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25 October 2018

Dear Shareholders,

Following Gateway Mining Limited's (**Company**) recent share placement to sophisticated and professional investors (as announced on 22 October 2018), the Company is required to issue a transaction specific prospectus (**Prospectus**) in accordance with the Corporations Act 2001 (Cth), in order to remove any trading restrictions on the shares issued under the placement.

As is customary with such a document, the Prospectus contains an offer for an issue of a nominal 1,000 shares at a price of \$0.015 per share, to raise \$15.

Further information on the Company and its business is detailed in the Prospectus. If there is any matter on which you require further information, you should consult your stockbroker, solicitor, accountant, or other professional adviser as you see fit.

Please contact the Company on +61 2 8316 3998 for further information. On behalf of the directors of the Company, I thank you for your ongoing support of Gateway Mining Limited.

Yours faithfully

Kar Chua
Company Secretary
Gateway Mining Limited

PROSPECTUS

GATEWAY MINING LTD ACN 008 402 391



For an offer of up to 1,000 Shares at an issue price of \$0.015 per Share to raise up to \$15 (**Offer**).

This Prospectus has been prepared for the purpose of section 708A(11) of the Corporations Act to remove any trading restrictions on the sale of any Shares issued by the Company before the Closing Date. It has also been prepared to provide information on the Offer.

THIS DOCUMENT IS A TRANSACTION SPECIFIC PROSPECTUS ISSUED IN ACCORDANCE WITH SECTION 713 OF THE CORPORATIONS ACT. THIS PROSPECTUS CONTAINS IMPORTANT INFORMATION ABOUT THE OFFER AND SHOULD BE READ IN ITS ENTIRETY, TOGETHER WITH THE ACCOMPANYING PERSONALISED APPLICATION FORM. AFTER READING THIS PROSPECTUS YOU SHOULD CONSULT YOUR STOCKBROKER, ACCOUNTANT, FINANCIAL ADVISER, TAXATION ADVISER, SOLICITOR OR OTHER INDEPENDENT PROFESSIONAL ADVISER IF YOU HAVE ANY QUESTIONS. THE SHARES OFFERED UNDER THIS PROSPECTUS SHOULD BE CONSIDERED HIGHLY SPECULATIVE.

NOT FOR DISTRIBUTION OR RELEASE IN THE UNITED STATES

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A. IMPORTANT NOTICES

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This Prospectus relates to the offer by the Company to Eligible Investors of up to 1,000 New Shares at an issue price of \$0.015 per Share to raise up to \$15.

Lodgement and quotation

This Prospectus is dated 25 October 2018 and was lodged with ASIC on that date.

The expiry date of this Prospectus is the date that is 13 months from the date of this Prospectus (**Expiry Date**). No securities will be issued on the basis of this Prospectus later than the Expiry Date.

No person is authorised to give information or to make any representation in connection with this Prospectus, which is not contained in this Prospectus. Any information or representation not so contained may not be relied on as having been authorised by the Company in connection with this Prospectus.

This Prospectus is a transaction specific prospectus which has been prepared in accordance with section 713 of the Corporations Act. It does not contain the same level of disclosure as a prospectus for an initial public offering. As the Company is a disclosing entity for the purposes of the Corporations Act and is subject to regular reporting obligations and the continuous disclosure requirements of the Listing Rules, certain information is reasonably expected to be known to investors and their professional advisers. This Prospectus should be read in conjunction with the Company's other periodic and continuous disclosure announcements given to ASX, which are available at www.asx.com.au.

Neither ASIC nor ASX take any responsibility for the contents of this Prospectus, nor do either of them make any statement regarding the merits of the Offers the subject of this Prospectus.

It is important that investors read this Prospectus in its entirety and seek professional advice where necessary. The New Shares the subject of this Prospectus should be considered highly speculative.

The information contained in this Prospectus is not financial product advice and does not take into account the investment objectives, financial situation or particular needs of any investor. You are encouraged to read this Prospectus fully before deciding whether to invest in the Company. You should consider the Risk Factors set out in Section 5 having regard to your financial objectives, situation and needs and seek professional advice from your accountant, financial adviser, stockbroker or other professional adviser before deciding whether to invest in the Company.

Defined terms

A number of words or terms used throughout this Prospectus are capitalised and have the meanings defined in Section 11 (**Glossary**) of this Prospectus.

References to currency, including A\$, \$ or AUD, are references to Australian currency unless otherwise stated. References to time are to time in New South Wales, Australia.

Risk factors

Potential investors should be aware that subscribing for New Shares involves a number of risks. The key risk factors of which investors should be aware are set out in Section 5 of this Prospectus. These risks together with other general risks applicable to all investments in listed securities not specifically referred to, may affect the value of the New Shares in the future. Accordingly, an investment in the Company should be considered highly speculative. Investors should consider consulting their professional advisers before deciding whether to apply for New Shares pursuant to this Prospectus.

