



CORPORATE HEADQUARTERS

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

ABN: 164 362 850

T: +61 8 6489 2900

F: +61 8 6489 2920

ABN 70 164 362 850

RTG Mining Inc.

Notice of Annual General Meeting **10:00am (Perth, Western Australia time), Friday, 24 May** **2024**

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

The Annual General Meeting of RTG Mining Inc. (**RTG** or the **Company**) will be held at The Park Business Centre, 45 Ventnor Avenue, West Perth, Western Australia 6005 at 10:00am (Perth, Western Australia time) Friday, 24 May 2024

BUSINESS OF THE MEETING

Items of Business		Shareholder Approval	Further Details
1. RECEIVE CONSOLIDATED ANNUAL FINANCIAL STATEMENTS	To receive the consolidated audited annual financial statements of the Company for the financial year ended 31 December 2023, together with the reports of the auditor thereon.	N/A	Page 6
2. APPROVAL OF APPOINTMENT OF AUDITORS AND TO AUTHORISE THE DIRECTORS TO FIX THE AUDITOR'S REMUNERATION	To appoint BDO Audit Pty Ltd. as auditor of the Company for the ensuing year, and authorise the Directors to fix the auditor's remuneration.	Ordinary resolution	Page 6
3. APPROVAL OF ADDITIONAL CAPACITY TO ISSUE SHARES UNDER ASX LISTING RULE 7.1A	To approve the ability for the Company to issue Equity Securities totalling up to 10% of the issued capital of the Company at the time of issue, calculated in accordance with the formula prescribed in ASX Listing Rule 7.1A.2 and on the terms and conditions in the Explanatory Memorandum.	Special resolution	Page 6
4. APPROVAL TO FIX NUMBER OF DIRECTORS	To fix the maximum number of Directors and to re-elect Directors of the Company for the ensuing year.	Ordinary resolution	Page 8
5. RATIFICATION AND APPROVAL OF LOAN FUNDED SHARE PLAN	To ratify and approve the loan funded share plan, pursuant to which eligible participants of the Company will be invited to subscribe for fully paid shares in the Company using financial assistance provided by the Company.	Ordinary resolution	Page 11
6. OTHER BUSINESS	To transact such further or other business, including without limitation such amendments or variations to any of the foregoing resolutions, as may properly come before the Meeting and any adjournments thereof.	N/A	Page 12

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 15 April 2024 (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 15 April 2024 (Perth, Western Australia time) (**Voting Entitlement Date**) will be entitled to vote on Items at the Company's 2024 Annual 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 FORMS

SHAREHOLDERS (INVESTORS TRADING ON TSX)

Solicitation of Proxies

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

Proxy Form

Enclosed with this Notice is a personalised proxy form (**Proxy Form**). The Proxy Form allows Shareholders who are not attending the Meeting to appoint a proxy to vote on their behalf.

If you hold Shares in more than one capacity, please complete the Proxy Form that is relevant to each holding.

Appointing proxies and attending the Meeting

Shareholders have the right to appoint a person or company (a proxy) to attend and act for the Shareholder and on behalf of the Shareholder at the Meeting, either by inserting the proxy's name in the blank space provided in the Proxy Form and striking out the two proxy names, or by completing another proxy. A proxy need not be a Shareholder of the Company.

A Shareholder entitled to attend and vote at the Meeting can appoint up to two proxies, and should specify the proportion or number of votes each proxy is appointed to exercise. If no proportion or number is specified, each proxy may exercise half of the Shareholder's votes. If you wish to appoint two proxies please call +61 8 6489 2900 and request an additional Proxy Form.

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 22 May 2024.

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 21 May 2024.

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 21 May 2024.

VOTING SECURITIES AND PRINCIPAL HOLDERS THEREOF

To the knowledge of the Company's directors and officers, other than Franklin Advisers, Inc. and its affiliates, Equinox Partners and its affiliates and Marston Limited and its affiliates, there are no persons or companies who beneficially own or exercise control or direction over, directly or indirectly, more than 10% of the Company's Shares as at 15 April 2024.

