



Announcement Summary

Entity name

RTG MINING INC.

Announcement Type

New announcement

Date of this announcement

Friday May 22, 2020

The Proposed issue is:

A placement or other type of issue

Total number of +securities proposed to be issued for a placement or other type of issue

ASX +Security Code	+Security Description	Maximum Number of +securities to be issued
RTG	CHESS DEPOSITARY INTERESTS 1:1	162,550,670
RTGAB	OPTION EXPIRING VARIOUS DATES EX VARIOUS PRICES	6,806,612

Proposed +issue date

Friday May 29, 2020

Refer to next page for full details of the announcement



Part 1 - Entity and announcement details

1.1 Name of +Entity

RTG MINING INC.

We (the entity named above) give ASX the following information about a proposed issue of +securities and, if ASX agrees to +quote any of the +securities (including any rights) on a +deferred settlement basis, we agree to the matters set out in Appendix 3B of the ASX Listing Rules.

1.2 Registered Number Type

ARBN

Registration Number

164362850

1.3 ASX issuer code

RTG

1.4 The announcement is

New announcement

1.5 Date of this announcement

Friday May 22, 2020

1.6 The Proposed issue is:

A placement or other type of issue



Part 7 - Details of proposed placement or other issue

Part 7A - Conditions

7A.1 - Are any of the following approvals required for the placement or other type of issue?

- **+Security holder approval**
- **Court approval**
- **Lodgement of court order with +ASIC**
- **ACCC approval**
- **FIRB approval**
- **Another approval/condition external to the entity**

No

Part 7B - Issue details

Is the proposed security a 'New class' (+securities in a class that is not yet quoted or recorded by ASX) or an 'Existing class' (additional securities in a class that is already quoted or recorded by ASX)?

Existing class

Will the proposed issue of this +security include an offer of attaching +securities?

No

Details of +securities proposed to be issued

ASX +Security Code and Description

RTG : CHESS DEPOSITARY INTERESTS 1:1

Maximum Number of +securities proposed to be issued

60,128,550

Purpose of the issue

The Private Placement will result in the issue of approximately 162M CDIs (Securities) to be listed on the ASX at an issue price of A\$0.057 per Security. Net proceeds of the Private Placement are outlined in detail in the Company's announcement on 22 May 2020. Tranche 1, comprising 60,128,550 Securities at the Issue Price to be issued on or around Friday 29 May 2020 pursuant to ASX Listing Rule 7.1.

Offer price details for retail security holders

In what currency is the cash consideration being paid?

AUD - Australian Dollar

What is the issue price per +security?

AUD 0.05700



Will these +securities rank equally in all respects from their issue date with the existing issued +securities in that class?

Yes

Oversubscription & Scale back details

May a scale back be applied to this event?

No

Is the proposed security a 'New class' (+securities in a class that is not yet quoted or recorded by ASX) or an 'Existing class' (additional securities in a class that is already quoted or recorded by ASX)?

Existing class

Will the proposed issue of this +security include an offer of attaching +securities?

No

Details of +securities proposed to be issued

ASX +Security Code and Description

RTG : CHESS DEPOSITARY INTERESTS 1:1

Maximum Number of +securities proposed to be issued

102,422,120

Purpose of the issue

The Private Placement will result in the issue of approximately 162M CDIs (Securities) to be listed on the ASX at an issue price of A\$0.057 per Security. Net proceeds of the Private Placement are outlined in detail in the Company's announcement on 22 May 2020. Tranche 2, comprising 102,422,120 Securities at the Issue Price to be issued subject to shareholder approval at a meeting of shareholders expected to be held in July 2020.

Offer price details for retail security holders

In what currency is the cash consideration being paid?

AUD - Australian Dollar

What is the issue price per +security?

AUD 0.05700

Will these +securities rank equally in all respects from their issue date with the existing issued +securities in that class?

Yes

Oversubscription & Scale back details

May a scale back be applied to this event?

No



Is the proposed security a 'New class' (+securities in a class that is not yet quoted or recorded by ASX) or an 'Existing class' (additional securities in a class that is already quoted or recorded by ASX)?

Existing class

Will the proposed issue of this +security include an offer of attaching +securities?

No

Details of +securities proposed to be issued

ASX +Security Code and Description

RTGAB : OPTION EXPIRING VARIOUS DATES EX VARIOUS PRICES

Maximum Number of +securities proposed to be issued

6,806,612

Purpose of the issue

Subject to shareholder approval at the General Meeting, the US Placement Agent will be issued 6,806,612 unlisted advisor options equivalent to 5% of the gross proceeds of the Private Placement to US clients, exercisable at A\$0.057 with a five year expiry from date of issue.

Offer price details for retail security holders

In what currency is the cash consideration being paid?

AUD - Australian Dollar

What is the issue price per +security?

AUD

Will these +securities rank equally in all respects from their issue date with the existing issued +securities in that class?

No

Oversubscription & Scale back details

May a scale back be applied to this event?

No

If some of the issued +securities do not rank equally

Is the actual date from which the +securities will rank equally (non-ranking end date) known?

No

Provide the estimated non-ranking end period

Subject to shareholder approval at the General Meeting expected to be held in July 2020 and five year expiry from date of issue.

Please state the extent to which the +securities do not rank equally:

- In relation to the next dividend, distribution or interest payment; or
- For any other reason

Exercise price and expiry terms detailed above.



Part 7C - Timetable

7C.1 Proposed +issue date

Friday May 29, 2020

Part 7D - Listing Rule requirements

7D.1 Has the entity obtained, or is it obtaining, +security holder approval for the issue under listing rule 7.1?

No

7D.1b Are any of the +securities proposed to be issued without +security holder approval using the entity's 15% placement capacity under listing rule 7.1?

Yes

7D.1b (i) How many +securities are proposed to be issued without security holder approval using the entity's 15% placement capacity under listing rule 7.1?

60,128,550 Securities (Tranche 1)

7D.1c Are any of the +securities proposed to be issued without +security holder approval using the entity's additional 10% placement capacity under listing rule 7.1A (if applicable)?

No

7D.2 Is a party referred to in listing rule 10.11.1 participating in the proposed issue?

No

7D.3 Will any of the +securities to be issued be +restricted securities for the purposes of the listing rules?

No

7D.4 Will any of the +securities to be issued be subject to +voluntary escrow?

No

Part 7E - Fees and expenses

7E.1 Will there be a lead manager or broker to the proposed issue?

Yes

7E.1a Who is the lead manager/broker?

Hartleys Limited, together with INTE Securities LLC and M2-Advisors (the US Placement Agent), acted as Joint Lead Managers to the Private Placement.

7E.1b What fee, commission or other consideration is payable to them for acting as lead manager/broker?

Subject to shareholder approval at the General Meeting, the US Placement Agent will be issued 6,806,612 unlisted advisor options equivalent to 5% of the gross proceeds of the Private Placement to US clients, exercisable at A\$0.057 with a five year expiry from date of issue.

7E.2 Is the proposed issue to be underwritten?

No



7E.4 Details of any other material fees or costs to be incurred by the entity in connection with the proposed issue

Part 7F - Further Information

7F.1 Will the entity be changing its dividend/distribution policy if the proposed issue proceeds?

No

7F.2 Any other information the entity wishes to provide about the proposed issue