No representations other than in this Prospectus

No person is authorised to give any information or make any representation in connection with the Offers which is not contained in this Prospectus. You should rely only on information contained in this Prospectus. Any information or representation not contained in this Prospectus may not be relied on as having been authorised by the Company or the Directors.

Obtaining a copy of this Prospectus

Eligible Investors will be mailed a copy of this Prospectus, together with the relevant accompanying personalised Application Form.

Eligible Investors in Australia can obtain a copy of this Prospectus on the ASX website (ASX: GML), from the Company's website at www.gatewaymining.com.au, or by calling the Share Registry on 1300 288 664 (from within Australia) or +61 2 9698 5414 (from outside of Australia) from 9:00 a.m. to 5:00 p.m. (AEDT), Monday to Friday before the Closing Date.

Persons who access the electronic version of this Prospectus should ensure that they download and read the entire Prospectus. The electronic version of this Prospectus on the Company or ASX websites will not include any personalised Application Form. Application Forms will not be made available electronically. New Shares under the Offer may only be issued on receipt of the relevant completed Application Form issued together with this Prospectus (see Section 6 of this Prospectus for further information).

The Corporations Act prohibits any person from passing on an Application Form to another person unless it is attached to a hard copy of this complete Prospectus or the complete and unaltered electronic version of this Prospectus.

Persons resident in other jurisdictions (including the United States), or who are, or are acting for the account or benefit of, a person in the United States are not entitled to access the electronic version of this Prospectus.

Tables

Unless stated otherwise, all data contained in any tables in this Prospectus is based on information available as at the date of this Prospectus.

Diagrams

Any maps, diagrams and/or tables contained in this Prospectus are illustrative only and may not be drawn to scale.

Rounding

A number of figures, amounts, percentages, prices, estimates, in this Prospectus have been subject to rounding. The actual calculation of these figures may differ from the figures set out in this Prospectus.

Statements of past performance

Any information in this Prospectus relating to past performance or pro forma financial information of the Company is given for demonstrative purposes only and should not be relied upon as an indication of the Company's views on its financial performance, both past and future. The past performance of the Company's share price is not an indicator of the Company's future share price or that of the Company's performance generally and cannot be relied upon as such.

The Company, its officers, agents, and advisors do not make any warranty or guarantee as to the future performance of the Company.

Forward looking statements

This Prospectus contains forward looking statements which are identified by words such as "may", "could", "believes", "estimates", "expects", "intends" and other similar words that involve risks and uncertainties.

Any forward looking statements are subject to various risk factors that could cause the Company's actual results to differ materially from the results expressed or anticipated in these statements. Accordingly, such forward looking statements are not guarantees of future performance and involve known and unknown risks, uncertainties, assumptions and other important factors, many of which are beyond the control of the Company, the Directors and management. The Company cannot and does not give any assurance that the results, performance or achievements expressed or implied by the forward looking statements contained in this Prospectus will actually occur and prospective investors are cautioned against placing undue reliance on these forward looking statements. Forward looking statements should be read in conjunction with, and are qualified by reference to, risk factors as set out in Section 5 of this Prospectus as well as the other information in this Prospectus.

The Company has no intention to update or revise forward-looking statements, or to publish prospective financial information in the future, regardless of whether new information, future events or any other factors affect the information contained in this Prospectus, except where required by law.

Company website

Any references to documents included on the Company's website are provided for convenience only and none of the documents or other information available on the Company's website are incorporated by reference in this Prospectus.

Disclaimer

Neither the Company nor any other person warrants or guarantees the future performance of the Company, or any return on any investment made pursuant to this Prospectus.

It is expected that the New Shares will be quoted on ASX. The Company and the Share Registry disclaim all liability, whether in negligence or otherwise, to persons who trade New Shares before receiving their holding statements.

Selling restrictions

This Prospectus does not constitute an offer or invitation in any place in which, or to any person to whom, it would not be lawful to make such an offer or invitation. No action has been taken to register or qualify the New Shares or the Offer, or to otherwise permit a public offering of New Shares, in any jurisdiction outside Australia. The distribution of this Prospectus outside Australia may be restricted by law and persons who come into possession of this Prospectus outside Australia should seek advice on and observe any such restrictions. Any failure to comply with such restrictions may constitute a violation of applicable securities laws.

In particular, the New Shares have not been, and will not be, registered under the US Securities Act or the securities laws of any state of the United States and may not be offered or sold in the United States unless the New Shares are registered under the US Securities Act, or offered or sold in a transaction exempt from, or not subject to, the registration requirements of the US Securities Act and applicable US state securities laws.

Privacy

By filling out the personalised Application Form to apply for New Shares, you are providing personal information to the Company through the Company's Share Registry. The Company, and the Share Registry on its behalf, may collect, hold and use that personal information in order to process your application, service your needs as an investor, provide facilities and services that you request and carry out appropriate administration. If you do not provide the information requested in the relevant personalised Application Form, the Company and the Share Registry may not be able to process or accept your application.

