



CORPORATE HEADQUARTERS

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RTG Mining Inc.

Notice of Extraordinary General Meeting

10:30am (Perth, Western Australia time), Tuesday, 24 April 2018

The Park Business Centre
45 Ventnor Avenue
West Perth, Western Australia 6005

NOTICE OF EXTRAORDINARY GENERAL MEETING

BUSINESS OF THE MEETING

Items of Business		Shareholder Approval	Voting Restrictions /Further Details
1. RATIFICATION OF ISSUE OF FIRST TRANCHE OF SHARES UNDER PROPOSED PLACEMENT	To approve the issue of 25,137,836 Shares (in the form of CDIs) as described in the Explanatory Notes.	Ordinary resolution	Page 7
2. APPROVAL OF ISSUE OF SECOND TRANCHE OF SHARES UNDER PROPOSED PLACEMENT	To approve the issue of 282,606,756 Shares (in the form of CDIs) as described in the Explanatory Notes, subject to and conditional on the passing of Item 3 by the requisite majority.	Conditional Ordinary resolution	Page 8
3. APPROVAL OF THE ISSUE OF ADVISOR OPTIONS TO US PLACEMENT AGENT	To approve the issue of 12,715,201 Advisor Options to the US Placement Agent as described in the Explanatory Notes, subject to and conditional on the passing of Item 2 by the requisite majority.	Conditional, Ordinary resolution	Page 9
4. APPROVAL FOR MR MICHAEL CARRICK TO PARTICIPATE IN PROPOSED PLACEMENT	To approve the issue of 1,285,720 Shares (in the form of CDIs) to Michael Carrick as described in the Explanatory Notes, subject to and conditional on the passing of Items 2 and 3 by the requisite majority.	Conditional, Ordinary resolution	Page 10
5. APPROVAL FOR MS JUSTINE MAGEE TO PARTICIPATE IN PROPOSED PLACEMENT	To approve the issue of 375,000 Shares (in the form of CDIs) to Justine Magee as described in the Explanatory Notes, subject to and conditional on the passing of Items 2 and 3 by the requisite majority.	Conditional, Ordinary resolution	Page 10
6. APPROVAL FOR MR ROBERT SCOTT TO PARTICIPATE IN PROPOSED PLACEMENT	To approve the issue of 750,000 Shares (in the form of CDIs) to Robert Scott as described in the Explanatory Notes, subject to and conditional on the passing of Items 2 and 3 by the requisite majority.	Conditional, Ordinary resolution	Page 10
7. APPROVAL FOR MR PHILLIP LOCKYER TO PARTICIPATE IN PROPOSED PLACEMENT	To approve the issue of 200,000 Shares (in the form of CDIs) to Phillip Lockyer as described in the Explanatory Notes, subject to and conditional on the passing of Items 2 and 3 by the requisite majority.	Conditional, Ordinary resolution	Page 10
8. APPROVAL FOR MR DAVID CRUSE TO PARTICIPATE IN PROPOSED PLACEMENT	To approve the issue of 1,000,000 Shares (in the form of CDIs) to David Cruse as described in the Explanatory Notes, subject to and conditional on the passing of Items 2 and 3 by the requisite majority.	Conditional, Ordinary resolution	Page 10

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IMPORTANT INFORMATION

NOTICE AND VOTING ENTITLEMENTS

SHAREHOLDERS (INVESTORS TRADING ON TSX)

This section applies to registered holders of Shares (**Shareholders**) which are traded on TSX.

Notice Record Date

Shareholders recorded on the Company's register of members at 10:00am on 20 March 2018 (Perth, Western Australia time) (**Notice Record Date**) will be entitled to receive this Notice.

Voting Entitlement

Shareholders recorded on the Company's register of members at 10:00am on 20 March 2018 (Perth, Western Australia time) (**Voting Entitlement Date**) will be entitled to vote on Items at the Meeting.

Only Shareholders recorded on the Company's register of members, or the persons they appoint as their proxies, are entitled to attend and vote at the Meeting.

Voting Procedure

Under the Company's constitution, the Meeting will be conducted as directed by the chair of the Meeting (**Chair**).

Shareholders can vote in one of two ways:

- by attending the Meeting and voting; or
- by appointing a proxy to attend and vote on their behalf.

Shareholders are asked to arrive at the venue 15 minutes prior to the time designated for the Meeting, if possible, so that the Company may check their shareholding against the Company's register of members and note attendances.

CDI HOLDERS (INVESTORS TRADING ON ASX) AND OTHER NON-REGISTERED SHAREHOLDERS

This section applies to holders of a beneficial interest in Shares. These holders are considered to be a non-registered shareholder (**Non-Registered Shareholder**) for the purposes of this Notice.

The Shares in which a Non-Registered Shareholder holds an interest may be registered in the name of either:

- an intermediary (**Intermediary**) with whom the Non-Registered Shareholder deals in respect of the Shares (Intermediaries include, among others: banks, trust companies, securities dealers or brokers, trustees or administrators of a self-administered registered retirement savings plan, registered retirement income fund, registered education savings plan and similar plans); or
- a clearing agency (such as The Canadian Depository for Securities Limited in Canada, the Depository Trust Company in the United States and CHESS Depository Nominees Pty Ltd in Australia (**CDN**)) of which the Intermediary is a participant.

CDIs

CDIs representing Shares have been issued to investors trading on the ASX. A CDI represents an uncertificated unit of beneficial ownership in the Shares registered in the name of CDN. One CDI represents one underlying Share in the Company.

