



14 November 2023

Dear Shareholder

### **General Meeting – Notice and Proxy Form**

Notice is hereby given that an Extraordinary General Meeting (**Meeting**) of Shareholders of Gateway Mining Limited (**Company** or **Gateway**) will be held at 11:00 am (WST) and 2:00 pm (AEDT) on Thursday, 14 December 2023 at Automic Group, Level 5, 191 St Georges Terrace, Perth WA 6000 Australia.

The Company will not be sending hard copies of the Notice of Meeting and accompanying Explanatory Memorandum (**Notice of Meeting**) to shareholders unless a shareholder has requested a hard copy. The Notice of Meeting can be viewed and downloaded from the link set out below.

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

Alternatively, the Notice will also be available on the ASX website, ticker code: GML, at the following link:

<https://www2.asx.com.au/markets/trade-our-cash-market/historical-announcements>

If you are unable to attend the Meeting, you can lodge a proxy vote online via our Share Registry by taking the following steps:

1. Go to <https://investor.automic.com.au/#/loginsah>
2. Log on using your unique shareholder identification number and enter your Australian postcode as well as the Company's ASX code (if you are an overseas resident please amend the country name to the country in which you reside).
3. Select on the "I'm not a robot" box and follow the prompt.
4. Click on the "Meetings" button.
5. Click on the "vote" button.

Alternatively, you can complete and lodge the personalised Proxy Form for the Meeting enclosed with this letter.

In order for your proxy to count, you will need to either complete an online proxy, or lodge your completed hard copy Proxy Form as per the instructions on the enclosed Proxy Form, by no later than 11:00 am (WST) 2:00 pm (AEDT) on 12 December 2023.

The Company strongly encourages all shareholders to lodge their directed proxy votes prior to the Meeting and appoint the Chair as their proxy. All voting at the Meeting will be conducted by poll.

If it becomes necessary or appropriate to make alternative arrangements to those set out in the Notice of Meeting, the Company will notify shareholders accordingly via the Company's web-site and the ASX Market Announcements Platform. In order to receive electronic communications from the Company in the future, please update your Shareholder details online at <https://investor.automic.com.au/#/home> and log in with your unique shareholder identification number and postcode (or country for overseas residents).

The Notice of Meeting is important and should be read in its entirety. If you are in doubt as to the course of action you should follow, you should consult your financial adviser, lawyer, accountant or other professional adviser. If you have any difficulties obtaining a copy of the Notice of Meeting please contact the Company's share registry, Automic on 1300 288 664.

***For and on behalf of  
GATEWAY MINING LIMITED***

The Managing Director has approved the release of this document to the market.

**Investors**

**Mark Cossom  
Managing Director  
T: 08 6383 9969**

**or**

**Kar Chua  
Company Secretary  
T: 02 8316 3998**

**Media**

**Nicholas Read  
Read Corporate  
T: 08 9388 1474**

[Click here to subscribe to investor updates](#)

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**GATEWAY MINING LIMITED**

**ACN 008 402 391**

**Notice of Extraordinary General Meeting**

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**TIME:** 11:00 am (WST) 2:00 pm (AEDT)

**DATE:** Thursday, 14 December 2023

**PLACE:** Automic Group, Level 5, 191 St Georges Terrace, Perth WA 6000  
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.*