PROXY AND VOTING FORMS LOGISTICS

Undirected proxies

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

Power of attorney and corporate representatives

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

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

Lodging Proxy Forms and CDI Voting Instructions Forms

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

Mail:

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

Facsimile:

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

Electronically:

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

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

Mobile:

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

Intermediary Voting Instruction Forms

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

ENQUIRIES

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

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

ADDITIONAL INFORMATION

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

26 April 2024

EXPLANATORY MEMORANDUM AND RESOLUTIONS

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

Background

The financial statements of the Company as at and for the year ended December 31, 2023 and the Auditor's Report thereon accompanying the Meeting materials will be placed before the Shareholders at the Meeting for their consideration. The Company's auditor, BDO Audit Pty Ltd., will be present at the meeting and Shareholders will have an opportunity to ask the auditor questions in relation to the conduct of the audit, the Auditor's Report, the Company's accounting policies, and the independence of the auditor. The auditor will also respond to any written questions provided these are submitted to the Company no later than five business days prior to the Meeting. There is no requirement for Shareholders to approve the Company's financial statements and Auditor's Report.

ITEM 2 APPROVAL OF APPOINTMENT OF AUDITORS AND TO AUTHORISE THE DIRECTORS TO FIX THE AUDITOR'S REMUNERATION

Background

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

Resolution

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

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

Board Recommendation

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

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

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

Background

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

Under ASX Listing Rule 7.1A, however, an Eligible Entity (as defined below) can seek approval from its Shareholders, by

way of a special resolution passed at its annual general meeting, to issue up to that number of Equity Securities (as defined below) equal to 10% of its issued capital (**10% Placement Capacity**) without using that company's existing 15% annual placement capacity granted under ASX Listing Rule 7.1.

For the purposes of ASX Listing Rule 7.1A, an **'Equity Security'** includes a share, a unit in a trust, a right to a share or unit in a trust or option, an option over an issued or unissued security, a convertible security, or any security that ASX decides to classify as an "equity security". Any Equity Securities issued under the 10% Placement Capacity must be in the same class as an existing class of quoted Equity Securities.

An **'Eligible Entity'** means an entity which is not included in the S&P/ASX 300 Index and which has a market capitalisation of \$300 million or less. The Company is an Eligible Entity for these purposes because it is not included in the S&P/ASX 300 Index and has a current market capitalisation of approximately \$28.22 million (based on the number of Shares on issue and the closing price of Shares on the ASX as at 8 April 2024). Therefore, the Company is expected to be an Eligible Entity as at the time of the Meeting.

The Company seeks Shareholder approval by way of a special resolution for the Company to have the additional capacity provided for in ASX Listing Rule 7.1A to issue Equity Securities without Shareholder approval.

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

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

Number of Equity Securities which may be issued using 10% Placement Capacity

Based on the number of Shares on issue at the date of this Notice, the Company will have 1,128,651,665 Shares on issue and therefore, subject to Shareholder approval being obtained under this Item 3, 112,865,166 Equity Securities will be permitted to be issued in accordance with ASX Listing Rule 7.1A. Shareholders should note that the calculation of the number of Equity Securities permitted to be issued under the 10% Placement Capacity is a moving calculation and will be based on the formula set out in ASX Listing Rule 7.1A.2 at the time of issue of the Equity Securities. That formula is:

(A x D) – E

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

- plus the number of fully paid Shares issued in the Relevant Period under an exception in ASX Listing Rule 7.2 other than exception 9, 16 or 17;
- plus the number of fully paid Shares issued in the Relevant Period on the conversion of convertible securities within ASX Listing Rule 7.2 exception 9 where:
 - the convertible securities were issued or agreed to be issued before the commencement of the Relevant Period; or
 - the issue of, or agreement to issue, the convertible securities was approved, or taken under the ASX Listing Rules to have been approved, under ASX Listing Rules 7.1 or 7.4;

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

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

D is 10%

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

Specific information required by ASX Listing Rule 7.3A

Date of issue

- If Item 3 is passed, the issue of Equity Securities under the 10% Placement Capacity will be valid during the period from the date of the Meeting and will expire on the earlier of:
 - the date that is 12 months after the date of the Meeting;
 - the time and date of the Company's next annual general meeting; and
 - the time and date on which the Company receives approval by Shareholders for a transaction under ASX Listing Rules 11.1.2 (a significant change to the nature or scale of activities) or 11.2 (disposal of main undertaking).

Minimum price

- The Equity Securities to be issued will be in an existing class of quoted securities and will be issued for cash consideration at an issue price per Equity Security of not less than 75% of the volume weighted average price for the Company's Equity Securities over the 15 ASX trading days on which trades in the class were recorded immediately before:
 - the date on which the price at which the Equity Securities are to be issued is agreed by the Company and the recipient of the Equity Securities; or
 - if the Equity Securities are not issued within 10 ASX trading days of the date in the above paragraph, the date on which the Equity Securities are issued.

