



**ANNOUNCEMENT TO THE AUSTRALIAN SECURITIES EXCHANGE: 11 APRIL 2014**

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## **SCHEME PROXY FORMS**

Sierra Mining Limited (**Sierra** or the **Company**) is pleased to attach examples of the Shareholder and Optionholder Proxy Forms, and the Sale Facility Election Form that will accompany the Scheme Booklet. A copy of the Share Election Form, which will be available from the Company's Share Registry on request, is also attached.

A copy of the Scheme Booklet is available on the Sierra website at [www.sierramining.com.au](http://www.sierramining.com.au).

**Enquiries:** *Clint McGhie, Company Secretary* +61 8 9322 6322



000001  
000  
SAM  
MR JOHN SMITH 1  
FLAT 123  
123 SAMPLE STREET  
THE SAMPLE HILL  
SAMPLE ESTATE  
SAMPLEVILLE VIC 3030

**Lodge your vote:**



**By Mail:**

Computershare Investor Services Pty Limited  
GPO Box 1282 Melbourne  
Victoria 3001 Australia

Alternatively you can fax your form to  
(within Australia) 1800 783 447  
(outside Australia) +61 3 9473 2555

For intermediary Online subscribers only  
(custodians) [www.intermediaryonline.com](http://www.intermediaryonline.com)

**For all enquiries call:**

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

## Proxy Form - Share Scheme

**For your vote to be effective it must be received by 10:00am (WST) Wednesday, 14 May 2014**

### How to Vote on Item of Business

All your securities will be voted in accordance with your directions.

#### Appointment of Proxy

**Voting 100% of your holding:** Direct your proxy how to vote by marking one of the boxes opposite the item of business. If you do not mark a box your proxy may vote as they choose. If you mark more than one box on the item your vote will be invalid.

**Voting a portion of your holding:** Indicate a portion of your voting rights by inserting the percentage or number of securities you wish to vote in the For, Against or Abstain box or boxes. The sum of the votes cast must not exceed your voting entitlement or 100%.

**Appointing a second proxy:** You are entitled to appoint up to two proxies to attend the meeting and vote on a poll. If you appoint two proxies you must specify the percentage of votes or number of securities for each proxy, otherwise each proxy may exercise half of the votes. When appointing a second proxy write both names and the percentage of votes or number of securities for each in Step 1 overleaf.

**A proxy need not be a securityholder of the Company.**

### 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 registry, please attach a certified photocopy of the Power of Attorney to this form when you return it.

**Companies:** Where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the company (pursuant to section 204A of the Corporations Act 2001) does not have a Company Secretary, a Sole Director can also sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please sign in the appropriate place to indicate the office held. Delete titles as applicable.

### Attending the Meeting

Bring this form to assist registration. If a representative of a corporate securityholder or proxy is to attend the meeting you will need to provide the appropriate "Certificate of Appointment of Corporate Representative" prior to admission. A form of the certificate may be obtained from Computershare or online at [www.investorcentre.com](http://www.investorcentre.com) under the help tab, "Printable forms".

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 securityholding, 24 hours a day, 7 days a week:

**[www.investorcentre.com](http://www.investorcentre.com)**

**Review your securityholding**

**Update your securityholding**

**Your secure access information is:**

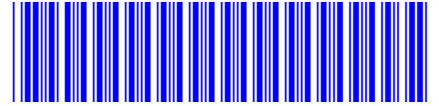
**SRN/HIN: I999999999**



**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

# Proxy Form

Please mark  to indicate your directions

## STEP 1 Appoint a Proxy to Vote on Your Behalf

XX

I/We being a member/s of Sierra Mining Limited hereby appoint

the Chairman of the Meeting **OR**

**PLEASE NOTE:** Leave this box blank if you have selected the Chairman of the Meeting. Do not insert your own name(s).

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chairman of the Meeting, as my/our proxy to act generally at the meeting on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, and to the extent permitted by law, as the proxy sees fit) at the Share Scheme Meeting of Sierra Mining Limited to be held at the Plaza Level, BGC Centre, 28 The Esplanade, Perth, Western Australia on Friday, 16 May 2014 at 10:00am (WST) and at any adjournment or postponement of that meeting.