## Contents

VENUE .....	3
VOTING IN PERSON.....	3
VOTING BY PROXY .....	3
NOTICE OF MEETING .....	5
ORDINARY BUSINESS.....	5
1.RESOLUTION 1 – RATIFICATION OF PLACEMENT SHARES .....	5
2 RESOLUTION 2 – ISSUE OF PLACEMENT OPTIONS TO UNRELATED PARTIES.....	5
3. RESOLUTION 3 – ISSUE OF SECURITIES TO MARK COSSOM .....	6
4.RESOLUTION 4 – ISSUE OF SECURITIES TO TRENT FRANKLIN .....	7
5. RESOLUTION 5 – ISSUE OF SECURITIES TO SCOTT BROWN.....	7
6.RESOLUTION 6 – ISSUE OF SECURITIES TO PETER LESTER .....	8
7.RESOLUTION 7 – ISSUE OF SECURITIES TO DEBRA FULLARTON .....	8
8.RESOLUTION 8 – ISSUE OF OPTIONS TO JP EQUITY HOLDINGS .....	9
9.RESOLUTION 9 – ISSUE OF SECURITIES TO NON-RELATED CREDITOR.....	10
10.OTHER BUSINESS .....	10
EXPLANATORY STATEMENT .....	13
ENQUIRIES .....	22
GLOSSARY .....	23
ANNEXURE A – APPOINTMENT OF PROXY FORM – GATEWAY MINING LIMITED.....	25
ANNEXURE B – TERMS AND CONDITIONS OF PLACEMENT OPTIONS .....	26

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## TIME AND PLACE OF MEETING AND HOW TO VOTE

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### 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 11:00 AM (WST) and 2:00 PM (AEDT) on 14 December 2023 at Automic Group, Level 5, 191 St Georges Terrace, Perth WA 6000 Australia.

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/site/investor-centre/asx-announcements>

### VOTING IN PERSON

To vote in person, you will be required to attend the Meeting on the date and at the place set out above.

### 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:

<b>Online</b>	Lodge the Proxy Form online at <a href="https://investor.automic.com.au/#/loginsah">https://investor.automic.com.au/#/loginsah</a> 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.
<b>By Post</b>	Automic, GPO Box 5193, Sydney NSW 2001
<b>By Email</b>	<a href="mailto:hello@automicgroup.com.au">hello@automicgroup.com.au</a>

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](mailto: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.

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## NOTICE OF MEETING

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Notice is given that the Meeting of Shareholders will be held at 11:00 AM (WST) and 2:00 PM (AEDT) on 14 December 2023 at Automic Group, Level 5, 191 St Georges Terrace, Perth WA 6000 Australia.

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 12 December 2023.

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.

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## AGENDA

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### 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 65,148,991 Shares (at an issue price of \$0.022) on 9 November 2023 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 which is 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 65,148,991 free attaching Placement Options with an exercise price of \$0.033 and an expiring on the third anniversary of their issue date, 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 MARK COSSOM**

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 300,000 Shares at a price of \$0.022 per Share (together with 300,000 free attaching Placement Options with an exercise price of \$0.033 per Option and an expiring on the third anniversary of their issue date), to Mark Cossom (or his nominee) 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 Mark Cossom 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 his 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 TRENT FRANKLIN

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 2,727,273 Shares at a price of \$0.022 per Share (together with 2,727,273 free attaching Placement Options with an exercise price of \$0.033 per Option and an expiring on the third anniversary of their issue date), to Trent Franklin (or his nominee) 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 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 his 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.

#### 5. RESOLUTION 5 – ISSUE OF SECURITIES TO SCOTT BROWN

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 1,227,273 Shares at a price of \$0.022 per Share (together with 1,227,273 free attaching Placement Options with an exercise price of \$0.033 per Option and an expiring on the third anniversary of their issue date), to Scott Brown (or his nominee) 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 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 his 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.

## 6. RESOLUTION 6 – ISSUE OF SECURITIES TO PETER LESTER

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 454,546 Shares at a price of \$0.022 per Share (together with 454,546 free attaching Placement Options with an exercise price of \$0.033 per Option and expiring on the third anniversary of their issue date), to Peter Lester (or his nominee) 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 Peter Lester 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 his 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.

## 7. RESOLUTION 7 – ISSUE OF SECURITIES TO DEBRA FULLARTON

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 500,000 Shares at a price of \$0.022 per Share (together with 500,000 free attaching Placement Options with an exercise price of \$0.033 per Option and expiring on the third anniversary of their issue date), to Debra Fullarton (or her nominee) 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 Debra Fullarton 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 her 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.

