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**DISPATCH OF NOTICE OF ANNUAL AND SPECIAL MEETING OF SHAREHOLDERS  
OF RTG MINING INC.**

**29 April 2015**

RTG Mining Inc. (TSX: RTG, ASX: RTG) ("RTG" or the "Company") is pleased to announce the dispatch of its Notice of Annual and Special Meeting of Shareholders ("Notice").

RTG confirms the key dates for its Annual and Special Meeting of Shareholders ("Meeting") are as set out below:

16 April 2015	Record date for determining entitlement of Registered Shareholders and CDI Holders to receive the Notice.
23 April 2015, 5 pm (Perth time)	Record date for determining entitlement to vote at the Meeting for Shareholders registered on the Company's Canadian register and CDI Holders.
29 April 2015	Notice dispatched to Registered Shareholders and CDI Holders.
18 May 2015, 11:30 am (Perth time)	Deadline for receipt of CDI Voting Instruction Form for CDI Holders.
19 May 2015, 11:30 am (Perth time)	Deadline for receipt of Proxy Form for Registered Shareholders.
21 May 2015, 11:30 am (Perth time)	Annual and Special Meeting of Shareholders of RTG.

Please note that a discrepancy in the deadline for receipt of CDI Voting Instruction Forms set out in the Notice released on the ASX on 23 April 2015 has been corrected. A copy of the amended Notice, which has been sent to Registered Shareholders and CDI Holders is annexed to this announcement.

**ABOUT RTG MINING INC.**

RTG Mining Inc. is a mining and exploration company listed on the main board of the Toronto Stock Exchange and Australian Securities Exchange Limited. RTG is focused on developing the high grade copper/gold/magnetite Mabilo Project and advancing exploration on the highly prospective Bunawan Project, both in the Philippines, while also identifying major new projects which will allow the Company to move quickly and safely to production.

RTG has an experienced management team (previously responsible for the development of the Masbate Gold Mine in the Philippines through CGA Mining Limited), and has B2Gold Corp. as one of its major shareholders in the Company. B2Gold Corp. is a member of both the S&P/TSX Global Gold and Global Mining Indices.

## **ENQUIRIES**

### *Australian Contact*

President & CEO – Justine Magee

Tel: +61 8 6489 2900  
Fax: +61 8 6489 2920  
Email: [jmagee@rtgmining.com](mailto:jmagee@rtgmining.com)



**NOTICE OF ANNUAL AND SPECIAL MEETING OF SHAREHOLDERS OF**

**RTG MINING INC.**

**TO BE HELD ON MAY 21, 2015 AT 11:30AM**

**AT THE ADDRESS OF**

**THE PARK BUSINESS CENTRE**

**45 VENTNOR AVE WEST PERTH WA 6005**

**AND**

**MANAGEMENT INFORMATION CIRCULAR**



## NOTICE OF ANNUAL AND SPECIAL MEETING OF SHAREHOLDERS

**NOTICE IS HEREBY GIVEN THAT** an annual and special meeting (the “**Meeting**”) of the shareholders of RTG Mining Inc. (“**RTG**” or the “**Company**”) will be held at The Park Business Centre, 45 Ventnor Ave West Perth WA 6005 , at 11:30 a.m. (Perth time) on May 21, 2015, for the following purposes:

1. to receive the consolidated audited annual financial statements of the Company for the financial year ended December 31, 2014, together with the reports of auditor thereon;
2. to appoint BDO Audit (WA) Pty Ltd as auditors of the Company for the ensuing year and to authorize the directors to fix the auditor’s remuneration;
3. to fix the number of directors and to elect directors of the Company for the ensuing year;
4. to ratify and approve the loan funded share plan (the “**RTG Plan**”), pursuant to which certain employees of the Company will be invited to subscribe for fully paid shares in the Company (“**Shares**”) using financial assistance provided by the Company;
5. to issue 1,000,000 Shares to the eligible directors under the RTG Plan;
6. to approve the increase in the maximum aggregate amount available for the remuneration of non-executive directors;
7. to grant the Company an additional equity raising capacity equivalent to 10% of the Company’s securities;
8. to amend the Company’s Articles of Association as set out in the accompanying management information circular (the “**Circular**”); and
9. to transact such further or other business, including without limitation such amendments or variations to any of the foregoing resolutions, as may properly come before the Meeting and any adjournments thereof.

The Circular provides additional information relating to the matters to be dealt with at the Meeting and is deemed to form part of this notice of meeting (“**Notice**”). Also accompanying this Notice is a form of proxy for use at the Meeting.

Further details of notice and voting entitlements and proxy information are included in the Circular.

Only registered shareholders of record at the close of business on April 23, 2015 will be entitled to vote at the Meeting or any adjournment thereof (“**Registered Shareholders**”). Registered Shareholders unable to attend the Meeting are requested to date, sign and return the accompanying form of proxy and letter of transmittal in accordance with the instructions set out therein. To be effective proxies must be received by 11:30 a.m. (Perth time) on May 19, 2015.

The record date for notice of the Meeting or any adjournment thereof has been set as April 16, 2015, and the record date for the purposes of determining beneficial ownership of the Shares pursuant to Canadian securities laws and for determining shareholders of record who will be entitled to vote at the Meeting has been set as April 23, 2015. Shareholders on the Australian register only will be reconfirmed two days prior to the date of the Meeting for the

purposes of confirming voting entitlement with respect to Australian Shareholders. If you are a non-registered shareholder of the Company and received these materials through your broker or through another intermediary, please complete and return the materials in accordance with the instructions provided to you by your broker or other intermediary. Failure to do so may result in your Shares not being eligible to be voted by proxy at the Meeting.

DATED at Perth, Australia, as of this 23rd day of April, 2015.

**By Order of the Board**

(signed) "*Justine Magee*"

Justine Magee  
Chief Executive Officer

**CIRCULAR**

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## GENERAL VOTING AND PROXY INFORMATION

### NOTICE AND VOTING ENTITLEMENTS

#### 1. REGISTERED SHAREHOLDERS (INVESTORS TRADING ON TSX)

This section applies to registered holders (“**Registered Shareholders**”) of fully paid shares (“**Shares**”) in the capital of RTG Mining Inc. (“**RTG**” or the “**Company**”) which are traded on the Toronto Stock Exchange (**TSX**).

##### *Notice Record Date*

Registered Shareholders recorded on the Company’s register of members at 5 p.m. (Perth time) on April 16, 2015 (“**Notice Record Date**”) will be entitled to receive the notice of meeting (the “**Notice**”), the accompanying management information circular (the “**Circular**”) and form of proxy (“**Proxy Form**”, and together with the Notice and the Circular, the “**Meeting Materials**”) for use at the Meeting.

Persons who become Registered Shareholders between the Notice Record Date and the Voting Entitlement Date, and wish to vote at the Meeting by proxy should contact Computershare Investor Services Inc. (“**Computershare Canada**”) and request a copy of the Meeting Materials.

##### *Voting Entitlement Date*

Registered Shareholders recorded on the Company’s register of members at 5 p.m. (Perth time) on April 23, 2015 (“**Voting Entitlement Date**”) will be entitled to vote at the annual and special meeting (the “**Meeting**”) of the Shareholders of the Company or any adjournment thereof.

##### *Voting Procedure*

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.

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

This section applies to holders of a beneficial interest in Shares. Most shareholders of the Company are “beneficial” shareholders because the Shares they own are not registered in their names but are instead registered in the name of the brokerage firm, bank or trust company through which they purchased the Shares. These holders are considered to be non-registered shareholders (“**Non-Registered Shareholders**”).

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

- an intermediary (an “**Intermediary**”) that the Non-Registered Shareholder deals with in respect of the Shares (Intermediaries include, among others, banks, trust companies, securities dealers or brokers and trustees or administrators of 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 (“**CDS**”) in Canada, the Depository Trust Company (“**DTC**”) in the United States and CHESSE Depository Nominees Pty Ltd in Australia (“**CDN**”) of which the Intermediary is a participant.

In accordance with the requirements of National Instrument 54-101 – *Communications with Beneficial Owners of Securities of a Reporting Issuer* (“**NI 54-101**”) of the Canadian Securities Administrators, the Company has distributed copies of the Meeting Materials to Intermediaries for distribution to Non-Registered Shareholders.

#### *CDIs*

CHESSE Depository Interests (“**CDIs**”) represent 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 “Proxy and 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 the Meeting Materials.

Persons who become a Non-Registered Shareholder 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 the Meeting Materials and applicable voting forms.

#### *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 at the Meeting through CDN. Shareholders on the Australian register will be reconfirmed two days prior to the date of the Meeting for the purposes of confirming voting entitlement with respect to Australian Shareholders.

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.

#### *Voting Procedure*

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.

## **PROXY AND VOTING FORMS**

### **1. REGISTERED SHAREHOLDERS (INVESTORS TRADING ON TSX)**

#### *Solicitation of Proxies*

The Circular is furnished in connection with the solicitation of proxies by the management of the Company for use at the Annual General Meeting (the “**Meeting**”) of the shareholders of the Company (the “**Shareholders**”) to be held at **The Park Business Centre, 45 Ventnor Ave West Perth WA 6005**, at 11:30 a.m. (Perth Time) on May 21, 2015, for the purposes set forth in the Notice of Meeting accompanying the Circular. It is expected that the solicitation will be primarily by mail. Proxies may also be solicited by personal interviews, personal delivery,



telephone or any form of electronic communication or by directors, officers and employees of the Company. Costs of the solicitation of proxies for the Meeting will be borne by the Company.

#### *Appointment of Proxies*

Registered Shareholders unable to attend the Meeting are requested to date, sign and return the Proxy Form in accordance with the instructions set out therein. **To be effective, completed Proxy Forms must be received by 11:30 a.m. (Perth time) on May 19, 2015.**

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

The individuals named in the accompanying Proxy Form are directors or officers of the Company. **A SHAREHOLDER WISHING TO APPOINT SOME OTHER PERSON OR COMPANY (WHO NEED NOT BE A SHAREHOLDER) TO ATTEND AND ACT FOR THE SHAREHOLDER AND ON THE SHAREHOLDER'S BEHALF AT THE MEETING HAS THE RIGHT TO DO SO, EITHER BY INSERTING SUCH PERSON'S OR COMPANY'S NAME IN THE BLANK SPACE PROVIDED IN THE PROXY AND STRIKING OUT THE TWO PRINTED NAMES, OR BY COMPLETING ANOTHER PROXY.**

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 contact Computershare Canada and request an additional Proxy Form.

Proxies who are entitled to attend the Meeting should arrive at the venue 15 minutes prior to the time designated for the Meeting.

#### *Revocation of Proxies*

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 authorized in writing or, if the Shareholder is a corporation, by a duly authorized officer or attorney of the corporation, and delivered to Computershare Canada not less than 48 hours (excluding Saturdays, Sundays and public holidays) before the Meeting or any adjournment of it, or to the Chair on the day of the Meeting or any adjournment of it.

**Only Registered 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. A revocation of a proxy does not affect any matter on which a vote has been taken prior to the revocation.**

## **2. CDI HOLDERS**

#### *CDI Holders' Voting Instructions*

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.

Enclosed with this Circular is a CDI voting instruction form for CDI Holders (**CDI Voting Instruction Form**). 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 ("**Computershare Australia**") in accordance with the instructions set out on the CDI Voting Instruction Form.

**To be effective, completed CDI Voting Instruction Forms must be received by 11:30 a.m. (Perth, time) on May 18, 2015.**

*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.

*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 Australia.

**3. 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.

Intermediaries are required to forward the Meeting Materials to Non-Registered Shareholders unless a Non-Registered Shareholder has waived the right to receive them. Often Intermediaries will use service companies to forward the Meeting Materials to Non-Registered Shareholders. Generally, Non-Registered Shareholders who have not waived the right to receive Meeting Materials will either:

- (a) be given a Proxy which has already been signed by the Intermediary (typically by a facsimile, stamped signature), which is restricted as to the number of Shares beneficially owned by the Non-Registered Shareholder but which is otherwise not completed. Because the Intermediary has already signed the Proxy, the Proxy is not required to be signed by the Non-Registered Shareholder. In this case, the Non-Registered Shareholder who wishes to submit a Proxy should otherwise properly complete the Proxy and deliver it to Computershare Canada as provided above; or
- (b) more typically, be given a voting instruction form (“**Intermediary Voting Instruction Form**”) which is not signed by the Intermediary, and which, when properly completed and signed by the Non-Registered Shareholder and returned to the Intermediary or its service company, will constitute voting instructions (often called a “**proxy authorization form**”) which the Intermediary must follow. Typically, the proxy authorization form will consist of a one page preprinted form. Sometimes, instead of the one page preprinted form, the proxy authorization form will consist of a regular printed Proxy accompanied by a page of instructions, which contains a removable label containing a bar code and other information. In order for the Proxy to validly constitute a proxy authorization form, the Non-Registered Shareholder must remove the label from the instructions and affix it to the Proxy, properly complete and sign the Proxy and return it to the Intermediary or its service company in accordance with the instructions of the Intermediary or its service company.

In either case, the purpose of this procedure is to permit Non-Registered Shareholders to direct the voting of the Shares that they beneficially own. Should a Non-Registered Shareholder who receives one of the above forms wish to vote at the Meeting in person, the Non-Registered Shareholder should strike out the names of the management proxyholders and insert the Non-Registered Shareholder’s name in the blank space provided. **In either case, Non-Registered Shareholders should carefully follow the instructions of their Intermediary, including those regarding when and where the Proxy Form or proxy authorization form is to be delivered.**

**To be effective, completed Intermediary Voting Instruction Forms must be received by the Intermediary in accordance with the deadline set by the Intermediary but, in any event, must not be later than 11:30 a.m. (Perth, time) on May 19, 2015.**

There are two kinds of Non-Registered Shareholders:

- those who object to their name being made known to the issuers of securities which they own, known as objecting beneficial owners (“**OBOs**”); and
- 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 NI 54-101, the Company has elected to send the Meeting Materials and relevant voting forms indirectly to the NOBOs.

The Company intends to pay for Intermediaries to forward the Meeting Materials and relevant voting forms to OBOs.

#### *Appointing Non-Registered Shareholders as proxy for Intermediaries*

The Intermediary Voting Instruction Form also allows Non-Registered Shareholders to request their Intermediary to 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.

#### *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 Canada or Computershare Australia (as applicable).

### **PROXY AND VOTING FORMS LOGISTICS**

#### **4. Exercise of Discretion**

The persons named in the Proxy Form will vote or withhold from voting, in accordance with the instructions from the Shareholder on any ballot that may be called for. If a choice is specified with respect to any matter to be acted upon, the Shares will be voted accordingly.

