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**US\$34M RAISED IN OVERSUBSCRIBED PRIVATE PLACEMENT**

**ANNOUNCEMENT TO THE TORONTO STOCK EXCHANGE  
AND AUSTRALIAN STOCK EXCHANGE**

**27 FEBRUARY 2018**

**HIGHLIGHTS**

- **US\$34 million to be raised in oversubscribed share placement**
- **Placement will strengthen RTG's share register with a number of leading Australian and international institutional investors**

The Board of RTG Mining Inc. ("**RTG**", the "**Company**") (**TSX Code: RTG, ASX Code: RTG**) is pleased to announce that the Company has received commitments to raise approximately US\$34 million in a private placement to Australian and international institutional and sophisticated investors ("**Private Placement**").

Hartleys Limited, together with Trump Securities LLC (the "**US Placement Agent**"), acted as Joint Lead Managers to the Private Placement.

The Private Placement was oversubscribed, reflecting the strong institutional interest in RTG's proposal with a landowner lead consortium to secure an exploration licence at the high tonnage copper-gold Panguna Project in Bougainville PNG and the development of the high grade copper/gold/magnetite Mabilo Project in the Philippines.

The Private Placement will result in the issue of approximately 311 million Chess Depository Instruments ("**Securities**") to be listed on the ASX at an issue price of A\$0.14 per Security, representing a 12.5% discount to RTG's last closing price on the ASX of A\$0.16.

Net proceeds of the Private Placement will be used:

- to advance the interests of RTG in the proposal to secure a role as the development partner with the landowner consortium led by the Special Mining Lease Osikaiyang Landowners Association ("**SMLOLA**"), at the old Panguna Mine in Bougainville;

- to progress the arbitration process to confirm the 100% interest of Mt. Labo Exploration and Development Corporation in the Mabilo Project in the Philippines and consider additional drilling at the site;
- to pursue new potential business development opportunities; and
- for working capital and general corporate purposes.

Commenting on the success of the Private Placement, RTG's President & CEO Justine Magee said:

*"We are extremely pleased with the strong support that RTG has received for the Private Placement from a number of new high quality international institutions, as well as from our existing shareholder base."*

*Following completion of the Placement, RTG will be in a strong financial position with cash and liquid assets of circa US\$33.5 million net of fees to brokers, leaving RTG well-funded to progress various business development opportunities and continue to seek to build a social licence to sustainably redevelop the Panguna Project in Bougainville."*

### **Placement Details**

The Private Placement consists of approximately 311 million new Securities to be issued at an issue price of A\$0.14 per Security ("**Issue Price**") to raise total funds of circa US\$34.0 million. The Securities will be issued in two tranches as below:

- Tranche 1 – Comprising 25,137,836 Securities at the Issue Price to raise approximately US\$2.8 million, to be issued on or around 8 March 2018, pursuant to ASX Listing Rule 7.1; and
- Tranche 2 – Comprising 286,217,476 Securities at the Issue Price to raise a further approximately US\$31.2 million, to be issued subject to shareholder approval at a meeting of shareholders expected to be held in late April 2018.

The Private Placement will be conducted under exemptions from prospectus and disclosure requirements of applicable securities laws. The Private Placement is subject to approval of TSX. A Notice of Meeting to approve Tranche 2 will be sent to shareholders in due course.

Subject to shareholder approval at the General Meeting, the US Placement Agent will be issued 12,715,201 unlisted advisor options equivalent to 5% of the gross proceeds of the Private Placement, exercisable at A\$0.14 with a five year expiry from date of issue. Each unlisted option is convertible into one CDI.

### **ADDITIONAL DISCLOSURE**

The Company continues to investigate a number of new business opportunities diversifying its Philippine interests and the opportunity 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 previously 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.

## **ABOUT RTG MINING INC**

RTG Mining Inc. is a mining and exploration company listed on the main board of the Toronto Stock Exchange and Australian Securities Exchange Limited. RTG is focused on a proposal with a landowner lead consortium to secure an exploration licence at the high tonnage copper-gold Panguna Project in Bougainville PNG and the high grade copper/gold/magnetite Mabilo Project in the Philippines, while also identifying major new projects which will allow the Company to move quickly and safely to production.

RTG has an experienced management team which has to date developed seven mines in five different countries, including being responsible for the development of the Masbate Gold Mine in the Philippines through CGA Mining Limited, and has B2Gold as one of its major shareholders in the Company. B2Gold is a member of both the S&P/TSX Global Gold and Global Mining Indices.

## **ENQUIRIES**

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## **CAUTIONARY NOTE STATEMENT**

This announcement includes certain “forward-looking statements” within the meaning of Canadian and applicable securities legislation. Statements made or implied relating to the Private Placement and the anticipated closing thereof, the Company's objectives, strategies to achieve those objectives, the Company's beliefs, plans, estimates and intentions, and similar statements concerning anticipated future events, interpretation of exploration results, plans for further exploration and accuracy of mineral resource and mineral reserve estimates and related assumptions and inherent operating risks, are forward-looking statements. Forward-looking statements involve various risks and uncertainties and are based on certain factors and assumptions. There can be no assurance that such statements will prove to be accurate, and actual results and future events could differ materially from those anticipated in such statements. Important factors that could cause actual results to differ materially from RTG's expectations include uncertainties related to market conditions and demand for the Private Placement, the receipt of requisite shareholder and regulatory approvals, fluctuations in gold and other commodity prices and currency exchange rates; uncertainties relating to interpretation of drill results and the geology, continuity and grade of mineral deposits; uncertainty of estimates of capital and operating costs, recovery rates, production estimates and estimated economic return; the need for cooperation of government agencies in the development of RTG's mineral projects; the need to obtain additional financing to develop RTG's mineral projects; the possibility of delay in development programs or in construction projects and uncertainty of meeting anticipated program milestones for RTG's mineral projects and other risks and uncertainties disclosed under the heading “Risk Factors” in RTG's Annual Information Form for the year ended 31 December 2016 filed with the Canadian securities regulatory authorities on the SEDAR website at [sedar.com](http://sedar.com). The forward-looking statements made in this announcement relate only to events as of the date on which the statements are made. RTG will not release publicly any revisions or updates to these forward-looking statements to reflect events, circumstances or unanticipated events occurring after the date of this announcement except as required by law or by any appropriate regulatory authority.

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