
GATEWAY MINING LIMITED

ACN 008 402 391

Notice of Extraordinary General Meeting

TIME: 1:00pm (AEDT)

DATE: 16 December 2021

**PLACE: Automic Group, Level 5, 126 Phillip Street, Sydney NSW 2000
Australia**

This Notice of Meeting and the attached Explanatory Statement should be read in its entirety. If Shareholders are in doubt as to how they should vote, they should seek advice from their professional advisers prior to voting.

Should you wish to discuss the matters in this notice please do not hesitate to contact the Company Secretary on +61 2 8316 3998.

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TIME AND PLACE OF MEETING AND HOW TO VOTE

Venue

The Meeting of the Shareholders of Gateway Mining Limited ACN 008 402 391 (ASX: GML) (**Company**) to which this Notice relates, will be held at 1:00 pm (AEDT) on 16 December 2021 at Automic Group, Level 5, 126 Phillip Street, Sydney NSW 2000 Australia. Due to restrictions on physical meetings as a result of COVID-19 and as a result of general health and safety, Shareholders will not be permitted to attend the Meeting in person and instead are invited to participate in the Meeting by weblink virtually.

If you wish to virtually attend the Meeting (which will be broadcast as a live webinar), please pre-register in advance for the virtual meeting here:

https://us02web.zoom.us/webinar/register/WN_gDCUfD6DSsqO279d2q3ZLQ

After registering, you will receive a confirmation containing information on how to attend the virtual meeting on the day of the Extraordinary General Meeting.

The Notice is being made available to Shareholders electronically and can be viewed and downloaded online at the following link:

<https://www.gatewaymining.com.au/asx-announcements>

Online Voting

Due to the COVID-19 social distancing restrictions, travel restrictions and other requirements imposed by the Federal and State governments, physical attendance at the Meeting by Shareholders and hence voting in person will not be permitted. Attendance will only be available by weblink (and you must register your attendance with the Company or Share Registry as noted above).

Shareholders who wish to vote virtually on the day of the Extraordinary General Meeting will need to login to the Automic website (<https://investor.automic.com.au/#/home>) with their username and password.

All votes that are submitted online will be taken on a poll via proxy or online voting.

Shareholders who do not have an account with Automic are strongly encouraged to register for an account as soon as possible and well in advance of the Meeting to avoid any delays on the day of the Meeting.

How do I create an account with Automic?

To create an account with Automic, please go to the Automic website (<https://investor.automic.com.au/#/home>), click on 'register' and follow the steps. Shareholders will require their holder number (Securityholder Reference Number (SRN) or Holder Identification Number (HIN)) to create an account with Automic.

I have an account with Automic. What are the next steps?

Shareholders who have an existing account with Automic (note: with a username and password) are advised to take the following steps to attend and vote virtually on the day of the Extraordinary General Meeting:

1. **(Login)** Login to the Automic website (<https://investor.automic.com.au/#/home>) using your username and password.
2. **(Registration on the day)** If registration for the virtual meeting is open, click on 'Meeting open for registration' and follow the steps.
3. **(Live voting on the day)** If live voting for the virtual meeting is open, click on 'Meeting open for voting' and follow the steps.

Voting by proxy

A member entitled to attend and vote at the meeting may appoint a proxy.

The person appointed as a proxy may be an individual or a body corporate. If entitled to cast two or more votes, the member may appoint one or two proxies.

Where two proxies are appointed, each proxy may be appointed to represent a specific proportion of the member's voting rights. If the proportion is not specified, each proxy may exercise half of the member's voting rights. Fractional votes will be disregarded. Please carefully read the instructions on the Proxy Form and consider how you wish to direct the proxy to vote on your behalf. You may direct the proxy to vote "for", "against" or "abstain" from voting on each resolution or you may leave the decision to the appointed proxy after discussion at the meeting.

A proxy need not be a member of the Company.

To vote by proxy, please use one of the following methods:

Online	Lodge the Proxy Form online at https://investor.automic.com.au/#/loginsah by following the instructions: Login to the Automic website using the holding details as shown on the Proxy Form. Click on 'View Meetings' – 'Vote'. To use the online lodgement facility, Shareholders will need their holder number (Securityholder Reference Number (SRN) or Holder Identification Number (HIN)) as shown on the front of the Proxy Form.
By Post	Automic, GPO Box 5193, Sydney NSW 2001
By Hand	Due to COVID-19 restrictions hand delivery of proxies will not be available.
By Email	hello@automicgroup.com.au

Proxy instructions must be received no later than 48 hours before the commencement of the Meeting.

Proxy forms received later than this time will be invalid.

Voting Intention of the Chair for all Resolutions

Shareholders should be aware that any undirected proxies given to the Chair will be cast by the Chair and counted in favour of the Resolutions the subject of this Meeting, subject to compliance with the Corporations Act. In exceptional circumstances, the Chair may change his voting intention on any resolution, in which case an ASX announcement will be made.

Technical Difficulties

Technical difficulties may arise during the course of the Meeting. The Chair has discretion as to whether and how the Meeting should proceed in the event that a technical difficulty arises. In exercising his discretion, the Chair will have regard to the number of Shareholders impacted and the extent to which participation in the business of the Meeting is affected. Where he considers it appropriate, the Chair may continue to hold the Meeting and transact business, including conducting a poll and voting in accordance with valid proxy instructions. For this reason, Shareholders are encouraged to lodge a proxy not later than 48 hours before the commencement of the Meeting.