## **8. RESOLUTION 8 – ISSUE OF OPTIONS TO JP EQUITY HOLDINGS**

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 2,200,000 Broker Options with an exercise price of \$0.033 and expiring on the third anniversary of their issue date, to JP Equity Holdings Pty Ltd (or their nominee) 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 JP Equity Holdings Pty Ltd or 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.

## 9. RESOLUTION 9 – ISSUE OF SECURITIES TO NON-RELATED CREDITOR

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 3,724,247 Shares at a price of \$0.022 per Share to Terra Drilling Pty Ltd (or their nominees) an unrelated creditor of 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 any person who may participate in the issue of Shares 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), 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.

## 10. OTHER BUSINESS

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

**DATED: 14 NOVEMBER 2023**  
**BY ORDER OF THE BOARD**

**KAR CHUA**  
**COMPANY SECRETARY**  
**GATEWAY MINING LIMITED**

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## ENTITLEMENT TO VOTE

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### *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 12 December 2023 (**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.

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## PROXIES

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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 11:00 am (WST) 2:00 pm (AEDT) on 12 December 2023) in the following manner:

<b>Online</b>	Lodge the Proxy Form online at <a href="https://investor.automic.com.au/#/loginsah">https://investor.automic.com.au/#/loginsah</a> 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.
<b>By Post</b>	Automic, GPO Box 5193, Sydney NSW 2001
<b>By Email</b>	<a href="mailto:hello@automicgroup.com.au">hello@automicgroup.com.au</a>

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.

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## EXPLANATORY STATEMENT

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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 2023, the Company announced that it had completed a placement of 70,358,083 Shares at an issue price of \$0.022 to raise total funds of \$1.55 million (before costs) (**Placement**) to institutional, professional and Sophisticated Investors to underpin the next major phase of drilling, exploration at its flagship 100%-owned Montague Gold Project in Western Australia.

The Placement was strongly supported by both existing shareholders and new investors.

Participants in the Placement will receive free-attaching options (**Placement Options**) on a one (1) for one (1) basis, with each Placement Option being exercisable at \$0.033 and expiring on the third anniversary of their issue date. The issue of the Placement Options is subject to shareholder approval. A total of 70,358,083 Placement Options are expected to be issued (subject to rounding).

The Company received the support of its Directors in the Placement, and the issue of the Placement Shares (and attaching Placement Options) to Directors will be subject to shareholder approval under Resolutions 3 to 7 of this Notice.

The Placement was Lead Managed by JP Equity Holdings Pty Ltd (**Lead Manager**).

The 65,148,991 Placement Shares issued under the Placement to Sophisticated Investors who are not directors or related parties of the Company (**Tranche 1 Placement Shares**) were issued using the Company's capacity under ASX Listing rule 7.1 and Listing Rule 7.1A. The issue of Tranche 1 Placement Shares occurred on 9 November 2023. The Company now seeks shareholder approval to ratify the issue of Tranche 1 Placement 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 Tranche 1 Placement Shares, the subject of Resolution 1 is provided to the Shareholders for the purposes of Listing Rule 7.5:

*(a) Equity Securities issued*

65,148,991 fully paid ordinary shares.

*(b) Issue price*

The Shares were issued at \$0.022 per Share. The Company received an aggregate \$1,433,278 (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 9 November 2023.

*(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 who are not Related Parties of the Company.

The participants in the Placement were introduced by JP Equity Holdings Pty Ltd who acted as 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 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 at the Company's Montague 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 be entitled to subscribe for free attaching Placement Options on a one (1) for one (1) basis, with each Placement Option being exercisable at \$0.033 and expiring on the third anniversary of their issue date.

A total of 65,148,991 Placement Options are expected to be issued to Sophisticated Investors who are not Related Parties of the Company.

The Company is now seeking Shareholder approval under this Resolution 2 to issue 65,148,991 Placement 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 65,148,991 Placement Options to unrelated institutional, professional and Sophisticated Investors.

