



**NOTICE OF ANNUAL MEETING OF SHAREHOLDERS OF
RTG MINING INC.
TO BE HELD ON MAY 24, 2019 AT 10:30AM
AT THE ADDRESS OF
THE PARK BUSINESS CENTRE
45 VENTNOR AVE WEST PERTH, WESTERN AUSTRALIA
AND
EXPLANATORY MEMORANDUM**

NOTICE OF MEETING

NOTICE IS HEREBY GIVEN THAT an annual meeting (the “**Meeting**”) of the shareholders of RTG Mining Inc. (“**RTG**” or the “**Company**”) will be held at The Park Business Centre, 45 Ventnor Ave, West Perth, Western Australia, at 10:30 a.m. (Perth time) on May 24, 2019, for the following purposes:

1. to receive the consolidated audited annual financial statements of the Company for the financial year ended December 31, 2018, together with the reports of the auditor thereon;
2. to appoint BDO Audit (WA) Pty Ltd as auditors of the Company for the ensuing year and to authorise the Directors to fix the auditor’s remuneration;
3. to fix the number of Directors and to elect Directors of the Company for the ensuing year;
4. 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.

The Explanatory Memorandum provides additional information relating to the matters to be dealt with at the Meeting and is deemed to form part of this notice of meeting (“**Notice**”). Also accompanying this Notice is a form of proxy for use at the Meeting.

Further details of notice and voting entitlements and proxy information are included in the Explanatory Memorandum.

Only registered shareholders on record at the close of business on April 3, 2019 will be entitled to vote at the Meeting or any adjournment thereof (“**Registered Shareholders**”). Registered Shareholders unable to attend the Meeting are requested to date, sign and return the accompanying form of proxy in accordance with the instructions set out therein. To be effective, proxies must be received by 10:30 a.m. (Perth time) on May 22, 2019.

The record date for notice of the Meeting or any adjournment thereof has been set as April 3, 2019, and the record date for the purposes of determining beneficial ownership of the Shares pursuant to Canadian securities laws and for determining shareholders of record who will be entitled to vote at the Meeting has been set as April 3, 2019. Shareholders on the Australian register only will be reconfirmed two days prior to the date of the Meeting for the purposes of confirming voting entitlement with respect to Australian Shareholders. If you are a non-registered shareholder of the Company and received these materials through your broker or through another intermediary, please complete and return the materials in accordance with the instructions provided to you by your broker or other intermediary. Failure to do so may result in your shares not being eligible to be voted by proxy at the Meeting.

DATED at Perth, Australia, as of this 10th day of April, 2019.

By Order of the Board

(signed) “*Justine Magee*”

Justine Magee
President and Chief Executive Officer

EXPLANATORY MEMORANDUM

GENERAL VOTING AND PROXY INFORMATION

NOTICE AND VOTING ENTITLEMENTS

1. REGISTERED SHAREHOLDERS (INVESTORS TRADING ON TSX)

This section applies to registered holders (“**Registered Shareholders**”) of fully paid shares (“**Shares**”) in the capital of RTG Mining Inc. (“**RTG**” or the “**Company**”) which are traded on the Toronto Stock Exchange (“**TSX**”).

Notice Record Date

Registered Shareholders recorded on the Company’s register of members at 5 p.m. (Perth time) on April 3, 2019 (“**Notice Record Date**”) will be entitled to receive the notice of meeting (the “**Notice**”), the accompanying Explanatory Memorandum and form of proxy (“**Proxy Form**”, and together with the Notice and the Explanatory Memorandum, the “**Meeting Materials**”) for use at the Annual meeting of the shareholders of the Company (“**Meeting**”).

Voting Entitlement Date

Registered Shareholders recorded on the Company’s register of members at 5 p.m. (Perth time) on April 3, 2019 (“**Voting Entitlement Date**”) will be entitled to vote at the Meeting or any adjournment thereof.

Voting Procedure

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.

