

Consolidated Interim Financial Statements

For the three months ended March 31, 2017

RTG MINING INC. NOTICE OF NO AUDITOR REVIEW OF THE CONSOLIDATED INTERIM FINANCIAL STATEMENTS

The consolidated interim financial statements for RTG Mining Inc. ("RTG", "the Company" or "the Group") is a general purpose condensed financial report which has been prepared in accordance with the requirements of International Accounting Standard 34 ("IAS 34") as issued by the International Accounting Standard 34 ("IAS 34") as issued by the International Accounting Standards Board. The consolidated interim financial statements have also been prepared on a historical cost basis and are presented in United States Dollars (US\$). These financial statements are the responsibility of management and have not been reviewed by the auditors. The most significant accounting principles have been set out in the audited financial statements and Annual Information Form dated March 30, 2017 for the year ended December 31, 2016 and the related notes thereto. A precise determination of many assets and liabilities is dependent on future events. Therefore, estimates and approximations have been made using careful judgment. Recognising that the Company is responsible for both the integrity and objectivity of the financial statements, management is satisfied that these financial statements have been fairly presented.

For further information please contact:

Nicholas Day Chief Financial Officer and Company Secretary

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RTG MINING INC. CORPORATE DIRECTORY

Directors	Michael J Carrick Justine A Magee Robert N Scott Phillip C Lockyer David A T Cruse	Chairman President and Chief Executive Officer Non-Executive Lead Director Non-Executive Director Non-Executive Director
Company secretary	Nicholas Day	
Office	<u>Registered</u> Sea Meadow House Blackburne Highway PO Box 116 Road Town Tortola VG1110 British Virgin Islands	Principal Level 2338 Barker RoadSubiaco, Western Australia, 6008 AustraliaTelephone:+61 8 6489 2900 Facsimile:+61 8 6489 2920
Bankers	Westpac Banking Corporation 130 Rokeby Road Subiaco, Western Australia, 6008 Australia	
Auditors	BDO Audit (WA) Pty Ltd 38 Station Street Subiaco, Western Australia, 6008 Australia	
Share registry	Australian RegisterComputershare Investor Services Pty LimitedLevel 11172 St Georges TerracePerth, Western Australia, 6000AustraliaTelephone:+61 8 9323 2000Facsimile:+61 8 9323 2033	Canadian RegisterComputershare Investor Services Inc.11th Floor100 University AvenueToronto, Ontario, M5J2Y1CanadaTelephone:+1 416 263 9449Facsimile:+1 416 981 9800
Stock Exchange	<u>Australia</u> Australian Securities Exchange Limited Exchange Code: RTG – Chess Depositary Interests (CDI's)	<u>Canada</u> Toronto Stock Exchange Inc. Exchange Code: RTG – Fully paid shares
Lawyers	Corrs Chambers Westgarth Level 15 240 St Georges Terrace Perth, Western Australia, 6000 Australia K&L Gates Level 32 44 St Georges Terrace Perth, Western Australia, 6000 Australia	Blakes Cassels & Graydon Suite 2600, 3 Bentall Centre 59 Burrard Street Vancouver, BC, V7X 1L3 Canada
Website	www.rtgmining.com	

CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

	Note	March 31 2017 US\$	March 31 2016 US\$
Continuing operations			<u>_</u>
Other income	3	25,429	34,823
Exploration and evaluation expenditure	4	-	(116,978)
Business development expenses	4	(497,702)	(171,528)
Share of Associates loss	4	(573,726)	(329,196)
Foreign exchange gain / (loss)		181,904	(28,420)
Administrative expenses	4	(758,688)	(545,911)
Loss before income tax from continuing operations Income tax benefit		(1,622,783)	(1,157,210)
Loss for the period from continuing operations		(1,622,783)	(1,157,210)
Other comprehensive income / (loss) Items that may be reclassified to profit or loss in subsequen Exchange differences on translation of foreign operations Net gain on available-for-sale financial assets Total comprehensive loss for the period	t periods	143,350 392,243 (1,087,190)	(92,356)
Loss attributable to:			
Equity holders of the Company		(1,622,783)	(1,157,210)
Total comprehensive loss attributable to:			
Equity holders of the Company	_	(1,087,190)	(1,249,566)
Loss per share from continuing operations			
Basic loss per share (cents)		(0.97)	(0.86)
Diluted loss per share (cents)		(0.97)	(0.86)
Loss per share attributable to ordinary shareholders			
Basic loss per share (cents)		(0.65)	(0.93)
Diluted loss per share (cents)		(0.65)	(0.93)

UNAUDITED - PREPARED BY MANAGEMENT

The above consolidated statement of profit or loss and other comprehensive income should be read in conjunction with the accompanying notes.