Your personal information may also be provided to the Company's members, agents and service providers on the basis that they deal with such information in accordance with the Company's privacy policy. The members, agents and service providers of the Company may be located outside Australia where your personal information may not receive the same level of protection as that afforded under Australian law. The types of agents and service providers that may be provided with your personal information and the circumstances in which your personal information may be shared are:

- the Share Registry for ongoing administration of the register of members;
- printers and other companies for the purpose of preparation and distribution of statements and for handling mail;
- market research companies for the purpose of analysing the Shareholder base and for product development and planning; and
- legal and accounting firms, auditors, contractors, consultants and other advisers for the purpose of administering, and advising on, the Company's issued securities and for associated actions.

The information contained in the Company's register of members must remain there even if that person ceases to be a Shareholder. Information contained in the Company's register of members is also used to facilitate dividend payments and corporate communications (including the Company's financial results, annual reports and other information that the Company may wish to communicate to its shareholders) and compliance by the Company with legal and regulatory requirements. An Applicant has a right to gain access to the information that the Company and the Share Registry hold about that person, subject to certain exemptions under law. A fee may be charged for access. Access requests must be made in writing or by telephone call to the Company's registered office or the Share Registry's office, details of which are disclosed in the corporate directory set out on the last page of this Prospectus.

Enquiries

Before making a decision about investing in the Offer, you should seek advice from your stockbroker, accountant, financial adviser, taxation adviser or other independent professional adviser to determine whether it meets your objectives, financial situation and needs.

If you have any questions on how to:

- complete the personalised Application Form accompanying this Prospectus which Eligible Investors may use to apply for New Shares; or
- apply for New Shares offered to you under the Offer,

please call the Share Registry between 9:00am and 5:00pm (AEDT) Monday to Friday during the period from and including the date on which the Offer opens until and including the Closing Date:

Within Australia: 1300 288 664

Outside Australia: +61 2 9698 5414

If you have lost your Application Form and would like a replacement form, please call the applicable number above.

Website

To view annual reports, Company announcements and other information about the Company and its operations, visit the Company's website at www.gatewaymining.com.au.

B. KEY DATES FOR THE OFFER

B.1 Timetable of Important Dates

Event	Proposed Date
Lodgement of this Prospectus with ASIC and ASX	25 October 2018
Offer opens	25 October 2018
Offer closes*	13 December 2018 at 5:00 p.m. (AEDT)
Expected Issue Date for New Shares under the Offer	14 December 2018

Dates and times in this Prospectus are indicative only and subject to change. All times and dates refer to AEDT unless otherwise stated.

*The Company reserves the right, subject to the Corporations Act, Listing Rules and other applicable laws, to vary the dates of the Offer without prior notice, including extending the Closing Date or accepting late applications, either generally or in particular cases, or to withdraw the Offer without prior notice.

Applicants are encouraged to submit their personalised Application Form as soon as possible. No cooling-off rights apply to applications submitted under the Offer. The commencement of quotation of New Shares is subject to confirmation from ASX.

1. INVESTMENT OVERVIEW

Topic	Summary	For more information
The Offer and the New Shares		
What is the Offer?	The Offer is an offer of 1,000 Shares at an issue price of \$0.015 per Share to raise up to \$15.	Section 3 – Details of the Offer
How much will the Company raise under the Offer?	Approximately \$15 will be raised under the Offer.	Section 4 – Purpose and effect of the Offer
What will the proceeds of the Offer be used for?	The Company intends to apply all funds raised under the Offer towards the expenses of the Offer.	Section 4 – Purpose and effect of the Offer
Am I an Eligible Investor?	You are an Eligible Investor if you are specifically invited by the Directors of the Company to subscribe for the Offer.	Section 3 – Details of the Offer
What is my right as an Eligible Investor?	If you are an Eligible Investor, you are entitled to apply for New Shares under the Offer.	Section 3 – Details of the Offer
How do I apply for New Shares?	See Section 6 – How to apply	Section 6 – How to apply
Is the Offer underwritten?	No. The Offer is not underwritten.	Section 3 – Details of the Offer
Is the Offer subject to Shareholder approval?	No. The Offer is not subject to Shareholder approval.	Section 3 – Details of the Offer
What are the key terms of the New Shares?	See Section 7 – Additional information.	Section 7 – Additional information
What is the effect of the Offer on the Company?	See Section 4 – Purpose and effect of the Offer.	Section 4 – Purpose and effect of the Offer
Summary of risks		

What are the key risks associated with the New Shares and the Company?	See Section 5 – Risk Factors.	Section 5 – Risk Factors
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2. COMPANY OVERVIEW

2.1 The Company's business and strategy

The Company is a mineral exploration company, engaged in the exploration for gold and base minerals. The Company was registered on 28 November 1957 and listed on the ASX on 2 August 1971.