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

This section applies to holders of a beneficial interest in Shares. Most shareholders of the Company are “beneficial” shareholders because the Shares they own are not registered in their names but are instead registered in the name of the brokerage firm, bank or trust company through which they purchased the Shares. These holders are considered to be non-registered shareholders (“**Non-Registered Shareholders**”).

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

- an intermediary (an “**Intermediary**”) that the Non-Registered Shareholder deals with in respect of the Shares (Intermediaries include, among others, banks, trust companies, securities dealers or brokers and trustees or administrators of 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 (“**CDS**”) in Canada, the Depository Trust Company (“**DTC**”) in the United States and CHESS Depository Nominees Pty Ltd in Australia (“**CDN**”)) of which the Intermediary is a participant.

The Company is distributing Meeting Materials to Intermediaries for distribution to Non-Registered Shareholders in accordance with National Instrument 54-101 – *Communications with Beneficial Owners of Securities of a Reporting Issuer* (“**NI 54-101**”) of the Canadian Securities Administrators.

CDIs

CHESS Depository Interests (“**CDIs**”) represent Shares that have been issued to investors trading on the Australian Stock Exchange (“**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 “Proxy and 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 the Meeting Materials.

Persons who become a Non-Registered Shareholder 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 the Meeting Materials and applicable voting forms.

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 at the Meeting through CDN. Shareholders on the Australian register will be reconfirmed two days prior to the date of the Meeting for the purposes of confirming voting entitlement with respect to Australian Shareholders.

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.

Voting Procedure

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.

PROXY AND VOTING FORMS

1. REGISTERED SHAREHOLDERS (INVESTORS TRADING ON TSX)

Solicitation of Proxies

The Explanatory Memorandum is furnished in connection with the solicitation of proxies by the management of the Company for use at the Annual Meeting (the “**Meeting**”) of the shareholders of the Company (the “**Shareholders**”) to be held at **The Park Business Centre, 45 Ventnor Ave West Perth, Western Australia,**

at 10:30 a.m. (Perth Time) on May 24, 2019, for the purposes set forth in the Notice of Meeting accompanying the Explanatory Memorandum. It is expected that the solicitation will be primarily by mail. Proxies may also be solicited by personal interviews, personal delivery, telephone or any form of electronic communication or by Directors, Officers and employees of the Company. Costs of the solicitation of proxies for the Meeting will be borne by the Company.

Appointment of Proxies

Registered Shareholders unable to attend the Meeting are requested to date, sign and return the Proxy Form in accordance with the instructions set out therein. **To be effective, completed Proxy Forms must be received by 10:30 a.m. (Perth time) on May 22, 2019.** If you hold Shares in more than one capacity, please complete the Proxy Form that is relevant to each shareholding.

The individuals named in the accompanying Proxy Form are Directors or Officers of the Company. **A SHAREHOLDER WISHING TO APPOINT SOME OTHER PERSON OR COMPANY (WHO NEED NOT BE A SHAREHOLDER) TO ATTEND AND ACT FOR THE SHAREHOLDER AND ON THE SHAREHOLDER'S BEHALF AT THE MEETING HAS THE RIGHT TO DO SO, EITHER BY INSERTING SUCH PERSON'S OR COMPANY'S NAME IN THE BLANK SPACE PROVIDED IN THE PROXY AND STRIKING OUT THE TWO PRINTED NAMES, OR BY COMPLETING ANOTHER PROXY.**

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 contact Computershare Investor Services Inc. ("**Computershare Canada**") 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.

Revocation of Proxies

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 authorized in writing or, if the Shareholder is a corporation, by a duly authorized Officer or attorney of the corporation, and delivered to Computershare Canada not less than 48 hours (excluding Saturdays, Sundays and public holidays) before the Meeting or any adjournment of it, or to the Chair on the day of the Meeting or any adjournment of it.

Only Registered 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. A revocation of a proxy does not affect any matter on which a vote has been taken prior to the revocation.

2. CDI HOLDERS

CDI Holders' Voting Instructions

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.

