



**CORPORATE HEADQUARTERS**

Level 2 | 338 Barker Road | Subiaco, Western Australia 6008

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ABN 70 164 362 850

# RTG Mining Inc.

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## Notice of Annual General Meeting

**10:00am (Perth, Western Australia time), Friday, 28 May 2021**

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

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A General Meeting of RTG Mining Inc. (**RTG** or the **Company**) will be held The Park Business Centre, 45 Ventnor Avenue, West Perth, Western Australia 6005 at 10:00am (Perth, Western Australia time) Friday, 28 May 2021 for the following purposes:

| Items of Business                                                                                                                                                                                                                                                                                                                                                         | Shareholder Approval | Further Details |
|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------------------|-----------------|
| 1. <b>RECEIVE CONSOLIDATED ANNUAL FINANCIAL STATEMENTS</b>                                                                                                                                                                                                                                                                                                                | N/A                  | Page 7          |
| To receive the consolidated audited annual financial statements of the Company for the financial year ended 31 December 2020, together with the reports of the auditor thereon.                                                                                                                                                                                           |                      |                 |
| 2. <b>APPROVAL OF APPOINTMENT OF AUDITORS</b>                                                                                                                                                                                                                                                                                                                             | Ordinary resolution  | Page 7          |
| 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.                                                                                                                                                              |                      |                 |
| 3. <b>APPROVAL OF ADDITIONAL CAPACITY TO ISSUE SHARES UNDER ASX LISTING RULE 7.1A</b>                                                                                                                                                                                                                                                                                     | Special resolution   | Page 7          |
| 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.                                                                               |                      |                 |
| 4. <b>APPROVAL TO FIX NUMBER OF DIRECTORS</b>                                                                                                                                                                                                                                                                                                                             | Ordinary resolution  | Page 9          |
| To fix the maximum number of Directors and to elect Directors of the Company for the ensuing year.                                                                                                                                                                                                                                                                        |                      |                 |
| 5. <b>RATIFICATION AND APPROVAL OF LOAN FUNDED SHARE PLAN</b>                                                                                                                                                                                                                                                                                                             | Ordinary resolution  | Page 13         |
| To ratify and approve the loan funded share plan, pursuant to which certain directors and employees of the Company will be invited to subscribe for fully paid shares in the Company using financial assistance provided by the Company.                                                                                                                                  |                      |                 |
| 6. <b>APPROVAL FOR THE ISSUE OF SHARES TO MR ROBERT SCOTT IN SATISFACTION OF DIRECTORS' FEES</b>                                                                                                                                                                                                                                                                          | Ordinary resolution  | Page 13         |
| To approve the issue of Shares to Robert Scott, a Non-executive Director of the Company, in satisfaction of up to 100% of Directors' fees payable to him in the event Robert Scott decides to take Shares in lieu of a cash payment for fees and on the basis as set out in the Explanatory Memorandum for the purposes of ASX Listing Rule 10.11 and all other purposes. |                      |                 |
| 7. <b>APPROVAL FOR THE ISSUE OF SHARES TO MR DAVID CRUSE IN SATISFACTION OF DIRECTORS' FEES</b>                                                                                                                                                                                                                                                                           | Ordinary resolution  | Page 13         |
| To approve the issue of Shares to David Cruse, a Non-executive Director of the Company, in satisfaction of up to 100% of Directors' fees payable to him in the event David Cruse decides to take Shares in lieu of a cash payment for fees and on the basis as set out in the Explanatory Memorandum for the purposes of ASX Listing Rule 10.11 and all other purposes.   |                      |                 |

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|-----------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------------|---------|
| <b>8. APPROVAL FOR THE ISSUE OF SHARES TO MR PHILLIP LOCKYER IN SATISFACTION OF DIRECTORS' FEES</b> | To approve the issue of Shares to Phillip Lockyer, a Non-executive Director of the Company, in satisfaction of up to 100% of Directors' fees payable to him in the event Phillip Lockyer decides to take Shares in lieu of a cash payment for fees and on the basis as set out in the Explanatory Memorandum for the purposes of ASX Listing Rule 10.11 and all other purposes. | Ordinary resolution | Page 13 |
| <b>9. OTHER BUSINESS</b>                                                                            | 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 15 |

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## 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 23 April 2021 (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 23 April 2021 (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 26 May 2021.

#### **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 25 May 2021.

#### **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 26 May 2021.

#### **VOTING SECURITIES AND PRINCIPAL HOLDERS THEREOF**

To the knowledge of the Company's directors and officers, other than Equinox Partners and its affiliates, Franklin Advisers, Inc. 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 26 April 2021.