## STEP 2 Item of Business

**PLEASE NOTE:** If you mark the **Abstain** box for an item, you are directing your 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.

	For	Against	Abstain
Resolution 1 Approval of the Share Scheme	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

The Chairman of the Meeting intends to vote undirected proxies in favour of the item of business.

## 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 / /

000001  
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SAM  
MR JOHN SMITH 1  
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**For all enquiries call:**

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

**Proxy Form - Option Scheme**

**For your vote to be effective it must be received by 10:30am (WST) Wednesday, 14 May 2014**

**How to Vote on Item of Business**

All your securities will be voted in accordance with your directions.

**Appointment of Proxy**

**Voting 100% of your holding:** Direct your proxy how to vote by marking one of the boxes opposite the item of business. If you do not mark a box your proxy may vote as they choose. If you mark more than one box on the item your vote will be invalid.

**Voting a portion of your holding:** Indicate a portion of your voting rights by inserting the percentage or number of securities you wish to vote in the For, Against or Abstain box or boxes. The sum of the votes cast must not exceed your voting entitlement or 100%.

**Appointing a second proxy:** You are entitled to appoint up to two proxies to attend the meeting and vote on a poll. If you appoint two proxies you must specify the percentage of votes or number of securities for each proxy, otherwise each proxy may exercise half of the votes. When appointing a second proxy write both names and the percentage of votes or number of securities for each in Step 1 overleaf.

**A proxy need not be a securityholder of the Company.**

**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 registry, please attach a certified photocopy of the Power of Attorney to this form when you return it.

**Companies:** Where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the company (pursuant to section 204A of the Corporations Act 2001) does not have a Company Secretary, a Sole Director can also sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please sign in the appropriate place to indicate the office held. Delete titles as applicable.



**Attending the Meeting**

Bring this form to assist registration. If a representative of a corporate securityholder or proxy is to attend the meeting you will need to provide the appropriate "Certificate of Appointment of Corporate Representative" prior to admission. A form of the certificate may be obtained from Computershare or online at [www.investorcentre.com](http://www.investorcentre.com) under the help tab, "Printable forms".

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.

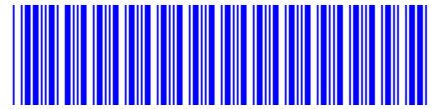
**Turn over to complete the form →**

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 <p>View your securityholding, 24 hours a day, 7 days a week: <b><a href="http://www.investorcentre.com">www.investorcentre.com</a></b></p>	<p><b>Your secure access information is:</b> <b>SRN/HIN: I9999999999</b></p>
<p><input checked="" type="checkbox"/> <b>Review your securityholding</b> <input checked="" type="checkbox"/> <b>Update your securityholding</b></p>	<p> <b>PLEASE NOTE:</b> For security reasons it is important that you keep your SRN/HIN confidential.</p>

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

# Proxy Form

Please mark  to indicate your directions

## STEP 1 Appoint a Proxy to Vote on Your Behalf

XX

I/We being an optionholder/s of Sierra Mining Limited hereby appoint

the Chairman of the Meeting **OR**

**PLEASE NOTE:** Leave this box blank if you have selected the Chairman of the Meeting. Do not insert your own name(s).

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chairman of the Meeting, as my/our proxy to act generally at the meeting on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, and to the extent permitted by law, as the proxy sees fit) at the Option Scheme Meeting of Sierra Mining Limited to be held at the Plaza Level, BGC Centre, 28 The Esplanade, Perth, Western Australia on Friday, 16 May 2014 at 10:30am (WST) and at any adjournment or postponement of that meeting.

