



CORPORATE HEADQUARTERS

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RTG Mining Inc.

Notice of Annual General Meeting

10:00am (Perth, Western Australia time), Friday, 23 May 2025

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

The Annual General Meeting of RTG Mining Inc. (**RTG** or the **Company**) will be held at The Park Business Centre, 45 Ventnor Avenue, West Perth, Western Australia 6005 at 10:00am (Perth, Western Australia time) Friday, 23 May 2025

BUSINESS OF THE MEETING

Items of Business		Shareholder Approval	Further Details
1.	RECEIVE CONSOLIDATED ANNUAL FINANCIAL STATEMENTS	To receive the consolidated audited annual financial statements of the Company for the financial year ended 31 December 2024, together with the reports of the auditor thereon.	N/A Page 7
2.	APPROVAL OF APPOINTMENT OF AUDITORS AND TO AUTHORISE THE DIRECTORS TO FIX THE AUDITOR'S REMUNERATION	To appoint BDO Audit Pty Ltd. as auditor of the Company for the ensuing year, and authorise the Directors to fix the auditor's remuneration.	Ordinary resolution Page 7
3.	RATIFICATION OF ISSUE OF SHARES ISSUED UNDER ASX LISTING RULE 7.1	To ratify the issue of 169,297,750 Shares (in the form of CDIs) as described in the Explanatory Memorandum for the purposes of ASX Listing Rule 7.4 and for all other purposes.	Ordinary resolution Page 7
4.	APPROVAL OF ISSUE OF SHARES UNDER TRANCHE 2 OF THE PRIVATE PLACEMENT	To approve the issue of 365,486,155 Shares (in the form of CDIs) as described in the Explanatory Memorandum for the purposes of ASX Listing Rule 7.1 and for all other purposes.	Ordinary resolution Page 9
5.	APPROVAL OF ISSUE OF SHARES UNDER TRANCHE 2 OF THE PRIVATE PLACEMENT TO EQUINOX	To approve the issue of 241,269,841 Shares (in the form of CDIs) to Equinox (an entity controlled by the Company's Director, Mr Sean Fieler) as described in the Explanatory Memorandum for the purposes of ASX Listing Rule 10.11 and for all other purposes.	Ordinary resolution Page 10
6.	APPROVAL OF ISSUE OF OPTIONS TO FOSTER STOCKBROKING	To approve the issue of 10,000,000 options to Foster Stockbroking as described in the Explanatory Memorandum for the purposes of ASX Listing Rule 7.1 and for all other purposes.	Ordinary resolution Page 11
7.	APPROVAL FOR MR MICHAEL CARRICK TO PARTICIPATE IN PRIVATE PLACEMENT	To approve the issue of 2,000,000 Shares (in the form of CDIs) to Michael Carrick as described in the Explanatory Memorandum for the purposes of ASX Listing Rule 10.11 and for all other purposes.	Ordinary resolution Page 13
8.	APPROVAL FOR MS JUSTINE MAGEE TO PARTICIPATE IN PRIVATE PLACEMENT	To approve the issue of 1,000,000 Shares (in the form of CDIs) to Justine Magee as described in the Explanatory Memorandum for the purposes of ASX Listing Rule 10.11 and for all other purposes.	Ordinary resolution Page 13
9.	APPROVAL FOR MR ROBERT SCOTT TO PARTICIPATE IN PRIVATE PLACEMENT	To approve the issue of 3,000,000 Shares (in the form of CDIs) to Robert Scott as described in the Explanatory Memorandum for the purposes of ASX Listing Rule 10.11 and for all other purposes.	Ordinary resolution Page 13

10. APPROVAL FOR MR PHILIP LOCKYER TO PARTICIPATE IN PRIVATE PLACEMENT	To approve the issue of 1,000,000 Shares (in the form of CDIs) to Philip Lockyer as described in the Explanatory Memorandum for the purposes of ASX Listing Rule 10.11 and for all other purposes.	Ordinary resolution	Page 13
11. APPROVAL TO FIX NUMBER OF DIRECTORS	To fix the maximum number of Directors and to re-elect Directors of the Company for the ensuing year.	Ordinary resolution	Page 14
12. 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 17

IMPORTANT INFORMATION

NOTICE AND VOTING ENTITLEMENTS

SHAREHOLDERS (INVESTORS TRADING ON TSX)

This section applies to registered holders (**Shareholders**) of ordinary shares of no par value in the Company (**Shares**) which are traded on TSX.

Notice Record Date

Shareholders recorded on the Company's register of members at 10:00am on 21 April 2025 (Perth, Western Australia time) (**Notice Record Date**) will be entitled to receive this notice of meeting (**Notice**).

