



MARKET RELEASE

6 February 2015

RTG Mining Inc.

TRADING HALT

The securities of RTG Mining Inc. (the "Company") will be placed in Trading Halt Session State at the request of the Company, pending the release of an announcement by the Company. Unless ASX decides otherwise, the securities will remain in Trading Halt Session State until the earlier of the commencement of normal trading on Tuesday, 10 February 2015 or when the announcement is released to the market.

Security Code: RTG

Jeremy Newman

Adviser, Listings Compliance (Perth)

5 February 2015

By email: sandra.wutete@asx.com.au

Sandra Wutete
ASX Limited
Level 40, Central Park
152-158 St George's Terrace
PERTH WA 6000

Level 5, 28 the Esplanade
Perth WA 6000
Phone: +61 8 9263 4000
www.rtgmining.com

Dear Sir,

RTG Mining Inc. – Request for trading halt under Listing Rule 17.1

RTG Mining Inc. (ASX: RTG) (**RTG**) requests a trading halt from the commencement of trading on Friday, 6 February 2015 until the commencement of trading on 10 February 2015 or earlier announcement by RTG.

In accordance with Listing Rule 17.1, I advise that:

- (a) RTG is seeking the trading halt pending the making of an announcement to the market in relation to a proposed capital raising;
- (b) RTG is seeking the trading halt to assist in managing its disclosure obligations in relation to the proposed capital raising and maintaining an orderly market in the trading of RTG's shares and to ensure that trading does not take place in an uninformed market;
- (c) RTG requests the trading halt until the earlier of:
 - (i) RTG making an announcement to the market concerning the proposed capital raising; or
 - (ii) the commencement of trading on Tuesday, 10 February 2015; and
- (d) RTG is not aware of any reason why the trading halt should not be granted.

Please also find attached a copy of a market release filed with the Toronto Stock Exchange (TSX) regarding the capital raising.

If you have any further questions, please do not hesitate to contact me.

Yours faithfully

Justine Magee
President & CEO – Justine Magee

Level 2, 338 Barker Road
Subiaco WA 6008
Phone: +61 8 6489 2900
www.rtgmining.com

ABN: 70 164 362 850



NOT FOR DISTRIBUTION TO UNITED STATES NEWS WIRE SERVICES OR FOR
DISSEMINATION IN THE UNITED STATES

RTG MINING INC. ANNOUNCES BROKERED PRIVATE PLACEMENT

FEBRUARY 5, 2015

RTG Mining Inc. (TSX: RTG, ASX: RTG) ("**RTG**" or the "**Company**") is pleased to announce that it has entered into an agreement with a syndicate of agents to raise, on a commercially reasonable efforts basis by way of private placement ("**Private Placement**"), up to A\$12,000,000 of fully paid common shares ("**Shares**") of the Company at a price of A\$0.68 per Share (the "**Issue Price**"). The Private Placement will be led in North America by Haywood Securities Inc. and include Ecoban Securities Corporation, (the "**North American Agents**"), and will be co-led in Australia by Hartleys Limited and GMP Securities Australia Pty Limited (the "**Australian Agents**", together with the North American Agents, the "**Agents**").

The Company reserves the right to accept over-allotments (the "**Over-Allotments**") up to an additional A\$3,000,000 Shares at the Issue Price. The Over-Allotments may be accepted prior to the closing date of the Private Placement.

Completion of the Private Placement is subject to a number of conditions, including the completion of due diligence by the Agents, the negotiation and execution of definitive documentation, satisfaction of any regulatory requirements and receipt of the approval of the Toronto Stock Exchange (the "**TSX**") and the Australian Securities Exchange Limited (the "**ASX**") to list the Shares on the TSX and the ASX, respectively. The Shares issued pursuant to this Private Placement in Canada will be subject to a four month and one day hold period under applicable Canadian securities laws.

