



CORPORATE HEADQUARTERS

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RTG Mining Inc.

Notice of Annual General Meeting

10:00am (Perth, Western Australia time), Tuesday, 7 July
2020

The Park Business Centre
45 Ventnor Avenue
West Perth, Western Australia 6005

A General Meeting of RTG Mining Inc. (RTG or the Company) will be held The Park Business Centre, 45 Ventnor Avenue, West Perth, Western Australia 6005 at 10:00am (Perth, Western Australia time) Tuesday, 7 July 2020

Dear Shareholder

This notice of meeting and explanatory notes (**Notice**) sets out resolutions amongst other things, that seek shareholder approval for the issue of fully paid shares in the Company (**Shares**) under the proposed US\$6 million (A\$9.2 million) placement at A\$0.057 per Share (**Issue Price**) to sophisticated and professional investors as announced on the Australian Securities Exchange (**ASX**) and the Toronto Stock Exchange (**TSX**) on 22 May 2020 (**Proposed Placement**). The Issue Price represents a 1.7% discount to RTG's last traded price on ASX prior to the announcement of the Proposed Placement.

The Proposed Placement was strongly supported, reflecting amongst other things, the considerable interest in RTG's interest in the high grade copper/gold/magnetite Mabilo Project in the Philippines and the Company's other potential opportunities.

The issue of Shares under the Proposed Placement has been structured in two tranches. The issue of the first tranche on 29 May 2020 did not require shareholder approval as the Company had sufficient capacity under Chapter 7 of the ASX Listing Rules. However, RTG is seeking shareholder approval to ratify the issue of the first tranche of Shares and other issues during the last 12 months under Chapter 7 of the ASX Listing Rules. RTG is of the view that this is a sensible way of maximising flexibility over its capital structure for the next year. This would ensure RTG has capacity to issue further securities without the need for shareholder approval where the Board considers it prudent and in the best interests of the Company to make such issues. If shareholders do not ratify the issue of the first tranche of Shares, the Shares will still have been issued but the Company's capacity to issue further securities will be limited for the next year.

The Company requires and seeks shareholder approval under the ASX Listing Rules to issue the second tranche of Shares. This is because the Company does not have sufficient capacity to issue the second tranche of Shares under Chapter 7 of the ASX Listing Rules. If Shareholders do not approve the issue of the second tranche of Shares, the Company may need to seek alternative funding sources in order to progress the Company's projects and to ensure that the Company has sufficient working capital.

The Company also requires shareholder approval under Chapter 7 of the ASX Listing Rules for the issue of 6,806,612 unlisted advisor options (**Advisor Options**) to INTE Securities LLC (**US Placement Agent**), who is the Joint Lead Manager to the Proposed Placement along with Hartleys Limited (**Hartleys**). Approvals for the issue of the Advisor Options and the issue of second tranche Shares in respect of the Proposed Placement are inter-conditional.

The Advisor Options are equal to 5% of the gross proceeds raised by the US Placement Agent under the Proposed Placement. Each Advisor Option will be exercisable for one Share for a period of five years with an exercise price of A\$0.057, equal to the Issue Price under the Proposed Placement.

Placement commitments to raise the full US\$6 million contemplated by the Proposed Placement have been secured.

The Company will apply to ASX for quotation of the Placement Shares issued in the form of CHESS Depositary Interests (**CDIs**).

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

- To work towards finalising the Mining Licence permitting whilst the Company awaits the handing down of a decision on the Arbitration in Singapore;
- To continue to support the advancement of the Mabilo Project towards start-up, the first phase being a Direct Shipping Operation;
- To continue to pursue new development opportunities;
- For partial repayment of the corporate loan facility; and
- For working capital and general corporate purposes.

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

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

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

Yours faithfully



Mr Michael Carrick

Chairman

9 June 2020

BUSINESS OF THE MEETING

Items of Business			Shareholder Approval	Voting Restrictions /Further Details
1.	RATIFICATION OF ISSUE OF SHARES ISSUED UNDER ASX LISTING RULE 7.1	To ratify the issue of 60,128,556 Shares (in the form of CDIs) as described in the Explanatory Notes for the purposes of ASX Listing Rule 7.4 and for all other purposes.	Ordinary resolution	Page 9
2.	RATIFICATION OF ISSUE OF SHARES ISSUED UNDER ASX LISTING RULE 7.1	To ratify the issue of 10,312,577 Shares (in the form of CDIs) as described in the Explanatory Notes for the purposes of ASX Listing Rule 7.4 and for all other purposes.	Ordinary resolution	Page 10
3.	APPROVAL OF ADDITIONAL CAPACITY TO ISSUE SHARES UNDER ASX LISTING RULE 7.1A	To approve the ability for the Company to issue an additional 10% of the issued capital by way of placements over a 12 month period calculated in accordance with ASX Listing Rule 7.1A.2 for the purposes of ASX Listing Rule 7.4 and for all other purposes.	Special resolution	Page 11
4.	APPROVAL OF ISSUE OF SECOND TRANCHE OF SHARES UNDER PROPOSED PLACEMENT	To approve the issue of 102,422,120 Shares (in the form of CDIs) as described in the Explanatory Notes for the purposes of ASX Listing Rule 7.1 and for all other purposes.	Ordinary resolution	Page 13
5.	APPROVAL OF THE ISSUE OF ADVISOR OPTIONS TO US PLACEMENT AGENT	To approve the issue of 6,806,612 Advisor Options to the US Placement Agent as described in the Explanatory Notes for the purposes of ASX Listing Rule 7.1 and for all other purposes, subject to and conditional on the passing of Item 4 by the requisite majority.	Conditional, Ordinary resolution	Page 14
6.	APPROVAL OF THE ISSUE OF SHARES TO CORPORATE LOAN FACILITY LENDER	To approve the issue of 6,072,874 Shares (in the form of CDIs) to the lender of the corporate loan facility for consideration of interest and fees payable under the Facility Agreement as described in the Explanatory Notes for the purposes of ASX Listing Rule 7.1 and for all other purposes.	Ordinary resolution	Page 15
7.	APPROVAL FOR MR MICHAEL CARRICK TO PARTICIPATE IN PROPOSED PLACEMENT	To approve the issue of 1,746,290 Shares (in the form of CDIs) to Michael Carrick as described in the Explanatory Notes for the purposes of ASX Listing Rule 10.11 and for all other purposes, subject to and conditional on the passing of Items 4 and 5 by the requisite majority.	Conditional, Ordinary resolution	Page 16
8.	APPROVAL FOR MS JUSTINE MAGEE TO PARTICIPATE IN PROPOSED PLACEMENT	To approve the issue of 1,315,790 Shares (in the form of CDIs) to Justine Magee as described in the Explanatory Notes for the purposes of ASX Listing Rule 10.11 and for all other purposes, subject to and conditional on the passing of Items 4 and 5 by the requisite majority.	Conditional, Ordinary resolution	Page 16

9. APPROVAL FOR MR ROBERT SCOTT TO PARTICIPATE IN PROPOSED PLACEMENT	To approve the issue of 750,000 Shares (in the form of CDIs) to Robert Scott as described in the Explanatory Notes for the purposes of ASX Listing Rule 10.11 and for all other purposes, subject to and conditional on the passing of Items 4 and 5 by the requisite majority.	Conditional, Ordinary resolution	Page 16
10. APPROVAL FOR MR PHILLIP LOCKYER TO PARTICIPATE IN PROPOSED PLACEMENT	To approve the issue of 300,000 Shares (in the form of CDIs) to Phillip Lockyer as described in the Explanatory Notes for the purposes of ASX Listing Rule 10.11 and for all other purposes, subject to and conditional on the passing of Items 4 and 5 by the requisite majority.	Conditional, Ordinary resolution	Page 16
11. RECEIVE CONSOLIDATED ANNUAL FINANCIAL STATEMENTS	To receive the consolidated audited annual financial statements of the Company for the financial year ended 31 December 2019, together with the reports of the auditor thereon.	N/A	Page 17
12. APPROVAL OF APPOINTMENT OF AUDITORS	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 authorised to fix their remuneration.	Ordinary resolution	Page 17
13. APPROVAL TO FIX NUMBER OF DIRECTORS	To fix the maximum number of Directors and to elect Directors of the Company for the ensuing year.	Ordinary resolution	Page 17
14. APPROVAL FOR THE ISSUE OF LOAN FUNDED SHARES TO MR MICHAEL CARRICK	To approve the issue of 5,000,000 Loan Funded Shares to Michael Carrick under the Company's Loan Funded Share Plan for the purposes of ASX Listing Rule 10.14 and for all other purposes.	Ordinary resolution	Page 20
15. APPROVAL FOR THE ISSUE OF LOAN FUNDED SHARES TO MS JUSTINE MAGEE	To approve the issue of 5,000,000 Loan Funded Shares to Justine Magee under the Company's Loan Funded Share Plan for the purposes of ASX Listing Rule 10.14 and for all other purposes.	Ordinary resolution	Page 20
16. APPROVAL FOR THE ISSUE OF LOAN FUNDED SHARES TO MR ROBERT SCOTT IN SATISFACTION OF DIRECTORS' FEES	To approve the issue of Shares to Robert Scott, a Non-executive Director of the Company, in satisfaction of up to 100% of Directors' fees payable to him in the event Robert Scott decides to take Shares in lieu of a physical cash payment for fees and on the basis as set out under the terms of the RTG Plan and in the Explanatory Memorandum for the purposes of ASX Listing Rule 10.14 and all other purposes.	Ordinary resolution	Page 21
17. APPROVAL FOR THE ISSUE OF LOAN FUNDED SHARES TO MR DAVID CRUSE IN SATISFACTION OF DIRECTORS' FEES	To approve the issue of Shares to David Cruse, a Non-executive Director of the Company, in satisfaction of up to 100% of Directors' fees payable to him in the event David Cruse decides to take Shares in lieu of a physical cash payment for fees and on the basis as set out under the terms of the RTG Plan and in the Explanatory Memorandum for the purposes of ASX Listing Rule 10.14 and all other purposes.	Ordinary resolution	Page 21

18. APPROVAL FOR THE ISSUE OF LOAN FUNDED SHARES TO MR PHILLIP LOCKYER IN SATISFACTION OF DIRECTORS' FEES	To approve the issue of Shares to Phillip Lockyer, a Non-executive Director of the Company, in satisfaction of up to 100% of Directors' fees payable to him in the event Phillip Lockyer decides to take Shares in lieu of a physical cash payment for fees and on the basis as set out under the terms of the RTG Plan and in the Explanatory Memorandum for the purposes of ASX Listing Rule 10.14 and all other purposes.	Ordinary resolution	Page 21
19. OTHER BUSINESS	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.	N/A	Page 22

IMPORTANT INFORMATION

NOTICE AND VOTING ENTITLEMENTS

SHAREHOLDERS (INVESTORS TRADING ON TSX)

This section applies to registered holders of Shares (**Shareholders**) which are traded on TSX.

Notice Record Date

Shareholders recorded on the Company's register of members at 10:00am on 5 June 2020 (Perth, Western Australia time) (**Notice Record Date**) will be entitled to receive this Notice.

Voting Entitlement

Shareholders recorded on the Company's register of members at 10:00am on 5 June 2020 (Perth, Western Australia time) (**Voting Entitlement Date**) will be entitled to vote on Items at the Meeting.

