



RTG Mining Inc.

ABN 70 164 362 850

Notice of Extraordinary General Meeting

3.00pm (Perth, Western Australia time), Friday 10 April 2015

Level 2, 338 Barker Road
Subiaco, Western Australia 6008

NOTICE OF EXTRAORDINARY GENERAL MEETING

A General Meeting of RTG Mining Inc. (RTG or the Company) will be held at Level 2, 338 Barker Road, Subiaco, Western Australia 6008 at 3.00pm (Perth, Western Australia time) Friday, 10 April 2015

Dear Shareholder

This notice of meeting and explanatory notes (**Notice**) sets out resolutions that seek shareholder approval for the issue of fully paid shares in the Company (**Shares**) under the proposed A\$15 million placement at A\$0.68 per Share (**Issue Price**) to sophisticated and professional investors as announced on the Toronto Stock Exchange (**TSX**) on 5 February 2015 and the Australian Stock Exchange (**ASX**) on 6 February 2015 (**Proposed Placement**). The Issue Price represents a 1.5% premium to RTG's last traded price on ASX prior to the announcement of the Proposed Placement and a 5.56% discount to RTG's 5 day volume weighted average ASX price.¹

The issue of Shares under the Proposed Placement has been structured in two tranches. The issue of the first tranche on 18 February 2015 did not require shareholder approval as the Company had sufficient capacity under chapter 7 of the ASX Listing Rules (**ASX Listing Rules**) and section 607 of the TSX Listing Rules. However, RTG is seeking shareholder approval to ratify the issue of the first tranche of Shares as required under chapter 7 of the ASX listing rules. RTG is of the view that this is a sensible way of maximising flexibility over its capital structure for the next year. This would ensure RTG has capacity to issue further securities without the need for shareholder approval where the Board considers it prudent and in the best interests of the Company to make such issues. If shareholders do not ratify the issue of the first tranche of Shares, the Shares will still have been issued but the Company's capacity to issue further securities will be limited for the next year.

The Company requires Shareholder approval only under the ASX Listing Rules to issue the second tranche of Shares. This is because the Company does not have sufficient capacity under chapter 7 of the ASX Listing Rules. For participants in the Proposed Placement who will trade on TSX this second tranche of Shares will be issued on conversion of existing subscription receipts which were issued at the same time as the first tranche of Shares. If Shareholders do not approve the issue of the second tranche of Shares, the Company may need to seek alternative funding sources in order to progress the Company's projects and to ensure that the Company has sufficient working capital.

Placement commitments to raise the full A\$15 million contemplated by the Proposed Placement have been secured and this Notice seeks the necessary shareholder approval to issue the second tranche of Shares under the Proposed Placement and to ratify the issue of the first tranche of Shares.

The Company proposes to use the funds raised from the Proposed Placement to progress the permitting and development of the Mabilo Project, exploration at the Bunawan Project, and for working capital and general corporate purposes.

The following pages contain details on the items of business (**Items**) to be conducted at the extraordinary general meeting (**Meeting**). Your directors believe that each of the Items are in the best interests of the Company and its shareholders.

Voting on the Items is important and I encourage all shareholders, holders of CDIs and persons who hold their interest in the Company beneficially through an intermediary to carefully follow the instructions set out in this Notice on how to exercise their voting rights.

This Notice also includes specific instructions on how and when to lodge proxy forms and voting instruction forms.

Yours faithfully

Mr Michael Carrick

Chair

4 March 2015

¹ Last traded price on ASX and 5 day volume weighted average based on 5 February 2015.
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NOTICE OF EXTRAORDINARY GENERAL MEETING

BUSINESS OF THE MEETING

Items of Business		Shareholder Approval	Voting Restrictions /Further Details
1. RATIFICATION OF THE ISSUE OF THE FIRST TRANCHE OF SHARES UNDER THE PROPOSED PLACEMENT	To approve the issue of 16,789,996 Shares as described in the Explanatory Notes.	Ordinary resolution	Page 7
2. APPROVAL OF THE ISSUE OF THE SECOND TRANCHE OF SHARES UNDER THE PROPOSED PLACEMENT	To approve the issue of 5,489,004 Shares as described in the Explanatory Notes.	Ordinary resolution	Page 8

IMPORTANT INFORMATION

NOTICE AND VOTING ENTITLEMENTS

SHAREHOLDERS (INVESTORS TRADING ON TSX)

This section applies to registered holders of Shares (**Shareholders**) which are traded on TSX.