## STEP 2 Item of Business

**PLEASE NOTE:** If you mark the **Abstain** box for an item, you are directing your 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.

	For	Against	Abstain
Resolution 1 Approval of the Option Scheme	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

The Chairman of the Meeting intends to vote undirected proxies in favour of the item of business.

## 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 / /

SRM

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Computershare +

## Return your Form:



### By Mail:

Computershare Investor Services Pty Limited  
GPO Box 1282 Melbourne  
Victoria 3001 Australia

## For all enquiries regarding the Schemes:

### Phone:

(within Australia) 08 9322 6322  
(outside Australia) +61 8 9322 6322

## For all enquiries regarding your holding:

### Phone:

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

000001

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SAM

MR JOHN SMITH 1

FLAT 123

123 SAMPLE STREET

THE SAMPLE HILL

SAMPLE ESTATE

SAMPLEVILLE VIC 3030

## Sale Facility Election Form



**You may elect to withdraw from participating in the Sale Facility by completing and returning this Sale Facility Election Form in accordance with the instructions on this form. For your election to be valid, this Sale Facility Election Form must be received no later than 5.00pm on the Record Date (expected to be 28 May 2014). No late forms will be accepted.**

This is an important document that requires your immediate attention. It can only be used in relation to the securityholding represented by the details printed overleaf. If you are in doubt about how to deal with this form, please contact your financial or other professional adviser.

The deadline for receipt of Sale Facility Election Forms by the Sierra Registry is 5.00pm on the Record Date (expected to be 28 May 2014).

See section 10.5 of the accompanying Scheme Booklet for further information.

### Step 1: Making a Sale Facility Election

This Sale Facility Election Form relates to the recommended Merger between Sierra Mining Limited ("Sierra") and RTG Mining Inc. ("RTG") and should be read in conjunction with the accompanying Scheme Booklet dated 9 April 2014. Unless the context otherwise requires, the definitions contained in the Scheme Booklet also apply in this Sale Facility Election Form.

**Should you wish to be issued with the Scheme Consideration, as defined in the accompanying Scheme Booklet under section 13, please follow the instructions set out on the back of this Form to elect to withdraw from participating in the Sale Facility.**

Subject to obtaining the required relief from ASIC, Small Securityholders will have their RTG Shares and RTG Options issued to the Sale Agent, as their nominee in trust, for sale on market through the Sale Facility, unless they elect to withdraw from participating in the Sale Facility.

A Small Securityholder is a Scheme Shareholder or a Scheme Optionholder who will receive an aggregate of 9,000 or less RTG Shares under the Schemes. If you hold both Sierra Shares and Sierra Options you should calculate the number of RTG Shares you will receive under the Schemes using the Scheme Consideration described in the accompanying Scheme Booklet to determine whether you are a Small Securityholder.

You will only be considered to hold both Sierra Shares and Sierra Options if they are registered under the same SRN or HIN. If you have more than one holding on Sierra's register and do not elect to withdraw from participating in the Sale Facility, you should consider consolidating them. If you have already sold all your Shares in Sierra, do not complete or return this form.

### Step 2: 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 must sign.

**Power of Attorney:** Please attach a certified photocopy of the Power of Attorney to this form when you return it.

**Companies:** Where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person in the box labelled 'Sole Director and Sole Company Secretary'. If the company (pursuant to section 204A of the Corporations Act 2001) does not have a Company Secretary, a Sole Director can also sign alone as 'Sole Director'. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please sign in the appropriate place to indicate the office held and delete title as applicable.

**Deceased Estate:** All executors must sign and a certified copy of Probate or Letters of Administration must accompany this form.

Entering contact details is not compulsory, but will assist us if we need to contact you.

**Turn over to complete the form** →

# Sale Facility Election Form



I 123456789

IND

For your security keep your SRN/  
HIN confidential.