CONSOLIDATED STATEMENT OF FINANCIAL POSITION

UNAUDITED - PREPARED BY MANAGEMENT	

	Note	March 31 2017 US\$	December 31 2016 US\$
Current assets	_		
Cash and cash equivalents	5	8,812,483	11,207,422
Receivables		328,253	1,061,555
Prepayments		23,206	41,515
Total current assets	-	9,163,942	12,310,492
Non-current assets			
Receivables		2,000,000	2,000,000
Property, plant and equipment		181,799	187,311
Available-for-sale financial assets		2,700,997	1,508,755
Investment in Associates	6	11,929,139	10,988,032
Total non-current assets	_	16,811,935	14,684,098
Total assets	-	25,975,877	26,994,590
Current liabilities			
Trade and other payables		343,564	295,142
Provisions		184,640	164,585
Total current liabilities	-	528,204	459,727
Total liabilities	-	528,204	459,727
Net assets	-	25,447,673	26,534,863
Shareholder's equity			
Issued capital	7	138,376,685	138,376,685
Reserves	7	8,608,294	8,072,701
Accumulated losses		(121,537,306)	(119,914,523)
Total shareholder's equity	_	25,447,673	26,534,863

The above consolidated statement of financial position should be read in conjunction with the accompanying notes.

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

	UNAUDITED	- PREPARED E	BY MANAGEM	ENT			
Three months to March 31, 2017	lssued capital	Acquisition reserve	Asset revaluation reserve	Share based payment reserve	Foreign currency translation reserve	Accumulated losses	Total
	US\$	US\$	US\$	US\$	US\$	US\$	US\$
Balance at January 1, 2017	138,376,685	-	8,755	7,601,285	462,661	(119,914,523)	26,534,863
Loss for the period	-	-	-	-	-	(1,622,783)	(1,622,783)
Currency translation differences	-	-	-	-	143,350	-	143,350
Net gain on available-for-sale financial assets	-	-	392,243	-	-	-	392,243
Total comprehensive income / (loss) for the period	-	-	392,243	-	143,350	(1,622,783)	(1,087,190)
Shares issued during the period	-	-	-	-	-	-	-
Share issue expenses	-	-	-	-	-	-	-
Balance at March 31, 2017	138,376,685	-	400,998	7,601,285	606,011	(121,537,306)	25,447,673
Three months to March 31, 2016	lssued capital	Acquisition reserve	Asset revaluation reserve	Share based payment reserve	Foreign currency translation reserve	Accumulated losses	Total
	US\$	US\$	US\$	US\$	US\$	US\$	US\$
Balance at January 1, 2016	124,708,862	(4,300,157)	-	7,601,285	144,443	(35,091,165)	93,063,268
Loss for the period	-	-	-	-	-	(1,157,210)	(1,157,210)
Currency translation differences	-	-	-	-	(92,356)	-	(92,356)
Total comprehensive loss for the period	-	-	-	-	(92,356)	(1,157,210)	(1,249,566)
Shares issued during the period	-	-	-	-	-	-	-
Share issue expenses	-	-	-	-	-	-	-
Balance at March 31, 2016	124,708,862	(4,300,157)	-	7,601,285	52,087	(36,248,375)	91,813,702

The above consolidated statement of changes in equity should be read in conjunction with the accompanying notes.

CONSOLIDATED STATEMENT OF CASH FLOWS

UNAUDITED - PREPARED BY MANAGEMENT

Ν	lote	March 31 2017 US\$	March 31 2016 US\$
Operating activities			
Payments to suppliers and employees		(1,175,153)	(860,708)
Interest received		32,077	1,632
Other receipts		-	33,191
Net cash flows used in operating activities		(1,143,076)	(825,885)
Investing activities			
Payments for property, plant and equipment		(538)	-
Loans to associated entities		(1,435,057)	(626,628)
Investment in non-related entities		(50,000)	-
(Increase) / decrease to bank guarantees		-	136,614
Net cash flows used in investing activities		(1,485,595)	(490,014)
Financing activities			
Proceeds from shares issued		-	-
Share issue expenses		-	-
Net cash flows from financing activities		-	-
Net increase in cash and cash equivalents		(2,628,671)	(1,315,899)
Cash and cash equivalents at the beginning of the period		11,207,422	4,561,717
Net foreign exchange difference		233,732	25,303
Cash and cash equivalents at end of the period	5	8,812,483	3,271,121

The above consolidated statement of cash flows should be read in conjunction with the accompanying notes.