**Where no choice has been specified, or if both choices have been specified, such Shares will be voted in favour of the matters identified in the Notice.**

The enclosed Proxy Form, when properly completed and delivered and not revoked, confers discretionary authority upon the persons appointed proxyholders thereunder to vote with respect to any amendments or variations of matters identified in the Notice and with respect to other matters which may properly come before the Meeting. At the time of the printing of the Meeting Materials, management of the Company knows of no such amendment, variation or other matter which may be presented to the Meeting.

#### **5. Power of attorney and corporate representatives**

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

#### **6. Lodging Proxy Forms and CDI Voting Instructions Forms**

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

**Mail:**

*For Australian investors:*

Computershare Investor Services Pty Limited  
GPO Box 242  
Melbourne, Victoria 3001, Australia

*For Canadian investors:*

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:*

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

**Electronically:**

*For Australian investors:*

- by visiting [www.investorvote.com.au](http://www.investorvote.com.au); or
- for Intermediary online subscribers (custodians), by visiting [www.intermediaryonline.com](http://www.intermediaryonline.com).

*For Canadian investors:*

- by visiting [www.investorvote.com](http://www.investorvote.com); or
- for Intermediaries (Broadbridge), by visiting [www.proxyvote.com](http://www.proxyvote.com).

Further details on how voting methods and how 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.

**7. 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.

**INTEREST OF CERTAIN PERSONS IN MATTERS TO BE ACTED UPON**

Other than as set forth in this Circular, none of the Company's directors or executive officers, nor any person who has held such a position since the beginning of the last completed financial year, nor any of their respective associates or affiliates, has any substantial or material interest, direct or indirect, by way of beneficial ownership of securities or otherwise, in any matter to be acted upon at the Meeting.

*Voting Restrictions*

The voting exclusions under the ASX Listing Rules for each item of business are set out in the Circular.

**VOTING SECURITIES AND PRINCIPAL HOLDERS OF VOTING SECURITIES**

As at the Notice Record Date, the Company had 134,252,237 Shares issued and outstanding, each carrying the right to one vote.

To the best of the knowledge of the directors and executive officers of the Company, there are no persons who, or corporations which, beneficially own, directly or indirectly, or exercise control or direction over, Shares carrying more than 10% of the voting rights attached to all outstanding Shares of the Company, other than the following:

<b>Name</b>	<b>Number of Shares</b>	<b>Percentage of Outstanding Shares</b>
B2 Gold Corp.	13,551,574	10.1%
Richard Hains	13,683,359	10.19%

## **ENQUIRIES**

If you have any questions, please contact:

*For Australian investors*

Computershare Investor Services Pty Ltd

- 1300 850 505 (within Australia); or
- +61 3 9415 4000 (outside Australia).

*For Canadian investors:*

Computershare Investor Services Inc.

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

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](http://www.sedar.com).

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](http://www.sedar.com). Shareholders may request additional copies by contacting the Company by:

- mail to: Company Secretary, RTG Mining Inc., Level 2, 338 Barker Road, Subiaco, Western Australia; or
- telephone to: +61 (0)8-6489-2900.

## PARTICULARS OF MATTERS TO BE ACTED UPON

### 1. FINANCIAL STATEMENTS

The financial statements of the Company as at and for the year ended December 31, 2014 and the Auditor's Report thereon accompanying the Meeting Materials will be placed before the Shareholders at the Meeting for their consideration.

The Company's auditor, BDO Audit (WA) Pty Ltd., will be present at the meeting and Shareholders will have an opportunity to ask the auditor questions in relation to the conduct of the audit, the Auditor's Report, the Company's accounting policies, and the independence of the auditor. The auditor will also respond to any written questions provided these are submitted to the Company no later than five business days prior to the Meeting.

There is no requirement for Shareholders to approve the Company's financial statements and Auditor's Report.

### 2. APPOINTMENT OF AUDITORS

The management of the Company recommends the appointment of BDO Audit (WA) Pty Ltd., Chartered Accountants, as auditor of the Company for the ensuing year, and to authorize the directors to fix their remuneration. BDO Audit (WA) Pty Ltd. has been the auditor of the Company since its incorporation on December 27, 2012.

#### *Resolution*

At the Meeting, Shareholders will be asked to approve an ordinary resolution approving the appointment of the auditor. The text of the resolution is as follows:

*“Be it resolved as an ordinary resolution that BDO Audit (WA) Pty Ltd. be and is appointed as auditor of the Company for the ensuing year, and the directors be and are authorized to fix their remuneration.”*

#### *Board Recommendation*

The board of the Company (“**Board**”) recommends that Shareholders **vote in favour** of this item of business. The Chair intends to vote undirected proxies in favour of this item of business.

### 3. ELECTION OF DIRECTORS

The Company seeks to set the number of directors for the ensuing year at five. The persons named below will be presented for election at the Meeting as management's nominees and the persons named in the accompanying Proxy Form intend to vote for the election of these nominees. Management of the Company does not contemplate that any of these nominees will be unable to serve as a director. Each director elected will hold office until the next annual general meeting of the Company or until his successor is elected or appointed, unless his or her office is earlier vacated in accordance with the constating documents of the Company, or with the provisions of the *BVI Business Companies Act 2004* (as amended) (the “**BVI Act**”).

The following table sets out the names of the nominees for election at the Meeting as directors, where each is ordinarily resident, all offices of RTG now held by them, their principal occupations, the period of time for which each has been a director of RTG, and the number of RTG Shares or any of its subsidiaries beneficially owned by each, directly or indirectly, or over which control or direction is exercised, as at the date hereof, such information has been furnished by each of the directors.

Name, Position and Place of Residence	Skills and Experience	Principal Occupation	Term as Director	Shares in the Company Beneficially Owned, directly or indirectly
<p><b>Mr. Michael Carrick</b> <sup>(4)</sup></p> <p>Director and Chairman</p> <p>Perth, Western Australia</p>	<p>Michael Carrick is a Chartered Accountant with over 30 years of experience in the resources sector. Mr. Carrick was a senior international partner of accounting firm Arthur Andersen. He has been responsible for the development of seven major gold mines in five countries, including the development of the first major gold mines in Tanzania and Mongolia, and most recently the largest gold mine in the Philippines.</p>	<p>Currently a director of B2Gold Corp.</p> <p>Previously director and CEO of CGA Mining Limited, director of Ratel Group Limited, AGR Limited, and Chief Executive Officer of Resolute Limited.</p>	<p>March 28, 2013 to present</p>	<p>527,734 Shares</p>
<p><b>Ms. Justine Magee</b></p> <p>Director and Chief Executive Officer</p> <p>Perth, Western Australia</p>	<p>Justine Magee is a Chartered Accountant with extensive experience in the resource sector having headed the corporate and finance areas for Resolute Limited for 6 years. She was formerly with Arthur Andersen and a director of AGR Limited and director and CFO of CGA Mining Limited. Ms Magee holds a Commerce Degree from the University of Western Australia.</p>	<p>Previously director and CFO of CGA Mining Limited and director of AGR Limited.</p>	<p>March 28, 2013 to present</p>	<p>345,404 Shares</p>
<p><b>Mr. Robert Scott</b> <sup>(3)</sup></p> <p>Independent Director</p> <p>Perth, Western Australia</p>	<p>Robert Scott is a Fellow of the Institute of Chartered Accountants in Australia with over 35 years experience as a corporate advisor. Mr Scott is a former senior partner of the international accounting firms of KPMG and Arthur Andersen.</p>	<p>Currently a director of Sandfire Resources NL, Lonestar Resources Limited, Homeloans Limited.</p> <p>Previously a director of CGA Mining Limited, Manas Resources Limited and Neptune Marine Services.</p>	<p>March 28, 2013 to present</p>	<p>80,770 Shares</p>
<p><b>Mr. David Cruse</b> <sup>(1) (2) (4)</sup></p> <p>Independent Director</p> <p>Perth, Western Australia</p>	<p>David Cruse has had a long career in commerce and finance. He was a stockbroker for over 20 years, where he held senior management positions and directorships in the stockbroking industry, with particular focus on capital markets. Recently, Mr Cruse has been involved in the identification and commercialisation of a number of resource (including oil and gas) projects.</p>	<p>Currently a director of Odyssey Energy Limited.</p> <p>Previously a director of CGA Mining Limited.</p>	<p>March 28, 2013 to present</p>	<p>894,280 Shares</p>

Name, Position and Place of Residence	Skills and Experience	Principal Occupation	Term as Director	Shares in the Company Beneficially Owned, directly or indirectly
<b>Mr. Phillip Lockyer</b> <sup>(1) (2)</sup>  Independent Director  Perth, Western Australia	Phillip Lockyer is a Mining Engineer and Metallurgist with more than 40 years experience in the mining industry, with an emphasis on gold and nickel, in both underground and open pit mining operations. Mr Lockyer was employed by WMC Resources for 20 years reaching the position of General Manager of Western Australia responsible for that company's gold and nickel divisions.	Currently a director of Swick Mining Services Limited.  Previously a director of CGA Mining Limited, Focus Minerals Limited, Perilya Limited, Western Desert Resources Limited and St Barbara Limited.	March 28, 2013 to present	65,385 Shares

**Notes**

<sup>(1)</sup> Member of the Disclosure Committee

<sup>(2)</sup> Member of Audit Committee

<sup>(3)</sup> Chair of Audit Committee; Disclosure Committee and Remuneration Committee

<sup>(4)</sup> Member of the Remuneration Committee

As of the date of this Circular, approximately 1,913,573 Shares of the Company were beneficially owned, or controlled or directed, directly or indirectly, by the current directors of the Company as a group, representing approximately, 1.43% of the issued and outstanding Shares of the Company on a non-diluted basis.

To the knowledge of the Company, no director is, as at the date of this Circular, or has been in the last 10 years before the date of this Circular, a director, chief executive officer or chief financial officer of any company (including the Company) of an issuer that, while that person was acting in that capacity,

- (a) was subject to a cease trade order or similar order or an order that denied the issuer access to any exemptions under Canadian securities legislation, that was in effect for a period of more than 30 consecutive days; or
- (b) was subject to a cease trade order or similar order or an order that denied the issuer access to any exemptions under Canadian securities legislation, that was in effect for a period of more than 30 consecutive days, as such was issued after that person ceased to be a director, chief executive officer or chief financial officer and which resulted from an event that occurred while that person was acting in the capacity as director, chief executive officer or chief financial officer.

To the knowledge of the Company, no director:

- (a) is, as at the date of this Circular, or has been within the 10 years before the date of this Circular, a director or executive officer of any company (including the Company) that while that person was acting in that capacity, or within a year of that person ceasing to act in the capacity, became bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency or was subject to or instituted any proceedings, arrangement or compromise with creditors, or had a receiver, receiver manager or trustee appointed to hold its assets; or
- (b) has, within 10 years before the date of this Circular become bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency, or become subject to or instituted any proceedings, arrangement or compromise with creditors, or had a receiver, receiver manager or trustee appointed to hold the assets of the director, executive officer or shareholder.

To the knowledge of the Company, no director has been subject to:



- (a) any penalties or sanctions imposed by a court relating to securities legislation or by a securities regulatory authority or has entered into a settlement agreement with a securities regulatory authority; or
- (b) any other penalties or sanctions imposed by a court or regulatory body that would likely be considered important to a reasonable security holder in deciding whether to vote for a proposed director.

#### *Resolutions*

At the Meeting, Shareholders will be asked to approve an ordinary resolution setting the number of directors for the ensuing year at five (5) and approving the election of the directors. The text of the resolutions is as follows:

- A *“Be it resolved as an ordinary resolution that the number of directors for the ensuing year be set at five (5).”*
- B *“Be it resolved as an ordinary resolution that for the purpose of sub-regulation 8.7 of the Company’s Articles of Association, the applicable Canadian securities legislation and Section 461 of the TSX Company Manual, ASX Listing Rule 14.4 and for all other purposes, Mr. Michael Carrick be elected as a director of the Company.”*
- C *“Be it resolved as an ordinary resolution that for the purpose of sub-regulation 8.7 of the Company’s Articles of Association, the applicable Canadian securities legislation and Section 461 of the TSX Company Manual, ASX Listing Rule 14.4 and for all other purposes, Miss Justine Magee be elected as a director of the Company.”*
- D *“Be it resolved as an ordinary resolution that for the purpose of sub-regulation 8.7 of the Company’s Articles of Association, the applicable Canadian securities legislation and Section 461 of the TSX Company Manual, ASX Listing Rule 14.4 and for all other purposes, Mr. Robert Scott be elected as a director of the Company.”*
- E *“Be it resolved as an ordinary resolution that for the purpose of sub-regulation 8.7 of the Company’s Articles of Association, the applicable Canadian securities legislation and Section 461 of the TSX Company Manual, ASX Listing Rule 14.4 and for all other purposes, Mr. David Cruse be elected as a director of the Company.”*
- F *“Be it resolved as an ordinary resolution that for the purpose of sub-regulation 8.7 of the Company’s Articles of Association, the applicable Canadian securities legislation and Section 461 of the TSX Company Manual, ASX Listing Rule 14.4 and for all other purposes, Mr. Phillip Lockyer be elected as a director of the Company.”*

#### ***Board Recommendation***

The Board (other than the relevant director in relation to his or her own election) recommends that Shareholders **vote in favour** of the election of each director. The Chair intends to vote undirected proxies in favour of these items of business.

#### ***Majority Voting Policy***

The TSX has adopted amendments to its listing rules that require listed companies, such as RTG, to implement a majority voting policy. A majority voting policy is used when shareholders are only entitled to vote “for” or “withhold” their vote in respect of the election of each director. Majority voting policies generally provide that a director who receives a majority of “withhold” votes, but is elected, must tender his resignation for consideration by the Board. A board of directors is generally expected to consider the director’s resignation and make a public announcement of its decision.

RTG has not adopted a majority voting policy due to the fact that RTG is subject to a majority voting system that aligns with BVI corporate law. RTG Shareholders can vote “for”, “against” or “abstain” with respect to the election of each director. Unless a director receives a majority of votes in favour of their election, they will not be elected.

Votes cast as an abstention are not counted in favour or against a resolution. Consequently, the TSX has granted an exemption from adopting the majority voting policy, as the Company otherwise satisfies the majority voting requirements in a manner acceptable to the TSX.

#### **4. APPROVAL OF LOAN FUNDED SHARE PLAN**

The Company adopted an employee share plan known as the loan funded share plan (the “**RTG Plan**”) on November 26, 2012, pursuant to which certain employees of the Company will be invited to subscribe for fully paid Shares in the Company using financial assistance provided by the Company. The purpose of the RTG Plan is to provide a tax-efficient security-based compensation program for the Company’s Australian employees and directors.