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

CDI Voting Instruction Forms must be:

- completed by CDI Holders who wish to vote through CDN at the Meeting; and

- returned to Computershare Investor Services Pty Ltd (“**Computershare Australia**”) in accordance with the instructions set out on the CDI Voting Instruction Form.

To be effective, completed CDI Voting Instruction Forms must be received by 10:30 a.m. (Perth time) on May 21, 2019.

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.

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 Australia.

3. 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.

Intermediaries are required to forward the Meeting Materials to Non-Registered Shareholders unless a Non-Registered Shareholder has waived the right to receive them. Often Intermediaries will use service companies to forward the Meeting Materials to Non-Registered Shareholders. Generally, Non-Registered Shareholders who have not waived the right to receive Meeting Materials will either:

- (a) be given a Proxy Form which has already been signed by the Intermediary (typically by a facsimile, stamped signature), which is restricted as to the number of Shares beneficially owned by the Non-Registered Shareholder but which is otherwise not completed. Because the Intermediary has already signed the Proxy Form, the Proxy Form is not required to be signed by the Non-Registered Shareholder. In this case, the Non-Registered Shareholder who wishes to submit a proxy should otherwise properly complete the Proxy Form and deliver it to Computershare Canada as provided above; or
- (b) more typically, be given a voting instruction form (“**Intermediary Voting Instruction Form**”) which is not signed by the Intermediary, and which, when properly completed and signed by the Non-Registered Shareholder and returned to the Intermediary or its service company, will constitute voting instructions (often called a “**proxy authorization form**”) which the Intermediary must follow. Typically, the proxy authorization form will consist of a one page preprinted form. Sometimes, instead of the one page pre-printed form, the proxy authorization form will consist of a regular printed Proxy Form accompanied by a page of instructions, which contains a removable label containing a bar code and other information. In order for the Proxy Form to validly constitute a proxy authorization form, the Non-Registered Shareholder must remove the label from the instructions and affix it to the Proxy Form, properly complete and sign the Proxy Form and return it to the Intermediary or its service company in accordance with the instructions of the Intermediary or its service company.

In either case, the purpose of this procedure is to permit Non-Registered Shareholders to direct the voting of the Shares that they beneficially own. Should a Non-Registered Shareholder who receives one of the above forms wish to vote at the Meeting in person, the Non-Registered Shareholder should strike out the

names of the management proxyholders and insert the Non-Registered Shareholder's name in the blank space provided.

In either case, Non-Registered Shareholders should carefully follow the instructions of their Intermediary, including those regarding when and where the Proxy Form or proxy authorization form is to be delivered.

To be effective, 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 10:30 a.m (Perth, time) on May 22, 2019.

There are two kinds of Non-Registered Shareholders:

- those who object to their name being made known to the issuers of securities which they own, known as objecting beneficial owners (“**OBOs**”); and
- 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**”).

The Company has elected to send the Meeting Materials and relevant voting forms indirectly to the NOBOs in accordance with NI 54-101.

The Company intends to pay for Intermediaries to forward the Meeting Materials and relevant voting forms to OBOs.

Appointing Non-Registered Shareholders as proxy for Intermediaries

The Intermediary Voting Instruction Form also allows Non-Registered Shareholders to request their Intermediary to 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.

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 Canada or Computershare Australia (as applicable).

PROXY AND VOTING FORMS LOGISTICS

4. Exercise of Discretion

The persons named in the Proxy Form will vote or withhold from voting, in accordance with the instructions from the Shareholder on any ballot that may be called for. If a choice is specified with respect to any matter to be acted upon, the Shares will be voted accordingly.

Where no choice has been specified, or if both choices have been specified, such Shares will be voted in favour of the matters identified in the Notice.

The enclosed Proxy Form, when properly completed and delivered and not revoked, confers discretionary authority upon the persons appointed proxyholders thereunder to vote with respect to any amendments or variations of matters identified in the Notice and with respect to other matters which may properly come before the Meeting. At the time of the printing of the Meeting Materials, management of the Company knows of no such amendment, variation or other matter which may be presented to the Meeting.

