



CORPORATE HEADQUARTERS

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ABN 70 164 362 850

RTG Mining Inc.

Notice of Annual General Meeting

10:00am (Perth, Western Australia time), Friday, 27 May 2022

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, 27 May 2022

BUSINESS OF THE MEETING

Items of Business			Shareholder Approval	Voting Restrictions /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 2021, together with the reports of the auditor thereon.	N/A	Page 6
2.	APPROVAL OF APPOINTMENT OF AUDITORS	Be it resolved as an ordinary resolution that BDO Audit (WA) Pty Ltd. be and is appointed as auditor of the Company for the ensuing year, and the Directors be and are authorised to fix their remuneration.	Ordinary resolution	Page 6
3.	APPROVAL OF ADDITIONAL CAPACITY TO ISSUE SHARES UNDER ASX LISTING RULE 7.1A	To approve the ability for the Company to issue equity securities totalling up to 10% of the issued capital of the Company at the time of issue, calculated in accordance with the formula prescribed in Listing Rule 7.1A.2 and on the terms and conditions in the Explanatory Memorandum.	Special resolution	Page 6
4.	APPROVAL TO FIX NUMBER OF DIRECTORS	To fix the maximum number of Directors and to elect Directors of the Company for the ensuing year.	Ordinary resolution	Page 8
5.	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 11

IMPORTANT INFORMATION

NOTICE AND VOTING ENTITLEMENTS

SHAREHOLDERS (INVESTORS TRADING ON TSX)

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

Notice Record Date

Shareholders recorded on the Company's register of members at 10:00am on 18 April 2022 (Perth, Western Australia time) (**Notice Record Date**) will be entitled to receive this Notice.

Voting Entitlement

Shareholders recorded on the Company's register of members at 10:00am on 18 April 2022 (Perth, Western Australia time) (**Voting Entitlement Date**) will be entitled to vote on Items at the Meeting.

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

Voting Procedure

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

Under the Company's constitution, the Meeting will be conducted as directed by the chair of the Meeting (**Chair**).

Shareholders can vote in one of two ways:

- by attending the Meeting and voting; or
- by appointing a proxy to attend and vote on their behalf.

Shareholders are asked to arrive at the venue 15 minutes prior to the time designated for the Meeting, if possible, so that the Company may check their shareholding against the Company's register of members and note attendances.

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

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

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

- an intermediary (**Intermediary**) with whom the Non-Registered Shareholder deals in respect of the Shares (Intermediaries include, among others: banks, trust companies, securities dealers or brokers, trustees or administrators of a self-administered registered retirement savings plan, registered retirement income fund, registered education savings plan and similar plans); or
- a clearing agency (such as The Canadian Depository for Securities Limited in Canada, the Depository Trust Company in the United States and CHESS Depository Nominees Pty Ltd in Australia (**CDN**)) of which the Intermediary is a participant.

CDIs

CDIs representing Shares have been issued to investors trading on the ASX. A CDI represents an uncertificated unit of beneficial ownership in the Shares registered in the name of CDN. One CDI represents one underlying Share in the Company.

Holders of CDIs (**CDI Holders**) should also refer to the heading "CDI Holders" under the section "Voting Forms" below.

Notice Record Date

CDI Holders recorded on the Company's CDI register as at the Notice Record Date will be entitled to receive this Notice.

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

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

Voting Entitlement

Only CDN and Intermediaries who hold Shares are entitled to attend and vote that the Meeting on behalf of a Non-Registered Shareholder.

CDI Holders recorded on the Company's CDI register as at the Voting Entitlement Date will be entitled to vote on Items at the Meeting through CDN.

Non-Registered Shareholders who do not directly hold CDIs but hold a beneficial interest in Shares as at the Voting Entitlement Date will be entitled to direct their Intermediary to vote the Shares beneficially held by them at the Meeting.

Becoming a Non-Registered Shareholder

Persons who become Non-Registered Shareholders between the Notice Record Date and the Voting Entitlement Date, and wish to instruct their Intermediary or CDN to vote at the Meeting should contact their broker, Intermediary or CDN (as applicable) to request a copy of this Notice and a voting form.

Voting Procedure

Under the Company's constitution, the Meeting will be conducted as directed by the Chair.

Non-Registered Shareholders will be able to direct their Intermediary, clearing agency or CDN (as applicable) to vote at the Meeting on their behalf and in accordance with their instructions.