UNAUDITED - PREPARED BY MANAGEMENT

1. CORPORATE INFORMATION

The consolidated interim financial statements of RTG Mining Inc. is presented as at March 31, 2017 and for the period January 1, 2017 to March 31, 2017.

RTG was incorporated on December 27, 2012, and is domiciled in the British Virgin Islands. The Company's registered address is Sea Meadow House, Blackburne Highway (PO Box 116) Road Town, Tortola, British Virgin Islands. Its shares are publicly traded on both the Australian Stock Exchange ("ASX") and the Toronto Stock Exchange ("TSX").

Highlights for the three months to March 31, 2017 included:

- Mt. Labo Exploration and Development Corporation ("Mt. Labo") continues to work to resolve the dispute with its joint venture partner, with the joint venture now terminated due to Galeo Equipment Corporation ("Galeo") not remedying the notified breaches of the Joint Venture Agreement. Galeo are disputing this position.
- The termination followed the rescission of the previous settlement agreement with Galeo due to nonperformance by the joint venture partner of Mt. Labo.
- The termination now means Mt. Labo has a right to acquire Galeo's previous 36% joint venture interest for nominal consideration as the joint venture agreement allows the innocent party to acquire the other interest at book value less 10%. That would take Mt. Labo's interest in the Mabilo Project to 100%.
- A number of new business development opportunities diversifying the Philippine interests are well advanced and continue to progress well.
- RTG announced the results of the diamond drilling program at the Bunawan Project in the Philippines which intercepted high grade mineralization intervals, including 9.0m @ 2.02/t Au.
- The Company expects to receive an estimated A\$82,000 during the next quarter as part of its Research and Development tax claim from the Australian Government.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of preparation

The consolidated interim financial statements is a general purpose condensed financial report which has been prepared in accordance with the requirements of International Accounting Standard 34 ("IAS 34") as issued by the International Accounting Standards Board. The consolidated interim financial statements have also been prepared on a historical cost basis and are presented in United States Dollars (US\$).

Significant accounting policies

These consolidated interim financial statements do not include full disclosures of the type normally included in an annual financial report. Therefore, it cannot be expected to provide as full an understanding of the financial performance, financial position and cash flows of the Company as in the annual audited financial statements. It is recommended that these consolidated interim financial statements be read in conjunction with the annual financial report for the year ended December 31, 2016, and any public announcements made by the Company during the period.

3. OTHER INCOME

Interest income Research and development tax credit received	March 31 2017 US\$ 25,429	March 31 2016 US\$ 1,632
	2017 US\$ 25,429 -	2016 US\$
	US\$ 25,429 -	US\$
		1,632
		1,632
Research and development tax credit received	-	
		33,191
	25,429	34,823
4. EXPENSES		
4. EXPENSES		
Exploration and evaluation expenditure		
Consultants fees	-	32
Employee fees	-	38,667
Travel expenses	-	78,279
	-	116,978
Business development expenses		
Conferences	17,508	15,804
Employee and director fees	104,722	94,059
Project analysis	27,701	14,178
Travel expenses	192,271	14,692
Other expenses	155,500	32,795
	497,702	171,528
Administrative expenses		
Accounting, tax services and audit fees	26,232	74,747
Computer support fees	4,074	6,964
Consultants fees	69,015	63,566
Depreciation expenses	6,050	7,312
Employee and director fees	380,638	259,839
Insurance expenses	13,676	11,943
Legal expenses	74,700	13,955
Listing and shareholder reporting costs	45,742	48,573
Occupancy expenses	24,537	43,538
Travel expenses	86,323	-
Other expenses	27,700	15,474
	758,688	545,911
Share of Associates loss		
Share of net losses of Associates	573,726	329,196
_	573,726	329,196

5. CASH AND CASH EQUIVALENTS

	March 31 2017	December 31 2016
	US\$	US\$
Cash at banks and on hand	6,036,280	2,801,440
Short-term deposits	2,776,203	8,405,982
	8,812,483	11,207,422

Cash at bank earns interest at floating rates based on daily bank deposit rates. Short-term deposits are made for varying periods of between one day and three months, depending on the immediate cash requirements of the Company, earning interest at the respective short-term deposit rates.