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

*(signed) "Ryan Eadie"*

Mr Ryan Eadie

**Company Secretary**

28 April 2021

## EXPLANATORY MEMORANDUM

### 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, 2020 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 680,277,010 Shares on issue and therefore, subject to Shareholder approval being obtained under this Item 3, 68,027,701 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' is has the same meaning in Listing Rule 7.1 when calculating an entity's 15% placement capacity.*

D is 10%

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

### Specific information required by ASX Listing Rule 7.3A

- If Item 3 is passed, the Listing Rule 7.1A Mandate will be valid during the period from the date of the Annual General Meeting and will expire on the earlier of:
  - the date that is 12 months after the date of the Annual General Meeting;
  - the time and date of the Company's next Annual General Meeting; and
  - the time and date on which the Company receives approval by Shareholders for a transaction under ASX Listing Rules 11.1.2 (a significant change to the nature or scale of activities) or 11.2 (disposal of main undertaking) (**Approval Period**).
- The equity securities to be issued will be in an existing class of quoted securities and will be issued for cash consideration at an issue price per equity security of not less than 75% of the volume weighted average price for the Company's equity securities over the 15 trading days on which trades in the class were recorded immediately before:
  - the date on which the price at which the equity securities are to be issued is agreed by the Company and the recipient of the equity securities; or
  - if the equity securities are not issued within ten trading days of the date in the above paragraph, the date on which the equity securities are issued.
- 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.
- 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 <sup>1</sup> | At 100% increase in market price |
|                                                         | (Shares)            | \$0.09                          | \$0.17                               | \$0.34                           |
| 680,277,010 shares<br>(Current Variable 'A')            | 10% Voting Dilution | 68,027,701 shares               | 68,027,701 shares                    | 68,027,701 shares                |
|                                                         | Funds Raised        | \$6,122,493                     | \$11,564,709                         | \$23,129,418                     |
| 1,020,415,515 shares<br>(50% increase in Variable 'A')  | 10% Voting Dilution | 102,041,552 shares              | 102,041,552 shares                   | 102,041,552 shares               |
|                                                         | Funds Raised        | \$9,183,740                     | \$17,347,064                         | \$34,694,128                     |
| 1,360,554,020 shares<br>(100% increase in Variable 'A') | 10% Voting Dilution | 136,055,402 shares              | 136,055,402 shares                   | 136,055,402 shares               |
|                                                         | Funds Raised        | \$12,244,986                    | \$23,129,418                         | \$46,258,837                     |

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

- The identity of the persons to whom Shares will be issued is not yet known and will be determined on a case by case basis having regard to market conditions at the time of the proposed issue of equity securities and the Company's allocation policy, which involves consideration of matters including, but not limited to:

<sup>1</sup> RTG MINING CDI 1:1 (RTG.AX) closing price on March 30, 2021

- 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 |
|-------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------------------------|-----------------------------|--------------------------------------------------------------------------------------------------------------------------|
| <b>Mr. Michael Carrick</b><br><br>Director and Chairman<br><br>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   | 8,024,024 Shares                                                                                                         |
| <b>Ms. Justine Magee</b><br><br>President and Chief Executive Officer<br><br>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   | 7,481,089 Shares                                                                                                         |
| <b>Mr. Robert Scott</b><br>(1)<br><br>Independent Lead Director<br><br>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 and Twenty Seven Co Ltd. | March 28, 2013 to present   | 1,580,770 Shares                                                                                                         |
| <b>Mr. David Cruse</b><br>(2) (3) (4)<br><br>Independent Director<br><br>Perth, Western Australia     | David Cruse has had a long career in commerce and finance. He was a stockbroker for over 20 years, where he held senior management positions and Directorships in the stockbroking industry, with particular focus on capital markets. Recently, Mr. Cruse has been involved in the identification and commercialisation of a number of resource (including oil and gas) projects.                                            | Non-Executive Director of RTG Mining Inc.                    | March 28, 2013 to present   | 1,894,280 Shares                                                                                                         |
| <b>Mr. Phillip Lockyer</b> (2) (3) (4)<br><br>Independent Director<br><br>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                                                                                                           |
| <b>Mr. Sean Fieler</b><br><br>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 | 116,430,032 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 135,975,580 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, 19.99% of the issued and outstanding Shares of the Company on a non-diluted basis.

To the knowledge of the Company, no Director is, as at the date of this Explanatory Memorandum, or has been in the last 10 years before the date of this Explanatory Memorandum, a Director, Chief Executive Officer (**CEO**) or Chief Financial Officer (**CFO**) of any company (including the Company) that, while that person was acting in that capacity,

(a) was subject to a cease trade order or similar order or an order that denied the issuer access to any exemptions under Canadian securities legislation, that was in effect for a period of more than 30 consecutive days; or

(b) was subject to a cease trade order or similar order or an order that denied the issuer access to any exemptions under Canadian securities legislation, that was in effect for a period of more than 30 consecutive days, as such was issued after that person ceased to be a Director, CEO or CFO and which resulted from an event that occurred while that person was acting in the capacity as Director, CEO or CFO.