Holders of CDIs (**CDI Holders**) should also refer to the heading "CDI Holders" under the section "Voting Forms" below.

Notice Record Date

CDI Holders recorded on the Company's CDI register as at the Notice Record Date will be entitled to receive this Notice.

The Company has distributed copies of this Notice to Intermediaries, who are required to forward the Notice to Non-Registered Shareholders, unless such right has been waived. Non-Registered Shareholders should contact their Intermediary about how to receive a copy of this Notice.

Voting Entitlement

Only CDN and Intermediaries who hold Shares are entitled to attend and vote that the Meeting on behalf of a Non-Registered Shareholder.

CDI Holders recorded on the Company's CDI register as at the Voting Entitlement Date will be entitled to vote on Items at the Meeting through CDN.

Non-Registered Shareholders who do not directly hold CDIs but hold a beneficial interest in Shares as at the Voting Entitlement Date will be entitled to direct their Intermediary to vote the Shares beneficially held by them at the Meeting.

Becoming a Non-Registered Shareholder

Persons who become Non-Registered Shareholders between the Notice Record Date and the Voting Entitlement Date, and wish to instruct their Intermediary or CDN to vote at the Meeting should contact their broker, Intermediary or CDN (as applicable) to request a copy of this Notice and a voting form.

Voting Procedure

Under the Company's constitution, the Meeting will be conducted as directed by the Chair.

Non-Registered Shareholders will be able to direct their Intermediary, clearing agency or CDN (as applicable) to vote at the Meeting on their behalf and in accordance with their instructions.

For further details, refer to the sections entitled "CDI Holders' Voting Instructions" and "Non-Registered Shareholders (other than CDI Holders) – Voting Instructions" below.

Voting Restrictions

The voting prohibitions under the Corporations Act and voting exclusions under the ASX Listing Rules for each Item are set out in the Explanatory Notes to this Notice.

VOTING FORMS

SHAREHOLDERS (INVESTORS TRADING ON TSX)

Solicitation of Proxies

This Notice is furnished in connection with the solicitation of proxies by the management of the Company. It is expected that the solicitation will be primarily by mail. Proxies may also be solicited personally by directors, officers or employees of the Company. Costs of the solicitation of proxies will be borne by the Company.

Proxy Form

Enclosed with this Notice is a personalised proxy form (**Proxy Form**). The Proxy Form allows Shareholders who are not attending the Meeting to appoint a proxy to vote on their behalf.

If you hold Shares in more than one capacity, please complete the Proxy Form that is relevant to each holding.

Appointing proxies and attending the Meeting

Shareholders have the right to appoint a person or company (a **proxy**) to attend and act for the Shareholder and on behalf of the

NOTICE OF EXTRAORDINARY GENERAL MEETING

Shareholder at the Meeting, either by inserting the proxy's name in the blank space provided in the Proxy Form and striking out the two proxy names, or by completing another proxy.

A proxy need not be a Shareholder of the Company.

A Shareholder entitled to attend and vote at the Meeting can appoint up to two proxies, and should specify the proportion or number of votes each proxy is appointed to exercise. If no proportion or number is specified, each proxy may exercise half of the Shareholder's votes. If you wish to appoint two proxies please call +61 8 6489 2900 and request an additional Proxy Form.

Shareholders and proxies who are entitled to attend the Meeting should arrive at the venue 15 minutes prior to the time designated for the Meeting. This enables the Company to check the shareholdings against the Company's register of members and note attendances.

Shares represented by the proxy will be voted or withheld from voting in accordance with the instructions of the Shareholder on any ballot that may be called for, and, if the Shareholder specifies a choice with respect to any matter to be acted upon, the Shares will be voted accordingly. Where no choice has been specified by the Shareholder, or if both choices have been specified, such Shares will be voted in favour of the matters identified in the Notice.

A Shareholder who has given a proxy may revoke it by an instrument in writing executed by the Shareholder or by the Shareholder's attorney authorised in writing, and delivered to Computershare Investor Services Pty Ltd, not less than 48 hours (excluding Saturdays, Sundays and public holidays) before the Meeting or any adjournment of the Meeting, or to the chair of the Meeting on the day of the Meeting.

Only Shareholders have the right to revoke a proxy. Non-Registered Shareholders who wish to change their vote must arrange for their respective Intermediaries to revoke the proxy on their behalf.

Deadline for lodging Proxy Forms

Completed Proxy Forms must be lodged in accordance with the instructions in this Notice by 3pm (Perth, Western Australia time) on 20 April 2018.

CDI HOLDERS

CDI Holders' Voting Instructions

CDI Holders are Non-Registered Shareholders of the underlying Shares, and the underlying Shares are registered in the name of CDN. CDI Holders who hold CDIs as at the Voting Entitlement Date will be entitled to direct CDN how to vote at the Meeting and CDN must follow the voting instructions properly received from CDI Holders.

CDI Instruction Forms

Enclosed in this Notice is a CDI voting instruction form (**CDI Voting Instruction Form**) for CDI Holders. The CDI Instruction Form allows CDI Holders to instruct CDN to exercise the votes attaching to the underlying Shares represented by the CDIs at the Meeting on their behalf.

CDI Voting Instruction Forms must be:

- completed by CDI Holders who wish to vote through CDN at the Meeting; and
- returned to Computershare Investor Services Pty Ltd in accordance with the instructions set out on the form.

Appointing CDI Holders as proxy for CDN

The CDI Voting Instruction Form also allows CDI Holders to request CDN appoint the CDI Holder (or a person nominated by the CDI Holder) as proxy to exercise the votes attaching to the underlying Shares represented by the CDIs. In such case, a CDI Holder may, as proxy, attend and vote in person at the Meeting.

