

NOTICE OF EXTRAORDINARY GENERAL MEETING

A General Meeting of RTG Mining Inc. (**RTG** or the **Company**) will be held at The Park Business Centre, 45 Ventnor Avenue, West Perth, Western Australia 6005 at 10:30am (Perth, Western Australia time) Tuesday, 24 April 2018

Dear Shareholder

This notice of meeting and explanatory notes (**Notice**) sets out resolutions that seek shareholder approval for the issue of fully paid shares in the Company (**Shares**) under the proposed US\$34 million (A\$43.6 million) placement at A\$0.14 per Share (**Issue Price**) to sophisticated and professional investors as announced on the Australian Stock Exchange (**ASX**) and the Toronto Stock Exchange (**TSX**) on 27 February 2018 (**Proposed Placement**). The Issue Price represents a 12.5% discount to RTG's last traded price on ASX prior to the announcement of the Proposed Placement.

The issue of Shares under the Proposed Placement has been structured in two tranches. The issue of the first tranche on 9 March 2018 did not require shareholder approval as the Company had sufficient capacity under Chapter 7 of the ASX Listing Rules. However, RTG is seeking shareholder approval to ratify the issue of the first tranche of Shares under Chapter 7 of the ASX Listing Rules. RTG is of the view that this is a sensible way of maximising flexibility over its capital structure for the next year. This would ensure RTG has capacity to issue further securities without the need for shareholder approval where the Board considers it prudent and in the best interests of the Company to make such issues. 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.

The Company requires and seeks shareholder approval under the ASX Listing Rules to issue the second tranche of Shares. This is because the Company does not have sufficient capacity to issue the second tranche of Shares under Chapter 7 of the ASX Listing Rules. If Shareholders do not approve the issue of the second tranche of Shares, 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.

Placement commitments to raise the full US\$34 million contemplated by the Proposed Placement have been secured.

The Company also requires shareholder approval under Chapter 7 of the ASX Listing Rules for the issue of 12,715,201 unlisted advisor options (**Advisor Options**) to Trump Securities LLC (**US Placement Agent**), who is the Joint Lead Manager to the Proposed Placement along with Hartleys Limited (**Hartleys**). Approvals for the issue of the Advisor Options and the issue of second tranche Shares in respect of the Proposed Placement are inter-conditional.

The Advisor Options are equal to 5% of the gross proceeds raised by the US Placement Agent under the Proposed Placement. Each Advisor Option will be exercisable for one

Share for a period of five years with an exercise price of A\$0.14, equal to the Issue Price under the Proposed Placement.

Finally, the Company is seeking shareholder approval under Chapter 10 of the ASX Listing Rules to issue a portion of the second tranche of the Placement Shares to Mr Michael Carrick, RTG's Chairman, Ms Justine Magee, the Company's CEO, and also Non-Executive Directors, Mr Robert Scott, Mr Phillip Lockyer and Mr David Cruse (**Participating Directors**).

The Company will apply to ASX for quotation of the Placement Shares, and Shares issued on exercise of the Advisor Options, in the form of CHESS Depositary Interests (**CDIs**).

The Company proposes to use the net proceeds from the Proposed Placement to:

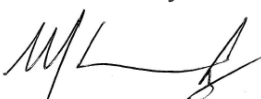
- Advance the interests of RTG in the proposal to secure a role as the development partner with the landowner consortium led by the Special Mining Lease Osikaiyang Landowners Association (**SMLOLA**), at the old Panguna Mine in Bougainville;
- Progress the arbitration process to confirm the 100% interest of Mt. Labo Exploration and Development Corporation (**Mt Labo**) in the Mabilo Project in the Philippines and consider additional drilling at the site;
- Pursue new potential business development opportunities; and
- Working capital and general corporate purposes.

The following pages contain details on the items of business (**Items**) to be conducted at the extraordinary general meeting (**Meeting**). Your directors believe that each of the Items are in the best interests of the Company and its shareholders.

Voting on the Items is important and I encourage all shareholders, holders of CDIs and persons who hold their interest in the Company beneficially through an intermediary to carefully follow the instructions set out in this Notice on how to exercise their voting rights.

This Notice also includes specific instructions on how and when to lodge proxy forms and voting instruction forms.

Yours faithfully



Mr Michael Carrick
Chairman

22 March 2018