The RTG Plan provides a mechanism for the Company to invite employees (including the directors of the Company) to subscribe for Shares in the Company and to apply for a loan from the Company to pay the subscription price for those Shares. The Company takes security over the Shares acquired under the RTG Plan until the loan provided for the subscription price for those Shares is repaid in full. The loan must be repaid immediately if the RTG Plan Shares are sold, the employee becomes insolvent, or subject to bankruptcy proceedings, the employee ceases to be employed by RTG, or the RTG Plan Shares are acquired by a third party by way of amalgamation, arrangement or formal takeover bid for not less than the outstanding RTG Plan Shares. As at the date of this Circular, an aggregate amount of C\$2,310,000.00 in loans remain outstanding under the RTG Plan.

A summary of the key terms of the RTG Plan is set out under the section “*Securities Authorized for Issuance under Equity Compensation Plan – The RTG Plan*”, at page 29 of this Circular. A copy of the RTG Plan can be obtained by contacting the Company.

1,400,000 Shares have been granted under the RTG Plan since it was last approved on November 26, 2012.

##### *Ratification and Approval by Shareholders*

The RTG Plan constitutes a "security-based compensation plan" for the purposes of Section 613 of the TSX Company Manual, which requires Shareholders to approve the RTG Plan every three years following the initial adoption of the RTG Plan. The RTG Plan allows RTG to issue Shares of up to 10% of the RTG's issued and outstanding RTG Shares from time to time on a non-diluted basis, to eligible directors and employees.

The Board is also seeking approval for the purposes of ASX Listing Rule 7.2, Exception 9(b), which will exempt issues under the RTG Plan from the 15% annual limit on the issue of new securities without prior Shareholder approval for a period of three years from the date the RTG Plan is approved by Shareholders. In the absence of approval under ASX Listing Rule 7.2, Exception 9(b), issues under the RTG Plan may still occur but may be counted as part of the 15% annual limit which would otherwise apply.

##### *Resolution*

At the Meeting, Shareholders will be asked to approve an ordinary resolution ratifying and approving the RTG Plan. The text of the resolution is as follows:

*“Be it resolved as an ordinary resolution that for the purpose of Section 613 of the TSX Company Manual, ASX Listing Rule 7.2, Exception 9(b) and for all other purposes:*

- 1. Shareholders ratify and approve the RTG Loan Funded Share Plan (the “RTG Plan”), the terms and conditions of which are summarized in the Circular;*
- 2. The Company be and is hereby authorized to grant shares pursuant to and subject to the terms and conditions of the RTG Plan until May 21, 2018; and*
- 3. Any director or officer of the Company be and is hereby authorized and directed execute or cause to be executed and to deliver or cause to be delivered all such documents, and to do or cause to be done all such acts and things, as in the opinion of such director or officer may be necessary or desirable in connection with the foregoing.”*

### *Board Recommendation*

The Board recommends that Shareholders **vote in favour** this item of business. The Chair intends to vote undirected proxies in favour of this item of business.

### *Voting exclusion statement*

The Company will disregard any votes cast on this item of business by or on behalf of all directors and other employees eligible to participate in the RTG Plan and any of their associates. However, the Company need not disregard a vote if the vote is cast as proxy for a person who is entitled to vote:

- (a) in accordance with the directions on the Proxy Form; or
- (b) by the Chair of the Meeting, in accordance with a direction on the Proxy Form to vote as the Chair decides.

## **5. ISSUANCE OF SHARES UNDER THE RTG PLAN**

### *Background*

The Company seeks Shareholder approval to issue 1,000,000 Shares, representing 0.74% of the issued and outstanding Shares of the Company, under the RTG Plan to certain directors.

The Board has decided to issue the Shares as part of the directors' remuneration package, and in recognition of their contribution to the Company's ongoing success and is considered a cost effective and efficient incentive when compared to other forms of incentive such as cash, bonuses or increased remuneration.

ASX Listing Rule 10.14 requires the Company to obtain Shareholder approval to issue securities to its directors under an employee incentive scheme, including the RTG Plan.

### *Key terms of the issue*

<b>Securities to be issued</b>	Justine Magee Director and CEO	1,000,000 Shares
<b>Price</b>	The higher of AU\$0.70 or 5-day volume weighted average price (VWAP) preceding the date of issuance  However, no funds will be received by the Company immediately upon the issue of the Shares as the directors will receive a loan from the Company for the amount of the issue price of the Shares. Such loan will be repayable in accordance with the RTG Plan, the key terms of which are summarized at page 29 of this Circular.	
<b>Issue date</b>	Within 12 months of the Meeting.	
<b>Loan</b>	Loans may be made by the Company in relation to the issue of Shares under the RTG Plan in accordance with the terms of RTG Plan. The loan is to be repaid immediately if the RTG Plan Shares are sold, the employee becomes insolvent, or subject to bankruptcy proceedings, the employee ceases to be employed by RTG, or the RTG Plan Shares are acquired by a third party by way of amalgamation, arrangement or formal takeover bid for not less than the outstanding RTG Plan Shares. A summary of the key terms of the RTG Plan is set at page 29 of this Circular.	

### *Participation in the Plan*

Eligible employees and directors are the only persons entitled to participate in the RTG Plan. Subject to Shareholder approval, future directors may also be eligible to participate in the RTG Plan.

The RTG Plan was approved at the Company's Annual General Meeting on November 26, 2012. Following the approval, the Company has made the following issuances under the RTG Plan:

<b>Name</b>	<b>Date of issue</b>	<b>Share issue price (\$C)*</b>	<b>Number of Securities</b>
Michael Carrick, Director and Chairman	28 March 2013	1.65	300,000
Justine Magee, Director and CEO	28 March 2013	1.65	300,000
David Cruse, Director	28 March 2013	1.65	50,000
Philip Lockyer, Director	28 March 2013	1.65	50,000
Robert Scott, Director	28 March 2013	1.65	50,000
Mark Turner, Former COO	28 March 2013	1.65	250,000
Hannah Hudson, Former CFO	28 March 2013	1.65	150,000
Other employees	28 March 2013	1.65	250,000

### *ASX Listing Rule 7.1*

Approval under ASX Listing Rule 7.1 is not required in order to issue the Shares to the directors and employees or their nominees as approval is being obtained under ASX Listing Rule 10.14. The issue of Shares under the RTG Plan will not be included in calculating of the Company's capacity issue equity securities equivalent to 15% of the Company's ordinary securities, under ASX Listing Rule 7.1.

### *Resolution*

At the Meeting, subject to Shareholders approving the RTG Plan, Shareholders will be asked to approve an ordinary resolution approving the issuance of Shares under the RTG Plan to the directors. The text of the resolution is as follows:

*"Be it resolved as an ordinary resolution for the purposes of ASX Listing Rule 10.14, and for all other purposes, approval be given for the Company to grant a maximum of 1,000,000 Shares to certain eligible directors under the terms of the RTG Loan Funded Share Plan (the "RTG Plan")."*

### *Board Recommendation*

The Board (other than the directors) recommends that Shareholders **vote in favour** of this item of business. The Chair intends to vote undirected proxies in favour of this item of business.

### *Voting exclusion statement*

The Company will disregard any votes cast on this item of business by or on behalf of the directors and any of their associates. However, the Company will not disregard a vote if it is cast as a proxy for a person who is entitled to vote on this item of business:

- in accordance with their directions of how to vote in the Proxy Form; or
- by the Chair of the Meeting in accordance with a direction on the Proxy Form to vote as the Chair decides.

## 6. MAXIMUM AGGREGATE NON-EXECUTIVE DIRECTORS' FEES

The Company seeks Shareholder approval to set the maximum aggregate amount available for the remuneration of non-executive directors to AU\$300,000 per annum. The Company has not previously set a maximum aggregate amount available for the remuneration of non-executive directors.

Details of non-executive director remuneration for the year ended December 31, 2014 is disclosed at page 27 of this Circular.

Under ASX Listing Rule 10.17, the Company must not increase the maximum aggregate amount available for the remuneration of non-executive directors unless Shareholder approval is provided.

### *Reasons for Maximum Aggregate for Non-Executive Directors*

The maximum aggregate fees is proposed for the following reasons:

- the Company intends to propose a maximum aggregate fee cap on fees to align with ASX Listing Rules;
- to allow flexibility to increase in the number of non executive directors, where appropriate in light of the growth and complexity of the Company's business or to increase diversity of membership of the Board; and
- to allow for some growth in non-executive directors' remuneration in future years, to reflect market competitiveness for non-executive directors with necessary skills and experience.

The Board confirms that it does not currently intend to utilise the full increased fee cap, as proposed, but considers that the increase provides the necessary flexibility for the reasons set out above.

### *Issuance of Securities to Directors*

The Company has issued the following securities to its non-executive directors under ASX Listing Rules 10.11 or 10.14, with the approval of Shareholders in the past 3 years.

<b>Director</b>	<b>Financial Year</b>	<b>Securities issued under ASX Listing Rules 10.11 or 10.14</b>
<b>David Cruse, Non-executive director</b>	Dec 2014	73,082 options <sup>(2)</sup>
<b>Matthew Syme, Non-executive director<sup>(1)</sup></b>	Dec 2014	556,379 options <sup>(2)</sup>

#### *Notes*

<sup>(1)</sup> Retired September 9, 2014.

<sup>(2)</sup> Options issued under scheme with Sierra Mining Limited.

### *Resolution*

At the Meeting, Shareholders will be asked to approve an ordinary resolution approving the increase in directors' fees. The text of the resolution is as follows:

*“Be it resolved as an ordinary resolution for the purpose of ASX Listing Rule 10.17 and for all other purposes, that the maximum aggregate amount available for the remuneration of non-executive directors, for their services as directors of the Company, be AU\$300,000 per financial year.”*

### *Board Recommendation*

The Board (other than the non-executive directors) recommends that Shareholders **vote in favour** of this item of business. The Chair intends to vote undirected proxies in favour of this item of business.

### *Voting exclusion statement*

The Company will disregard any votes cast on this item of business by or on behalf of all directors and any of their associates.

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

- (a) in accordance with the directions on the Proxy; or
- (b) by the Chair of the Meeting, in accordance with a direction on the Proxy to vote as the Chair decides.

## **7. APPROVAL OF ADDITIONAL CAPACITY TO ISSUE SECURITIES - ASX REQUIREMENT**

### *Background*

The Company seeks Shareholder approval to increase its capacity to issue equity securities by a number equal to 10% of the Company's ordinary securities as at the date 12 months prior to this Meeting to bring it into line with what is potentially available on the TSX (**Additional 10% Capacity**).

The Additional 10% Capacity is in addition to the Company's capacity to issue equity securities equivalent to 15% of the Company's ordinary securities, under ASX Listing Rule 7.1.

The Company is eligible to seek the Additional 10% Capacity as it is not included in the S&P/ASX300 Index and has a market capitalization (including restricted securities and securities quoted on a deferred settlement basis) of less than AU\$300 million.

The Additional 10% Capacity will provide the Company with the maximum flexibility to raise funds by issuing equity securities without the need for further Shareholder approval.

If approved the Additional 10% Capacity will remain valid for a period of 12 months following the date of this Meeting.

If the Additional 10% Capacity is not approved, the Company may be required to obtain Shareholder approval at the time of an issue, which may limit the Company's ability to take advantage of opportunities to raise equity capital.

### *Purpose of approval*

Under ASX Listing Rule 7.1A the Company must obtain Shareholder approval at this Meeting to issue equity securities equivalent to 10% of the Company's ordinary securities in the 12 months following the approval.

The Additional 10% Capacity must be approved by a special resolution, requiring approval of 75% of the votes cast by Shareholders present and eligible to vote (in person, by proxy, by attorney or, in the case of a corporate Shareholder, by a corporate representative).

The number of equity securities issued under the Additional 10% Capacity will be determined in accordance with the formula set out in ASX Listing Rule 7.1A.2.

*Material terms of the Additional 10% Capacity*

- Minimum issue price** The issue price will be at least 75% of the VWAP for the securities in the same class, calculated over the 15 days on which trades in that class were recorded immediately before:
- the date on which the price at which the securities are to be issued is agreed; or
  - if the securities are not issued within five trading days of the date in the paragraph above, the date on which the securities are issued.

**Date of issue** The Additional 10% Capacity will expire on the earlier of:

- May 21, 2016; or
- the date the Shareholders approve a significant change to the nature or scale of the Company's activities or a disposal of the Company's main undertaking.

**Use of funds** Shares may be issued for:

- cash consideration, to continue to explore and develop the Company's current assets, to acquire new assets or investments, and for general working capital; and
- non cash consideration, for the acquisition of new assets or resources. If this occurs, the Company will provide a valuation of the non-cash consideration in accordance with ASX Listing Rule 7.1A.3.

The Company will comply with its disclosure obligations under ASX Listing Rules 7.1A.4 and 3.10.5A in relation to any issue of securities under the Additional 10% Capacity.

**Allocation policy** The identity of allottees will be determined on a case-by-case basis having regard to factors which may include:

- the methods of raising funds which are available to the Company;
- the effect of an issue on the control of the Company; and
- advice from corporate, financial and broking advisers.

As at the date of the Meeting Materials, the allottees have not been determined. They may, however, include substantial Shareholders and/or new Shareholders who are not related parties or associates of a related party of the Company.

*Risk of dilution*

There is a risk of economic and voting dilution to the Shareholders, including that:

- the market price for the Shares may be significantly lower on the date of the issue than it is on the date of the Meeting; and
- the Shares may be issued at a price that is at a discount to the market price for the Shares, which may have an effect on the amount of funds raised by the issue of the Shares.

The table below sets out:

- the economic and voting dilution based on 100%, 150% and 200% of the Company's current issued share capital; and

- the capital raised by an issue of securities at the current market rate, at a 50% reduction and at a 100% increase to the current market rate.

Shares on issue	Shares issued 10% voting dilution (Shares)	Capital raised		
		At 50% decrease in market price \$0.33	At current market price \$0.65	At 100% increase in market price \$1.30
<b>Current</b> <b>134,252,237</b>	13,425,224	\$4,363,198	\$8,726,395	\$11,344,314
<b>50% increase</b> <b>201,378,356</b>	20,137,836	\$6,544,797	\$13,089,593	\$26,179,186
<b>100% increase</b> <b>268,504,474</b>	26,850,447	\$8,726,395	\$17,452,791	\$34,905,582

#### Assumptions and explanations

- (1) Dollar amounts refer to Australian dollars.
- (2) The market price is AU\$0.65, based on the closing price for the Shares on the ASX on April 22, 2015.
- (3) The total Shares on issues includes the ordinary securities listed on both the TSX and the ASX.
- (4) The issue prices included in the table do not take into account discount to the market price (if any).
- (5) These calculations assume that each Shareholder maintains its same percentage voting power in the Company and does not participate in the issue which utilises the Additional 10% Capacity.
- (6) No further equity is issued either under the Company's current capacity to issue 15% of its equity securities or on conversion of convertible securities.
- (7) The company utilises the full Additional 10% Capacity by issuing Shares.
- (8) The table represents dilution as a whole and is not an example of dilution that may be caused to a particular Shareholder.