If you are entitled to attend the Meeting as proxy, please arrive at the venue 15 minutes prior to the time designated for the Meeting.

Changing your vote

If CDI Holders wish to change their vote following lodgement of the CDI Voting Instruction Form but prior to the Meeting, they must contact Computershare Investor Services Pty Ltd.

Deadline for lodging CDI Instruction Forms

Completed CDI Voting Instruction Forms must be received by 3pm (Perth, Western Australia time) on 19 April 2018.

NON-REGISTERED SHAREHOLDERS (OTHER THAN CDI HOLDERS)

Non-Registered Shareholders (other than CDI Holders) – Voting Instructions

Non-Registered Shareholders who do not hold CDIs directly but hold a beneficial interest in Shares as at the Voting Entitlement Date will be entitled to direct their Intermediary how to vote the Shares beneficially held by them at the Meeting.

Intermediary Voting Instruction Forms

Non-Registered Shareholders (other than CDI Holders) will receive an Intermediary voting instruction form or a proxy form already executed by the Intermediary (each an **Intermediary Voting Instruction Form**) from their Intermediary. This allows relevant Non-Registered Shareholders to instruct their Intermediary how to vote at the Meeting on their behalf.

Intermediary Voting Instruction Forms must be:

- completed by Non-Registered Shareholders who wish to vote through their Intermediary; and
- returned to their Intermediary in accordance with the instructions set out on the form.

There are two kinds of Non-Registered Shareholders: (i) those who object to their name being made known to the issuers of securities which they own, known as objecting beneficial owners (**OBOs**) and (ii) those who do not object to their name being made known to the issuers of securities they own, known as non-objecting beneficial owners (**NOBOs**).

In accordance with the requirements of National Instrument 54-101 of the Canadian Securities Administrators, the Company has elected to send the Notice indirectly to the NOBOs.

The Company intends to pay for Intermediaries such as stockbrokers, securities dealers, banks, trust companies, trustees and their agents and nominees to forward the Meeting materials to OBOs.

Appointing Non-Registered Shareholders as proxy for Intermediaries

The Intermediary Voting Instruction Form also allows Non-Registered Shareholders to request their Intermediary appoint the Non-Registered Shareholder (or a person nominated by the Non-Registered Shareholder) as proxy to exercise the votes attaching to the underlying Shares beneficially held by it. In such case, a Non-Registered Shareholder may, as proxy, attend and vote in person at the Meeting.

If you are entitled to attend the Meeting as proxy, please arrive at the venue 15 minutes prior to the time designated for the Meeting.

Changing your vote

If Non-Registered Shareholders wish to change their vote after lodging the Intermediary Voting Instruction Form but prior to the Meeting, they will need to arrange with their Intermediary to change their vote through Computershare Investor Services Pty Ltd.

Deadline for lodging Intermediary Voting Instruction Forms

Completed Intermediary Voting Instruction Forms must be received by the Intermediary in accordance with the deadline set

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by the Intermediary but, in any event, must not be later than 3pm (Perth, Western Australia time) on 18 April 2018.

VOTING SECURITIES AND PRINCIPAL HOLDERS THEREOF

To the knowledge of the Company's directors and officers, other than Franklin Resources, Inc. and its affiliates and Richard Hains and its affiliates, there are no persons or companies who beneficially own or exercise control or direction over, directly or indirectly, more than 10% of the Company's Shares as at 20 March 2018.

PROXY AND VOTING FORMS LOGISTICS

Undirected proxies

The Chair intends to vote all valid undirected proxies in favour of the Items.

Power of attorney and corporate representatives

If a Proxy Form is signed by an attorney, the power of attorney or a certified copy of it must be sent with the Proxy Form.

A body corporate member or proxy may elect to appoint a representative, rather than appoint a proxy. Where a body corporate appoints a representative, written proof of the representative's appointment must be lodged with, or presented to, the Company before the Meeting.

Lodging Proxy Forms and CDI Voting Instructions Forms

You can lodge your Proxy Forms and CDI Voting Instruction forms by:

Mail:

- For Australian investors:
to Computershare Investor Services Pty Limited at GPO Box 242, Melbourne, Victoria 3001, Australia
- For Canadian investors:
to Computershare Investor Services Inc. 8th Floor, 100 University Avenue, Toronto, Ontario M5J 2Y1

Facsimile:

- For Australian investors:
 - 1800 783 447 (within Australia); or
 - +61 3 9473 2555 (outside Australia).
- For Canadian investors:

Financial information is provided in the Company's comparative financial statements and management's discussion and analysis for its most recently completed financial year, which are available on the SEDAR website at www.sedar.com. Shareholders may request additional copies by contacting the Company (i) by mail to: Corporate Secretary, RTG Mining Inc., Level 2, 338 Barker Road, Subiaco, Western Australia or (ii) by telephone to: +61 8 6489 2900.

OTHER MATTERS

Management of the Company knows of no matters to come before the Meeting other than those referred to in the Notice. However, if any other matters which are not known to management shall properly come before the Meeting, the Proxy Form given pursuant to the solicitation by management will be voted on such matters in accordance with the best judgment of the persons voting the proxy.

By order of the Board of Directors



Mr Ryan Eadie

Company Secretary

22 March 2018

- 1-866-249-7775 (within Canada); or
- 416-263-9524 (outside Canada).

Electronically:

- For Australian investors:
 - by visiting www.investorvote.com.au; or
 - for Intermediary online subscribers (custodians), by visiting www.intermediaryonline.com.
- For Canadian investors:
 - by visiting www.investorvote.com; or
 - for Intermediaries (Broadridge), by visiting www.proxyvote.com.