Questions

Shareholders are also encouraged to submit questions in advance of the Extraordinary General Meeting to the Company. Questions should be submitted in writing to the Company Secretary, at kar.chua@gatewaymining.com.au at least 48 hours before the Meeting. However, shareholders will be given an opportunity to ask questions on the day of the meeting using the Q&A function.

NOTICE OF MEETING

Notice is given that the Meeting of Shareholders will be held at 1:00 pm (AEDT) on 16 December 2021 at Level 5, 126 Phillip Street, Sydney NSW 2000 Australia. Due to restrictions on physical meetings as a result of COVID-19, shareholders will not be permitted to attend the Meeting in person and instead are invited to participate in the Meeting by weblink.

If you wish to virtually attend the Meeting (which will be broadcast as a live webinar), please pre-register in advance for the virtual meeting here:

https://us02web.zoom.us/webinar/register/WN_gDCUfD6DSsqO279d2q3ZLQ

After registering, you will receive a confirmation containing information on how to attend the virtual meeting on the day of the Extraordinary General Meeting.

The Explanatory Statement to this Notice provides additional information on matters to be considered at the Meeting. The Explanatory Statement and the proxy form are part of this Notice.

The Directors have determined, pursuant to regulation 7.11.37 of the *Corporations Regulations* 2001 (Cth), that the persons eligible to vote at the Meeting are those who are registered shareholders of the Company at 7:00 pm (AEDT) on 14 December 2021.

In light of the COVID-19 pandemic, the Company encourages all Shareholders to vote by proxy in advance of the Meeting.

Terms and abbreviations used in this Notice and Explanatory Statement are defined in the Glossary.

AGENDA

ORDINARY BUSINESS

1. RESOLUTION 1 – RATIFICATION OF PLACEMENT SHARES

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an **Ordinary Resolution**:

“That, for the purpose of ASX Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue of 336,904,571 Shares (at an issue price of \$0.017) on 5 November 2021 to Sophisticated Investors, institutional and professional investors, and otherwise on the terms and conditions set out in the Explanatory Statement”.

Voting Exclusion Statement: The Company will disregard any votes cast in favour on this Resolution by or on behalf of any person who participated in the issue the subject of this Resolution and any person who is an Associate of those persons.

However, this does not apply to a vote cast in favour of this Resolution by:

- (a) a person as a proxy for a person who is entitled to vote on this Resolution, in accordance with the directions to the proxy or attorney to vote on the resolution in that way; or
- (b) the Chair as proxy or attorney for a person who is entitled to vote on this Resolution, in accordance with a direction given to the Chair to vote on this Resolution as the Chair decides; or
- (c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:

- (i) the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an Associate of a person excluded from voting on this Resolution; and
- (ii) the holder votes on this Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

2. RESOLUTION 2 – ISSUE OF PLACEMENT OPTIONS TO UNRELATED PARTIES

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an **Ordinary Resolution**:

“That for the purposes of Listing Rule 7.1 and for all other purposes, Shareholder approval is given for the issue of 168,452,316 Options with an exercise price of \$0.03 and an expiry date of 15 December 2024, to unrelated Sophisticated Investors, institutional and professional investors, and otherwise on the terms and conditions set out in the Explanatory Statement.”

Voting Exclusion Statement: The Company will disregard any votes cast in favour on this Resolution by or on behalf of any person who may participate in the issue of Options considered under this Resolution, any other person who may obtain a benefit as a result of the passing of this Resolution (other than a benefit solely in the capacity as a security holder in the Company), and any Associate of any of the foregoing persons.

However, this does not apply to a vote cast in favour of this Resolution by:

- (a) a person as a proxy for a person who is entitled to vote on this Resolution, in accordance with the directions to the proxy or attorney to vote on this Resolution in that way; or
- (b) the Chair as proxy or attorney for a person who is entitled to vote on this Resolution, in accordance with a direction given to the Chair to vote on this Resolution as the Chair decides; or
- (c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - (i) the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an Associate of a person excluded from voting on this Resolution; and
 - (ii) the holder votes on this Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

3. RESOLUTION 3 – ISSUE OF SECURITIES TO RELATED PARTIES

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an **Ordinary Resolution**:

“That for the purposes of Listing Rule 10.11 and for all other purposes, Shareholder approval is given for the issue of an aggregate 16,036,784 Shares at a price of \$0.017 per Share (together with 8,018,394 free attaching Options with an exercise price of \$0.03 per Option and an expiry date of 15 December 2024), to Trent Franklin, Mark Cossom and Scott Brown (or their nominees) on the terms and conditions contemplated in the Explanatory Statement.”

Voting Exclusion Statement: The Company will disregard any votes cast in favour on this Resolution by Trent Franklin, Mark Cossom, Scott Brown and any other person who may obtain a benefit as a result of the passing of this Resolution (other than a benefit solely in the capacity as a security holder in the Company), and any of their Associates.