#### No previous approval

The Company has not sought or received Shareholder approval under ASX Listing Rule 7.1A to increase the Company's capacity to issue equity securities equivalent to an additional 10% of the Company's ordinary securities.

#### Resolution

At the Meeting, Shareholders will be asked to approve a special resolution approving the Additional 10% Capacity. For a special resolution to be passed, at least 75% of the votes cast by or on behalf of Shareholders entitled to vote on the resolution must be cast in favour of the resolution.

The text of the resolution is as follows:

*"Be it resolved as a special resolution for the purpose of ASX Listing Rule 7.1A and for all other purposes, that the Company is granted with additional equity raising capacity equivalent to 10% of the Company's ordinary securities."*

#### Board Recommendation

The Board recommends Shareholders **vote in favour** of this item of business. The Chair intends to vote undirected proxies in favour of this item of business.

#### Voting exclusion statement

The Company will disregard any votes cast on this item of business by or on behalf of any person who may participate in the proposed issue and any person who might obtain a benefit (except a benefit solely in the capacity of a holder of ordinary securities) if the resolution is passed, and any associate of those persons.



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

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

As at the date of this Circular, the Company has not identified a particular person or class or person who would be excluded from voting this item of business.

## 8. AMENDMENT TO RTG'S ARTICLES OF ASSOCIATION

The Company seeks Shareholder approval to amend its' Articles of Association as summarized below.

A copy of the Company's Articles of Association, marked-up to show the proposed amendments, is available from [www.rtgmining.com](http://www.rtgmining.com). A copy of the proposed amended Constitution will also be available for inspection at the Meeting.

### *Unmarketable Parcel Sale Provisions*

The Company proposes to insert regulation 6A into its Articles of Association, which provides for the Company to sell small parcels of Shares with a market value of less than A\$500 ("**Unmarketable Parcels**").

In accordance with ASX Listing Rule 15.13, the procedure under regulation 6A requires the Company to send a notice to the holder of an Unmarketable Parcel of its intention to sell their Shares. The holder of the Unmarketable Parcel may retain its holding if, within 42 days from the date that notice is sent to the holder, the holder advises the Company that it wishes to do so. If the Company receives such a notice from the holder within the 42 day window, or after the window but before their Shares have been sold, it will not be permitted to sell those Shares. The Company may only sell Unmarketable Parcels under this procedure, once in any 12 month period. The Company's power to sell an Unmarketable Parcel of Shares under this procedure will lapse following the announcement of any takeover for the Company, but the procedure may, at the option of the Company, start again after the close of the offers made under the takeover.

The existence of Unmarketable Parcels increases the administrative expenses to the Company, particularly in relation to the sending of notices of meetings and annual reports to the holders of those parcels.

The Company's Articles of Association do not currently provide a mechanism for the Company to sell unmarketable parcels of Shares on behalf of Shareholders.

### *Resolution*

At the Meeting, Shareholders will be asked to approve a two-thirds resolution approving the amendments to the Company's Articles of Association as set out above. For a two-thirds resolution to be passed, at least 66<sup>2/3</sup>% of the votes cast by or on behalf of Shareholders must be cast in favour of the resolution.

The text of the resolution is as follows:

*"Be it resolved as a special resolution for the purpose of clauses 8 and 13.2 of the Company's Memorandum of Association and the BVI Act and for all other purposes, that the Company's Articles of Association be amended as set out in this Circular."*

### *Board Recommendation*

The Board recommends Shareholders **vote in favour** of this item of business. The Chair intends to vote undirected proxies in favour of this item of business.

## 9. OTHER MATTERS

To consider any other business that can lawfully be brought before the Meeting.

## RELATIONSHIP BETWEEN THE COMPANY AND PROFESSIONAL PERSONS

In this paragraph, “professional person” means any person whose profession gives authority to a statement made by the person in the person’s professional capacity and includes a barrister and solicitor (attorney), a public accountant, an appraiser, valuator, auditor, engineer or geologist.

No professional person or associate of a professional person that has made a statement in this Circular, holds any beneficial interest, direct or indirect, in any securities or property of the Company or of an associate or affiliate of the Company and no such person is expected to be elected, appointed or employed as a director, executive officer or employee of the Company or of an associate or affiliate of the Company and no such person is a promoter of the Company or an associate or affiliate of the Company.

No RTG securities convertible into RTG Shares were issued during the 12-month period prior to the date of this Circular.

## EXECUTIVE COMPENSATION

### *Aggregate Compensation*

For the fiscal year ended December 31, 2014, there were 5 executive officers of the Company and the aggregate cash compensation paid to them by the Company was US\$ 1,238,347. No short term incentive amounts relating to the December 31, 2014 financial year were paid subsequent to year end, and otherwise, except as described herein, there are no plans in effect pursuant to which cash or non-cash compensation to such officers is proposed to be paid or distributed in a subsequent year.

### *Compensation Table*

Set out below are particulars of compensation paid to the following persons (the “**Named Executive Officers**” or “**NEOs**”):

- (a) the Company’s chief executive officer (“**CEO**”);
- (b) the Company’s chief financial officer (“**CFO**”),
- (c) each of the Company’s 3 most highly compensated executive officers, including any of its subsidiaries, or 3 most highly compensated individuals acting in a similar capacity, other than the CEO and CFO, at the end of the most recently completed financial year whose total compensation was, individually, more than \$150,000 for that financial year; and
- (d) any additional individuals for whom disclosure would have been provided under (c) except that the individual was not serving as an executive officer of the Company or its subsidiaries, nor acting in a similar capacity, at the end of the most recently completed financial year.

As at December 31, 2014, the end of the most recently completed financial year of the Company, the Company had 5 Named Executive Officers, whose names and positions held within the Company are set out under “Summary Compensation Table”.

### *Compensation Discussion and Analysis*

The NEO’s compensation consists of a base salary and discretionary bonus together with certain perquisites. Base compensation is determined following a review of comparable compensation packages for that position, together with an assessment of the responsibility and experience required for the position to ensure that it reflects the contribution expected from each executive officer. Information regarding comparable salaries and overall compensation is derived from the knowledge and experience of the members of the Remuneration Committee takes into consideration a variety of factors. The Remuneration Committee uses Aon Hewitt consultants and the McDonalds survey that they produce to benchmark the compensation of the CEO, Chairman, Non-Executive Directors and Executive Officers. The McDonalds survey looks at 115 companies in the mining/exploration industry

with 183 operations and includes 270 positions. These factors include overall financial and operating performance of the Company, the Remuneration Committee and the Board's overall assessment of each executive's individual performance and contribution towards meeting corporate objectives, levels of responsibility, length of service and industry comparables. Each of these factors is evaluated on a subjective basis.

Levels are reviewed as required by the Remuneration Committee on an individual contribution basis in the form of performance appraisal meeting. This incorporates analysis of key performance indicators with each individual to ensure that the level of reward is aligned with respective responsibilities and individual contributions made to the success of the Company.

The Remuneration Committee does not consider risks associated with the Company's compensation policies and practices. The Company does not impose restrictions on purchasing derivative financial instruments of the Company's equity securities. The compensation payable to the Company's NEOs is considered and approved by the Company's Remuneration Committee and independent directors according to their understanding as to the amount of compensation that is reasonable in the circumstances.

#### *Base Compensation*

In the Remuneration Committee's view, paying base compensation that is competitive in the markets in which the Company operates is a first step to attracting and retaining talented, qualified and effective executives.

#### *Short Term Incentive Plan ("STI")*

##### *Objective*

The objective of the STI program is to link the achievement of the Company's operational targets with the remuneration received by the NEO's charged with meeting those targets. The total STI amount available is at the discretion of the board, however it is set at a level so as to provide sufficient incentive to the NEO to achieve the operational targets and such that the cost to the Company is reasonable in the circumstances.

##### *Structure*

Actual STI payments granted to each NEO depend on the extent to which key Company objectives are met. The objectives typically consist of financial and non-financial, corporate and individual measures of performance. Typically included are measures such as contribution to financing and capital raising objectives, risk management and relationship management with key stakeholders. These measures were chosen as they represent the key drivers for the short term success of the business and provide a framework for delivering long term value.

STI payments are made at the discretion of the Board and remuneration committee. Amounts are determined in line with the extent to which a key business objective has been met and the individuals responsibilities and contribution. The process occurs shortly after the key objective has been met and payments are delivered as a cash bonus upon approval, in order to closely align the achievement and reward.

For the 31 December 2014, 31 December 2013 and June 30, 2013 financial period's there were no STI payments made to NEO's. No STI bonus amounts have been forfeited during the 31 December 2014, 31 December 2013 and 30 June 2013 financial years. STI payments are made at the discretion of the Board and remuneration committee.

#### *Variable Remuneration - Long Term Incentive ("LTI")*

##### *Objective*

The objective of the LTI plan is to reward executives in a manner that aligns remuneration with the creation of shareholder wealth.

##### *Structure*

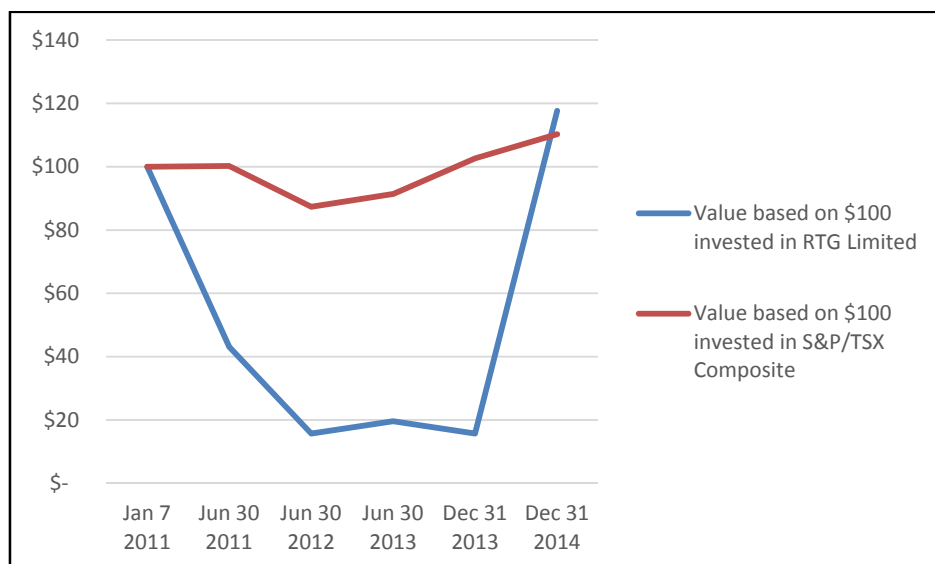
LTI grants to executives are delivered in the form of loan funded Shares under the RTG Plan. Shares are granted to executives based on their role and responsibilities. The Shares may be granted on varying vesting terms designed to

align the individuals' role and responsibilities with the vesting terms. Shares granted as remuneration are determined as part of the overall review of performance and compensation. Criteria which are measured included relative share price performance over the period leading up to their grant. Details of LTI Shares granted and the value of Shares granted, sold and lapsed during the year are set out in the Company's Annual Financial Statements and below.

### Performance Graph

The Shares of the Company currently trade on the TSX (under the symbol "RTG"). The Shares of Ratel Group were initially listed on the TSX on January 4, 2011, and following a corporate restructure, equivalent RTG Shares listed on April 15, 2013.

The following chart presents the performance of the Shares of the Company (and Ratel Group) as traded on the TSX from January 4, 2011 at the initial public offering price of C\$0.10 to December 31, 2014 with the performance of the S&P/TSX Composite Index from January 4, 2011 to December 31, 2014. The share performance as set out in the graph does not necessarily indicate future price performance.



**Fig 1 – RTG/TSX S&P Composite Index**

Note: The chart does not take into account any corporate restructuring or share consolidations.

	Jan 7 2011	Jun 30 2011	Jun 30 2012	Jun 30 2013	Dec 31 2013	Dec 31 2014
<b>Value based on \$100 invested in RTG Limited</b>	100	43	16	20	16	118
<b>Value based on \$100 invested in S&amp;P/TSX Composite</b>	100	100	87	91	103	110

Over the period from December 2011 to 2013 the Company's cumulative shareholder return was under the sector-diversified S&P/TSX Composite Index. However, in 2013/14 with the establishment of a new full-time management team and associated new projects the Company has improved its share price performance.

The Company does take into account overall share price performance in determining executive compensation amounts, however, share price performance is just one of the many factors, as discussed above, that the Company takes into consideration.

#### *Compensation Governance*

The Board has established a Remuneration Committee composed of Michael Carrick, Robert Scott and David Cruse, the latter two of which are considered independent.

The Remuneration Committee's responsibilities include the review and recommendation of compensation policies for the Company; the review and recommendation to the Board for approval of compensation and incentive plans including bonus and option grants; and the performance review, recruitment and compensation for the CEO (including establishing objectives on an annual basis) and other senior officers. It is the responsibility of the Remuneration Committee to ensure management compensation is competitive to enable the Company to attract talented individuals. The Remuneration Committee ensures that the Company has a plan for continuity of its officers and an executive compensation plan that is motivational and competitive, to attract, hold and inspire the performance of executive management and other key personnel.

The Remuneration Committee uses Aon Hewitt consultants and the McDonalds survey as discussed above to determine an exact amount of compensation to pay. Compensation decisions are made through discussion by the Remuneration Committee, with input from the CEO, with the final recommendations of the Remuneration Committee being submitted to the Board for further discussion and final approval.

Robert Scott the Chair of the remuneration committee is a Fellow of the Institute of Chartered Accountants in Australia with over 35 years experience as a corporate advisor. Mr Scott is a former senior partner of the international accounting firms of KPMG and Arthur Andersen.

Mr. Carrick a member of the remuneration committee is a former senior international partner of an international accounting firm and having been responsible for the development of seven major gold mines in five countries.

David Cruse a member of the remuneration committee has been a stockbroker for the past 20 years, where he has held senior management positions and directorships in the stockbroking industry.

The careers of all three Directors have provided them with extensive experience in the oversight of significant, sustained succession planning, talent development, retention programs, including executive compensation.

#### **Summary Compensation Table (US \$)**

The following table sets out certain information respecting the compensation paid to the NEO's during the most recently completed financial years.

