



**CORPORATE HEADQUARTERS**

Level 1 | 516 Hay Street | Subiaco, Western Australia, 6008

**ABRN:** 164 362 850

**T:** +61 8 6489 2900

**F:** +61 8 6489 2920

*ABN 70 164 362 850*

# RTG Mining Inc.

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## Notice of General Meeting

**10:00am (Perth, Western Australia time), Thursday, 31 August 2023**

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

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The General Meeting of RTG Mining Inc. (**RTG** or the **Company**) will be held at The Park Business Centre, 45 Ventnor Avenue, West Perth, Western Australia 6005 at 10:00am (Perth, Western Australia time) Thursday, 31 August 2023

## BUSINESS OF THE MEETING

Items of Business		Shareholder Approval	Further Details
1. <b>RATIFICATION OF ISSUE OF SHARES ISSUED UNDER ASX LISTING RULE 7.1</b>	To ratify the issue of 125,808,218 Shares (in the form of CDIs) as described in the Explanatory Memorandum for the purposes of ASX Listing Rule 7.4 and for all other purposes.	Ordinary resolution	Page 7
2. <b>RATIFICATION OF ISSUE OF SHARES ISSUED UNDER ASX LISTING RULE 7.1A</b>	To ratify the issue of 83,084,972 Shares (in the form of CDIs) as described in the Explanatory Memorandum for the purposes of ASX Listing Rule 7.4 and for all other purposes.	Ordinary resolution	Page 8
3. <b>APPROVAL FOR ISSUE OF ATTACHING OPTIONS TO TRANCHE 1 PARTICIPANTS</b>	To approve the issue of 139,262,127 Attaching Options to the participants in the Private Placement as described in the Explanatory Memorandum.	Ordinary resolution	Page 9
4. <b>APPROVAL FOR ISSUE OF SHARES AND ATTACHING OPTIONS TO MARSTON LIMITED (AS NOMINEE OF THE HAINS FAMILY)</b>	To approve the issue of 19,907,970 Shares (in the form of CDIs) and 13,271,980 Attaching Options to Marston Limited (as nominee of the Hains Family) as described in the Explanatory Memorandum, subject to and conditional on the passing of Item 9 by the requisite majority.	Ordinary resolution	Page 10
5. <b>APPROVAL FOR ISSUE OF OPTIONS TO MR MICHAEL VITTON (NOMINEE OF M2-ADVISORS)</b>	To approve the issue of 12,715,201 Options to Mr Michael Vitton (as nominee of M2-Advisors) as described in the Explanatory Memorandum.	Ordinary resolution	Page 11
6. <b>APPROVAL FOR MR MICHAEL CARRICK TO PARTICIPATE IN PRIVATE PLACEMENT</b>	To approve the issue of 2,083,334 Shares (in the form of CDIs) and 1,388,889 Attaching Options to Michael Carrick as described in the Explanatory Memorandum for the purposes of ASX Listing Rule 10.11.	Ordinary resolution	Page 12
7. <b>APPROVAL FOR MS JUSTINE MAGEE TO PARTICIPATE IN PRIVATE PLACEMENT</b>	To approve the issue of 520,834 Shares (in the form of CDIs) and 347,223 Attaching Options to Justine Magee as described in the Explanatory Memorandum for the purposes of ASX Listing Rule 10.11.	Ordinary resolution	Page 12
8. <b>APPROVAL FOR MR ROBERT SCOTT TO PARTICIPATE IN PRIVATE PLACEMENT</b>	To approve the issue of 1,000,000 Shares (in the form of CDIs) and 666,667 Attaching Options to Robert Scott as described in the Explanatory Memorandum for the purposes of ASX Listing Rule 10.11.	Ordinary resolution	Page 12

<b>9. APPROVAL FOR ISSUE OF SHARES AND ATTACHING OPTIONS TO EQUINOX (A RELATED PARTY)</b>	To approve the issue of 57,524,880 Shares (in the form of CDIs) and 38,349,920 Attaching Options to Equinox (an entity controlled by the Company's Director, Mr Sean Fieler) as described in the Explanatory Memorandum for the purposes of ASX Listing Rule 10.11 and for all other purposes, , subject to and conditional on the passing of Item 4 by the requisite majority.	Ordinary resolution	Page 13
<b>10. 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 13

## IMPORTANT INFORMATION

### NOTICE AND VOTING ENTITLEMENTS

#### SHAREHOLDERS (INVESTORS TRADING ON TSX)

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

##### Notice Record Date

Shareholders recorded on the Company's register of members at 10:00am on 27 July 2023 (Perth, Western Australia time) (**Notice Record Date**) will be entitled to receive this notice of meeting (**Notice**).

##### Voting Entitlement

Shareholders recorded on the Company's register of members at 10:00am on 27 July 2023 (Perth, Western Australia time) (**Voting Entitlement Date**) will be entitled to vote on Items at the Company's 2023 General Meeting (**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 Articles of Association, the Meeting will be conducted as directed by the chair of the Meeting (**Chair**).

Shareholders can vote in one of two ways:

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

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

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

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

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

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

##### CDIs

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

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

##### Notice Record Date

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

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

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

##### Voting Entitlement

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

CDI Holders recorded on the Company's CDI register as at the Voting Entitlement Date will be entitled to vote on items of business contained in this Notice (**Items**) at the Meeting through CDN.

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

##### Becoming a Non-Registered Shareholder

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

##### Voting Procedure

Under the Company's Articles of Association, the Meeting will be conducted as directed by the Chair.

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

For further details, refer to the sections 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 Memorandum 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.

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.

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 29 August 2023.

### **CDI HOLDERS**

#### **CDI Holders' Voting Instructions**

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

#### **CDI Voting Instruction Forms**

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

CDI Voting Instruction Forms must be:

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

#### **Appointing CDI Holders as proxy for CDN**

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

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

#### **Changing your vote**

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

#### **Deadline for lodging CDI Voting Instruction Forms**

Completed CDI Voting Instruction Forms must be received by 10.00am (Perth, Western Australia time) on 28 August 2023.