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

Voting Restrictions

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

VOTING FORMS

SHAREHOLDERS (INVESTORS TRADING ON TSX)

Solicitation of Proxies

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

Proxy Form

Enclosed with this Notice is a personalised proxy form (**Proxy Form**). The Proxy Form allows Shareholders who are not attending the Meeting to appoint a proxy to vote on their behalf. If you hold Shares in more than one capacity, please complete the Proxy Form that is relevant to each holding.

Appointing proxies and attending the Meeting

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

A proxy need not be a Shareholder of the Company.

A Shareholder entitled to attend and vote at the Meeting can appoint up to two proxies, and should specify the proportion or number of votes each proxy is appointed to exercise. If no proportion or number is specified, each proxy may exercise half of the Shareholder's votes. If you wish to appoint two proxies

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

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

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

A Shareholder who has given a proxy may revoke it by an instrument in writing executed by the Shareholder or by the Shareholder's attorney authorised in writing, and delivered to Computershare Investor Services Pty Ltd, not less than 48 hours (excluding Saturdays, Sundays and public holidays) before the Meeting or any adjournment of the Meeting, or to the chair of the Meeting on the day of the Meeting.

Only Shareholders have the right to revoke a proxy. Non-Registered Shareholders who wish to change their vote must arrange for their respective Intermediaries to revoke the proxy on their behalf.

Deadline for lodging Proxy Forms

Completed Proxy Forms must be lodged in accordance with the instructions in this Notice by 10.00am (Perth, Western Australia time) on 25 May 2022.

CDI HOLDERS

CDI Holders' Voting Instructions

CDI Holders are Non-Registered Shareholders of the underlying Shares, and the underlying Shares are registered in the name of CDN. CDI Holders who hold CDIs as at the Voting Entitlement Date will be entitled to direct CDN how to vote at the Meeting and CDN must follow the voting instructions properly received from CDI Holders.

CDI Instruction Forms

Enclosed in this Notice is a CDI voting instruction form (**CDI Voting Instruction Form**) for CDI Holders. The CDI Instruction Form allows CDI Holders to instruct CDN to exercise the votes attaching to the underlying Shares represented by the CDIs at the Meeting on their behalf.

CDI Voting Instruction Forms must be:

- completed by CDI Holders who wish to vote through CDN at the Meeting; and
- returned to Computershare Investor Services Pty Ltd in accordance with the instructions set out on the form.

Appointing CDI Holders as proxy for CDN

The CDI Voting Instruction Form also allows CDI Holders to request CDN appoint the CDI Holder (or a person nominated by the CDI Holder) as proxy to exercise the votes attaching to the underlying Shares represented by the CDIs. In such case, a CDI Holder may, as proxy, attend and vote in person at the Meeting.

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

Changing your vote

If CDI Holders wish to change their vote following lodgement of the CDI Voting Instruction Form but prior to the Meeting, they must contact Computershare Investor Services Pty Ltd.

Deadline for lodging CDI Instruction Forms

Completed CDI Voting Instruction Forms must be received by 10.00am (Perth, Western Australia time) on 24 May 2022.

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 24 May 2022.

VOTING SECURITIES AND PRINCIPAL HOLDERS THEREOF

To the knowledge of the Company's directors and officers, other than Franklin Advisers, Inc. and its affiliates, Equinox Partners and its affiliates and Yukata Creek Limited and its affiliates there are no persons or companies who beneficially own or exercise control or direction over, directly or indirectly, more than 10% of the Company's Shares as at 20 April 2022.

PROXY AND VOTING FORMS LOGISTICS

Undirected proxies

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

Power of attorney and corporate representatives

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

A body corporate member or proxy may elect to appoint a representative, rather than appoint a proxy. Where a body corporate appoints a representative, written proof of the representative's appointment must be lodged with, or presented to, the Company before the Meeting.

Lodging Proxy Forms and CDI Voting Instructions Forms

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

Mail:

- For Australian investors:
to Computershare Investor Services Pty Limited at GPO Box 242, Melbourne, Victoria 3001, Australia
- For Canadian investors:
to Computershare Investor Services Inc. 8th Floor, 100 University Avenue, Toronto, Ontario M5J 2Y1

Facsimile:

- For Australian investors:
 - 1800 783 447 (within Australia); or
 - +61 3 9473 2555 (outside Australia).
- For Canadian investors:
 - 1-866-249-7775 (within Canada); or
 - 416-263-9524 (outside Canada).