Name and principal position	Year <sup>(3)</sup>	Salary (\$) <sup>(1)</sup>	Share based awards (\$) <sup>(2)</sup>	Option based awards (\$)	Non-equity incentive plan compensation (\$)		Pension value (\$)	All other compensation (\$)	Total compensation (\$)
					Annual incentive plans	Long-term incentive plans			
Justine Magee, CEO	12 months ended Dec 2014	373,811	-	-	-	-	-	60,546	434,357
	6 months ended Dec 2013	183,842	-	-	-	-	-	10,647	194,489

	12 months ended June 2013	137,000	410,400	-	-	-	-	6,248	553,648
	2012	-	-	-	-	-	-	-	-
Michael Carrick, Chairman	12 months ended Dec 2014	202,061	-	-	-	-	-	48,170	250,231
	6 months ended Dec 2013	151,104	-	-	-	-	-	39,484	190,588
	12 months ended June 2013	53,236	410,400	-	-	-	-	-	463,636
	2012	34,942	-	-	-	-	-	-	34,942
Mark Turner, COO	12 months ended Dec 2014	367,096	-	-	-	-	-	59,410	426,506
	6 months ended Dec 2013	179,328	-	-	-	-	-	10,655	189,983
	12 months ended June 2013	133,331	342,000	-	-	-	-	-	475,331
	2012	-	-	-	-	-	-	-	-
Ryan Gurner <sup>(5)</sup> CFO	Dec 2014	87,246	-	-	-	-	-	6,069	93,315
Hannah Hudson <sup>(4)</sup> CFO	Dec 2014	208,133	-	-	-	-	-	-	208,133
	Dec 2013	109,611	-	-	-	-	-	-	109,611
	June 2013	88,189	205,200	-	-	-	-	-	293,389
	2012	-	-	-	-	-	-	-	-

**Notes**

(1) Salary is calculated based on the NEO's base salary, including any superannuation.

(2) These numbers are calculated in accordance with IFRS 2 Share-based Payment and are the same numbers as used in the Company's financial statements.

(3) RTG was incorporated in December 2012 and became the head entity of the RTG Group on March 28, 2013. NEO remuneration figures prior to this date reflect payments made to the current NEO's under Ratel Group, the previous head entity of the RTG Group. The Company has also changed its fiscal year end from June 30 to December 31, hence the December 2013 figures reflect the transitional year end period of 6 months.

(4) Hannah Hudson resigned as at 9 September 2014.

(5) Ryan Gurner resigned as at 21 January 2015.

### Outstanding Share-based Awards and Option-based Awards

The following table sets out certain information respecting each NEO's share-based and option-based awards outstanding at the end of the financial year ended December 31, 2014, including awards granted before such financial years.

Name	Year	Option-based Awards				Share-based Awards		
		Number of securities underlying unexercised options	Option exercise price (\$)	Option expiration date	Value of unexercised in-the-money options (\$)	Number of share or units of share that have not vested (#)	Market or payout value of share-based awards that have not vested	Market or payout of vested share-based awards not paid out or distributed
Michael Carrick	Dec 2014	-	-	-	-	-	-	-
Justine Magee	Dec 2014	-	-	-	-	-	-	-
Mark Turner	Dec 2014	-	-	-	-	-	-	-
Ryan Gurner	Dec 2014	-	-	-	-	-	-	-
Hannah Hudson	Dec 2014	-	-	-	-	-	-	-

### Incentive Plan Awards – Value Vested or Earned During the Year

The following table sets out certain information respecting the value of each NEO's share-based and option-based awards that became vested or were earned during the financial year ended December 31, 2014.

Name	Option-based awards – Value vested during the year ended December 31, 2014 (US\$)	Share-based awards – Value vested during the year ended December 31, 2014 (US\$)	Non-equity incentive plan compensation – Value earned during the year ended December 31, 2014 (US\$)
Michael Carrick	-	-	-
Justine Magee	-	-	-
Mark Turner	-	-	-
Ryan Gurner	-	-	-
Hannah Hudson	-	-	-

## Pension Plan Benefits

The Company does not provide retirement benefits for directors and executive officers.

## Termination and Change of Control Benefits

The Company has no current compensation plans, contracts or arrangements, with its NEO's that would address the event of:

- (i) the resignation, retirement or any other termination of the Named Executive Officer's employment with the Company or its subsidiaries;
- (ii) a change of control of the Company or any of its subsidiaries; or
- (iii) a change in the Named Executive Officer's responsibilities following a change of control.

The Company has service contracts with Michael Carrick, Chairman, Justine Magee, CEO, Mark Turner, COO and Hannah Hudson, CFO, which expire on February 1, 2016. Mr. Carrick, Ms. Magee, and Mr. Turner are entitled to 12 months salary in lieu of notice and any accrued entitlements should the Company choose to terminate their services at its option.

The following table shows estimated incremental payments triggered pursuant to termination of employment of a Named Executive Officer in accordance with the termination provisions described above.

Name	Termination Without Cause Provision Value <sup>(1)</sup>	Termination for Poor Performance <sup>(1)</sup>
	(US\$)	
Michael Carrick	198,196	-
Justine Magee	350,023	-
Mark Turner	391,832	-

### Notes

(1) The termination values assume that the triggering event took place on the last business day of the Company's financial year-end (December 31, 2014).

## Compensation of Directors

The following table sets out certain information respecting the compensation paid to directors of the Company who were not NEO's during the financial year ended December 31, 2014. All amounts are in US\$.

Name and Principal Position <sup>(1)</sup>	Financial Year	Fees Earned <sup>(2)</sup>	Share-based awards <sup>(3)</sup>	Option-based awards	Non-equity incentive plan compensation	Pension value	All Other Compensation	Total compensation
Robert Scott, Non-executive director	Dec 2014	53,999	-	-	-	-	-	53,999
David Cruse, Non-executive director	Dec 2014	59,582	-	73,082 <sup>(5)</sup>	-	-	-	59,582



Name and Principal Position <sup>(1)</sup>	Financial Year	Fees Earned <sup>(2)</sup>	Share-based awards <sup>(3)</sup>	Option-based awards	Non-equity incentive plan compensation	Pension value	All Other Compensation	Total compensation
Philip Lockyer, Non-executive director	Dec 2014	59,582	-	-	-	-	-	59,582
Matthew Syme <sup>(4)</sup> , Non-executive director	Dec 2014	15,409		556,379 <sup>(5)</sup>				15,409

**Notes**

<sup>(1)</sup> Mr. Scott, Mr. Cruse and Mr. Lockyer were all appointed on 28 March, 2013.

<sup>(2)</sup> Salary is calculated based on the Directors' base salary, including any superannuation.

<sup>(3)</sup> These numbers are calculated in accordance with IFRS 2 Share-based Payment and are the same numbers as used in the Company's financial statements.

<sup>(4)</sup> Retired September 9, 2014.

<sup>(5)</sup> Options issued under scheme with Sierra Mining Limited.

**Outstanding Share-based Awards and Option-based Awards**

The following table sets out certain information respecting share-based and option-based awards outstanding at the end of the financial year ended December 31, 2014, including awards granted before such financial years, for the directors of the Company who were not NEOs.

Name	Year	Option-based Awards				Share-based Awards		
		Number of securities underlying unexercised options	Option exercise price (\$)	Option expiration date	Value of unexercised in-the-money options (\$)	Number of share or units of share that have not vested (#)	Market or payout value of share-based awards that have not vested	Market or payout of vested share-based awards not paid out or distributed
Robert Scott	Dec 2014	-	-	-	-	-	-	-
David Cruse	Dec 2014	-	-	-	-	-	-	-
Phillip Lockyer	Dec 2014	-	-	-	-	-	-	-
Matthew Syme <sup>(1)</sup>	Dec 2014	-	-	-	-	-	-	-

<sup>(1)</sup> Retired September 9, 2014.

**Incentive Plan Awards – Value Vested or Earned During the Year**

The following table sets out certain information respecting the value of share-based and option-based awards that became vested or were earned during the financial year ended December 31, 2014, for the directors of the Company who were not NEOs.

	<b>Option-based awards – Value vested during the year ended December 31, 2014</b>	<b>Share-based awards – Value vested during the year ended December 31, 2014</b>	<b>Non-equity incentive plan compensation – Value earned during the year ended December 31, 2014</b>
Name	(US\$)	(US\$)	(US\$)
Robert Scott	-	-	-
David Cruse	-	-	-
Phillip Lockyer	-	-	-

## SECURITIES AUTHORIZED FOR ISSUANCE UNDER EQUITY COMPENSATION PLANS

The following table sets out information at the end of the Company’s most recently completed financial year with respect to compensation plans under which equity securities of the Company are authorized for issuance.

### Equity Compensation Plan Information

<b>Plan Category</b>	<b>Number of securities to be issued upon exercise of outstanding options, warrants and rights <sup>(1)</sup></b>	<b>Weighted-average exercise price of outstanding options, warrants and rights (C\$)</b>	<b>Number of securities remaining available for future issuance under equity compensation plans (ie up to 10% of issued capital)</b>
Equity compensation plans approved by security holders	N/A	N/A	12,025,224
Equity compensation plans not approved by security holders	N/A	N/A	N/A
<b>Total</b>	N/A	N/A	12,025,224

#### Notes

- (1) *The Company has in place the RTG Plan which allows the Company to issue Shares of up to 10% of the Company's issued and outstanding Shares from time to time on a non-diluted basis, to eligible directors and employees. More information on the RTG Plan can be found below.*

### The RTG Plan

RTG has in place a Loan Funded Share Plan (the “**RTG Plan**”) which allows RTG to issue Shares of up to 10% of the RTG’s issued and outstanding RTG Shares from time to time on a non-diluted basis, to eligible directors and employees. There are currently 1,400,000 RTG Shares, representing 1.04% of the issued and outstanding Shares of the Company, on issue under the RTG Plan. Under the terms of the RTG Plan, the loan must be repaid immediately if the RTG Plan Shares are sold, the employee becomes insolvent, or subject to bankruptcy proceedings, the employee ceases to be employed by RTG, or the RTG Plan Shares are acquired by a third party by way of amalgamation, arrangement or formal takeover bid for not less than the outstanding RTG Plan Shares. As at the date of this Circular, an aggregate amount of C\$2,310,000.00 in loans remain outstanding under the RTG Plan.

The principal terms of the RTG Plan are set forth below:

#### *Invitation to Participate*

The Board can invite employees of the Company (including the directors) to subscribe for RTG Shares issued pursuant to the RTG Plan (the “**RTG Plan Shares**”) and, if the Board considers appropriate, to receive a loan for all

or part of the subscription price for those RTG Plan Shares. The subscription price for the RTG Plan Shares will be the volume weighted average price for the 5 trading days preceding the date of issue of such RTG Plan Shares.

The number of RTG Plan Shares available for issuance pursuant to the RTG Plan at any time, when combined with any RTG Shares issued pursuant to the RTG Plan since the date on which shareholder approval for the RTG Plan or the unallocated entitlements under the RTG Plan, as applicable, was last obtained, is limited to 10% of the Company's issued and outstanding Shares on a non-diluted basis (subject to adjustment in accordance with the RTG Plan).

The number of RTG Shares issuable to insiders under the RTG Plan (together with RTG Shares issuable pursuant to any other security based compensation arrangements of the Company or its subsidiaries) shall not, at any time, exceed 10% of the RTG Shares outstanding.

The number of RTG Shares which may be issued to insiders under the RTG Plan within a one year period (together with RTG Shares that may be issued pursuant to any other security based compensation arrangements of the Company or its subsidiaries) shall not, at any time, exceed 10% of the RTG Shares outstanding.

#### *Loan Terms*

The key terms of each loan provided under the RTG Plan are as follows:

- a. the loan may only be applied towards the subscription price for the RTG Plan Shares;
- b. the loan will be interest free, provided that if the loan is not repaid by the repayment date set by the Board of Directors the loan will incur interest at 6% per annum after that date (which interest will be capitalised on the first day of each month);
- c. by signing and returning a loan application the RTG Plan participant:
  - i. mortgages, and assigns to the Company by way of equitable mortgage, by way of security for repayment of the loan, the title and interest of the participant in the RTG Plan Shares;
  - ii. authorises the Company to do all things necessary or appropriate for the Company to protect its interests in the RTG Plan Shares, including taking any steps required for a lien to be imposed in respect of the RTG Plan Shares; and authorises the Company to dispose of the RTG Plan Shares if the loan is not repaid by the repayment date set by the Board of Directors;
- d. the loan becomes repayable on the earliest of:
  - i. the repayment date set by the Board of Directors;
  - ii. the RTG Plan Shares being sold;
  - iii. the participant becoming insolvent, or subject to bankruptcy proceedings;
  - iv. the participant ceasing to be an employee of the Company; and
  - v. the RTG Plan Shares being acquired by a third party by way of an amalgamation, arrangement or formal take-over bid for not less than all the outstanding RTG Shares;
- e. unless otherwise determined by the Board of Directors, the loan will be limited recourse such that on the repayment date the repayment obligation in relation to the loan will be limited to the lesser of the outstanding balance of the loan and the market value of the RTG Plan Shares on that date; and
- f. the Board of Directors may waive the requirement for repayment of the loan where the RTG Plan participant dies or becomes permanently disabled or the Board of Directors otherwise determines that such a waiver is appropriate, and upon such a waiver becoming effective the loan will be treated as having been repaid in full.

### *Rights Attaching to RTG Plan Shares*

Until the loan in respect of the RTG Plan Shares is repaid in full, all cash distributions (e.g. dividends, capital returns, etc) payable in respect of the RTG Plan Shares will be automatically applied towards repayment of the loan (unless otherwise determined by the Board of Directors).

Similarly, if an RTG Plan participant receives any rights to acquire Shares in the Company in respect of its RTG Plan Shares (for example under a rights issue conducted by the Company) and elects to sell those rights, the participant undertakes to pay the proceeds of that sale to the Company, which proceeds are to be applied towards repayment of the loan.

Subject to the terms of the invitation, the RTG Plan participants shall be absolute beneficial owners of any RTG Plan Shares received. However, the right to participate in the RTG Plan is not assignable without the previous consent of the Board of Directors.

### *Sale of RTG Plan Shares*

RTG Plan Shares are subject to a hold period until the later of the "trading date" specified by the Board of Directors in the invitation to participate in the RTG Plan and the date the loan is repaid in full and any other restrictions imposed by applicable securities laws.

The RTG Plan Shares may only be sold by a RTG Plan participant where:

- a. the sale is to take place on or after the trading date;
- b. if the participant has been granted a loan:
  - i. the loan has been repaid in full; or
  - ii. the total sale price of the RTG Plan Shares (after deducting the costs of sale) exceeds the amount outstanding on the loan;
- c. the proceeds of the sale are first applied towards repayment of the loan;
- d. the proposed sale will not breach any insider trading or market manipulation provisions of the BVI Act; and
- e. the sale is conducted in the manner prescribed by the Board or otherwise acceptable to the Board of Directors.