However, this does not apply to a vote cast in favour of this Resolution by:

- (a) a person as a proxy for a person who is entitled to vote on this Resolution, in accordance with the directions to the proxy or attorney to vote on this Resolution in that way; or
- (b) the Chair as proxy or attorney for a person who is entitled to vote on this Resolution, in accordance with a direction given to the Chair to vote on this Resolution as the Chair decides; or
- (c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - (i) the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an Associate of a person excluded from voting on this Resolution; and
 - (ii) the holder votes on this Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

4. RESOLUTION 4 – ISSUE OF SECURITIES TO RELATED CREDITORS

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an **Ordinary Resolution**:

“That for the purposes of Listing Rule 10.11 and for all other purposes, Shareholder approval is given for the issue of 3,529,412 Shares at a price of \$0.017 per Share to Enrizen Accounting Pty Ltd (or their nominee) a Related Party of Trent Franklin in lieu of payment of outstanding fees for services accrued by Enrizen Accounting Pty Ltd for services provided to the Company, on the terms and conditions contemplated in the Explanatory Statement”

Voting Exclusion Statement: The Company will disregard any votes cast in favour of this Resolution by Enrizen Accounting Pty Ltd, Trent Franklin and any other person who may obtain a benefit as a result of the passing of this Resolution (other than a benefit solely in the capacity as a security holder in the Company), and any of their Associates.

However, this does not apply to a vote cast in favour of this Resolution by:

- (a) a person as a proxy for a person who is entitled to vote on this Resolution, in accordance with the directions to the proxy or attorney to vote on this Resolution in that way; or
- (b) the Chair as proxy for a person who is entitled to vote on this Resolution, in accordance with a direction given to the Chair to vote on this Resolution as the Chair decides; or
- (c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - (i) the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an Associate of a person excluded from voting on this Resolution; and
 - (ii) the holder votes on this Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

5. OTHER BUSINESS

To consider any other business that may be validly brought before the Meeting.

**DATED: 16 NOVEMBER 2021
BY ORDER OF THE BOARD**

KAR CHUA

ENTITLEMENT TO VOTE

Who may vote?

Pursuant to regulation 7.11.37 of the *Corporations Regulations 2001* (Cth), the Company has determined that for the purpose of the Meeting, all shares in the Company shall be taken to be held by the persons who held them as registered Shareholders at 7:00 pm (AEDT) on 14 December 2021 (**Entitlement Time**).

All holders of ordinary shares in the Company as at the Entitlement Time are entitled to attend and vote at the Meeting.

Transactions registered after that time will be disregarded in determining a Shareholder's entitlement to attend and vote at the Meeting.

PROXIES

Please note that:

- (a) a Shareholder of the Company who is entitled to attend and cast a vote at the Meeting has a right to appoint a proxy;
- (b) the appointment may specify the proportion or number of votes that the proxy may exercise;
- (c) a Shareholder who is entitled to cast two or more votes at the Meeting may appoint two proxies and must specify the proportional number of votes each proxy is appointed to exercise;
- (d) if the Shareholder appoints two proxies and the appointment does not specify the proportion or number of the Shareholder's votes, each proxy may exercise half the votes;
- (e) a proxy need not be a Shareholder of the Company;
- (f) if a Shareholder wishes to appoint two proxies, they should contact the Company for another proxy form; and
- (g) unless the Shareholder specifically directs the proxy how to vote, the proxy may vote as he or she thinks fit or abstain from voting.

If a Shareholder wishes to appoint a proxy, they should complete the attached 'Appointment of Proxy' form and comply with details set out in that form for lodgement of the form with the Company.

The proxy form must be signed by the Shareholder or his or her attorney duly authorised in writing or, if the Shareholder is a corporation, either under the seal of the corporation (in accordance with its Constitution) or under the hand of an attorney duly authorised in writing or otherwise signed in accordance with the Corporations Act.

If any attorney or authorised officer signs the proxy form on behalf of a Shareholder, the relevant power of attorney or other authority under which it is signed or a certified copy of that power or authority must be deposited with the proxy form.

The proxy form must be received **not less than 48 hours** before the time for holding the Meeting (i.e. by no later than 1:00 pm (AEDT) on 14 December 2021) in the following manner:

Online	Lodge the Proxy Form online at https://investor.automic.com.au/#/loginsah by following the instructions: Login to the Automic website using the holding details as shown on the Proxy Form. Click on 'View Meetings' – 'Vote'. To use the online lodgement facility, Shareholders will need their holder number (Securityholder Reference Number (SRN) or Holder Identification Number (HIN)) as shown on the front of the Proxy Form.
By Post	Automic, GPO Box 5193, Sydney NSW 2001
By Hand	Due to COVID-19 restrictions hand delivery of proxies will not be available

If a representative of a corporate shareholder or a corporate proxy will be attending the Meeting, the representative should provide to the Share Registry prior to the Meeting adequate evidence of their appointment, unless this has previously been provided to the Share Registry.

EXPLANATORY STATEMENT

This Explanatory Statement is included in and forms part of the Notice of Meeting. It contains background information pertaining to the Resolutions to be considered at the Meeting as well as information required to be given to Shareholders under the Listing Rules in relation to the Resolutions.

It is given to Shareholders to help them determine how to vote on the Resolutions set out in the Notice of Meeting.