Voting Entitlement

Shareholders recorded on the Company's register of members at 10:00am on 21 April 2025 (Perth, Western Australia time) (**Voting Entitlement Date**) will be entitled to vote on Items at the Company's 2025 Annual General Meeting (**Meeting**).

Only Shareholders recorded on the Company's register of members at the Record Date, 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 Articles of Association, 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

CHESS depository interests (**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 at 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 of business contained in this Notice (**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 Articles of Association, 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 titled "CDI Holders' Voting Instructions" and "Non-Registered Shareholders (other than CDI Holders) – Voting Instructions" below.

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 a proxy and should specify the proportion or number of votes each proxy is appointed to exercise. If no proportion or

number is specified, the proxy may exercise all of the Shareholder's votes.

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 20 May 2025.

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 Voting Instruction Forms

Enclosed in this Notice is a CDI voting instruction form (**CDI Voting Instruction Form**) for CDI Holders. The CDI Voting 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 Voting Instruction Forms

Completed CDI Voting Instruction Forms must be received by 10.00am (Perth, Western Australia time) on 19 May 2025.

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 20 May 2025.

VOTING SECURITIES AND PRINCIPAL HOLDERS THEREOF

To the knowledge of the Company's Directors and officers, other than Equinox and its affiliates and the Hains Family 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 21 April 2025.

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.sedarplus.ca.

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.sedarplus.ca. Shareholders may request additional copies by contacting the Company (i) by mail to: Company Secretary, RTG Mining Inc., Level 1, 516 Hay Street, 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

29 April 2025

EXPLANATORY MEMORANDUM AND RESOLUTIONS

ITEM 1 TO RECEIVE THE CONSOLIDATED AUDITED ANNUAL FINANCIAL STATEMENTS OF THE COMPANY FOR THE ENSUING YEAR

Background

The financial statements of the Company as at and for the year ended December 31, 2024 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 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 2 APPROVAL OF APPOINTMENT OF AUDITORS AND TO AUTHORISE THE DIRECTORS TO FIX THE AUDITOR'S REMUNERATION

Background

The management of the Company recommends the appointment of BDO Audit Pty Ltd., Chartered Accountants, as auditor of the Company for the ensuing year, and to authorise the directors of the Company (**Directors**) to fix their remuneration. BDO Audit Pty Ltd. has been the auditor of the Company since its incorporation on 27 December 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 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 2.

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

ITEM 3 RATIFICATION OF ISSUE OF SHARES ISSUED UNDER ASX LISTING RULE 7.1

Background – Private Placement

On 31 March 2025, the Company announced it intended to issue approximately 783 million Shares at A\$0.025 per Share in two tranches to sophisticated and professional investors to raise approximately A\$19.5 million (US\$12.3 million) (**Private Placement**). On 9 April 2025, the Company issued 169,297,750 Shares at an issue price of A\$0.025 per Share pursuant to Tranche 1 of the Private Placement (**Tranche 1 Shares**), using the Company's 15% placement capacity under ASX Listing Rule 7.1 (the subject of this Item 3).

Purpose of approval

The Company is now seeking Shareholder approval to ratify the issue of the Tranche 1 Shares under the Private 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 the Tranche 1 Shares the subject of this Item 3 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 Tranche 1 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 3 is passed, the issue of Tranche 1 Shares under the Private 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 3 is not passed, the issue of the 169,297,750 Tranche 1 Shares under the Private 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 Tranche 1 Shares.

CDIs

Shares in the Company cannot be traded on ASX given they are foreign securities. Therefore, all Shares that have been, or will be, issued in respect of the Private Placement 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 December 2024 quarterly report which is available on the Company's website, ASX platform (ASX:RTG) and the SEDAR+ website at www.sedarplus.ca.

The Company is currently engaged in three key projects:

- Mabilo Project** – the Company has a 40% interest in Mt. Labo Exploration and Development Corporation (**Mt. Labo**), which owns the high-grade gold/copper/magnetite Mabilo Project in the Eastern Luzon, Philippines.

Mt. Labo has secured the Mining Permit, the successful Final Award in the SIAC matter, won the Setting Aside action of Galeo Equipment Corporation ("Galeo") in Singapore and executed a binding term sheet with Glencore International AG for the debt finance and offtake to fund 100% of the planned capital expenditure for the development of Stage 1, the Direct Shipping Operation. With the acceptance of the term sheet, Mt. Labo will progress to finalisation of long-form documentation. The initial focus will be the finalisation of land acquisition, drawing on Tranche 1 of the facility and then securing any necessary tree cutting permits. Following completion of these two key steps, Mt. Labo will be in a position to commit to the development schedule and start-up of the Mabilo Project.
- Chanach Project** – the Company holds a 90% interest in the Chanach Gold and Copper Project in the Kyrgyz 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.
- 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.