Notwithstanding the above, if a takeover bid is made or other formal scheme is proposed then the RTG Plan participant may sell its Shares under that takeover bid or scheme, provided that it must apply the proceeds of that sale first towards repayment of the loan.

### *Amendments to the RTG Plan*

The Board of Directors shall have the power to, without shareholder approval, at any time and from time to time, either prospectively or retrospectively, amend, suspend, or terminate the RTG Plan:

- a. for the purposes of making minor or technical modifications to any of the provisions of the RTG Plan;
- b. to implement features or requirements that are necessary or desirable under applicable tax, securities or corporate laws or to implement changes to the RTG Plan to effect any corporate reorganization of the Company;
- c. to correct any ambiguity, defective provisions, error or omission in the provisions of the RTG Plan;
- d. to add or change provisions relating to any form of financial assistance provided by the Company to employees that would facilitate the purchase of securities under the RTG Plan;

provided however that:

- e. such amendment, suspension or termination is in accordance with applicable laws and the rules of any stock exchange on which the RTG Shares are listed;
- f. no such amendment, suspension or termination shall be made at any time to the extent such action would materially adversely affect the obligations of any participant in respect of the RTG Plan Shares offered or issued or any loans outstanding, as determined by the Board of Directors acting in good faith, without his or her consent in writing; and
- g. the Board of Directors shall obtain shareholder approval of the following:
  - i. any amendment to the maximum number of RTG Plan Shares specified in the RTG Plan (other than pursuant to the anti-dilution provisions of the RTG Plan); and
  - ii. a change to this amendment, suspension, or termination provision of the RTG Plan.

#### **AUDIT COMMITTEE**

The purpose of the audit committee of the Company is to provide assistance to the Board of Directors of the Company in fulfilling its legal and fiduciary obligations with respect to matters involving the accounting, auditing, financial reporting, internal control and legal compliance functions of the Company and its subsidiaries. It is the objective of the audit committee to maintain a free and open means of communication among the Board of Directors of the Company, the independent auditors and senior management of the Company.

Information regarding the Company's Audit Committee is also contained in the Company's Annual Information Form for the year ended December 31, 2014 (the "AIF") and a copy of the Audit Committee Charter is attached as an appendix to the Circular, and is available on SEDAR at [www.sedar.com](http://www.sedar.com).

#### **Composition of the Audit Committee**

The Audit Committee is comprised of Robert Scott, Phil Lockyer and David Cruse. All members are independent within the meaning of NI 52-110. Each of the members is financially literate under Section 1.5 of NI 52-110.

#### *Relevant Education and Experience*

#### ***Robert N Scott – Non –Executive Director and Chair of the Audit Committee***

Mr Scott is a Fellow of the Institute of Chartered Accountants in Australia with over 35 years' experience as a corporate advisor. Mr Scott is a former senior partner of the international accounting firms of KPMG and Arthur Andersen. Mr Scott currently holds directorships on Sandfire Resources NL, Lonestar Resources Limited, and Homeloans Limited.

Mr Scott was appointed a director of the Company on March 28, 2013.

#### ***Phil C Lockyer – Non – Executive Director***

Mr Lockyer is a Mining Engineer and Metallurgist with more than 40 years experience in the mining industry, with an emphasis on gold and nickel, in both underground and open pit mining operations.

Mr Lockyer was employed by WMC Resources for 20 years reaching the position of General Manager of Western Australia responsible for that company's gold and nickel divisions. Mr Lockyer holds directorships on Swick Mining Services Limited, and Western Desert Resources.

Mr Lockyer was appointed a director of the Company on March 28, 2013.

#### ***Mr. David A Cruse – Non-Executive Director***

Mr. Cruse has had a long career in commerce and finance. He was a stockbroker for over 20 years, where he held senior management positions and directorships in the stockbroking industry, with particular focus on capital markets. Mr. Cruse has been involved in the identification and commercialization of a number of resource (including oil and gas) projects.

Mr. Cruse has held a directorship position on the board of Odyssey Energy Limited since 2008. Mr. Cruse was appointed a director of the Company on March 28, 2013.

#### *Pre-Approval Policies and Procedures*

The Audit Committee's charter sets out responsibilities regarding the provision of non-audit services by the Company's external auditors. This policy encourages consideration of whether the provision of services other than audit services is compatible with maintaining the auditor's independence and requires Audit Committee preapproval of permitted audit and audit-related services.

#### *External Auditor Services Fees*

The auditor of the Company is BDO Audit (WA) Pty Ltd. In the last two fiscal years, the auditors performed the following services:

<i>The auditor of the Company is BDO Audit (WA) Pty Ltd.</i>	<b>December 31, 2014</b>	<b>December 31, 2013</b>	<b>June 30, 2013</b>
	<b>US\$</b>	<b>US\$</b>	<b>US\$</b>
<i>Amounts received or due and receivable by BDO Audit (WA) Pty Ltd for:</i>			
• Audit fees	85,809	30,000	87,211
• Taxation fees	46,191	-	-
• Audit related fees	23,874	-	-
	<u>155,874</u>	<u>30,000</u>	<u>87,211</u>

No other fees were paid to the Company's external auditor in the last two fiscal years for fees reasonably related to the performance of the audit or review of the Company's financial statements.

### **CORPORATE GOVERNANCE**

The Company believes that sound corporate governance practices are essential to ensure the well-being and future development of the Company. Corporate governance practices are the structures and processes employed to oversee, direct and manage the business and affairs of the Company. The practices define the division of power between the Board and management and establish mechanisms for achieving accountability by the Board of Directors and management.

The Canadian Securities Administrators have adopted National Policy 58-201 – Corporate Governance Guidelines (the “**Guidelines**”) effective June 30, 2005, which recommends certain best practices for corporate governance in Canada, and National Instrument 58-101 – Disclosure of Corporate Governance Practices (“**NI 58-101**”), which requires the Company to annually disclose its corporate governance practices.

In accordance with NI 58-101 and with reference to the Guidelines, below is a statement of the Company's current corporate governance practices. The Board of Directors is committed to maintaining high standards of corporate governance. Accordingly, it will continue to review its corporate governance practices on a regular basis to assess the effectiveness and appropriateness of such practices.

### Board of Directors and Independence

The Board of Directors is currently comprised of Mr. Michael Carrick, Ms. Justine Magee, Mr. Robert Scott, Mr. David Cruse and Mr. Phil Lockyer. The Guidelines recommend that a majority of the Board be independent within the meaning of NI 58-101.

Of the current directors, Mr. Robert Scott, Mr. David Cruse and Mr. Phil Lockyer are considered independent within the meaning of NI 58-101. Mr. Michael Carrick and Ms. Justine Magee are non-independent due to executive salaries being in place.

### Other Directorships

Name of Director	Name of Other Reporting Issuers
Michael Carrick	B2Gold Corp.
Robert Scott	Sandfire Resources NL Lonestar Resources Limited (formerly Amadeus Energy Limited) Homeloans Limited
Phil Lockyer	Swick Mining Services Limited
David Cruse	Odyssey Energy Limited

### Meetings

The Guidelines recommend that the independent directors convene regularly scheduled meetings at which non-independent directors and members of management are not in attendance. Given the size of the Company, the current composition of the Board of Directors and the nature of activities to date, the independent directors do not convene separate meetings. This practice will be reassessed as the Company grows. The Company has taken steps to ensure that adequate structures and processes are in place to permit the Board of Directors to function independently of management. The directors can request at any time a meeting restricted to independent directors for the purpose of discussing matters independently of management and are encouraged to do so should they feel that such a meeting is required.

The attendance record of each Director for all Board meetings held since the beginning of the Company's most recently completed financial year is as follows:

Committee Meetings				
	Directors Meetings	Audit	Disclosure	Remuneration
<b>Number of Meetings Held</b>	3	1	-	-
<b>Number of Meetings Attended</b>			-	-

Michael J Carrick	3	n/a	n/a	-
Justine A Magee	3	n/a	n/a	n/a
Robert N Scott	3	1	-	-
Phil C Lockyer	3	1	-	n/a
David A Cruse	3	1	-	-
Mathew G. Syme <sup>(1)</sup>	1	-	-	-

(1): Mathew Syme resigned as director on September 9, 2014.

### **Chairman**

The current Chairman, Michael Carrick, is considered not to be independent under the definition of NI 58-101. Whilst the Company recognises the benefit of having an independent director as Chairman, the Board considers that Mr Carrick retains independent judgment such that it does not interfere with the discharge of his duties to the Company. The Board has had due regard to the current size and structure of the Company, composition of the current Board (with a majority of directors being independent) and Mr Carrick's extensive experience in managing companies in the resources industry. The Board considers that Mr Carrick is the most suitable person to act as chair and believes that it can maintain a high level of integrity to discharge its duties and responsibilities as a Board.

The Board provides leadership to its independent directors by encouraging a culture of ethical business conduct. The Board of Directors encourages each member of the Board to conduct a self-review to determine if they are providing an effective service in regards to both the Company and its Shareholders. Should it be deemed that a member of the Board is unable to effectively act on behalf of the Board or in the interests of the Company or its Shareholders, the Director would be encouraged to resign his/her position on the Board.

### **Board Mandate**

The Board has not adopted a written mandate; however, it is required to monitor the management of the business and affairs of the Company and to act with a view to the best interests of the Company. The Board will oversee the development, adoption and implementation of the Company's strategies and plans.

### **Position Descriptions**

The Board has not adopted position descriptions for the Chair of the Board and for the chairs of each of its committees. The Chair of the Board will primarily be responsible for ensuring that the Board is functioning properly and that it is meeting its obligations and responsibilities to Company under the BVI Act. The responsibilities of the chairman of the Audit Committee are set out in the Audit Committee charter which is mandated by the Board of Directors.

The Board of Directors has not adopted a position description for the CEO and the CEO will be allocated a role and responsibility as determined necessary from time to time.

### **Orientation and Continuing Education**

Management of the Company will ensure that a new appointee to the Board receives the appropriate written materials to fully apprise him or her of the duties and responsibilities of a director pursuant to applicable law and policy. Each new director brings a different skill set and professional background, and with this information, the Board is able to determine what orientation to the nature and operations of the Company's business will be necessary and relevant to each new director.

Board members have full access to the Company's records.



## **Ethical Business Conduct**

RTG has established a Code of Conduct (“**Code**”) which applies to all directors, officers and employees. The Code sets ethical standards of business practice and enables the Company to manage risks and adhere to legal and compliance obligations set by stakeholders and regulatory bodies.

The Code sets clear guidelines with respect to:

- workplace health and safety;
- responsibility for the environment;
- conducting business acting with integrity, fairness and respect (including discrimination and harassment);
- conflicts of interest; and
- compliance with applicable laws and regulatory requirements.

A copy of the Code is available on the Company’s website.

The Board expects management to operate the business of the Company in a manner that enhances Shareholder value and is consistent with the highest level of integrity. The Board, management and all employees of RTG are committed to implementing this Code. Therefore, it is up to each individual to comply with the Code and they will be accountable for such compliance. Where an employee is concerned that there has been a violation of this Code, it he or she can report in good faith to his or her superior. While a record of such reports will be kept by RTG for the purposes of the investigation, the report may be made anonymously. No one making such a report will be subject to any form of retribution.

The disciplinary measures that may be imposed for violations of this Code include, but are not limited to, counselling, verbal or written reprimands, warnings, suspension without pay, demotion, reduction in salary, or termination of employment or restitution.

The Code provides that employees and directors must avoid material conflicts between personal interests and the interests of RTG, or even the semblance of such interests. Where an employee or director is concerned that there may be a conflict of interest, he or she should discuss with the Chair or the CEO of the Company as soon as possible.

## **Nomination of Directors**

The Company has established a Remuneration and Nomination Committee to ensure that the Board has an appropriate mix of skills and experience to be an effective decision-making body, and has adopted a Remuneration and Nomination Committee Charter. The Remuneration and Nomination Committee currently comprises of:

- Robert Scott (independent, non-executive director and Chairman);
- Michael Carrick (non-independent director); and
- David Cruse (independent, non-executive director).

Mr Scott is the Chair of the Remuneration and Nomination Committee so that the Chair of the committee is not the Chair of the Board. Both Robert Scott and David Cruse are considered independent directors, and, as a result, while the Remuneration and Nomination Committee is not composed entirely of independent directors, the independent directors do hold a majority. As the Company grows, this procedure and the membership of the Remuneration Committee will be re-evaluated.

The role of the Remuneration and Nomination Committee with respect to board nomination includes, among others, the following:

- (a) identifying and recommending to the Board candidates to become new members of the Board after considering the necessary and desirable competencies of new members of the Board to ensure the appropriate mix of skills and experience and after assessing how the candidates can contribute to the strategic direction of the Company;
- (b) approving and reviewing induction procedures for new appointees of the Board to ensure that they can effectively discharge their responsibilities; and
- (c) considering and recommending to the Board candidates for election or re-election to the Board at each annual shareholders' meeting;

## **Compensation**

RTG is committed to ensuring that matters concerning remuneration of directors and senior management and RTG's obligations in respect of employment benefits are dealt with fairly and responsibly.

The Remuneration and Nomination Committee comprises the following members, Michael Carrick, Robert Scott and David Cruse. Both Robert Scott and David Cruse are considered independent directors, and, as a result, while the Remuneration Committee is not composed entirely of independent directors, the independent directors do hold a majority. As the Company grows this procedure and the membership of the Remuneration Committee will be re-evaluated. Rob Scott is the independent Chair on the Remuneration and Nomination Committee..

The Remuneration and Nomination Committee Charter adopted by the Board ensures that remuneration properly reflects the relevant person's duties and responsibilities, and that the remuneration is competitive in attracting, retaining and motivating people of the highest quality. Given the present nature of RTG's business, early stage production, exploration and development, the Company believes the best way to achieve this objective is to provide executives (including executive directors) with a remuneration package consisting of fixed and variable components that reflect the person's responsibilities, duties and personal performance. Other responsibilities of the Remuneration and Nomination Committee with respect to remuneration include, among others, the following:

- (a) reviewing and recommending policy on retirement and termination payments for directors;
- (b) ensuring that remuneration policies and systems that support the Company's wider objectives and strategies are in place and are being adhered to; and
- (c) co-ordinating annual reviews of the Company's remuneration policies and practices to ensure they are (i) relevant to the Company's wider objectives and strategies; (ii) legal and defensible; and (iii) in accordance with human resource objectives of the Company.

Details of the remuneration structure of executive directors, non-executive directors and senior executives will be provided in the Company's annual reports.

The Chairman of the Remuneration and Nomination Committee reports to the Board and, as appropriate, make recommendations to the Board after each meeting held.