Purpose of issue

- If Equity Securities are issued under the 10% Placement Capacity, it is expected that funds raised will be used to continue to explore and develop the Company's current assets, to acquire new assets or investments, and for general working capital, including:
 - To assist Mt. Labo Exploration and Development Corporate (**Mt. Labo**) advance the Mabilo Project towards start-up, the first phase being a Direct

Shipping Operation including addressing the restructuring plans in the Philippines;

- To progress the Chanach Project in Kyrgyzstan;
- To continue to pursue new potential business development opportunities, including the Panguna Project in the Autonomous Region of Bougainville.
- At the date of the Notice, the Company is not proposing to make an issue of Equity Securities under ASX Listing Rule 7.1A if approved at the Meeting and has not approached any particular existing Shareholder or security holder or an identifiable class of existing security holder to participate in any such issue. Accordingly, no Shareholders are currently excluded from voting on this Item.

Risk of dilution

- If this Item 3 is approved by Shareholders and the Company issues Equity Securities under the 10% Placement Capacity, the existing Shareholders' economic and voting interests in the Company will be diluted. There is also a risk that:
 - the market price for the Company's Equity Securities may be significantly lower on the date of the issue of the Equity Securities than on the date the 10% Placement Capacity was approved; and
 - the Equity Securities may be issued at a price that is at a discount to the market price for the Company's Equity Securities on the issue date.

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

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

This table assumes:

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

Shares on issue Variable 'A' in ASX Listing Rule 7.1A.2	Dilution			
	10% voting dilution	At 50% decrease in market price	At current market price ¹	At 100% increase in market price
	(Shares)	\$0.017	\$0.033	\$0.066
1,128,651,665 Shares (Current Variable 'A')	10% Voting Dilution	112,865,167 Shares	112,865,167 Shares	112,865,167 Shares
	Funds Raised	\$1,862,275	\$3,724,550	\$7,449,101
1,692,977,498 Shares (50% increase in Variable 'A')	10% Voting Dilution	169,297,750 Shares	169,297,750 Shares	169,297,750 Shares
	Funds Raised	\$2,793,413	\$5,586,826	\$11,173,651
2,257,303,330 Shares (100% increase in Variable 'A')	10% Voting Dilution	225,730,333 Shares	225,730,333 Shares	225,730,333 Shares
	Funds Raised	\$3,724,550	\$7,449,101	\$14,898,202

* A has the meaning in the calculation on page 6.

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

Allocation policy

- The identity of the persons to whom Shares will be issued is not yet known and will be determined on a case by case basis having regard to market conditions at the time of the proposed issue of Equity Securities and the Company's allocation policy, which involves consideration of matters including, but not limited to:
 - the ability of the Company to raise funds at the time of the proposed issue of Equity Securities and whether the raising of any funds under such placement could be carried out by means of an entitlement offer, or a placement and an entitlements offer;
 - the dilutionary effect of the proposed issue of the Equity Securities on existing Shareholders at the time of proposed issued of Equity Securities;
 - the financial situation and solvency of the Company; and
 - advice from its professional advisers, including corporate, financial and broking advisers (if applicable).

The persons to whom Shares will be issued under the 10% Placement Capacity have not been determined as at the date of this Notice, but will not include related parties (or their associates) of the Company.

Issues in prior 12 months

- The Company has not previously issued or agreed to issue Equity Securities under ASX Listing Rule 7.1A.2 in the 12 months preceding the date of this Notice.

Resolution

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

"Be it resolved as a special resolution that, pursuant to and in accordance with ASX Listing Rule 7.1A and for all other purposes, Shareholders approve the issue of Equity Securities totalling up to 10% of the issued capital of the Company at the

time of issue, calculated in accordance with the formula prescribed in ASX Listing Rule 7.1A.2 and on the terms and conditions in the Explanatory Memorandum."

Board Recommendation

The Board unanimously recommends Shareholders vote in favour of Item 3.

