



Announcement Summary

Entity name

RTG MINING INC.

Announcement Type

New announcement

Date of this announcement

Tuesday January 7, 2020

The Proposed issue is:

☒ A placement or other type of issue

Total number of +securities proposed to be issued for a placement or other type of issue

ASX +Security Code	+Security Description	Maximum Number of +securities to be issued
RTG	CHESS DEPOSITARY INTERESTS 1:1	206,598,506

Proposed issue date

Friday May 29, 2020

Refer to next page for full details of the announcement



Part 1 - Entity and announcement details

1.1 Name of +Entity

RTG MINING INC.

We (the entity named above) give ASX the following information about a proposed issue of +securities and, if ASX agrees to +quote any of the +securities (including any rights) on a +deferred settlement basis, we agree to the matters set out in Appendix 3B of the ASX Listing Rules.

1.2 Registered Number Type

ARBN

Registration Number

164362850

1.3 ASX issuer code

RTG

1.4 The announcement is

☒ New announcement

1.5 Date of this announcement

Tuesday January 7, 2020

1.6 The Proposed issue is:

☒ A placement or other type of issue



Part 7 - Details of proposed placement or other issue

Part 7A - Conditions

7A.1 - Are any of the below approvals required for the placement or other type of issue?

- +Security holder approval
- Court approval
- Lodgement of court order with +ASIC
- ACCC approval
- FIRB approval
- Another approval/condition external to the entity required to be given/met for the placement or other type of issue

☒ Yes

7A.1a Conditions

Approval/Condition	Date for determination	Is the date estimated or actual?	** Approval received/condition met?
+Security holder approval	Monday March 30, 2020	<input checked="" type="checkbox"/> Estimated	No

Comments

Following RTG's announcement on 10 December 2019, the proposed issue is subject to satisfaction of a number of conditions precedent, including:

- (a) the PNG National Court making a final order dismissing the appeal against a Judicial Review in respect of the cancellation of the previous exploration licence held by Summit Development Limited;
- (b) the Mt Kare exploration licence grant being made to an RTG subsidiary; and
- (c) RTG shareholder approval by ordinary resolution for the purposes of ASX Listing Rule 7.1 for the issue of the consideration shares within 60 business days of the grant of the Mt Kare exploration licence to an RTG subsidiary.

The shares will be issued based on the 20 day VWAP prior to completion of the transaction. Additional detail surrounding the proposed issue has been provided in the Company's announcement made on 10 December 2019 (<https://www.asx.com.au/asxpdf/20191210/pdf/44cfwxsv55fwnq.pdf>).

Part 7B - Issue details

Class or classes of +securities that will participate in the proposed issue and class or classes of +securities proposed to be issued

Is the proposed security a 'New class' (+securities in a class that is not yet quoted or recorded by ASX) or an 'Existing class' (additional securities in a class that is already quoted or recorded by ASX)?

☒ Existing class

Will the proposed issue of this +security include an offer of attaching +securities?

☒ No



Details of +securities proposed to be issued

ASX +Security Code and Description

RTG : CHESS DEPOSITARY INTERESTS 1:1

**Maximum Number of +securities
proposed to be issued**

206,598,506

Purpose of the issue

CDIs proposed to be issued subject to RTG shareholder approval for the purposes of ASX LR 7.1, on the grant to an RTG subsidiary of a valid and unchallenged EL for the Mt Kare Project. The shares will be issued based on the 20 day VWAP prior to completion of the transaction. The share price for this Appendix 3B is based on the 20 day VWAP to 7 January 2020, however as the conditions to reach completion may take a few months, the share price may be higher resulting in less shares issued.

Offer price details for retail security holders

Issue Currency	Offer Price or consideration per +security	Estimated or Actual? <input checked="" type="checkbox"/> Estimated
AUD - Australian Dollar	AUD 0.08500	

**Will these +securities rank equally in all respects from their issue date with
the existing issued +securities in that class?**☒ Yes**Oversubscription & Scale back details****May a scale back be applied to this event?**☒ No

Part 7C - Timetable

7C.1 Proposed issue date

Friday May 29, 2020

Part 7D - Listing Rule requirements

**7D.1 Are any of the +securities proposed to be issued without security holder approval using the entity's 15%
placement capacity under listing rule 7.1?**☒ No**7D.2 Are any of the +securities proposed to be issued without security holder approval using the entity's additional
10% placement capacity under listing rule 7.1A (if applicable)?**☒ No



7D.3 Is a party referred to in listing rule 10.11.1 participating in the proposed issue?

☒ No

7D.4 Will any of the +securities to be issued be +restricted securities for the purposes of the Listing Rules?

☒ No

7D.5 Will any of the +securities to be issued be subject to +voluntary escrow?

☒ Yes

7D.5a Please enter the number and +class of the +securities subject to +voluntary escrow and the date from which they will cease to be subject to +voluntary escrow

Approximately 65,282,087 shares will be subject to a 6-month restriction period. For a further 6-month period following the initial restriction period, the shares may only be sold per the agreed upon terms. The number of shares subject to the restriction period has been estimated using the 20 day VWAP to 7 January 2020 required for the purposes of this Appendix 3B.

Part 7E - Lead Manager/Broker & Underwriter details

7E.1 Will there be a lead manager or broker to the proposed issue?

☒ No

7E.2 Is the proposed issue to be underwritten?

☒ No

7E.4 Details of any other material fees or costs to be incurred by the entity in connection with the proposed issue

Part 7F - Further Information

7F.1 Will the entity be changing its dividend/distribution policy if the proposed issue proceeds?

☒ No

7F.2 Any other information the entity wishes to provide about the proposed issue