### **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 29 August 2023.

## VOTING SECURITIES AND PRINCIPAL HOLDERS THEREOF

To the knowledge of the Company's directors and officers, other than Franklin Advisers Inc., Carpe Diem Asset Management Pty Ltd and Equinox Partners LP (**Equinox**) and their respective 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 27 July 2023.

## 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 1, 516 Hay Street, Subiaco, Western Australia or (ii) by telephone to: +61 8 6489 2900.

## OTHER MATTERS

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

By order of the Board of Directors



Mr Ryan Eadie

**Company Secretary**

**2 August 2023**



## EXPLANATORY MEMORANDUM AND RESOLUTIONS

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

#### Background – Private Placement

On 4 July 2023, the Company announced it intended to issue approximately 289.9 million Shares at A\$0.048 per Share to sophisticated and professional investors to raise approximately A\$14 million (US\$9 million) (**Private Placement**). On 12 July 2023, the Company issued 208,893,190 Shares at an issue price of A\$0.048 per Share under Tranche 1 of the Private Placement, comprising:

- 125,808,218 Shares issued using the Company's 15% placement capacity under ASX Listing Rule 7.1 (the subject of this Item 1); and
- 83,084,972 Shares issued using the Company's 10% placement capacity under ASX Listing Rule 7.1 (the subject of Item 2).

The Shares proposed to be issued under Tranche 2 of the Private Placement to the Marston Limited (as nominee of the Hains Family, a substantial holder of the Company), the Participating Directors and Equinox (a related party of the Company) are the subject of separate approvals in Items 6 to 9.

#### Purpose of approval

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

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

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

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

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

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

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

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

If Item 1 is not passed, the issue of 125,808,218 Shares under the Private Placement will be included in calculating the Company's 15% capacity in ASX Listing Rule 7.1, effectively decreasing the number of equity securities the Company can

issue without Shareholder approval over the 12 month period following the date the Company issued those Shares.

#### CDIs

Shares in the Company cannot be traded on ASX given they are foreign securities. Therefore, all Shares that have been issued in respect of the Private Placement will be represented in the form of CDIs.

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

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

#### About the Projects

Detailed geological descriptions of the Company's projects are included in the Company's June 2023 quarterly report which is available on the Company's website, ASX platform (ASX:RTG) and the SEDAR website at [www.sedar.com](http://www.sedar.com).

The Company is currently engaged in three key projects:

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

Mt. Labo has secured the Mining Permit, the successful Final Award in the SIAC matter, won the Setting Aside action of Galeo Equipment Corporation in Singapore and secured an offer of debt finance and offtake agreement for development of Stage 1, the Direct Shipping Operation, which is yet to be accepted.

On 22 May 2023, RTG announced that a comprehensive settlement of all outstanding issues with the Villar Family controlled SageCapital Partners, Inc and TVI Resource Development (Phils.) Inc. had been reached and a binding Memorandum of Agreement signed. The long form documents have also now been signed and all related litigation has been withdrawn as part of an agreed restructuring of the Mabilo Project. The Villar Family is one of the most prominent families in the Philippines and RTG is pleased to partner with them in the development of the Mabilo Project, which is a significant mining project for the country.

With the restructuring of the Mabilo Project now agreed, the initial focus will be to refresh any remaining operational permitting matters, address financing plans and undertake a review of Stage 2 costing for the Mabilo Project, together with finalising the acquisition of surface rights, following which, a commitment to development is anticipated to be formalised by the Board of Mt. Labo.

2. **Panguna** – RTG is the nominated development partner with the joint venture company established by the Special Mining Lease Osikaiyang Landowners Association (**SMLOLA**) and Central Exploration Pty Ltd (**Central**) in their proposal with respect to the redevelopment of the Copper-Gold Panguna Project located in the Central Region of the island of Bougainville, within the Autonomous Region of Bougainville, PNG. The proposal is an initiative of the old Panguna mine's customary landowners (**Landowners**) (who are represented by the SMLOLA) and is conditional upon winning the support

of the Autonomous Bougainville Government (**ABG**) and others.

3. **Chanach Project** – the Company holds a 90% interest in the Chanach Gold and Copper Project in the Kyrgyz Republic. The Company is the manager and operator of the Chanach Project Joint Venture company (Chanach LLC) and will fund operating expenditures until completion of a Bankable Feasibility Study.

### Other business development opportunities

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

### Details required by ASX Listing Rules

The following information in relation to the issue of the Shares under the Private Placement the subject of this Item 1 is provided to Shareholders for the purposes of ASX Listing Rule 7.5:

**Securities issued** 125,808,218 Shares held indirectly by allottees as CDIs.

**Date of issue** The Shares were issued on 12 July 2023.

**Issue price** A\$0.048 per Share.

**Allottees** Sophisticated and professional investors under sections 708(8) – (11) of the Corporations Act and investors to whom similar exemptions apply in each relevant jurisdiction, who were identified by the INTE Securities LLC (**INTE Securities**) and M2-Advisors (together with INTE Securities, the **US Placement Agent**) and Euroz Hartleys and Foster Stockbroking as the Joint Lead Managers of the Private Placement through a bookbuild process involving the Joint Lead Managers seeking expressions of interest to participate in the Private Placement, in consultation with the Company.

The participants issued Shares the subject of this Item 1 were not substantial holders (10%) or related parties of the Company.

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

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

**Use of funds** The Company proposes to use the net proceeds from the Private Placement:

- to further advance the Mabilo Project towards start-up, the first phase being a Direct Shipping Operation as well as progressing plans for additional exploration at the Mabilo Project;
- to continue exploration plans at the Company's Chanach Project in the Kyrgyz Republic;
- to pursue new potential business development opportunities, including the

Panguna Project in the Autonomous Region of Bougainville;

- for full repayment (US\$0.5 million) of the corporate loan facility dated 21 August 2019 (as varied) between Mr Mark Savage (as lender) and the Company; and
- for working capital and general corporate purposes.