Notice Record Date

Shareholders recorded on the Company's register of members at 4.00pm on 6 March 2015 (Perth, Western Australia time) (**Notice Record Date**) will be entitled to receive this Notice.

Voting Entitlement

Shareholders recorded on the Company's register of members at 10.00am on 5 April 2015 (Perth, Western Australia time) (**Voting Entitlement Date**) will be entitled to vote on Items at the 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.

Becoming a Shareholder

Persons who become Shareholders between the Notice Record Date and the Voting Entitlement Date, and wish to

vote at the Meeting by proxy should call +61 3 9415 4000 and request a copy of this Notice and a personalised proxy form.

Voting Procedure

Under the Company's constitution, 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.

Voting Restrictions

The voting prohibitions under the *Corporations Act 2001* (Cth) (**Corporations Act**) and voting exclusions under the ASX Listing Rules for each Item are set out in the Explanatory Notes to this Notice.

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.

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CDIs

CHESS Depositary 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 that 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 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 constitution, 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.

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For further details refer to the sections entitled “CDI Holders’ Voting Instructions” and “Non-Registered Shareholders (other than CDI Holders) – Voting Instructions” below.

Voting Restrictions

The voting prohibitions under the Corporations Act and voting exclusions under the ASX Listing Rules for each Item are set out in the Explanatory Notes to this Notice.

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 3 9415 4000 and request an additional Proxy Form.

Shareholders and 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 authorized 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 3.00pm (Perth, Western Australia time) on 8 April 2015.

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 Instruction Forms

Enclosed in this Notice is a CDI voting instruction form (**CDI Voting Instruction Form**) for CDI Holders. 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:

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- 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 Instruction Forms

Completed CDI Voting Instruction Forms must be received by 3.00pm (Perth, Western Australia time) on 7 April 2015.

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 3.00pm (Perth, Western Australia time) on 6 April 2015.

VOTING SECURITIES AND PRINCIPAL HOLDERS THEREOF

To the knowledge of the Company's directors and officers, there are no persons or companies who will beneficially own or exercise control or direction over, directly or indirectly, more than 10% of the Company's Shares as at 5 April 2015.

PROXY AND VOTING FORMS LOGISTICS

Undirected proxies

The Chair intends to vote all valid undirected proxies in favour of those 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

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- +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.

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, 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.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 12754064/17

copies by contacting the Company (i) by mail to: Corporate Secretary, RTG Mining Inc., Level 2, 338 Barker Road, Subiaco, Western Australia or (ii) by telephone to: +61 (0)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 Nick Day

Company Secretary

4 March 2015

RTG Mining Inc.

EXPLANATORY NOTES

ITEM 1 RATIFICATION OF THE ISSUE OF THE FIRST TRANCHE OF SHARES UNDER THE PROPOSED PLACEMENT

Background

On 10 February 2015, the Company announced it intended to issue approximately 22 million Shares at A\$0.68 per Share in two tranches to sophisticated and professional investors to raise approximately A\$15 million (**Proposed Placement**).

The first tranche of Shares was issued on 18 February 2015 within the Company's capacity to issue equity securities up to 15% of the Company's securities without Shareholder approval, under ASX Listing Rule 7.1 (**15% Capacity**). No Shareholder approval was required for the issue of the first tranche of Shares under the Proposed Placement.

The second tranche of Shares are to be issued to participants under the Proposed Placement subject to Shareholder approval.

The portion of the Proposed Placement subscribed for by participants who wish to trade Shares on TSX has been satisfied by the issue of units (**Units**). Each Unit comprises approximately:

- 0.75 Shares; and
- 0.25 subscription receipts (**Subscription Receipts**).