6. INVESTMENT IN ASSOCIATES

The Group has a direct 40% interest in each of Mt Labo Exploration and Development Corporation, St Ignatius Exploration and Mineral Resources Corporation, Bunawan Mining Corporation and Oz Metals Exploration and Development Corporation. All of these companies are incorporated in the Philippines. The Group's interest in the Associates is accounted for using the equity method. The following table illustrates summarised financial information relating to the Group's Associates:

	March 31 2017	December 31 2016
	US\$	US\$
Investment in Associates		
Opening balance	10,988,032	80,650,232
Impairment	-	(69,607,950)
Share of Associates net loss	(573,726)	(386,275)
Share of foreign currency translation reserve	79,776	332,025
	10,494,082	10,988,032
Loans to Associates		
Loans to Associates	1,435,057	11,139,340
Impairment	-	(11,139,340)
	1,435,057	-
Closing balance	11,929,139	10,988,032

7. ISSUED CAPITAL AND RESERVES

Issued and paid up share capital

	March 31 2017	December 31 2016	March 31 2017	December 31 2016
	Number	Number	US\$	US\$
Issued and paid up capital	167,585,577	167,585,577	138,376,685	138,376,685

Fully paid shares carry one vote per share and the right to dividends. The Company is authorised to issue an unlimited number of shares of no par value of a single class.

7. ISSUED CAPITAL AND RESERVES - continued

Movements in contributed equity during the period were as follows:

Opening balance at January 1, 2017 167,585,577 138,376,685 Shares issue costs - - Total shares on issue at March 31, 2017 167,585,577 138,376,685 Opening balance at January 1, 2016 134,252,237 124,708,862 Shares issue costs - - Total shares on issue at December 31, 2016 134,252,237 124,708,862 Shares issue costs - (1,287,566) Total shares on issue at December 31, 2016 167,585,577 138,376,685 Reserves March 31 December 31 Asset revaluation reserve 400,998 8,755 Share based payment reserve 7,601,285 7,601,285 Foreign currency translation reserve 606,011 462,661 B,608,294 8,072,701 8,784,687 Exercise - - Total warrants on issue at March 31, 2017 8,784,687 Opening balance at January 1, 2016 8,784,687 Opening balance at January 1, 2016 8,784,687 Opening balance at January 1, 2016 8,784,687 Opening balance at January 1, 2016<		Number	US\$
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Shares issues33,333,34014,955,389Shares issue costs- (1,287,566)Total shares on issue at December 31, 2016167,585,577ReservesMarch 31 2017December 31 2016Asset revaluation reserve400,998Share based payment reserve400,998Foreign currency translation reserve606,011 462,661Movements in warrants during the period were as follows:NumberOpening balance at January 1, 20178,784,687Exercise-Total warrants on issue at March 31, 20178,784,687Opening balance at January 1, 20168,784,687Exercise-Opening balance at January 1, 20168,784,687Exercise-Opening balance at January 1, 20168,784,687ExerciseOpening balance at January 1, 20168,784,687Exercise </td <td>Opening balance at January 1, 2016</td> <td>134,252,237</td> <td>124,708,862</td>	Opening balance at January 1, 2016	134,252,237	124,708,862
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Exercise-Total warrants on issue at March 31, 20178,784,687Opening balance at January 1, 20168,784,687Exercise-	J. T.	-	Number
Total warrants on issue at March 31, 20178,784,687Opening balance at January 1, 20168,784,687Exercise			8,784,687
Exercise		-	8,784,687
Total warrants on issue at December 31, 2016 8,784,687			8,784,687
	Total warrants on issue at December 31, 2016	-	8,784,687

The warrants issued in 2014 (under the Scheme of Arrangement with Sierra Mining Limited) were valued using the Black and Scholes method with the following assumptions:

Number of warrants	8,784,854
Grant date share price	C\$1.10
Exercise price	C\$1.50
Expected volatility	90%
Option life	3 years
Dividend yield	0.00%
Interest rate	1.2%
Expiry date	June 4, 2017

8. DIVIDENDS

No dividends have been paid or provided for during the period.