Should Resolution 2 not be approved, the Company may need to consider issuing the Placement Options using its available capacity under Listing Rule 7.1 or consider not issuing the Placement Options at all, which might restrict its future funding problems reduce the Company's placement capacity.

### **2.3 Information required by Listing Rule 7.3**

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

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

65,148,991 Options.

*(b) Date of issue*

The Company intends to issue the Placement Options the subject of this Resolution on the day immediately after the date upon which Resolution 2 is duly approved but otherwise no later than three months from the date of the meeting.

*(c) Issue price and terms of issue*

Each Placement Option issued to unrelated institutional, professional and Sophisticated Investors will have an exercise price of \$0.033 and will expire on the third anniversary of their issue date. The terms and conditions of which are set out in Annexure B of this Notice.

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

The Placement 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 Equity Holdings Pty Ltd who acted as 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 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 Placement Options as they are free attaching options to Placement Shares subscribed for under the Placement. The Company does not have any specific intentions for the use of funds received on exercise of Placement Options, and the Company presently considers that funds raised from the exercise of Placement Options, will be applied towards exploration at the Company's 100% owned Montague Gold Project and the Company's general working capital.

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

The Placement Options will not be issued pursuant to an agreement. The Placement 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. RESOLUTIONS 3, 4, 5, 6 and 7 – ISSUE OF SECURITIES TO DIRECTORS – TRANCHE 2 PLACEMENT SHARES AND ATTACHING PLACEMENT OPTIONS**

### **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 Placement Shares and attaching Placement Options to Directors is subject to Shareholder Approval.

Mark Cossom, Trent Franklin, Scott Brown, Peter Lester and Debra Fullarton (and or their nominees) have subject to shareholder approval agreed to invest collective total of \$114,600 under the Placement being 5,209,092 Placement Shares and 5,209,092 free attaching Placement Options.

The Company is now seeking Shareholder approval under Resolutions 3, 4, 5, 6 and 7 to issue a total of 5,209,092 Placement Shares (and 5,209,092 free attaching Placement Options) to Mark Cossom, Trent Franklin, Scott Brown, Peter Lester, Debra Fullarton and 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;
- (b) a person who is, or was at any time in the 6 months before the issue or agreement, a substantial (30%+) holder in the entity;
- (c) a person who is or was at any time in the 6 months before the issue or agreement a substantial (10%) holder in the entity and who has nominated a director to the board of the entity pursuant to a relevant agreement which gives them a right or expectation to do so;
- (d) an associate of a person referred to in (a) to (c) above; or
- (e) a person whose relationship with the entity or a Related Party is, in ASX's opinion, such that approval of shareholders should be obtained.

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

Should Resolutions 3, 4, 5, 6, and 7 not be approved, the Company will not issue the Placement Shares or free attaching Placement 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 affect the Company's exploration plans.

Should Resolutions 3, 4, 5, 6 and 7 be passed, the Company will be able to proceed with the issue of a total of 5,209,092 Placement Shares (and 5,209,092 free attaching Placement Options) to Mark Cossom, Trent Franklin, Scott Brown, Peter Lester, Debra Fullarton and their nominees.

### 3.3 Information required by Listing Rule 10.13

For the purpose of Listing Rule 10.13, the following information in relation to the Placement and Placement Options the subject of Resolutions 3, 4, 5, 6 and 7 is provided:

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

Mark Cossom, Trent Franklin, Scott Brown, Peter Lester and Debra Fullarton or their nominees.