Only Shareholders recorded on the Company's register of members, or the persons they appoint as their proxies, are entitled to attend and vote at the Meeting.

Voting Procedure

Voting on all proposed resolutions at the meeting will be conducted by poll.

Under the Company's constitution, 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.

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

This section applies to holders of a beneficial interest in Shares. These holders are considered to be a non-registered shareholder (**Non-Registered Shareholder**) for the purposes of this Notice.

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

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

CDIs

CDIs representing 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 "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 this Notice.

The Company has distributed copies of this Notice to Intermediaries, who are required to forward the Notice to Non-Registered Shareholders, unless such right has been waived.

Non-Registered Shareholders should contact their Intermediary about how to receive a copy of this Notice.

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 on Items at the Meeting through CDN.

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.

Becoming a Non-Registered Shareholder

Persons who become Non-Registered Shareholders 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 this Notice and a voting form.

Voting Procedure

Under the Company's constitution, 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.

For further details, refer to the sections entitled "CDI Holders' Voting Instructions" and "Non-Registered Shareholders (other than CDI Holders) – Voting Instructions" below.

Voting Restrictions

The voting prohibitions under the Corporations Act and voting exclusions under the ASX Listing Rules for each Item are set out in the Explanatory Notes to this Notice.

VOTING FORMS

SHAREHOLDERS (INVESTORS TRADING ON TSX)

Solicitation of Proxies

This Notice is furnished in connection with the solicitation of proxies by the management of the Company. It is expected that the solicitation will be primarily by mail. Proxies may also be solicited personally by directors, officers or employees of the Company. Costs of the solicitation of proxies will be borne by the Company.

Proxy Form

Enclosed with this Notice is a personalised proxy form (**Proxy Form**). The Proxy Form allows Shareholders who are not attending the Meeting to appoint a proxy to vote on their behalf.

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

Appointing proxies and attending the Meeting

Shareholders have the right to appoint a person or company (a **proxy**) to attend and act for the Shareholder and on behalf of the Shareholder at the Meeting, either by inserting the proxy's name in the blank space provided in the Proxy Form and striking out the two proxy names, or by completing another proxy.

A proxy need not be a Shareholder of the Company.

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 call +61 8 6489 2900 and request an additional Proxy Form.

Shareholders and proxies who are entitled to attend the Meeting should arrive at the venue 15 minutes prior to the time designated for the Meeting. This enables the Company to check the shareholdings against the Company's register of members and note attendances.

Shares represented by the proxy will be voted or withheld from voting in accordance with the instructions of the Shareholder on any ballot that may be called for, and, if the Shareholder specifies a choice with respect to any matter to be acted upon, the Shares will be voted accordingly. Where no choice has been specified by the Shareholder, or if both choices have been specified, such Shares will be voted in favour of the matters identified in the Notice.

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 authorised in writing, and delivered to Computershare Investor Services Pty Ltd, not less than 48 hours (excluding Saturdays, Sundays and public holidays) before the Meeting or any adjournment of the Meeting, or to the chair of the Meeting on the day of the Meeting.

Only 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.

Deadline for lodging Proxy Forms

Completed Proxy Forms must be lodged in accordance with the instructions in this Notice by 10.00am (Perth, Western Australia time) on 3 July 2020.

CDI HOLDERS

CDI Holders' Voting Instructions

CDI Holders are Non-Registered Shareholders of the underlying Shares, and the underlying Shares are registered in the name of CDN. 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.

CDI Instruction Forms

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

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.

If you are entitled to attend the Meeting as proxy, please arrive at the venue 15 minutes prior to the time designated for 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 Investor Services Pty Ltd.

Deadline for lodging CDI Instruction Forms

Completed CDI Voting Instruction Forms must be received by 10.00am (Perth, Western Australia time) on 2 July 2020.

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.

Intermediary Voting Instruction Forms

Non-Registered Shareholders (other than CDI Holders) will receive an Intermediary voting instruction form or a proxy form already executed by the Intermediary (each an **Intermediary Voting Instruction Form**) from their Intermediary. This allows relevant Non-Registered Shareholders to instruct their Intermediary how to vote at the Meeting on their behalf.

Intermediary Voting Instruction Forms must be:

- completed by Non-Registered Shareholders who wish to vote through their Intermediary; and
- returned to their Intermediary in accordance with the instructions set out on the form.

There are two kinds of Non-Registered Shareholders: (i) those who object to their name being made known to the issuers of securities which they own, known as objecting beneficial owners (**OBOs**) and (ii) 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 National Instrument 54-101 of the Canadian Securities Administrators, the Company has elected to send the Notice indirectly to the NOBOs.

The Company intends to pay for Intermediaries such as stockbrokers, securities dealers, banks, trust companies, trustees and their agents and nominees to forward the Meeting materials to OBOs.

Appointing Non-Registered Shareholders as proxy for Intermediaries

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

If you are entitled to attend the Meeting as proxy, please arrive at the venue 15 minutes prior to the time designated for 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 Investor Services Pty Ltd.

Deadline for lodging Intermediary Voting Instruction Forms

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 10.00am (Perth, Western Australia time) on 3 July 2020.

VOTING SECURITIES AND PRINCIPAL HOLDERS THEREOF

To the knowledge of the Company's directors and officers, other than Franklin Advisers, Inc. and its affiliates and Yukata Creek Limited and its affiliates there are no persons or companies who beneficially own or exercise control or direction over, directly or indirectly, more than 10% of the Company's Shares as at 2 June 2020.

PROXY AND VOTING FORMS LOGISTICS

Undirected proxies

The Chair intends to vote all valid undirected proxies in favour of the Items.

Power of attorney and corporate representatives

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

Lodging Proxy Forms and CDI Voting Instructions Forms

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

Mail:

- For Australian investors:
to Computershare Investor Services Pty Limited at GPO Box 242, Melbourne, Victoria 3001, Australia
- For Canadian investors:
to 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; or
 - for Intermediary online subscribers (custodians), by visiting www.intermediaryonline.com.
- For Canadian investors:
 - by visiting www.investorvote.com; or
 - for Intermediaries (Broadridge), by visiting www.proxyvote.com.

Further details on voting methods and how to 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.

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.

ENQUIRIES

If you have any questions, please contact Computershare Investor Services Pty Ltd, at 1300 850 505 (within Australia) or +61 3 9415 4000 (outside Australia).

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.

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. Shareholders may request additional copies by contacting the Company (i) by mail to: Company Secretary, RTG Mining Inc., Level 2, 338 Barker Road, Subiaco, Western Australia or (ii) by telephone to: +61 8 6489 2900.

OTHER MATTERS

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

By order of the Board of Directors



Mr Ryan Eadie
Company Secretary

9 June 2020

ITEM 1 RATIFICATION OF ISSUE OF SHARES ISSUED UNDER ASX LISTING RULE 7.1

Background – Proposed Placement

On 22 May 2020, the Company announced it intended to issue approximately 162 million Shares at A\$0.057 per Share in two tranches to sophisticated and professional investors to raise approximately US\$6 million (A\$9.2 million)¹ (**Proposed Placement**). On 29 May 2020, the Company issued 60,128,556 Shares at an issue price of A\$0.057 per Share in consideration for the Proposed Placement.

Purpose of approval

The Company is now seeking Shareholder approval to ratify the issue of the first tranche of Shares under the Proposed Placement for the purposes of ASX Listing Rule 7.4.

Broadly speaking, and subject to a number of exceptions, ASX Listing Rule 7.1 limits the amount of equity securities that the Company can issue without the approval of its Shareholders over any 12-month period to 15% of the Shares it had on issue at the start of that period.

The issue of Shares the subject of this Item 1 does not fit within any of these exceptions and, as it has not yet been approved by the Company's Shareholders, it effectively uses up part of the 15% limit in ASX Listing Rule 7.1, reducing the Company's capacity to issue further equity securities without Shareholder approval under ASX Listing Rule 7.1 for the 12 month period following the date the Company issued the relevant Shares.

ASX Listing Rule 7.4 allows an issue made by the Company (without shareholder approval) to be treated as having been made with approval for the purposes of ASX Listing Rule 7.1, provided that:

- it is subsequently ratified by Shareholders at a general meeting; and
- the issue did not breach ASX Listing Rule 7.1 at the time it was made.

The Company wishes to retain as much flexibility as possible to issue additional equity securities in the future without having to obtain Shareholder approval for such issues under ASX Listing Rule 7.1.

If Item 1 is passed, the issue of the first tranche of Shares under the Proposed Placement are taken to have been approved under ASX Listing Rule 7.1 and so do not reduce the Company's 15% capacity to issue further equity securities without Shareholder approval under that rule.

The Board will only undertake further issues of equity securities if they consider it is in the best interests of the Company to do so.

If Item 1 is not passed, the issue of the first tranche of Shares under the Proposed Placement will be included in calculating the Company's 15% capacity in ASX Listing Rule 7.1, effectively decreasing the number of equity securities the Company can issue without Shareholder approval over the 12 month period following the date the Company issued those Shares. The Shares will also be included in calculating the Company's additional 10% capacity in ASX Listing Rule 7.1A, effectively decreasing the number of equity securities the Company can issue without Shareholder approval under that rule.

CDIs

Shares in the Company cannot be traded on ASX given they are foreign securities. Therefore, all Shares that have been

issued in respect of tranche one, and all Shares to be issued in respect of tranche two (if approved under Item 3), will be represented in the form of CDIs.

A CDI is a financial product quoted on ASX. A CDI represents an interest in an underlying Share in the Company. This allows investors to trade interests in Shares in the Company by trading the relevant CDIs on ASX. Each CDI represents one Share and confers a beneficial interest in that Share. CDIs are held by CDN on behalf of the holders of CDIs. CDIs are quoted and traded on ASX in Australian dollars. They will not be listed or traded on TSX.

The rights attaching to CDIs are economically equivalent to the rights attaching to Shares, and the Company will generally be required to treat holders of CDIs as if they were the holders of the Shares represented by those CDIs. This means that economic benefits such as dividends, bonus issues and rights issues will generally flow through to holders of CDIs as if they were the registered holders of the underlying Shares.

About the Projects

Detailed geological descriptions of the Company's projects are included in the Company's March 2020 quarterly report which is available on the Company's website, ASX platform (ASX:RTG) and the SEDAR website at www.sedar.com.