## **Other Board Committees**

Other than the Audit Committee and the Remuneration and Nomination Committee, the Board has also established a Disclosure Committee.

The Disclosure Committee is comprised of the following members, Robert Scott, Phil Lockyer, and David Cruse. The committee's mandate will be to assist the Board in establishing and maintaining a sound system of corporate governance through a process of continuing assessment and enhancement.

The Disclosure Committee will be responsible for examining the effectiveness of the Company's corporate governance practices and proposing such procedures and policies as the Committee believes are appropriate to ensure that:

- (i) the Board of Directors clearly functions independently of management;

- (ii) management is clearly accountable to the Board of Directors of the Company; and
- (iii) procedures are in place to monitor the effectiveness of performance of the Board of Directors, Committees of the Board and individual directors.

The Disclosure Committee will undertake an annual assessment of the overall effectiveness of the Board of Directors, its Committees and individual directors. The committee will be responsible for matters including developing the Company's approach to governance issues, annually reviewing the Board Mandate; reviewing the Company's compliance with applicable governance guidelines and assessing the effectiveness of the Board of Directors and its committees. Current and potential new directors will be evaluated by this committee annually to ensure that each member of the board of directors has the expected competencies and skills.

### **Board Renewal Policy**

The Board has not adopted policies imposing an arbitrary term or retirement age limit in connection with individuals nominated for election as directors as it does not believe that such a limit is in the best interests of the Company. The Remuneration and Nomination Committee annually reviews the composition of the Board, including the age and tenure of individual directors. The Board strives to achieve a balance between the desirability to have a depth of institutional experience from its members on the one hand and the need for renewal and new perspectives on the other hand.

### **Gender Diversity Policy**

The Board is committed to nominating the best individuals to fulfill director roles. The Board believes that diversity is important to ensure that Board members provide the necessary range of perspectives, experience and expertise required to achieve effective stewardship. The Board has adopted a policy promoting diversity and equal opportunity ("**Diversity Policy**").

The Diversity Policy sets out RTG's commitment in achieving diversity by:

- establishing measurable objectives which are reviewed on an annual basis;
- taking active measures in eliminating discrimination and harassment; and
- recruiting and maintaining a diversified workforce and implementing programs which provide for flexible work arrangements and various other diversity considerations.

However, the Board has not adopted specific policies relating to the identification and nomination of women directors. The Remuneration and Nomination Committee reviews the general and specific criteria applicable to candidates to be considered for nomination to the Board and aims to maintain the composition of the Board in a way that provides the best mix of skill and experience to guide the Company's long-term strategy and ongoing business operations. The Remuneration and Nomination Committee and the Board recognize that gender diversity is a significant aspect of diversity and acknowledges the important role that women with appropriate and relevant skills and experience can play in contributing to diversity of perspective in the boardroom and in senior management roles.

The Board has not adopted a written policy or set targets for identifying and nominating women directors or executive officers; however, in addition to ensuring the board and executive management have the proper skills and experience to be effective, the review also takes into account the diversity of backgrounds and personal characteristics such as age, gender, cultural and educational background and length of service among directors.

Currently, the Company has one woman of the Board, representing 16% of the Board, and one woman in senior executive position, representing 14% of the officers in senior executive positions.

### **INDEBTEDNESS OF DIRECTORS AND EXECUTIVE OFFICERS**

None of the directors, executive officers, employees, proposed nominees for election as directors or the associates of any of the foregoing, has been indebted to the Company during the most recently completed financial year other than under the Company's Loan Funded Share Plan as detailed in its Annual Financial Accounts.

### **INTEREST OF INFORMED PERSONS IN MATERIAL TRANSACTIONS**

Except as disclosed herein, no director or executive officer of the Company, no person or company that beneficially owns or controls or directs, directly or indirectly, more than 10% of the Company's Shares, and no associate or affiliate of the foregoing persons, has or had any material interest, direct or indirect, in any transaction within the three most recently completed financial years or during the current financial year that has materially affected or is reasonably expected to materially affect the Company.

### **MANAGEMENT CONTRACTS**

Management functions of RTG and its subsidiaries are performed by directors, executive officers or senior officers of RTG and not, to any substantial degree, by any other person with whom RTG has contracted.

### **OTHER MATTERS**

Management knows of no matters to come before the Meeting other than those referred to in the Notice of Meeting. However, if any other matters which are not known to management shall properly come before the said Meeting, the Proxy From 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.

**BOARD APPROVAL**

The contents and sending of this Notice and Circular have been approved by the Board of Directors.

Dated at Perth, Australia, as of the 23rd day of April, 2015.

**ON BEHALF OF THE BOARD**

(signed) "*Justine Magee*"

Justine Magee  
Chief Executive Officer

## APPENDIX A

### AUDIT COMMITTEE CHARTER

By appropriate resolution of the Board of Directors of RTG Mining Inc. (“the Board”), the Audit Committee (the “Committee”) has been established as a standing committee of the Board with the terms of reference set forth below. Unless the context requires otherwise, the term “Company” refers to RTG Mining Inc. and its subsidiaries.

#### 1. **PURPOSE**

1.1 The Committee is appointed by the Board of the “Company to assist the Board in fulfilling its financial management oversight responsibilities. The Committee’s primary duties and responsibilities are to:

- (a) monitor the integrity of the Company’s financial reporting process and system of internal controls regarding financial reporting and accounting compliance;
- (b) identify and monitor the management of the principal risks that could impact the financial reporting of the Company;
- (c) monitor the independence and performance of the Company’s external auditor; and
- (d) provide an avenue of communication among the external auditor, management and the Board.

#### 2. **AUTHORITY**

The Committee has the authority to:

- (a) engage independent counsel and other advisors as it determines necessary to carry out its duties;
- (b) set and pay the compensation for any advisors employed by the Committee; and
- (c) communicate directly with the internal and external auditors.

#### 3. **COMPOSITION**

3.1 Committee members shall meet the requirements of the applicable securities regulatory rules and regulations. The Committee shall be comprised of at least three directors, as determined by the Board, each of whom shall be an “independent” director within the meaning of National Instrument 52-110 (“NI 52-110”) promulgated by the Canadian Securities Administrators and shall be free from any relationship that would interfere with the exercise of the director’s independent judgment, provided that, the exemption in Section 3.9 of 52-110 is available for a period of up to one year commencing on the date of the receipt of the prospectus qualifying a distribution of securities that is the initial public offering of the Company. All members of the Committee shall be “financially literate” within the meaning of NI 52-110 and at least one member of the Committee shall have accounting or related financial management expertise.

3.2 The members of the Committee shall be appointed by the Board and shall serve until their successors are appointed. The Board shall have the power at any time to change the membership of the Committee and to fill vacancies in it, subject to the Committee continuing to satisfy the composition requirements mentioned above. The Board shall designate one member of the Committee as its Chair. If a Chair of the Committee is not designated or present at a meeting, the members of the Committee may designate a Chair for the meeting by majority vote of the Committee membership.

#### **4. MEETINGS**

- 4.1 Except as expressly provided in this Charter or the Articles of the Company, the Committee shall fix its own rules of procedure.
- 4.2 The Committee shall meet at least four times annually, or more frequently as circumstances dictate. The Committee Chair shall prepare and/or approve an agenda in advance of each meeting. The Committee should meet privately in executive session at least annually with management, the external auditor, and as a Committee to discuss any matter that the Committee or each of these groups believes should be discussed. In addition, the Committee should communicate with management quarterly as part of their review of the Company's interim financial statements and management's discussion and analysis.
- 4.3 At all meetings of the Committee, the presence of a majority of the members will constitute a quorum for the transaction of the business and the vote of a majority of the members present shall be the act of the Committee.
- 4.4 The Chair, any member of the Audit Committee, the external auditors, the Chairman of the Board, or the Chief Executive Officer or the Chief Financial Officer may call a meeting of the Audit Committee by notifying the Company's Corporate Secretary who will notify the members of the Audit Committee. The Chair shall chair all Audit Committee meetings that he or she attends, and in the absence of the Chair, the members of the Audit Committee present may appoint a chair from their number for a meeting.
- 4.5 Members of the Committee may participate in a meeting of the Committee by conference telephone or similar communications equipment by means of which all people participating in the meeting can hear each other and participation in such a meeting will constitute presence in person at such a meeting.
- 4.6 Any action required or permitted to be taken at any meeting of the Committee may be taken without a meeting if all of its members consent in writing to the action and such writing is filed with the records of proceedings of the Committee.
- 4.7 The Committee shall have unrestricted access to the Company's management and employees and the books and records of the Company.
- 4.8 Directors not on the Committee may attend meetings at their discretion. At the invitation of the Chair of the Committee, members of management and outside consultants may attend Committee meetings.

#### **5. RESPONSIBILITIES**

##### ***Review Procedures***

- 5.1 The Committee shall have the functions and responsibilities set out below as well as any other functions that are specifically delegated to the Committee by the Board and that the Board is authorized to delegate by applicable laws and regulations. In addition to these functions and responsibilities, the Committee shall perform the duties required of an audit committee by any exchange upon which securities of the Company are traded, or any governmental or regulatory body exercising authority over the Company, as are in effect from time to time (collectively, the "Applicable Requirements").
- 5.2 Review and update, if applicable or necessary, this Audit Committee Charter annually and submit any amended Audit Committee Charter to the Board for approval.
- 5.3 Review the Company's annual audited financial statements, related management's discussion and analysis ("MD&A") and related documents prior to filing or distribution. This review should include discussion with management and the external auditor of significant issues regarding accounting principles, practices, and significant management estimates and judgments.

- 5.4 Review with financial management the Company's quarterly financial results and related documents prior to the release of earnings and/or the Company's quarterly financial statements, the auditor's review report thereon, related MD&A and related documents prior to filing or distribution. As part of this review, the Committee should discuss any significant changes to the Company's accounting principles.
- 5.5 Review all filings with government agencies in Canada and assess the compliance of the Company in relation to governmental and stock exchange regulations as they apply to the Company respecting processes and controls.
- 5.6 Review all annual and interim earnings press releases before the Company publicly discloses the information.
- 5.7 Review the effect of regulatory and accounting initiatives, as well as off-balance sheet structures, on the financial statements of the Company.
- 5.8 Review policies and procedures with respect to directors' and officers' expense accounts and management perquisites and benefits, including their use of corporate assets and expenditures related to executive travel and entertainment.
- 5.9 Discuss with management, the auditors and internal legal counsel, as requested, any litigation claim or other contingency that could have a material effect on the financial statements.
- 5.10 Ensure that adequate procedures are in place for the review of the Company's public disclosure of financial information extracted or derived from the Company's financial statements, as well as review any financial information and earnings guidance provided to analysts and rating agencies, and periodically assess the adequacy of those procedures.

***External Auditor***

- 5.11 The external auditor is ultimately accountable to the Committee and the Board, as representative of the shareholders. The Committee shall review the independence and performance of the auditor and annually recommend to the Board the appointment of the external auditor or approve any discharge of the external auditor when circumstances warrant.
- 5.12 Approve the fees and other significant compensation to be paid to the external auditor.
- 5.13 At least annually, the Audit Committee shall review the qualifications and performance of the lead partner(s) of the auditors and determine whether it is appropriate to adopt or continue a policy of rotating lead partners of the external auditors.
- 5.14 Obtain annually, a formal written statement from the external auditor setting forth all relationships between the external auditor and the Company.
- 5.15 On an annual basis, the Committee should review and discuss with the external auditor all significant relationships the auditor has with the Company that could impair the auditor's independence.
- 5.16 Take, or recommend that the Board take, appropriate action to oversee the independence of the external auditor, including the resolution of disagreements between management and the external auditor regarding financial reporting.
- 5.17 Review the external auditor's audit plan, discuss and approve audit scope, staffing, locations, reliance upon management and general audit approach.
- 5.18 Prior to releasing the year-end financial report, the Committee will discuss the results of the audit with the external auditor. The auditor will review with the Committee any matters required to be communicated to



audit committees in accordance with the standards established by the Canadian Institute of Chartered Accountants.

- 5.19 At each meeting, where desired, consult with the external auditor, without the presence of management, about the quality of the Company's accounting principles, internal controls and the completeness and accuracy of the Company's financial statements.
- 5.20 Review and approve the Company's hiring policies regarding partners, employees and former partners and employees of the present and, if applicable, former external auditor of the Company.
- 5.21 Review and pre-approve all audit and audit-related services and the fees and other compensation related thereto, and any non-audit services, provided by the Company's external auditor. The authority to pre-approve non-audit services may be delegated by the Committee to one or more independent members of the Committee, provided that such pre-approval must be presented to the Committee's first scheduled meeting following such pre-approval. Pre-approval of non-audit services is satisfied if:
- a. the aggregate amount of all the non-audit services that were not pre-approved is reasonably expected to constitute no more than 5% of the total amount of fees paid by the Company and subsidiaries to the Company's external auditor during the fiscal year in which the services are provided;
  - b. the Company or a subsidiary did not recognize the services as non-audit services at the time of the engagement; and
  - c. the services are promptly brought to the attention of the Committee and approved, prior to completion of the audit, by the Committee or by one or more of its members to whom authority to grant such approvals has been delegated by the Committee.

#### ***Financial Reporting Processes***

- 5.22 The Audit Committee shall require management to implement and maintain appropriate systems of internal controls in accordance with Applicable Requirements, including internal controls over financial reporting and disclosure and to review, evaluate and approve these procedures. At least annually, the Audit Committee shall consider and review with management and the auditors:
- (a) the effectiveness of, or weaknesses or deficiencies in: the design or operation of the Company's internal controls (including computerized information system controls and security); the overall control environment for managing business risks; and accounting, financial and disclosure controls (including, without limitation, controls over financial reporting), non-financial controls, and legal and regulatory controls and the impact of any identified weaknesses in internal controls on management's conclusions;
  - (b) any significant changes in internal controls over financial reporting that are disclosed, or considered for disclosure, including those in the Company's periodic regulatory filings;
  - (c) any material issues raised by any inquiry or investigation by the Company's regulators;
  - (d) the Company's fraud prevention and detection program, including deficiencies in internal controls that may impact the integrity of financial information, or may expose the Company to other significant internal or external fraud losses and the extent of those losses and any disciplinary action in respect of fraud taken against management or other employees who have a significant role in financial reporting; and

- (e) any related significant issues and recommendations of the auditors together with management's responses thereto, including the timetable for implementation of recommendations to correct weaknesses in internal controls over financial reporting and disclosure controls.

The Committee should discuss significant financial risk exposures and the steps management has taken to monitor, control, and report such exposures. The review will include a consideration of any significant findings prepared by the external auditor together with management's responses.