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

### Board recommendation

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

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

### Voting exclusion statement

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

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

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

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

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

### Background

On 12 July 2023, the Company issued 208,893,190 Shares at an issue price of A\$0.048 per Share in consideration for the Private Placement. The Company previously obtained shareholder approval to issue an additional 10% placement capacity under listing rule 7.1A. The Company issued 83,084,972 Shares under Tranche 1 of the Private Placement under ASX Listing Rule 7.1A.

### Purpose of approval

The Company is now seeking Shareholder approval to ratify the issue of the Shares under the Private Placement for the purposes of ASX Listing Rule 7.1A.

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

Under ASX 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%. The Company's Shareholders



approved the additional 10% placement capacity by way of special resolution at its AGM held on 31 May 2023.

The issue of Shares the subject of this Item 2 does not fit within any of the exceptions to ASX Listing Rule 7.1 and 7.1A and, as it has not yet been approved by the Company's Shareholders, it effectively uses up part of the 10% limit in ASX Listing Rule 7.1A, reducing the Company's capacity to issue further equity securities without Shareholder approval under ASX Listing Rule 7.1A for the 12 month period following the date the Company issued the relevant Shares.

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

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

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

If Item 2 is passed, the issue of Shares under the Private Placement will be excluded in calculating the Company's combined 25% capacity under ASX Listing Rules 7.1 and 7.1A and so do not reduce the Company's ASX Listing Rule 7.1A 10% capacity to issue further equity securities without Shareholder approval under that rule.

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

If Item 2 is not passed, the issue of Shares under the Private Placement will be included in calculating the Company's 10% capacity in ASX Listing Rule 7.1A, effectively decreasing the number of equity securities the Company can issue without Shareholder approval over the 12 month period following the date the Company issued those Shares.

#### Details required by ASX Listing Rules

The following information in relation to the Shares under the Private Placement the subject of this Item 2 is provided to Shareholders for the purposes of ASX Listing Rule 7.4:

<b>Securities issued</b>	83,084,972 Shares held indirectly by allottees as CDIs.
<b>Date of issue</b>	The Shares were issued on 12 July 2023.
<b>Issue price</b>	A\$0.048 per Share.
<b>Allottees</b>	Please refer to "Allottees" under the heading "Details required by ASX Listing Rules" in respect of Item 1 on page 8 for a summary of how the allottees were identified or selected.
<b>Terms</b>	Each Share ranks equally in all respects with existing Shares. CDIs representing Shares were issued to investors in tranche one, tradeable on ASX.
<b>Use of funds</b>	Please refer to "Use of Funds" under the heading "Details required by ASX Listing Rules" in respect of Item 1 on page 8.
<b>Voting exclusion</b>	A voting exclusion applies in respect of this Item 2 as set out below.

#### 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.

#### Voting exclusion statement

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

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

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

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

### ITEM 3 APPROVAL FOR ISSUE OF ATTACHING OPTIONS TO TRANCHE 1 PARTICIPANTS

#### Background

As part of the Private Placement the Company has agreed to issue two free attaching unlisted options for every three Securities issued pursuant to the Private Placement (**Attaching Options**), subject to separate Shareholder approvals under this Item 3 (for the Tranche 1 participants), Item 4 (for Marston Limited, as nominee of the Hains Family), Items 6 to 8 (for the Participating Directors) and Item 9 (for Equinox).

The Attaching Options will be unlisted and expire on the date that is 12 months from the date of their issue, with an exercise price of A\$0.075. One Attaching Option may be exercised to acquire one Share. The full terms of the Attaching Options are set out in

#### Annexure A.

If all the Attaching Options the subject of Items 4, 6, 7, 8 and 9 are issued and exercised, the Company will receive A\$14.4 million in new funds.

#### Purpose of approval

The Company is seeking Shareholder approval to issue the 139,262,127 Attaching Options to the participants in Tranche 1 of the Private Placement.

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

As no such exception applies, Item 3 seeks the approval of Shareholders under Listing Rule 7.1 to permit the Company to issue the Attaching Options without eroding its 15% Capacity under Listing Rule 7.1.

## Details required by ASX Listing Rules

<b>Securities to be issued</b>	<p>The Company will issue 139,262,127 Attaching Options to participants in Tranche 1 of the Private Placement. On exercise, the Company will apply to ASX for quotation of the Shares issued in the form of CDIs.</p> <p>Please refer to the section entitled “CDIs” on page 7 above for details regarding the issue of CDIs, which will be quoted and traded on ASX in place of Shares.</p>
<b>Date of issue</b>	<p>If this Item 3 is approved, the Company will allot the Attaching Options in early September 2023, which in any event will be no later than 3 months after the date of the Shareholder approval.</p>
<b>Issue price</b>	<p>No subscription amount is required to be paid by the recipients.</p>
<b>Allottee</b>	<p>Sophisticated and professional investors under sections 708(8) – (11) of the Corporations Act and investors to whom similar exemptions apply in each relevant jurisdiction, who were identified by the US Placement Agent and Euroz Hartleys and Foster Stockbroking as the Joint Lead Managers of the Private Placement through a bookbuild process involving the Joint Lead Managers seeking expressions of interest to participate in the Private Placement, in consultation with the Company.</p> <p>The Tranche 1 participants were not substantial holders (10%) or related parties of the Company. A summary of the material terms of the Private Placement is set out above.</p>
<b>Terms</b>	<p>The Shares to be issued on exercise of the Attaching Options will be on the same terms as, and will rank equally with, all other existing Shares from the time of issue. Please refer to the terms of the Attaching Options set out in <b>Annexure A</b> for further information.</p>
<b>Use of funds</b>	<p>As the Attaching Options are to be issued for nil cash consideration, no funds will be raised from their issue.</p> <p>In respect of funds received on any exercise of the Attaching Options, please refer to “Use of Funds” under the heading “Details required by ASX Listing Rules” in respect of Item 1 on page 8.</p> <p>The Company’s use of funds may change from those referred to above depending on its circumstances if and when the Attaching Options are exercised (if at all).</p>
<b>Voting exclusion</b>	<p>A voting exclusion applies in respect of this Item 3 as set out below.</p>

### 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.

### Voting exclusion statement

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

- any person who is expected to participate in, or who will obtain a material benefit as a result of, the issue of Attaching Options (except a benefit solely by reason of being a Shareholder); or

- an Associate (as defined in the ASX Listing Rules) of those persons.