## Securityholder Details

Registration Name: MR SAM SAMPLE  
UNIT 123  
SAMPLE STREET  
SAMPLETOWN NSW 2001

**STEP 1** Sale Facility Election to withdraw - Please mark 'X' below to indicate your election to withdraw from participating in the Sale Facility in relation to the Securityholding represented by the details printed on this form

- 1.  ALL of my / our Shares and Options
- 2.  All of my / our Shares only
- 3.  All of my / our Options only

If you are a Small Securityholder and wish to have all your consideration securities sold then DO NOT return this form.

**STEP 2** Signature of Securityholder(s) *This section must be completed.*

Individual or Securityholder 1

Sole Director and Sole Company Secretary/  
Sole Director (cross out titles as applicable)

Securityholder 2

Director

Securityholder 3

Director/Company Secretary  
(cross out titles as applicable)

Contact Name \_\_\_\_\_

Contact Daytime Telephone \_\_\_\_\_

Date \_\_\_\_ / \_\_\_\_ / \_\_\_\_

Email Address \_\_\_\_\_

## Privacy Statement

We collect the personal information you provide us in order to enable us to provide you with registry and related services, inform you of our other products and services, perform administrative and operational functions and prevent fraud or crime or where otherwise required or authorised by law. In addition, the issuer of your securityholding may authorise us on their behalf to send you marketing material or include such material in a corporate communication. We may be required to collect your personal information under the Corporations Act 2001 (Cth) and ASX Settlement Operating Rules. We may disclose your personal information to our related bodies corporate and to other individuals or companies who assist us in supplying our services or who perform functions on our behalf, to issuers for whom we maintain securities registers or to third parties upon direction by the issuer where related to the issuers administration of the securityholding, or where you have otherwise agreed we may disclose it. Some of these recipients may be located outside Australia, including in the following countries: Canada, India, New Zealand, the Philippines, the United Kingdom and the United States of America. For further details, including how to access and correct your personal information, and information on our privacy complaints handling procedure, please contact our Privacy Officer at [privacy@computershare.com.au](mailto:privacy@computershare.com.au) or see our Privacy Policy at <http://www.computershare.com/au/help/Pages/privacy-policies.aspx>.

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## Return your Form:



### By Mail:

Computershare Investor Services Pty Limited  
GPO Box 52  
Melbourne Victoria 3001  
Australia

## For all enquiries regarding the Schemes:



### Phone:

(within Australia) 08 9322 6322  
(outside Australia) +61 8 9322 6322

## For all enquiries regarding your holding:



### Phone:


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



000001 000 SRM

MR SAM SAMPLE  
UNIT 123  
SAMPLE STREET  
SAMPLETOWN NSW 2001

# Share Election Form - Scheme Consideration

 **For your Election to be valid, this Share Election Form must be received no later than 5.00pm on the Record Date (expected to be 28 May 2014). No late forms will be accepted.**

This is an important document that requires your immediate attention. It can only be used in relation to the securityholding represented by the details printed overleaf. If you are in doubt about how to deal with this form, please contact your financial or other professional adviser.

## Step 1: Make an Election

This Share Election Form relates to the recommended Merger between Sierra Mining Limited ("Sierra") and RTG Mining Inc. ("RTG") and should be read in conjunction with the accompanying Scheme Booklet dated 9 April 2014. Unless the context otherwise requires, the definitions contained in the Scheme Booklet also apply in this Share Election Form.

**To make a Share Election, as defined in the accompanying Scheme Booklet under section 13, please follow the instructions set out on the back of this Form. You should only use this form if you wish to receive Scheme Consideration in the form of RTG Shares and RTG Options ("Scheme Consideration") listed on the TSX instead of RTG CDIs and RTG Option CDIs quoted on ASX.**

The decision whether to elect to receive RTG Shares and RTG Options listed on the TSX (rather than RTG CDIs and RTG Option CDIs quoted on ASX) will depend on your individual circumstances. You should seek advice from your own financial, legal or other professional adviser before deciding whether to make this election.