Further details on voting methods and how to lodge your Proxy Form or CDI Voting Instruction Form can be found on the reverse side of the form.

Mobile:

Scan the QR Code on your Proxy Form or CDI Voting Instruction Form and follow the prompts.

Intermediary Voting Instruction Forms

Non-Registered Shareholders should refer to the Intermediary Voting Instruction Form for details about how to lodge the form with their Intermediary.

ENQUIRIES

If you have any questions, please contact Computershare Investor Services Pty Ltd, at 1300 850 505 (within Australia) or +61 3 9415 4000 (outside Australia).

Alternatively, Non-Registered Shareholders should contact their Intermediary for further details.

ADDITIONAL INFORMATION

Additional information relating to the Company is also available on the Company's ASX platform (ASX:RTG) and the SEDAR website at www.sedar.com.

RTG Mining Inc.

EXPLANATORY NOTES

ITEM 1 RATIFICATION OF ISSUE OF FIRST TRANCHE OF SHARES UNDER PROPOSED PLACEMENT

Background

On 27 February 2018, the Company announced it intended to issue approximately 311,355,312 Shares at A\$0.14 per Share in two tranches to sophisticated and professional investors to raise approximately US\$34 million (A\$43.6 million)¹ (**Proposed Placement**).

The first tranche of 25,137,836 Shares was issued on 9 March 2018 within the Company's capacity to issue equity securities up to 15% of the Company's securities without Shareholder approval, under ASX Listing Rule 7.1 (**15% Capacity**). No Shareholder approval was required for the issue of the first tranche of Shares under the Proposed Placement.

Purpose of approval

The Company is now seeking Shareholder approval to ratify the issue of the first tranche of Shares under the Proposed Placement.

ASX Listing Rule 7.4 allows an issue made by the Company (without shareholder approval) to be treated as having been made with approval for the purposes of ASX Listing Rule 7.1, provided that:

- it is subsequently ratified by Shareholders at a general meeting; and
- the issue did not breach ASX Listing Rule 7.1 at the time it was made.

Approval of Item 1 will refresh the Company's 15% Capacity and enable it to raise further capital or make additional acquisitions by issuing equity securities, without the delays involved with seeking prior Shareholder approval.

The Board will only undertake further issues of equity securities if they consider it is in the best interests of the Company to do so.

If Shareholders do not ratify the issue of the first tranche of Shares, the Shares will still have been issued but the Company's capacity to issue further securities will be limited for the next year.

CDIs

Shares in the Company cannot be traded on ASX given they are foreign securities. Therefore, all Shares that have been issued in respect of tranche one, and all Shares to be issued in respect of tranche two (if approved under Items 2 to 7), will be represented in the form of CDIs.

A CDI is a financial product quoted on ASX. A CDI represents an interest in an underlying Share in the Company. This allows investors to trade interests in Shares in the Company by trading the relevant CDIs on ASX. Each CDI represents one Share and confers a beneficial interest in that Share. CDIs are held by CDN on behalf of the holders of CDIs. CDIs are quoted and traded on ASX in Australian dollars. They will not be listed or traded on TSX.

The rights attaching to CDIs are economically equivalent to the rights attaching to Shares, and the Company will generally be required to treat holders of CDIs as if they were the holders of the Shares represented by those CDIs. This means that economic benefits such as dividends, bonus issues and rights issues will generally flow through to holders of CDIs as if they were the registered holders of the underlying Shares.

About the Projects

Detailed geological descriptions of the Company's projects are included in the Company's December 2017 quarterly report which is available on the Company's website, ASX platform (ASX:RTG) and the SEDAR website at www.sedar.com.

The Company is currently engaged in three key projects:

1. **Mabilo** – the Company has a 40% interest in Mt. Labo, which holds three exploration permits at the high grade gold/copper/magnetite Mabilo Project in the Eastern Luzon, Philippines. The Company released its Feasibility Study on the Project on 18 March 2016 that confirmed the Project is a shallow deposit that is amenable to low cost, open pit mining.²
On-site activities have been limited recently due to political uncertainty and a dispute with Mt Labo's joint venture partner Galeo Equipment Corporation (**Galeo**) regarding amongst other things the termination of the joint venture due to breaches of the joint venture agreement by Galeo. Arbitration proceedings with Galeo are progressing, with Mt Labo seeking a number of reliefs to confirm its 100% interest in the Project, including a declaration that the joint venture was validly terminated and the compromise agreement was validly rescinded.
Mt. Labo continues to work with the Department of Environment and Natural Resources (**DENR**) and Mines and Geosciences Bureau to progress and perfect the permitting process for the Mabilo Project.
2. **Bunawan** – the Company has a 40% interest in Bunawan Mining Corporation. The Bunawan Project is located in the east of Mindanao Island in Agusan del Sur province, approximately 190 km north-northeast of Davao and adjacent to the Davao – Surigao highway.
The Bunawan Project is centred on a diatreme intrusive complex approximately five km NE of Medusa Mining's Co-O mine in eastern Mindanao. Historical production at the Co-O Mine has demonstrated a significant high grade gold system and there is active artisanal mining throughout the region which further reinforces the gold potential of the area. An initial reconnaissance drilling program has been completed and while the Philippines is addressing the political issues, activities on site have been limited to meeting minimum expenditure requirements on the exploration permit.
3. **Panguna** – RTG has been nominated as the development partner with the joint venture company established by the SMLOLA and Central Exploration Pty Ltd (**Central**) in their proposal with respect to the redevelopment of the 1.5B tonne Copper-Gold Panguna Project located in the Central Region of the island of Bougainville, within the Autonomous Region of Bougainville, Papua New Guinea (**PNG**). The proposal is an initiative of the old Panguna mine's customary landowners (**Landowners**) (who are represented by the SMLOLA) and is conditional upon the support of the Autonomous Bougainville Government (**ABG**) and others.
Following the Warden's Hearing of the Bougainville Copper Limited (**BCL**) purported application for extension of term of BCL's exploration licence EL1 covering the old Panguna Mine, ABG President Momis on 21 December 2017 announced that because BCL had not secured the