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 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 the binding term sheet with Glencore International AG for the debt finance and offtake to fund 100% of the planned capital expenditure for the development of Stage 1 (ie the Direct Shipping Operation) of the Mabilo Project) and 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 Tranche 1 Shares under the Private Placement is provided to Shareholders for the purposes of ASX Listing Rule 7.5:

Securities issued	169,297,750 Tranche 1 Shares held indirectly by allottees as CDIs.
Date of issue	The Tranche 1 Shares were issued on 9 April 2025.
Issue price	A\$0.025 per Tranche 1 Share.
Allottees	<p>Sophisticated and professional investors under sections 708(8) – (11) of the Corporations Act and investors to whom similar exemptions apply in each relevant jurisdiction, who were identified by Foster Stockbroking (Lead Manager) and the Company through a bookbuild process involving the Lead Manager seeking expressions of interest to participate in the Private Placement, in consultation with the Company.</p> <p>All participants in Tranche 1 of the Private Placement were not substantial holders (10% or more) or related parties of the Company. A summary of the material terms of the Private Placement is set out above.</p>
Terms	Each Tranche 1 Share ranks equally in all respects with existing Shares. CDIs representing the Tranche 1 Shares were issued to investors under Tranche 1 of the Private Placement, tradeable on ASX.
Use of funds	<p>The Company proposes to use the net proceeds from the Private Placement:</p> <ul style="list-style-type: none">to continue to advance the Mabilo Project towards start-up, the first phase being a Direct Shipping Operation as well as progressing plans for additional exploration at the Mabilo Project;to continue exploration plans at the Company's Chanach Project in the Kyrgyz Republic;to continue to pursue new potential business development opportunities, including the Panguna Project in the Autonomous Region of Bougainville; andfor working capital and general corporate purposes.
Voting exclusion	A voting exclusion applies in respect of this Item 3 as set out below.

Voting exclusion statement

The Company will disregard any votes cast in favour of Item 3 by or on behalf of:

- any person who participated in the issue of the Tranche 1 Shares; 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 3 by:

- a person as proxy or attorney for a person who is entitled to vote on Item 3, in accordance with the directions given to the proxy or attorney to vote on Item 3 in that way; or
- the Chair as proxy or attorney for a person who is entitled to vote on Item 3, in accordance with a direction given to the Chair to vote on Item 3 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 3; and
 - the holder votes on Item 3 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 3.

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

ITEM 4 APPROVAL OF ISSUE OF SHARES UNDER TRANCHE 2 OF THE PRIVATE PLACEMENT

Purpose of approval

The Company is seeking Shareholder approval to issue 365,486,155 Shares pursuant to Tranche 2 of the Private Placement (excluding those Shares proposed to be issued to Equinox and participating Directors (**Participating Directors**) or their nominees under the Private Placement, which are the subject of separate approvals in Items 5 and 7 to 10) (**Tranche 2 Shares**).

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.

As no such exemption applies to the proposed issue of the Tranche 2 Shares, Item 4 seeks the approval of Shareholders under ASX Listing Rule 7.1 to permit the Company to issue the Tranche 2 Shares without eroding its 15% capacity under ASX Listing Rule 7.1.

if Shareholders do not approve Item 4 then the Tranche 2 Shares under the Private Placement will not be issued and any funds held by the Company in respect of those Tranche 2 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.

ASX Participants – CDIs

The Company will apply to ASX for quotation of the Tranche 2 Shares in the form of CDIs.

Please refer to the section titled "CDIs" on page 7 above for details regarding the issue of CDIs, which will be quoted and traded on ASX in place of the Tranche 2 Shares.

About the Projects

Please refer to the section titled "About the Projects" on page 8 above for details regarding the Company's projects.

Details required by ASX Listing Rules

Securities issued	365,486,155 Tranche 2 Shares held indirectly by allottees as CDIs. This amount does not include the 241,269,841 Tranche 2 Shares to be issued to Equinox (a Related Party) and the 7,000,000 Tranche 2 Shares to be issued to the Participating Directors under the Private Placement, which are the subject of separate shareholder approvals in Items 5 and 7 to 10 respectively.
Date of issue	If Item 4 is approved, the Tranche 2 Shares will be issued in early June 2025 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\$0.025 per Tranche 2 Share.
Allottee	Sophisticated and professional investors under sections 708(8) – (11) of the Corporations Act and investors to whom similar exemptions apply in each relevant jurisdiction, who were identified by the Lead Manager and the Company through a bookbuild process involving the Lead Manager seeking expressions of interest to participate in the Private Placement, in consultation with the Company. Expected participants under the Tranche 2 of the Private Placement that are a substantial holder (10% or more) of the Company include: (i) Equinox (also a related party of the Company) and its affiliates; and (ii) the Hains Family and its affiliates (not a related party of the Company). Both are expected to hold more than 20% of the Company's Shares as a result of the Private Placement. The Participating Directors (being related parties of the Company) are also proposing to participate in Tranche 2 of the Private Placement. Separate Shareholder approval is being sought for participation by Equinox and the Participating Directors in Tranche 2 of the Private Placement in Items 5 and 7 to 10 respectively. All of the other participants expected to participate under Tranche 2 of the Private Placement are not related parties of the Company. A summary of the material terms of the Private Placement is set out above.
Terms	Each Tranche 2 Share will rank equally in all respects with existing Shares. CDIs representing the Tranche 2 Shares will be issued to investors under Tranche 2 of the Private Placement, which will be tradeable on ASX.
Use of funds	Refer to "Use of Funds" under the heading "Details required by ASX Listing Rules" in respect of Item 3 on page 8.
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:

- any person who is expected to participate in, or who will obtain a material benefit as a result of, the issue of the proposed issue of the Tranche 2 Shares (except a benefit solely by being a holder of Shares 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 ISSUE OF SHARES UNDER TRANCHE 2 OF THE PRIVATE PLACEMENT TO EQUINOX

Background

Equinox wishes to participate in Tranche 2 of the Private Placement and, subject to Shareholder approval, has committed to subscribe for 241,269,841 Shares (in the form of CDIs) (**Equinox Shares**).

Equinox is a related party of the Company by virtue of Non-Executive Director Mr Sean Fieler's position as a controlling member of Equinox Partners GP, the General Partner of Equinox. Accordingly, subject to certain exceptions, Equinox cannot participate in issues of the Company's securities without prior Shareholder approval.

Purpose of approval

Item 5 seeks the approval of Shareholders pursuant to ASX Listing Rule 10.11 to approve the issue of the Equinox Shares to Equinox and/or its nominees as part of Tranche 2 of the Private Placement on the same terms and conditions as other investors.

ASX Listing Rule 10.11.3 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 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 unless it obtains the approval of its Shareholders.

As noted above, due to Non-Executive Director Mr Sean Fieler holding a Board position in the Company and being a related party of the Company (and also being a controlling member of Equinox Partners GP, the General Partner of Equinox), the issue of the Equinox Shares to Equinox falls within ASX Listing Rule 10.11.3 and does not fall within any of the exceptions in

ASX Listing Rule 10.12, and therefore requires Shareholder approval under ASX Listing Rule 10.11.

If Item 5 is passed, the Company will be able to proceed with the issue of the Equinox Shares to Equinox as noted above. If Shareholder approval is obtained for the issue of Equinox Shares under ASX Listing Rule 10.11, no additional approval will be required under ASX Listing Rule 7.1 for the issue of the Equinox Shares.

If Item 5 is not passed, the Company will not be able to proceed with the issue of the Equinox Shares to Equinox as noted above and any funds held by the Company in respect of the Equinox Shares will be returned to Equinox 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.

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	Equinox and/or its nominees will be issued 241,269,841 Equinox Shares. The Company will apply to ASX for quotation of the Shares issued under Item 5 in the form of CDIs. Please refer to the section titled "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	If this Item 5 is approved, the Equinox Shares will be issued to Equinox in early June 2025 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.
Relationship with the Company	Equinox falls within ASX Listing Rule 10.11.3 by virtue of Mr Sean Fieler's positions as a controlling member of Equinox Partners GP, the General Partner of Equinox, and a Non-Executive Director of the Company's Board. As at the date of this Notice, the Company understands that Equinox and its associates have a relevant interest in 222,592,385 CDIs.
Issue price	With respect to the Equinox Shares, A\$0.025 per Equinox Share, being the same price as the Shares issued, or proposed to be issued, to all other investors under the Private Placement.
Terms	Each Equinox Share will rank equally in all respects with existing Shares.
Use of funds	For use of funds raised from the issue of the Equinox Shares, please refer to "Use of Funds" under the heading "Details required by ASX Listing Rules" in respect of Item 3 on page 8.
Voting exclusion	A voting exclusion applies in respect of this Item 5 as set out below.

Board recommendation

The Board (other than Mr Sean Fieler, being the individual Director subject to the voting exclusion for this resolution) recommends that 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:

- Equinox 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 or those persons (including Mr Sean Fieler and Equinox).