If you wish to ELECT to receive Scheme Consideration listed on the TSX, you need to complete Step 1 and sign in Step 2 on the reverse of this form. The deadline for receipt of this Election Form by the Sierra Registry is 5.00pm on the Record Date (expected to be 28 May 2014). If your valid instructions are not received by this time, you will receive your Scheme Consideration in the form of RTG CDIs and RTG Option CDIs quoted on ASX.

## Step 2: 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 must sign.

**Power of Attorney:** Please attach a certified photocopy of the Power of Attorney to this form when you return it.

**Companies:** Where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person in the box labelled 'Sole Director and Sole Company Secretary'. If the company (pursuant to section 204A of the Corporations Act 2001) does not have a Company Secretary, a Sole Director can also sign alone as 'Sole Director'. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please sign in the appropriate place to indicate the office held and delete title as applicable.

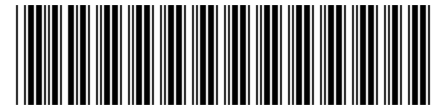
**Deceased Estate:** All executors must sign and a certified copy of Probate or Letters of Administration must accompany this form.

Entering contact details is not compulsory, but will assist us if we need to contact you.

**Turn over to complete the form** →




# Share Election Form - Scheme Consideration



I 1111111111

I ND

 For your security keep your SRN/  
HIN confidential.

## STEP 1 Make an Election

You can elect to receive Scheme Consideration in the form of RTG Shares and RTG Options listed on the TSX instead of RTG CDIs and RTG Option CDIs quoted on ASX.

If you wish to receive Scheme Consideration listed on the TSX please mark the box below and return the form in accordance with the instructions on this form.

If you wish to receive Scheme Consideration quoted on ASX you do NOT need to complete or return this form.

If you give unclear or conflicting instructions, your Election will be invalid and you will receive your Scheme Consideration on the ASX.

### 1. Election - TSX

To receive Scheme Consideration in the form of RTG Shares and RTG Options listed on the TSX

### 2. ASX

To receive Scheme Consideration in the form of RTG CDIs and RTG Option CDIs quoted on ASX you DO NOT NEED TO COMPLETE OR RETURN THIS FORM

## STEP 2 Signature of Securityholder(s) *This section must be completed.*

I/We hereby make the Election to receive the Scheme Consideration listed on the TSX as set out above.

Individual or Securityholder 1

Sole Director and Sole Company Secretary/  
Sole Director (cross out titles as applicable)

Securityholder 2

Director

Securityholder 3

Director/Company Secretary  
(cross out titles as applicable)

Contact  
Name

\_\_\_\_\_

Contact  
Daytime  
Telephone

\_\_\_\_\_

Date / /

## Privacy Statement

We collect the personal information you provide us in order to enable us to provide you with registry and related services, inform you of our other products and services, perform administrative and operational functions and prevent fraud or crime or where otherwise required or authorised by law. In addition, the issuer of your securityholding may authorise us on their behalf to send you marketing material or include such material in a corporate communication. We may be required to collect your personal information under the Corporations Act 2001 (Cth) and ASX Settlement Operating Rules. We may disclose your personal information to our related bodies corporate and to other individuals or companies who assist us in supplying our services or who perform functions on our behalf, to issuers for whom we maintain securities registers or to third parties upon direction by the issuer where related to the issuers administration of the securityholding, or where you have otherwise agreed we may disclose it. Some of these recipients may be located outside Australia, including in the following countries: Canada, India, New Zealand, the Philippines, the United Kingdom and the United States of America. For further details, including how to access and correct your personal information, and information on our privacy complaints handling procedure, please contact our Privacy Officer at [privacy@computershare.com.au](mailto:privacy@computershare.com.au) or see our Privacy Policy at <http://www.computershare.com/au/help/Pages/privacy-policies.aspx>.