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

(a) is, as at the date of this Explanatory Memorandum, or has been within the 10 years before the date of this Explanatory Memorandum, a Director or Executive Officer of any company (including the Company) while that person was acting in that capacity, or within a year of that person ceasing to act in the capacity, became bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency or was subject to or instituted any proceedings, arrangement or compromise with creditors, or had a receiver, receiver manager or trustee appointed to hold its assets; or

(b) has, within 10 years before the date of this Explanatory Memorandum become bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency, or become subject to or instituted any proceedings, arrangement or compromise with creditors, or had a receiver, receiver manager or trustee appointed to hold the assets of the Director, Executive Officer or shareholder.

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

To the knowledge of the Company, no Director has been subject to:

(a) any penalties or sanctions imposed by a court relating to securities legislation or by a securities regulatory authority or has entered into a settlement agreement with a securities regulatory authority; or

(b) any other penalties or sanctions imposed by a court or regulatory body that would likely be considered important to a reasonable security holder in deciding whether to vote for a proposed Director.

## Resolutions

At the Meeting, Shareholders will be asked to approve an ordinary resolution setting the maximum number of Directors for the ensuing year at six (6) and approving the election of the Directors. The text of the resolutions is as follows:

A "Be it resolved as an ordinary resolution that the maximum number of Directors for the ensuing year be set at six (6)."

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

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

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

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

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

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. Sean Fieler be elected as a Director of the Company."

## 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.

## 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 RATIFICATION AND APPROVAL OF LOAN FUNDED SHARE PLAN

### Background

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

The RTG Plan provides a mechanism for the Company to invite employees (including the directors of the Company) to subscribe for Shares in the Company and to apply for a loan from the Company to pay the subscription price for those Shares. The Company takes security over the Shares acquired under the RTG Plan until the loan provided for the subscription price for those Shares is repaid in full. The loan must be repaid immediately if the RTG Plan Shares are sold, the employee becomes insolvent, or subject to bankruptcy proceedings, the employee ceases to be employed by RTG, or the RTG Plan Shares are acquired by a third party by way of amalgamation, arrangement or formal takeover bid for not less than the outstanding RTG Plan Shares.

A summary of the previous issues under the RTG Plan is set out in Annexure A.

A summary of the material terms of the RTG Plan is set out in Annexure B. A copy of the full terms of the RTG Plan may be obtained by contacting the Company.

### Purpose of approval

The RTG Plan constitutes a "security-based compensation plan" for the purposes of Section 613 of the TSX Company Manual, which requires Shareholders to approve the RTG Plan every three years following the initial adoption of the RTG Plan. The RTG Plan allows RTG to issue Shares of up to 10% of the RTG's issued and outstanding RTG Shares from time to time on a non-diluted basis, to eligible directors and employees. In any event the number of securities to be issued under the RTG Plan will not exceed 68,027,701.

The Board is also seeking approval for the purposes of ASX Listing Rule 7.2, Exception 13, which will exempt issues under the RTG Plan from the 15% annual limit on the issue of new securities without prior Shareholder approval for a period of three years from the date the RTG Plan is approved by Shareholders.

If Item 5 is passed, the Company will be able to issue equity securities under the RTG Plan to eligible participants over the 3 year period until May 28, 2024 without using the Company's 15% annual placement capacity under Listing Rule 7.1.

Typically, in the absence of approval under ASX Listing Rule 7.2, Exception 13, issues to employees under the RTG Plan would still be able to occur but would be counted as part of the 15% annual limit which would otherwise apply; however, as RTG is also subject to the provisions set out in TSX Company Manual, in the event that Shareholder approval for the RTG Plan is not obtained, RTG will not have the ability to grant Shares under the RTG Plan.

However, any future issues of equity securities under the RTG Plan to a related party or a person whose relation with the Company or the related party is, in ASX's opinion, such that approval should be obtained will require additional Shareholder approval under Listing Rule 10.14 at the relevant time.

### Board Recommendation

The Board (other than the individual directors subject to the voting exclusion for the particular resolution) recommends that Shareholders vote in favour of Item 5. The Chair intends to vote undirected proxies in favour of Item 5.