The Company is currently engaged in three key projects:

1. **Mabilo Project** – the Company has a 40% interest in Mt. Labo Exploration and Development Corporation (**Mt. Labo**), which holds three exploration permits at the high grade gold/copper/magnetite Mabilo Project in the Eastern Luzon, Philippines. The Company released its Feasibility Study on the Malibo Project on 18 March 2016 that confirmed the Malibo Project is a high grade, shallow deposit that is amenable to low cost, open pit mining.² On-site activities had been previously limited due to political uncertainty and a dispute between Mt. Labo and Galeo Equipment Corporation (**Galeo**) regarding amongst other things the termination of the joint venture due to breaches of the joint venture agreement by Galeo. All arbitration proceedings have now been fully addressed, with a final decision pending to confirm the outcome of the Arbitration where Mt. Labo had sought amongst other things, confirmation that the joint venture agreement was validly terminated. On 29 May 2020, the Company announced Mt. Labo has now received written confirmation that the Mines and Geosciences Bureau has approved the expansion of the current Mineral Production Sharing Agreement No. MLC-MRD-459 for the Nalesbitan Project to include the Mabilo Project, being the subject of an approved Declared Mine Feasibility Study and Environmental Clearance Certificate.
2. **Panguna** – RTG is the nominated development partner with the joint venture company established by the Special Mining Lease Osikaiyang Landowners Association (**SMLOLA**) and Central Exploration Pty Ltd (**Central**) in their proposal with respect to the redevelopment of the 1.5B tonne Copper-Gold Panguna Project located in the Central Region of the island of Bougainville, within the Autonomous Region of Bougainville, PNG. The proposal is an initiative of the old Panguna mine's customary landowners (**Landowners**) (who are represented by the SMLOLA) and is conditional upon winning the support of the Autonomous Bougainville Government (**ABG**) and others.
3. **Chanach Project** – the Company holds a 90% interest in the Chanach Gold and Copper Project in the Kyrgyz

¹ Based on an AUD:USD exchange rate of 0.65

² The Company confirms that all the material assumptions underpinning the Feasibility Study as announced to the ASX on 18

March 2016 continue to apply and have not materially changed. A copy of the announcement can be found on the Company's website at www.rtgmining.com.

Republic. The Company is the manager and operator of the Chanach Project Joint Venture company (Chanach LLC) and will fund operating expenditures until completion of a Bankable Feasibility Study. The Company is currently focussed on advancing the development of a project wide structural model of the Chanach Project, seeking to convert the current prospecting permit to an exploration permit.

Other business development opportunities

The Company continues to investigate a number of new business opportunities diversifying its Philippine and Kyrgyzstan interests and the opportunities in PNG and Bougainville. No agreements or arrangements (binding or otherwise) as to key terms have been reached with respect to any potential opportunity, other than as set out above with regard to a possible role in the redevelopment of Panguna. At this stage there are no new business opportunities available to the Company that are considered sufficiently progressed to be considered material to RTG. There can be no guarantee that any particular opportunity considered by RTG from time to time will result in a transaction being entered into and/or completed.

Details required by ASX Listing Rules

The following information in relation to the issue of the first tranche of Shares under the Proposed Placement is provided to Shareholders for the purposes of ASX Listing Rule 7.5:

Securities issued 60,128,556 Shares held indirectly by allottees as CDIs.

Date of issue The Shares were issued on 29 May 2020.

Issue price A\$0.057 per Share.

Allottees Sophisticated and professional investors under sections 708(8) – (11) of the Corporations Act and investors to whom similar exemptions apply in each relevant jurisdiction, being participants in tranche one of the Proposed Placement. The participants being various sophisticated and professional investors were identified by the INTE Securities LLC and M-2 Advisors (the **US Placement Agent** or **INTE Securities**) and Hartleys Limited (**Hartleys**) as the Joint Lead Managers of the Private Placement.

Participants that are a substantial holder (10%) of the Company includes: Franklin Advisers, Inc. and its affiliates and Yukata Creek Limited and its affiliates. These substantial holders do not have any nominees appointed to the Company's Board of Directors.

A summary of the material terms of the Proposed Placement is set out above.

The participants are not related parties of the Company.

Terms Each Share ranks equally in all respects with existing Shares. CDIs representing Shares were issued to investors in tranche one, tradeable on ASX.

Use of funds The Company proposes to use the net proceeds from the Proposed Placement as follows:

- With the Mining Licence permitting now completed on the Mabilo Project, the Company will continue to support Mt. Labo in its work with the Mines and Geosciences Bureau and local

communities to progress activities on the Mabilo Project in an effort to enhance the value of the project to all stakeholders. US\$2.5m of the placement has been allocated to progress the Mabilo Project, including any work necessary on the arbitration as set out below;

- the Mabilo Project is the subject of an Arbitration in the Singapore International Arbitration Centre and the Company will continue to support Mt Labo in the proceedings through to the handing down of a final decision by the Tribunal;
- To continue to support the advancement of the Mabilo Project towards start-up, the first phase being a Direct Shipping Operation as disclosed in the Company's Feasibility Study, announced to the ASX on 18 March 2016;
- To continue to pursue new potential business development opportunities with US\$1m of the proposed proceeds allocated to this purpose;
- For partial repayment (US\$1 million) of the Corporate Loan Facility, with US\$1.5 million outstanding and repayment extended to 30 June 2021 together with fees and interest at 6% (refer to Item 6 for further information on the Corporate Loan Facility); and
- For working capital and general corporate purposes with the forecast amount being US\$1.5m.

Voting exclusion A voting exclusion applies in respect of this Item 1 as set out below.

Voting exclusion statement

The Company will disregard any votes cast in favour of Item 1 by or on behalf of:

- any person who participated in the issue or is a counterparty to the agreement being approved; or
- an Associate (as defined in the ASX Listing Rules) of those persons.

However, this does not apply to a vote cast in favour of Item 1 by:

- a person as proxy or attorney for a person who is entitled to vote on Item 1, in accordance with the directions given to the proxy or attorney to vote on Item 1 in that way; or
- the Chair as proxy or attorney for a person who is entitled to vote on Item 1, in accordance with a direction given to the Chair to vote on Item 1 as the Chair decides; or
- a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an Associate of a person excluded from voting, on Item 1; and
 - the holder votes on Item 1 in accordance with directions given by the beneficiary to the holder to vote in that way.

Board Recommendation

The Board unanimously recommends Shareholders vote in favour of Item 1.

The Chair intends to vote undirected proxies in favour of Item 1.

ITEM 2 RATIFICATION OF ISSUE OF SHARES ISSUED UNDER ASX LISTING RULE 7.1

Background – Chanach Gold Project Acquisition

On 23 October 2019, the Company completed the acquisition of the majority (90%) stake in the high grade Chanach Gold and Copper Project in the Kyrgyz Republic (**Chanach Gold Acquisition**).³ The Company agreed to acquire a 90% interest in the Chanach Project through the acquisition of 100% of PB Partners (Malaysia) Pte Ltd, a wholly owned subsidiary of White Cliff Minerals Ltd (**WCN**). Subsequent to WCN shareholder approval, the Company settled its payment obligations consisting of: (i) cash consideration of US\$2.15 million; and (ii) US\$0.5 million in new RTG shares issued at a price equal to the 5-day VWAP of the RTG shares on the ASX for the 5 trading days leading up to the completion of the transaction. On 23 October 2019, the Company issued 10,312,577 Shares at a deemed issue price of A\$0.071 per Share.

Purpose of approval

The Company is now seeking Shareholder approval to ratify the Shares issued in connection with the Chanach Gold Acquisition for the purposes of ASX Listing Rule 7.4.

Broadly speaking, and subject to a number of exceptions, ASX Listing Rule 7.1 limits the amount of equity securities that the Company can issue without the approval of its Shareholders over any 12-month period to 15% of the Shares it had on issue at the start of that period.

The issue of Shares the subject of this Item 2 does not fit within any of these exceptions and, as it has not yet been approved by the Company's Shareholders, it effectively uses up part of the 15% limit in ASX Listing Rule 7.1, reducing the Company's capacity to issue further equity securities without Shareholder approval under ASX Listing Rule 7.1 for the 12 month period following the date the Company issued the relevant Shares.

ASX Listing Rule 7.4 allows an issue made by the Company (without shareholder approval) to be treated as having been made with approval for the purposes of ASX Listing Rule 7.1, provided that:

- it is subsequently ratified by Shareholders at a general meeting; and
- the issue did not breach ASX Listing Rule 7.1 at the time it was made.

The Company wishes to retain as much flexibility as possible to issue additional equity securities in the future without having to obtain Shareholder approval for such issues under ASX Listing Rule 7.1.

If Item 2 is passed, the issue of Shares in connection with the Chanach Gold Acquisition are taken to have been approved under ASX Listing Rule 7.1 and so do not reduce the Company's 15% capacity to issue further equity securities without Shareholder approval under that rule.

The Board will only undertake further issues of equity securities if they consider it is in the best interests of the Company to do so.

If Item 2 is not passed, the issue of Shares in connection with the Chanach Gold Acquisition will be included in calculating the Company's 15% capacity in ASX Listing Rule 7.1,

effectively decreasing the number of equity securities the Company can issue without Shareholder approval over the 12 month period following the date the Company issued those Shares.

CDIs

Shares in the Company cannot be traded on ASX given they are foreign securities. Therefore, all Shares that have been issued in connection with the Chanach Gold Acquisition are represented in the form of CDIs.

Please refer to the section entitled "CDIs" on page 9 above for details regarding the issue of CDIs, which will be quoted and traded on ASX in place of Shares.

About the Chanach Project

Detailed geological descriptions of the Company's projects are included in the Company's March 2020 quarterly report which is available on the Company's website, ASX platform (ASX:RTG) and the SEDAR website at www.sedar.com. Please see above for a summary of the Chanach Project.

Details required by ASX Listing Rules

The following information in relation to the Shares the subject of the Chanach Gold Acquisition is provided to Shareholders for the purposes of ASX Listing Rule 7.5:

Securities issued	10,312,577 Shares held indirectly by allottees as CDIs.
Date of issue	10,312,577 Shares were issued on 23 October 2019.
Deemed Issue price	A\$0.071 per Share.
Allottees	10,312,577 Shares to White Cliff Minerals Limited (ABN 22 126 299) in connection with the completion of the Chanach Gold Acquisition.
Terms	A summary of the material terms of the Chanach Gold Acquisition is set out above. The allottees are not related parties of the Company. Each Share ranks equally in all respects with existing Shares. CDIs representing Shares were issued to investors in tranche one, tradeable on ASX.
Use of funds	No funds will be raised from the issues.
Voting exclusion	A voting exclusion applies in respect of this Item 2 as set out below.

Voting exclusion statement

The Company will disregard any votes cast in favour of Item 2 by or on behalf of:

- White Cliff Minerals Ltd; or
- an Associate (as defined in the ASX Listing Rules) of those persons.

However, this does not apply to a vote cast in favour of Item 2 by:

- a person as proxy or attorney for a person who is entitled to vote on Item 2, in accordance with the directions given to the proxy or attorney to vote on Item 2 in that way; or

³ As announced to the ASX on 23 October 2019. A copy of the announcement can be found on the Company's website at www.rtgmining.com.

- the Chair as proxy or attorney for a person who is entitled to vote on Item 2, in accordance with a direction given to the Chair to vote on Item 2 as the Chair decides; or
- a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an Associate of a person excluded from voting, on Item 2; and
 - the holder votes on Item 2 in accordance with directions given by the beneficiary to the holder to vote in that way.

Board Recommendation

The Board unanimously recommends Shareholders vote in favour of Item 2.

The Chair intends to vote undirected proxies in favour of Item 2.

ITEM 3 APPROVAL OF ADDITIONAL CAPACITY TO ISSUE SHARES UNDER ASX LISTING RULE 7.1A

Background

Broadly speaking, and subject to a number of exceptions, Listing Rule 7.1 limits the amount of equity securities that a listed company can issue without the approval of its shareholders over any 12 month period to 15% of the fully paid ordinary securities it had on issue at the start of that period.

Under Listing Rule 7.1A, however, an eligible entity can seek approval from its members, by way of a special resolution passed at its annual general meeting, to increase this 15% limit by an extra 10% to 25% (**Listing Rule 7.1A Mandate**).