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

**Resolution 3 – Mark Cossom:** 300,000 fully paid ordinary shares and 300,000 free attaching Placement Options.

**Resolution 4 – Trent Franklin:** 2,727,273 fully paid ordinary shares and 2,727,273 free attaching Placement Options.

**Resolution 5 – Scott Brown:** 1,227,273 fully paid ordinary shares and 1,227,273 free attaching Placement Options.

**Resolution 6 – Peter Lester:** 454,546 fully paid ordinary shares and 454,546 free attaching Placement Options.

**Resolution 7 – Debra Fullarton:** 500,000 fully paid ordinary shares and 500,000 free attaching Placement Options.

(c) *Date of issue*

The Company intends to issue the Shares and New Options the subject of Resolutions 3 to 7 on the day immediately after the date of upon which Resolutions 3 to 7 are duly approved or in any event, within one month from the date on which Resolutions 3 to 7 are duly approved.

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

Mark Cossom, Trent Franklin, Scott Brown, Peter Lester and Debra Fullarton 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 \$0.022 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 Placement Option will have an exercise price of \$0.033 and will expire on the third anniversary of their issue date. The terms and conditions of the Placement Options are set out in Annexure B of this Notice.

The Company received:

- (i) **Resolution 3 – Mark Cossom:** \$6,600 (before costs);
- (ii) **Resolution 4 – Trent Franklin:** \$60,000 (before costs);
- (iii) **Resolution 5 – Scott Brown:** \$27,000 (before costs);
- (iv) **Resolution 6 – Peter Lester:** \$10,000 (before costs);
- (v) **Resolution 7 – Debra Fullarton:** \$11,000 (before costs),

as consideration for the issue of the Placement Shares which are the subject of Resolutions 3 to 7.

No funds were raised from this issue of the Placement Options as they were free attaching options to Placement 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 Montague Gold Project, working capital purposes and for costs of the Placement. No funds will be raised from this issue of the Placement Options as they are free attaching options to Shares subscribed for under the Placement. The Company does not have any specific intentions for the use of funds received on exercise of Placement Options, and the Company presently considers that funds raised from the exercise of Placement Options, will be applied towards exploration at the Company's 100% owned Montague Gold Project and the Company's general working capital.

The above is a statement of current intentions at the date of this Document. Intervening events and new circumstances have the potential to affect the manner in which the funds are ultimately applied. The Board reserves the right to alter the way the funds are applied on this basis.

The issue of Shares and Placement Options to Directors under Resolutions 3 to 7 are 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 Placement Options which are the subject of Resolutions 3 to 7 were not subject to an agreement. The Shares and attaching free Placement 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 Resolutions 3 to 7 and whose votes will be disregarded if cast on Resolutions 3 to 7, are set out in the Notice.

## **4. RESOLUTION 8 – ISSUE OF PLACEMENT OPTIONS TO JP EQUITY HOLDINGS**

### **4.1 Background**

The Company has engaged JP Equity Holdings Pty Ltd (**JP Equity**) to act as the corporate promoter of the Company (**Corporate Promoter Agreement**). JP Equity has also acted as the Company's lead manager for a number of capital raisings over the last few years.

As consideration for the corporate promoter services being provided by JP Equity, the Company has agreed to issue 2,200,000 Options on the same terms as the Placement Options (**Broker Options**).

The Company is now seeking Shareholder approval under this Resolution 8 to issue 2,200,000 Broker Options to JP Equity or their nominees pursuant to Listing Rule 7.1.

### **4.2 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 8 seeks Shareholder approval, under Listing Rule 7.1, for the issue of 2,200,000 Broker Options to JP Equity or their nominees.

Should Resolution 8 not be approved, the Company will need to consider issuing the Broker Options using its available capacity under Listing Rule 7.1 which might restrict its future funding plans and reduce the company's placement capacity.

### **4.3 Information required by Listing Rule 7.3**

For the purpose of Listing Rule 7.3, the following information in relation to the Broker Options the subject of Resolution 8 is provided:

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

2,200,000 quoted Options.

(b) *Date of issue*

The Company intends to issue the Broker Options the subject of this Resolution on the day immediately after the date upon which Resolution 8 is duly approved but otherwise no later than three months from the date of the meeting.

(c) *Issue price and terms of issue*

Each Broker Option will have an exercise price of \$0.033 and will expire on the third anniversary of their issue date. The Broker Options will have the same terms and conditions as the Placement Options which are set out in Annexure B of this Notice.