The Company has a strong, strategic focus on the Gidgee Gold Project located immediately north of the township of Sandstone, Western Australia. The Company has identified the opportunity to pursue programs of exploration and resource evaluation on a highly prospective tenement holding over a large area of the highly endowed Archaean aged Gum Creek Greenstone Belt. The Company has successfully consolidated a large-scale, high-quality gold and base metals project.

Along with its flagship Gidgee Gold Project, Gateway also holds a portfolio of six exploration projects located in the Yilgarn, Bryah and Pilbara districts of Western Australia. The projects are considered prospective for precious and base metals including:

- **Bryah Basin Project** – gold and copper prospectivity proximal to Sandfire Resources NL's DeGrussa copper-gold mine and the Fortnum gold mine.
- **Cunyu Project** – gold-copper, lead-zinc and nickel-copper prospectivity proximal to LeadFX Inc's Paroo Station (Magellan) lead mine.
- **Edjudina Project** – gold and nickel prospectivity along strike of Matsa Resources Ltd's Fortitude Gold Project within the Laverton Tectonic Zone.
- **Edna May Project** – gold and nickel prospectivity adjacent to Ramelius Resources Ltd's Edna May gold mine.
- **Southern Cross Project** – gold, nickel-copper and lithium prospectivity proximal to Minjar Gold Pty Ltd's Southern Cross gold project.
- **Sylvania Project** – conglomerate hosted gold prospectivity within the Hardy Formation or equivalent.

The Company's immediate objectives involves ongoing assessment of a series of high-priority, advanced prospects at the Gidgee Gold Project with drilling (RC and diamond), systematically evaluating the potential of the main gold corridors with first pass aircore drilling and to assess the potential for quality volcanic hosted massive sulphide deposits (**VHMS**).

In addition, systematic programs of exploration across the regional tenements will include surface geochemical sampling, geophysical surveys and programs first-pass reconnaissance aircore drilling.

Location and Access

The Company's exploration portfolio comprises of seven separate project areas located across Western Australia, from the Southern Cross region in the south to Newman in the north. The projects comprise:

- Gidgee Gold Project (Gateway and Omni Projects) located 75km north of Sandstone;
- Bryah Basin Project (Omni Projects) located 150km north of Meekatharra;
- Cunyu Project (Omni Projects) located 95km north of Wiluna;
- Edjudina Project (Omni Projects) located 170km NE of Kalgoorlie-Boulder;
- Edna May Project (Omni Projects) located 60km east of Southern Cross;
- Southern Cross Project (Omni Projects) located 105km north of Southern Cross; and
- Sylvania Project (Omni Projects) located 25km west of Newman.

Tenure, Ownership and Agreements

Gidgee Gold Project

The Gidgee Gold Project covers an approximate area of 750 km² and comprises six granted mining leases, seventeen granted exploration licences, four exploration licence applications, six granted prospecting licences and three prospecting licence applications. All the licences are 100% owned with the exception of a 25% free-carried interest to Estuary Resources NL on M57/485, E57/793 and M57/429.

Regional Gold Projects

The Regional Gold Projects cover an approximate area of 1,039 km² and comprise of sixteen Exploration Licenses and applications. All the licenses are 100% owned with the exception of E51/1762 (15% free-carried interest to Milford Resources Pty Ltd) and on E52/3248 and E52/3291 (85% interest and management to Auris Minerals Limited).

Further details on each project can be found below or on the Company's website (www.gatewaymining.com.au). The Company has set out further information regarding its projects below.

2.2 Exploration Projects

Gidgee Gold Project

The Gidgee Gold Project covers an approximate area of 750 km² over the southern extension of the Gum Creek Greenstone Belt. The project area is prospective for both lode style gold deposits and VHMS (Figure 2.1 and 2.2).

Historically, the Gidgee region has produced around 1.5 million ounces of gold, including production from shallow oxide open pits within the Company's Airport Central tenements (150,000oz).