### Resolution

At the Meeting, Shareholders will be asked to approve an ordinary resolution ratifying and approving the RTG Plan. The text of the resolution is as follows:

"Be it resolved as an ordinary resolution that for the purpose of Section 613 of the TSX Company Manual, ASX Listing Rule 7.2, Exception 13 and for all other purposes:

1. Shareholders ratify and approve the RTG Loan Funded Share Plan (the "RTG Plan"), the terms and conditions of the RTG Plan are summarised in Annexure B of this Notice of Annual General Meeting;
2. The Company be and is hereby authorised to grant shares pursuant to and subject to the terms and conditions of the RTG Plan until May 28, 2024; and
3. Any director or officer of the Company be and is hereby authorised and directed to execute or cause to be executed and to deliver or cause to be delivered all such documents, and to do or cause to be done all such acts and things, as in the opinion of such director or officer may be necessary or desirable in connection with the foregoing."

### Voting exclusion statement

The Company will disregard any votes cast in favour of Item 5 by or on behalf of the employees and directors that are eligible to participate in the employee incentive scheme.

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 6-8 APPROVAL FOR THE ISSUE OF SHARES TO NON-EXECUTIVE DIRECTORS IN SATISFACTION OF DIRECTORS' FEES

### Background

The Board has agreed, subject to obtaining Shareholder approval, to issue up to 876,051 Shares (**Remuneration Shares**) to the following Non-Executive Directors (**Related Parties**) in satisfaction of up to 100% of their respective Directors' fees for the 12 month period to May 28, 2022:

- up to 306,657 Remuneration Shares to Mr Robert Scott;
- up to 284,697 Remuneration Shares to Mr David Cruse; and
- up to 284,697 Remuneration Shares to Mr Phillip Lockyer,

The issue of Remuneration Shares in lieu of cash remuneration is at the election of the respective Related Parties and will be issued as Shares or CDI's at the election of the Related Party.

In order to conserve the Company's cash reserves, the Board considers it appropriate to include a security based incentive component of the Related Parties' remuneration. The Board considers that the number of Remuneration Shares to be granted to the Related Parties is commensurate with their value to the Company and is an appropriate method to provide cost effective remuneration.

The deemed issue price of the Remuneration Shares will be the higher of:

- the volume weighted average price for the 5 trading days preceding the date of issue; or
- \$0.175.

The Company intends to issue the Remuneration Shares by no later than June 30, 2022. The issue of the Remuneration Shares is subject to and conditional on the relevant Related Party's continued engagement in their respective position as Non-Executive or Executive Director as at 31 December 2021.

#### Purpose of approval

Listing Rule 10.11 requires shareholder approval to be obtained where an entity issues, or agrees to issue, securities to a related party, or a person whose relationship with the entity or a related party is, in ASX's opinion, such that approval should be obtained, unless an exception in Listing Rule 10.12 applies.

The issue falls within Listing Rule 10.11.1 and does not fall within any of the exceptions in Listing Rule 10.12. It therefore requires the approval of the Company's Shareholders under Listing Rule 10.11.

If Item 6 is passed, the Company will be able to proceed with the issue of up to 306,657 Remuneration Shares to Mr Robert Scott. If Item 6 is not passed, the Company will not be able to proceed with the issue of Remuneration Shares to Mr Scott.

If Item 7 is passed, the Company will be able to proceed with the issue of up to 284,697 Remuneration Shares to Mr David Cruse. If it is not passed, the Company will not be able to proceed with the issue of Remuneration Shares to Mr David Cruse.

If Item 8 is passed, the Company will be able to proceed with the issue of up to 284,697 Remuneration Shares to Mr Phillip Lockyer. If it is not passed, the Company will not be able to proceed with the issue of Remuneration Shares to Mr Phillip Lockyer.

Messrs Scott, Cruse and Lockyer are related parties of the Company by virtue of their position as Non-Executive Directors. As the issue of Remuneration Shares to the Related Parties (or their nominees) involves the issue of Shares to a related party of the Company, Shareholder approval pursuant to Listing Rule 10.11 is required unless an exception applies. It is the view of the Directors that the exceptions set out in Listing Rule 10.12 do not apply in the current circumstances.

As Shareholder approval is sought under Listing Rule 10.11, approval under Listing Rule 7.1 is not required. Accordingly, the issue of Remuneration Shares will not be included under the Company's 15% annual placement capacity pursuant to Listing Rule 7.1.