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

The Broker Options which are the subject of this Resolution will be issued to JP Equity or their nominees.

*(e) Use of funds*

No funds will be raised from this issue of the Broker Options as they will be issued to JP Equity (or their nominee) as consideration for the corporate promoter services JP Equity will be providing to the Company under the Corporate Promoter Agreement.

The Company does not have any specific intentions for the use of funds received on exercise of Broker Options, and the Company presently considers that funds raised from the exercise of Broker Options, will be applied towards exploration at the Company's 100% owned Montague Gold Project and the Company's general working capital.

The above is a statement of current intentions at the date of this Document. Intervening events and new circumstances have the potential to affect the manner in which the funds are ultimately applied. The Board reserves the right to alter the way the funds are applied on this basis.

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

The Company has extended its existing Corporate Promoter Agreement with JP Equity, whereby JP Equity will act as the Company's corporate promoter, promoting the Company through JP Equity's various client and investor channels and will include services such as:

- (a) providing the Company with support and advice with respect to Investor Presentations and pitches;
- (b) providing continuous updates to JP Equity's extensive investor database throughout the engagement term (when new information is released to the market);
- (c) producing and hosting ASX webinars with the Company;
- (d) promoting the Company through JP Equity's extensive investor database;
- (e) promoting the Company through JP Equity's various social media channels and platforms;
- (f) introducing and promoting the Company story to current and prospective strategic shareholders on a best endeavours basis; and
- (g) conducting and assisting with an Australian wide broker roadshows; and
- (h) providing the Company with continuing support and market advice as is reasonably necessary under the engagement.

The Corporate Promoter Agreement will expire in February 2025.

As consideration for entering into the Corporate Promoter Agreement with JP Equity and in consideration for services JP Equity will be providing under the Agreement, the Company has agreed to issue the Broker Options the subject of this Resolution to JP Equity (and or their nominees).

#### **4.4 Voting Exclusion Statement**

A description of the persons not permitted to vote on Resolution 8 and whose votes will be disregarded if cast on Resolution 8, is set out in the Notice.

#### **4.5 Recommendation of Directors**

Each Director recommends that Shareholders vote **in favour** of Resolution 8.

Each Director confirms that he has no personal interest in the outcome of Resolution 8.

## **5. RESOLUTION 9– ISSUE OF SHARES TO NON-RELATED CREDITOR**

### **5.1 Background**

Resolution 9 seeks Shareholder approval for the issue of 3,724,247 Shares to Terra Drilling Pty Ltd (**Terra**) a creditor of the Company, who is not a Related Party and who has provided contract drilling services to the Company. Terra has agreed to accept Shares in lieu of payment of some of their fees, allowing the Company to preserve its cash resources. Terra is a contract driller.

### **5.2 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 9 seeks Shareholder approval, under Listing Rule 7.1, for the issue of 3,724,247 Shares to Terra (or their nominees), in lieu of payment for drilling services provided to the Company.

Should Resolution 9 not be approved, the Company will not issue the Shares to Terra and instead will have to pay this portion of the fees in cash.

Should Resolutions 9 be passed, the Company will be able to proceed with the issue of the Shares to Terra.

### **5.3 Information required by Listing Rule 7.3**

For the purpose of Listing Rule 7.3, the following information in relation to the Shares the subject of Resolution 9 is provided:

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

3,724,247 Shares.

*(b) Date of issue*

The Company intends to issue the Shares the subject of this Resolution on the day immediately after the date upon which Resolution 9 is duly approved, but otherwise no later than three months from the date of the Meeting.

*(c) Issue price and terms of issue*

The Shares will be fully paid ordinary shares in the Company and issued at an issue price of \$0.022 per Share.

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

The Shares will be issued to Terra Drilling Pty Ltd a creditor of the Company who is not a Related Parties (or their nominees). Terra is a contract driller.