- 5.23 Review the effectiveness of the overall process for identifying the principal risks affecting financial reporting and provide the Committee's views to the Board.
- 5.24 Review analyses prepared by management and/or the external auditor setting forth significant financial reporting issues and judgments made in connection with the preparation of the financial statements, including analyses of the effects of alternative GAAP methods on the financial statements.
- 5.25 Consider and approve, if appropriate, changes to the Company's auditing and accounting principles and practices as suggested by the external auditor and management.
- 5.26 Review significant judgments made by management in the preparation of the financial statements and the view of the external auditor as to appropriateness of such judgments.
- 5.27 Following completion of the annual audit, review separately with management and the external auditor any significant difficulties encountered during the course of the audit, including any restrictions on the scope of work or access to required information.
- 5.28 Review any significant disagreement among management and the external auditor in connection with the preparation of the financial statements.
- 5.29 Review with the external auditor and management the extent to which changes and improvements in financial or accounting practices have been implemented.
- 5.30 Review any complaints or concerns about any questionable accounting, internal accounting controls or auditing matters.
- 5.31 Review the financial disclosures certification process.
- 5.32 Establish procedure for (a) the receipt, retention, and treatment of complaints received by the Company regarding accounting, internal accounting controls, or auditing matters; and (b) the confidential, anonymous submission by employees of the Company of concerns regarding questionable accounting or auditing matters or any material violation of securities laws or other laws, rules or regulations applicable to the Company and the operation of its business. Any such complaints or concerns that are received shall be reviewed by the Audit Committee and, if the Audit Committee determines that the matter requires further investigation, it will direct the Chair of the Audit Committee to engage outside advisors, as necessary or appropriate, to investigate the matter and will work with management and the general counsel to reach a satisfactory conclusion.

***Other Committee Responsibilities***

- 5.33 Annually assess the effectiveness of the Committee against this Audit Committee Charter and report the results of the assessment to the Board.
- 5.34 The Audit Committee shall review and discuss with management the appointment of key financial executives and recommend qualified candidates to the Board, as appropriate.

- 5.35 As required under Securities Rules, prepare and disclose a summary of the Audit Committee Charter in applicable continuous disclosure documents.
- 5.36 Perform any other activities consistent with this Audit Committee Charter, the Company's articles, and governing law, as the Committee or the Board deems necessary or appropriate.
- 5.37 Maintain minutes of meetings and report to the Board on significant matters arising at Committee meetings at the next scheduled meeting of the Board.

***Other Duties***

- 5.38 Periodically conduct a self-assessment of Committee performance.
- 5.39 Review financial and accounting personnel succession planning within the Company.
- 5.40 Annually review a summary of director and officers' related party transactions and potential conflicts of interest.

**6. NO RIGHTS CREATED**

This Charter is a statement of broad policies and is intended as a component of the flexible governance framework within which the Audit Committee functions. While it should be interpreted in the context of all applicable laws, regulations and listing requirements, as well as in the context of the Company's Articles and By-laws, it is not intended to establish any legally binding obligations.

**7. CHARTER REVIEW**

This Charter was adopted by the Board on November 15, 2010 and the Committee shall review and update this Charter annually and present it to the Board for approval.

┌ 000001 000 RTG  
MR SAM SAMPLE  
FLAT 123  
123 SAMPLE STREET  
THE SAMPLE HILL  
SAMPLE ESTATE  
SAMPLEVILLE VIC 3030

**Lodge your vote:**



**By Mail:**

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Victoria 3001 Australia

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(outside Australia) +61 3 9415 4000

## CDI Voting Instruction Form

**For your vote to be effective it must be received by 11:30am (Perth time) Monday, 18 May 2015**

### How to Vote on Items of Business

Each CHESS Depository Interest (CDI) is equivalent to 1 (one) fully paid share in the Company, so that every 1 (one) CDI that you own at 23 April 2015 entitles you to 1 (one) vote.

You can vote by completing, signing and returning your CDI Voting Instruction Form. This form gives your voting instructions to CHESS Depository Nominees Pty Ltd, which will vote the underlying shares on your behalf. You need to return the form no later than the time and date shown above to give CHESS Depository Nominees Pty Ltd enough time to tabulate all CHESS Depository Interest votes and to vote on the underlying shares.

### Signing Instructions

**Individual:** Where the holding is in one name, the securityholder must sign.

**Joint Holding:** Where the holding is in more than one name, all of the securityholders should sign.

**Power of Attorney:** If you have not already lodged the Power of Attorney with the Australian registry, please attach a certified photocopy of the Power of Attorney to this form when you return it.

**Companies:** Only duly authorised officer/s can sign on behalf of a company. Please sign in the boxes provided, which state the office held by the signatory, ie Sole Director, Sole Company Secretary or Director and Company Secretary. Delete titles as applicable.

**Comments & Questions:** If you have any comments or questions for the company, please write them on a separate sheet of paper and return with this form.

**Turn over to complete the form** →



View your securityholder information, 24 hours a day, 7 days a week:

**[www.investorcentre.com](http://www.investorcentre.com)**

- Review your securityholding
- Update your securityholding

**Your secure access information is:**

**SRN/HIN: I9999999999**



**PLEASE NOTE:** For security reasons it is important that you keep your SRN/HIN confidential.

MR SAM SAMPLE  
 FLAT 123  
 123 SAMPLE STREET  
 THE SAMPLE HILL  
 SAMPLE ESTATE  
 SAMPLEVILLE VIC 3030

**Change of address.** If incorrect, mark this box and make the correction in the space to the left. Securityholders sponsored by a broker (reference number commences with 'X') should advise your broker of any changes.



I 9999999999

I ND

# CDI Voting Instruction Form

Please mark  to indicate your directions

## STEP 1 CHES Depositary Nominees will vote as directed XX

### Voting Instructions to CHES Depositary Nominees Pty Ltd

Please mark box A OR B

I/We being a holder of CHES Depositary Interests of RTG Mining Inc., hereby direct CHES Depositary Nominees Pty Ltd (CDN) to:

**A**  vote on my/our behalf with respect to the Resolutions below in the manner instructed in Step 2 below.

OR

**B**  appoint the Chairman of the Meeting OR

to attend, speak and vote the shares underlying my/our holding at the Annual and Special Meeting of RTG Mining Inc. to be held at The Park Business Centre, 45 Ventnor Avenue, West Perth, Australia on Thursday, 21 May 2015 at 11:30am (Perth time) and at any adjournment of that meeting.

CDN instructs its proxy to vote on the resolutions proposed at the meeting in accordance with the directions in Step 2 below. Where no direction is given, the proxy may vote as they see fit. In addition, the proxy can vote as they see fit on any other business of the meeting, including amendments to the resolutions and at any adjournment of the meeting.

The Chairman of the Meeting intends to vote all valid undirected proxies in favour of each item of business, set out in Step 2 below.

## STEP 2 Items of Business PLEASE NOTE: If you mark the **Abstain** box for an item, you are directing CHES Depositary Nominees Pty Ltd or their appointed proxy not to vote on your behalf on a show of hands or a poll and your votes will not be counted in computing the required majority.

### ORDINARY BUSINESS

#### 1. Election of Directors

	For	Against	Abstain		For	Against	Abstain
01. Mr. Michael Carrick	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	02. Ms. Justine Magee	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
03. Mr. Robert Scott	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	04. Mr. David Cruse	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
05. Mr. Phillip Lockyer	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				

#### 2. Appointment of Auditors

To appoint BDO Audit (WA) Pty Ltd. as auditors of the Company for the ensuing year and to authorize the directors to fix the auditor's remuneration.

For	Against	Abstain
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

#### 3. Approval of Loan Funded Share Plan

To consider and, if deemed advisable, to ratify and approve the loan funded share plan (the "RTG Plan"), pursuant to which certain employees of the Company will be invited to subscribe for fully paid shares in the Company ("Shares") using financial assistance provided by the Company.

For	Against	Abstain
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

#### 4. Issuance of Shares Under the RTG Plan

To consider and, if deemed advisable, to issue 1,000,000 Shares to eligible directors under the RTG Plan.

For	Against	Abstain
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

#### 5. Maximum Aggregate Non-Executive Directors' Fees

To consider and, if deemed advisable, to approve the increase in the maximum aggregate amount available for the remuneration of non-executive directors.

For	Against	Abstain
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

#### 6. Approval of Additional Capacity to Issue Securities - ASX Requirement

To consider and, if deemed advisable, to grant the Company an additional equity raising capacity equivalent to 10% of the Company's securities.

For	Against	Abstain
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

#### 7. Amendment to RTG's Articles of Association

To consider and, if deemed advisable, to amend the Company's Articles of Association as set out in the accompanying management information circular (the "Circular").

For	Against	Abstain
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

## SIGN Signature of Securityholder(s) *This section must be completed.*

Individual or Securityholder 1

Sole Director and Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director/Company Secretary

Contact Name

Contact Daytime Telephone

Date

 /  /

Security Class

Holder Account Number

Fold

**Form of Proxy - Annual General and Special Meeting to be held on May 21, 2015**

**This Form of Proxy is solicited by and on behalf of Management.**

**Notes to proxy**

1. Every holder has the right to appoint some other person or company of their choice, who need not be a holder, to attend and act on their behalf at the meeting or any adjournment or postponement thereof. If you wish to appoint a person or company other than the persons whose names are printed herein, please insert the name of your chosen proxyholder in the space provided (see reverse).
2. If the securities are registered in the name of more than one owner (for example, joint ownership, trustees, executors, etc.), then all those registered should sign this proxy. If you are voting on behalf of a corporation or another individual you must sign this proxy with signing capacity stated, and you may be required to provide documentation evidencing your power to sign this proxy.
3. This proxy should be signed in the exact manner as the name(s) appear(s) on the proxy.
4. If this proxy is not dated, it will be deemed to bear the date on which it is mailed by Management to the holder.
5. **The securities represented by this proxy will be voted as directed by the holder, however, if such a direction is not made in respect of any matter, this proxy will be voted as recommended by Management.**
6. The securities represented by this proxy will be voted in favour or withheld from voting or voted against each of the matters described herein, as applicable, in accordance with the instructions of the holder, on any ballot that may be called for and, if the holder has specified a choice with respect to any matter to be acted on, the securities will be voted accordingly.
7. This proxy confers discretionary authority in respect of amendments or variations to matters identified in the Notice of Meeting or other matters that may properly come before the meeting or any adjournment or postponement thereof.
8. This proxy should be read in conjunction with the accompanying documentation provided by Management.

Fold

**Proxies submitted must be received by 11:30 am, Perth Time, on May 19, 2015.**

**VOTE USING THE TELEPHONE OR INTERNET 24 HOURS A DAY 7 DAYS A WEEK!**



**To Vote Using the Telephone**

- Call the number listed BELOW from a touch tone telephone.

**1-866-732-VOTE (8683) Toll Free**



**To Vote Using the Internet**

- Go to the following web site:  
[www.investorvote.com](http://www.investorvote.com)
- **Smartphone?**  
Scan the QR code to vote now.



**If you vote by telephone or the Internet, DO NOT mail back this proxy.**

**Voting by mail** may be the only method for securities held in the name of a corporation or securities being voted on behalf of another individual. **Voting by mail or by Internet** are the only methods by which a holder may appoint a person as proxyholder other than the Management nominees named on the reverse of this proxy. Instead of mailing this proxy, you may choose one of the two voting methods outlined above to vote this proxy.

**To vote by telephone or the Internet, you will need to provide your CONTROL NUMBER listed below.**

**CONTROL NUMBER**



### Appointment of Proxyholder

I/We, being holder(s) of RTG Mining Inc. hereby appoint:  
Michael Carrick or, failing him, Justine Magee

OR

Print the name of the person you are  
appointing if this person is someone other  
than the Management Nominees listed herein.

as my/our proxyholder with full power of substitution and to attend, act and to vote for and on behalf of the shareholder in accordance with the following direction (or if no directions have been given, as the proxyholder sees fit) and all other matters that may properly come before the Annual General and Special Meeting of shareholders of RTG Mining Inc. to be held at The Park Business Centre, 45 Ventnor Ave West, Perth, Australia, on May 21, 2015 at 11:30 am (WST) and at any adjournment or postponement thereof.

The Management Nominees intend to vote all valid undirected proxies in favour of each item of business, set below.

VOTING RECOMMENDATIONS ARE INDICATED BY **HIGHLIGHTED TEXT** OVER THE BOXES.

### 1. Election of Directors

	For	Withhold	Against		For	Withhold	Against		For	Withhold	Against
01. Mr. Michael Carrick	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	02. Ms. Justine Magee	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	03. Mr. Robert Scott	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
04. Mr. David Cruse	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	05. Mr. Phillip Lockyer	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				

**For** Against Withhold

### 2. Appointment of Auditors

To appoint BDO Audit (WA) Pty Ltd. as auditors of the Company for the ensuing year and to authorize the directors to fix the auditor's remuneration.

**For** Against Withhold

### 3. APPROVAL OF LOAN FUNDED SHARE PLAN

To consider and, if deemed advisable, to ratify and approve the loan funded share plan (the "RTG Plan"), pursuant to which certain employees of the Company will be invited to subscribe for fully paid shares in the Company ("Shares") using financial assistance provided by the Company.

**For** Against Withhold

### 4. ISSUANCE OF SHARES UNDER THE RTG PLAN

To consider and, if deemed advisable, to issue 1,000,000 Shares to the eligible directors under the RTG Plan.

**For** Against Withhold

### 5. MAXIMUM AGGREGATE NON-EXECUTIVE DIRECTORS' FEES

To consider and, if deemed advisable, to approve the increase in the maximum aggregate amount available for the remuneration of non-executive directors.

**For** Against Withhold

### 6. APPROVAL OF ADDITIONAL CAPACITY TO ISSUE SECURITIES - ASX REQUIREMENT

To consider and, if deemed advisable, to grant the Company an additional equity raising capacity equivalent to 10% of the Company's securities.

**For** Against Withhold

### 7. AMENDMENT TO RTG'S ARTICLES OF ASSOCIATION

To consider and, if deemed advisable, to amend the Company's Articles of Association as set out in the accompanying management information circular (the "Circular").

### Authorized Signature(s) – This section must be completed for your instructions to be executed.

I/We authorize you to act in accordance with my/our instructions set out above. I/We hereby revoke any proxy previously given with respect to the Meeting. **If no voting instructions are indicated above, this Proxy will be voted as recommended by Management.**

Signature(s)

Date

MM / DD / YY

**Interim Financial Statements** – Mark this box if you would like to receive Interim Financial Statements and accompanying Management's Discussion and Analysis by mail.

**Annual Financial Statements** – Mark this box if you would NOT like to receive the Annual Financial Statements and accompanying Management's Discussion and Analysis by mail.

If you are not mailing back your proxy, you may register online to receive the above financial report(s) by mail at [www.computershare.com/maillinglist](http://www.computershare.com/maillinglist).

