



## Announcement Summary

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**Entity name**

RTG MINING INC.

**Announcement Type**

New announcement

**Date of this announcement**

20/12/2021

**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
New class-code to be confirmed	OPTION EXPIRING 24-DEC-2026 EX 9.0C	5,827,959
RTG	CHESS DEPOSITARY INTERESTS 1:1	158,444,445

**Proposed +issue date**

24/12/2021

Refer to next page for full details of the announcement

Part 1 - Entity and announcement details

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**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.

If the +securities are being offered under a +disclosure document or +PDS and are intended to be quoted on ASX, we also apply for quotation of all of the +securities that may be issued under the +disclosure document or +PDS on the terms set out in Appendix 2A of the ASX Listing Rules (on the understanding that once the final number of +securities issued under the +disclosure document or +PDS is known, in accordance with Listing Rule 3.10.3C, we will complete and lodge with ASX an Appendix 2A online form notifying ASX of their issue and applying for their quotation).

**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**

20/12/2021

**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 Do any external approvals need to be obtained or other conditions satisfied before the placement or other type of issue can proceed on an unconditional basis?**

☒ Yes

#### 7A.1a Conditions

Approval/Condition	Date for determination	Is the date estimated or actual?	** Approval received/condition met?
+Security holder approval	1/2/2022	<input checked="" type="checkbox"/> Estimated	

#### Comments

Directors of the Company intend to subscribe for up to 2,166,666 Securities under the Private Placement, subject to receiving shareholder approval pursuant to ASX Listing Rule 10.11.

### Part 7B - Issue details

**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

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##### Number of +securities proposed to be issued

156,277,779

##### Offer price details

**Are the +securities proposed to be issued being issued for a cash consideration?**

☒ Yes

**In what currency is the cash**

**What is the issue price per**



**consideration being paid?**

AUD - Australian Dollar

**+security?**

AUD 0.09000

**Will these +securities rank equally in all respects from their issue date with the existing issued +securities in that class?**

☒ Yes

**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**

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

2,166,666

**Offer price details**

**Are the +securities proposed to be issued being issued for a cash consideration?**

☒ Yes

**In what currency is the cash consideration being paid?**

AUD - Australian Dollar

**What is the issue price per +security?**

AUD 0.09000

**Will these +securities rank equally in all respects from their issue date with the existing issued +securities in that class?**

☒ Yes

**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)?**

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

☒ No



New class

Details of +securities proposed to be issued

**ISIN Code (if Issuer is a foreign company and +securities are non CDIs)**

Have you received confirmation from ASX that the terms of the proposed +securities are appropriate and equitable under listing rule 6.1?

☒ No

Will the entity be seeking quotation of the 'new' class of +securities on ASX?

☒ Yes

**ASX +security code**

New class-code to be confirmed

**+Security description**

OPTION EXPIRING 24-DEC-2026 EX 9.0C

**+Security type**

Options

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

5,827,959

**Offer price details**

Are the +securities proposed to be issued being issued for a cash consideration?

☒ No**Please describe the consideration being provided for the +securities**

The US Placement Agent will be issued 5,827,959 unlisted advisor options equivalent to 5% of the gross proceeds of the Private Placement to US clients, exercisable at A\$0.09 with a five year expiry from date of issue.

**Please provide an estimate of the AUD equivalent of the consideration being provided for the +securities**

Will all the +securities issued in this class rank equally in all respects from their issue date?

☒ Yes

## Options details

**+Security currency**

AUD - Australian Dollar

**Exercise price**

AUD 0.0900

**Expiry date**

24/12/2026

**Details of the type of +security that will be issued if the option is exercised**

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**Number of securities that will be issued if the option is exercised**

5,827,959 CDIs

**Please provide a URL link for a document lodged with ASX setting out the material terms of the +securities proposed to be issued or provide the information by separate announcement.**

Part 7C - Timetable

**7C.1 Proposed +issue date**

24/12/2021

Part 7D - Listing Rule requirements

**7D.1 Has the entity obtained, or is it obtaining, +security holder approval for the entire issue under listing rule 7.1?**  
☒ No

**7D.1b 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?**  
☒ Yes

**7D.1b ( i ) How many +securities are proposed to be issued without security holder approval using the entity's 15% placement capacity under listing rule 7.1?**

102,041,551 Securities (Tranche 1)

**7D.1c 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)?**  
☒ Yes

**7D.1c ( i ) How many +securities are proposed to be issued without +security holder approval using the entity's additional 10% placement capacity under listing rule 7.1A?**

51,958,448 Securities (Tranche 1)  
5,827,959 (Advisor Options)

**7D.1c ( ii ) Please explain why the entity has chosen to do a placement rather than a +pro rata issue or an offer under a +security purchase plan in which existing ordinary +security holders would have been eligible to participate**

The Company has chosen to undertake a Private Placement as it offered enhanced certainty and timeliness.

**7D.2 Is a party referred to in listing rule 10.11 participating in the proposed issue?**  
☒ Yes

**7D.3 Will any of the +securities to be issued be +restricted securities for the purposes of the listing rules?**  
☒ No

**7D.4 Will any of the +securities to be issued be subject to +voluntary escrow?**  
☒ No



## Part 7E - Fees and expenses

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

☒ Yes

#### 7E.1a Who is the lead manager/broker?

Euroz Hartleys and Foster Stockbroking, with INTE Securities LLC and M2-Advisors (the US Placement Agent) acted as Joint Lead Managers to the Private Placement.

#### 7E.1b What fee, commission or other consideration is payable to them for acting as lead manager/broker?

The US Placement Agent will be issued 5,827,959 unlisted advisor options equivalent to 5% of the gross proceeds of the Private Placement to US clients, exercisable at A\$0.09 with a five year expiry from date of issue. Each unlisted option is convertible into one CDI. The Company will upon settlement, pay a capital raising fee to the Joint Lead Managers of A\$0.7 million.

### 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

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### 7F.01 The purpose(s) for which the entity is issuing the securities

Net proceeds of the Private Placement are outlined in detail in the Company's announcement on 20 December 2021.

### 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

### 7F.3 Any on-sale of the +securities proposed to be issued within 12 months of their date of issue will comply with the secondary sale provisions in sections 707(3) and 1012C(6) of the Corporations Act by virtue of:

☒ The publication of a cleansing notice under section 708A(5), 708AA(2)(f), 1012DA(5) or 1012DAA(2)(f)