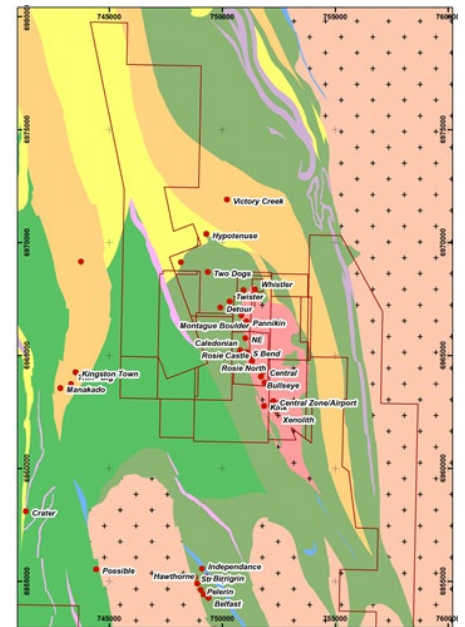
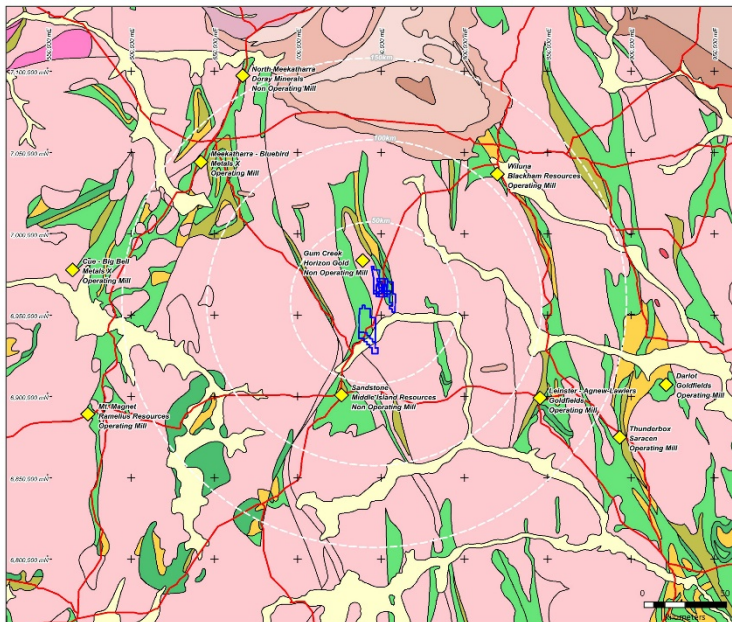
The discovery of copper mineralisation at The Cup Prospect highlights the prospectivity of the project area to host significant VHMS deposits in addition to gold.

The Company has advanced the understanding of both the gold and base metal prospectivity of the Gidgee Project and has identified the major structural controls for the gold mineralisation. Of particular focus will be the major mineralised shear system along the contact between the granite intrusion and the mafic volcanic sequence. Previous drilling has demonstrated the potential for focused high-grade gold mineralisation along this contact zone and for large-scale sheeted vein-stockwork mineralisation within the granite.

The focus of exploration is to define the potential of what is interpreted to be a large-scale gold system through systematic and sustained programs of exploration. Excellent potential remains to discover significant near-surface oxide gold deposits, whilst the depth extent of the mineralisation in all cases remains largely untested.

The potential of the VHMS system will continue to be assessed and will be targeted at the appropriate time.

Figure 2.1 and 2.2 Gidgee Project Location and Geology



Regional Location Plan showing Gidgee Gold Project tenements and proximity to 3rd party gold operations

Local geology and tenements. Note high concentration of gold occurrences along western margin of the intrusive granitoid body

Bryah Basin Project

The Bryah Basin project is considered prospective for gold and copper-gold VHMS mineralisation. The project is located within the Bryah Basin, a Proterozoic-aged volcano-sedimentary rift basin.

In particular, the basin is currently a focus of:

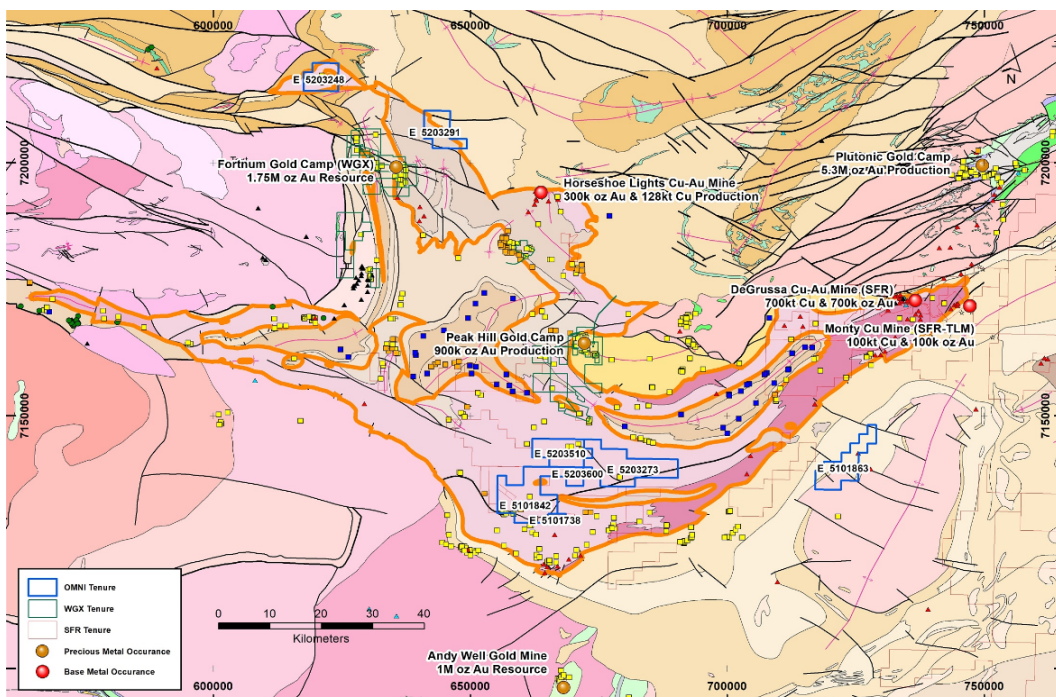
- Sandfire Resources Ltd's (**Sandfire**) DeGrussa copper-gold project (including the high-grade Monty Cu-Au Deposit in a joint venture with Talisman Mining Ltd). Sandfire is also actively exploring the Bryah Basin and has consolidated much of the tenure surrounding the Gateway project.
- Westgold Resources Ltd's (**Westgold**) Fortnum gold project including the Fortnum, Labouchere, Horseshoe and Peak Hill mines. Westgold acquired the Fortnum gold project in October 2015 and has since refurbished the plant and recommissioned it in June 2017.
- Auris Minerals Ltd's Forrest-Wodger copper-gold project where significant mineralisation has been intersected in drilling over the past 2 years.