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

ITEM 4 APPROVAL TO FIX NUMBER OF DIRECTORS

Background

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

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

¹ RTG MINING CDI 1:1 (RTG.ASX) closing price on 17 April 2024

Name, Position and Place of Residence	Skills and Experience	Principal Occupation	Term as Director	Shares in the Company Beneficially Owned, Controlled or Directed as at the date of this Notice of Annual General Meeting
Mr. Michael Carrick Director and Chairman Perth, Western Australia	Michael Carrick is a Chartered Accountant with over 30 years of experience in the resources sector. Mr. Carrick was a senior international partner of accounting firm Arthur Andersen. He has been responsible for the development of seven major gold mines in five countries, including the development of the first major gold mines in Tanzania and Mongolia, and most recently the largest gold mine in the Philippines.	Director and Chairman of RTG Mining Inc and Director of Japan Gold.	28 March 2013 to present	11,218,469 Shares
Ms. Justine Magee President and Chief Executive Officer Perth, Western Australia	Justine Magee is a Chartered Accountant with extensive experience in the resource sector having headed the corporate and finance areas for Resolute Limited for 6 years. She was formerly with Arthur Andersen and a Director of AGR Limited and Director and CFO of CGA Mining Limited. Ms. Magee holds a Commerce Degree from the University of Western Australia.	Director and Chief Executive Officer of RTG Mining Inc.	28 March 2013 to present	8,682,480 Shares
Mr. Robert Scott ⁽¹⁾ Independent Lead Director Perth, Western Australia	Robert Scott is a Fellow of the Institute of Chartered Accountants in Australia with over 35 years' experience as a corporate advisor. Mr. Scott is a former senior partner of the international accounting firms of KPMG and Arthur Andersen.	Director of Castillo Copper Limited.	28 March 2013 to present	3,080,770 Shares
Mr. Phillip Lockyer ^{(2) (3)} Independent Director Perth, Western Australia	Phillip Lockyer is a Mining Engineer and Metallurgist with more than 40 years' experience in the mining industry, with an emphasis on gold and nickel, in both underground and open pit mining operations. Mr. Lockyer was employed by WMC Resources for 20 years reaching the position of General Manager of Western Australia responsible for that company's gold and nickel divisions.	Director of GR Engineering Services Limited.	28 March 2013 to present	565,385 Shares
Mr. Sean Fieler ^{(2) (3)} Independent Director	Sean Fieler is the CIO and President of Equinox Partners Investment Management, a Connecticut-based money manager. He joined Equinox Partners in 1995 after graduating from Williams College. For the past twenty years, he has built a track record as an investor in precious metals mining and emerging markets equities.	CIO and President of Equinox Partners	12 October 2020 to present	129,190,351 Shares
Mr. Kenneth Caruso Independent Director	Kenneth Caruso is an attorney based in New York, with over 40 years of legal experience, specialising in both civil and criminal matters, often involving international jurisdictions. Mr. Caruso is Special Counsel to Mukasey Frenchman, a New York City law firm. Prior to his current position, he was a partner in the New York office of the global law firm, White & Case.	Special Counsel to Mukasey Frenchman	7 April 2022 to present	Nil Shares

Notes

(1) *Chair of Risk and Audit Committee and Remuneration and Nomination Committee*

(2) *Member of Risk and Audit Committee*

(3) *Member of the Remuneration and Nomination Committee*

As of the date of this Explanatory Memorandum, approximately 152,737,455 Shares of the Company were beneficially owned, or controlled or directed, directly or indirectly, by the current Directors of the Company as a group, representing approximately, 13.53% of the issued and outstanding Shares of the Company on a non-diluted basis.

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

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

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

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

Mr. Lockyer was a director of Western Desert Resources Limited (**Western Desert**) from 2010-2014 which entered into voluntary administration in 2014. Mr Lockyer disclosed to RTG that Western Desert and its directors in office at the time of Western Desert entering into voluntary administration were subject to proceedings from a former creditor with respect to claims Western Desert was allegedly trading whilst insolvent. The matter was settled out of court in November 2021 on a no-fault basis to Mr Lockyer's director duties.

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

- (a) any penalties or sanctions imposed by a court relating to securities legislation or by a securities regulatory authority or has entered into a settlement agreement with a securities regulatory authority; or
- (b) any other penalties or sanctions imposed by a court or regulatory body that would likely be considered important to a reasonable security holder in deciding whether to vote for a proposed Director.

