



Interim Financial Statements

**For the three months ended
31 March 2015**

RTG MINING INC.

Level 2, 338 Barker Road, Subiaco WA 6008

Website: www.rtgmining.com

**NOTICE OF NO AUDITOR REVIEW OF
INTERIM FINANCIAL STATEMENTS**

The interim financial report for RTG Mining Inc. ("RTG" or the "Company") is a general purpose condensed financial report which has been prepared in accordance with the requirements of International Accounting Standard 34 ("IAS 34") as issued by the International Accounting Standards Board. The consolidated financial statements have also been prepared on a historical cost basis and are presented in United States Dollars (US\$). These financial statements are the responsibility of management and have not been reviewed by the auditors. The most significant accounting principles have been set out in the audited financial statements and Annual Information Form dated 30 March 2015 for the period ended 31 December 2014 and the related notes thereto. A precise determination of many assets and liabilities is dependent on future events. Therefore, estimates and approximations have been made using careful judgment. Recognizing that the Company is responsible for both the integrity and objectivity of the financial statements, management is satisfied that these financial statements have been fairly presented.

For further information please contact:

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CORPORATE DIRECTORY

DIRECTORS: Michael J Carrick (Chairman)
Justine A Magee
David A T Cruse
Robert N Scott
Phil C Lockyer
Mathew G Syme (Appointed 4 June 2014, retired 9 September 2014)

SECRETARY: Nicholas Day (Appointed: 21 January 2015)
Ryan P Gurner (Appointed: 9 Sept 2014, Resigned: 21 January 2015)

REGISTERED AND PRINCIPAL OFFICE: Level 2
338 Barker Road,
Subiaco WA 6000

Telephone: +61 8 6489 2900
Facsimile: +61 8 6489 2920

BANKERS: Australia and New Zealand Banking Group Limited
77 St Georges Terrace
Perth WA 6000

AUDITORS: BDO Audit (WA) Pty Ltd
38 Station Street
Subiaco WA 6008

SHARE REGISTER: Australian Register
Computershare Investor Services Pty Limited
Level 2
45 St Georges Terrace
Perth WA 6000

Telephone: 1300 557 010 or + 61 8 9323 2000
Facsimile: + 61 8 9323 2033

Canadian Register
Computershare Investor Services Inc.
100 University Ave, 11th Floor
Toronto Ontario M5J2Y1
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Telephone: +1 416 263 9449
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STOCK EXCHANGE: Australian Securities Exchange Limited
Exchange Code:
RTG – Chess Depositary Interests (CDIs)

Toronto Stock Exchange Inc.
Exchange Code:
RTG – Fully paid shares

CORPORATE DIRECTORY cont.

LAWYERS:

Corrs Chambers Westgarth
Level 15
Woodside Plaza
240 St Georges Terrace
Perth WA 6000

Blakes, Cassels & Graydon
Suite 2600
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WEBSITE:

www.rtgmining.com

RTG MINING INC.
CONSOLIDATED STATEMENT OF PROFIT AND LOSS AND OTHER COMPREHENSIVE INCOME

Unaudited - Prepared By Management

For the three months ended 31 March 2015

	Note	Consolidated Three months ended 31 March 2015 US\$	Consolidated Three months ended 31 March 2014 US\$
Continuing Operations			
Revenue	3(a)	14	10,366
Exploration and evaluation expenditure		(112,431)	-
Operating expenses		-	-
Business development	3(b)	(342,173)	(424,439)
Foreign exchange gains/(losses)		(113,466)	(349,085)
Administrative expenses	3(c)	(535,268)	(1,108,563)
Share of loss of associates	3(d)	(194,238)	-
Loss from continuing operations		(1,297,562)	(1,871,721)
Income tax benefit		-	-
Loss for the period		(1,297,562)	(1,871,721)
Other comprehensive income for the period			
Exchange differences on translation of foreign operations		(46,148)	-
Total comprehensive income/(loss) for the period		(1,343,710)	(1,871,721)
Earnings per share for loss attributable to the ordinary equity holders of the company			
Basic loss per share (cents)		(1.30)	(0.57)
Diluted loss per share (cents)		(1.30)	(0.57)

The above consolidated statement of comprehensive income should be read in conjunction with the accompanying notes.

