Rule 2.7, 3.10.3, 3.10.4, 3.10.5

Appendix 3B

New issue announcement, application for quotation of additional securities and agreement

Information or documents not available now must be given to ASX as soon as available. Information and documents given to ASX become ASX's property and may be made public.

 $Introduced\ 01/07/96\ \ Origin:\ Appendix\ 5\ \ Amended\ 01/07/98,\ 01/09/99,\ 01/07/00,\ 30/09/01,\ 11/03/02,\ 01/01/03,\ 24/10/05,\ 01/08/12,\ 04/03/13,\ 01/08/12,\ 01/08/1$

Name of entity		
RTG Mining Inc.		
ABN		
ARBN 164 362 850		

We (the entity) give ASX the following information.

Part 1 - All issues

You must complete the relevant sections (attach sheets if there is not enough space).

- 1 *Class of *securities issued or to be issued
- Fully paid Shares and Chess Depositary Interests ("CDIs") representing a beneficial interest in an underlying fully paid Share.
- Number of *securities issued or to be issued (if known) or maximum number which may be issued
- 1. 634,000 CDIs have been converted so as to be held as Shares (this conversion has no impact on the total number of Shares held).
- Principal terms of the *securities (e.g. if options, exercise price and expiry date; if partly paid *securities, the amount outstanding and due dates for payment; if *convertible securities, the conversion price and dates for conversion)
- 1. 634,000 Shares have been converted so as to be held as CDIs (this conversion has no impact on the total number of Shares held).

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⁺ See chapter 19 for defined terms.

4 Do the *securities rank equally in all respects from the *issue date with an existing *class of quoted *securities?

If the additional *securities do not rank equally, please state:

- the date from which they do
- the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment
- the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment

1. CDIs rank equally in all respects with existing Shares in RTG Mining Inc. Note; however, that there are certain differences between CDIs and Shares (in particular in relation to voting and how other rights are exercised).

5 Issue price or consideration

Not Applicable

- 6 Purpose of the issue
 (If issued as consideration for the acquisition of assets, clearly identify those assets)
- 1. CDIs have been converted so as to be held as Shares (this conversion has no impact on the total number of Shares held).
- 6a Is the entity an ⁺eligible entity that has obtained security holder approval under rule 7.1A?

If Yes, complete sections 6b – 6h in relation to the *securities the subject of this Appendix 3B, and comply with section 6i

Yes

6b The date the security holder resolution under rule 7.1A was passed

21 May 2015

6c Number of *securities issued without security holder approval under rule 7.1

Number of *securities issued with security holder approval under rule 7.1A

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⁺ See chapter 19 for defined terms.

6e Number of *securities issued with security holder approval under rule 7.3, or another specific security holder approval (specify date of meeting)

22,279,000 (Approved 10 April 2015)

6f Number of *securities issued under an exception in rule 7.2

256,167

6g If +securities issued under rule 7.1A, was issue price at least 75% of 15 day VWAP as calculated under rule 7.1A.3? Include the +issue date and both values. Include the source of the VWAP calculation.

No securities have been issued under 7.1A.

6h If *securities were issued under rule 7.1A for non-cash consideration, state date on which valuation of consideration was released to ASX Market Announcements No securities have been issued under 7.1A.

6i Calculate the entity's remaining issue capacity under rule 7.1 and rule 7.1A – complete Annexure 1 and release to ASX Market Announcements

34,681,597

7 +Issue dates

Note: The issue date may be prescribed by ASX (refer to the definition of issue date in rule 19.12). For example, the issue date for a pro rata entitlement issue must comply with the applicable timetable in Appendix 7A.

Cross reference: item 33 of Appendix 3B.

10 November 2015

8 Number and *class of all
*securities quoted on ASX
(including the *securities in section
2 if applicable)

Number	+Class
99,570,640	CDIs*
8,450,188	Option CDIs
	representing listed
	options exercisable at
	C\$1.50, expiry 4 June
	2017

*Note: Each CDI represents a beneficial interest in an underlying fully paid Shares

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⁺ See chapter 19 for defined terms.