Shareholders should read this Explanatory Statement in full and in conjunction with the other sections of this Document, in order to gain a comprehensive understanding of the Resolutions proposed in the Notice of Meeting.

If you are in doubt about what to do in relation to a Resolution, you should consult your financial or other professional adviser.

1. RESOLUTION 1 – RATIFICATION OF ISSUE OF PLACEMENT SHARES

1.1 Background

On 1 November 2021, the Company announced that it had completed a placement of 352,941,178 Shares at an issue price of \$0.017 to raise total funds of \$6.0 million (before costs) (**Placement**) to institutional, professional and Sophisticated Investors to underpin the next major phase of drilling, exploration and resource growth at its flagship 100%-owned Gidgee Gold Project in Western Australia.

The Placement was strongly supported by both existing shareholders and new investors, including the Company's major shareholder, Kerry Harmanis.

The Company received the support of its Directors in the Placement, and the issue of these shares to Directors will be subject to shareholder approval under Resolution 2 of this Notice.

Participants in the Placement will receive free-attaching options (**New Options**) on a one (1) for two (2) basis, with each New Option being exercisable at \$0.03 and expiring on 15 December 2024. The issue of the New Options is subject to shareholder approval. A total of 176,470,709 New Options are expected to be issued (subject to rounding).

The Placement was Co-Lead Managed by Enrizen Capital and JP Equities (**Lead Manager**).

The 336,904,571 Shares issued under the Placement to Sophisticated Investors who are not directors or related parties of the Company were issued using the Company's capacity under ASX Listing rule 7.1 and Listing Rule 7.1A. The issue of these New Shares occurred on 5 November 2021. The Company now seeks shareholder approval to ratify the issue of the Tranche 1 Shares pursuant to Listing Rule 7.4

1.2 Subsequent approval of an issue of Securities under Listing Rule 7.4 and 7.5

Listing Rule 7.1 requires Shareholder approval for the proposed issue of securities in the Company where such issue represents more than 15% of the Company's securities then on issue within the 12 month period immediately prior to the date of that issue or the date of agreement to effect that issue (**15% Threshold**). Listing Rule 7.4 permits the ratification of previous issues of securities made without Shareholder approval, provided such issue, in aggregate with any other applicable issues of Equity Securities by the Company, did not breach the 15% Threshold.

Shareholder ratification of an issue of securities under Listing Rule 7.4 enables the Company capacity to issue further securities up to the 15% Threshold, without additional Shareholder approval (but still subject to any other approval required under the Listing Rules), to the extent of the securities that were the subject of that ratification.

Listing Rule 7.4 stipulates that an issue of Equity Securities made without Shareholder approval under Listing Rule 7.1 is treated as having been made with it is subsequently approved by Shareholders.

The issue of the Placement Shares does not fit within any of the exceptions set out in Listing Rule 7.2 and, as it has not yet been approved by Shareholders, it uses part of the Company's 15% capacity in Listing Rules 7.1 and part of the Company's 10% Capacity under Listing Rule 7.1A, and if this Resolution is not approved it reduces the Company's capacity to issue further equity securities without Shareholder approval under Listing Rule 7.1 and Listing Rule 7.1A for the 12 month period following the date of issue of the Placement Shares.

1.3 Additional disclosure

The following information in relation to the Shares the subject of Resolution 1 is provided to the Shareholders for the purposes of Listing Rule 7.5.

(a) Equity Securities issued

336,904,571 fully paid ordinary shares.

(b) Issue price

The Shares were issued at \$0.017 per Share. The Company received an aggregate \$5,727,377 (before costs) as consideration for the issue of the Shares which are the subject of this Resolution.

(c) Issue date

The Shares were issued on 5 November 2021.

(d) Terms

The Shares issued were fully paid ordinary shares in the capital of the Company and rank equally in all respects with the existing fully paid ordinary shares on issue.

(e) Persons to whom Equity Securities were issued

The Shares were issued to Sophisticated Investors, professional and institutional investors whom are not Related Parties of the Company.

The participants in the Placement were introduced by JP Equities Pty Ltd and Enrizen Capital Pty Ltd who acted as co-lead managers to the Placement, or were prospective investors already known to the Company. The recipients were identified through a bookbuild process, which involved the co-lead managers seeking expressions of interest from Sophisticated Investors, professional and institutional investors to participate in the Placement.

(f) Use of funds raised

The funds raised under the Placement the subject of Resolution 1 underpin exploration and drilling programs, and resource growth at the Company's Gidgee Gold Project, working capital purposes and for costs of the Placement.

(g) Material Terms of an agreement to which securities were issued

The Shares were not issued under an agreement. The Shares were issued to Sophisticated Investors, professional and institutional investors who subscribed for the shares under the Placement.

1.4 Voting Exclusion Statement

Particulars as to the persons not permitted to vote on Resolution 1, and whose votes will be disregarded if cast on Resolution 1, are set out in the Notice.

1.5 Recommendation of Directors

Each Director recommends that Shareholders vote **in favour** of Resolution 1.
Each Director confirms that he has no personal interest in the outcome of Resolution 1.