*(e) Use of funds*

There will be no cash funds raised 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.

(f) *Material terms of an agreement to which the securities were issued*

Pursuant to an agreement between the Company and Terra (**Drilling Agreement**), Terra has agreed to provide geotechnical and exploration diamond drilling for the Company at the Company's Montague Gold Project.

The Drilling Agreement contains terms of service and drilling rates which the Company believes are at standard market rates.

Pursuant to the Drilling Agreement, Terra has agreed to be paid 30% of its invoices amounts in fully paid ordinary shares in the Company, to be issued following the Company's latest capital raising at the same price of Shares issued under the Company's latest capital raising. The remaining 70% of invoiced amounts are to be paid in cash by the Company. If a capital raising does not occur within 6 months of issue of an invoice, that amount will be payable in cash in full.

#### **5.4 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, are 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.

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## GLOSSARY

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

<b>\$</b>	Australian dollars.
<b>AEDT</b>	Australian Eastern Daylight Time.
<b>ASIC</b>	Australian Securities and Investments Commission.
<b>Associate</b>	Has the meaning given in Listing Rule 19.12.
<b>ASX</b>	ASX Limited (ACN 008 624 691) or the securities exchange market operated by it, as the context requires.
<b>Board</b>	The board of directors of the Company as constituted from time to time.
<b>Chair</b>	The person chairing the Meeting.
<b>Company or Gateway</b>	Gateway Mining Limited (ACN 008 402 391).
<b>Constitution</b>	The constitution of the Company (as amended from time to time).
<b>Corporations Act</b>	The <i>Corporations Act 2001</i> (Cth).
<b>Director</b>	A director of the Company as at the date of this Document.
<b>Document</b>	This document entitled “Notice of Extraordinary General Meeting”, including any annexures or schedules to or of this document.
<b>Equity Security</b>	Has the meaning given in Listing Rule 19.12.
<b>Explanatory Statement</b>	The section entitled “Explanatory Statement” of this Document, forming part of the Notice.
<b>Listing Rules</b>	The listing rules of the ASX as amended from time to time.
<b>Meeting</b>	The Extraordinary General Meeting of the Company convened pursuant to this Notice.
<b>Notice or Notice of Meeting</b>	The notice convening this Meeting as set out in this Document.
<b>Ordinary Resolution</b>	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.
<b>Options</b>	means the right to acquire a Share in accordance with the terms and conditions of issue of that option.
<b>Placement Options</b>	free attaching Options to Placement Shares proposed to be issued pursuant to the Placement.
<b>Placement Shares</b>	Shares of the Company as part of the Placement.
<b>Proxy Form</b>	The proxy form attached to this Document.
<b>Resolution</b>	A resolution set out in the Notice.
<b>Share</b>	A fully paid ordinary share in the issued share capital of the Company.

<b>Share Registry</b>	Automic Registry Services Pty Limited (ACN 152 260 814).
<b>Shareholder</b>	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.
<b>Sophisticated Investor</b>	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.



If you are attending the Meeting  
in person, please bring this with you  
for Securityholder registration.

Gateway Mining Limited | ABN 31 008 402 391

Your proxy voting instruction must be received by **11.00am (AWST) on Tuesday, 12 December 2023**, 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/#/loginsah> 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](mailto:meetings@automicgroup.com.au)

#### BY FACSIMILE:

+61 2 8583 3040

#### All enquiries to Automic:

#### WEBSITE:

<https://automicgroup.com.au/>

#### PHONE:

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



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## ANNEXURE B – TERMS AND CONDITIONS OF PLACEMENT OPTIONS

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The terms and conditions of the Placement Options are as follows:

- a) **(Entitlement)**: Each Placement Option entitles the holder to subscribe for one Share upon exercise of the Placement Option.
- b) **(Exercise Price)**: The Placement Options have an exercise price of \$0.033 per Placement Option **(Exercise Price)**.
- c) **(Expiry Date)**: The Placement Options expire at 5.00 pm (AEDT) three years from date of their issue **(Expiry Date)**. A Placement Option not exercised before the Expiry Date will automatically lapse on the Expiry Date.
- d) **(Exercise Period)**: The Placement Options are exercisable at any time and from time to time on or prior to the Expiry Date.
- e) **(Quotation of the Placement Options)**: It is the Company's current intention to seek quotation of the Placement Options. There is no certainty that quotation of the Placement Options will be granted. The quotation of the Placement Options will be subject to the Company offering the Placement Options under a prospectus prepared in accordance with Chapter 6D of the Corporations Act 2001 (Cth) and lodged with ASIC and satisfying the quotation conditions set out in the Listing Rules.
- f) **(Notice of Exercise)**: The Placement Options may be exercised by notice in writing to the Company in the manner specified on the Placement Option certificate **(Notice of Exercise)** and payment of the Exercise Price for each Placement Option being exercised in Australian currency by electronic funds transfer or other means of payment acceptable to the Company.

The Placement Options held by each holder may be exercised in whole or in part, and if exercised in part, at least 1,000 must be exercised on each occasion.

Any Notice of Exercise of a Placement Option received by the Company will be deemed to be a notice of the exercise of that Placement Option as at the date of receipt of the Notice of Exercise and the date of receipt of the payment of the Exercise Price for each Placement 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 Placement 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; 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 Placement Options.
- h) **(Transferability)**: The Placement Options are freely transferable from the date of issue, subject to any restriction or escrow arrangements imposed by ASX or under Australian securities laws and paragraph (i)

- i) **(Restrictions on transfer of Shares):** If the Company is required but unable to give ASX a notice under paragraph (g)(ii), or such a notice for any reason is not effective to ensure that an offer for sale of the Shares does not require disclosure to investors, Shares issued on exercise of Placement Options may not be traded and will be subject to a holding lock until 12 months after their issue unless the Company, at its sole discretion, elects to issue a prospectus pursuant to section 708A(11) of the Corporations Act.
- j) **(Shares issued on exercise):** Shares issued on exercise of the Placement Options will rank equally with the then Shares of the Company.
- k) **(Quotation of Shares on exercise):** If admitted to the official list of ASX at the time, application will be made by the Company to ASX for quotation of the Shares issued upon the exercise of the Placement Options in accordance with the Listing Rules.
- l) **(Reconstruction of capital):** If at any time the issued capital of the Company is reconstructed, all rights of a Placement Option holder are to be changed in a manner consistent with the Corporations Act and the Listing Rules at the time of the reconstruction.
- m) **(Participation in new issues):** There are no participation rights or entitlements inherent in the Placement Options and holders will not be entitled to participate in new issues of capital offered to Shareholders during the currency of the Placement Options without exercising the Placement Options.
- n) **(Change in exercise price):** There will be no change to the exercise price of the Placement Options or the number of Shares over which the Placement Options are exercisable in the event of the Company making a pro-rata issue of Shares or other securities to the holders of Shares in the Company (other than a bonus issue).
- o) **(Adjustment for bonus issues of Shares):** If the Company makes a bonus issue of Shares or other securities to existing Shareholders (other than an issue in lieu or in satisfaction of dividends or by way of dividend reinvestment):
  - (i) the number of Shares which must be issued on the exercise of a Placement Option will be increased by the number of Shares which the Placement Option holder would have received if the Placement Option holder had exercised the Placement Option before the record date for the bonus issue; and
  - (ii) no change will be made to the Exercise Price.

## **CORPORATE DIRECTORY**

### **Board of Directors**

Debra Fullarton, Non-Executive Chair  
Mark Cossom, Managing Director  
Scott Brown, Non-Executive Director  
Trent Franklin, Non-Executive Director  
Peter Lester, Non-Executive Director

### **Company Secretary**

Mr Kar Chua

### **Registered Office**

B1/431 Roberts Road  
Subiaco WA 6008  
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