RTG MINING INC.
CONSOLIDATED STATEMENT OF FINANCIAL POSITION

Unaudited – Prepared By Management

	Note	Consolidated 31 March 2015 US\$	Consolidated 31 December 2014 US\$
ASSETS			
Current Assets			
Cash and cash equivalents	4	8,580,477	2,394,974
Trade and other receivables		496,186	349,146
Prepayments		36,898	130,579
Total Current Assets		9,113,560	2,874,699
Non-Current Assets			
Property, plant and equipment		223,354	230,670
Available for sale financial assets		1,841,854	1,841,854
Investment in associates		83,025,250	83,197,341
Loans to associate		3,764,283	2,992,472
Derivative financial asset		1,330,228	1,330,228
Total Non-Current Assets		90,184,969	89,592,565
TOTAL ASSETS		99,298,529	92,467,264
LIABILITIES			
Current Liabilities			
Trade and other payables		378,359	276,566
Provisions		910,061	944,251
Total Current Liabilities		1,288,421	1,220,817
TOTAL LIABILITIES		1,288,421	1,220,817
NET ASSETS		98,010,108	91,246,447
SHAREHOLDER'S EQUITY			
Issued capital	5(a)	122,007,511	113,900,141
Reserves	5(b)	3,153,547	3,199,695
Accumulated losses		(27,150,950)	(25,853,389)
TOTAL SHAREHOLDER'S EQUITY		98,010,108	91,246,447

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

**RTG MINING INC.
CONSOLIDATED STATEMENT OF CASH FLOWS**

Unaudited – Prepared By Management

For the three months ended 31 March 2015

	Note	Three months ended 31 March 2015 US\$	Three months ended 31 March 2014 US\$
Cash flows from operating activities			
Payments to suppliers and employees		(1,019,194)	(1,544,804)
Interest received		14	10,366
Net cash outflow from operating activities		(1,019,180)	(1,534,438)
Cash flows from investing activities			
Payments for property, plant & equipment		-	(5,903)
Loans to associated entities		(771,811)	-
Net cash inflow/(outflow) from investing activities		(771,811)	(5,903)
Cash flows from financing activities			
Proceeds from share issues		8,907,009	-
Share issue costs		(762,000)	-
Net cash inflow from financing activities		8,145,009	-
Net increase / (decrease) in cash and cash equivalents		6,354,018	(1,540,341)
Cash and cash equivalents at beginning of the period		2,394,974	10,987,534
Effects of exchange rate fluctuations on the balances of cash held in foreign currencies		(168,515)	(340,985)
Cash and cash equivalents at end of the financial period	4	8,580,477	9,098,108

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

RTG MINING INC.
CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

Unaudited – Prepared By Management

For the three months ended 31 March 2015

	<i>Issued Capital US\$</i>	<i>Acquisition reserve US\$</i>	<i>Share based payment reserve US\$</i>	<i>Foreign currency translation reserve US\$</i>	<i>Accumulated losses US\$</i>	<i>Total US\$</i>
Balance at 1 January 2015	113,900,141	(4,300,157)	7,601,285	(101,433)	(25,853,389)	91,246,447
Loss for the year	-	-	-	(46,148)	(1,297,562)	(1,343,710)
Total comprehensive income /(loss) for the year	-	-	-	(46,148)	(1,297,562)	(1,343,710)
Share issues	8,907,008	-	-	-	-	8,907,008
Share issue costs	(799,638)	-	-	-	-	(799,638)
At 31 December 2014	122,007,511	(4,300,157)	7,601,285	(147,581)	(27,150,951)	98,010,107