However, this does not apply to a vote cast in favour of Item 3 by:

- a person as proxy or attorney for a person who is entitled to vote on Item 3, in accordance with the directions given to the proxy or attorney to vote on Item 3 in that way; or
- the Chair as proxy or attorney for a person who is entitled to vote on Item 3, in accordance with a direction given to the Chair to vote on Item 3 as the Chair decides; or
- a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
  - the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an Associate of a person excluded from voting, on Item 3; and
  - the holder votes on Item 3 in accordance with directions given by the beneficiary to the holder to vote in that way.

## ITEM 4 APPROVAL FOR ISSUE OF SHARES AND ATTACHING OPTIONS TO MARSTON LIMITED (AS NOMINEE OF THE HAINS FAMILY)

### Purpose of approval

The Company is seeking Shareholder approval to issue 19,907,970 Shares and 13,271,980 Attaching Options to the Marston Limited (as nominee of the Hains Family, a substantial holder of the Company) under Tranche 2 of the Private Placement.

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

As no such exemption applies, if Shareholders do not approve Item 4 then the Company will not be able to proceed with the proposed issue of Shares and Attaching Options to Marston Limited and any funds held by the Company in respect of the Shares will be returned to them and the Company may need to seek alternative funding sources in order to progress the Company’s projects and to ensure that the Company has sufficient working capital.

### ASX Participants – CDIs

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

Please refer to the section entitled “CDIs” on page 7 above for details regarding the issue of CDIs, which will be quoted and traded on ASX in place of Shares.

### About the Projects

Please refer to the section entitled “About the Projects” on page 7 above for details regarding the Company’s projects.

### Item 4 is conditional on Item 9

Item 4 is subject to, and conditional on, at least 50% of the votes cast on Item 9 below bring cast in favour of the issue of Shares and Attaching Options to Equinox.

Item 4 will not be deemed to have been passed unless and until Item 9 is also approved by Shareholders.

## Details required by ASX Listing Rules

<b>Securities to be issued</b>	19,907,970 Shares and 13,271,980 Attaching Options.  The Company will apply to ASX for quotation of the Shares issued under Item 4 (including those issued on exercise of the Attaching Options) in the form of CDIs.  Please refer to the section entitled “CDIs” on page 7 above for details regarding the issue of CDIs, which will be quoted and traded on ASX in place of Shares.
<b>Date of issue</b>	If this Item 4 is approved, the Shares and Attaching Options will be issued in early September 2023 or such other date as agreed by the Company and its brokers, which, in any event will be no later than 3 months after the date of the Shareholder approval.
<b>Issue price</b>	With respect to the Shares, A\$0.048 per Share. No subscription amount applies to the Attaching Options.
<b>Allottee</b>	Marston Limited, as nominee of the Hains Family (a substantial holder (10%) of the Company). The Hains Family does not have any nominees appointed to the Company’s Board of Directors and is not a related party. of the Company.  A summary of the material terms of the Private Placement is set out above.
<b>Terms</b>	Each Share (including each Share to be issued on exercise of any Attaching Options) will rank equally in all respects with existing Shares.
<b>Use of funds</b>	For the Shares, please refer to “Use of Funds” under the heading “Details required by ASX Listing Rules” in respect of Item 1 on page 8. For the Attaching Options, please refer to “Use of Funds” under the heading “Details required by ASX Listing Rules” in respect of Item 3 on page 10.
<b>Voting exclusion</b>	A voting exclusion applies in respect of this Item 4 as set out below.

## Board recommendation

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

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

## Voting exclusion statement

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

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

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

- a person as proxy or attorney for a person who is entitled to vote on Item 4, in accordance with the directions given to the proxy or attorney to vote on Item 4 in that way; or
- the Chair as proxy or attorney for a person who is entitled to vote on Item 4, in accordance with a direction given to the Chair to vote on Item 4 as the Chair decides; or
- a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:

- the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an Associate of a person excluded from voting, on Item 4; and
- the holder votes on Item 4 in accordance with directions given by the beneficiary to the holder to vote in that way.

## ITEM 5 APPROVAL FOR ISSUE OF OPTIONS TO MR MICHAEL VITTON (AS NOMINEE OF M2-ADVISORS)

### Background

The Company has agreed to issue 12,715,201 options to acquire Shares to Mr Michael Vitton (as nominee of M2-Advisors) (**Options**). The Options will be unlisted and expire on 30 June 2025. Prior to their expiry, Mr Vitton may exercise the Options at any time in batches of at least 500,000 options to acquire CDIs at an exercise price of A\$0.12 per CDI. One Option may be exercised to acquire one Share. The full terms of the Options are set out in **Annexure B**.

If all the Options are exercised, the Company will receive A\$1.5 million in new funds.

### Purpose of approval

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

As no such exception applies, Item 5 seeks the approval of Shareholders under Listing Rule 7.1 to permit the Company to issue the Options without eroding its 15% Capacity under Listing Rule 7.1.

## Details required by ASX Listing Rules

<b>Securities to be issued</b>	The Company will issue 12,715,201 Options to Mr Michael Vitton (as nominee of M2-Advisors) for consultancy and corporate advisory services rendered for the Company by M2-Advisors. On exercise, the Company will apply to ASX for quotation of the Shares issued to Mr Vitton in the form of CDIs.
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Please refer to the section entitled “CDIs” on page 7 above for details regarding the issue of CDIs, which will be quoted and traded on ASX in place of Shares.