The Shares issued under the Units represent the first tranche of Shares under the Proposed Placement. The Subscription Receipts will convert into Shares on the satisfaction of certain conditions (including Shareholder approval). These Shares issued on conversion of the Subscription Receipts will represent the second tranche of Shares issued to participants who wish to trade on TSX under the Proposed Placement. Further details in respect of the Subscription Receipts are contained in the Explanatory Notes to Item 2.

Purpose of approval

The Company is now seeking Shareholder approval to ratify the issue of the first tranche of Shares under the Proposed Placement.

ASX Listing Rule 7.1 provides that the Company must not issue more than the remaining 15% Capacity within a 12 month period unless a specified exception applies or the issue is made with prior Shareholder Approval.

ASX Listing Rule 7.4 allows an issue made by the Company (without Shareholder approval) to be treated as having been made with approval for the purposes of ASX Listing Rule 7.1, provided that:

- it is subsequently ratified by Shareholders at a general meeting; and
- the issue did not breach ASX Listing Rule 7.1 at the time it was made.

Approval of Item 1 will refresh the Company's 15% Capacity and enable it to raise further capital or make additional acquisitions by issuing equity securities, without the delays involved with seeking prior Shareholder approval.

The Board will only undertake further issues of equity securities if they consider it is in the best interests of the Company to do so.

If Shareholders do not ratify the issued of the first tranche of Shares, the Shares will still have been issued but the Company's capacity to issue further securities will be limited for the next year.

CDI Holders (investors trading on ASX)

Shares in the Company cannot be traded on ASX. Instead, CDIs representing Shares were issued to investors participating in the Proposed Placement who wished to trade on ASX.

A CDI is a financial product quoted on ASX. CDIs represent an interest in the underlying Share in the Company. This allows investors to trade interests in Shares in the Company by trading the relevant CDIs on ASX. Each CDI represents one Share and confers a beneficial interest in that Share. CDIs are held by CDN on behalf of the holders of CDIs. CDIs are quoted and traded on ASX in Australian dollars. They will not be listed or traded on TSX.

The rights attaching to CDIs are economically equivalent to the rights attaching to Shares, and the Company will generally be required to treat holders of CDIs as if they were the holders of the Shares represented by those CDIs. This means that economic benefits such as dividends, bonus issues and rights issues will generally flow through to holders of CDIs as if they were the registered holders of the underlying Shares.

About the Projects

Detailed geological descriptions of the Company's projects are included in the Company's December 2014 quarterly

report which is available on the Company's website, ASX platform (ASX:RTG) and the SEDAR website at www.sedar.com.

Mabilo Project

The Mabilo Project is located in Camarines Norte Province, Eastern Luzon, Philippines. It is comprised of one granted Exploration Permit and one Exploration Permit Application.

Extensive drilling has been undertaken during 2014 in the North and South directions. Drilling is ongoing and ninety diamond drill holes have been completed at the end of the December 2014 quarter with further drilling ongoing.

Work has continued on the Definitive Feasibility Study during the December 2014 quarter. Along with the metallurgical test work, work was conducted on environmental studies, community development and infrastructure studies. The Definitive Feasibility Study remains on track for completion in the third quarter of 2015.

Bunawan Project

The Bunawan Project is located approximately 5 kilometres North-East of Medusa Mining's Co-O mine in eastern Mindanao, Philippines.

Following the granting of the Exploration Permit for Bunawan in August 2014, the Company commenced a reconnaissance drilling program in November 2014. At the end of that quarter, 9 holes had been completed for 3,074 metres. Mineralisation was intercepted in 6 of the 9 holes drilled, including 7m @ 4.18g/t Au and 4m @ 12.33g/t Au.

Details required by ASX Listing Rules

Securities issued	16,789,996 Shares, including 12,926,167 held indirectly by allottees as CDIs and 3,863,829 issued under the Units.
Date of issue	The Shares were issued on 18 February 2015.
Issue price	A\$0.68 per Share.

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EXPLANATORY NOTES

Allottee	Sophisticated and professional investors under sections 708(8) – (11) of the Corporations Act, accredited investors as defined in NI 45-106 and investors to whom similar exemptions apply in each relevant jurisdiction, being participants under the Proposed Placement. The participants were not related parties of the Company at the time the Shares were issued.
Terms	Each Share ranks equally in all respects with existing Shares. CDIs representing Shares were issued to investors who trade on ASX.
Use of funds	To fund permitting and development of the Mabilo Project, exploration at the Bunawan Project, and for working capital and general corporate purposes.