2. RESOLUTION 2 – ISSUE OF PLACEMENT OPTIONS TO UNRELATED PARTIES

2.1 Background

See Section 1.1 above.

As noted above in Section 1.1, Participants in the Placement will receive free-attaching options (**New Options**) on a one (1) for two (2) basis, with each New Option being exercisable at \$0.03 and expiring on 15 December 2024.

A total of 168,452,316 New Options is expected to be issued to Sophisticated Investors who are unrelated parties of the Company.

The Company is now seeking Shareholder approval under this Resolution 2 to issue 168,452,316 Options to unrelated institutional, professional and Sophisticated Investors pursuant to Listing Rule 7.1.

2.2 Requirement for Shareholder Approval

Listing Rule 7.1 requires Shareholder approval for the proposed issue of securities in the Company where such issue may exceed the 15% Threshold. Further, Listing Rule 7.1 allows a company to maintain its capacity to issue securities under the 15% Threshold where it obtains shareholder approval prior to issuing securities.

Shareholder approval of an issue of securities under Listing Rule 7.1 enables the Company capacity to issue further securities up to the 15% Threshold, without additional Shareholder approval (but still subject to any other approval required under the Listing Rules).

Resolution 2 seeks Shareholder approval, under Listing Rule 7.1, for the issue of 168,452,316 Shares to unrelated institutional, professional and Sophisticated Investors.

Should Resolution 2 not be approved, the Company will need to consider issuing the New Options using its available capacity under Listing Rule 7.1.

2.3 Information required by Listing Rule 7.3

For the purpose of Listing Rule 7.3, the following information in relation to the New Options the subject of Resolution 2 is provided:

(a) *Maximum number of securities to be issued:*

168,452,316 unquoted Options.

(b) *Date of issue*

The Company will issue the New Options the subject of this Resolution 2 by the date which is no later than three months from the date of the meeting.

(c) *Issue price and terms of issue*

Each New Option will have an exercise price of \$0.03 and will expire on 15 December 2024. The terms and conditions of which are set out in Annexure B of this Notice.

(d) *Persons to whom securities will be issued*

The New Options which are the subject of this Resolution will be issued to institutional, professional and Sophisticated Investors whom participated in the Placement and whom are not Related Parties of the Company.

The participants in the Placement were introduced by JP Equities Pty Ltd and Enrizen Capital Pty Ltd who acted as co-lead managers to the Placement, or were prospective investors already known to the Company. The recipients were identified through a bookbuild process, which involved the co-lead managers seeking expressions of interest from Sophisticated Investors, professional and institutional investors to participate in the Placement.

(e) *Use of funds*

No funds will be raised from this issue of the New Options as they are free attaching options to Shares subscribed for under the Placement.

(f) *Issue date*

The Company intends to issue the New Options the subject of this Resolution on the day immediately after the date upon which Resolution 2 is duly approved.

(g) *Material Terms of an agreement to which securities were issued*

The New Options will not be issued pursuant to an agreement. The New Options are free attaching options and will be issued to Sophisticated Investors, professional and institutional investors who subscribed for the Shares under the Placement.

2.4 Voting Exclusion Statement

A description of the persons not permitted to vote on Resolution 2 and whose votes will be disregarded if cast on Resolution 2, is set out in the Notice.

2.5 Recommendation of Directors

Each Director recommends that Shareholders vote **in favour** of Resolution 2.
Each Director confirms that he has no personal interest in the outcome of Resolution 2.

3. RESOLUTION 3 – ISSUE OF SECURITIES TO RELATED PARTIES – TRANCHE 2 PLACEMENT SHARES

3.1 Background

See Section 1.1 above.

As noted above in Section 1.1 the Company received the support of its Directors in the Placement, and the issue of the portion Shares and attaching New Options to Directors is subject to Shareholder Approval.

Mark Cossom, Trent Franklin and Scott Brown (and or their nominees) have subject to shareholder approval agreed to invest a collective total of \$272,625 under the Placement being 16,036,784 New Shares and 8,018,393 free attaching New Options.

The Company is now seeking Shareholder approval under this Resolution 3 to issue 16,036,784 New Shares (and 8,018,393 free attaching New Options) to Directors or their nominees pursuant to Listing Rule 10.11

3.2 Requirement for Shareholder Approval

Listing Rule 10.11 requires that unless an exception applies, an entity must not without the prior approval of its shareholders, issue or agree to issue Equity Securities to:

- (a) a Related Party of the entity; or
- (b) a person whose relationship with the entity or a Related Party is, in ASX's opinion, such that approval of shareholders should be obtained.

Trent Franklin, Mark Cossom and Scott Brown are Related Parties of the Company by virtue of being Directors.

Should Resolution 3 not be approved, the Company will not issue the New Shares or free attaching New Options to the Directors or their nominees and the Company will be required to refund funds deposited to Directors as part of their participation under the Placement and this may effect the Company's exploration plans.

3.3 Information required by Listing Rule 10.13

For the purpose of Listing Rule 10.13, the following information in relation to the Shares and New Options the subject of this Resolution 3 is provided:

(a) *Parties to whom the securities will be issued*

Scott Brown, Mark Cossom and Trent Franklin or their nominees.

(b) *Maximum number of securities to be issued*

16,036,784 fully paid ordinary shares and 8,018,393 free attaching New Options.

