

4 February 2022

Advisor, Listings Compliance (Perth)  
ASX  
Level 40, Central Park, 152-158 St Georges Tce  
Perth, WA 6000

By email to [ListingsCompliancePerth@asx.com.au](mailto:ListingsCompliancePerth@asx.com.au)

Dear Damian

## **REPLACEMENT CHANGE OF DIRECTOR'S INTEREST NOTICE**

### **Re: RTG Mining Inc. (RTG): Appendix 3Y – Change of Director's Interest Notice Query**

We refer to your letter dated 2 February 2022 with reference 46245 in respect of the Appendix 3Y lodged by RTG on the ASX Market Announcements Platform ('MAP') on 1 February 2022 for Mr Sean Fieler.

On behalf of RTG, please see attached a replacement Appendix 3Y which, on review by RTG in conjunction with the director, corrects the notification of the indirect interests Mr Sean Fieler has in RTG securities, which interest arises in relation to each fund by virtue of Mr Sean Fieler's technical relevant interest in the general partners of the relevant funds.

I respond to the requests for information as set out in your letter as follows:

**1. Explanation of why the Appendix 3Y was lodged late**

The Appendix 3Y was not lodged within the prescribed time period due to an administrative oversight in the company secretarial office due to change of interest on 24 December 2021, the discovery of which was compounded by closures over the Christmas/New Year period. The Appendix 3Y was prepared and lodged promptly on ASX upon the oversight being discovered by the Company.

**2. Arrangements RTG has in place under Listing Rule 3.19B with its directors to ensure that it is able to meet its disclosure obligations under Listing Rule 3.19A**

RTG has adopted a Continuous Disclosure Policy which details the processes and procedures which have been adopted by the Company to ensure that it complies with its continuous disclosure obligations as required under the ASX

Listing Rules. The Continuous Disclosure Policy is set out in the “Governance” section of RTG’s website.

**3. Adequacy of current arrangements and whether RTG intends to take additional steps to take to ensure compliance with Listing Rule 3.19B**

RTG considers the current arrangements are adequate to ensure compliance with its disclosure obligations under the ASX Listing Rules and considers the late lodgement of the Appendix 3Y to be an isolated incident.

Yours sincerely

A handwritten signature in black ink, appearing to read 'Justine Magee', written over the printed name.

Justine Magee

**President and Chief Executive Officer**

# Appendix 3Y

## Change of Director's Interest Notice

*Information or documents not available now must be given to ASX as soon as available. Information and documents given to ASX become ASX's property and may be made public.*

Introduced 30/09/01 Amended 01/01/11

<b>Name of entity</b>	RTG Mining Inc.
<b>ABN</b>	164 362 850

We (the entity) give ASX the following information under listing rule 3.19A.2 and as agent for the director for the purposes of section 205G of the Corporations Act.

<b>Name of Director</b>	Sean Fieler
<b>Date of last notice</b>	13 October 2020

### Part 1 - Change of director's relevant interests in securities

*In the case of a trust, this includes interests in the trust made available by the responsible entity of the trust*

Note: In the case of a company, interests which come within paragraph (i) of the definition of "notifiable interest of a director" should be disclosed in this part.

<b>Direct or indirect interest</b>	Indirect
<b>Nature of indirect interest (including registered holder)</b> Note: Provide details of the circumstances giving rise to the relevant interest.	Indirectly 71,604,091 CDIs, comprising:  49,963,480 - Equinox Partners LP 10,182,439 - Equinox Illiquid Fund LP 11,458,172 - Mason Hill Partners, LP  Mr Sean Fieler is deemed to have a technical relevant interest in the above CDIs by virtue of his position as a controlling member of the general partners of the relevant funds.
<b>Date of change</b>	24 December 2021
<b>No. of securities held prior to change</b>	71,604,091
<b>Class</b>	Chess Depository Interests (CDIs)
<b>Number acquired</b>	48,637,473 - Equinox Partners LP
<b>Number disposed</b>	N/A

+ See chapter 19 for defined terms.

## Appendix 3Y

### Change of Director's Interest Notice

<b>Value/Consideration</b> Note: If consideration is non-cash, provide details and estimated valuation	CDIs were issued at an issue price of A\$0.09 per CDI.
<b>No. of securities held after change</b>	Indirectly 95,803,479, comprising:  77,163,060 - Equinox Partners LP 14,206,753 - Mason Hill Partners LP 4,433,684 - Equinox Partners Precious Metals Master Fund, LP
<b>Nature of change</b> Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back	Issue of placement securities under the Company's ASX placement capacity, comprising the issue of: <ul style="list-style-type: none"> <li>- 102,041,551 CDIs using the Company's 15% placement capacity under ASX Listing Rule 7.1; and</li> <li>- 56,402,894 CDIs using the Company's 10% placement capacity under ASX Listing Rule 7.1A.</li> </ul>

## Part 2 – Change of director's interests in contracts

Note: In the case of a company, interests which come within paragraph (ii) of the definition of "notifiable interest of a director" should be disclosed in this part.

<b>Detail of contract</b>	N/A
<b>Nature of interest</b>	N/A
<b>Name of registered holder (if issued securities)</b>	N/A
<b>Date of change</b>	N/A
<b>No. and class of securities to which interest related prior to change</b> Note: Details are only required for a contract in relation to which the interest has changed	N/A
<b>Interest acquired</b>	N/A
<b>Interest disposed</b>	N/A

+ See chapter 19 for defined terms.