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 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 6 APPROVAL OF ISSUE OF OPTIONS TO FOSTER STOCKBROKING

Background

The Company has agreed to issue 10,000,000 unlisted options to Foster Stockbroking (ie the Lead Manager under the Private Placement) (**Advisor Options**). The Advisor Options will be unlisted and expire on 15 June 2028. Prior to their expiry, Foster Stockbroking may exercise the Advisor Options at any time in batches of at least 500,000 options (unless it is holding less than 500,000 Advisor Options in which case it may exercise that entire holding below 500,000) to acquire CDIs at an exercise price of A\$0.05 per CDI. One Advisor Option may be exercised to acquire one CDI. 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\$0.5 million in new funds.

Purpose of approval

ASX Listing Rule 7.1 provides that a company must not issue equity securities (which includes options to acquire shares) in excess of its 15% capacity within a 12-month period unless a specified exception applies or the issue is made with prior Shareholder approval.

As the proposed issue of the Advisor Options will constitute the issue of equity securities for the purposes of ASX Listing Rule 7.1 and no exception applies to the issue of the Advisor Options, Item 6 seeks the approval of Shareholders under ASX Listing Rule 7.1 to permit the Company to issue the Advisor Options without eroding its 15% Capacity under ASX Listing Rule 7.1.

Details required by ASX Listing Rules

Securities issued	Subject to Shareholders approving Item 6, the Company has agreed to issue 10,000,000 Advisor Options to Foster Stockbroking pursuant to the terms of engagement entered into between the Company and Foster Stockbroking on 24 March 2025 in respect of the Private Placement (Engagement Agreement). A summary of the key terms of the Engagement Agreement is set out below. On exercise of the Advisor Options, the Company will apply to ASX for quotation of the Shares issued in the form of CDIs. Please refer to the section titled "CDIs" on page 7 above for details regarding the issue of CDIs, which will be quoted and traded on ASX in place of Shares.
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Key terms of Engagement Agreement	<p><i>Purpose for the issue of the Advisor Options</i></p> <p>The purpose for the proposed issue of the Advisor Options to Foster Stockbroking is to serve as part remuneration for its services in acting as lead manager and bookrunner in respect of the Private Placement (noting that Foster Stockbroking had no obligation or responsibility to lead manage, procure subscriptions for shares or provide any other services with respect to any North American investors).</p> <p><i>Conditions for the issues of the Advisor Options</i></p> <p>In addition to the Shareholders approving the issues of the Advisor Options under this Item 6, the issue of the Advisor Options was also subject to demand of at least US\$2 million under the Private Placement from Australian and Hong Kong investors. That demand was met.</p> <p>Other remuneration payable to Foster Stockbroking</p> <p>For their services as lead manager and bookrunner under the Private Placement, the Company has also agreed to pay to Foster Stockbroking:</p> <ul style="list-style-type: none"> • a management fee of 2% of the Gross Proceeds of the Private Placement; • a distribution fee of 4% of the Gross Proceeds of the Private Placement; • a fee of A\$30,000 as consideration for Foster Stockbroking CHESS DvP settlement services for any North American Investors participating in the Private Placement. <p>In calculating the 'Gross Proceeds' for the purposes of the relevant fees above, it means the gross proceeds of the Private Placement (before any costs, expenses or other deductions or payments), but excluding any amounts subscribed for by North American Investors and/or from any amounts subscribed for from Equinox Gold, Marston Limited and Libra.</p> <p>The above fees must be paid within five business days of the settlement of the Private Placement or within five business days of the Company being issued with a valid tax invoice, whichever occurs earlier (but in any event could be deducted from the proceeds raised at the time of settlement, or otherwise on the settlement date of, the Private Placement).</p>	<p>existing Shares, from the time of issue. Please refer to the terms of the Advisor Options set out in Annexure A for further information.</p> <p>Use of funds</p> <p>As the Advisor Options are to be issued for nil cash consideration, no funds will be raised from their issue.</p> <p>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 3 on page 8.</p> <p>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).</p> <p>Voting exclusion</p> <p>A voting exclusion applies in respect of this Item 6 as set out below.</p>
Date of issue	<p>Subject to Shareholders approving Item 6, the Company will allot the Advisor Options in early June 2025 or such other date as agreed by the Company and Foster Stockbroking, which in any event will be no later than 3 months after the date of the Shareholder approval.</p>	<p>Board Recommendation</p> <p>The Board unanimously recommends Shareholders vote in favour of Item 6.</p> <p>The Chair intends to vote undirected proxies in favour of Item 6.</p> <p>Voting exclusion statement</p> <p>The Company will disregard any votes cast in favour of Item 6 by or on behalf of:</p> <ul style="list-style-type: none"> • Foster Stockbroking or its nominees or any person who will obtain a material benefit as a result of the proposed issue of the Advisor Options (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 Foster Stockbroking or those persons. <p>However, this does not apply to a vote cast in favour of Item 6 by:</p> <ul style="list-style-type: none"> • 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 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: <ul style="list-style-type: none"> ○ 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.
Issue price	<p>No subscription amount is required to be paid by the recipient in relation to the issue of the Advisor Options.</p>	
Allottee	<p>Foster Stockbroking, which is not a related party of the Company.</p>	
Terms	<p>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</p>	

ITEMS 7 TO 10 APPROVAL FOR PARTICIPATING DIRECTORS TO PARTICIPATE IN THE PRIVATE 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 Tranche 2 of the Private Placement on the same terms and conditions as other investors.