(c) *Date of issue*

The Company intends to issue the Shares and New Options the subject of this Resolution 3 on the day immediately after the date of upon which this Resolution 3 is duly approved or in any event, within one month from the date on which this Resolution 3 is duly approved.

(d) *Relationship of Related Party and Listing Rule Category*

Scott Brown, Mark Cossom and Trent Franklin are all Directors of the Company and are therefore related parties under 10.11.1 of the ASX Listing Rules.

(e) *Issue price and terms of issue*

The Shares to be issued to the Directors will be issued at \$0.017 per Share (the same price as the Placement). The Shares to be issued will be fully paid ordinary shares in the capital of the Company, and will be issued on the same terms and conditions as the Company's existing Shares.

Each New Option will have an exercise price of \$0.03 and will expire on 15 December 2024. The terms and conditions of which are set out in Annexure B of this Notice.

The Company received an aggregate \$272,625 (before costs) as consideration for the issue of the Shares which are the subject of this Resolution. No funds were raised from this issue of the New Options as they were free attaching options to Shares subscribed for under the Placement.

(f) *Use of funds raised*

The funds raised from the Directors' subscription in the Shares underpin exploration and drilling programs, and resource growth at the Company's Gidgee Gold Project, working capital purposes and for costs of the Placement. No funds will be raised from this issue of the New Options as they are free attaching options to Shares subscribed for under the Placement.

The issue of Shares and New Options to Directors under this Resolution is not intended to remunerate and incentivise the Directors as part of their remuneration package.

(g) *Material Terms of an agreement to which securities were issued*

The Shares and free attaching New Options which are subject to this Resolution were not subject to an agreement. The Shares and attaching free New Options will be issued to the directors named above or their nominees as part of their subscription under the Placement.

3.4 Voting Exclusion Statement

A description of the persons not permitted to vote on Resolution 3 and whose votes will be disregarded if cast on Resolution 3, is set out in the Notice.

4. RESOLUTION 4 – ISSUE OF SHARES TO RELATED CREDITORS

4.1 Background

Resolution 4 seeks Shareholder approval for the issue of 3,529,412 Shares to Enrizen Accounting Pty Ltd (**Enrizen Accounting**) or their nominee in lieu of part payment of outstanding company secretary fees pursuant to the company secretarial engagement entered into between Enrizen Accounting and the Company. Enrizen Accounting is a Related Party by virtue of its association with Mr Trent Franklin who is a Director of the Company.

4.2 Requirement for Shareholder Approval

Listing Rule 10.11 requires that unless an exception applies, an entity must not without the prior approval of its shareholders, issue or agree to issue Equity Securities to:

- (a) a Related Party of the entity; or
- (b) a person whose relationship with the entity or a Related Party is, in ASX's opinion, such that approval of shareholders should be obtained.

Enrizen Accounting is a Related Party by virtue of being a company associated with Mr Trent Franklin a Director.

If this Resolution is not approved, the Company will have to consider other ways of remunerating Enrizen Accounting, including by providing cash payments.

4.3 Information required by Listing Rule 10.13

For the purpose of Listing Rule 10.13, the following information in relation to the Shares the subject of this Resolution is provided:

(a) *Parties to whom the securities will be issued*

Enrizen Accounting or their nominee.

(b) *Maximum number of securities to be issued*

3,529,412 fully paid ordinary shares to Enrizen Accounting or their nominee.

(c) *Date of issue*

The Company intends to issue the Shares the subject of this Resolution on the day immediately after the date of upon which this Resolution is duly approved or in any event, within one month from the date on which this Resolution is duly approved.

(d) *Relationship of Related Party and Listing Rule Category*

Enrizen Accounting is a company associated with Mr Trent Franklin who is a Director of the Company and is therefore a related party under 10.11.1 of the ASX Listing Rules.

(e) Issue price and terms of issue

The Shares to be issued under this Resolution will be issued at a deemed price of \$0.017 per Share. The Shares to be issued will be fully paid ordinary shares in the capital of the Company, and will be issued on the same terms and conditions as the Company's existing Shares.

(f) Use of funds raised

The Company will not be receiving consideration from the issue of Shares in accordance with this Resolution as the funds are being used in lieu of outstanding payments in order to preserve the Company's cash reserves.

The issue of Shares to Directors under this Resolution is not intended to remunerate and incentivise Trent Franklin as part of his remuneration package.

(g) Material Terms of an agreement to which securities were issued

Under its engagement entered into in July 2019, Enrizen Accounting has agreed to provide company secretarial services to the Company, and the Company has agreed to pay Enrizen Accounting \$10,000 (plus GST) per month for these services (**Monthly Fee**). The parties have agreed that 50% of the Monthly Fee will be payable in cash, and that 50% of the Monthly Fees will be payable in fully paid ordinary shares in the Company.

4.4 Voting Exclusion Statement

A description of the persons not permitted to vote on this Resolution and whose votes will be disregarded if cast on this Resolution, is set out in the Notice.

ENQUIRIES

Shareholders are advised to contact Kar Chua, the Company Secretary, on 02 8316 3998 if they have any queries in respect of the matters set out in this Document.