10. FINANCIAL RISK MANAGEMENT

Fair value

The carrying amount of financial assets and financial liabilities recorded in the financial statements approximates their respective net fair values, determined in accordance with the Company's accounting policies. All financial instruments for which fair value is recognised or disclosed are categorised within the fair value hierarchy, based on the lowest level input that is significant to the fair value measurement as a whole, is described as follows:

- Level 1 Quoted (unadjusted) market prices in active markets for identical assets or liabilities
- Level 2 Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable
- Level 3 Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable

Recognised fair value measurements

The following table presents the Group's assets measured at fair value at March 31, 2017 and December 31, 2016:

At March 31, 2017	Level 1 US\$	Level 2 US\$	Level 3 US\$	Total US\$
Available-for-sale financial asset	2,700,998	-	-	2,700,998
Total	2,700,998	-	-	2,700,998
At December 31, 2016	Level 1	Level 2	Level 3	Total
	US\$	US\$	US\$	US\$
Available-for-sale financial asset	1,508,755	-	-	1,508,755
Total	1,508,755	-	-	1,508,755

Fair value of other financial instruments not measured at fair value

The carrying amounts of trade receivables and payables are assumed to approximate their fair values due to their short term nature.

11. SEGMENT REPORTING NOTE

The Company's operations are segmented on a regional basis and are reported in a manner consistent with the internal reporting provided to the chief operating decision-maker. The chief operating decision-maker who is responsible for allocating resources and assessing performance of the operating segments has been defined as the Chief Executive Officer.

The Company operates in a single segment, being mineral exploration and development with its exploration and evaluation assets held in the Philippines.

Three months to March 31, 2017

Operating segment	Philippines	Australia	Other	Consolidated total
	2017	2017	2017	2017
	US\$	US\$	US\$	US\$
Segment assets				
Corporate assets	11,929,139	14,038,833	7,905	25,975,877
Total assets			-	25,975,877
Segment liabilities				
Corporate liabilities	-	(528,204)	-	(528,204)

Three months to December 31, 2016

Operating segment	Philippines	Australia	Other	Consolidated total
	2016	2016	2016	2016
	US\$	US\$	US\$	US\$
Segment assets				
Corporate assets	10,988,032	16,001,175	5,383	26,994,590
Total assets			-	26,994,590
Segment liabilities				
Corporate liabilities	-	(459,727)		(459,727)

12. COMMITMENT AND CONTINGENCIES

March 31, 2017	Payments due by period			
Contractual obligations	Total	Within one year	One year and not later than five years	More than 5 years
Lease obligations ¹	347,631	150,978	196,653	-
Total contractual obligations	347,631	150,978	196,653	-

¹ Corporate office lease payments due.

December 31, 2016	Payments due by period			
Contractual obligations	Total	Within one year	One year and not later than five years	More than 5 years
Lease obligations ¹	361,833	140,780	221,053	-
Total contractual obligations	361,833	140,780	221,053	-

¹ Corporate office lease payments due.

Contingent Liabilities

At March 31, 2017 the Company had no contingent liabilities (December 31, 2016: nil).

13. RELATED PARTY DISCLOSURE

Controlling entity

The ultimate controlling entity in the wholly owned group is RTG Mining Inc.

Other transactions with related parties

Transactions with related parties consist of companies with Directors and officers in common and companies owned in whole or in part by executive officers and Directors as follows for the three months ended March 31, 2017 and 2016:

NameNature of transactionsCoverley Management Services Pty LtdConsulting as Director

The company paid the following fees in the normal course of operation in connection with companies owned by Directors:

	March 31 2017 US\$	March 31 2016 US\$
Director fees	12,519 12,519	12,597 12,597

13. RELATED PARTY DISCLOSURE - continued

During the period ended March 31, 2017 the Group entered into transactions with related parties:

- Loans of \$43,086 were advanced on short term inter-company accounts, and
- Loans of \$1,435,057 were advanced on to Associates of the Company.

These transactions were undertaken on the following terms and conditions:

- Loans are repayable at call, and
- No interest is payable on the loans at present.

14. EVENTS AFTER REPORTING PERIOD

No significant events have occurred subsequent to the reporting period that would have a material impact on the consolidated interim financial statements.