An 'eligible entity' means an entity which is not included in the S&P/ASX 300 Index and which has a market capitalisation of \$300 million or less. The Company is an eligible entity for these purposes.

The Company seeks Shareholder approval by way of a special resolution for the Company to have the additional capacity provided for in ASX Listing Rule 7.1A to issue equity securities without Shareholder approval.

If this Item 3 is passed, the Company will be able to issue equity securities up to the combined 25% limit in Listing Rules 7.1 and 7.1A without any further Shareholder approval.

If this Item 3 is not passed, the Company will not be able to access the additional 10% capacity to issue equity securities without Shareholder approval provided for in ASX Listing Rule 7.1A and will remain subject to the 15% limit on issuing equity securities without Shareholder approval set out in ASX Listing Rule 7.1.

Number of equity securities which may be issued pursuant to the Listing Rule 7.1A Mandate

Based on the number of Shares on issue at the date of this Notice, the Company will have 550,782,016 Shares on issue and therefore, subject to Shareholder approval being obtained under this Item 3, 47,894,089 equity securities will be permitted to be issued in accordance with ASX Listing Rule 7.1A. Shareholders should note that the calculation of the number of equity securities permitted to be issued under the Listing Rule 7.1A Mandate is a moving calculation and will be based on the formula set out in ASX Listing Rule 7.1A.2 at the time of issue of the equity securities. That formula is:

(A x D) – E

A is the number of fully paid ordinary shares on issue 12 months immediately preceding the date of issue or agreement (**Relevant Period**):

- plus the number of fully paid Shares issued in the Relevant Period under an exception in ASX Listing Rule 7.2 other than exception 9, 16 or 17;
 - plus the number of fully paid Shares issued in the Relevant Period on the conversion of convertible securities within ASX Listing Rule 7.2 exception 9 where:
 - the convertible securities were issued or agreed to be issued before the commencement of the relevant period; or
 - the issue of, or agreement to issue, the convertible securities was approved or taken under the ASX Listing Rules to have been approved, under ASX Listing Rules 7.1 or 7.4;
- plus the number of Shares issued in the Relevant Period under an agreement to issue securities within ASX Listing Rule 7.2 exception 16 where:
 - the agreement was entered into before the commencement of the Relevant Period; or
 - the agreement or issue was approved, or taken under these rules to have been approved, under ASX Listing Rules 7.1 or 7.4;
- plus the number of fully paid Shares issued in the Relevant Period with approval of holders of Shares under ASX Listing Rules 7.1 and 7.4;
- plus the number of partly paid Shares that became fully paid in the Relevant Period;
- less the number of fully paid Shares cancelled in the Relevant Period.

Note that 'A' is has the same meaning in Listing Rule 7.1 when calculating an entity's 15% placement capacity.

D is 10%

E is the number of equity securities issued or agreed to be issued under ASX Listing Rule 7.1A.2 in the Relevant Period where the issue or agreement to issue has not been subsequently approved by Shareholders under ASX Listing Rule 7.4.

Specific information required by ASX Listing Rule 7.3A

- If Item 3 is passed, the Listing Rule 7.1A Mandate will be valid during the period from the date of the Annual General Meeting and will expire on the earlier of:
 - the date that is 12 months after the date of the Annual General Meeting;
 - the time and date of the Company's next Annual General Meeting; and
 - the time and date on which the Company receives approval by Shareholders for a transaction under ASX Listing Rules 11.1.2 (a significant change to the nature or scale of activities) or 11.2 (disposal of main undertaking) (**Approval Period**).
- The equity securities to be issued will be in an existing class of quoted securities and will be issued for cash consideration at an issue price per equity security of not less than 75% of the volume weighted average price for the Company's equity securities over the 15 trading days on which trades in the class were recorded immediately before:
 - the date on which the price at which the equity securities are to be issued is agreed by the Company and the recipient of the equity securities; or
 - if the equity securities are not issued within ten trading days of the date in the above paragraph, the date on which the equity securities are issued.

- The Shares are being issued to continue to explore and develop the Company's current assets, to acquire new assets or investments, and for general working capital
- If this Item 3 is approved by Shareholders and the Company issues equity securities under the ASX Listing Rule 7.1A Mandate, the existing Shareholders' economic and voting interests in the Company will be diluted. There is also a risk that:
 - the market price for the Company's equity securities may be significantly lower on the date of the issue of the equity securities than on the date the Listing Rule 7.1A Mandate was approved; and
 - the equity securities may be issued at a price that is at a discount to the market price for the Company's equity securities on the issue date or the equity securities.

The table below sets out the potential dilution of existing Shareholders in three differing scenarios:

- 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.

* **A** has the meaning in the calculation on page 12

Shares on issue	Shares issued	Capital raised			
		<i>10% voting dilution</i>	<i>At 50% decrease in market price</i>	<i>At current market price⁴</i>	<i>At 100% increase in market price</i>
		<i>(Shares)</i>	<i>\$0.073</i>	<i>\$0.145</i>	<i>\$0.290</i>
A*					
478,940,889	47,894,089	\$3,472,321	\$6,944,643	\$13,889,286	
50% increase in A					
718,411,334	71,841,133	\$5,208,482	\$10,416,964	\$20,833,929	
100% increase in A					
957,881,778	95,788,178	\$6,944,643	\$13,889,286	\$27,778,572	

Note: *This table assumes:*

- No options are exercised before the date of the issue of the equity securities.
- The issue of equity securities under the Listing Rule 7.1A Mandate consists only of Shares. If the issue of equity securities includes quoted options, for the purposes of the above table, it is assumed that those quoted options are exercised into Shares for the purposes of calculating the voting dilution effect on existing Shareholders.
- The table does not show an example of dilution that may be caused to a particular Shareholder by reason of placements under the Listing Rule 7.1A Mandate, based on that Shareholder's holding at the date of the Meeting.
- The Company has not issued any equity securities in the 12 months prior to the Meeting that were not issued under an exception in ASX Listing Rule 7.2, with approval under ASX Listing Rule 7.1 or ratified under ASX Listing Rule 7.4.
- This table does not set out any dilution pursuant to ratification under ASX Listing Rule 7.4.

The table shows only the effect of issues of equity securities under ASX Listing Rule 7.1A, not under the 15% placement capacity under ASX Listing Rule 7.1.

- The identity of the persons to whom Shares will be issued is not yet known and will be determined on a case by case basis having regard to market conditions at the time of the

proposed issue of equity securities and the Company's allocation policy, which involves consideration of matters including, but not limited to:

- the ability of the Company to raise funds at the time of the proposed issue of equity securities and whether the raising of any funds under such placement could be carried out by means of an entitlement offer, or a placement and an entitlements offer;
- the dilutionary effect of the proposed issue of the equity securities on existing Shareholders at the time of proposed issued of equity securities;
- the financial situation and solvency of the Company; and
- advice from its professional advisers, including corporate, financial and broking advisers (if applicable).

The persons to whom Shares will be issued under the Listing Rule 7.1A Mandate have not been determined as at the date of this Notice, but will not include related parties (or their Associates) of the Company.

- The Company has not previously issued or agreed to issue equity securities under ASX Listing Rule 7.1A2 in the 12 months preceding the date of the Meeting.

Board Recommendation

The Board unanimously recommends Shareholders vote **in favour** of Item 3.

The Chair intends to vote undirected proxies in favour of Item 3.

ITEM 4 APPROVAL OF ISSUE OF SECOND TRANCHE OF SHARES UNDER PROPOSED PLACEMENT

Purpose of approval

The Company is seeking Shareholder approval to issue the second tranche of Shares under the Proposed Placement for the purposes of ASX Listing Rule 7.1.

ASX Listing Rule 7.1 provides that a Company must not issue more than the 15% capacity within a 12 month period unless a specified exception applies or the issue is made with prior Shareholder approval.

Broadly speaking, and subject to a number of exceptions, ASX Listing Rule 7.1 limits the amount of equity securities that the Company can issue without the approval of its Shareholders over any 12-month period to 15% of the Shares it had on issue at the start of that period.

The proposed issue of the second tranche of Shares under the Proposed Placement does not fall within any of the exceptions set out in ASX Listing Rule 7.2 and exceeds the 15% limit in ASX Listing Rule 7.1. It therefore requires the approval of the Shareholders under ASX Listing Rule 7.1.

If Item 4 is passed, subject to Item 5 also being passed the Company will be able to proceed with the issue of the second tranche of Shares pursuant to the Proposed Placement.

In addition, the Shares will be excluded from the calculation of the number of equity securities that the Company can issue without Shareholder approval under ASX Listing Rule 7.1.

If Item 4 is not passed, then the Company will not be able to proceed with the issue of the second tranche of Shares under the Proposed Placement will not be issued and any funds held by the Company in respect of those Shares will be returned to participants and the Company may need to seek alternative funding sources in order to progress the Company's projects and to ensure that the Company has sufficient working capital.

⁴ RTG MINING CDI 1:1 (RTG.AX) closing price on 5 June 2020

ASX Participants – CDIs

The Company will apply to ASX for quotation of the second tranche of Shares in the form of CDIs.

Please refer to the section entitled “CDIs” on page 9 above for details regarding the issue of CDIs, which will be quoted and traded on ASX in place of Shares.

About the Projects

Please refer to the section entitled “About the Projects” on page 9 above for details regarding the Company’s projects.

Item 4 is conditional on Item 5

Item 4 is subject to, and conditional on, at least 50% of the votes cast on Item 5 below being cast in favour of the issue of the Advisor Options to the US Placement Agent.

Item 4 will not be deemed to have been passed unless and until Item 5 is also approved by Shareholders.

Details required by ASX Listing Rules

The following information in relation to the Shares to be issued is provided to Shareholders for the purposes of ASX Listing Rule 7.3:

Securities issued 102,422,120 Shares held indirectly by allottees as CDIs.

Date of issue If Item 4 is approved, the Shares will be issued on or around mid-July 2020 or such other date as agreed by the Company and its brokers, which, in any event will be no later than 3 months after the date of the Shareholder approval.

Issue price A\$0.057 per Share.

Allottees Sophisticated and professional investors under sections 708(8) – (11) of the Corporations Act and investors to whom similar exemptions apply in each relevant jurisdiction, being participants in tranche two of the Proposed Placement (excluding the Participating Directors). The participants being various sophisticated and professional investors were identified by the US Placement Agent and Hartleys as the Joint Lead Managers of the Private Placement.

Participants that are a substantial holder (10%) of the Company includes: Franklin Advisers, Inc. and its affiliates and Yukata Creek Limited and its affiliates.

The participants are not related parties of the Company, other than the Directors of the Company. Any issue of Shares to Directors under the second tranche of the Proposed Placement is subject to Shareholder approval pursuant to Items 7-10.

Terms Each Share will rank equally in all respects with existing Shares. CDIs representing Shares will be issued to investors, which are tradeable on ASX.

