broker Offer and Lead Manager Offer (**New Options**) under a prospectus dated 24 July 2024, together with a supplementary prospectus dated 29 July 2024 (together, the **Prospectus**).
- Effective date:** 24 July 2024

This target market determination (**TMD**) has been prepared by the Company in respect of:

- (a) an offer of one (1) free attaching listed New Option for every three (3) New Shares subscribed for and issued under a pro-rata non-renounceable entitlement issue of one (1) New Share for every five (5) existing Shares held by those Shareholders registered at the Record Date at an issue price of \$0.004 per New Share to raise up to \$2,039,957.67 (before costs) (**Entitlement Issue Offer**);
- (b) an offer of 166,666,667 New Options to eligible sophisticated and institutional investors who participated in the Placement announced on 19 June 2024 (**Placement**), representing one (1) free attaching New Option for every three (3) Shares placed under the Placement (**Placement Options Offer**) with the issue of the Placement Options remaining subject to shareholder approval;
- (c) an offer of one (1) New Option for every four (4) listed GTRO Options owned on the record date at an issue price of \$0.001 per New Option to raise up to \$115,596.79 (**Priority Option Offer**), with the issue of New Options under the Priority Option Issue subject to shareholder approval;
- (d) an offer of one (1) New Option for every three (3) Shares placed in the Placement and Entitlement Issue Offer to the Lead Manager (and or its nominee/s) issued at \$0.000001 per New Option (**Broker Offer**), with the issue of the New Options under the Broker Offer subject to shareholder approval; and
- (e) an offer of 40,000,000 New Options to the Lead Manager (and or their nominee/s) issued at \$0.000001 per New Option (**Lead Manager Offer**), with the issue of the New Options under the Lead Manager Offer subject to shareholder approval,

(using the definitions of the capitalised words and phrases as set out in the Prospectus) (collectively, the **Offers**).

A copy of the Prospectus is available on ASX's Announcement Platform: <https://www.asx.com.au/markets/company/gtr> .

The Offers will be made under, or accompanied by, a copy of the Prospectus. Any recipient of this TMD should carefully read and consider the Prospectus in full and consult their professional adviser if they have any questions regarding the contents of the Prospectus. Any recipient of this TMD who wants to acquire Options under the Offers will need to complete the application form that will be in, or will accompany, the Prospectus. There is no cooling off period in respect of the issue of the Options. This TMD is not a disclosure document for the purposes of the *Corporations Act*



2001 (Cth), and therefore has not been lodged, and does not require lodgement, with the Australian Securities and Investments Commission (**ASIC**) nor does it contain a full summary of the terms and conditions of the Options.

This TMD does not take into account what you currently have, or what you want and need, for your financial future. It is important for you to consider these matters and read the Prospectus before you make an investment decision. The Company is not licensed to provide financial product advice in relation to the Options.

1. TARGET MARKET

Factor	Target market
Investment Objective	<p>The Company expects that an investment in New Options will be suitable to investors who wish to gain exposure to equities in a small/mid-cap exploration company listed on the Australian Securities Exchange (ASX).</p>
Investment Timeframe	<p>The target market of investors will take a short to medium term outlook on their investment. Investors with a short-term outlook for their investment will benefit from an anticipated listing of the New Options on ASX, as well as an ability to exercise the New Options and trade the underlying Shares issued on exercise should the exercise price of the New Options be lower than the trading price of Shares. Investors with a medium-term outlook will benefit from an ability to exercise the New Options before the date that is four (4) years from the date of issue and increase their shareholding and exposure to the potential upside in the Company's Shares into the future.</p> <p>Given the need to pay the exercise price in order to acquire Shares, Investors in the target market are in a financial position that is sufficient for them to invest their funds until the date that is four (4) years from the date of issue should they wish to exercise their New Options. Any decision to exercise the New Options is likely to be based on the trading price of the Shares.</p>
Product description and key attributes	<p>The key eligibility requirements and product attributes of the New Options are:</p> <ul style="list-style-type: none"> • the Entitlement Issue Offer includes an offer of one (1) free attaching listed New Option for every three (3) New Shares subscribed for and issued under the Entitlement Issue Offer; • the Placement Options Offer is an offer of 166,666,667 New Options to eligible sophisticated and institutional investors who participated in the Placement announced on 19 June 2024 (Placement), representing one (1) free attaching New Option for every three (3) Shares placed under the Placement with the issue of the Placement Options remaining subject to shareholder approval; • the Priority Option Offer is an offer of one (1) New Option for every four (4) listed GTRO Options owned on the record date at an issue price of \$0.001 per New Option to raise up to \$115,596.79, with the issue of New Options under the Priority Option Issue subject to shareholder approval; • the Broker Offer is an offer of one (1) New Option for every three (3) Shares placed in the Placement and Entitlement Issue Offer to the Lead Manager (and or its nominee/s) issued at \$0.000001