GLOSSARY

For the purposes of this Document, the following terms have the meanings prescribed below:

\$	Australian dollars.
AEDT	Australian Eastern Daylight Time.
Associate	Has the meaning given in Listing Rule 19.12.
ASX	ASX Limited (ACN 008 624 691) or the securities exchange market operated by it, as the context requires.
Board	The board of directors of the Company as constituted from time to time.
Chair	The person chairing the Meeting.
Company or Gateway	Gateway Mining Limited (ACN 008 402 391).
Constitution	The constitution of the Company (as amended from time to time).
Corporations Act	The <i>Corporations Act 2001</i> (Cth).
Director	A director of the Company as at the date of this Document.
Document	This document entitled “Notice of Extraordinary General Meeting”, including any annexures or schedules to or of this document.
Equity Security	Has the meaning given in Listing Rule 19.12.
Explanatory Statement	The section entitled “Explanatory Statement” of this Document, forming part of the Notice.
Listing Rules	The listing rules of the ASX as amended from time to time.
Meeting	The Extraordinary General Meeting of the Company convened pursuant to this Notice.
Notice or Notice of Meeting	The notice convening this Meeting as set out in this Document.
Ordinary Resolution	A resolution of Shareholders that is approved by a simple majority of the votes cast by Shareholders present at the Meeting (whether in person or by proxy) and entitled to vote on that resolution.
Options	means an option to purchase a Share.
Proxy Form	The proxy form attached to this Document.
Related Party	Has the meaning given to that term in Listing Rule 19.12.
Resolution	A resolution set out in the Notice.
Share	A fully paid ordinary share in the issued share capital of the Company.
Share Registry	Automic Registry Services Pty Limited (ACN 152 260 814).

- Shareholder** A person recorded on the register of members maintained by the Company pursuant to sections 168 and 169 of the Corporations Act as a holder of one or more Shares.
- Sophisticated Investor** A person to whom an offer of the Company's Equity Securities may be made without disclosure in reliance on section 708(8) or 708(11) of the Corporations Act and that is not already a Related Party of the Company.

**ANNEXURE A – APPOINTMENT OF PROXY FORM – GATEWAY
MINING LIMITED**



Gateway Mining Limited | ACN 008 402 391

Proxy Voting Form

If you are attending the virtual Meeting please retain this Proxy Voting Form for online Securityholder registration.

Holder Number:

Your proxy voting instruction must be received by **1.00pm (AEDT) on Tuesday, 14 December 2021**, being not later than 48 hours before the commencement of the Meeting. Any Proxy Voting instructions received after that time will not be valid for the scheduled Meeting.

SUBMIT YOUR PROXY

Complete the form overleaf in accordance with the instructions set out below.

YOUR NAME AND ADDRESS

The name and address shown above is as it appears on the Company's share register. If this information is incorrect, and you have an Issuer Sponsored holding, you can update your address through the investor portal: <https://investor.automic.com.au/#/home> Shareholders sponsored by a broker should advise their broker of any changes.

STEP 1 – APPOINT A PROXY

If you wish to appoint someone other than the Chair of the Meeting as your proxy, please write the name of that Individual or body corporate. A proxy need not be a Shareholder of the Company. Otherwise, if you leave this box blank, the Chair of the Meeting will be appointed as your proxy by default.

DEFAULT TO THE CHAIR OF THE MEETING

Any directed proxies that are not voted on a poll at the Meeting will default to the Chair of the Meeting, who is required to vote these proxies as directed. Any undirected proxies that default to the Chair of the Meeting will be voted according to the instructions set out in this Proxy Voting Form, including where the Resolutions are connected directly or indirectly with the remuneration of KMP.

STEP 2 - VOTES ON ITEMS OF BUSINESS

You may direct your proxy how to vote by marking one of the boxes opposite each item of business. All your shares will be voted in accordance with such a direction unless you indicate only a portion of voting rights are to be voted on any item by inserting the percentage or number of shares you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on the items of business, your proxy may vote as he or she chooses. If you mark more than one box on an item your vote on that item will be invalid.

APPOINTMENT OF SECOND PROXY

You may appoint up to two proxies. If you appoint two proxies, you should complete two separate Proxy Voting Forms and specify the percentage or number each proxy may exercise. If you do not specify a percentage or number, each proxy may exercise half the votes. You must return both Proxy Voting Forms together. If you require an additional Proxy Voting Form, contact Automic Registry Services.

SIGNING INSTRUCTIONS

Individual: Where the holding is in one name, the Shareholder must sign.

Joint holding: Where the holding is in more than one name, all Shareholders should sign.

Power of attorney: If you have not already lodged the power of attorney with the registry, please attach a certified photocopy of the power of attorney to this Proxy Voting Form when you return it.

Companies: To be signed in accordance with your Constitution. Please sign in the appropriate box which indicates the office held by you.

Email Address: Please provide your email address in the space provided.

By providing your email address, you elect to receive all communications despatched by the Company electronically (where legally permissible) such as a Notice of Meeting, Proxy Voting Form and Annual Report via email.

CORPORATE REPRESENTATIVES

If a representative of the corporation is to attend the Meeting the appropriate 'Appointment of Corporate Representative' should be produced prior to admission. A form may be obtained from the Company's share registry online at <https://automic.com.au>.