Use of funds

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

- With the Mining Licence permitting now completed on the Mabilo Project, the Company will continue to support Mt. Labo in its work with the Mines and Geosciences Bureau and local communities to progress activities on the Mabilo Project in an effort to enhance the value of the project to all stakeholders. US\$2.5m of the placement has been allocated to progress the Mabilo Project, including any work necessary on the arbitration as set out below;
- the Mabilo Project is the subject of an Arbitration in the Singapore International Arbitration Centre and the Company will continue to support Mt Labo in the proceedings through to the handing down of a final decision by the Tribunal;
- To continue to support the advancement of the Mabilo Project towards start-up, the first phase being a Direct Shipping Operation as disclosed in the Company’s Feasibility Study, announced to the ASX on 18 March 2016;
- To continue to pursue new potential business development opportunities with US\$1m of the proposed proceeds allocated to this purpose;
- For partial repayment (US\$1 million) of the Corporate Loan Facility, with US\$1.5 million outstanding and repayment extended to 30 June 2021 together with fees and interest at 6% (refer to Item 6 for further information on the Corporate Loan Facility); and

For working capital and general corporate purposes with the forecast amount being US\$1.5m.

Voting exclusion A voting exclusion applies in respect of this Item 4 as set out below.

Board Recommendation

The Board unanimously recommends Shareholders vote **in favour** of Item 4.

The Chair intends to vote undirected proxies **in favour** of Item 4.

Voting exclusion statement

The Company will disregard any votes cast in favour of Item 4 by or on behalf of:

- a person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the Company); or
- an Associate (as defined in the ASX Listing Rules) of those persons.

However, this does not apply to a vote cast in favour of Item 4 by:

- a person as proxy or attorney for a person who is entitled to vote on Item 4, in accordance with the directions given to the proxy or attorney to vote on Item 4 in that way; or
- the Chair as proxy or attorney for a person who is entitled to vote on Item 4, in accordance with a direction given to the Chair to vote on Item 4 as the Chair decides; or

- a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an Associate of a person excluded from voting, on Item 4; and
 - the holder votes on Item 4 in accordance with directions given by the beneficiary to the holder to vote in that way.

ITEM 5 APPROVAL OF THE ISSUE OF ADVISOR OPTIONS TO US PLACEMENT AGENT

Background

In connection with services rendered during the Proposed Placement, the Company has agreed to issue 6,806,612 options to acquire Shares to the INTE Securities, the US Placement Agent (or its nominees) (**Advisor Options**), subject to the successful completion of the Placement and Shareholder approval under this Item 5 for the purposes of ASX Listing Rule 7.1.

In addition to the Advisor Options, the Company will pay the US Placement Agent, subject to the successful completion of the Placement, a cash payment of 5% of funds raised in consideration of the Proposed Placement, in line with standard industry practice.

The US Placement Agent acted as the Company's Lead Manager in respect of the Proposed Placement, managing investment demand in North America. Hartleys was RTG's Australian Lead Manager. The Advisor Options will be unlisted and expire on the date that is five years from the date of their issue. Prior to their expiry, the US Placement Agent may exercise the Advisor Options at any time in batches of at least 500,000 options to acquire CDIs at an exercise price of A\$0.057 per CDI. One Advisor Option may be exercised to acquire one Share. The full terms of the Advisor Options are set out in **Annexure A**.

If all the Advisor Options are exercised, the Company will receive A\$0.38 million in new funds.

Purpose of approval

ASX Listing Rule 7.1 provides that a Company must not issue more than the 15% Capacity within a 12 month period unless a specified exception applies or the issue is made with prior Shareholder approval.

The proposed issue of Advisor Options does not fall within any of the exceptions set out in ASX Listing Rule 7.2 and exceeds the 15% limit in ASX Listing Rule 7.1. It therefore requires the approval of Shareholders under ASX Listing Rule 7.1.

If Item 5 is passed, subject to Item 4 also being passed, the Company will be able to proceed with the issue of Advisor Options.

In addition, the Advisor Options will be excluded from the calculation of the number of equity securities that the Company can issue without Shareholder approval under ASX Listing Rule 7.1.

If Item 5 is not passed, then the Company will not be able to proceed with the issue of the Advisor Options.

Item 5 is conditional on Item 4

This Item 5 is subject to, and conditional on, at least 50% of the votes cast on Item 4 above being cast in favour of the issue of the second tranche of Shares under the Proposed Placement.

Therefore, the Company will only put this Item 5 to Shareholders if Item 4 is passed first.

Details required by ASX Listing Rules

The following information in relation to the Advisor Options to be issued is provided to Shareholders for the purposes of ASX Listing Rule 7.3:

Securities issued	The Company will issue 6,806,612 Advisor Options to the US Placement Agent (or its nominees). On exercise, the Company will apply to ASX for quotation of the Shares issued to the US Placement Agent (or its nominees) in the form of CDIs. Please refer to the section entitled "CDIs" on page 7 above for details regarding the issue of CDIs, which will be quoted and traded on ASX in place of Shares.
Date of issue	Subject to Shareholders approving Item 4, the Company will allot the Advisor Options on or around mid-July 2020, which in any event will be no later than 3 months after the date of the Shareholder approval.
Issue price	No subscription amount is required to be paid by the US Placement Agent in relation to the issue of the Advisor Options.
Allottee	INTE Securities, the US Placement Agent (or its nominees), none of whom are related parties of the Company.
Terms	The Shares to be issued on exercise of the Advisor Options will be on the same terms as, and will rank equally with, all other existing Shares, from the time of issue. Please refer to the terms of the Advisor Options set out in Annexure A for further information.
Use of funds	As the Advisor Options are to be issued for nil cash consideration, no funds will be raised from their issue. In respect of funds received on any exercise of the Advisor Options, please refer to "Use of Funds" under the heading "Details required by ASX Listing Rules" in respect of Item 1 on page 10. The Company's use of funds may change from those referred to above depending on its circumstances if and when the Advisor Options are exercised (if at all).
Voting exclusion	A voting exclusion applies in respect of this Item 5 as set out below.

Board Recommendation

The Board unanimously recommends Shareholders vote **in favour** of Item 5.

The Chair intends to vote undirected proxies **in favour** of Item 5.

Voting exclusion statement

The Company will disregard any votes cast in favour of Item 5 by or on behalf of:

- INTE Securities, the US Placement Agent; or
- an Associate (as defined in the ASX Listing Rules) of those persons.

However, this does not apply to a vote cast in favour of Item 5 by:

- a person as proxy or attorney for a person who is entitled to vote on Item 5, in accordance with the directions given to the proxy or attorney to vote on Item 5 in that way; or
- the Chair as proxy or attorney for a person who is entitled to vote on Item 5, in accordance with a direction given to the Chair to vote on Item 5 as the Chair decides; or

- a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an Associate of a person excluded from voting, on Item 5; and
 - the holder votes on Item 5 in accordance with directions given by the beneficiary to the holder to vote in that way.

ITEM 6 APPROVAL OF THE ISSUE OF SHARES TO CORPORATE LOAN FACILITY LENDER

Background

The Company entered into a corporate facility on 21 August 2019, requesting a facility of US\$2,500,000 (**Corporate Loan Facility**), from the lender, Mr. Mark Savage. The facility was unsecured, with an interest rate of 6% and an establishment fee of US\$150,000. The initial agreement term was for 6 months, extended as detailed below.

Subject to Shareholder approval under this Item 6, the Company will issue to the Corporate Loan Facility lender 6,072,874 Shares in consideration of a the facility establishment fee of US\$150,000 and associated interest of US\$75,000 owing under the Corporate Loan Facility up to 16 April 2020 when the original 6 month term was extended to 31 July 2020. The Corporate Loan Facility lender has subsequently agreed to further extend repayment of the facility and accrued interest to 30 June 2021 on the basis of the original coupon of 6% and a repayment of US\$1,000,000 from the proceeds of the second tranche of the Proposed Placement. Subsequent to repayment, principal of US\$1,500,000 will remain outstanding in addition to approximately \$47,000 accrued up until the date of this notice, with repayment extended to 30 June 2021.

Purpose of approval

ASX Listing Rule 7.1 provides that a Company must not issue more than the 15% Capacity within a 12 month period unless a specified exception applies or the issue is made with prior Shareholder approval.

The proposed issue of Shares the subject of this Item 6 does not fall within any of the exceptions set out in ASX Listing Rule 7.2 and exceeds the 15% limit in ASX Listing Rule 7.1. It therefore requires the approval of Shareholders under ASX Listing Rule 7.1.

In addition, the Shares will be excluded from the calculation of the number of equity securities that the Company can issue without Shareholder approval under ASX Listing Rule 7.1.

If Item 6 is not passed, then the Company will not be able to proceed with the issue of the Shares to the Corporate Loan Facility lender.

Details required by ASX Listing Rules

The following information in relation to the Shares to be issued is provided to Shareholders for the purposes of ASX Listing Rule 7.3:

Securities issued	The Company will issue 6,072,874 Shares held indirectly by the allottee as CDIs.
Date of issue	The Shares will be issued on or around mid-July 2020 or such other date as agreed by the Company and its brokers, which, in any event will be no later than 3 months after the date of the Shareholder approval.
Issue price	A\$0.057 per Share.

Allottee	The Corporate Loan Facility lender, being Mr. Mark Savage. Mr Savage is not a person who falls within the scope of Listing Rule 10.1.
Terms	Each Share will rank equally in all respects with existing Shares. CDIs representing Shares will be issued to investors, which are tradeable on ASX.
Use of funds	No funds are being raised from the issue. The Shares are being issued in consideration for payment of the facility establishment fee, of US\$150,000 and associated interest owing under the Corporate Loan Facility up to 16 April 2020.
Voting exclusion	A voting exclusion applies in respect of this Item 6 as set out below.

Board Recommendation

The Board unanimously recommends Shareholders vote **in favour** of Item 6.

The Chair intends to vote undirected proxies **in favour** of Item 6.

Voting exclusion statement

The Company will disregard any votes cast in favour of Item 6 by or on behalf of:

- Mr. Mark Savage, the Corporate Loan Facility lender; or
- an Associate (as defined in the ASX Listing Rules) of those persons.

However, this does not apply to a vote cast in favour of Item 6 by:

- a person as proxy or attorney for a person who is entitled to vote on Item 6, in accordance with the directions given to the proxy or attorney to vote on Item 6 in that way; or
- the Chair as proxy or attorney for a person who is entitled to vote on Item 6, in accordance with a direction given to the Chair to vote on Item 6 as the Chair decides; or
- a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an Associate of a person excluded from voting, on Item 6; and
 - the holder votes on Item 6 in accordance with directions given by the beneficiary to the holder to vote in that way.

ITEMS 7 TO 10 APPROVAL FOR PARTICIPATING DIRECTORS TO PARTICIPATE IN THE PROPOSED PLACEMENT

Purpose of approval

Items 7 to 10 seek the approval of Shareholders pursuant to ASX Listing Rule 10.11 to enable the Participating Directors and/or their nominees to participate in the second tranche of the Proposed Placement on the same terms and conditions as other investors.

The Joint Lead Managers to the Proposed Placement requested that the directors participate to assist with marketing.

ASX Listing Rule 10.11 provides that unless one of the exceptions in ASX Listing Rule 10.12 applies, the Company must not issue or agree to issue equity securities to:

- a related party (ASX Listing Rule 10.11.1);
- a person who is, or was at any time in the 6 months before the issue or agreement, a substantial (30%+) holder in the Company (ASX Listing Rule 10.11.2);

- a person who is, or was at any time in the 6 months before the issue or agreement, a substantial (10%+) holder in the Company and who has nominated a Director to the Board pursuant to a relevant agreement which gives them a right or expectation to do so (ASX Listing Rule 10.11.3);
- an Associate of a person referred to in ASX Listing Rules 10.11.1 to 10.11.3 (ASX Listing Rule 10.11.4); or
- a person whose relationship with the Company or a person referred to in ASX Listing Rules 10.11.1 to 10.11.4 is such that, in ASX's opinion, the issue or agreement should be approved by Shareholders (ASX Listing Rule 10.11.5),

unless it obtains the approval of its Shareholders.