5. Power of attorney and corporate representatives

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

6. Lodging Proxy Forms and CDI Voting Instructions Forms

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

Mail:

For Australian investors:

Computershare Investor Services Pty Limited
GPO Box 242
Melbourne, Victoria 3001, Australia

For Canadian investors:

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 (Broadbridge), by visiting www.proxyvote.com.

Further details on how voting methods and how 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.

7. 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.

INTEREST OF CERTAIN PERSONS IN MATTERS TO BE ACTED UPON

Other than as set forth in this Explanatory Memorandum, none of the Company's Directors or Executive Officers, nor any person who has held such a position since the beginning of the last completed financial year, nor any of their respective associates or affiliates, has any substantial or material interest, direct or indirect, by way of beneficial ownership of securities or otherwise, in any matter to be acted upon at the Meeting.

Voting Restrictions

The voting exclusions under the ASX Listing Rules for each item of business are set out in the Explanatory Memorandum.

ENQUIRIES

If you have any questions, please contact:

For Australian investors

Computershare Investor Services Pty Ltd

- 1300 850 505 (within Australia); or
- +61 3 9415 4000 (outside Australia).

For Canadian investors:

Computershare Investor Services Inc.

- 1-800-564-6253 (within Canada); or
- 514-982-7555 (outside Canada).

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

ADDITIONAL INFORMATION

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

Financial information is provided in the Company's comparative financial statements and management's discussion and analysis for its most recently completed financial year, which are available on the SEDAR website at www.sedar.com. Shareholders may request additional copies by contacting the Company by:

- mail to: Company Secretary, RTG Mining Inc., Level 2, 338 Barker Road, Subiaco, Western Australia, 6008; or
- telephone to: +61 (0) 8-6489-2900.

PARTICULARS OF MATTERS TO BE ACTED UPON

1. FINANCIAL STATEMENTS

The financial statements of the Company as at and for the year ended December 31, 2018 and the Auditor's Report thereon accompanying the Meeting Materials will be placed before the Shareholders at the Meeting for their consideration.

The Company's auditor, BDO Audit (WA) Pty Ltd., will be present at the meeting and Shareholders will have an opportunity to ask the auditor questions in relation to the conduct of the audit, the Auditor's Report, the Company's accounting policies, and the independence of the auditor. The auditor will also respond to any written questions provided these are submitted to the Company no later than five business days prior to the Meeting.

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

2. APPOINTMENT OF AUDITORS

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

Resolution

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

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

Board Recommendation

The Board of the Company ("**Board**") recommends that Shareholders **vote in favour** of this item of business. The Chair intends to vote undirected proxies in favour of this item of business.

3. ELECTION OF DIRECTORS

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

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

Name, Position and Place of Residence	Skills and Experience	Principal Occupation	Term as Director	Shares in the Company Beneficially Owned, Controlled or Directed
<p>Mr. Michael Carrick</p> <p>Director and Chairman</p> <p>Perth, Western Australia</p>	<p>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.</p>	<p>Director and Chairman of RTG</p>	<p>March 28, 2013 to present</p>	<p>1,277,734 Shares</p>
<p>Ms. Justine Magee</p> <p>Director and Chief Executive Officer</p> <p>Perth, Western Australia</p>	<p>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.</p>	<p>Director and Chief Executive Officer of RTG</p>	<p>March 28, 2013 to present</p>	<p>1,165,299 Shares</p>
<p>Mr. Robert Scott ⁽¹⁾</p> <p>Independent Lead Director</p> <p>Perth, Western Australia</p>	<p>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.</p>	<p>Director of Sandfire Resources NL and Homeloans Limited.</p>	<p>March 28, 2013 to present</p>	<p>830,770 Shares</p>
<p>Mr. David Cruse ^{(2) (3) (4)}</p> <p>Independent Director</p> <p>Perth, Western Australia</p>	<p>David Cruse has had a long career in commerce and finance. He was a stockbroker for over 20 years, where he held senior management positions and Directorships in the stockbroking industry, with particular focus on capital markets. Recently, Mr. Cruse has been involved in the identification and commercialisation of a number of resource (including oil and gas) projects.</p>	<p>Director of Odyssey Energy Limited.</p>	<p>March 28, 2013 to present</p>	<p>1,894,280 Shares</p>
<p>Mr. Phillip Lockyer ^{(2) (3) (4)}</p> <p>Independent Director</p> <p>Perth, Western Australia</p>	<p>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.</p>	<p>Director of Swick Mining Services Limited, Western Desert Resources Limited and GR Engineering Services Limited.</p>	<p>March 28, 2013 to present</p>	<p>265,385 Shares</p>