Lodging your Proxy Voting Form:

Online:

Use your computer or smartphone to appoint a proxy at

<https://investor.automic.com.au/#/login>

or scan the QR code below using your smartphone

Login & Click on 'Meetings'. Use the Holder Number as shown at the top of this Proxy Voting Form.



BY MAIL:

Automic
GPO Box 5193
Sydney NSW 2001

IN PERSON:

Automic
Level 5, 126 Phillip Street
Sydney NSW 2000

BY EMAIL:

meetings@automicgroup.com.au

BY FACSIMILE:

+61 2 8583 3040

All enquiries to Automic:

PHONE:

1300 288 664 (Within Australia)
+61 2 9698 5414 (Overseas)

ANNEXURE B – TERMS AND CONDITIONS OF PLACEMENT OPTIONS

The Options entitle the holder to subscribe for Shares on the following terms and conditions:

(a) **Entitlement**

Each New Option gives the option holder the right to subscribe for one Share. To obtain the right given by each New Option, the option holder must exercise the New Options in accordance with the term and conditions of the New Options.

(b) **Exercise Price**

Subject to any variation in share capital, the amount payable upon exercise of each New Option will be \$0.03.

(c) **Expiry Date**

The New Options will, except to the extent earlier exercised, expire at 5:00 pm (AEDT) on 15 December 2024 (**Option Expiry Date**). Any New Option not exercised before the Option Expiry Date will automatically lapse on the Option Expiry Date.

(d) **Exercise Period**

The New Options are exercisable at any time on or prior to the Option Expiry Date (**Exercise Period**).

(e) **Notice of Exercise**

The New Options may be exercised during the Exercise Period by notice in writing to the Company in the manner specified on the New Option certificate (**Notice of Exercise**) and payment of the Exercise Price for each New Option being exercised in Australian currency by electronic funds transfer or other means of payment acceptable to the Company.

(f) **Exercise Date**

A Notice of Exercise is only effective on and from the later of the date of receipt of the Notice of Exercise and the date of receipt of the payment of the Exercise Price for each New Option being exercised in cleared funds (**Exercise Date**).

(g) **Timing of Issue of Shares on exercise**

Within 5 Business Days after the Exercise Date, the Company will:

- (i) allot and issue the number of Shares required under these terms and conditions in respect of the number of Options specified in the Notice of Exercise and for which cleared funds have been received by the Company;
- (ii) if required, give ASX a notice that complies with section 708A(5)(e) of the Corporations Act, or if the Company is unable to issue such a notice, lodge with ASIC a prospectus prepared in accordance with the Corporations Act and do all such things necessary to satisfy section 708A(11) of the Corporations Act to ensure that an offer for sale of the Shares does not require disclosure to investors; and
- (iii) if admitted to the official list of ASX at the time, apply for official quotation on ASX of Shares issued pursuant to the exercise of the Options.

If a notice delivered under (g)(iii) for any reason is not effective to ensure that an offer for sale of the Shares does not require disclosure to investors, the Company must, no later than 20 Business Days after becoming aware of such notice being ineffective lodge with ASIC a prospectus prepared in accordance with the Corporations Act and do all such things necessary to satisfy section 708A(11) of the Corporations Act to ensure that an offer for sale of the Shares does not require disclosure to investors.

(h) Shares issued under exercise

Shares issued on exercise of the New Options rank equally with the then issued Shares of the Company.

(i) Quotations of Shares issued on exercise

If admitted to the official list of the ASX at the time, application will be made by the Company to ASX for quotation of the Shares issued upon the exercise of the New Options.

(j) Variation of Share Capital

If at any time the issued capital of the Company is reconstructed, the number of New Options and the Exercise Price will be adjusted in such a manner consistent with the Corporations Act and the ASX Listing Rules at the time of the reconstruction.

(k) Participation in new issues

There are no participation rights or entitlements inherent in the Options and holders will not be entitled to participate in new issues of capital offered to Shareholders during the currency of the New Options without exercising the New Options.

(l) Change in exercise price

A New Option does not confer the right to a change in Exercise Price or a change in the number of underlying securities over which the New Option can be exercised.

(m) Quotation of Shares issued on exercise

If the Company is admitted to the official list of ASX at the time of the exercise of the New Options, application will be made by the Company to ASX for quotation of the Shares issued upon issue of Shares as a result of that exercise occurring.

(n) Unquoted

The Company will not apply for quotation of the New Options on ASX.

(o) Transferability

The New Options are transferable subject to any restriction or escrow arrangements imposed by ASX or under applicable Australian securities laws.

CORPORATE DIRECTORY

Board of Directors

Trent Franklin, Non-Executive Chairman
Peter Langworthy, Managing Director
Scott Brown, Non-Executive Director
Debra Fullarton, Non-Executive Director

Company Secretary

Mr Kar Chua

Registered Office

Level 11, 52 Phillip Street
Sydney NSW 2000
Australia

Company Website

<http://www.gatewaymining.com.au/>

Share Registry

Automic Registry Services Pty Ltd
Level 5, 126 Phillip Street
Sydney NSW 2000
Australia

Phone: 1300 288 664
International: +61 2 9698 5414