The proposed issue of Shares to the Participating Directors do not fall within any of the exceptions in ASX Listing Rule 10.12 and therefore Shareholder approval is required under ASX Listing Rule 10.11 due to Mr Michael Carrick (as RTG's Chairman), Ms Justine Magee (as the Company's CEO) and also Non-executive Directors Mr Robert Scott and Mr Phillip Lockyer holding Board positions in the Company being related parties of the Company for the purposes of the ASX Listing Rules.

If Items 7 to 10 are passed, the Company will be able to proceed with the issue of Shares to the Participating Directors as noted above. If approval is given for the issue of Shares under ASX Listing Rule 10.11, approval is not required under ASX Listing Rule 7.1.

If Items 7 to 10 are not passed, the Company will not be able to proceed with the issue of Shares to the Participating Directors as noted above.

Items 7 to 10 are conditional on Items 4 and 5

Items 7 to 10 are subject to, and conditional on, at least 50% of the votes cast on:

- Item 3 above being cast in favour of the issue of Shares pursuant to the second tranche of the Proposed Placement; and
- Item 4 above being cast in favour of the issue of the Advisor Options to the US Placement Agent.

Therefore, the Company will only put Items 7 to 10 to Shareholders if Items 4 and 5 are passed first.

Details required by ASX Listing Rules

The following further information is provided to Shareholders for the purposes of ASX Listing Rule 10.13:

Securities to be issued and Allottees	Mr Carrick and/or his nominees (under Item 7) will be issued 1,746,290 Shares. Ms Magee and/or her nominees (under Item 8) will be 1,315,790 Shares. Mr Scott and/or his nominees (under Item 9) will be issued 750,000 Shares. Mr Lockyer and/or his nominees (under Item 10) will be issued 300,000 Shares. The Company will apply to ASX for quotation of the Shares issued under Items 7 to 10 in the form of CDIs. Please refer to the section entitled "CDIs" on page 7 above for details regarding the issue of CDIs, which will be quoted and traded on ASX in place of Shares.
Date of issue	Shares in relation to each approved Item will be issued on or around mid-July 2020 or such other date as agreed by the Company and its brokers, which, in any event will be no later than 1 month after the date of the Shareholder approval.

Issue price	A\$0.057 per Share, being the same price as the Shares issued to unrelated parties under the Proposed Placement (which is the subject of Items 1 and 4).
Terms	Each Share will rank equally in all respects with existing Shares.
Use of funds	Please refer to "Use of Funds" under the heading "Details required by ASX Listing Rules" in respect of Item 1 on page 10.
Voting exclusion	A voting exclusion applies in respect of Items 7 to 10 as set out below.

Board Recommendation

The Board (other than the individual director subject to the voting exclusion for the particular resolution) recommends that Shareholders vote **in favour** of Items 7 to 10.

The Chair intends to vote undirected proxies **in favour** of Items 7 to 10.

Voting exclusion statement

The Company will disregard any votes cast in favour of Items 7 to 10 by or on behalf of:

- the person who is to receive the securities in question and any other person who will obtain a material benefit as a result of the issue of the securities (except a benefit solely by reason of being a holder of ordinary securities in the Company) or his/her nominee; or
- an Associate (as defined in the ASX Listing Rules) of that person.

However, this does not apply to a vote cast in favour of Items 7 to 10 by:

- a person as proxy or attorney for a person who is entitled to vote on the Item, in accordance with the directions given to the proxy or attorney to vote on the Item in that way; or
- the Chair as proxy or attorney for a person who is entitled to vote on the Item, in accordance with a direction given to the Chair to vote on the Item as the Chair decides; or
- a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an Associate of a person excluded from voting, on the Item; and
 - the holder votes on the Item in accordance with directions given by the beneficiary to the holder to vote in that way.

ITEM 11 TO RECEIVE THE CONSOLIDATED AUDITED ANNUAL FINANCIAL STATEMENTS OF THE COMPANY FOR THE ENSUING YEAR AND TO AUTHORISE THE DIRECTORS TO FIX THE AUDITOR'S REMUNERATION

Background

The financial statements of the Company as at and for the year ended December 31, 2019 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.

ITEM 12 APPROVAL OF APPOINTMENT OF AUDITORS

Background

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 authorise 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 authorised to fix their remuneration."

Board Recommendation

The Board unanimously recommends Shareholders vote in favour of Item 12.

The Chair intends to vote undirected proxies in favour of Item 12.

ITEM 13 APPROVAL TO FIX NUMBER OF DIRECTORS

Background

The Company seeks to set the maximum number of Directors for the ensuing year at six. 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) (**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, Controlled or Directed as at the date of this Notice of Annual General Meeting
Mr. Michael Carrick Director and Chairman Perth, Western Australia	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.	Director and Chairman of RTG	March 28, 2013 to present	1,277,734 Shares
Ms. Justine Magee Director and Chief Executive Officer Perth, Western Australia	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.	Director and Chief Executive Officer of RTG	March 28, 2013 to present	1,165,299 Shares
Mr. Robert Scott ⁽¹⁾ Independent Lead Director Perth, Western Australia	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.	Director of Sandfire Resources Ltd, Castillo Copper Limited and Twenty Seven Co Ltd	March 28, 2013 to present	830,770 Shares
Mr. David Cruse ^{(2) (3) (4)} Independent Director Perth, Western Australia	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.	Director of Odyssey Energy Limited.	March 28, 2013 to present	1,894,280 Shares
Mr. Phillip Lockyer ^{(2) (3) (4)} 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.	Director of GR Engineering Services Limited.	March 28, 2013 to present	265,385 Shares

Notes

(1) Chair of Risk and Audit Committee; Disclosure Committee and Remuneration and Nomination Committee

(2) Member of the Disclosure Committee

(3) Member of Risk and Audit Committee

(4) Member of the Remuneration and Nomination Committee

As of the date of this Explanatory Memorandum, approximately 5,433,468 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, 0.99% 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 Explanatory Memorandum, or has been in the last 10 years before the date of this Explanatory Memorandum, a Director, Chief Executive Officer (**CEO**) or Chief Financial Officer (**CFO**) of any company (including the Company) 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, CEO or CFO and which resulted from an event that occurred while that person was acting in the capacity as Director, CEO or CFO.

Except as otherwise disclosed, to the knowledge of the Company, no Director:

(a) is, as at the date of this Explanatory Memorandum, or has been within the 10 years before the date of this Explanatory Memorandum, a Director or Executive Officer of any company (including the Company) 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 Explanatory Memorandum 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.

Mr Lockyer was a director of Western Desert Resources Limited (**Western Desert**) from 2010-2014 which entered into voluntary administration in 2014. Mr Lockyer has disclosed to RTG that Western Desert and its directors in office at the time of Western Desert entering into voluntary administration are currently subject to proceedings from a former creditor with respect to claims Western Desert was allegedly trading whilst insolvent. No determination on the matter has been made as of the date of this Notice.

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 maximum number of Directors for the ensuing year at six (6) 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 maximum number of Directors for the ensuing year be set at six (6).”

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, Ms. 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 unanimously recommends Shareholders vote **in favour** of Item 13.

The Chair intends to vote undirected proxies in favour of Item 13.

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.

ITEMS 14-15 APPROVAL FOR THE ISSUE OF LOAN FUNDED SHARES TO DIRECTORS

Background

The Company adopted the RTG Loan Funded Share Plan (**RTG Plan**) on November 26, 2012, pursuant to which certain directors and employees of the Company can be invited to subscribe for fully paid Shares in the Company using financial assistance provided by the Company. Shareholders approved the RTG Plan on May 23, 2018.

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. The Company seeks Shareholder approval to issue 10,000,000 Shares, representing 1.53% of the issued and outstanding Shares of the Company subsequent to the issue of the second tranche of shares under the Proposed Placement (Item 4), under the RTG Plan to certain directors.

In line with the recommendations of the Australian Shareholders Association (**ASA**), the Company notes that no Shares have been granted under the RTG Plan since 28 March 2013, a period of more than 7 years, during which time the Company has held off making any invitation to participate until hurdles have been achieved to successfully deliver an important milestone which has now unlocked further value for all shareholders.

Having now secured the approval for the expansion of the current Mineral Production Sharing Agreement for the Nalesbitan Project to include the Mabilo Project as announced on 29 May 2020, thereby effectively delivering a Mining Permit for the Mabilo Project, the Board has decided to issue shares under the RTG Plan in line with the objectives of the RTG Plan including to further strengthen the alignment of the interests of the directors and shareholders.

The price of the shares, being the higher of A\$0.25 or the price provided for under the RTG Plan, adding additional performance hurdles to the current plan as recommended by the ASA, reflects a significant premium 438.60% to the recent placement and current market of A\$0.145⁵, being a premium of 172.41%.

ASX Listing Rule 10.14 provides that the Company must not permit any of the following persons to acquire equity securities under an employee incentive scheme:

- a director of the Company (ASX Listing Rule 10.14.1);
- an Associate of a director of the Company (ASX Listing Rule 10.14.12); or
- a person whose relationship with the Company or a person referred to in ASX Listing Rule 10.14.1 or 10.14.2 is such that, in ASX's opinion, the acquisition should be approved by its Shareholders (ASX Listing Rule 10.14.3),

unless it obtains the approval of its Shareholders.

The proposed issue of securities to the directors falls within ASX Listing Rule 10.14.1 and therefore requires the approval of Shareholders under ASX Listing Rule 10.14.

If Items 14 to 15 are passed, the Company will issue the Shares to the directors as noted below.

If Items 14 to 15 are not passed, the Company will not issue the Shares to the directors as noted below. 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 securities equivalent to 15% of the Company's ordinary securities, under ASX Listing Rule 7.1.

Details required by ASX Listing Rules

The following further information is provided to Shareholders for the purposes of Listing Rule 10.15.

Securities issued and Allottees	<p>Mr Carrick and/or his nominees (under Item 14) will be issued 5,000,000 Shares.</p> <p>Ms Magee and/or her nominees (under Item 15) will be 5,000,000 Shares.</p> <p>All of these people are Directors of the Company and therefore fall within ASX Listing Rule 10.14.1.</p> <p>The Company will apply to ASX for quotation of the Shares issued under Items 14 to 15 in the form of CDIs.</p> <p>Please refer to the section entitled "CDIs" on page 9 above for details regarding the issue of CDIs, which will be quoted and traded on ASX in place of Shares.</p>
Purpose of the issue	<p>ASX Listing Rule 10.14 requires the Company to obtain Shareholder approval to issue securities to its directors under the RTG Plan.</p> <p>The Shares are being issued under the RTG Plan in line with the objectives of the RTG Plan including to further strengthen the alignment of the interests of the directors and shareholders.</p> <p>Details of the Allottees current total remuneration package, as required under the Listing Rules 10.15, is:</p> <p>Mr Carrick base salary US\$139,241</p> <p>Ms Magee base salary US\$257,597</p> <p>As disclosed in the Company's Annual Financial Report for the year ended 31 December 2019, as announced to the ASX on 27 March 2020.</p>
Previously issued securities	<p>The number of securities previously issued to each of the Directors under the RTG Plan and the average acquisition price (if any) paid by the relevant director for each security is as set out in Annexure B.</p>
Date of issue	<p>Within 12 months of the date of the Meeting.</p>
Issue price	<p>The higher of A\$0.25 or the 5-day volume weighted average price (VWAP) preceding the date of the issuance and</p>

⁵ RTG MINING CDI 1:1 (RTG.AX) closing price on 5 June 2020

	not less than the closing market price on the issue date. 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.
Terms	Each Share will rank equally in all respects with existing Shares.
Loan	Loans may be made by the Company in relation to the issue of Shares under the RTG Plan in accordance with the terms of the 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. Any cash distributions declared on RTG Plan Shares will be applied towards repayment of the loan until the loan is repaid in full.
Voting exclusion	A voting exclusion applies in respect of Items 14 to 15 as set out below.