Notes

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

⁽²⁾ *Member of the Disclosure Committee*

⁽³⁾ *Member of Risk and Audit Committee*

⁽⁴⁾ *Member of the Remuneration and Nomination Committee*

As of the date of this Explanatory Memorandum, approximately 5,433,468 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, 1.13% 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.

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.

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 number of Directors for the ensuing year at five (5) 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 number of Directors for the ensuing year be set at five (5).”*

- B *“Be it resolved as an ordinary resolution that for the purpose of sub-regulation 8.7 of the Company’s Articles of Association, the applicable Canadian securities legislation and Section 461 of the TSX Company Manual, ASX Listing Rule 14.4 and for all other purposes, Mr. Michael Carrick be elected as a Director of the Company.”*
- C *“Be it resolved as an ordinary resolution that for the purpose of sub-regulation 8.7 of the Company’s Articles of Association, the applicable Canadian securities legislation and Section 461 of the TSX Company Manual, ASX Listing Rule 14.4 and for all other purposes, Ms. Justine Magee be elected as a Director of the Company.”*
- D *“Be it resolved as an ordinary resolution that for the purpose of sub-regulation 8.7 of the Company’s Articles of Association, the applicable Canadian securities legislation and Section 461 of the TSX Company Manual, ASX Listing Rule 14.4 and for all other purposes, Mr. Robert Scott be elected as a Director of the Company.”*
- E *“Be it resolved as an ordinary resolution that for the purpose of sub-regulation 8.7 of the Company’s Articles of Association, the applicable Canadian securities legislation and Section 461 of the TSX Company Manual, ASX Listing Rule 14.4 and for all other purposes, Mr. David Cruse be elected as a Director of the Company.”*
- F *“Be it resolved as an ordinary resolution that for the purpose of sub-regulation 8.7 of the Company’s Articles of Association, the applicable Canadian securities legislation and Section 461 of the TSX Company Manual, ASX Listing Rule 14.4 and for all other purposes, Mr. Phillip Lockyer be elected as a Director of the Company.”*

Board Recommendation

The Board (other than the relevant Director in relation to his or her own election) recommends that Shareholders **vote in favour** of the election of each Director. The Chair intends to vote undirected proxies in favour of these items of business.

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.

4. OTHER MATTERS

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

GENERAL COMPANY INFORMATION

RELATIONSHIP BETWEEN THE COMPANY AND PROFESSIONAL PERSONS

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

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

No RTG securities convertible into RTG Shares were issued during the 12-month period prior to the date of this Explanatory Memorandum.

INFORMATION FOR CANADIAN HOLDERS

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

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

BOARD APPROVAL

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

Dated at Perth, Australia, as of the 10th of April, 2019.

ON BEHALF OF THE BOARD

(signed) “*Justine Magee*”

Justine Magee
President and Chief Executive Officer

Security Class

Holder Account Number

Fold

Form of Proxy - ANNUAL MEETING to be held on May 24, 2019

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 10:30 am (Perth, Western Australia time), on May 22, 2019.

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 and clicking at the bottom of the page.