	<p>per New Option, with the issue of the New Options under the Broker Offer subject to shareholder approval;</p> <ul style="list-style-type: none"> the Lead Manager Offer is an offer of 40,000,000 New Options to the Lead Manager (and or their nominee/s) issued at \$0.000001 per New Option, with the issue of the New Options under the Lead Manager Offer subject to shareholder approval. the New Options to be issued under the Entitlement Issue Offer and Placement Options Offer will be free-attaching, the New Options under the Priority Option Offer will be issued for an issue price of \$0.001 per New Option, and the New Options issued under the Broker Offer and Lead Manager Offer will be issued for a nominal value of \$0.000001 per New Option; the New Options are exercisable at \$0.01 per New Option with an expiry date of four (4) years from the date of issue; the below table shows the maximum number of New Options to be issued under the Offers: <table border="1" data-bbox="549 958 1307 1630"> <tr> <td>New Options to be issued pursuant to the Entitlement Issue Offer</td> <td>169,996,473</td> </tr> <tr> <td>New Options to be issued pursuant to the Priority Option Offer</td> <td>115,596,790</td> </tr> <tr> <td>New Options to be issued pursuant to the Lead Manager Offer</td> <td>40,000,000</td> </tr> <tr> <td>New Options to be issued pursuant to the Broker Offer</td> <td>336,663,139</td> </tr> <tr> <td>New Options to be issued pursuant to the Placement Options Offer</td> <td>166,666,667</td> </tr> </table> <ul style="list-style-type: none"> the Offers are not being extended to, and the New Options will not be issued to, shareholders with a registered address which is outside Australia and New Zealand. 	New Options to be issued pursuant to the Entitlement Issue Offer	169,996,473	New Options to be issued pursuant to the Priority Option Offer	115,596,790	New Options to be issued pursuant to the Lead Manager Offer	40,000,000	New Options to be issued pursuant to the Broker Offer	336,663,139	New Options to be issued pursuant to the Placement Options Offer	166,666,667
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Investment Metrics	<p>While the Company does not have an established eligibility framework for investors based on metrics such as age, expected return or volatility, it is expected that the target market of investors will be able to withstand potential fluctuations in the value of their investment.</p> <p>An exercise price is required to be paid to acquire shares on exercise of New Options. As such, the capacity to realise the underlying value</p>										

	<p>of the New Options would require that they be exercised on or before the expiry date. Investors in the target market will need to be in a financial position to have sufficient available funds so as to facilitate an exercise of the New Options prior to the expiry date. Prior to the expiry date, investors' ability to liquidate the New Options may be limited by a lack of liquidity in the trading of New Options and Shares and the price of the Shares.</p> <p>The New Options offer no guaranteed income or capital protection.</p>
Risk	<p>The Company considers that an investment in the New Options is highly speculative, such that an investment in the Company is not appropriate for an investor who would not be able to bear a loss of some or all of the investment. Investors should also have a sufficient level of financial literacy and resources (either alone or in conjunction with an appropriate adviser) to understand and appreciate the risks of investing in New Options as an asset class generally and the more specific risks of investing in an Australian listed mining company.</p>

2. DISTRIBUTION CONDITIONS

The offer of New Options under the Prospectus is being made to the Entitlement Issue Offer participants, Placement Participants, Priority Option Offer participants and the Lead Manager in accordance with their entitlement under the Offers.

The Prospectus will include jurisdictional conditions on eligibility. The Company will also include on its web landing page for the offer of New Options a copy of this TMD and require that retail clients confirm that they meet the eligibility criteria of the expected target market outlined in this TMD before they apply for New Options.

The Company considers that these distribution conditions will ensure that persons who invest in New Options fall within the target market in circumstances where personal advice is not being provided to those persons by the Company.

3. REVIEW TRIGGERS

The New Options are being offered for a limited offer period set out in the Prospectus, after the conclusion of which the New Options will no longer be available for investment by way of issue. It follows that the TMD will only apply in the period between the commencement of the offers of the New Options and the issue of the New Options shortly after the close of the Offers (**Offers Period**).

To allow the Company to determine whether circumstances exist that indicate this TMD is no longer appropriate to the New Options and should be reviewed, the following review triggers apply for the Offers Period:

- (a) a new offer of New Options that requires preparation of a disclosure document is made after completion of the Offers Period;
- (b) any event or circumstance that would materially change a factor taken into account in making this TMD;
- (c) the existence of a significant dealing of the New Options that is not consistent with this TMD. The Company does not consider that an on-sale of the New Options on market is a significant dealing;
- (d) ASIC raises concerns with the Company regarding the adequacy of the design or distribution of the New Options or this TMD; and
- (e) material changes to the regulatory environment that applies to an investment in the New Options.

4. REVIEW PERIOD

If a review trigger occurs during the Offers Period, the Company will undertake a review of the TMD in light of the review trigger.

The Company will otherwise complete a review of the TMD immediately prior to the issue of New Options under the Offers.

5. INFORMATION REPORTING

The reporting requirements of all distributors is set out in the table below.

Reporting requirement	Period for reporting to the Company by the distributor	Information to be provided
Whether the distributor received complaints about the New Options.	<ul style="list-style-type: none"> • For such time as the Offers Period remains open, within 10 business days after the end of each quarter. 	<ul style="list-style-type: none"> • The number of complaints received.

	<ul style="list-style-type: none"> • Within 10 business days after the end of the Offers Period. 	<ul style="list-style-type: none"> • A summary of the nature of each complaint or a copy of each complaint.
A significant dealing of the New Options that is not consistent with this TMD	As soon as reasonably practicable after the significant dealing occurs, but in any event no later than 10 business days after the significant dealing occurs.	<ul style="list-style-type: none"> • Details of the significant dealing. • Reasons why the distributor considers that the significant dealing is not consistent with this TMD.
A summary of the steps taken by the distributor to ensure that its conduct was consistent with this TMD.	Within 10 business days after the end of the close of the offer of New Options in accordance with the Prospectus.	A summary of the steps taken by the distributor to ensure that its conduct was consistent with this TMD.

6. CONTACT DETAILS

Contact details in respect of this TMD for the Company are:

Matthew Foy

Company Secretary

Telephone: +61 8 9226 2011

Email: matt.foy@ftcorporate.com.au