



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

**RTG MINING INC.**

**TO BE HELD ON MAY 19, 2016 AT 10:30AM**

**AT THE ADDRESS OF**

**THE PARK BUSINESS CENTRE**

**45 VENTNOR AVE WEST PERTH WA 6005**

**AND**

**MANAGEMENT INFORMATION CIRCULAR**

## NOTICE OF ANNUAL 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 10:30 a.m. (Perth time) on May 19, 2016, for the following purposes:

1. to receive the consolidated audited annual financial statements of the Company for the financial year ended December 31, 2015, 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 grant the Company an additional equity raising capacity equivalent to 10% of the Company’s securities; and
5. 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 on record at the close of business on April 20, 2016 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 10:30 a.m. (Perth time) on May 17, 2016.

The record date for notice of the Meeting or any adjournment thereof has been set as April 14, 2016, 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 20, 2016. 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 20<sup>th</sup> day of April, 2016.

**By Order of the Board**

(signed) “*Justine Magee*”

Justine Magee  
Chief Executive Officer