#### Value of Remuneration Shares

The total remuneration package proposed to be provided to the current Non-Executive Directors of the Company, comprising of

Messrs Scott, Cruse and Lockyer, is outlined below (including superannuation).

| Related Party   | Cash salary      | Remuneration Shares (maximum based on minimum issue price of \$0.175) |
|-----------------|------------------|-----------------------------------------------------------------------|
| Robert Scott    | A\$53,665        | 306,657                                                               |
| David Cruse     | A\$49,822        | 284,697                                                               |
| Phillip Lockyer | A\$49,822        | 284,697                                                               |
| <b>TOTAL</b>    | <b>\$153,309</b> | <b>876,051</b>                                                        |

#### Specific information required by Listing Rule 10.13

Pursuant to and in accordance with Listing Rule 10.13, the following information is provided in relation to the proposed issue of Remuneration Shares:

- a maximum of 876,051 Remuneration Shares will be issued to the Related Parties as follows:
  - up to 306,657 Remuneration Shares to Mr Robert Scott (and/or his nominees);
  - up to 284,697 Remuneration Shares to Mr David Cruse (and/or his nominees); and
  - up to 284,697 Remuneration Shares to Mr Phillip Lockyer (and/or his nominees);
- pursuant to Listing Rule 10.11.1, Messrs Scott, Cruse and Lockyer are related parties by virtue of being Non-Executive Directors;
- the Remuneration Shares will be fully paid ordinary shares in the capital of the Company and rank equally in all respects with the Company's existing Shares on issue;
- the Remuneration Shares will be issued no later than June 30, 2022. The Company has received a waiver from ASX in respect of Listing Rule 10.13.5. The conditions of the waiver are set out below;
- the Remuneration Shares will be issued for nil cash consideration as they will be issued as part of the Related Parties remuneration packages and therefore no funds will be raised as a result of the issue;
- There are no other material terms of the respective agreements to issue the Remuneration Shares;
- the Related Parties' current remuneration packages are disclosed in the table above; and
- a voting exclusion statement is included in the Notice.

#### ASX waiver

The Company has applied to ASX for, and has received, a waiver from Listing Rule 10.13.5 to enable the Company to issue the Remuneration Shares on or before June 30, 2022, rather than within one month after the date of the Meeting (as required by Listing Rule 10.13.5).

The terms of the waiver from Listing Rule 10.13.5 are as follows:

1. Based solely on the information provided, ASX Limited ('ASX') grants RTG Mining Inc ('the Company') a waiver from listing rule 10.13.5 to the extent necessary to permit the Company's Notice of Annual General Meeting (the 'Notice') to approve the issue of up to a maximum of 876,051 fully paid ordinary shares (or CDIs) to directors (a maximum of 306,657 fully paid ordinary shares (or CDIs) to Mr Robert Scott, a maximum of 284,697 fully paid ordinary shares (or CDIs) to Mr David Cruse and a maximum of 284,697 fully paid ordinary shares (or CDIs) to Mr Phillip Lockyer) as part of their remuneration ('Remuneration Shares') not to state that the Remuneration Shares will be issued no later than one month after the date of the annual general meeting, subject to the following conditions:
  - 1.1. The Notice states that the Remuneration Shares will be issued no later than 30 June 2022;
  - 1.2. The Company's annual report for any period during which the Remuneration Shares are issued to the director, discloses details of the number of Remuneration Shares that were issued, including the percentage of the Company's issued capital represented by those Remuneration Shares;
  - 1.3. The Notice includes details of the dilution that will occur to existing shareholders of the Company as a result of the issue of the Remuneration Shares; and
  - 1.4. The terms of the waiver are disclosed in the Notice.
2. ASX has considered Listing Rule 10.13.5 only and makes no statement as to the Company's compliance with other listing rules.

#### **TSX waiver**

The Company is relying on Section 602.1 of the TSX Company Manual for a waiver from TSX approval requirements in connection with the issuance of the Remuneration Shares.

#### **Board Recommendation**

The Board (other than the Related Parties subject to the voting exclusion for the particular resolution) recommends that Shareholders vote in favour of Items 6 to 8. The Chair intends to vote undirected proxies in favour of Item 6 to 8.

#### **Resolutions**

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

"Be it resolved, each as a separate ordinary resolution, pursuant to and in accordance Listing Rule 10.11 and for all other purposes, Shareholders approve the issue of Remuneration Shares to the Non-Executive Directors (or their nominees) as follows:

- under Item 6, up to 306,657 Remuneration Shares to Mr Robert Scott;
- under Item 7, up to 284,697 Remuneration Shares to Mr David Cruse; and
- under Item 8, up to 284,697 Remuneration Shares to Mr Phillip Lockyer,

on the terms and conditions in the Explanatory Memorandum."

#### **Voting exclusion statement**

The Company will disregard any votes cast in favour of:

- Item 6, by or on behalf of Mr Robert Scott (and his nominees), 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 or ordinary securities in the entity), or any of their respective associates;

- Item 7, by or on behalf of Mr David Cruse (and his nominees), 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 or ordinary securities in the entity), or any of their respective associates; and
- Item 8, by or on behalf of Mr Phillip Lockyer (and his nominees), 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 or ordinary securities in the entity), or any of their respective associates.

