



UPDATE ON ACQUISITION

1 March 2018

Gateway Mining Limited (**the Company**) is pleased to provide an update in relation to its proposed acquisition of Omni Projects Pty Ltd (**Omni Projects**) as announced on 22 December 2018 (**Acquisition**).

As previously announced, the Company entered into a binding heads of agreement to acquire all of the issued capital in Omni Projects from its sole shareholder, Omni GeoX Pty Ltd (**Omni GeoX**). Omni GeoX and the Company have now executed the share sale agreement required to facilitate the Acquisition, on the following terms and conditions:

- (a) the Company will issue to Omni GeoX, as consideration for the Acquisition, A\$1.5 million in fully paid ordinary shares in the Company at \$0.012 per share;
- (b) the Acquisition will be subject to the following conditions precedent which must be satisfied prior to completion:
 - (i) the Company obtaining all relevant approvals in respect of the Acquisition;
 - (ii) the Company completing a capital raising via an entitlements issue raising up to A\$3,500,000;
 - (iii) the Company receiving shareholder approval from its shareholders in relation to the issue of the shares to Omni GeoX as consideration for the Acquisition;
 - (iv) the Company entering into a director's service agreement with Peter Langworthy on mutually agreed terms; and
 - (v) the Company completing due diligence enquiries in respect of Omni Projects to its reasonable satisfaction;

and the parties have agreed to use their best endeavours to ensure that these conditions precedent are met by 31 March 2018 (**End Date**). Completion is intended to occur on 16 March 2018.

The share sale agreement also includes a number of terms relating to warranties, covenants and conditions as are customary for a sale agreement of this nature.

Yours faithfully

Gary Franklin
Company Secretary