The prospectivity of the project for gold and copper-gold mineralisation is illustrated by the presence of existing mineral occurrences in historical workings and programs of geochemical sampling, the presence of major interpreted basin margin structures and favourable geology within the project area. In particular, the Narracoota volcanic sequence, the host of the DeGrussa, Monty and Forrest-Wodger mineralisation is mapped within the project area (Figure 3.0).

Data available for targeting the project includes a systematic database of all historical open file exploration results (including drilling), airborne magnetic survey data and airborne electromagnetic survey data.

Programs of exploration at the Bryah Basin project will include consolidation of the available data, targeting, geochemical sampling and mapping. Identified targets will then be considered for ground based electromagnetic geophysical surveys and targeted drilling programs.

Figure 3.0 Bryah Basin Project Location and Geology



Cunyu Project

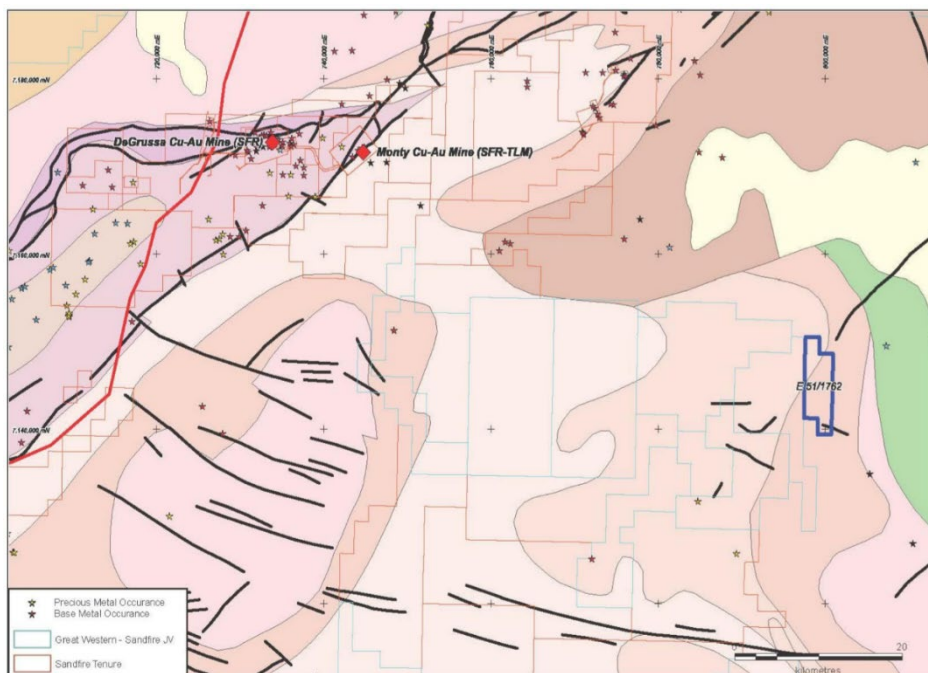
The Cunyu project is located on the eastern margin of the Proterozoic-aged Yerrida Basin and consists of clastic sediments intruded by Proterozoic mafic-ultramafic intrusions (Figure 4.0). The project is interpreted to be located on a similar stratigraphic horizon to the Magellan lead-zinc deposit (owned by LeadFX Inc) approximately 80 kilometres to the south. Furthermore, the Archean-aged Yilgarn Craton and in particular the Mt Keith lineament may extend under the Proterozoic basin (and into the project area) presenting some prospectivity for komatiite hosted nickel-copper-PGE type deposits.

It is noted that Sandfire has recently acquired significant land packages between the Cunyu Project and the DeGrussa mine site. Regional northwest trending lineaments formed during basin extensional events may provide focal points for VHMS deposit developments and may be interpreted to persist through into the project area.

The Cunyu area was historically the focus of exploration by Jubilee Mines NL. Exploration resulted in the identification of a gravity feature that sits on a major northwest-southeast trending lineament. Surface geochemistry identified a number of coincident zinc-lead and nickel-copper anomalies proximal to this feature. A single electro-magnetic (**EM**) geophysical survey traverse over the prospect before the tenement was relinquished identified a late time conductive anomaly. These anomalies remain untested by drilling.

