

4th May 2022

REGENER8 RESOURCES NL IPO - PRIORITY OFFER TO GTI SHAREHOLDERS

Highlights:

- *Regener8 Resources has lodged a Prospectus with ASIC to raise up to \$5,500,000.*
- *Regener8's IPO includes completing the acquisition of the Kookynie (Niagara) Gold Project from GTI.*
- *GTI to receive 5 million Regener8 shares (\$1 million value @ 20¢), 1.5 million performance rights & \$150,000 cash at completion of the IPO & acquisition.*
- *Regener8 is making a priority offer of up to 12,500,000 Shares to current GTI shareholders under the IPO.*

Dear GTI Shareholder,

REGENER8 RESOURCES LTD IPO – PRIORITY OFFER TO SHAREHOLDERS GTI RESOURCES LTD

On 3 May 2022, Regener8 Resources NL (“**Regener8** or **R8R**”), lodged a Prospectus with ASIC to raise up to \$5,500,000 via the offer of up to 27,500,000 new Shares at an issue price of \$0.20 per Share (“**Offer**”) and is seeking a listing on the Australian Securities Exchange (“**ASX**”).

The conditions to completion of the Offer include (i) Regener8 raising a minimum of \$4,500,000 under the Offer; (ii) Regener8 complying with Chapters 1 and 2 of the ASX Listing Rules and (iii) ASX approving Regener8's application for admission to the Official List of ASX and Regener8 receiving conditional approval for quotation of its Shares. Further information on the Offer is available in the Prospectus (available from Regener8's website at <https://regener8resources.com.au> and on GTI's website.

As part of the Offer, Regener8 is making an offer of up to 12,500,000 Shares to current shareholders of GTI (“**Priority Offer**”). To be eligible to participate in the Priority Offer, an applicant must be a resident of Australia or New Zealand and be recorded as the holder of a share in GTI at 3 May 2022 (“**Eligible GTI Shareholder**”).

If you are located in the United States, you will not be able to participate in the Priority Offer.

Eligible GTI Shareholders will be able to apply, on a “first in first served” basis, for at least the minimum allocation of Shares (being 10,000 or \$2,000) under the Priority Offer up to an aggregate value of \$2,500,000. In the event that Eligible GTI Shareholders subscribe in aggregate for Shares over a value of \$2,500,000, the Regener8 Board will allocate Shares under the Priority Offer at their discretion up to a value of \$2,500,000, with any oversubscriptions to be dealt with under the Public Offer.

The closing date for the Priority Offer is 5.00pm (AWST) on 31 May 2022 (“Closing Date”), or such earlier or later date as the Regener8 Board, in their absolute discretion, may determine. Regener8 reserves the right to extend the Priority Offer Closing Date or close the Priority Offer early without notice.

Actions required of Eligible GTI Shareholders

As an Eligible GTI Shareholder under the Priority Offer, you may:

1. Apply for Shares under the Priority Offer; or
2. If you do not wish to apply for Shares under the Priority Offer, you are not obliged to do anything.

For personal use only

Priority Offer Application Form

The Priority Offer is scheduled to open on **10 May 2022**. Subject to the important notice at the end of this letter, as an Eligible GTI Shareholder, you are entitled to submit a Priority Offer Application Form to participate in the Priority Offer.

You may obtain a copy of the Prospectus and the Priority Offer Application Form and apply online from **Tuesday, 10 May 2022** (assuming no extension by ASIC of the exposure period) by going to the website link below and entering your postcode and your unique Priority Offer access code:

Website Link: (Live from Tuesday, 10 May 2022)	https://investor.automic.com.au/#/ipo/regener8resourcespriority
Your unique Priority Offer access	[Code]

In order to participate in the Priority Offer, Eligible GTI Shareholders should follow the instructions set out in the Priority Offer Application Form. The Closing Date for the Priority Offer is **31 May 2022**. The Regener8 Board reserves the right to extend the Closing Date or close the Priority Offer early without prior notice.

In order to avoid any potential delays with postage of application forms, Eligible GTI Shareholders are strongly encouraged to submit their Priority Offer Application Form using the website link provided in the table above. Your personalised Priority Offer Application Form, which includes your unique Priority Offer access code, can be accessed via Automic's Investor Portal by following the instructions below:

1. Go to <https://investor.automic.com.au/#/loginsah>
2. Type "**Regener8 Resources NL**" or "**R8R**" in the Company field
3. Enter your **GTI HIN/SRN** and **postcode**
4. Tick the "**I'm not a robot**" box and click "**access**"
5. Go to "**Documents and Statements**"
6. Go to "**Other Documents**"
7. Click on the blue arrow next to your application form to download

Please note that applications received after the Closing Date of the Priority Offer will not be accepted.

Before deciding whether to invest in Regener8, investors should read the Prospectus in its entirety and consider the risk factors set out in Section 7 of the Prospectus.

Should you have any questions, please contact GTI's Company Secretary, Matthew Foy, by telephone on +61 8 9226 2011 or email at info@gtiresources.com.au. Alternatively, please contact Automic on +61 2 9698 5414 or 1300 288 664.

For and on behalf of the Board

Matthew Foy
Company Secretary
GTI Resources Limited