Resolutions

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

- A "Be it resolved as an ordinary resolution that the maximum number of Directors for the ensuing year be set at six (6)."
- B "Be it resolved as an ordinary resolution that for the purpose of sub-regulation 8.7 of the Company's Articles of Association, the applicable Canadian securities legislation and Section 461 of the TSX Company Manual, ASX Listing Rule 14.4 and for all other purposes, Mr. Michael Carrick be re-elected as a Director of the Company."
- C "Be it resolved as an ordinary resolution that for the purpose of sub-regulation 8.7 of the Company's Articles of Association, the applicable Canadian securities legislation and Section 461 of the TSX Company Manual, ASX Listing Rule 14.4 and for all other purposes, Ms. Justine Magee be re-elected as a Director of the Company."
- D "Be it resolved as an ordinary resolution that for the purpose of sub-regulation 8.7 of the Company's Articles of Association, the applicable Canadian securities legislation and Section 461 of the TSX Company Manual, ASX Listing Rule 14.4 and for all other purposes, Mr. Robert Scott be re-elected as a Director of the Company."
- E "Be it resolved as an ordinary resolution that for the purpose of sub-regulation 8.7 of the Company's Articles of Association, the applicable Canadian securities legislation and Section 461 of the TSX Company Manual, ASX Listing Rule 14.4 and for all other purposes, Mr. Phillip Lockyer be re-elected as a Director of the Company."
- F "Be it resolved as an ordinary resolution that for the purpose of sub-regulation 8.7 of the Company's Articles of Association, the applicable Canadian securities legislation and Section 461 of the TSX Company Manual, ASX Listing Rule 14.4 and for all other purposes, Mr. Sean Fieler be re-elected as a Director of the Company."
- G "Be it resolved as an ordinary resolution that for the purpose of sub-regulation 8.7 of the Company's Articles of Association, the applicable Canadian securities legislation and Section 461 of the TSX Company Manual, ASX Listing Rule 14.4 and for all other purposes, Mr. Kenneth Caruso be re-elected as a Director of the Company."

Board Recommendation

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

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

Majority Voting Policy

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

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

ITEM 5 RATIFICATION AND APPROVAL OF LOAN FUNDED SHARE PLAN

Background

The Company adopted the RTG Loan Funded Share Plan (**RTG Plan**) on November 26, 2012, pursuant to which directors and employees of, and service providers to (**Eligible Participants**, more specifically defined in the RTG Plan and Annexure A), the Company can be invited to subscribe for fully paid Shares in the Company using financial assistance provided by the Company. Shareholders last approved the RTG Plan on May 28, 2021.

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

As at December 31, 2023, an aggregate of C\$7.03 million in loans were outstanding under the RTG Plan.

Since the RTG Plan was last approved on May 28, 2021, no Shares have been issued under the RTG Plan.

In connection with grants to Australian resident participants, the RTG Plan has been updated to reflect the requirements of Division 1A of Part 7.12 of the *Corporations Act 2001* (Cth) introduced by the *Treasury Laws Amendment (Cost of Living Support and Other Measures Act 2022* (Cth), as amended by the ASIC Corporations (Employee Share Schemes) Instrument 2022/1021 (**ESS Regime**) which replaces ASIC Class Order 14/1000 (**Class Order**). A summary of the material terms of the RTG Plan is set out in Annexure A. A copy of the full terms of the RTG Plan may be obtained by contacting the Company.

Purpose of approval

The RTG Plan constitutes a "security-based compensation plan" for the purposes of Section 613 of the TSX Company Manual, which requires Shareholders to approve the RTG Plan every three years following the initial adoption of the RTG Plan. The RTG Plan allows RTG to issue Shares of up to 10% of the RTG's issued and outstanding RTG Shares from time to time on a non-

diluted basis, to Eligible Participants. In any event the number of securities to be issued under the RTG Plan will not exceed 112,865,166 securities.

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

If Item 5 is passed, the Company will be able to issue equity securities under the RTG Plan to Eligible Participants over the 3 year period until May 24, 2027 without using the Company's 15% annual placement capacity under Listing Rule 7.1.

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

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

Shareholder approval is also being sought for the purposes of ASX Listing Rule 10.19 which provides that, without the approval of shareholders, an entity must ensure that no officer of the entity or any of its child entities will be, or may be entitled to 'termination benefits' if the value of those benefits and the termination benefits that are or may become payable to all officers together exceed 5% of the equity interests of the entity as set out in the latest accounts given to ASX under the ASX Listing Rules.

'Termination benefits' are payments, property and advantages that are receivable on termination of employment, engagement or office, except those from any superannuation or provident fund and those required by law to be made.