<b>Date of issue</b>	Subject to Shareholders approving this Item 5, the Company will allot the Options in early September 2023, which in any event will be no later than 3 months after the date of the Shareholder approval.
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<b>Issue price</b>	No subscription amount is required to be paid in relation to the issue of the Options.
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<b>Allottee</b>	Mr Michael Vitton (as nominee of M2-Advisors). The participant is not a related party of the Company.
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<b>Terms</b>	The Shares to be issued on exercise of the Options will be on the same terms as, and will rank equally with, all other existing Shares from the time of issue. Please refer to the terms of the Options set out in <b>Annexure B</b> for further information.
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<b>Use of funds</b>	<p>As the Options are to be issued for nil cash consideration, no funds will be raised from their issue.</p> <p>In respect of funds received on any exercise of the Options, please refer to "Use of Funds" under the heading "Details required by ASX Listing Rules" in respect of Item 1 on page 8.</p> <p>The Company's use of funds may change from those referred to above depending on its circumstances if and when the options are exercised (if at all).</p>	<p>Company and who has nominated a Director to the Board pursuant to a relevant agreement which gives them a right or expectation to do so (ASX Listing Rule 10.11.3);</p> <ul style="list-style-type: none"> <li>an Associate of a person referred to in ASX Listing Rules 10.11.1 to 10.11.3 (ASX Listing Rule 10.11.4); or</li> <li>a person whose relationship with the Company or a person referred to in ASX Listing Rules 10.11.1 to 10.11.4 is such that, in ASX's opinion, the issue or agreement should be approved by Shareholders (ASX Listing Rule 10.11.5),</li> </ul> <p><b>(LR 10.11 Party)</b></p> <p>unless it obtains the approval of its Shareholders.</p>
<b>Voting exclusion</b>	A voting exclusion applies in respect of this Item 5 as set out below.	<p>The proposed issue of Shares and Attaching Options to the Participating Directors falls within Listing Rule 10.11.1 and does not fall within any of the exceptions in ASX Listing Rule 10.12. It therefore requires Shareholder approval under ASX Listing Rule 10.11 due to Mr Michael Carrick (as the Company's Chairman), Ms Justine Magee (as the Company's CEO) and also Mr Robert Scott (as the Company's Non-Executive Director) holding Board positions in the Company being related parties of the Company for the purposes of the ASX Listing Rules.</p> <p>If Items 6 to 8 are passed, the Company will be able to proceed with the issue of Shares and Attaching Options to the Participating Directors as noted above. If approval is given for the issue of Shares and Attaching Options under ASX Listing Rule 10.11, approval is not required under ASX Listing Rule 7.1.</p> <p>If Items 6 to 8 are not passed, the Company will not be able to proceed with the issue of the relevant Shares and Attaching Options to the Participating Directors as noted above.</p>
<b>Board recommendation</b>	<p>The Board unanimously recommends Shareholders vote <b>in favour</b> of Item 5.</p> <p>The Chair intends to vote undirected proxies <b>in favour</b> of Item 5.</p>	
<b>Voting exclusion statement</b>	<p>The Company will disregard any votes cast in favour of Item 5 by or on behalf of:</p> <ul style="list-style-type: none"> <li>Mr Michael Vitton or any person who will obtain a material benefit as a result of the issue of the Options, except a benefit solely by reason of being a Shareholder; or</li> <li>an Associate (as defined in the ASX Listing Rules) of those persons.</li> </ul> <p>However, this does not apply to a vote cast in favour of Item 5 by:</p> <ul style="list-style-type: none"> <li>a person as proxy or attorney for a person who is entitled to vote on Item 5, in accordance with the directions given to the proxy or attorney to vote on Item 5 in that way; or</li> <li>the Chair as proxy or attorney for a person who is entitled to vote on Item 5, in accordance with a direction given to the Chair to vote on Item 5 as the Chair decides; or</li> <li>a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met: <ul style="list-style-type: none"> <li>the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an Associate of a person excluded from voting, on Item 5; and</li> <li>the holder votes on Item 5 in accordance with directions given by the beneficiary to the holder to vote in that way.</li> </ul> </li> </ul>	
<b>ITEMS 6, 7 AND 8 APPROVAL FOR PARTICIPATING DIRECTORS TO PARTICIPATE IN THE PRIVATE PLACEMENT</b>		
<b>Purpose of approval</b>	<p>Items 6 to 8 seek the approval of Shareholders pursuant to ASX Listing Rule 10.11 to enable the Participating Directors and/or their nominees to participate in the second tranche of the Private Placement on the same terms and conditions as other investors.</p> <p>The Joint Lead Managers to the Private Placement requested that the directors participate to assist with marketing.</p> <p>ASX Listing Rule 10.11 provides that unless one of the exceptions in ASX Listing Rule 10.12 applies, the Company must not issue or agree to issue equity securities to:</p> <ul style="list-style-type: none"> <li>a related party (ASX Listing Rule 10.11.1);</li> <li>a person who is, or was at any time in the 6 months before the issue or agreement, a substantial (30%+) holder in the Company (ASX Listing Rule 10.11.2);</li> <li>a person who is, or was at any time in the 6 months before the issue or agreement, a substantial (10%+) holder in the</li> </ul>	<p><b>Securities to be issued and allottees</b></p> <p>Mr Carrick and/or his nominees (under Item 6) will be issued 2,083,334 Shares and 1,388,889 Attaching Options.</p> <p>Ms Magee and/or her nominees (under Item 7) will be issued 520,834 Shares and 347,223 Attaching Options.</p> <p>Mr Scott and/or his nominees (under Item 8) will be issued 1,000,000 Shares and 666,667 Attaching Options.</p> <p>The Company will apply to ASX for quotation of the Shares issued (including those issued on exercise of the Attaching Options) under Items 6 to 8 in the form of CDIs. Please refer to the section entitled "CDIs" on page 7 above for details regarding the issue of CDIs, which will be quoted and traded on ASX in place of Shares.</p>
		<p><b>Date of issue</b></p> <p>Shares and Attaching Options in relation to each approved Item will be issued in early September 2023 or such other date as agreed by the Company and its brokers, which, in any event will be no later than 1 month after the date of the Shareholder approval.</p>
		<p><b>Relationship with the Company</b></p> <p>Mr Carrick, Ms Magee and Mr Scott are LR 10.11 Parties by virtue of holding Board positions in the Company and accordingly require approval under ASX Listing Rule 10.11 to be issued securities by application of ASX Listing Rule 10.11.1.</p>