However, this does not apply to a vote cast in favour of Items 6 to 8 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 9 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 28<sup>th</sup> of April, 2020.

## ON BEHALF OF THE BOARD

(signed) “*Justine Magee*”

Justine Magee

President and Chief Executive Officer

## Annexure A – Previous issues under the RTG Plan

| Director   | Number of Shares | Acquisition Date | Acquisition Price |
|------------|------------------|------------------|-------------------|
| Mr Carrick | 300,000          | March 28, 2013   | C\$1.65           |
| Ms Magee   | 300,000          | March 28, 2013   | C\$1.65           |
| Mr Scott   | 50,000           | March 28, 2013   | C\$1.65           |
| Mr Cruse   | 50,000           | March 28, 2013   | C\$1.65           |
| Mr Lockyer | 50,000           | March 28, 2013   | C\$1.65           |
| Employees  | 650,000          | March 28, 2013   | C\$1.65           |
| Mr Carrick | 5,000,000        | July 7, 2020     | A\$0.25           |
| Ms Magee   | 5,000,000        | July 7, 2020     | A\$0.25           |
| Employees  | 11,000,000       | July 7, 2020     | A\$0.25           |

Refer to the Company's Annual Financial Report for the year ended December 31, 2020 for further information.

## Annexure B – Summary of key terms of the RTG Plan

### The RTG Plan

RTG has in place the RTG Plan which allows RTG to issue Shares of up to 10% of the RTG's issued and outstanding RTG Shares from time to time on a non-diluted basis, to eligible Directors and employees. As of December 31, 2020, there were 22,400,000 RTG Shares on issue under the RTG Plan, representing 3.29% of the issued and outstanding Shares of the Company as of such date. Under the terms of the RTG Plan, the loan must be repaid immediately if the RTG Plan Shares are sold, the employee becomes insolvent, or subject to bankruptcy proceedings, the employee ceases to be employed by RTG, or the RTG Plan Shares are acquired by a third party by way of amalgamation, arrangement or formal takeover bid for not less than the outstanding RTG Plan Shares. As at December 31, 2020, an aggregate amount of C\$7.35 million in loans were outstanding under the RTG Plan. As at December 31, 2020, 45,627,701 securities representing 6.71% of RTG's issued and outstanding RTG Shares would be available for future issuance pending ratification and approval of the RTG Plan.

The principal terms of the RTG Plan are set forth below:

### *Invitation to Participate*

The Board can invite employees of the Company (including the Directors) to subscribe for RTG Shares issued pursuant to the RTG Plan (the "**RTG Plan Shares**") and, if the Board considers appropriate, to receive a loan for all or part of the subscription price for those RTG Plan Shares. The subscription price for the RTG Plan Shares will be the volume weighted average price for the 5 trading days preceding the date of issue of such RTG Plan Shares but shall not be less than the closing market price of the RTG Shares on the issue date.

The number of RTG Plan Shares available for issuance pursuant to the RTG Plan at any time, when combined with any RTG Shares issued pursuant to the RTG Plan since the date on which shareholder approval for the RTG Plan or the unallocated entitlements under the RTG Plan, as applicable, was last obtained, is limited to 10% of the Company's issued and outstanding Shares on a non-diluted basis (subject to adjustment in accordance with the RTG Plan).

The number of RTG Shares issuable to insiders under the RTG Plan (together with RTG Shares issuable pursuant to any other security based compensation arrangements of the Company or its subsidiaries) shall not, at any time, exceed 10% of the RTG Shares outstanding.

The number of RTG Shares which may be issued to insiders under the RTG Plan within a one year period (together with RTG Shares that may be issued pursuant to any other security based compensation arrangements of the Company or its subsidiaries) shall not, at any time, exceed 10% of the RTG Shares outstanding.