¹ Based on an AUD:USD exchange rate of 0.78

² The Company confirms that all the material assumptions underpinning the Feasibility Study as announced to the ASX on 18 March 2016 continue to apply and have not materially changed. A copy of the announcement can be found on the Company's website at www.rtgmining.com.

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EXPLANATORY NOTES

necessary Landowner support, the ABG was implementing a moratorium and would now seek to consult with the local Landowners at Panguna to explore the options and work towards unity behind a redevelopment proposal if desired.

The ABG has announced that it has refused BCL's application for extension of the term of the EL1 which was BCL's only tenure over the old Panguna Mine, as a consequence of which BCL's EL1 expired on 7 September 2016. BCL has issued legal proceedings against the ABG in respect of their decision to refuse BCL's application to extend the term of its exploration license. BCL is also seeking access to information through the Courts to assist in their consideration of their response to the recent denial of their exploration license renewal application in Bougainville by the ABG. The Company is not aware of any legal basis for the request but will ensure it is properly addressed by counsel.

Other business development opportunities

The Company continues to investigate a number of new business opportunities diversifying its Philippine interests and the opportunity in Bougainville. No agreements or arrangements (binding or otherwise) as to key terms have been reached with respect to any potential opportunity, other than as set out above with regard to a possible role in the redevelopment of Panguna. At this stage there are no new business opportunities available to the Company that are considered sufficiently progressed to be considered material to RTG. There can be no guarantee that any particular opportunity considered by RTG from time to time will result in a transaction being entered into and/or completed.

Details required by ASX Listing Rules

Securities issued	25,137,836 Shares held indirectly by allottees as CDIs.
Date of issue	The Shares were issued on 9 March 2018.
Issue price	A\$0.14 per Share.
Allottee	Sophisticated and professional investors under sections 708(8) – (11) of the Corporations Act and investors to whom similar exemptions apply in each relevant jurisdiction, being participants in tranche one of the Proposed Placement. The participants were not related parties of the Company at the time the Shares were issued.
Terms	Each Share ranks equally in all respects with existing Shares. CDIs representing Shares were issued to investors in tranche one, tradeable on ASX.
Use of funds	The Company proposes to use the net proceeds from the Proposed Placement to: <ul style="list-style-type: none"> • Advance the interests of RTG in the proposal to secure a role as the development partner with the landowner consortium led by the SMLOLA, at the old Panguna Mine in Bougainville; • Progress the arbitration process to confirm the 100% interest of Mt. Labo in the Mabilo Project and consider additional drilling at the site; • Pursue new potential business development opportunities; and • Working capital and general corporate purposes.

Board Recommendation

The Board unanimously recommends Shareholders vote **in favour** of Item 1.

The Chair intends to vote undirected proxies **in favour** of Item 1.

Major Shareholder Support

One of RTG's major shareholders, B2Gold Corp. has indicated that it intends to vote in favour of the Item 1.

Voting exclusion statement

The Company will disregard any votes cast in favour of Item 1 by or on behalf of any person who participated in the tranche one issue or any of their associates.

However, the Company need not disregard a vote if the vote is cast by a person as proxy for a person who is entitled to vote:

- in accordance with the directions on the Proxy Form; or
- as the Chair of the meeting in accordance with a direction on the Proxy Form to vote as the proxy decides.

ITEM 2 APPROVAL OF ISSUE OF SECOND TRANCHE OF SHARES UNDER PROPOSED PLACEMENT

Purpose of approval

The Company is seeking Shareholder approval to issue the second tranche of Shares under the Proposed Placement (excluding those Shares to be issued to the Participating Directors, which are the subject of separate approvals in Items 8 to 8).

ASX Listing Rule 7.1 provides that a Company must not issue more than the 15% Capacity within a 12 month period unless a specified exception applies or the issue is made with prior Shareholder approval.

As no such exemption applies, if Shareholders do not approve Item 2 then the second tranche of Shares under the Proposed Placement will not be issued and any funds held by the Company in respect of those Shares will be returned to participants and the Company may need to seek alternative funding sources in order to progress the Company's projects and to ensure that the Company has sufficient working capital.

ASX Participants – CDIs

The Company will apply to ASX for quotation of the second tranche of Shares in the form of CDIs.

Please refer to the section entitled "CDIs" on page 7 above for details regarding the issue of CDIs, which will be quoted and traded on ASX in place of Shares.

About the Projects

Please refer to the section entitled "About the Projects" on page 7 above for details regarding the Company's projects.

Items 2 is conditional on Item 3

Item 2 is subject to, and conditional on, at least 50% of the votes cast on Item 3 below being cast in favour of the issue of the Advisor Options to the US Placement Agent.

Item 2 will not be deemed to have been passed unless and until Item 3 is also approved by Shareholders.