<b>Issue price</b>	With respect to the Shares, A\$0.048 per Share, being the same price as the Shares issued to unrelated parties under the Private Placement (which is the subject of Items 1, 2 and 3). No subscription amount applies to the Attaching Options.
<b>Terms</b>	Each Share (including each Share to be issued on exercise of any Attaching Options) will rank equally in all respects with existing Shares.
<b>Use of funds</b>	For the Shares, please refer to "Use of Funds" under the heading "Details required by ASX Listing Rules" in respect of Item 1 on page 8. For the Attaching Options, please refer to "Use of Funds" under the heading "Details required by ASX Listing Rules" in respect of Item 3 on page 10.
<b>Voting exclusion</b>	A voting exclusion applies in respect of Items 6 to 8 as set out below.

### Board recommendation

The Board (other than the individual director subject to the voting exclusion for the particular resolution) recommends that Shareholders vote **in favour** of Items 6 to 8.

The Chair intends to vote undirected proxies **in favour** of Items 6 to 8.

### Voting exclusion statement

The Company will disregard any votes cast in favour of Items 6 to 8 by or on behalf of:

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

However, this does not apply to a vote cast in favour of Items 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 APPROVAL FOR THE ISSUE OF SHARES AND ATTACHING OPTIONS TO EQUINOX (A RELATED PARTY)

### Background

Equinox wishes to:

- participate in the second tranche of the Private Placement and, subject to Shareholder approval, has committed to subscribe for 57,524,880 Shares (in the form of CDIs); and

- receive 38,349,920 Attaching Options.

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

### Purpose of approval

Item 9 seeks the approval of Shareholders pursuant to ASX Listing Rule 10.11 to approve the issue of Shares and Attaching Options to Equinox and/or its nominees as part of the second tranche of the Private Placement on the same terms and conditions as other investors.

ASX Listing Rule 10.11 provides that unless one of the exceptions in ASX Listing Rule 10.12 applies, the Company must not issue or agree to issue equity securities to a LR 10.11 Party (as defined on page 12 above) unless it obtains the approval of its Shareholders.

The issue of Shares and Attaching Options to Equinox falls within Listing Rule 10.11.1 and does not fall within any of the exceptions in ASX Listing Rule 10.12. It therefore requires Shareholder approval under ASX Listing Rule 10.11 due to Non-Executive Director Mr Sean Fieler holding a Board position in the Company and being a related party of the Company for the purposes of the ASX Listing Rules.

If Item 9 is passed, the Company will be able to proceed with the issue of Shares and Attaching Options to Equinox as noted above. If approval is given for the issue of Shares and Attaching Options under ASX Listing Rule 10.11, approval is not required under ASX Listing Rule 7.1.

If Item 9 is not passed, the Company will not be able to proceed with the issue of the relevant Shares and Attaching Options to Equinox as noted above and any funds held by the Company in respect of those Shares will be returned to them and the Company may need to seek alternative funding sources in order to progress the Company's projects and to ensure that the Company has sufficient working capital.

### Item 9 is conditional on Item 4

Item 9 is subject to, and conditional on, at least 50% of the votes cast on Item 4 above being cast in favour of the issue of Shares and Attaching Options to Marston Limited (as nominee of the Hains Family).

Therefore, the Company will only put Item 9 to Shareholders if Item 4 is passed.

### Details required by ASX Listing Rules

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

**Securities to be issued and allottees** Equinox and/or its nominees will be issued 57,524,880 Shares and 38,349,920 Attaching Options.

The Company will apply to ASX for quotation of the Shares issued under Item 9 (including those issued on exercise of the Attaching Options) in the form of CDIs.

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

**Date of issue** If this Item 9 is approved, Shares and Attaching Options will be issued to Equinox in early September 2023 or such other date as agreed by the Company and its brokers, which, in any event will be no later than 1 month after the date of the Shareholder approval.



<b>Relationship with the Company</b>	Equinox is a LR 10.11 Party by virtue of Mr Sean Fieler's positions as a controlling member of Equinox Partners GP, the General Partner of Equinox, and a Non-Executive Director of the Company's Board. As at the date of this Notice, RTG understands Equinox and its associates have a relevant interest in 165,067,505 CDIs.
<b>Issue price</b>	With respect to the Shares, A\$0.048 per Share, being the same price as the Shares issued to unrelated parties under the Private Placement (which is the subject of Items 1, 2 and 3). No subscription amount applies to the Attaching Options.
<b>Terms</b>	Each Share (including each Share to be issued on exercise of any Attaching Options) will rank equally in all respects with existing Shares.
<b>Use of funds</b>	For the Shares, please refer to "Use of Funds" under the heading "Details required by ASX Listing Rules" in respect of Item 1 on page 8. For the Attaching Options, please refer to "Use of Funds" under the heading "Details required by ASX Listing Rules" in respect of Item 3 on page 10.
<b>Voting exclusion</b>	A voting exclusion applies in respect of this Item 9 as set out below.

#### Board recommendation

The Board (other than Mr Sean Fieler, being the individual director subject to the voting exclusion for this resolution) recommends that Shareholders vote **in favour** of Item 9.

The Chair intends to vote undirected proxies **in favour** of Item 9.

#### Voting exclusion statement

The Company will disregard any votes cast in favour of Item 9 by or on behalf of:

- Equinox and any other person who will obtain a material benefit as a result of the issue of the securities (except a benefit solely by reason of being a holder of ordinary securities in the Company) or his/her nominee; or
- an Associate (as defined in the ASX Listing Rules) of that person or those persons (including Mr Sean Fieler and Equinox).