Electronically:

- For Australian investors:
 - by visiting www.investorvote.com.au; or
 - for Intermediary online subscribers (custodians), by visiting www.intermediaryonline.com.
- For Canadian investors:
 - by visiting www.investorvote.com; or
 - for Intermediaries (Broadridge), by visiting www.proxyvote.com.

Further details on voting methods and how to lodge your Proxy Form or CDI Voting Instruction Form can be found on the reverse side of the form.

Mobile:

Scan the QR Code on your Proxy Form or CDI Voting Instruction Form and follow the prompts.

Intermediary Voting Instruction Forms

Non-Registered Shareholders should refer to the Intermediary Voting Instruction Form for details about how to lodge the form with their Intermediary.

ENQUIRIES

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

Alternatively, Non-Registered Shareholders should contact their Intermediary for further details.

ADDITIONAL INFORMATION

Additional information relating to the Company is also available on the Company's ASX platform (ASX:RTG) and the SEDAR website at www.sedar.com.

Financial information is provided in the Company's comparative financial statements and management's discussion and analysis for its most recently completed financial year, which are available on the SEDAR website at www.sedar.com. Shareholders may request additional copies by contacting the Company (i) by mail to: Company Secretary, RTG Mining Inc., Level 2, 338 Barker Road, Subiaco, Western Australia or (ii) by telephone to: +61 8 6489 2900.

OTHER MATTERS

Management of the Company knows of no matters to come before the Meeting other than those referred to in the Notice. However, if any other matters which are not known to management shall properly come before the Meeting, the Proxy Form given pursuant to the solicitation by management will be voted on such matters in accordance with the best judgment of the persons voting the proxy.

By order of the Board of Directors



Mr Ryan Eadie

Company Secretary

22 April 2022

ITEM 1 TO RECEIVE THE CONSOLIDATED AUDITED ANNUAL FINANCIAL STATEMENTS OF THE COMPANY FOR THE ENSUING YEAR AND TO AUTHORISE THE DIRECTORS TO FIX THE AUDITOR'S REMUNERATION

Background

The financial statements of the Company as at and for the year ended December 31, 2021 and the Auditor's Report thereon accompanying the Meeting Materials will be placed before the Shareholders at the Meeting for their consideration. The Company's auditor, BDO Audit (WA) Pty Ltd., will be present at the meeting and Shareholders will have an opportunity to ask the auditor questions in relation to the conduct of the audit, the Auditor's Report, the Company's accounting policies, and the independence of the auditor. The auditor will also respond to any written questions provided these are submitted to the Company no later than five business days prior to the Meeting.

There is no requirement for Shareholders to approve the Company's financial statements and Auditor's Report

ITEM 2 APPROVAL OF APPOINTMENT OF AUDITORS

Background

The management of the Company recommends the appointment of BDO Audit (WA) Pty Ltd., Chartered Accountants, as auditor of the Company for the ensuing year, and to authorise the Directors to fix their remuneration. BDO Audit (WA) Pty Ltd. has been the auditor of the Company since its incorporation on December 27, 2012.

Resolution

At the Meeting, Shareholders will be asked to approve an ordinary resolution approving the appointment of the auditor. The text of the resolution is as follows:

"Be it resolved as an ordinary resolution that BDO Audit (WA) Pty Ltd. be and is appointed as auditor of the Company for the ensuing year, and the Directors be and are authorised to fix their remuneration."

Board Recommendation

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

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

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

Background

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

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

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

The Company seeks Shareholder approval by way of a special resolution for the Company to have the additional capacity

provided for in ASX Listing Rule 7.1A to issue equity securities without Shareholder approval.

