

**EARLY WARNING REPORT FILED PURSUANT TO  
NATIONAL INSTRUMENT 62-103**

**1. Name and Address of the offeror:**

Richard Hains  
69 Clarendon Road  
London W11 4JE  
United Kingdom

(the “**Offeror**”)

**2. Designation and number or principal amount of securities and the offeror's securityholding percentage in the class of securities of which the offeror acquired ownership or control in the transaction or occurrence giving rise to the obligation to file the news release, and whether it was ownership or control that was acquired in those circumstances:**

On June 17, 2015 the Offeror acquired ownership of an additional 1,000,000 common shares (“**Common Shares**”) of RTG Mining Inc. (“**RTG**”). The Common Shares were acquired at an average price of \$0.6913 Canadian dollars.

**3. Designation and number or principal amount of securities and the offeror's securityholding percentage in the class of securities immediately after the transaction or occurrence giving rise to the obligation to file the news release:**

The Offeror now controls 16,683,359 Common Shares, or 12.43% of RTG's issued and outstanding Common Shares on a diluted basis. A breakdown of ownership and control of such Common Shares is further described in Item 4, below.

**4. Designation and number or principal amount of securities and the percentage of outstanding securities of the class of securities referred to in question 3 over which:**

**(i) the offeror, either alone or together with any joint actors, has ownership and control;**

The Offeror beneficially owns 15,924,859 Common Shares, or 11.86% of RTG's issued and outstanding Common Shares on a diluted basis, and controls 16,683,359 Common Shares, or 12.43% of RTG's issued and outstanding Common Shares on a diluted basis.

**(ii) the offeror, either alone or together with any joint actors, has ownership but control is held by other persons or companies other than the offeror or any joint actor; and**

Not applicable.

**(iii) the offeror, either alone or together with any joint actors, has exclusive or shared control but does not have ownership.**

The Offeror will have shared control (but not ownership) of 758,500 Common Shares, or 0.56% of RTG's issued and outstanding Common Shares on a diluted basis.

5. **The name of the market in which the transaction or occurrence that gave rise to the news release took place:**

Toronto Stock Exchange.

6. **The value, in Canadian dollars, of any consideration offered per security if the offeror acquired ownership of a security in the transaction or occurrence giving rise to the obligation to file a news release.**

Each Common Share was acquired at a price of \$0.6913 Canadian dollars.

7. **Purpose of the offeror and any joint actors in effecting the transaction or occurrence that gave rise to the news release, including any future intention to acquire ownership of, or control over, additional securities of the reporting issuer:**

The Common Shares will be held for investment purposes. Mr. Hains may from time to time increase or decrease his holdings of Common Shares or other securities of RTG.

8. **General nature and the material terms of any agreement, other than lending arrangements, with respect to securities of the reporting issuer entered into by the offeror, or any joint actor, and the issuer of the securities or any other entity in connection with the transaction or occurrence giving rise to the news release, including agreements with respect to the acquisition, holding, disposition or voting of any of the securities:**

Not applicable.

9. **Name of any joint actors in connection with the disclosure required by Appendix E to NI 62-103:**

Luton Investments Limited  
Portland House Investments Limited  
Portland House Corporation Pty. Ltd.  
Shuttlewood Investments  
Michael D. Hains

10. **In the case of a transaction or occurrence that did not take place on a stock exchange or other market that represents a published market for the securities, including an issuance from treasury, the nature and value, in Canadian dollars, of the consideration paid by the offeror:**

Not applicable.

11. **If applicable, a description of any change in any material fact set out in a previous report by the entity under the early warning requirements or Part 4 of NI 62-103 in respect of the reporting issuer's securities:**

Not applicable.

12. **If applicable, a description of the exemption from securities legislation being relied on by the offeror and the facts supporting that reliance:**

Not applicable.

**DATED** as of the 22<sup>nd</sup> day of June 2015.

*Signed "Richard Hains"*  
Richard Hains