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Details required by ASX Listing Rules

Securities issued	282,606,756 Shares held indirectly by allottees as CDIs. This amount does not include the 3,610,720 Shares/CDIs to be issued to the Participating Directors under the Proposed Placement, which are the subject of approvals in Items 4 to 8 respectively.
Date of issue	If Items 2 and 3 are approved, the Shares will be issued on or around 2 May 2018 or such other date as agreed by the Company and its brokers, which, in any event will be no later than 3 months after the date of the Shareholder approval.
Issue price	A\$0.14 per Share.
Allottee	Sophisticated and professional investors under sections 708(8) – (11) of the Corporations Act and investors to whom similar exemptions apply in each relevant jurisdiction, being participants in tranche two of the Proposed Placement (excluding the Participating Directors). The participants are not related parties of the Company.
Terms	Each Share will rank equally in all respects with existing Shares. CDIs representing Shares will be issued to investors, which are tradeable on ASX.
Use of funds	Refer to “Use of Funds” under the heading “Details required by ASX Listing Rules” in respect of Item 1 on page 8.

Board Recommendation

The Board unanimously recommends Shareholders vote in favour of Item 2.

The Chair intends to vote undirected proxies in favour of Item 2.

Major Shareholder Support

One of RTG’s major shareholders, B2Gold Corp. has indicated that it intends to vote in favour of Item 2.

Voting exclusion statement

The Company will disregard any votes cast in favour of Item 2 by or on behalf of any person who is expected to participate in the tranche two issue (excluding the Participating Directors) 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 Shares, or any of their associates.

However, the Company need not disregard a vote if the vote is cast by a person as proxy for a person who is entitled to vote:

- in accordance with the directions on the Proxy Form; or
- as the Chair of the meeting in accordance with a direction on the Proxy Form to vote as the proxy decides.

ITEM 3 APPROVAL OF THE ISSUE OF ADVISOR OPTIONS TO US PLACEMENT AGENT

Background

In connection with services rendered during the Proposed Placement, the Company has agreed to issue 12,715,201 options to acquire Shares to the US Placement Agent (or its nominees)

(**Advisor Options**), subject to the successful completion of the Placement and Shareholder approval under this Item 3.

The US Placement Agent acted as the Company’s Lead Manager in respect of the Proposed Placement, managing investment demand in North America. Hartleys was RTG’s Australian Lead Manager.

The Advisor Options will be unlisted and expire on the date that is five years from the date of their issue. Prior to their expiry, the US Placement Agent may exercise the Advisor Options at any time in batches of at least 500,000 options to acquire CDIs at an exercise price of A\$0.14 per CDI. One Advisor Option may be exercised to acquire one Share. The full terms of the Advisor Options are set out in **Annexure A**.

If all the Advisor Options are exercised, the Company will receive A\$1.78 million in new funds.

Purpose of approval

ASX Listing Rule 7.1 provides that a Company must not issue more than the 15% Capacity within a 12 month period unless a specified exception applies or the issue is made with prior Shareholder approval.

As no such exception applies, Item 3 seeks the approval of Shareholders under Listing Rule 7.1 to permit the Company to issue the Advisor Options without eroding its 15% Capacity under Listing Rule 7.1.

Item 3 is conditional on Item 2

This Item 3 is subject to, and conditional on, at least 50% of the votes cast on Item 2 above being cast in favour of the issue of Shares pursuant to the second tranche of the Proposed Placement.

Therefore, the Company will only put this Item 3 to Shareholders if Item 2 is passed first.

Details required by ASX Listing Rules

Securities issued The Company will issue 12,715,201 Advisor Options to the US Placement Agent (or its nominees). On exercise, the Company will apply to ASX for quotation of the Shares issued to the US Placement Agent (or its nominees) in the form of CDIs.

Please refer to the section entitled “CDIs” on page 7 above for details regarding the issue of CDIs, which will be quoted and traded on ASX in place of Shares.

Date of issue Subject to Shareholders approving Item 3, the Company will allot the Advisor Options on the date being on or about 2 May 2018, which in any event will be no later than 3 months after the date of the Shareholder approval.

Issue price No subscription amount is required to be paid by the US Placement Agent in relation to the issue of the Advisor Options.

Allottee The US Placement Agent (or its nominees), none of whom are related parties of the Company.

Terms The Shares to be issued on exercise of the Advisor Options will be on the same terms as, and will rank equally with, all other existing Shares, from the time of issue. Please refer to the terms of the Advisor Options set out in **Annexure A** for further information.

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Use of funds As the Advisor Options are to be issued for nil cash consideration, no funds will be raised from their issue.

In respect of funds received on any exercise of the Advisor Options, please refer to "Use of Funds" under the heading "Details required by ASX Listing Rules" in respect of Item 1 on page 8.

The Company's use of funds may change from those referred to above depending on its circumstances if and when the Advisor Options are exercised (if at all).

Board Recommendation

The Board unanimously recommends Shareholders vote in favour of Item 3.

The Chair intends to vote undirected proxies in favour of Item 3.

Major Shareholder Support

One of RTG's major shareholders, B2Gold Corp. has indicated that it intends to vote in favour of Item 3 at the Meeting.

Voting exclusion statement

The Company will disregard any votes cast in favour of Item 3 by or on behalf of the US Placement Agent or its nominees or any person who will obtain a material benefit as a result of the issue of the Advisor Options, except a benefit solely by reason of being a holder of Shares, or any of their associates.

However, the Company need not disregard a vote if the vote is cast by a person as proxy for a person who is entitled to vote:

- in accordance with the directions on the Proxy Form; or
- as the Chair of the meeting in accordance with a direction on the Proxy Form to vote as the proxy decides.