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

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

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

Based on the number of Shares on issue at the date of this Notice, the Company will have 838,721,455 Shares on issue and therefore, subject to Shareholder approval being obtained under this Item 3, 83,872,145 equity securities will be permitted to be issued in accordance with ASX Listing Rule 7.1A. Shareholders should note that the calculation of the number of equity securities permitted to be issued under the Listing Rule 7.1A Mandate is a moving calculation and will be based on the formula set out in ASX Listing Rule 7.1A.2 at the time of issue of the equity securities. That formula is:

$$(A \times D) - E$$

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

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

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

D is 10%

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

Specific information required by ASX Listing Rule 7.3A

- If Item 3 is passed, the Listing Rule 7.1A Mandate will be valid during the period from the date of the Annual General Meeting and will expire on the earlier of:
 - the date that is 12 months after the date of the Annual General Meeting;
 - the time and date of the Company's next Annual General Meeting; and
 - the time and date on which the Company receives approval by Shareholders for a transaction under ASX Listing Rules 11.1.2 (a significant change to the nature or scale of activities) or 11.2 (disposal of main undertaking) **(Approval Period)**.
- The equity securities to be issued will be in an existing class of quoted securities and will be issued for cash consideration at an issue price per equity security of not less than 75% of the volume weighted average price for the Company's equity securities over the 15 trading days on which trades in the class were recorded immediately before:
 - the date on which the price at which the equity securities are to be issued is agreed by the Company and the recipient of the equity securities; or
 - if the equity securities are not issued within ten trading days of the date in the above paragraph, the date on which the equity securities are issued.
- If securities are issued under the Listing Rule 7.1A Mandate, it is expected that funds raised will be used to continue to explore and develop the Company's current assets, to acquire new assets or investments, and for general working capital, including:
 - To assist Mt. Labo Exploration and Development Corporate (**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; and
 - To continue to pursue new potential business development opportunities, including the Panguna Project in the Autonomous Region of Bougainville.
- At the date of the Notice, the Company is not proposing to make an issue of Equity Securities under Listing Rule 7.1A if approved at the Meeting and has not approached any particular existing Shareholder or security holder or an identifiable class of existing security holder to participate in any such issue.
However, in the event that between the date of the Notice and the date of the Meeting, the Company proposes to make an issue of Equity Securities under Listing Rule 7.1A following the Meeting to one or more existing Shareholders, those Shareholders' votes will be excluded under the voting exclusion statement in the Notice.
- If this Item 3 is approved by Shareholders and the Company issues equity securities under the ASX Listing Rule 7.1A Mandate, the existing Shareholders' economic and voting interests in the Company will be diluted. There is also a risk that:
 - the market price for the Company's equity securities may be significantly lower on the date of the issue of the equity securities than on the

date the Listing Rule 7.1A Mandate was approved; and

- the equity securities may be issued at a price that is at a discount to the market price for the Company's equity securities on the issue date.

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

- the economic and voting dilution based on 100%, 150% and 200% of the Company's current issued share capital; and
- the capital raised by an issue of securities at the current market rate, at a 50% reduction and at a 100% increase to the current market rate.

* **A** has the meaning in the calculation on page 7.

Note: *This table assumes:*

- No options are exercised before the date of the issue of the equity securities.
- The issue of equity securities under the Listing Rule 7.1A Mandate consists only of Shares. If the issue of equity securities includes quoted options, for the purposes of the above table, it is assumed that those quoted options are exercised into Shares for the purposes of calculating the voting dilution effect on existing Shareholders.
- the Company issues the maximum number of Equity Securities available under the 10% Placement Facility.
- The table does not show an example of dilution that may be caused to a particular Shareholder by reason of placements under the Listing Rule 7.1A Mandate, based on that Shareholder's holding at the date of the Meeting.
- The Company has not issued any equity securities in the 12 months prior to the Meeting that were not issued under an exception in ASX Listing Rule 7.2, with approval under ASX Listing Rule 7.1 or ratified under ASX Listing Rule 7.4.
- This table does not set out any dilution pursuant to ratification under ASX Listing Rule 7.4.

Shares on issue Variable 'A' in Listing Rule 7.1A.2	Dilution			
	10% voting dilution	At 50% decrease in market price	At current market price ¹	At 100% increase in market price
	(Shares)	\$0.049	\$0.098	\$0.196
838,721,455 shares	10% Voting Dilution	83,782,145 shares	83,782,145 shares	83,782,145 shares
(Current Variable 'A')	Funds Raised	\$4,109,735	\$8,219,470	\$16,438,940
1,258,082,182 shares	10% Voting Dilution	125,808,217 shares	125,808,217 shares	125,808,217 shares
(50% increase in Variable 'A')	Funds Raised	\$6,164,603	\$12,329,205	\$24,658,411
1,677,422,910 shares	10% Voting Dilution	167,744,290 shares	167,744,290 shares	167,744,290 shares
(100% increase in Variable 'A')	Funds Raised	\$8,219,470	\$16,438,940	\$32,877,881