Under the rules of the RTG Plan, unless otherwise determined by the Board, the full amount outstanding under a loan must be repaid immediately if the participant ceases to be an eligible participant. The Board may, in its sole discretion, waive the right to repayment of all or any part of the outstanding balance of a loan where the Board determines that such a waiver is appropriate. The exercise of this or another discretion under the RTG Plan may constitute a 'termination benefit' for the purposes of ASX Listing Rule 10.19.

Depending upon the value of the termination benefits, and the equity interests of the Company at the time such benefits may crystallise, it is uncertain if the value of the termination benefits would exceed the 5% threshold provided for in ASX Listing Rule 10.19. Shareholder approval is therefore being sought under the ASX Listing Rule in order to give the Company maximum flexibility, in case the value of the termination benefits exceeds this 5% threshold. If Shareholders approve item 5, the value of the benefits will not be counted towards the 5% threshold set out in ASX Listing Rule 10.19. If Shareholders do not approve item 5, the value of the benefits will be counted towards the 5% threshold set out in ASX Listing Rule 10.19.

ESS Regime updates applicable to the RTG Plan

The Company notes the operation of the ESS Regime to the extent grants are made by the Company pursuant to the RTG Plan in reliance on the ESS Regime (as distinct from the existing Class Order):

- **(Issue cap)** There is no cap on issues made for no monetary consideration and issues received by participants outside of Australia. Caps only apply to issues made for monetary consideration (5% for listed entities unless a higher cap is specified in the relevant regulations (if any)) and received by participants in Australia.
- Further, offers of eligible interests to participants under an employee securities incentive plan which would not ordinarily require disclosure, such as offers to senior managers or small-scale offerings are not required to comply with the issue cap.
- **(Expanded eligibility)** An offer may only be made to specified “primary participants” (being directors, employees and service providers, with no minimum requirements of hours of service provided) or certain related persons of a primary participant (including a spouse, parent, child or sibling of the primary participant; controlled bodies corporate of the primary participant or bodies corporate that are trustees of the primary participant’s self-managed superannuation fund).
- **(Quotation and suspension requirements)** An entity can offer eligible interests without first meeting any minimum quotation period, and regardless of any suspensions to the trading of securities.
- 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.

Board Recommendation

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

Resolution

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

“Be it resolved as an ordinary resolution that for the purpose of Section 613 of the TSX Company Manual, ASX Listing Rules 7.2, Exception 13 and 10.19 and for all other purposes:

1. Shareholders ratify and approve the RTG Loan Funded Share Plan (**RTG Plan**), the terms and conditions of the RTG Plan are summarised in Annexure A of this Notice of Annual General Meeting;
2. The Company be permitted to give certain termination benefits to a person in connection with that person ceasing to be an officer of, or ceasing to hold a managerial or executive office in, the Company or a subsidiary of the Company;
3. The Company be and is hereby authorised to grant shares pursuant to and subject to the terms and conditions of the RTG Plan until May 24, 2027; and
4. Any director or officer of the Company be and is hereby authorised and directed to execute or cause to be executed and to deliver or cause to be delivered all such documents, and to do or cause to be done all such acts and things, as in the opinion of such director or officer may be necessary or desirable in connection with the foregoing.”

Voting exclusion statement

The Company will disregard any votes cast in favour of Item 5 by or on behalf of:

- a person who is eligible to participate in the RTG Plan;
- an officer of the Company or any of its child entities who is entitled to participate in a termination benefit; or
- an associate of that person or those persons.

However, this does not apply to a vote cast in favour of Item 5 by:

ITEM 6 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 29 April, 2024.

ON BEHALF OF THE BOARD

A handwritten signature in black ink, appearing to read 'Justine Magee', with a large loop at the end.

Justine Magee

President and Chief Executive Officer

26 April 2024

Annexure A – Summary of key terms of the RTG Plan

The RTG Plan

RTG has in place the RTG Plan which allows RTG to issue Shares of up to 10% of the RTG's issued and outstanding RTG Shares from time to time on a non-diluted basis, to Eligible Participants (as specifically defined below). As of December 31, 2023, there were 22,400,000 RTG Shares on issue under the RTG Plan, representing 1.98% of the issued and outstanding Shares of the Company as of such date. Under the terms of the RTG Plan, the loan must be repaid immediately if the RTG Plan Shares are sold, the employee becomes insolvent, or subject to bankruptcy proceedings, the employee ceases to be employed by RTG, or the RTG Plan Shares are acquired by a third party by way of amalgamation, arrangement or formal takeover bid for not less than the outstanding RTG Plan Shares. As at December 31, 2023, an aggregate amount of C\$7.03 million in loans were outstanding under the RTG Plan. As at December 31, 2023, 90,465,166 securities (which includes 5,000,000 securities representing 8.02% of RTG's issued and outstanding RTG Shares would be available for future issuance pending ratification and approval of the RTG Plan.

