



RTG ANNOUNCES EXECUTION OF AGREEMENT TO SELL ITS INTEREST IN THE SEGILOLA GOLD PROJECT FOR UP TO US\$8.5m

ANNOUNCEMENT TO THE AUSTRALIAN SECURITIES EXCHANGE AND TORONTO STOCK EXCHANGE

28 June 2016

RTG Mining Inc. ("RTG", "the Company") (TSX Code: RTG, ASX Code: RTG) is pleased to announce that Thor Explorations Ltd ("Thor"), a TSX-V listed company, has agreed to acquire RTG's interest in the Segilola Gold Project for total consideration of up to US\$8.5m, including US\$3m of consideration upfront. The consideration comprises the following components:

- US\$1.5m in cash on completion;
- US\$1.5m worth of shares in Thor on completion, issued at a deemed price of C\$0.115 per share (being the price at which Thor will issue shares under the capital raising it is conducting in conjunction with the transaction);
- US\$2m in cash payable on the earlier of (i) closing of the financing for development of the full scale mine or (ii) 24 months after completion; and
- a 1.5% royalty on the Segilola Gold Project, capped at an aggregate of US\$3.5m.

Closing of the transaction is conditional on (amongst other things) the parties obtaining all necessary regulatory approvals and consents, no material adverse change occurring before Closing, Thor completing a capital raising of not less than US\$4 million, and the agreement pursuant to which Thor has agreed to acquire the balance of the Segilola Gold Project from the other project owner remaining in effect and either completing, or Thor being satisfied that it will complete.

Subject to satisfaction of the conditions, Closing is anticipated to occur on or before 31 July 2016.

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. 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 as one of its major shareholders in the Company. B2Gold is a member of both the S&P/TSX Global Gold and Global Mining Indices.

ENQUIRIES

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CAUTIONARY NOTE REGARDING FORWARD LOOKING STATEMENTS

This announcement includes certain “forward-looking statements” within the meaning of Canadian securities legislation. Statement regarding interpretation of exploration results, plans for further exploration and accuracy of mineral resource and mineral reserve estimates and related assumptions and inherent operating risks, are forward-looking statements. Forward-looking statements involve various risks and uncertainties and are based on certain factors and assumptions. There can be no assurance that such statements will prove to be accurate, and actual results and future events could differ materially from those anticipated in such statements. Important factors that could cause actual results to differ materially from RTG’s expectations include uncertainties related to fluctuations in gold and other commodity prices and currency exchange rates; uncertainties relating to interpretation of drill results and the geology, continuity and grade of mineral deposits; uncertainty of estimates of capital and operating costs, recovery rates, production estimates and estimated economic return; the need for cooperation of government agencies in the development of RTG’s mineral projects; the need to obtain additional financing to develop RTG’s mineral projects; the possibility of delay in development programs or in construction projects and uncertainty of meeting anticipated program milestones for RTG’s mineral projects and other risks and uncertainties disclosed under the heading “Risk Factors” in RTG’s Annual Information Form for the year ended 31 December 2015 filed with the Canadian securities regulatory authorities on the SEDAR website at sedar.com.