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

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

¹ RTG MINING CDI 1:1 (RTG.AX) closing price on March 31, 2022

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

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

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

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

Resolution

At the Meeting, Shareholders will be asked to consider and, if thought fit, to pass with or without amendment, the following:

"Be it resolved as a special resolution that, pursuant to and in accordance with Listing Rule 7.1A and for all other purposes, Shareholders approve the issue of Equity Securities totalling up to 10% of the issued capital of the Company at the time of issue, calculated in accordance with the formula prescribed in Listing Rule 7.1A.2 and on the terms and conditions in the Explanatory Memorandum."

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 TO FIX NUMBER OF DIRECTORS

Background

The Company seeks to set the maximum number of Directors for the ensuing year at six. The persons named below will be presented for election at the Meeting as management's nominees and the persons named in the accompanying Proxy Form intend to vote for the election of these nominees. Management of the Company does not contemplate that any of these nominees will be unable to serve as a Director. Each Director elected will hold office until the next annual general meeting of the Company or until his successor is elected or appointed, unless his or her office is earlier vacated in accordance with the constating documents of the Company, or with the provisions of the BVI Business Companies Act 2004 (as amended) (**BVI Act**).

The following table sets out the names of the nominees for election at the Meeting as Directors, where each is ordinarily resident, all offices of RTG now held by them, their principal occupations, the period of time for which each has been a Director of RTG, and the number of RTG Shares or any of its subsidiaries beneficially owned by each, directly or indirectly, or over which control or direction is exercised, as at the date hereof, such information has been furnished by each of the Directors.

Name, Position and Place of Residence	Skills and Experience	Principal Occupation	Term as Director	Shares in the Company Beneficially Owned, Controlled or Directed as at the date of this Notice of Annual General Meeting
Mr. Michael Carrick Director and Chairman Perth, Western Australia	Michael Carrick is a Chartered Accountant with over 30 years of experience in the resources sector. Mr. Carrick was a senior international partner of accounting firm Arthur Andersen. He has been responsible for the development of seven major gold mines in five countries, including the development of the first major gold mines in Tanzania and Mongolia, and most recently the largest gold mine in the Philippines.	Director and Chairman of RTG Mining Inc.	March 28, 2013 to present	9,138,135 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.	March 28, 2013 to present	8,161,644 Shares
Mr. Robert Scott ⁽¹⁾ Independent Lead Director Perth, Western Australia	Robert Scott is a Fellow of the Institute of Chartered Accountants in Australia with over 35 years' experience as a corporate advisor. Mr. Scott is a former senior partner of the international accounting firms of KPMG and Arthur Andersen.	Director of Castillo Copper Limited.	March 28, 2013 to present	2,008,077 Shares
Mr. Phillip Lockyer ^{(2) (3) (4)} Independent Director Perth, Western Australia	Phillip Lockyer is a Mining Engineer and Metallurgist with more than 40 years' experience in the mining industry, with an emphasis on gold and nickel, in both underground and open pit mining operations. Mr. Lockyer was employed by WMC Resources for 20 years reaching the position of General Manager of Western Australia responsible for that company's gold and nickel divisions.	Director of GR Engineering Services Limited.	March 28, 2013 to present	565,385 Shares
Mr. Sean Fieler ^{(2) (3) (4)} 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	October 12, 2020 to present	158,444,445 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. Mr Caruso is Special Counsel to Mukasey Frenchman, a New York City law firm. Prior to his current position, he was a partner in the New York office of the global law firm, White & Case.	Special Counsel to Mukasey Frenchman	April 7 to present	Nil Shares

Notes

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

As of the date of this Explanatory Memorandum, approximately 178,317,686 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, 21.26% 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 RTG 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 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 elected as a Director of the Company."

C "Be it resolved as an ordinary resolution that for the purpose of sub-regulation 8.7 of the Company's Articles of Association, the applicable Canadian securities legislation and Section 461 of the TSX Company Manual, ASX Listing Rule 14.4 and for all other purposes, Ms. Justine Magee be elected as a Director of the Company."