For the three months ended 31 March 2014

	<i>Issued capital US\$</i>	<i>Acquisition reserve US\$</i>	<i>Share based payment reserve US\$</i>	<i>Accumulated losses US\$</i>	<i>Total US\$</i>
At 1 January 2014	34,162,759	(4,300,157)	3,139,200	(18,412,040)	14,589,762
Loss for the period	-	-	-	(1,871,721)	(1,871,721)
Total comprehensive income /(loss) for the period	-	-	-	-	(1,871,721)
At 31 March 2014	34,162,759	(4,300,157)	3,139,200	(20,283,761)	12,718,041

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

NOTES TO INTERIM CONSOLIDATED FINANCIAL STATEMENTS
For the period ended 31 March 2015

Unaudited – Prepared By Management

1. CORPORATE INFORMATION

The interim financial report of RTG Mining Inc. (“the Company”, “RTG”, “the Group” or “the Entity”) is presented as at 31 March 2015 and for the period 1 January 2015 to 31 March 2015.

RTG Mining Inc. was incorporated on 27 December 2012 and is domiciled in the British Virgin Islands. Its registered address is Jayla Place, Wickhams Cay I, Road Town, Tortola, VG1110 British Virgin Islands. On 28 March 2013, Ratel Group and RTG completed the merger (the “Merger”) of Ratel Group and Ratel Merger Ltd., a wholly-owned subsidiary of RTG. As a result, the surviving corporation formed by the Merger is a wholly-owned subsidiary of RTG. RTG Shares began trading on the TSX under the former symbol for the Ratel Shares, “RTG”, effective as of the open of markets on April 15, 2013. On June 4, 2014, RTG merged with Sierra Mining Limited (“Sierra”) and the Company was also admitted to the Australian Securities Exchange (“ASX”) under the symbol “RTG”.

The principal activity of the Group during the period consisted of mineral exploration and development.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

(a) Basis of Accounting

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

(b) Significant accounting policies

The interim consolidated financial statements dated 31 March 2015 have been prepared using the same accounting policies contained in the audited financial statements for 31 December 2014 for RTG Mining Inc. dated 30 March 2015.

(c) New standards, interpretations and amendments

The Group has applied the following standards and amendments for the first time commencing 1 January 2014:

- AASB 10 Consolidated Financial Statements, AASB 11 Joint Arrangements, AASB 12 Disclosure of Interests in Other Entities, AASB 128 Investments in Associates and Joint Ventures, AASB 127 Separate Financial Statements and AASB 2011-7 Amendments to Australian Accounting Standards arising from the Consolidation and Joint Arrangements Standards;
- AASB 13 Fair Value Measurement and AASB 2011-8 Amendments to Australian Accounting Standards arising from AASB 13;
- AASB 119 Employee Benefits (September 2011) and AASB 2011-10 Amendments to Australian Accounting Standards arising from AASB 119 (September 2011);
- AASB 2012-5 Amendments to Australian Accounting Standards arising from Annual Improvements 2009-2011 Cycle; and
- AASB 2012-2 Amendments to Australian Accounting Standards - Disclosures - Offsetting Financial Assets and Financial Liabilities.

The adoption of the above standards and amendments did not result in adjustments to the amounts recognised in the financial statements and no change to the Group’s accounting policy was required.

NOTES TO INTERIM CONSOLIDATED FINANCIAL STATEMENTS
For the period ended 31 March 2015

Unaudited – Prepared By Management

3. REVENUES AND EXPENSES

	3 months ended Mar 31, 2015 US\$	3 months ended Mar 31, 2014 US\$
(a) REVENUES		
Interest income	14	10,366
	14	10,366
(b) Business development costs		
Travel	-	65,615
Employee fees	108,651	206,726
Other	233,522	152,098
	342,173	424,439
(c) Administrative expenses		
Accounting & audit fees	29,266	13,134
Employee and directors fees	278,578	341,630
Office rental	44,165	145,805
Loan share plan embedded option expense	-	-
Legal fees	69,533	375,296
Listing and shareholder reporting costs	23,479	20,808
Consultants	17,257	-
Computer support	11,009	10,437
Depreciation	7,316	5,903
Insurance	13,584	28,205
Other	41,081	167,345
	535,268	1,108,563
(d) Share of loss of associate		
Share of net losses of associates	194,238	-
Share of drilling cost accrual	-	-
	194,238	-