Board Recommendation

The Board unanimously recommends Shareholders vote **in favour** of Item 1.

The Chair intends to vote undirected proxies **in favour** of Item 1.

Major Shareholder Support

One of RTG's major shareholders, B2Gold Corp. has indicated that it intends to vote in favour of the Items at the Meeting.

Voting exclusion statement

The Company will disregard any votes cast on Item 1 by or on behalf of any participant under the Proposed Placement and any of its associates.

However, the Company need not disregard a vote if the vote is cast as proxy for a person who is entitled to vote:

- in accordance with the directions on the Proxy Form; or
- as the Chair of the meeting in accordance with a direction on the Proxy Form to vote as the proxy decides.

ITEM 2 APPROVAL OF THE ISSUE OF THE SECOND TRANCHE OF SHARES UNDER THE PROPOSED PLACEMENT

Background

On 10 February 2015, the Company announced the Proposed Placement.

The first tranche of Shares was issued on 18 February 2015 within the Company's 15% Capacity and so no Shareholder approval was required.

The issue of the second tranche of Shares would breach the Company's 15% Capacity and is therefore subject to Shareholder approval.

The portion of the Proposed Placement subscribed for by participants who wish to trade Shares on TSX has been satisfied by the issue of Units, which include the Subscription Receipts.

Purpose of approval

ASX Listing Rule 7.1 provides that a Company must not issue more than the 15% Capacity within a 12 month period unless a specified exception applies or the issue is made with prior Shareholder approval.

ASX Listing Rule 7.4 allows an issue made by the Company (without Shareholder approval) to be treated as having been made with approval for the purposes of ASX Listing Rule 7.1, provided that:

- it is subsequently ratified by Shareholders at a general meeting; and
- the issue did not breach ASX Listing Rule 7.1 at the time it was made.

If Shareholders do not approve Item 2 then the second tranche of Shares under the Proposed Placement will not be issued and any funds held by the Company in respect of those Shares will be returned to participants and the Company may need to seek alternative funding sources in order to progress the Company's projects and to ensure that the Company has sufficient working capital.

TSX Participants – Subscription Receipts

On 18 February 2015 the Company issued Subscription Receipts to participants in the Proposed Placement trading on the TSX.

The Subscription Receipts represent the portion of the second tranche of Shares subscribed for by participants trading on TSX.

Each Subscription Receipt will be automatically exercisable and entitle the holder to receive, without payment of additional consideration, one Share upon the satisfaction of certain escrow release conditions.

The portion of the gross proceeds attributable to the Subscription Receipts is held in escrow pending Shareholder approval and satisfaction of the escrow release conditions.

The escrow release conditions, among other things, will include the receipt of all required Shareholder and regulatory approvals (including approval of the second tranche of Shares by Shareholders and approval of the Proposed Placement by TSX).

If the escrow release conditions have not been satisfied on or prior to 5:00 p.m. (Vancouver time) on April 30, 2015 or other time as agreed by the Company and its North American Agent, the Subscription Receipts will be cancelled and an amount equal to the subscription price attributable to the Subscription Receipts shall be returned to the holders of the Subscription Receipts.

ASX Participants – CDIs

Refer to the section entitled "CDI Holders (investors trading on ASX)" on page 7 above for details regarding the issue of CDIs, which will be quoted and traded on ASX in place of Shares.

About the Projects

Refer to the section entitled "About the Projects" on page 7 above for details regarding the Company's projects.

Details required by ASX Listing Rules

Securities issued 5,489,004 Shares, including 4,225,833 held indirectly by allottees as CDIs and 1,263,171 issued on conversion of the Subscription Receipts.

Date of issue If Item 2 is approved the Shares will be issued on or around 16 April 2015 or such other date as agreed by the Company and its brokers, which, in any event will be no later than 3 months after the date of the Shareholder approval.

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EXPLANATORY NOTES

Issue price A\$0.68 per Share.