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

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

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

CONTROL NUMBER



Appointment of Proxyholder

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

OR

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

as my/our proxyholder with full power of substitution and to attend, act and to vote for and on behalf of the shareholder in accordance with the following direction (or if no directions have been given, as the proxyholder sees fit) and all other matters that may properly come before the **ANNUAL 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, 2019 at 10:30 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 Withhold

1. Appointment of Auditors

To appoint BDO Audit (WA) Pty Ltd. as auditors of the Company for the ensuing year and to authorize the directors to fix the auditor's remuneration.

For Against Withhold

2. Number of Directors

To set the number of Directors of the Company at five (5) for the ensuing year

Fold

3. Election of Directors

For Against Withhold

For Against Withhold

For Against Withhold

01. Mr. Michael Carrick

02. Ms. Justine Magee

03. Mr. Robert Scott

04. Mr. David Cruse

05. Mr. Phillip Lockyer

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





MINING INC.

ABN 70 164 362 850

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

Lodge your vote:

Online:
www.investorvote.com.au

By Mail:
Computershare Investor Services Pty Limited
GPO Box 242 Melbourne
Victoria 3001 Australia

Alternatively you can fax your form to
(within Australia) 1800 783 447
(outside Australia) +61 3 9473 2555

For Intermediary Online subscribers only
(custodians) www.intermediaryonline.com

For all enquiries call:

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



CDI Voting Instruction Form

XX



Vote and view the annual report online

- Go to www.investorvote.com.au or scan the QR Code with your mobile device.
- Follow the instructions on the secure website to vote.



Your access information that you will need to vote:

Control Number: 132447

SRN/HIN:

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

For your vote to be effective it must be received by 10:30am (WST) Tuesday, 21 May 2019

How to Vote on Items of Business

Each CHESS Depository Interest (CDI) is equivalent to one fully paid share, so that every 1 (one) CDI that you own at 5:00pm (WST) Wednesday, 3 April 2019 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

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.

Comments & Questions: If you have any comments or questions for the company, please write them on a separate sheet of paper and return with this form.

GO ONLINE TO VOTE
or turn over to complete the form

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

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



I 9999999999

I ND

CDI Voting Instruction Form

Please mark to indicate your directions

STEP 1 CHESSE Depository Nominees will vote as directed XX

Voting Instructions to CHESSE Depository Nominees Pty Ltd

Please mark box A OR B

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

A vote on my/our behalf with respect to the Resolutions below in the manner instructed in Step 2 below.

OR

B appoint the Chairman of the Meeting OR

to attend, speak and vote the shares underlying my/our holding at the Annual Meeting of RTG Mining Inc. ("the Company") to be held at The Park Business Centre, 45 Ventnor Avenue, West Perth, Western Australia on Friday, 24 May 2019 at 10:30am (WST) and at any adjournment of that meeting.

CDN instructs its proxy to vote on the resolutions proposed at the meeting in accordance with the directions in Step 2 below. Where no direction is given, the proxy may vote as they see fit. In addition, the proxy can vote as they see fit on any other business of the meeting, including amendments to the resolutions and at any adjournment of the meeting.

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

STEP 2 Items of Business PLEASE NOTE: If you mark the **Abstain** box for an item, you are directing CHESSE 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.

ORDINARY BUSINESS

1. Appointment of Auditors

To appoint BDO Audit (WA) Pty Ltd. as auditors of the Company for the ensuing year and to authorize the directors to fix the auditor's remuneration.

For	Against	Abstain
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

2. Number of Directors

To set the number of Directors of the Company at five (5) for the ensuing year

For	Against	Abstain
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

3. Election of Directors

	For	Against	Abstain
01. Mr. Michael Carrick	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
03. Mr. Robert Scott	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
05. Mr. Phillip Lockyer	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

	For	Against	Abstain
02. Ms. Justine Magee	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
04. Mr. David Cruse	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

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

Individual or Securityholder 1

Sole Director and Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director/Company Secretary

Contact Name

Contact Daytime Telephone

Date / /