Board Recommendation

The Board (other than the individual director subject to the voting exclusion for the particular resolution) recommends that Shareholders vote in favour of Items 14-15. The Chair intends to vote undirected proxies in favour of Items 14-15.

Voting exclusion statement

The Company will disregard any votes cast in favour of Items 14 to 15 by or on behalf of:

- a person referred to in Listing Rule 10.14.1, 10.14.2 or 10.14.3 who is eligible to participate in the employee incentive scheme in question; or
- an Associate (as defined in the ASX Listing Rules) of that person.

However, this does not apply to a vote cast in favour of Items 14 to 15 by:

- a person as proxy or attorney for a person who is entitled to vote on the Item, in accordance with the directions given to the proxy or attorney to vote on the Item in that way; or
- the Chair as proxy or attorney for a person who is entitled to vote on the Item, in accordance with a direction given to the Chair to vote on the Item as the Chair decides; or
- a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an Associate of a person excluded from voting, on the Item; and
 - the holder votes on the Item in accordance with directions given by the beneficiary to the holder to vote in that way.

ITEM 16-18 APPROVAL FOR THE ISSUE OF LOAN FUNDED SHARES TO NON-EXECUTIVE

DIRECTORS IN SATISFACTION OF DIRECTORS' FEES

Background

Items 16 to 18 seeks Shareholder approval for the purpose of ASX Listing Rule 10.14 and all other purposes for the issue of fully paid ordinary shares to the Company's Non-executive Directors in satisfaction of up to 100% of Directors' fees payable to each of those Non-executive Directors in the event a Non-executive Director decides to take fully paid ordinary shares in lieu of a physical cash payment for all or part of the fees owing to that Non-executive Director for the 12 month period from the date this resolution is approved. This proposal is in line with recommendations of the ASA.

The Shares will be issued pursuant to the RTG Plan. The Company adopted the RTG Plan on 26 November 2012, the RTG Plan was approved by Shareholders on 23 May 2018. 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. The RTG Plan provides that the subscription price for Share issued pursuant to the RTG Plan will be the volume weighted average price for the 5 trading days preceding the date of issue of the Shares.

Purpose of approval

ASX Listing Rule 10.14 provides that the Company must not permit any of the following persons to acquire equity securities under an employee incentive scheme:

- a director of the Company (ASX Listing Rule 10.14.1);
- an Associate of a director of the Company (ASX Listing Rule 10.14.12); or
- a person whose relationship with the Company or a person referred to in ASX Listing Rule 10.14.1 or 10.14.2 is such that, in ASX's opinion, the acquisition should be approved by its Shareholders (ASX Listing Rule 10.14.3),

unless it obtains the approval of its Shareholders.

The proposed issue of Shares to Non-executive Directors pursuant to the RTG Plan falls within ASX Listing Rule 10.14.1 and therefore requires the approval of Shareholders under ASX Listing Rule 10.14.

If Items 16 to 18 are passed, the Company will be permitted grant Shares to the relevant Non-executive Director, upon election by that Non-executive Director to take Shares in lieu of a physical cash payment for Director fees.

If Items 16 to 18 are not passed, the Company will not issue Shares to the relevant Non-executive Director and instead will pay the Non-executive Director fees in cash.

The following further information is provided to Shareholders for the purposes of ASX Listing Rule 10.15:

- the Shares will be issued to the Non-executive Directors named in the table below;
- the Non-executive Directors of the Company fall within the scope of ASX Listing Rule 10.14.1.
- the formula for calculating the number of Shares to be granted to a Non-executive Directors is calculated by dividing the amount of cash fees owing to that Non-executive Director which he has elected to receive in equity by the volume weighted average price for the 5 trading days preceding the date of issue of the Shares;
- the Non-executive Directors of the Company and the issue the subject of Items 16-18 is intended to remunerate the Non-executive Directors, whose current aggregate remuneration is as follows:

Non-executive Director	Current fees per annum
Mr Scott	A\$35,000
Mr Cruse	A\$30,000
Mr Lockyer	A\$30,000

- the number of securities previously issued to the Non-executive Directors under the RTG Plan and the average acquisition price (if any) paid by the Non-executive Directors for each security is set out below:

Non-executive Director	Number of Shares	Acquisition Date	Acquisition Price (\$C)
Mr Scott	50,000	28 March 2013	1.65
Mr Cruse	50,000	28 March 2013	1.65
Mr Lockyer	50,000	28 March 2013	1.65

- the Shares will be issued subsequent to the Non-executive Director election. In any event the Shares will be issued no later than 3 years after the date of this Meeting, unless otherwise extended by way of ASX granting a waiver to the ASX Listing Rules;
- the Shares will be granted for no cash consideration. The deemed issue price of the Shares will be the volume weighted average price for the 5 trading days preceding the date of issue of the Shares;
- a summary of the material terms of the RTG Plan is set out in Annexure C. No loan will be made to the Non-executive Directors in relation to the Shares the subject of Items 16 to 18;
- details of any securities issued under the RTG Plan will be published in the annual report of the entity relating to a period in which they were issued, along with a statement that approval for the issue was obtained under ASX Listing Rule 10.14;
- any additional persons covered by Listing Rule 10.14 who become entitled to participate in the scheme after the resolution is approved and who were not named in the notice of meeting will not participate until approval is obtained under that rule; and
- a voting exclusion statement applies to Items 16 to 18 as set out in the Notice of Meeting.

Board Recommendation

The Board (other than the individual directors subject to the voting exclusion for the particular resolution) recommends that Shareholders vote in favour of Items 16 to 18. The Chair intends to vote undirected proxies in favour of Item 16 to 18.

Voting exclusion statement

The Company will disregard any votes cast in favour of Items 16 to 18 by or on behalf of:

- a person referred to in ASX Listing Rule 10.14.1, 10.14.2 or 10.14.3 who is eligible to participate in the employee incentive scheme in question; or
- an Associate (as defined in the ASX Listing Rules) of that person.

However, this does not apply to a vote cast in favour of Items 16 to 18 by:

- a person as proxy or attorney for a person who is entitled to vote on the Item, in accordance with the directions given to the proxy or attorney to vote on the Item in that way; or
- the Chair as proxy or attorney for a person who is entitled to vote on the Item, in accordance with a direction given to the Chair to vote on the Item as the Chair decides; or

- a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an Associate of a person excluded from voting, on the Item; and
 - the holder votes on the Item in accordance with directions given by the beneficiary to the holder to vote in that way.

ITEM 19 OTHER MATTERS

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

GENERAL COMPANY INFORMATION

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 Explanatory Memorandum, 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.

INFORMATION FOR CANADIAN HOLDERS

The Company is a “reporting issuer” subject to the securities laws of certain provinces of Canada, including disclosure requirements relating to proxies, notices of shareholder meetings and disclosure in connection with those meetings. However, the Company confirms that it continues to be a “designated foreign issuer” as defined in National Instrument 71-102 – Continuous Disclosure and Other Exemptions Relating to Foreign Issuers. As such, the Company is exempt from certain requirements otherwise imposed on reporting issuers in Canada, including proxies, notices of shareholder meetings and disclosure in connection with those meetings, provided generally that the Company complies with the relevant foreign disclosure requirements of an approved foreign jurisdiction. The Company is subject to the foreign regulatory requirements of the ASX and the Australian Securities & Investments Commission.

As a result, the Company does not include a management information circular pursuant to National Instrument 51-102 – Continuous Disclosure Obligations in this Notice and Canadian shareholders are cautioned that the disclosures contained in this Notice of Meeting and Explanatory Statement may not be comparable to what would otherwise be disclosed by reporting issuers that are not designated foreign issuers

BOARD APPROVAL

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

Dated at Perth, Australia, as of the 9th of June, 2020.

ON BEHALF OF THE BOARD

(signed) “Justine Magee”

Justine Magee

President and Chief Executive Officer

Annexure A – Terms and Conditions of Advisor Options

1 Vesting

There are no vesting conditions applicable to the options.

2 Right to subscribe

Each option gives the optionholder the right to subscribe for one fully paid ordinary share (**Share**) in the capital of RTG Mining Inc. (the **Company**).

3 Exercise Price

The exercise price for each option is A\$0.057 (**Exercise Price**).

4 Quotation

The options are unlisted and quotation of the options will not be sought, whether on the Australian Securities Exchange (**ASX**), the Toronto Stock Exchange (**TSX**) or otherwise.

5 Expiry

The options expire at 5:00pm (AEST) on the date that is 5 years after the date of issue of the options (**Expiry Time**).

6 Time of exercise

The optionholder may exercise some or all options at any time until the Expiry Time.

7 Manner of exercise

- (a) The optionholder may exercise options (in parcels of at least 500,000 options unless the optionholder's holding is less than 500,000 options in which case the optionholder may exercise its entire holding) by forwarding to the Company at its registered office:
 - (i) the certificate for those options;
 - (ii) an executed notice for the exercise of the options and specifying the number of options exercised; and
 - (iii) payment of the Exercise Price for each option exercised. The Company may at its absolute discretion permit the Exercise Price to be paid in another currency based on the prevailing exchange rate on the date of exercise.
- (b) Once given, the exercise notice may only be revoked at the request of the Company with the consent of the optionholder (such consent not to be unreasonably withheld). The optionholder must not withhold such consent where the Company has come into possession of Excluded Information (as defined in sections 708A(7) and (8) of the *Corporations Act 2001* (Cth)) and considers it is not in the Company's interests to disclose that Excluded Information under the Corporations Act at that time.
- (c) Unless the Board determines otherwise in its absolute discretion, the optionholder must not exercise options during the period that trading in the Company's securities is prohibited in accordance with the Scheduled Black-out Period in the Company's share trading policy (being one week prior and ending on the second business day following the date on which an announcement has been issued in respect of the Company's interim or annual financial statements). The Company must notify the optionholder when a Black-out Period is in effect.