The Lead Manager to the Private Placement requested that the Directors participate to assist with marketing. If this Item 6 is approved, it is anticipated that the Company will issue in aggregate 7,000,000 Shares to the Participating Directors under Tranche 2 of the Private Placement (**Director Shares**).

ASX Listing Rule 10.11.1 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 of the Company unless it obtains the approval of its Shareholders. A 'related party' of a company under the ASX Listing Rules will include the directors of a company.

Accordingly, the proposed issue of the Director Shares to Mr Michael Carrick (as the Company's Chairman), Ms Justine Magee (as the Company's CEO), Non-executive Director Mr Robert Scott and Non-executive Director Mr Philip Lockyer will fall within ASX Listing Rule 10.11.1 and given that none of the exceptions in ASX Listing Rule 10.12 applies, Shareholder approval under ASX Listing Rule 10.11 is required for the issue of the Director Shares to the Participating Directors.

If Items 7 to 10 are passed, the Company will be able to proceed with the issue of the Director Shares to the Participating Directors as noted above. If approval is given for the issue of Director Shares under ASX Listing Rule 10.11, no additional approval will be required under ASX Listing Rule 7.1 for the issue of the Director Shares.

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

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 2,000,000 Director Shares.
	Ms Magee and/or her nominees (under Item 8) will be 1,000,000 Director Shares.
	Mr Scott and/or his nominees (under Item 9) will be issued 3,000,000 Shares.
	Mr Lockyer and/or his nominees (under Item 10) will be issued 1,000,000 Director Shares.
	The Company will apply to ASX for quotation of the Director Shares issued under Items 7 to 10 in the form of CDIs. Please refer to the section titled "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 Items 7, 8, 8 and 10 (as approved) will be issued in early June 2025 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.
Relationship with the Company	Mr Carrick, Ms Magee, Mr Scott and Mr Lockyer are related parties of the Company by virtue of being Directors of the Company.
Issue price	A\$0.025 per Director Share, being the same price as the Shares issued, or proposed to be issued, to all other investors under the Private Placement.
Terms	Each Director 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 3 on page 8.
Voting exclusion	A voting exclusion applies in respect of Items 7 to 10 as set out below.

Board Recommendation

The Board (other than the director subject to the voting exclusion for the particular resolution seeking to approve that director's participation in the Private Placement) 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 relevant 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 relevant Item, in accordance with a direction given to the Chair to vote on the relevant 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 relevant Item; and
 - the holder votes on the relevant Item in accordance with directions given by the beneficiary to the holder to vote in that way.

ITEM 11 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 re-election at the Meeting as management's nominees and the persons named in the accompanying Proxy Form intend to vote for the re-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 their successor is elected or appointed, unless his or her office is earlier vacated in accordance with the constating documents of the Company, or with the provisions of the BVI Business Companies Act 2004 (as amended).

The following table sets out the names of the nominees for re-election at the Meeting as Directors, where each is ordinarily resident, all offices of the Company now held by them, their principal occupations, the period of time for which each has been a Director of the Company, and the number of Shares in the Company or any of its subsidiaries beneficially owned by each Director, 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 Mining Inc. and Director of Japan Gold.	28 March 2013 to present	11,218,469 Shares
Ms. Justine Magee President 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 Mining Inc. and Director of Develop Global Limited.	28 March 2013 to present	8,682,480 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.	Non-Executive Lead Director of RTG Mining Inc.	28 March 2013 to present	3,080,770 Shares
Mr. Phillip Lockyer ^{(2) (3)} 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.	28 March 2013 to present	1,065,385 Shares
Mr. Sean Fieler ^{(2) (3)} Independent Director	Sean Fieler is the CIO and President of Equinox Partners Investment Management, a Connecticut-based money manager. He joined Equinox Partners in 1995 after graduating from Williams College. For the past twenty years, he has built a track record as an investor in precious metals mining and emerging markets equities.	CIO and President of Equinox Partners	12 October 2020 to present	129,190,351 Shares
Mr. Kenneth Caruso Independent Director	Kenneth Caruso is an attorney based in New York, with over 40 years of legal experience, specialising in both civil and criminal matters, often involving international jurisdictions. Prior to Mr Caruso's current position, he was a partner in the New York office of the global law firm, White & Case and Special Counsel to Mukasey Frenchman, a New York City law firm.	Kenneth Caruso Law LLC	7 April 2022 to present	Nil Shares

Notes

- (1) Chair of Risk and Audit Committee and Remuneration and Nomination Committee
(2) Member of Risk and Audit Committee
(3) Member of the Remuneration and Nomination Committee

As of the date of this Explanatory Memorandum, approximately 153,237,455 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, 11.81% 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 disclosed to the Company that Western Desert and its directors in office at the time of Western Desert entering into voluntary administration were subject to proceedings from a former creditor with respect to claims Western Desert was allegedly trading whilst insolvent. The matter was settled out of court in November 2021 on a no-fault basis as to Mr Lockyer's director duties.