**Appendix 3Y**  
**Change of Director's Interest Notice**

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<b>Value/Consideration</b> Note: If consideration is non-cash, provide details and an estimated valuation	N/A
<b>Interest after change</b>	N/A

**Part 3 – <sup>+</sup>Closed period**

<b>Were the interests in the securities or contracts detailed above traded during a <sup>+</sup>closed period where prior written clearance was required?</b>	No
<b>If so, was prior written clearance provided to allow the trade to proceed during this period?</b>	N/A
<b>If prior written clearance was provided, on what date was this provided?</b>	N/A

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<sup>+</sup> See chapter 19 for defined terms.



2 February 2022

Reference: 46245

Mr Ryan Eadie  
Company Secretary  
RTG Mining Inc.

By email

Dear Mr Eadie

**RTG Mining Inc. ('RTG'): Appendix 3Y – Change of Director's Interest Notice Query**

ASX refers to the following:

1. RTG's Appendix 3Y lodged on the ASX Market Announcements Platform ('MAP') on 1 February 2022 for Mr Sean Fieler (the 'Notice');
2. Listing Rule 3.19A which requires an entity to tell ASX the following:

3.19A.1 *'The notifiable interests of a director of the entity (or in the case of a trust, a director of the responsible entity of the trust) at the following times.*

- *On the date that the entity is admitted to the official list.*
- *On the date that a director is appointed.*

*The entity must complete Appendix 3X and give it to ASX no more than 5 business days after the entity's admission or a director's appointment.*

3.19A.2 *A change to a notifiable interest of a director of the entity (or in the case of a trust, a director of the responsible entity of the trust) including whether the change occurred during a closed period where prior written clearance was required and, if so, whether prior written clearance was provided. The entity must complete Appendix 3Y and give it to ASX no more than 5 business days after the change occurs.*

3.19A.3 *The notifiable interests of a director of the entity (or in the case of a trust, a director of the responsible entity of the trust) at the date that the director ceases to be a director. The entity must complete Appendix 3Z and give it to ASX no more than 5 business days after the director ceases to be a director.'*

3. Listing rule 3.19B which states that:

*'An entity must make such arrangements as are necessary with a director of the entity (or in the case of a trust, a director of the responsible entity of the trust) to ensure that the director discloses to the entity all the information required by the entity to give ASX completed Appendices 3X, 3Y and 3Z within the time period allowed by listing rule 3.19.A. The entity must enforce the arrangements with the director.'*

The Notice indicates that a change in Mr Fieler's notifiable interest occurred on 24 December 2021. It appears that the Notice should have been lodged with ASX by 5 January 2022. Consequently, RTG may have breached Listing Rules 3.19A and/or 3.19B. It also appears that Mr Fieler may have breached section 205G of the *Corporations Act 2001* (Cth).

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## Request for Information

Under Listing Rule 18.7, we ask that you answer each of the following questions having regard to Listing Rules 3.19A and 3.19B and *Guidance Note 22: Director Disclosure of Interests and Transactions in Securities - Obligations of Listed Entities*.

1. Please explain why the Appendix 3Y was lodged late.
2. What arrangements does RTG have in place under Listing Rule 3.19B with its directors to ensure that it is able to meet its disclosure obligations under Listing Rule 3.19A?
3. If the current arrangements are inadequate or not being enforced, what additional steps does RTG intend to take to ensure compliance with Listing Rule 3.19B?

## When and where to send your response

This request is made under Listing Rule 18.7. Your response is required as soon as reasonably possible and, in any event, by no later than **3:00 PM AWST Friday, 4 February 2022**. You should note that if the information requested by this letter is information required to be given to ASX under Listing Rule 3.1 and it does not fall within the exceptions mentioned in Listing Rule 3.1A, RTG's obligation is to disclose the information 'immediately'. This may require the information to be disclosed before the deadline set out in the previous paragraph and may require RTG to request a trading halt immediately.

Your response should be sent to me by e-mail at [ListingsCompliancePerth@asx.com.au](mailto:ListingsCompliancePerth@asx.com.au). It should not be sent directly to the ASX Market Announcements Office. This is to allow me to review your response to confirm that it is in a form appropriate for release to the market, before it is published on the ASX Market Announcements Platform.

## Trading halt

If you are unable to respond to this letter by the time specified above, you should discuss with us whether it is appropriate to request a trading halt in RTG's securities under Listing Rule 17.1. If you wish a trading halt, you must tell us:

- the reasons for the trading halt;
- how long you want the trading halt to last;
- the event you expect to happen that will end the trading halt;
- that you are not aware of any reason why the trading halt should not be granted; and
- any other information necessary to inform the market about the trading halt, or that we ask for.

We require the request for a trading halt to be in writing. The trading halt cannot extend past the commencement of normal trading on the second day after the day on which it is granted. You can find further information about trading halts in *Guidance Note 16 Trading Halts & Voluntary Suspensions*.

## Suspension

If you are unable to respond to this letter by the time specified above, ASX will likely suspend trading in RTG's securities under Listing Rule 17.3.

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### **Listing Rules 3.1 and 3.1A**

In responding to this letter, you should have regard to RTG's obligations under Listing Rules 3.1 and 3.1A and also to Guidance Note 8 *Continuous Disclosure*: Listing Rules 3.1 – 3.1B. It should be noted that RTG's obligation to disclose information under Listing Rule 3.1 is not confined to, nor is it necessarily satisfied by, answering the questions set out in this letter.

### **Release of correspondence between ASX and entity**

We reserve the right to release a copy of this letter, your reply and any other related correspondence between us to the market under Listing Rule 18.7A.

### **Questions**

If you have any questions in relation to the above, please do not hesitate to contact me.

Yours sincerely

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**Damian Dinelli**

Adviser, Listings Compliance (Perth)

CC: Kate Breadmore  
RTG Mining Inc.  
By email