The closing date for the Private Placement is scheduled to occur on or about February 18, 2015, or such other date as agreed to by the Company and the Agents. The net proceeds from the Private Placement will be used to fund permitting and development of the Mabilo Project and exploration of the Bunawan Project as well as for working capital and general corporate purposes.

In consideration for acting as the Company's agent in the Private Placement, the Agents will be entitled to a 6% commission on the gross proceeds (including any proceeds pursuant to the Over-Allotment Option) of the Private Placement, payable in cash.

The Private Placement will be exempt from prospectus and registration requirements of applicable securities laws. This news release shall not constitute an offer to sell or a solicitation of an offer to sell any of the securities in the United States. The securities have not been and will not be registered under the United States Securities Act of 1933, as amended (the "**U.S. Securities Act**"), or any state securities laws, and accordingly, may not be offered or sold within the United States or to "U.S. Persons", as such term is defined in Regulation S promulgated under the U.S Securities Act ("**U.S. Persons**") except

in compliance with the registration requirements of the U.S. Securities Act and applicable state securities requirements or pursuant to exemptions therefrom. This press release does not constitute an offer to sell or a solicitation of an offer to buy any of the Company's securities in the United States or to U.S. Persons.

The maximum number of shares to be issued if the Over Allotment Option is utilized in full is approximately 22.06 million Shares. The Shares will rank equally with existing issued shares from the date of issue.

Shareholder approval under the ASX Listing Rules will be sought for the issue of the number of Shares which exceed the companies new issue capacity under ASX Listing Rule 7.1.

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 developing the high grade copper/gold/magnetite Mabilo Project and advancing exploration on the highly prospective Bunawan Project, both 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 (previously responsible for the development of the Masbate Gold Mine in the Philippines through CGA Mining Limited), and has B2Gold Corp. as one of its major shareholders in the Company. B2Gold Corp. is a member of both the S&P/TSX Global Gold and Global Mining Indices.

ENQUIRIES

Australian Contact
President & CEO – Justine Magee

Tel: +61 8 6489 2900
Fax: +61 8 6489 2920
Email: jmagee@rtgmining.com

CAUTIONARY NOTE STATEMENT

Certain statements contained in this announcement constitute forward looking statements within the meaning of applicable securities laws including, among others, 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, results, circumstances, performance or expectations that are not historical facts. Forward looking statements generally can be identified by words such as "objective", "may", "will", "expect", "likely", "intend", "estimate", "anticipate", "believe", "should", "plans" or similar expressions suggesting future outcomes or events. Such forward looking statements are not guarantees of future performance and reflect the Company's current beliefs based on information currently available to management. Such statements involve estimates and assumptions that are subject to a number of known and unknown risks, uncertainties and other factors inherent in the business of the Company and the risk factors discussed in the Annual Information Form and other materials filed with the securities regulatory authorities from time to time which may cause the actual results, performance or achievements of the Company to be materially different from any future results, performance or achievements expressed or implied by such forward looking statements. Those risks and uncertainties include, but are not limited to: market conditions and demand for the Offering; the mining industry (including operational risks; risks in exploration, and development; the uncertainties involved in the discovery and delineation of mineral deposits, resources or reserves; and the uncertainty of mineral resource and mineral reserve

estimates); the risk of gold, copper and other commodity price and foreign exchange rate fluctuations; the ability of the Company to fund the capital and operating expenses necessary to achieve the business objectives of the Company; the uncertainty associated with commercial negotiations and negotiating with foreign governments; the risks associated with international business activities; risks related to operating in Nigeria and the Philippines; environmental risk; the dependence on key personnel; and the ability to access capital markets.

Readers are cautioned not to place undue reliance on these forward looking statements, which speak only as of the date the statements were made and readers are advised to consider such forward looking statements in light of the risks set forth above. Except as required by applicable securities laws, the Company assumes no obligation to update or revise any forward looking statements to reflect new information or the occurrence of future events or circumstances.