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 re-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 re-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 re-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. Phillip Lockyer be re-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. Sean Fielier be re-elected as a Director of the Company."
- G "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. Kenneth Caruso be re-elected as a Director of the Company."

Board Recommendation

The Board (other than a Director in respect of their own re-election) recommends Shareholders vote **in favour** of Item 11.

The Chair intends to vote undirected proxies in favour of Item 11.

Majority Voting Policy

The TSX has adopted amendments to its listing rules that require listed companies, such as the Company, 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 their 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.

The Company has not adopted a majority voting policy due to the fact that the Company is subject to a majority voting system that aligns with BVI corporate law. The Company 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.

ITEM 12 OTHER BUSINESS

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 Memorandum 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 24 of April, 2025.

ON BEHALF OF THE BOARD



Justine Magee

President and Chief Executive Officer

29 April 2025

Annexure A – Terms of Advisor Options

1 Vesting

There are no vesting conditions applicable to the Options.

2 Entitlement

Each Option entitles the optionholder 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\$0.05 (**Exercise Price**).

4 Quotation of the Options

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. If the Company is admitted to the official list of the ASX at the time of the exercise of the Options, the Company will apply to ASX for quotation of the Shares issued upon exercise of the Options in the form of Chess Depositary Interests (**CDIs**).

5 Expiry

The Options expire at 5:00pm (AEST) on 15 June 2028 (**Expiry Time**). An Option not exercised before the Expiry Time will automatically lapse at the Expiry Time.

6 Exercise period

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 below 500,000) by delivery to the Company at its registered office:
 - (i) the certificate for those Options;
 - (ii) an executed written 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.Any notice of exercise of an Option received by the Company will be deemed to be a notice of exercise of that Option as at the date of receipt of the notice of exercise and the payment of the Exercise Price for each Option being exercised in cleared funds.
- (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)) (**Corporations Act**) 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 on exercise

- (a) The Company must issue to the optionholder the Shares to be issued on exercise of an Option within five 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 issued on exercise

Shares issued on exercise of the Options will 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 on exercise

- (a) If admitted to the official list of the ASX at the time of exercise of the Options, the Company shall apply to the ASX for the quotation of the CDIs issued pursuant to the exercise of the Options within five Business Days (as such term is defined in the ASX Listing Rules 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 but it is still listed on the TSX, the Company shall, where lawful, apply to the TSX for the quotation of Shares issued on exercise of the Options.

11 Transfers

Unless the Board determines otherwise in its absolute discretion, the Options are not transferable by the optionholder.

12 Participation in new issues

The optionholder has no participating 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 capital offered to the Company's shareholders.

13 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.

14 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 the 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.]

In the event of any reorganisation (including reconstruction, consolidation, subdivision, reduction or return of capital) of issued capital of the Company, the Options will be reorganised as required by the ASX Listing Rules, but in all other respects the terms of exercise will remain unchanged.

15 Options register

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



000001

Mr A Sample
Designation (if any)
Add1
Add2
add3
add4
add5
add6

Security Class

SHARES

Holder Account Number

C1234567890 IND

Fold

Form of Proxy - Annual General Meeting to be held on May 23, 2025**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. If you are voting on behalf of a corporation you are required to provide your name and designation of office, e.g., ABC Inc. per John Smith, President.
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.

Fold

Proxies submitted must be received by 10:00 am (Perth, Western Australia time), on May 20, 2025.**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.