D "Be it resolved as an ordinary resolution that for the purpose of sub-regulation 8.7 of the Company's Articles of Association, the applicable Canadian securities legislation and Section 461 of the TSX Company Manual, ASX Listing Rule 14.4 and for all other purposes, Mr. Robert Scott be elected as a Director of the Company."

E "Be it resolved as an ordinary resolution that for the purpose of sub-regulation 8.7 of the Company's Articles of Association, the applicable Canadian securities legislation and Section 461 of the TSX Company Manual, ASX Listing Rule 14.4 and for all other purposes, Mr. Phillip Lockyer be elected as a Director of the Company."

F "Be it resolved as an ordinary resolution that for the purpose of sub-regulation 8.7 of the Company's Articles of Association, the applicable Canadian securities legislation and Section 461 of the TSX Company Manual, ASX Listing Rule 14.4 and for all other purposes, Mr. Sean Fieler be 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 elected as a Director of the Company."

Board Recommendation

The Board (other than a director in respect of their own election) recommends Shareholders vote **in favour** of Item 4.

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

Majority Voting Policy

The TSX has adopted amendments to its listing rules that require listed companies, such as RTG, to implement a majority voting policy. A majority voting policy is used when shareholders are only entitled to vote “for” or “withhold” their vote in respect of the election of each Director. Majority voting policies generally provide that a Director who receives a majority of “withhold” votes, but is elected, must tender his resignation for consideration by the Board. A Board of Directors is generally expected to consider the Director’s resignation and make a public announcement of its decision.

RTG has not adopted a majority voting policy due to the fact that RTG is subject to a majority voting system that aligns with BVI corporate law. RTG Shareholders can vote “for”, “against” or “abstain” with respect to the election of each Director. Unless a Director receives a majority of votes in favour of their election, they will not be elected. Votes cast as an abstention are not counted in favour or against a resolution. Consequently, the TSX has granted an exemption from adopting the majority voting policy, as the Company otherwise satisfies the majority voting requirements in a manner acceptable to the TSX.

ITEM 5 OTHER MATTERS

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

GENERAL COMPANY INFORMATION

RELATIONSHIP BETWEEN THE COMPANY AND PROFESSIONAL PERSONS

In this paragraph, “professional person” means any person whose profession gives authority to a statement made by the person in the person’s professional capacity and includes a barrister and solicitor (attorney), a public accountant, an appraiser, valuator, auditor, engineer or geologist.

No professional person or associate of a professional person that has made a statement in this Explanatory Memorandum, holds any beneficial interest, direct or indirect, in any securities or property of the Company or of an associate or affiliate of the Company and no such person is expected to be elected, appointed or employed as a Director, Executive Officer or employee of the Company or of an associate or affiliate of the Company and no such person is a promoter of the Company or an associate or affiliate of the Company.

INFORMATION FOR CANADIAN HOLDERS

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

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

BOARD APPROVAL

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

Dated at Perth, Australia, as of the 22 of April, 2022.

ON BEHALF OF THE BOARD



Justine Magee

President and Chief Executive Officer

Security Class

Holder Account Number

Fold

Form of Proxy - ANNUAL GENERAL MEETING to be held on May 27, 2022

This Form of Proxy is solicited by and on behalf of Management.

Notes to proxy

1. Every holder has the right to appoint some other person or company of their choice, who need not be a holder, to attend and act on their behalf at the meeting or any adjournment or postponement thereof. If you wish to appoint a person or company other than the persons whose names are printed herein, please insert the name of your chosen proxyholder in the space provided (see reverse).
2. If the securities are registered in the name of more than one owner (for example, joint ownership, trustees, executors, etc.), then all those registered should sign this proxy. If you are voting on behalf of a corporation or another individual you must sign this proxy with signing capacity stated, and you may be required to provide documentation evidencing your power to sign this proxy.
3. This proxy should be signed in the exact manner as the name(s) appear(s) on the proxy.
4. If this proxy is not dated, it will be deemed to bear the date on which it is mailed by Management to the holder.
5. The securities represented by this proxy will be voted as directed by the holder, however, if such a direction is not made in respect of any matter, this proxy will be voted as recommended by the Chairman of the Meeting.
6. The securities represented by this proxy will be voted in favour or withheld from voting or voted against each of the matters described herein, as applicable, in accordance with the instructions of the holder, on any ballot that may be called for and, if the holder has specified a choice with respect to any matter to be acted on, the securities will be voted accordingly.
7. This proxy confers discretionary authority in respect of amendments or variations to matters identified in the Notice of Meeting or other matters that may properly come before the meeting or any adjournment or postponement thereof.
8. This proxy should be read in conjunction with the accompanying documentation provided by Management.