Future exploration programs may include additional electromagnetic survey traverses across the prospective area identified by previous EM survey data. If warranted, either RC or diamond drilling would be undertaken as a diagnostic test. Aircore drilling may also be warranted to test the coincident surface anomalies on the western side of the prospect.

Figure 4.0 Cunyu Project Location and Geology



Edjudina Project

The Edjudina project is considered prospective for gold and nickel-copper mineralisation. The project is located in the highly mineralised Eastern Goldfield Province of the Yilgarn Craton. The main exploration licences (E39/1765 and E39/1882) are situated within the Linden Terrain east of the Pinjin Fault and cover a north-northwest trending sequence of prospective greenstone lithologies over a strike extent of approximately 29 kilometres (Figure 5.1).

The Edjudina project covers part of a greenstone belt, metamorphosed to greenschist facies but grading to amphibolite facies where contact metamorphism has occurred from the intrusion of foliated granitoids and migmatitic gneiss. The surface is covered by tertiary laterite and recent aeolian and alluvial sediments.

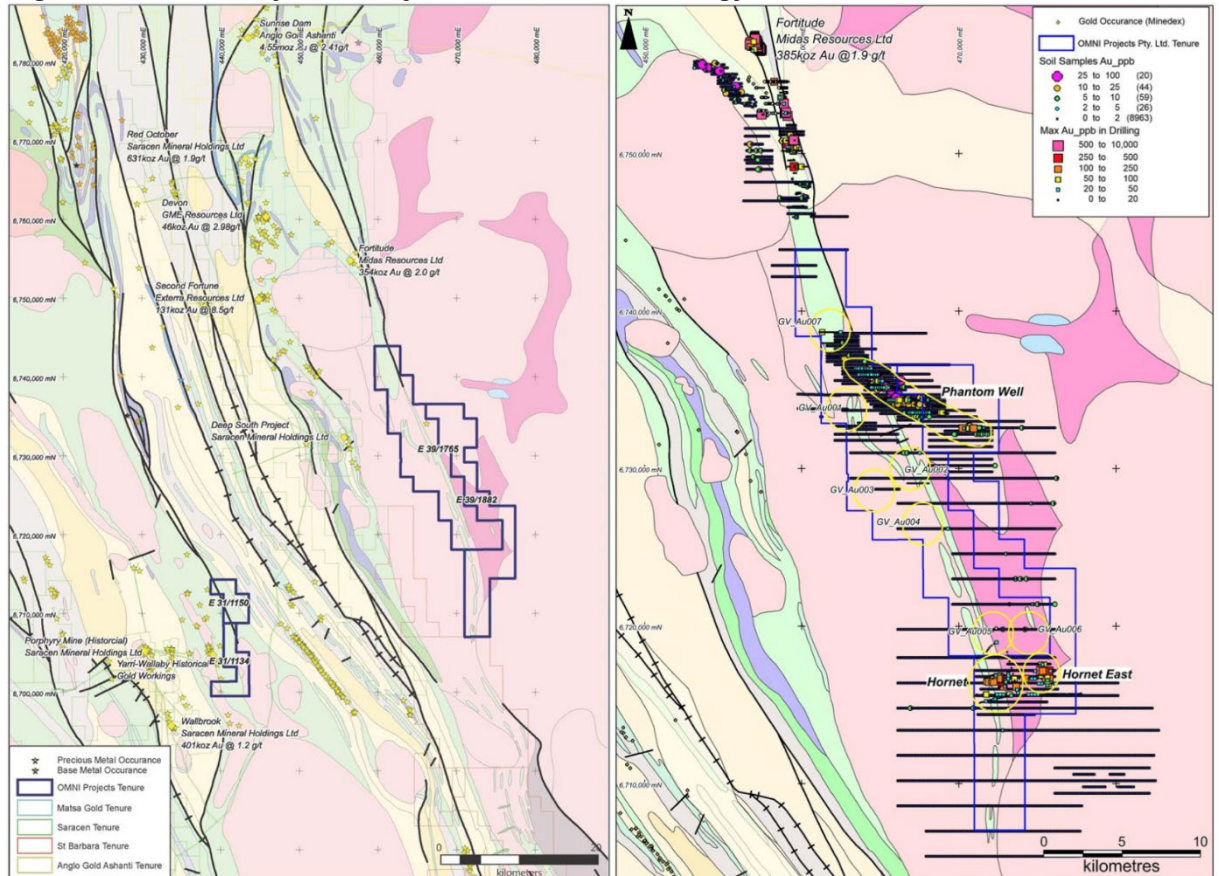
Historical exploration has included soil sampling and aircore drilling with significant gold anomalies identified at Phantom Well, Hornet and Hornet East (Figure 5.2).