However, this does not apply to a vote cast in favour of Item 9 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 10 OTHER BUSINESS

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

## GENERAL COMPANY INFORMATION

### RELATIONSHIP BETWEEN THE COMPANY AND PROFESSIONAL PERSONS

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

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

### INFORMATION FOR CANADIAN HOLDERS

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

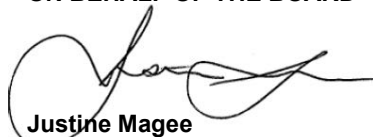
As a result, the Company does not include a management information circular pursuant to National Instrument 51-102 – Continuous Disclosure Obligations in this Notice and Canadian shareholders are cautioned that the disclosures contained in this Notice of Meeting and Explanatory Memorandum may not be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

## BOARD APPROVAL

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

Dated at Perth, Australia, as of the 2<sup>nd</sup> of August, 2023.

### ON BEHALF OF THE BOARD



**Justine Magee**

**Director and Chief Executive Officer**

**2 August 2023**

## Annexure A – Terms and Conditions of Attaching Options

### 1 Vesting

There are no vesting conditions applicable to the Attaching Options.

### 2 Entitlement

Each Attaching Option entitles the optionholder to subscribe for one fully paid ordinary share (**Share**) in the capital of RTG Mining Inc. (the **Company**).

### 3 Exercise Price

The exercise price for each Attaching Option is A\$0.075 (**Exercise Price**).

### 4 Quotation of the Attaching Options

The Attaching Options are unlisted and quotation of the Attaching Options will not be sought, whether on the Australian Securities Exchange (**ASX**), the Toronto Stock Exchange (**TSX**) or otherwise. The Company will apply for quotation by ASX of the Shares issued upon exercise of the Attaching Options if the Shares of the Company are quoted at that time.

### 5 Expiry

The Attaching Options expire at 5:00pm (AEST) on the date that is 12 months from the date of issue of the Attaching Options (**Expiry Time**). An Attaching Option not exercised before the Expiry Time will automatically lapse at the Expiry Time.

### 6 Exercise period

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

### 7 Manner of exercise

(a) The optionholder may exercise Attaching Options by delivery to the Company at its registered office:

- (i) the certificate for those Attaching Options;
- (ii) an executed written notice for the exercise of the Attaching Options and specifying the number of Attaching Options exercised; and
- (iii) payment of the Exercise Price for each Attaching Option exercised. The Company may at its absolute discretion permit the Exercise Price to be paid in another currency based on the prevailing exchange rate on the date of exercise.

Any notice of exercise of an Attaching Option received by the Company will be deemed to be a notice of exercise of that Attaching Option as at the date of receipt of the notice of exercise and the payment of the Exercise Price for each Attaching Option being exercised in cleared funds.

(b) Once given, the exercise notice may only be revoked at the request of the Company with the consent of the optionholder (such consent not to be unreasonably withheld). The optionholder must not withhold such consent where the Company has come into possession of Excluded Information (as defined in sections 708A(7) and (8) of the *Corporations Act 2001* (Cth)) (**Corporations Act**) and considers it is not in the Company's interests to disclose that Excluded Information under the Corporations Act at that time.

(c) Unless the Board determines otherwise in its absolute discretion, the optionholder must not exercise Attaching Options during the period that trading in the Company's securities is prohibited in accordance with the Scheduled Black-out Period in the Company's share trading policy (being one week prior and ending on the second business day following the date on which an announcement has been issued in respect of the Company's interim or annual financial statements). The Company must notify the optionholder when a Black-out Period is in effect.

### 8 Allotment of Shares on exercise

(a) The Company must issue to the optionholder the Shares to be issued on exercise of an Attaching Option within five Business Days (as such term is defined in the ASX Listing Rules, or, if the Company is not listed on the ASX but is listed on TSX, within ten trading days, as defined in the rules of the TSX) of the date on which the notice of exercise was delivered to the Company; and

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

## **9 Ranking of Shares issued on exercise**

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

## **10 Quotation of Shares on exercise**

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

## **11 Transfers**

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

## **12 Participation in new issues**

The optionholder has no participating right or entitlement as the holder of an Attaching Option, without exercising an Attaching Option and being issued Shares on exercise of an Attaching Option prior to the record date for the new issue, to participate in new issues of capital offered to the Company's shareholders.

## **13 Bonus issues**

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

## **14 Reorganisation of capital**

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

**15 Options register**

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

## Annexure B – Terms and Conditions of Options

### 1 Vesting

There are no vesting conditions applicable to the Options.

### 2 Entitlement

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

### 3 Exercise Price

The exercise price for each Option is A\$0.12 (**Exercise Price**).

### 4 Quotation of the Options

The Options are unlisted and quotation of the Options will not be sought, whether on the Australian Securities Exchange (**ASX**), the Toronto Stock Exchange (**TSX**) or otherwise. The Company will apply for quotation by ASX of the Shares issued upon exercise of the Options if the Shares of the Company are quoted at that time.

### 5 Expiry

The Options expire at 5:00pm (AEST) on 30 June 2025 (**Expiry Time**). An Option not exercised before the Expiry Time will automatically lapse at the Expiry Time.

### 6 Exercise period

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

### 7 Manner of exercise

- (a) The optionholder may exercise Options (in parcels of at least 500,000 Options unless the optionholder's holding is less than 500,000 Options in which case the optionholder may exercise its entire holding) by delivery to the Company at its registered office:
- (i) the certificate for those Options;
  - (ii) an executed written notice for the exercise of the Options and specifying the number of Options exercised; and
  - (iii) payment of the Exercise Price for each Option exercised. The Company may at its absolute discretion permit the Exercise Price to be paid in another currency based on the prevailing exchange rate on the date of exercise.

Any notice of exercise of an Option received by the Company will be deemed to be a notice of exercise of that Option as at the date of receipt of the notice of exercise and the payment of the Exercise Price for each Option being exercised in cleared funds.

