



ASX Limited
Level 40, Central Park
152-158 St Georges Terrace
Perth WA 6000

The information in this announcement is provided to ASX Limited (**ASX**) for release to the market in connection with the official quotation of CHESD Depository Interests (**CDIs**) in respect of shares and options in RTG Mining Inc. (ABN 70 164 362 850 / ARBN 164 362 850) (**RTG**), which is anticipated to commence at 8.30am (WST) on Thursday, 5 June 2014.

Segilola Project

RTG confirms that it is not aware of any material update to the information regarding the Segilola mineral exploration, development and mining project provided in section 5.2(c) of the scheme booklet for schemes of arrangement to implement the proposed merger between Sierra Mining Limited (ACN 118 060 441) (**Sierra**) and RTG which is incorporated into the RTG information memorandum dated 9 April 2014.

Working Capital Placement and RTG Debt Facility

RTG confirms that Sierra has not exercised its right under clause 5.9 of the scheme implementation deed between RTG and Sierra dated 24 February 2014 (**SID**) to undertake a working capital placement to issue shares to raise up to A\$1,000,000.

RTG also confirms that it has not provided a working capital debt facility to Sierra under clause 5.9 of the SID.

ASX Waivers

ASX has granted RTG the following waivers of the ASX listing rules (**Listing Rules**):

1 Listing Rule 1.1, condition 6

To the extent necessary to permit RTG to apply for quotation only of CDIs in respect of shares in RTG (**Share CDIs**) and CDIs of options in RTG (**Option CDIs**) issued into the Australian market, subject to the following conditions:

- (a) RTG applies for quotation of new Share CDIs and Option CDIs issued into the Australian market on a monthly basis; and
- (b) RTG provides to the market a monthly update of the net changes in the number of Share CDIs and Option CDIs over its common shares.

2 Listing Rule 2.4

To the extent necessary to permit RTG to only apply for quotation of those Share CDIs and Option CDIs issued into the Australian market, subject to the following conditions:

- (a) RTG applies for quotation of Share CDIs and Option CDIs issued into the Australian market on a monthly basis; and
- (b) RTG provides to the market a monthly update of the net changes in the number of Share CDIs and Option CDIs that are quoted on ASX.

3 Listing Rule 2.8

To the extent necessary to allow RTG not to apply for quotation of Share CDIs and Option CDIs which are issued as a result of holders of ordinary shares in RTG converting their shares to Share CDIs, or holders of options quoted on the Toronto Stock Exchange (**TSX**) converting their options to Option CDIs (as applicable), within 10 business days of issue of those Share CDIs or Option CDIs (as applicable), subject to the following conditions:

- (a) RTG applies for quotation of Share CDIs and Option CDIs issued into the Australian market on a monthly basis; and
- (b) RTG provides to the market a monthly update of the net changes in the number of Share CDIs and Option CDIs that are quoted on ASX.

4 Listing Rule 14.3

To the extent necessary to permit RTG to accept nominations for the election of directors in accordance with sections 83 and 113 of the *BVI Companies Act 2004* and RTG's memorandum and articles of association, being at least seven days before the date of general meetings, on condition that:

- (a) RTG releases the terms of the waiver to the market as pre-quotation disclosure; and
- (b) the terms of the waiver are set out in the management proxy circular provided to all holders of Share CDIs.