### *Loan Terms*

The key terms of each loan provided under the RTG Plan are as follows:

- a. the loan may only be applied towards the subscription price for the RTG Plan Shares;
- b. the loan will be interest free, provided that if the loan is not repaid by the repayment date set by the Board of Directors the loan will incur interest at 6% per annum after that date (which interest will be capitalised on the first day of each month);
- c. by signing and returning a loan application the RTG Plan participant:
  - i. mortgages, and assigns to the Company by way of equitable mortgage, by way of security for repayment of the loan, the title and interest of the participant in the RTG Plan Shares;

- ii. authorises the Company to do all things necessary or appropriate for the Company to protect its interests in the RTG Plan Shares, including taking any steps required for a lien to be imposed in respect of the RTG Plan Shares; and authorises the Company to dispose of the RTG Plan Shares if the loan is not repaid by the repayment date set by the Board of Directors;
- d. the loan becomes repayable on the earliest of:
  - i. the repayment date set by the Board of Directors;
  - ii. the RTG Plan Shares being sold;
  - iii. the participant becoming insolvent, or subject to bankruptcy proceedings;
  - iv. the participant ceasing to be an employee of the Company for or without cause; and
  - v. the RTG Plan Shares being acquired by a third party by way of an amalgamation, arrangement or formal take-over bid for not less than all the outstanding RTG Shares;
- e. unless otherwise determined by the Board of Directors, the loan will be limited recourse such that on the repayment date the repayment obligation in relation to the loan will be limited to the lesser of the outstanding balance of the loan and the market value of the RTG Plan Shares on that date; and
- f. the Board of Directors may waive the requirement for repayment of the loan where the RTG Plan participant dies or becomes permanently disabled or the Board of Directors otherwise determines that such a waiver is appropriate, and upon such a waiver becoming effective the loan will be treated as having been repaid in full.

#### *Rights Attaching to RTG Plan Shares*

Until the loan in respect of the RTG Plan Shares is repaid in full, all cash distributions (e.g. dividends, capital returns, etc) payable in respect of the RTG Plan Shares will be automatically applied towards repayment of the loan (unless otherwise determined by the Board of Directors).

Similarly, if an RTG Plan participant receives any rights to acquire Shares in the Company in respect of its RTG Plan Shares (for example under a rights issue conducted by the Company) and elects to sell those rights, the participant undertakes to pay the proceeds of that sale to the Company, which proceeds are to be applied towards repayment of the loan.

Subject to the terms of the invitation, the RTG Plan participants shall be absolute beneficial owners of any RTG Plan Shares received. However, the right to participate in the RTG Plan is not assignable without the previous consent of the Board of Directors.

#### *Sale of RTG Plan Shares*

RTG Plan Shares are subject to a hold period until the later of the "trading date" specified by the Board of Directors in the invitation to participate in the RTG Plan and the date the loan is repaid in full and any other restrictions imposed by applicable securities laws.

The RTG Plan Shares may only be sold by a RTG Plan participant where:

- a. the sale is to take place on or after the trading date;
- b. if the participant has been granted a loan:
  - i. the loan has been repaid in full; or
  - ii. the total sale price of the RTG Plan Shares (after deducting the costs of sale) exceeds the amount outstanding on the loan;
- c. the proceeds of the sale are first applied towards repayment of the loan;
- d. the proposed sale will not breach any insider trading or market manipulation provisions of the BVI Act; and
- e. the sale is conducted in the manner prescribed by the Board or otherwise acceptable to the Board of Directors.

Notwithstanding the above, if a takeover bid is made or other formal scheme is proposed then the RTG Plan participant may sell its Shares under that takeover bid or scheme, provided that it must apply the proceeds of that sale first towards repayment of the loan.

#### *Amendments to the RTG Plan*

The Board of Directors shall have the power to, without shareholder approval, at any time and from time to time, either prospectively or retrospectively, amend, suspend, or terminate the RTG Plan:

- a. for the purposes of making minor or technical modifications to any of the provisions of the RTG Plan;
- b. to implement features or requirements that are necessary or desirable under applicable tax, securities or corporate laws or to implement changes to the RTG Plan to effect any corporate reorganization of the Company;
- c. to correct any ambiguity, defective provisions, error or omission in the provisions of the RTG Plan;
- d. to add or change provisions relating to any form of financial assistance provided by the Company to employees that would facilitate the purchase of securities under the RTG Plan;

provided however that:

- e. such amendment, suspension or termination is in accordance with applicable laws and the rules of any stock exchange on which the RTG Shares are listed;
- f. no such amendment, suspension or termination shall be made at any time to the extent such action would materially adversely affect the obligations of any participant in respect of the RTG Plan Shares offered or issued or any loans outstanding, as determined by the Board of Directors acting in good faith, without his or her consent in writing; and
- g. the Board of Directors shall obtain shareholder approval of the following:
  - i. any amendment to the maximum number of RTG Plan Shares specified in the RTG Plan (other than pursuant to the anti-dilution provisions of the RTG Plan); and
  - ii. a change to this amendment, suspension, or termination provision of the RTG Plan.

The annual burn rate of the RTG Plan in respect of: the 2020 financial year was 3.6%;the 2019 financial year was 0%; the 2018 financial year was 0%; the 2017 financial year was 0%. "Annual burn rate" is the number of RTG Plan Shares granted under RTG Plan during the applicable financial year divided by the weighted average number of securities outstanding for the applicable financial year.