4. CASH AND CASH EQUIVALENTS

	Mar 31, 2015 US\$	Dec 31, 2014 US\$
Cash at bank and on hand	8,580,477	2,394,974
	8,580,477	2,394,974

5. SHAREHOLDERS EQUITY

	Mar 31, 2015 Number	Dec 31, 2014 Number
(a) Issued and paid up capital:		
Issued and fully paid shares	128,763,233	111,973,237

NOTES TO INTERIM CONSOLIDATED FINANCIAL STATEMENTS
For the period ended 31 March 2015

Unaudited – Prepared By Management

5. SHAREHOLDERS EQUITY cont.

Movements in contributed equity during the past three months were as follows:

Ordinary Shares	Number	US\$
Opening balance at 1 January 2015	111,973,237	113,900,141
Proceeds of share issues	16,789,996	8,907,008
Costs associated with share issues		(799,638)
Total shares on issue at 31 March 2015	128,763,233	122,007,511

(b) Reserves

	Acquisition \$US	Share based payments \$US	Foreign currency translation US\$	Total \$US
At 1 January 2015	(4,300,157)	7,601,285	(101,433)	3,199,695
Other comprehensive loss for the year	-	-	(46,148)	(46,148)
At 31 March 2015	(4,300,157)	7,601,285	(147,581)	3,153,547

	Acquisition \$US	Share based payments \$US	Foreign currency translation US\$	Total \$US
At 1 January 2014	(4,300,157)	3,139,200	-	(1,160,957)
Options issued under Scheme	-	4,462,085	-	4,462,085
Other comprehensive loss for the year	-	-	(101,433)	(101,433)
At 31 December 2014	(4,300,157)	7,601,285	(101,433)	3,199,695

6. RELATED PARTY DISCLOSURE

(a) Controlling Entity

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

(b) Other transactions with related parties

Transactions with related parties

During the period ended 31 March 2015, the Group entered into transactions with Associates:

- loans of \$771,811 were advanced on to the Associates of the Company.

These transactions were undertaken on the following terms and conditions:

- loans are repayable at call; and
- no interest is payable on the loans at present.

The business purpose of these loans is to pay for the Company's share of project related costs in the Philippines.

NOTES TO INTERIM CONSOLIDATED FINANCIAL STATEMENTS
For the period ended 31 March 2015

Unaudited – Prepared By Management

7. COMMITMENT AND CONTINGENCIES

31 March 2015	Payments due by period				
	Total	Less than 1 year	1-3 years	4-5 years	More than 5 years
Contractual obligations					
Lease obligations ¹	258,187	206,550	51,637	-	-
Total contractual obligations	258,187	206,500	51,637	-	-

¹ Corporate office lease payments due.

8. SEGMENT REPORTING NOTE

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

The Company operates in a single segment, being mineral exploration and development. With the exception of its some of its minor exploration and evaluation assets which are held in Africa, all of the Company's other significant assets are held in the Philippines.

The following is the geographical locations of the Company's assets:

31 March 2015

Operating segment	Philippines 2015 US\$	Australia 2015 US\$	Other 2015 US\$	Consolidated Total 2015 US\$
Revenue				
Interest revenue	-	14	-	14
Total revenue as per statement of comprehensive income				14
Results				
	US\$	US\$	US\$	US\$
Segment profit/(loss) before tax	(306,669)	(963,628)	(27,265)	(1,297,562)
Revenue	-	14	-	14
Administrative expenses	-	(510,258)	(25,010)	(535,268)
Exploration & Evaluation	(112,431)	-	-	(112,431)
Foreign exchange	-	(111,211)	(2,255)	(113,466)
Share of associate profit/(loss)	(194,238)	-	-	(194,238)
Other expenses	-	(342,173)	-	(342,173)
Segment profit/(loss) before income tax as per statement of comprehensive income				(1,297,562)
Depreciation expense	-	(7,316)	-	