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

Eligible Participants

The persons eligible to be issued RTG Shares pursuant to the RTG Plan (**RTG Plan Shares**) include:

- a. current and prospective directors and employees of, and service providers to, the Company or any of its subsidiaries (**Eligible Participants**); and
- b. certain nominees of an Eligible Participant, such as their immediate family members, controlled bodies corporate and related self-managed superannuation funds (**Nominated Parties**).

The board of directors of the Company (**Board**) has the discretion to declare any other person to be an Eligible Participant or Nominated Party.

Invitation to Participate

The Board can invite Eligible Participants to subscribe for RTG Plan Shares and, if the Board considers appropriate, to receive a loan for all or part of the subscription price for those RTG Plan Shares. The subscription price for the RTG Plan Shares will be the volume weighted average price for the 5 trading days preceding the date of issue of such RTG Plan Shares but shall not be less than the closing market price of the RTG Shares on the issue date.

Limit on issue of RTG Plan Shares

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

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

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

In making an invitation, the Board must have regard to any cap imposed on issue of RTG Plan Shares under the regulatory regime set out in Division 1A of Part 7.12 of the *Corporations Act 2001* (Cth), as modified or amended by any applicable ASIC instrument or relief.

Loan Terms

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

- a. the loan may only be applied towards the subscription price for the RTG Plan Shares;
- b. the loan will be interest free;
- c. by signing and returning a loan application the RTG Plan participant:
 - i. mortgages, and assigns to the Company by way of equitable mortgage, by way of security for repayment of the loan, the title and interest of the participant in the RTG Plan Shares;
 - ii. authorises the Company to do all things necessary or appropriate for the Company to protect its interests in the RTG Plan Shares, including taking any steps required for a lien to be imposed in respect of the RTG Plan Shares; and authorises the Company to dispose of the RTG Plan Shares if the loan is not repaid by the repayment date set by the Board;
- d. the loan becomes repayable on the earliest of:

- iii. the repayment date set by the Board;
 - iv. the RTG Plan Shares being sold;
 - v. the participant becoming insolvent, or subject to bankruptcy proceedings;
 - vi. the participant ceasing to be an Eligible Participant; and
 - vii. the RTG Plan Shares being acquired by a third party by way of an amalgamation, arrangement or formal take-over bid for not less than all the outstanding RTG Shares;
- e. unless otherwise determined by the Board, the loan will be limited recourse such that on the repayment date the repayment obligation in relation to the loan will be limited to the lesser of the outstanding balance of the loan and the market value of the RTG Plan Shares on that date; and
- f. the Board may waive the requirement for repayment of the loan where the RTG Plan participant dies or becomes permanently disabled or the Board otherwise determines that such a waiver is appropriate, and upon such a waiver becoming effective the loan will be treated as having been repaid in full.

Rights Attaching to RTG Plan Shares

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

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

Sale of RTG Plan Shares

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

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

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

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

Amendments to the RTG Plan

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

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

provided however that:

- e. such amendment, suspension or termination is in accordance with applicable laws and the rules of any stock exchange on which the RTG Shares are listed;

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

The annual burn rate of the RTG Plan in respect of: the 2023 financial year was 2.33%; the 2022 financial year was 2.68%; the 2021 financial year was 3.28%; the 2020 financial year was 3.6%. "Annual burn rate" is the number of RTG Plan Shares granted under RTG Plan during the applicable financial year divided by the weighted average number of securities outstanding for the applicable financial year.



000001

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

Security Class
SHARES

Holder Account Number
C1234567890 IND

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Form of Proxy - ANNUAL GENERAL MEETING to be held on May 24, 2024

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

Notes to proxy

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

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Proxies submitted must be received by 10:00 am (Perth, Western Australia time), on May 21, 2024.

VOTE USING THE TELEPHONE OR INTERNET 24 HOURS A DAY 7 DAYS A WEEK!