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 123456789012345**

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 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 May 23, 2025 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
2. Approval of Appointment of Auditors and to Authorise the Directors to fix the Auditor's Remuneration	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	11. APPROVAL TO FIX NUMBER OF DIRECTORS	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3. RATIFICATION OF ISSUE OF SHARES ISSUED UNDER ASX LISTING RULE 7.1	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	11a. Election of Mr. Michael Carrick	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4. APPROVAL OF ISSUE OF SHARES UNDER TRANCHE 2 OF THE PRIVATE PLACEMENT	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	11b. Election of Ms. Justine Magee	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5. APPROVAL OF ISSUE OF SHARES UNDER TRANCHE 2 OF THE PRIVATE PLACEMENT TO EQUINOX	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	11c. Election of Mr. Robert Scott	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6. APPROVAL OF ISSUE OF OPTIONS TO FOSTER STOCKBROKING	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	11d. Election of Mr. Philip Lockyer	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7. APPROVAL FOR MR MICHAEL CARRICK TO PARTICIPATE IN PRIVATE PLACEMENT	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	11e. Election of Mr. Sean Fieler	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
8. APPROVAL FOR MS JUSTINE MAGEE TO PARTICIPATE IN PRIVATE PLACEMENT	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	11f. Election of Mr. Kenneth Caruso	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
9. APPROVAL FOR MR ROBERT SCOTT TO PARTICIPATE IN PRIVATE PLACEMENT	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				
10. APPROVAL FOR MR PHILIP LOCKYER TO PARTICIPATE IN PRIVATE PLACEMENT	<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.

If you are voting on behalf of a corporation you are required to provide your name and designation of office, e.g., ABC Inc. per John Smith, President.

Signature(s)

Date

DD / MM / YY

Signing Capacity

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 (AWST) on Monday, 19 May 2025.**

CDI Voting Instruction Form

How to Vote on Items of Business

Each CHESS Depositary Interest (CDI) is equivalent to one share of Company Common Stock, so that every 1 (one) CDI registered in your name at 10:00am (AWST) on Monday, 21 April 2025 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 Depositary 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 Depositary Nominees Pty Ltd enough time to tabulate all CHESS Depositary 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.

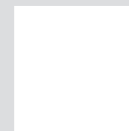
Companies: Only duly authorised officer/s can sign on behalf of a company. Please sign in the boxes provided, which state the office held by the signatory, ie Sole Director, Sole Company Secretary or Director and Company Secretary. Delete titles as applicable.

Lodge your Form:

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: 184891

SRN/HIN:

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.

You may elect to receive meeting-related documents, or request a particular one, in electronic or physical form and may elect not to receive annual reports. To do so, contact Computershare.

☐ **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.

CDI Voting Instruction Form

Please mark ☒ to indicate your directions

Step 1 CHESS Depositary Nominees Pty Ltd will vote as directed

Voting Instructions to CHESS Depositary Nominees Pty Ltd

At the Annual General Meeting of RTG Mining Inc ("the Company") to be held at The Park Business Centre, 45 Ventnor Avenue, West Perth, Western Australia on Friday, 23 May 2025 at 10:00am (AWST) and at any adjournment of that meeting, I/We being a holder of CHESS Depositary Interests of RTG Mining Inc, hereby:

Please mark box A **OR** B with an 'X'

A ☐ direct CHESS Depositary Nominees Pty Ltd (CDN) to appoint the Chairman of the Meeting to vote on my/our behalf with respect to the Resolutions below in the manner instructed in Step 2 below to attend and vote the shares underlying my/our holding

OR

B ☐ direct CDN to appoint the following person to vote on my/our behalf with respect to the Resolutions below in the manner instructed in Step 2 below to attend and vote the shares underlying my/our holding.

If you instruct CDN to direct a Proxy to vote and do not mark either the "FOR", "AGAINST" or "ABSTAIN" box, your vote will not be counted as a vote cast.

Step 2 Items of Business

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

	For	Against	Abstain		For	Against	Abstain
2. Approval of Appointment of Auditors and to Authorise the Directors to fix the Auditor's Remuneration	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	9. Approval for Mr Robert Scott to participate in Private Placement	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3. Ratification of issue of Shares issued under ASX Listing Rule 7.1	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	10. Approval for Mr Philip Lockyer to participate in Private Placement	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4. Approval of issue of Shares under Tranche 2 of the Private Placement	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	11. Approval to fix number of Directors	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5. Approval of issue of Shares under Tranche 2 of the Private Placement to Equinox	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	11a. Election of Mr. Michael Carrick	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6. Approval of issue of Options to Foster Stockbroking	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	11b. Election of Ms. Justine Magee	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7. Approval for Mr Michael Carrick to participate in Private Placement	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	11c. Election of Mr. Robert Scott	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
8. Approval for Ms Justine Magee to participate in Private Placement	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	11d. Election of Mr. Phillip Lockyer	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
				11e. Election of Mr. Sean Fieler	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
				11f. Election of Mr. Kenneth Caruso	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Step 3 Signature of Securityholder(s) *This section must be completed.*

Individual or Securityholder 1

Securityholder 2

Securityholder 3

Sole Director & Sole Company Secretary

Director

Director/Company Secretary

Date

Update your communication details (Optional)

Mobile Number

Email Address

By providing your email address, you consent to receive future Notice of Meeting & Proxy communications electronically