NOTES TO INTERIM CONSOLIDATED FINANCIAL STATEMENTS
For the period ended 31 March 2015

Unaudited – Prepared By Management

8. SEGMENT REPORTING NOTE cont.

31 March 2015	Philippines 2015	Australia 2015	Other 2015	Consolidated Total 2015
	US\$	US\$	US\$	US\$
Segment assets				
Corporate assets	86,789,533	9,336,914	3,172,082	99,298,529
Total assets as per statement of financial position				99,298,529
Segment liabilities				
Corporate liabilities	(820,912)	(467,509)	-	(1,288,421)

9. INVESTMENT IN ASSOCIATES

(a) Acquisition of interest

On 4 June 2014, RTG completed the implementation of the Schemes pursuant to the terms of the previously-announced Scheme Implementation Deed dated February 24, 2014 (the "Deed") between RTG and Sierra Mining Limited ("Sierra") to acquire all of the outstanding securities of Sierra.

Pursuant to the Schemes, RTG has acquired a direct 40% interest in each of Mt Labo Exploration & Development Corporation, St Ignatius Exploration and Mineral Resources Corporation, Bunawan Mining Corporation and Oz Metals Exploration and Development Corporation and a further indirect interest in Mt Labo Exploration and Development Corporation collectively known as the "**Associates**". As the acquisition of Sierra is not deemed a business acquisition, the transaction must be accounted for as a share based payment for the net assets acquired.

The consideration payable was 79,063,206 RTG shares and 8,784,854 RTG listed options. Details of the fair value of the assets and liabilities acquired as at 4 June 2014 are as follows:

<i>Purchase consideration comprised</i>	2014 US\$
79,063,206 shares*	79,737,140
8,784,854 listed options*	4,462,085
Total consideration	84,199,225
Costs associated with acquisition	1,093,842
	85,293,067

*Share issue price C\$1.10, option issue value C\$0.554
(This was the closing price on issue of 4/6/2014)

Net assets acquired

	Recognised at acquisition US\$	Carrying value US\$
Cash and cash equivalents	1,327,666	1,327,666
Trade and other receivables	349,013	349,013
Investment in associates	83,989,104 ⁽¹⁾	1,366,798
	85,665,783	3,043,477
Trade and other payables	(372,716)	(372,716)
Fair value of identifiable net assets	85,293,067	2,670,761

NOTES TO INTERIM CONSOLIDATED FINANCIAL STATEMENTS
For the period ended 31 March 2015

Unaudited – Prepared By Management

9. INVESTMENT IN ASSOCIATES cont.

Cash inflow on acquisition

Net cash at acquisition date	1,327,666
Direct costs related to acquisition	<u>(1,093,842)</u>
	<u>233,824</u>

(1) Investment in associate at 31 March 2014

	31 March
	2015
	US\$
Investment in associate	83,989,104
Share of associates net loss	(1,050,825)
Share of foreign currency translation reserve	<u>86,971</u>
	<u>83,025,250</u>

10. EVENTS AFTER BALANCE SHEET DATE

The Company announced an A\$15 million private placement ("Placement") on 6 February 2015. During the quarter the Company successfully completed the issue of 16.79 million shares at A\$0.68 cents per share for proceeds of circa A\$11.4 million as part of Tranche 1, with 5.49 million shares at A\$0.68 cents subject to shareholder approval as part of Tranche 2 of the Placement. Shareholder approval was received on 10 April 2015 with the receipt of A\$3.7M in Tranche 2 funds and issue of additional shares on 16 April.

The Company has also set its Annual General Meeting for Shareholders for May 21, 2015 at 11.00am.