ITEMS 4 TO 8 APPROVAL FOR PARTICIPATING DIRECTORS TO PARTICIPATE IN THE PROPOSED PLACEMENT

Purpose of approval

Items 4 to 8 seek the approval of Shareholders pursuant to ASX Listing Rule 10.11 to enable the Participating Directors and/or their nominees to participate in the second tranche of the Proposed Placement on the same terms and conditions as other investors.

The Joint Lead Managers to the Proposed Placement requested that the directors participate to assist with marketing.

Shareholder approval is required under ASX Listing Rule 10.11 due to Mr Michael Carrick (as RTG's Chairman), Ms Justine Magee (as the Company's CEO) and also Non-executive Directors Mr Robert Scott, Mr Phillip Lockyer and Mr David Cruse holding Board positions in the Company. Each are considered a related party of the Company for the purposes of the ASX Listing Rules.

In the absence of an applicable exception, ASX Listing Rule 10.11 restricts the Company's ability to issue equity securities to a related party unless approval is obtained from shareholders. No exceptions apply in this instance.

If Shareholders approve Items 4 to 8, separate approval will not be required under ASX Listing Rule 7.1 for the issue of Shares (in the form of CDIs) to the Participating Directors under the Proposed Placement, as approval is already being obtained under ASX Listing Rule 10.11.

Accordingly, the effect of passing Items 4 to 8 will be that the issue of Shares to each of the Participating Directors will not count toward the Company's 15% Capacity under Listing Rule 7.1.

Items 4 to 8 are conditional on Items 2 and 3

Items 4 to 8 are subject to, and conditional on, at least 50% of the votes cast on:

- Item 2 above being cast in favour of the issue of Shares pursuant to the second tranche of the Proposed Placement; and
- Item 3 above being cast in favour of the issue of the Advisor Options to the US Placement Agent.

Therefore, the Company will only put Items 4 to 8 to Shareholders if Items 2 and 3 are passed first.

Details required by ASX Listing Rules

Securities issued and Allotees	Mr Carrick and/or his related parties (under Item 4) will be issued 1,285,720 Shares. Ms Magee and/or her nominees (under Item 5) will be 375,000 Shares. Mr Scott and/or his nominees (under Item 6) will be 750,000 Shares. Mr Lockyer and/or his nominees (under Item 7) will be 200,000 Shares. Mr Cruse and/or his nominees (under Item 8) will be 1,000,000 Shares. The Company will apply to ASX for quotation of the Shares issued under Items 4 to 8 in the form of CDIs.
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Please refer to the section entitled "CDIs" on page 7 above for details regarding the issue of CDIs, which will be quoted and traded on ASX in place of Shares.

Date of issue	Shares in relation to each approved Item will be issued on or around 2 May 2018 or such other date as agreed by the Company and its brokers, which, in any event will be no later than 1 month after the date of the Shareholder approval.
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Issue price	A\$0.14 per Share, being the same price as the Shares issued to unrelated parties under the Proposed Placement (which is the subject of Items 1 and 2).
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Terms	Each Share will rank equally in all respects with existing Shares.
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Use of funds	Please refer to "Use of Funds" under the heading "Details required by ASX Listing Rules" in respect of Item 1 on page 8.
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Board Recommendation

Given the Board has an interest in the outcome of items 4 to 8 it does not make a recommendation.

The Chair intends to vote undirected proxies in favour of Items 4 to 8.

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EXPLANATORY NOTES

Major Shareholder Support

One of RTG's major shareholders, B2Gold Corp. has indicated that it intends to vote in favour of Items 4 to 8 at the Meeting.

Voting exclusion statement

The Company will disregard any votes cast in favour of:

- Item 4 by or on behalf of Mr Carrick or any of his associates or nominees;
- Item 5 by or on behalf of Ms Magee or any of her associates or nominees;
- Item 6 by or on behalf of Mr Scott or any of his associates or nominees;
- Item 7 by or on behalf of Mr Lockyer or any of his associates or nominees; and
- Item 8 by or on behalf of Mr Cruse or any of his associates or nominees.

However, the Company need not disregard a vote if the vote is cast by a person as proxy for a person who is entitled to vote:

- in accordance with the directions on the Proxy Form; or
- as the Chair of the meeting in accordance with a direction on the Proxy Form to vote as the proxy decides.

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Annexure A – Terms and Conditions of Advisor Options

1 Vesting

There are no vesting conditions applicable to the options.

2 Right to subscribe

Each option gives the optionholder the right to subscribe for one fully paid ordinary share (**Share**) in the capital of RTG Mining Inc. (the **Company**).

3 Exercise Price

The exercise price for each option is A\$0.14 (**Exercise Price**).

4 Quotation

The options are unlisted and quotation of the options will not be sought, whether on the Australian Securities Exchange (**ASX**), the Toronto Stock Exchange (**TSX**) or otherwise.

5 Expiry

The options expire at 5:00pm (AEST) on the date that is 5 years after the date of issue of the options (**Expiry Time**).

6 Time of exercise

The optionholder may exercise some or all options at any time until the Expiry Time.