8 Allotment of Shares

- (a) The Company must issue to the optionholder the Shares to be issued on exercise of an option within ten **Business Days** (as such term is defined in the ASX Listing Rules, or, if the Company is not listed on the ASX but is listed on TSX, within ten trading days, as defined in the rules of the TSX) of the date on which the notice of exercise was delivered to the Company; and
- (b) subject to clause 8(c) below, if the Company is listed on ASX at the date of exercise, the Company must, if it is legally able to, provide a notice which complies with the requirements of sections 708A(5)(e) and 708A(6) of the Corporations Act (**Cleansing Notice**) to ASX on the date the Shares referred to in clause 8(a) are issued; or
- (c) if the Cleansing Notice for any reason is not effective or if the Company cannot satisfy the requirements in order to give a Cleansing Notice, to ensure that an offer for sale of those Shares does not require disclosure to investors, then at the Company's election:
 - (i) the Company must no later than sixty (60) days after the date of issue of those Shares lodge with ASIC a prospectus prepared in accordance with the Corporations Act and do all such things necessary to satisfy section 708A(11) of the Corporations Act to ensure that an offer for sale of those Shares does not require disclosure to investors; or
 - (ii) the Company may request and the optionholder must provide an undertaking to the Company not to sell the relevant Shares in circumstances in which would otherwise require the holder or the Company to issue a disclosure document under the Corporations Act in relation to the sale offer for a period of 12 months after the date of issue.

9 Ranking of Shares

Shares issued on exercise of an option are from the date on which the notice of exercise took effect to rank equally with the then issued Shares except as regards dividends or other distributions payable by reference to a record date prior to the date on which the notice of exercise took effect.

10 Quotation of Shares

- (a) If admitted to the official list of the ASX at the time of exercise of the options, the Company shall apply for the quotation of Shares on ASX (in the form of Chess Depositary Interests) issued pursuant to the exercise of an option within ten **Business Days** (as such term is defined in the ASX Listing Rules, or, if the Company is not listed on the ASX but is listed on TSX, within ten trading days, as defined in the rules of the TSX) of the date on which the notice of exercise was delivered to the Company.
- (b) If the Company is not listed on ASX at the time of exercise of the options, the Company shall where lawful apply for the quotation of Shares issued on exercise of the options.

11 Transfer

The options are fully transferable by the optionholder.

12 Notice of Expiry Time

While the Company is listed on ASX, it must give the optionholder a notice at least 20 Business Days before the Expiry Time with the information required by the ASX Listing Rules.

13 Participation in new issues

- (a) The optionholder has no right or entitlement as the holder of an option, without exercising an option and being issued Shares on exercise of an option prior to the record date for the new issue, to participate in new issues of shares offered to the Company's shareholders.
- (b) The Company must, if listed on ASX, give the optionholder prior notice (in accordance with paragraphs 3 and 4 of Appendix 7A of the Listing Rules (as applicable)) of the new issue of Shares to enable the optionholder to exercise the options and participate in the new issue.

14 Bonus issues

If there is a bonus issue of Shares, the number of Shares over which an option is exercisable increases by the number of Shares which the optionholder would have received if the option had been exercised before the record date for the bonus issue and without any change to the Exercise Price.

15 Options to be reorganised on reorganisation of capital

The following rules shall apply on a reorganisation of capital, unless inconsistent with the ASX Listing Rules at a time when the Company is listed on ASX, in which case the ASX Listing Rules shall prevail:

- (a) in a consolidation of Shares, the number of options must be consolidated in the same ratio as Shares and the Exercise Price must be amended in inverse proportion to that ratio;
- (b) in a subdivision of Shares, the number of options must be sub-divided in the same ratio as Shares and the Exercise Price must be amended in inverse proportion to that ratio;
- (c) in a return of capital to shareholders, the number of options must remain the same, and the Exercise Price of each option must be reduced by the same amount as the amount returned in relation to each Share;
- (d) in a reduction of capital by cancellation of capital paid up on Shares that is lost or not represented by available assets where no Shares are cancelled, the number of options and the Exercise Price of each option must remain unaltered;
- (e) in a pro rata cancellation of Shares, the number of options must be reduced in the same ratio as the Shares and Exercise Price of each option must be amended in inverse proportion to that ratio; and
- (f) in any other case where the Shares are reorganised, the number of options or the Exercise Price, or both, must be reorganised so that the optionholder will not receive a benefit that holders of Shares do not receive.

16 Register of Options

- (a) The Company will maintain a principle register of optionholders which complies, so far as practicable, with the requirements of section 170 of the **Corporations Act 2001** (Cth) (as amended) (**Option Register**).
 - (b) The Option Register will be kept by or on behalf of the Company in Perth, Western Australia.
 - (c) The holder of an option registered in the Option Register will be the absolute owner of the option represented by that registration.
-

Annexure B – Previous issues to Directors under the RTG Plan

Director	Number of Shares	Acquisition Date	Acquisition Price (\$C)
Mr Carrick	300,000	28 March 2013	1.65
Ms Magee	300,000	28 March 2013	1.65
Mr Scott	50,000	28 March 2013	1.65
Mr Cruse	50,000	28 March 2013	1.65
Mr Lockyer	50,000	28 March 2013	1.65

Refer to the Company's Annual Financial Report for the year ended 31 December 2019 for further information.

Annexure C – Summary of key terms of 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 but shall not be less than the closing market price of the RTG Shares on the issue date.

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 for or without cause; 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.

The annual burn rate of the RTG Plan in respect of: the 2019 financial year was 0%; the 2018 financial year was 0%; the 2017 financial year was 0%. "Annual burn rate" is the number of RTG Plan Shares granted under RTG Plan during the applicable financial year divided by the weighted average number of securities outstanding for the applicable financial year.

Security Class

Holder Account Number

Fold

Form of Proxy - ANNUAL GENERAL AND EXTRAORDINARY MEETING to be held on July 7, 2020

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 the Chairman of the Meeting.**
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.

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Proxies submitted must be received by 10:00 am (Perth, Western Australia time), on July 3, 2020.

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
- **Smartphone?**
 Scan the QR code to vote now.



To Receive Documents Electronically

- You can enroll to receive future securityholder communications electronically by visiting www.investorcentre.com and clicking at the bottom of the page.

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 Chairman of the Meeting. 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:
Chairman of the Meeting

OR

Print the name of the person you are
appointing if this person is someone other
than the Chairman of the Meeting.

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 EXTRAORDINARY MEETING** of shareholders of RTG Mining Inc. (the "Company") to be held at The Park Business Centre, 45 Ventnor Avenue, West Perth, Western Australia, on July 7, 2020 at 10:00 am (WST) and at any adjournment or postponement thereof.

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

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

	For	Against	Abstain		For	Against	Abstain
1. Ratification of Issue of Tranche 1 Shares under Proposed Placement Issued Under ASX Listing Rule 7.1	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	12. Approval to Fix Number of Directors	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2. Ratification of Issue of Chanach Gold Acquisition Shares Issued Under ASX Listing Rule 7.1	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	12b. Election of Mr. Michael Carrick	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3. Approval of Additional Capacity to Issue Shares Under ASX Listing Rule 7.1A	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	12c. Election of Ms. Justine Magee	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4. Approval of Issue of Second Tranche of Shares under Proposed Placement	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	12d. Election of Mr. Robert Scott	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5. Approval of the Issue of Advisor Options to US Placement Agent	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	12e. Election of Mr. David Cruse	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6. Approval of the Issue of Shares to Corporate Loan Facility Lender	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	12f. Election of Mr. Phillip Lockyer	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7. Approval for Mr Michael Carrick to Participate in Proposed Placement	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	13. Approval for the Issue of Loan Funded Shares to Mr Michael Carrick	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
8. Approval for Ms Justine Magee to Participate in Proposed Placement	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	14. Approval for the Issue of Loan Funded Shares to Ms Justine Magee	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
9. Approval for Mr Robert Scott to Participate in Proposed Placement	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	15. Approval for the Issue of Loan Funded Shares to Mr R Scott in Satisfaction of Directors' Fees	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
10. Approval for Mr Phillip Lockyer to Participate in Proposed Placement	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	16. Approval for the Issue of Loan Funded Shares to Mr D Cruse in Satisfaction of Directors' Fees	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
11. Approval of Appointment of Auditors	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	17. Approval for the Issue of Loan Funded Shares to Mr P Lockyer in Satisfaction of Directors' Fees	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

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 the Chairman of the Meeting.

Signature(s)

Date

MM / DD / YY





MINING INC.

ABN 70 164 362 850

RTG

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



Need assistance?



Phone:

1300 850 505 (within Australia)
+61 3 9415 4000 (outside Australia)



Online:

www.investorcentre.com/contact



YOUR VOTE IS IMPORTANT

For your vote to be effective it must be received by **10:00am (Perth, WST) Thursday, 2 July 2020.**

CDI Voting Instruction Form

How to Vote on Items of Business

Each CHESS Depository Interest (CDI) is equivalent to one share of Company Common Stock, so that every 1 (one) CDI registered in your name at 10:00am (Perth, WST) Friday, 5 June 2020 entitles you to 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 FOR POSTAL FORMS

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.

Lodge your Form:

XX

Online:

Lodge your vote online at www.investorvote.com.au using your secure access information or use your mobile device to scan the personalised QR code.

Your secure access information is



Control Number: 999999

SRN/HIN: I9999999999

PIN: 99999

For Intermediary Online subscribers (custodians) go to www.intermediaryonline.com

By Mail:

Computershare Investor Services Pty Limited
GPO Box 242
Melbourne VIC 3001
Australia

By Fax:

1800 783 447 within Australia or
+61 3 9473 2555 outside Australia



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 CHESSE Depository Nominees will vote as directed XX

Voting Instructions to CHESSE Depository Nominees Pty Ltd

Please mark box A OR B

I/We being a holder of CHESSE Depository Interests of RTG Mining Inc., hereby direct CHESSE Depository 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 Meeting of RTG Mining Inc. ("the Company") to be held at The Park Business Centre, 45 Ventnor Avenue, West Perth, Western Australia on Tuesday, 7 July 2020 at 10:00am (Perth, WST) 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 CHESSE Depository 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

	For	Against	Abstain		For	Against	Abstain
1. Ratification of Issue of Tranche 1 Shares under Proposed Placement Issued Under ASX Listing Rule 7.1	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	12. Approval to Fix Number of Directors	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2. Ratification of Issue of Chanach Gold Acquisition Shares Issued Under ASX Listing Rule 7.1	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	12b. Election of Mr. Michael Carrick	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3. Approval of Additional Capacity to Issue Shares Under ASX Listing Rule 7.1A	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	12c. Election of Ms. Justine Magee	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4. Approval of Issue of Second Tranche of Shares under Proposed Placement	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	12d. Election of Mr. Robert Scott	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5. Approval of the Issue of Advisor Options to US Placement Agent	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	12e. Election of Mr. David Cruse	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6. Approval of the Issue of Shares to Corporate Loan Facility Lender	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	12f. Election of Mr. Phillip Lockyer	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7. Approval for Mr Michael Carrick to Participate in Proposed Placement	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	13. Approval for the Issue of Loan Funded Shares to Mr Michael Carrick	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
8. Approval for Ms Justine Magee to Participate in Proposed Placement	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	14. Approval for the Issue of Loan Funded Shares to Ms Justine Magee	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
9. Approval for Mr Robert Scott to Participate in Proposed Placement	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	15. Approval for the Issue of Loan Funded Shares to Mr R Scott in Satisfaction of Directors' Fees	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
10. Approval for Mr Phillip Lockyer to Participate in Proposed Placement	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	16. Approval for the Issue of Loan Funded Shares to Mr D Cruse in Satisfaction of Directors' Fees	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
11. Approval of Appointment of Auditors	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	17. Approval for the Issue of Loan Funded Shares to Mr P Lockyer in Satisfaction of Directors' Fees	<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 / /