Allottee Sophisticated and professional investors under sections 708(8) – (11) of the Corporations Act, accredited investors as defined in NI 45-106 and investors to whom similar exemptions apply in each relevant jurisdiction, being participants under the Proposed Placement.

The participants are not related parties of the Company.

Terms Each Share will rank equally in all respects with existing Shares. CDIs representing Shares will be issued to investors who wish to trade on ASX.

Use of funds To fund permitting and development of the Mabilo Project, exploration at the Bunawan Project, and for working capital and general corporate purposes.

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.

Major Shareholder Support

One of RTG's major shareholders, B2Gold Corp. has indicated that it intends to vote in favour of the resolutions at the Meeting.

Voting exclusion statement

The Company will disregard any votes cast on Item 2 by or on behalf of any person who may participate in the Proposed Placement and a person who might obtain a benefit, except a benefit solely in the capacity of a holder of Shares, if the resolution is passed.

However, the Company need not disregard a vote if the vote is cast as proxy for a person who is entitled to vote:

- in accordance with the directions on the Proxy Form; or
- as the Chair of the meeting in accordance with a direction on the Proxy Form to vote as the proxy decides.



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

Security Class SHARES

Holder Account Number
C1234567890 IND

Fold

Form of Proxy - Extraordinary General Meeting to be held on April 10, 2015

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 Management.**
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 3:00pm (Perth time), on April 8, 2015.

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.



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 Management nominees named on the reverse of this proxy. 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

+ MR SAM SAMPLE

C1234567890



XXX 123

Appointment of Proxyholder

I/We, being holder(s) of RTG Mining Inc. hereby appoint: Michael Carrick or, failing him, Justine Magee

OR

Print the name of the person you are appointing if this person is someone other than the Management Nominees listed herein.

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 Extraordinary General Meeting of shareholders of RTG Mining Inc. to be held at Level 2, 338 Barker Road, Subiaco, Western Australia, on April 10, 2015 at 3:00pm (WST) and at any adjournment or postponement thereof.

Management Nominees intend 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

1. Ratification of the issue of the first tranche of Shares under the Proposed Placement

For Against Abstain

2. Approval of the issue of the second tranche of Shares under the Proposed Placement

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 Management.**

Signature(s)

Date

MM / DD / YY

Interim Financial Statements – Mark this box if you would like to receive Interim Financial Statements and accompanying Management’s Discussion and Analysis by mail.

Annual Financial Statements – Mark this box if you would NOT like to receive the Annual Financial Statements and accompanying Management’s Discussion and Analysis by mail.

If you are not mailing back your proxy, you may register online to receive the above financial report(s) by mail at www.computershare.com/maillinglist.

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Lodge your vote:



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 all enquiries call:

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

┌ 000001 000 RTG
MR SAM SAMPLE
FLAT 123
123 SAMPLE STREET
THE SAMPLE HILL
SAMPLE ESTATE
SAMPLEVILLE VIC 3030

CDI Voting Instruction Form

For your vote to be effective it must be received by 3:00pm (Perth time) Tuesday, 7 April 2015

How to Vote on Items of Business

Each CHES Depositary Interest (CDI) is equivalent to 1 (one) fully paid share in the Company, so that every 1 (one) CDI that you own at 5 April 2015 entitles you to 1 (one) vote.

You can vote by completing, signing and returning your CDI Voting Instruction Form. This form gives your voting instructions to CHES Depositary 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 CHES Depositary Nominees Pty Ltd enough time to tabulate all CHES Depositary 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.

Turn over to complete the form →



View your securityholder information, 24 hours a day, 7 days a week:

www.investorcentre.com

- Review your securityholding
- Update your securityholding

Your secure access information is:

SRN/HIN: I9999999999



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

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 Extraordinary General Meeting of RTG Mining Inc. to be held at Level 2, 338 Barker Road, Subiaco, Western Australia on Friday, 10 April 2015 at 3:00pm (Perth time) 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

For Against Abstain

	For	Against	Abstain
1. Ratification of the issue of the first tranche of Shares under the Proposed Placement	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2. Approval of the issue of the second tranche of Shares under the Proposed Placement	<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 / /