9	Number and +class of all +securities not quoted on ASX (including the +securities in section	34,681,597	Shares quoted on the Toronto Stock Exchange
	2 if applicable)	334,499	Options listed on the Toronto Stock Exchange exercisable at C\$1.50, expiry 4 June 2017
10	Dividend policy (in the case of a trust, distribution policy) on the increased capital (interests)	N/A	
Part	2 - Pro rata issue		
11	Is security holder approval required?	N/A	
12	Is the issue renounceable or non-renounceable?	N/A	
13	Ratio in which the *securities will be offered	N/A	
14	⁺ Class of ⁺ securities to which the offer relates	N/A	
15	⁺ Record date to determine entitlements	N/A	
16	Will holdings on different registers (or subregisters) be aggregated for calculating entitlements?	N/A	
17	Policy for deciding entitlements in relation to fractions	N/A	
18	Names of countries in which the entity has security holders who will not be sent new offer documents	N/A	
	Note: Security holders must be told how their entitlements are to be dealt with. Cross reference: rule 7.7.		
19	Closing date for receipt of acceptances or renunciations	N/A	
20	Names of any underwriters	N/A	
128430	·	IVA	

+ See chapter 19 for defined terms.

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21	Amount of any underwriting fee or commission	N/A
22	Names of any brokers to the issue	N/A
23	Fee or commission payable to the broker to the issue	N/A
24	Amount of any handling fee payable to brokers who lodge acceptances or renunciations on behalf of security holders	N/A
25	If the issue is contingent on security holders' approval, the date of the meeting	N/A
26	Date entitlement and acceptance form and offer documents will be sent to persons entitled	N/A
27	If the entity has issued options, and the terms entitle option holders to participate on exercise, the date on which notices will be sent to option holders	N/A
28	Date rights trading will begin (if applicable)	N/A
29	Date rights trading will end (if applicable)	N/A
30	How do security holders sell their entitlements <i>in full</i> through a broker?	N/A
31	How do security holders sell <i>part</i> of their entitlements through a broker and accept for the balance?	N/A
32	How do security holders dispose of their entitlements (except by sale through a broker)?	N/A
33	⁺ Issue date	N/A

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⁺ See chapter 19 for defined terms.

Part 3 - Quotation of securities You need only complete this section if you are applying for quotation of securities 34 Type of +securities (tick one) *Securities described in Part 1 (a) All other +securities (b) Example: restricted securities at the end of the escrowed period, partly paid securities that become fully paid, employee incentive share securities when restriction ends, securities issued on expiry or conversion of convertible securities Entities that have ticked box 34(a) Additional securities forming a new class of securities Tick to indicate you are providing the information or documents 35 If the +securities are +equity securities, the names of the 20 largest holders of the additional +securities, and the number and percentage of additional +securities held by those holders If the +securities are +equity securities, a distribution schedule of the additional 36 +securities setting out the number of holders in the categories 1 - 1,000 1,001 - 5,000 5,001 - 10,000 10,001 - 100,000 100,001 and over 37 A copy of any trust deed for the additional *securities Entities that have ticked box 34(b) 38 Number of +securities for which ⁺quotation is sought 39 +Class of +securities for which quotation is sought

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+ See chapter 19 for defined terms.

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40	Do the *securities rank equally in all respects from the *issue date with an existing *class of quoted *securities? If the additional *securities do not rank equally, please state: • the date from which they do • the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment • the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment		
41	Reason for request for quotation now		
	Example: In the case of restricted securities, end of restriction period		
	(if issued upon conversion of another ⁺ security, clearly identify that other ⁺ security)		
40	N	Number	+Class
42	Number and ⁺ class of all ⁺ securities quoted on ASX (<i>including</i> the ⁺ securities in clause 38)		

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⁺ See chapter 19 for defined terms.

Quotation agreement

- ⁺Quotation of our additional ⁺securities is in ASX's absolute discretion. ASX may quote the ⁺securities on any conditions it decides.
- We warrant the following to ASX.
 - The issue of the *securities to be quoted complies with the law and is not for an illegal purpose.
 - There is no reason why those +securities should not be granted +quotation.
 - An offer of the *securities for sale within 12 months after their issue will not require disclosure under section 707(3) or section 1012C(6) of the Corporations Act.

