



CORPORATE HEADQUARTERS

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RTG Mining Inc.

Notice of General Meeting

**10:00am (Perth, Western Australia time), Thursday, 24
February 2022**

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

A General Meeting of RTG Mining Inc. (RTG or the Company) will be held at The Park Business Centre, 45 Ventnor Avenue, West Perth, Western Australia 6005 at 10:00am (Perth, Western Australia time) Thursday, 24 February 2022

Dear Shareholder

This notice of meeting and explanatory notes (**Notice**) sets out resolutions amongst other things, that seek shareholder approval for the ratification of issue of fully paid shares in the Company (**Shares**) under the US\$10 million (A\$14.2 million) placement at A\$0.09 per Share (**Issue Price**) to sophisticated and professional investors as announced on the Australian Securities Exchange (**ASX**) and the Toronto Stock Exchange (**TSX**) on 20 December 2021 (**Private Placement**). The Issue Price represents a 25% discount to RTG's last traded price on ASX prior to the announcement of the Private Placement and an 18% discount to the 20 day Volume Weighted Average Price (**VWAP**).

The Private Placement received strong institutional support, demonstrating the considerable support for RTG's interest in the high grade copper/gold/magnetite Mabilo Project in the Philippines and the Company's other potential opportunities.

The issue of Shares under the Private Placement has been structured in two tranches. The issue of the first tranche on 24 December 2021 did not require shareholder approval as the Company had sufficient capacity under Chapter 7 of the ASX Listing Rules. However, RTG is seeking shareholder approval to ratify the issue of the first tranche of Shares under Chapter 7 of the ASX Listing Rules. RTG is of the view that this is a sensible way of maximising flexibility over its capital structure for the next year. This would ensure RTG has capacity to issue further securities without the need for shareholder approval where the Board considers it prudent and in the best interests of the Company to make such issues. If shareholders do not ratify the issue of the first tranche of Shares, the Shares will still have been issued but the Company's capacity to issue further securities will be limited for the next year.

The Company further requires and seeks shareholder approval under the ASX Listing Rules to issue the second tranche of Shares to participating directors.

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

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

- Assist Mt. Labo advance the Mabilo Project towards start-up, the first phase being a Direct Shipping Operation including addressing the restructuring plans in the Philippines;
- To provide Mt. Labo with the opportunity to undertake a 3 hole drilling program focused on the porphyry target;
- To continue to pursue new potential business development opportunities, including the Panguna Project in the Autonomous Region of Bougainville;
- For partial repayment of the Corporate Loan Facility; and
- For working capital and general corporate purposes.

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

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

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

Yours faithfully



Mr Michael Carrick
Chairman

27 January 2022

BUSINESS OF THE MEETING

Items of Business			Shareholder Approval	Voting Restrictions /Further Details
1.	RATIFICATION OF ISSUE OF SHARES ISSUED UNDER ASX LISTING RULE 7.1	To ratify the issue of 96,213,592 Shares (in the form of CDIs) as described in the Explanatory Notes for the purposes of ASX Listing Rule 7.4 and for all other purposes.	Ordinary resolution	Page 7
2.	RATIFICATION OF ISSUE OF ADVISOR OPTIONS ISSUED UNDER ASX LISTING RULE 7.1	To ratify the issue of 5,827,959 Advisor Options as described in the Explanatory Notes for the purposes of ASX Listing Rule 7.4 and for all other purposes.	Ordinary resolution	Page 8
3.	RATIFICATION OF ISSUE OF SHARES ISSUED UNDER ASX LISTING RULE 7.1A	To ratify the issue of 60,064,187 Shares (in the form of CDIs) as described in the Explanatory Notes for the purposes of ASX Listing Rule 7.4 and for all other purposes.	Ordinary resolution	Page 9
4.	APPROVAL FOR MR MICHAEL CARRICK TO PARTICIPATE IN PRIVATE PLACEMENT	To approve the issue of 1,111,111 Shares (in the form of CDIs) to Michael Carrick as described in the Explanatory Notes for the purposes of ASX Listing Rule 10.11.	Ordinary resolution	Page 10
5.	APPROVAL FOR MS JUSTINE MAGEE TO PARTICIPATE IN PRIVATE PLACEMENT	To approve the issue of 555,555 Shares (in the form of CDIs) to Justine Magee as described in the Explanatory Notes for the purposes of ASX Listing Rule 10.11.	Ordinary resolution	Page 10
6.	APPROVAL FOR MR ROBERT SCOTT TO PARTICIPATE IN PRIVATE PLACEMENT	To approve the issue of 500,000 Shares (in the form of CDIs) to Robert Scott as described in the Explanatory Notes for the purposes of ASX Listing Rule 10.11.	Ordinary resolution	Page 10
7.	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 12