Fold

Proxies submitted must be received by 10:00 am (Perth, Western Australia time), on May 25, 2022.

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



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 27, 2022 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
2. Approval of Appointment of Auditors	☐	☐	☐
3. Approval of Additional Capacity to Issue Shares Under ASX Listing Rule 7.1A	☐	☐	☐
4. Approval to fix number of Directors	☐	☐	☐
4a. Election of Mr. Michael Carrick	☐	☐	☐
4b. Election of Ms. Justine Magee	☐	☐	☐
4c. Election of Mr. Robert Scott	☐	☐	☐
4d. Election of Mr. Phillip Lockyer	☐	☐	☐
4e. Election of Mr. Sean Fieler	☐	☐	☐
4f. Election of Mr. Kenneth Caruso	☐	☐	☐

Fold

Fold

Authorized Signature(s) – This section must be completed for your instructions to be executed.

I/We authorize you to act in accordance with my/our instructions set out above. I/We hereby revoke any proxy previously given with respect to the Meeting. If no voting instructions are indicated above, this Proxy will be voted as recommended by the Chairman of the Meeting.

Signature(s)

Date

MM / DD / YY



R G T Q

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A R 0





ABN 70 164 362 850

RTG

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

Need assistance?



Phone:

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



Online:

www.investorcentre.com/contact



YOUR VOTE IS IMPORTANT

For your vote to be effective it must be received by **10:00am (AWST) on Tuesday, 24 May 2022.**

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) Monday, 18 April 2022 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:

XX

Online:

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

Your secure access information is



Control Number: 999999

SRN/HIN: I9999999999

PIN: 99999

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

By Mail:

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

By Fax:

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



PLEASE NOTE: For security reasons it is important that you keep your SRN/HIN confidential.

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.

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

☐

Change of address. If incorrect, mark this box and make the correction in the space to the left. Securityholders sponsored by a broker (reference number commences with 'X') should advise your broker of any changes.



I 9999999999

I ND

CDI Voting Instruction Form

Please mark ☒ to indicate your directions

Step 1

CHESS Depositary Nominees Pty Ltd will vote as directed

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Voting Instructions to CHESS Depositary Nominees Pty Ltd

Please mark box A OR B

I/We being a holder of CHESS Depositary Interests of RTG Mining Inc., hereby direct CHESS Depositary Nominees Pty Ltd (CDN) to:

A ☐ vote on my/our behalf with respect to the Resolutions below OR B ☐ appoint the Chairman of the Meeting OR

2 below.

to attend, speak and vote the shares underlying my/our holding 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, 27 May 2022 at 10:00am (AWST) and at any adjournment of that meeting. CDN instructs its proxy to vote on the resolutions proposed at the meeting in accordance with the directions in Step 2 below. Where no direction is given, the proxy may vote as they see fit. In addition, the proxy can vote as they see fit on any other business of the meeting, including amendments to the resolutions and at any adjournment of the meeting.

The Chairman of the Meeting intends to vote all valid undirected proxies in favour of each item of business, set out in Step 2 below.

Step 2

Items of Business

PLEASE NOTE: If you mark the **Abstain** box for an item, you are directing 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
2. Approval of Appointment of Auditors	☐	☐	☐
3. Approval of Additional Capacity to Issue Shares under ASX Listing Rule 7.1A	☐	☐	☐
4. Approval to fix number of Directors	☐	☐	☐
4a. Election of Mr. Michael Carrick	☐	☐	☐
4b. Election of Ms. Justine Magee	☐	☐	☐
4c. Election of Mr. Robert Scott	☐	☐	☐
4d. Election of Mr. Phillip Lockyer	☐	☐	☐
4e. Election of Mr. Sean Fieler	☐	☐	☐
4f. Election of Mr. Kenneth Caruso	☐	☐	☐

Step 3

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

Individual or Securityholder 1

Sole Director & Sole Company Secretary

Securityholder 2

Director

Securityholder 3

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

RTG

999999A



Computershare