Note: An entity may need to obtain appropriate warranties from subscribers for the securities in order to be able to give this warranty

- Section 724 or section 1016E of the Corporations Act does not apply to any applications received by us in relation to any *securities to be quoted and that no-one has any right to return any *securities to be quoted under sections 737, 738 or 1016F of the Corporations Act at the time that we request that the *securities be quoted.
- If we are a trust, we warrant that no person has the right to return the

 +securities to be quoted under section 1019B of the Corporations Act at the
 time that we request that the +securities be quoted.
- We will indemnify ASX to the fullest extent permitted by law in respect of any claim, action or expense arising from or connected with any breach of the warranties in this agreement.
- We give ASX the information and documents required by this form. If any information or document is not available now, we will give it to ASX before [†]quotation of the [†]securities begins. We acknowledge that ASX is relying on the information and documents. We warrant that they are (will be) true and complete.

Sign here: /S/ Justine Magee Date: 11 November 2015 (Director/Company secretary)

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⁺ See chapter 19 for defined terms.

Appendix 3B – Annexure 1

Calculation of placement capacity under rule 7.1 and rule 7.1A for eligible entities

Introduced 01/08/12 Amended 04/03/13

Part 1

Rule 7.1 – Issues exceeding 15% of capital		
Step 1: Calculate "A", the base figure from which the placement capacity is calculated		
Insert number of fully paid *ordinary securities on issue 12 months before the *issue date or date of agreement to issue	111,717,070	
Add the following:		
Number of fully paid ⁺ ordinary securities issued in that 12 month period under an exception in rule 7.2	256,167	
Number of fully paid ⁺ ordinary securities issued in that 12 month period with shareholder approval	22,279,000	
Number of partly paid ⁺ ordinary securities that became fully paid in that 12 month period		
 Note: Include only ordinary securities here – other classes of equity securities cannot be added Include here (if applicable) the securities the subject of the Appendix 3B to which this form is annexed It may be useful to set out issues of securities on different dates as separate line items 		
Subtract the number of fully paid +ordinary securities cancelled during that 12 month period		
"A"	134,252,237	

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⁺ See chapter 19 for defined terms.

Step 2: Calculate 15% of "A"	
"B"	0.15
	[Note: this value cannot be changed]
Multiply "A" by 0.15	20,137,835
Step 3: Calculate "C", the amount of 7.1 that has already been used	of placement capacity under rule
Insert number of *equity securities issued or agreed to be issued in that 12 month period not counting those issued:	none
• Under an exception in rule 7.2	
Under rule 7.1A	
 With security holder approval under rule 7.1 or rule 7.4 	
 Note: This applies to equity securities, unless specifically excluded – not just ordinary securities Include here (if applicable) the securities the subject of the Appendix 3B to which this form is annexed It may be useful to set out issues of securities on different dates as separate line items 	
"C"	0
Step 4: Subtract "C" from ["A" x "L placement capacity under rule 7.1	3"] to calculate remaining
"A" x 0.15	20,137,835
Note: number must be same as shown in Step 2	
Subtract "C"	0
Note: number must be same as shown in Step 3	
Total ["A" x 0.15] – "C"	20,137,835
	[Note: this is the remaining placement capacity under rule 7.1]

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⁺ See chapter 19 for defined terms.

Part 2

ent capacity for eligible entities		
Step 1: Calculate "A", the base figure from which the placement capacity is calculated		
134,252,237		
0.10		
Note: this value cannot be changed		
13,425,224		
Step 3: Calculate "E", the amount of placement capacity under rule 7.1A that has already been used		
none		

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⁺ See chapter 19 for defined terms.

Step 4: Subtract "E" from ["A" x "D"] to calculate remaining placement capacity under rule 7.1A		
"A" x 0.10	13,425,224	
Note: number must be same as shown in Step 2		
Subtract "E"	0	
Note: number must be same as shown in Step 3		
Total ["A" x 0.10] – "E"	13,425,224	
	Note: this is the remaining placement capacity under rule 7.1A	

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⁺ See chapter 19 for defined terms.