- (b) Once given, the exercise notice may only be revoked at the request of the Company with the consent of the optionholder (such consent not to be unreasonably withheld). The optionholder must not withhold such consent where the Company has come into possession of Excluded Information (as defined in sections 708A(7) and (8) of the *Corporations Act 2001* (Cth)) (**Corporations Act**) and considers it is not in the Company's interests to disclose that Excluded Information under the Corporations Act at that time.
- (c) Unless the Board determines otherwise in its absolute discretion, the optionholder must not exercise Options during the period that trading in the Company's securities is prohibited in accordance with the Scheduled Black-out Period in the Company's share trading policy (being one week prior and ending on the second business day following the date on which an announcement has been issued in respect of the Company's interim or annual financial statements). The Company must notify the optionholder when a Black-out Period is in effect.

### 8 Allotment of Shares on exercise

- (a) The Company must issue to the optionholder the Shares to be issued on exercise of an Option within five Business Days (as such term is defined in the ASX Listing Rules, or, if the Company is not listed on the ASX but is listed on TSX, within ten trading days, as defined in the rules of the TSX) of the date on which the notice of exercise was delivered to the Company; and
- (b) subject to clause 8(c) below, if the Company is listed on ASX at the date of exercise, the Company must, if it is legally able to, provide a notice which complies with the requirements of



sections 708A(5)(e) and 708A(6) of the Corporations Act (**Cleansing Notice**) to ASX on the date the Shares referred to in clause 8(a) are issued; or

- (c) if the Cleansing Notice for any reason is not effective or if the Company cannot satisfy the requirements in order to give a Cleansing Notice, to ensure that an offer for sale of those Shares does not require disclosure to investors, then at the Company's election:
- (i) the Company must no later than sixty (60) days after the date of issue of those Shares lodge with ASIC a prospectus prepared in accordance with the Corporations Act and do all such things necessary to satisfy section 708A(11) of the Corporations Act to ensure that an offer for sale of those Shares does not require disclosure to investors; or
  - (ii) the Company may request and the optionholder must provide an undertaking to the Company not to sell the relevant Shares in circumstances in which would otherwise require the holder or the Company to issue a disclosure document under the Corporations Act in relation to the sale offer for a period of 12 months after the date of issue.

**9 Ranking of Shares issued on exercise**

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

**10 Quotation of Shares on exercise**

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

**11 Transfers**

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

**12 Participation in new issues**

The optionholder has no participating right or entitlement as the holder of an Option, without exercising an Option and being issued Shares on exercise of an Option prior to the record date for the new issue, to participate in new issues of capital offered to the Company's shareholders.

**13 Bonus issues**

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

**14 Reorganisation of capital**

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

- (a) in a consolidation of Shares, the number of Options must be consolidated in the same ratio as Shares and the Exercise Price must be amended in inverse proportion to that ratio;
- (b) in a subdivision of Shares, the number of Options must be sub-divided in the same ratio as Shares and the Exercise Price must be amended in inverse proportion to that ratio;
- (c) in a return of capital to shareholders, the number of Options must remain the same, and the Exercise Price of each Option must be reduced by the same amount as the amount returned in relation to each Share;

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

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

## **15 Options register**

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



000001

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

Security Class

SHARES

Holder Account Number

C1234567890 IND

Fold

**Form of Proxy - Extraordinary General Meeting to be held on August 31, 2023****This Form of Proxy is solicited by and on behalf of Management.****Notes to proxy**

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

Fold

**Proxies submitted must be received by 10:00 am (Perth, Western Australia time), on August 29, 2023.****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 **Extraordinary 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 August 31, 2023 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
1. Ratification of issue of shares issued under ASX Listing Rule 7.1	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2. Ratification of issue of shares issued under ASX Listing Rule 7.1A	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3. Approval for issue of attaching options to Tranche 1 Participants	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4. Approval for issue of shares and attaching options to Marston Limited (Nominee of the Hains family)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5. Approval for issue of options to Mr Michael Vitton (Nominee of M2-Advisors)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6. Approval for Mr Michael Carrick to participate in private placement	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7. Approval for Ms Justine Magee to participate in private placement	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
8. Approval for Mr Robert Scott to participate in private placement	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
9. Approval for issue of shares and attaching options to Equinox (A Related Party)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Fold

Fold

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

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

Signature(s)

Date

MM / DD / YY



## 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 (AWST) on Monday, 28 August 2023.**

# CDI Voting Instruction Form

## How to Vote on Items of Business

Each CHESS Depositary Interest (CDI) is equivalent to one share of Company Common Stock, so that every 1 (one) CDI registered in your name at 10:00am (AWST) on Thursday, 27 July 2023 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: 182814**

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.

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



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

# CDI Voting Instruction Form

Please mark ☒ to indicate your directions

## Step 1 CHES Depositary Nominees Pty Ltd will vote as directed

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### Voting Instructions to CHES Depositary Nominees Pty Ltd

At the Extraordinary General Meeting of RTG Mining Inc ("the Company") to be held at The Park Business Centre, 45 Ventnor Avenue, West Perth, Western Australia on Thursday, 31 August 2023 at 10:00am (AWST) and at any adjournment of that meeting, I/We being a holder of CHES Depositary Interests of RTG Mining Inc, hereby:

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

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

**OR**

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

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

## Step 2 Items of Business

**PLEASE NOTE:** If you mark the **Abstain** box for an item, you are directing CHES 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
1. Ratification of issue of shares issued under ASX Listing Rule 7.1	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	7. Approval for Ms Justine Magee to participate in private placement	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2. Ratification of issue of shares issued under ASX Listing Rule 7.1A	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	8. Approval for Mr Robert Scott to participate in private placement	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3. Approval for issue of attaching options to Tranche 1 Participants	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	9. Approval for issue of shares and attaching options to Equinox (A Related Party)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4. Approval for issue of shares and attaching options to Marston Limited (Nominee of the Hains family)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				
5. Approval for issue of options to Mr Michael Vitton (Nominee of M2-Advisors)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				
6. Approval for Mr Michael Carrick to participate in private placement	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				

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

Individual or Securityholder 1

Sole Director & Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director/Company Secretary

/ /

Date

**Update your communication details** (Optional)

Mobile Number

Email Address

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

RTG

3 0 1 0 4 0 A



Computershare