000001

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

Security Class

SHARES

Holder Account Number

C1234567890 IND

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**Form of Proxy - ANNUAL GENERAL MEETING to be held on May 28, 2021****This Form of Proxy is solicited by and on behalf of Management.****Notes to proxy**

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

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**Proxies submitted must be received by 10:00 am (Perth, Western Australia time), on May 26, 2021.****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](http://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](http://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 28, 2021 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                                         | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | 5. Ratification and approval of Share Plan                                                   | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 3. Approval of Additional Capacity to Issue Shares Under ASX Listing Rule 7.1A | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | 6. Approval for the Issue of Shares to Mr Robert Scott in Satisfaction of Directors' Fees    | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 4. Approval to fix number of Directors                                         | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | 7. Approval for the Issue of Shares to Mr David Cruse in Satisfaction of Directors' Fees     | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 4a. Election of Mr. Michael Carrick                                            | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | 8. Approval for the Issue of Shares to Mr Phillip Lockyer in Satisfaction of Directors' Fees | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 4b. Election of Ms. Justine Magee                                              | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |                                                                                              |                          |                          |                          |
| 4c. Election of Mr. Robert Scott                                               | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |                                                                                              |                          |                          |                          |
| 4d. Election of Mr. David Cruse                                                | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |                                                                                              |                          |                          |                          |
| 4e. Election of Mr. Phillip Lockyer                                            | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |                                                                                              |                          |                          |                          |
| 4f. Election of Mr. Sean Fieler                                                | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |                                                                                              |                          |                          |                          |

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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





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](http://www.investorcentre.com/contact)



## YOUR VOTE IS IMPORTANT

For your vote to be effective it must be received by **10:00am (Perth, WST) Tuesday, 25 May 2021.**

# 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 (Perth, WST) Friday, 23 April 2021 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](http://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: I999999999**

**PIN: 99999**

For Intermediary Online subscribers (custodians) go to [www.intermediaryonline.com](http://www.intermediaryonline.com)

### By Mail:

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

### By Fax:

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



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

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



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



I 9999999999

I ND

## CDI Voting Instruction Form

Please mark ☒ to indicate your directions

### STEP 1 CHESSE Depositary Nominees will vote as directed

XX

#### Voting Instructions to CHESSE Depositary Nominees Pty Ltd

Please mark box A OR B

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

**A** ☐ vote on my/our behalf with respect to the Resolutions below in the manner instructed in Step 2 below. **OR B** ☐ appoint the Chairman of the Meeting **OR**

to attend, speak and vote the shares underlying my/our holding at the Annual Meeting of RTG Mining Inc. ("the Company") to be held at The Park Business Centre, 45 Ventnor Avenue, West Perth, Western Australia on Friday, 28 May 2021 at 10:00am (Perth, WST) and at any adjournment of that meeting. CDN instructs its proxy to vote on the resolutions proposed at the meeting in accordance with the directions in Step 2 below. Where no direction is given, the proxy may vote as they see fit. In addition, the proxy can vote as they see fit on any other business of the meeting, including amendments to the resolutions and at any adjournment of the meeting.

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

### STEP 2 Items of Business



PLEASE NOTE: If you mark the **Abstain** box for an item, you are directing CHESSE 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                                         | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | 5. Ratification and approval of Loan Funded Share Plan                                       | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 3. Approval of Additional Capacity to Issue Shares Under ASX Listing Rule 7.1A | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | 6. Approval for the issue of shares to Mr Robert Scott in Satisfaction of Directors' Fees    | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 4. Approval to fix number of Directors                                         | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | 7. Approval for the issue of shares to Mr David Cruse in Satisfaction of Directors' Fees     | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 4a. Election of Mr. Michael Carrick                                            | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | 8. Approval for the issue of shares to Mr Phillip Lockyer in Satisfaction of Directors' Fees | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 4b. Election of Ms. Justine Magee                                              | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |                                                                                              |                          |                          |                          |
| 4c. Election of Mr. Robert Scott                                               | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |                                                                                              |                          |                          |                          |
| 4d. Election of Mr. David Cruse                                                | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |                                                                                              |                          |                          |                          |
| 4e. Election of Mr. Phillip Lockyer                                            | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |                                                                                              |                          |                          |                          |
| 4f. Election of Mr. Sean Fieler                                                | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |                                                                                              |                          |                          |                          |

### SIGN

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

Individual or Securityholder 1

Sole Director and Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director/Company Secretary

Contact  
Name

Contact  
Daytime  
Telephone

Date / /

RTG

999999A



Computershare +