7 Manner of exercise

- (a) The optionholder may exercise options (in parcels of at least 500,000 options unless the optionholder's holding is less than 500,000 options in which case the optionholder may exercise its entire holding) by forwarding to the Company at its registered office:
 - (i) the certificate for those options;
 - (ii) an executed notice for the exercise of the options and specifying the number of options exercised; and
 - (iii) payment of the Exercise Price for each option exercised. The Company may at its absolute discretion permit the Exercise Price to be paid in another currency based on the prevailing exchange rate on the date of exercise.
- (b) Once given, the exercise notice may only be revoked at the request of the Company with the consent of the optionholder (such consent not to be unreasonably withheld). The optionholder must not withhold such consent where the Company has come into possession of Excluded Information (as defined in sections 708A(7) and (8) of the *Corporations Act 2001* (Cth)) and considers it is not in the Company's interests to disclose that Excluded Information under the Corporations Act at that time.
- (c) Unless the Board determines otherwise in its absolute discretion, the optionholder must not exercise options during the period that trading in the Company's securities is prohibited in accordance with the Scheduled Black-out Period in the Company's share trading policy (being one week prior and ending on the second business day following the date on which an announcement has been issued in respect of the Company's interim or annual financial statements). The Company must notify the optionholder when a Black-out Period is in effect.

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8 Allotment of Shares

- (a) The Company must issue to the optionholder the Shares to be issued on exercise of an option within ten **Business Days** (as such term is defined in the ASX Listing Rules, or, if the Company is not listed on the ASX but is listed on TSX, within ten trading days, as defined in the rules of the TSX) of the date on which the notice of exercise was delivered to the Company; and
- (b) subject to clause 8(c) below, if the Company is listed on ASX at the date of exercise, the Company must, if it is legally able to, provide a notice which complies with the requirements of sections 708A(5)(e) and 708A(6) of the Corporations Act (**Cleansing Notice**) to ASX on the date the Shares referred to in clause 8(a) are issued; or
- (c) if the Cleansing Notice for any reason is not effective or if the Company cannot satisfy the requirements in order to give a Cleansing Notice, to ensure that an offer for sale of those Shares does not require disclosure to investors, then at the Company's election:
 - (i) the Company must no later than sixty (60) days after the date of issue of those Shares 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 those Shares does not require disclosure to investors; or
 - (ii) the Company may request and the optionholder must provide an undertaking to the Company not to sell the relevant Shares in circumstances in which would otherwise require the holder or the Company to issue a disclosure document under the Corporations Act in relation to the sale offer for a period of 12 months after the date of issue.

9 Ranking of Shares

Shares issued on exercise of an option are from the date on which the notice of exercise took effect to rank equally with the then issued Shares except as regards dividends or other distributions payable by reference to a record date prior to the date on which the notice of exercise took effect.

10 Quotation of Shares

- (a) If admitted to the official list of the ASX at the time of exercise of the options, the Company shall apply for the quotation of Shares on ASX (in the form of Chess Depository Interests) issued pursuant to the exercise of an option within ten **Business Days** (as such term is defined in the ASX Listing Rules, or, if the Company is not listed on the ASX but is listed on TSX, within ten trading days, as defined in the rules of the TSX) of the date on which the notice of exercise was delivered to the Company.
- (b) If the Company is not listed on ASX at the time of exercise of the options, the Company shall where lawful apply for the quotation of Shares issued on exercise of the options.

11 Transfer

Unless the Board determines otherwise in its absolute discretion, the options may not be transferred by the optionholder.

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EXPLANATORY NOTES

12 Notice of Expiry Time

While the Company is listed on ASX, it must give the optionholder a notice at least 20 Business Days before the Expiry Time with the information required by the ASX Listing Rules.

13 Participation in new issues

- (a) The optionholder has no right or entitlement as the holder of an option, without exercising an option and being issued Shares on exercise of an option prior to the record date for the new issue, to participate in new issues of shares offered to the Company's shareholders.
- (b) The Company must, if listed on ASX, give the optionholder prior notice (in accordance with paragraphs 3 and 4 of Appendix 7A of the Listing Rules (as applicable)) of the new issue of Shares to enable the optionholder to exercise the options and participate in the new issue.

14 Bonus issues

If there is a bonus issue of Shares, the number of Shares over which an option is exercisable increases by the number of Shares which the optionholder would have received if the option had been exercised before the record date for the bonus issue and without any change to the Exercise Price.

15 Options to be reorganised on reorganisation of capital

The following rules shall apply on a reorganisation of capital, unless inconsistent with the ASX Listing Rules at a time when the Company is listed on ASX, in which case the ASX Listing Rules shall prevail:

- (a) in a consolidation of Shares, the number of options must be consolidated in the same ratio as Shares and the Exercise Price must be amended in inverse proportion to that ratio;
- (b) in a subdivision of Shares, the number of options must be sub-divided in the same ratio as Shares and the Exercise Price must be amended in inverse proportion to that ratio;
- (c) in a return of capital to shareholders, the number of options must remain the same, and the Exercise Price of each option must be reduced by the same amount as the amount returned in relation to each Share;
- (d) in a reduction of capital by cancellation of capital paid up on Shares that is lost or not represented by available assets where no Shares are cancelled, the number of options and the Exercise Price of each option must remain unaltered;
- (e) in a pro rata cancellation of Shares, the number of options must be reduced in the same ratio as the Shares and Exercise Price of each option must be amended in inverse proportion to that ratio; and
- (f) in any other case where the Shares are reorganised, the number of options or the Exercise Price, or both, must be reorganised so that the optionholder will not receive a benefit that holders of Shares do not receive.

16 Register of Options

- (a) The Company will maintain a principle register of optionholders which complies, so far as practicable, with the requirements of section 170 of the *Corporations Act 2001* (Cth) (as amended) (**Option Register**).

EXPLANATORY NOTES

- (b) The Option Register will be kept by or on behalf of the Company in Perth, Western Australia.
- (c) The holder of an option registered in the Option Register will be the absolute owner of the option represented by that registration.