To Vote Using the Telephone

- Call the number listed BELOW from a touch tone telephone.
1-866-732-VOTE (8683) Toll Free



To Vote Using the Internet

- Go to the following web site:
www.investorvote.com
- **Smartphone?**
Scan the QR code to vote now.



To Receive Documents Electronically

- You can enroll to receive future securityholder communications electronically by visiting www.investorcentre.com.

If you vote by telephone or the Internet, DO NOT mail back this proxy.

Voting by mail may be the only method for securities held in the name of a corporation or securities being voted on behalf of another individual. Voting by mail or by Internet are the only methods by which a holder may appoint a person as proxyholder other than the Chairman of the Meeting. Instead of mailing this proxy, you may choose one of the two voting methods outlined above to vote this proxy.

To vote by telephone or the Internet, you will need to provide your CONTROL NUMBER listed below.

CONTROL NUMBER 123456789012345



Appointment of Proxyholder

I/We, being holder(s) of RTG Mining Inc., hereby appoint:
Chairman of the Meeting

OR

Print the name of the person you are
appointing if this person is someone other
than the Chairman of the Meeting.

as my/our proxyholder with full power of substitution and to attend, act and to vote for and on behalf of the shareholder in accordance with the following direction (or if no directions have been given, as the proxyholder sees fit) and all other matters that may properly come before the **ANNUAL GENERAL MEETING** of shareholders of RTG Mining Inc. (the "Company") to be held at The Park Business Centre, 45 Ventnor Avenue, West Perth, Western Australia, on May 24, 2024 at 10:00 am (WST) and at any adjournment or postponement thereof.

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

VOTING RECOMMENDATIONS ARE INDICATED BY **HIGHLIGHTED TEXT** OVER THE BOXES.

	For	Against	Abstain
2. Approval of Appointment of Auditors and to Authorise the Directors to fix the Auditor's Remuneration	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3. Approval of Additional Capacity to Issue Shares Under ASX Listing Rule 7.1A	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4. Approval to fix number of Directors	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4a. Election of Mr. Michael Carrick	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4b. Election of Ms. Justine Magee	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4c. Election of Mr. Robert Scott	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4d. Election of Mr. Phillip Lockyer	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4e. Election of Mr. Sean Fieler	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4f. Election of Mr. Kenneth Caruso	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5. Ratification and Approval of Loan Funded Share Plan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

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

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

Signature(s)

Date

MM / DD / YY





ABN 70 164 362 850

Need assistance?



Phone:

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



Online:

www.investorcentre.com/contact



YOUR VOTE IS IMPORTANT

For your vote to be effective it must be received by **10:00am (AWST) on Tuesday, 21 May 2024.**

CDI Voting Instruction Form

How to Vote on Items of Business

Each CHESS Depository Interest (CDI) is equivalent to one share of Company Common Stock, so that every 1 (one) CDI registered in your name at 10:00am (AWST) on Monday, 15 April 2024 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 Depository 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 Depository Nominees Pty Ltd enough time to tabulate all CHESS Depository 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:

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Online:

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

Your secure access information is



Control Number: 183755

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

By Mail:

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

By Fax:

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



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

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

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 CHESD Depository Nominees Pty Ltd will vote as directed

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Voting Instructions to CHESD Depository Nominees Pty Ltd

At the Annual General Meeting of RTG Mining Inc ("the Company") to be held at The Park Business Centre, 45 Ventnor Avenue, West Perth, Western Australia on Friday, 24 May 2024 at 10:00am (AWST) and at any adjournment of that meeting, I/We being a holder of CHESD Depository Interests of RTG Mining Inc, hereby:

Please mark box A OR B with an 'X'

A direct CHESD Depository 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 CHESD Depository Nominees Pty Ltd or their appointed proxy not to vote on your behalf on a show of hands or a poll and your votes will not be counted in computing the required majority.

	For	Against	Abstain		For	Against	Abstain
2. Approval of Appointment of Auditors and to Authorise the Directors to fix the Auditor's Remuneration	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	4f. Election of Mr. Kenneth Caruso	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3. Approval of Additional Capacity to Issue Shares Under ASX Listing Rule 7.1A	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	5. Ratification and Approval of Loan Funded Share Plan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4. Approval to fix number of Directors	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				
4a. Election of Mr. Michael Carrick	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				
4b. Election of Ms. Justine Magee	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				
4c. Election of Mr. Robert Scott	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				
4d. Election of Mr. Phillip Lockyer	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				
4e. Election of Mr. Sean Fieler	<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