The broader region contains a large number of historical mines and workings as well as substantial modern operations. Currently, the Edjudina project is situated proximal to a number of significant gold projects including:

- Matsa Resources Ltd's Lake Carey Fortitude gold project where mining recently recommenced with a trial mining study (25 July 2017).
- St Barbara Ltd's (**St Barbara**) Gwalia underground mine with a nominal capacity of 1.2 million tonnes per year of hard rock. St Barbara is a significant gold producer and explorer with a major tenement holding directly adjacent to the Edjudina project.
- Saracen Mineral Holdings Ltd (**Saracen**) is a significant tenement holder in the region with the Deep South, Wallbrook, Red October, Whirling Dervish and Karari projects adjacent to Edjudina project. Saracen's assets include the Carosue Dam processing plant and accommodation village.
- AngloGold Ashanti Australia Ltd's (**AngloGold Ashanti**) Sunrise Dam mine is a large underground operation (supplemented by stockpiled open pit material) that reached a processing capacity of 4 metric tonnes in 2016. AngloGold Ashanti is also a substantial tenement holder in the region.

The project area has been assessed in detail and a series of targets require either aircore or RC drilling. An exploration targeting exercise has also been undertaken resulting in the identification of a number of lithostructural and geochemical targets. The Company also plans to complete a detailed magnetic and radiometric geophysical survey. This would be used for interpretation of the regolith and identification of any potential paleochannels that could render surface sampling ineffective. The newly interpreted data sets would provide the basis for an exploration targeting exercise, to highlight further areas for aircore drill testing.

Figure 5.1 and 5.2 Edjudina Project: Location and Geology



GSWA Geology and 3rd Party significant gold operations

Historical exploration targets. Drill ready.

Edna May Project

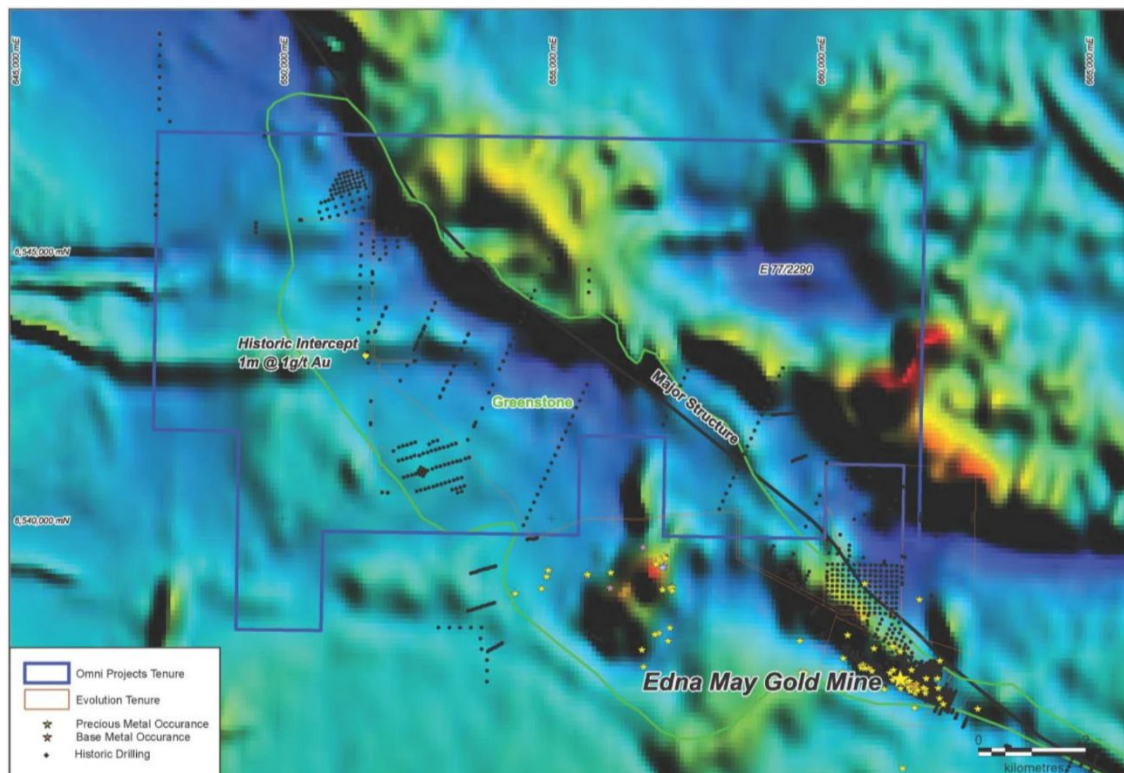
The Edna May project is considered prospective for gold mineralisation. The project is located on the northern end of the Archean-aged Westonia Greenstone Belt which is part of the larger Southern Cross Greenstone Belt. The belt is intensely metamorphosed to amphibolite-granulite facies and is almost completely concealed below thick soil and transported cover sequences.

The project is along strike from the Edna May gold mine that Ramelius Resources Limited recently announced it had entered into a binding agreement to acquire.

The host greenstone belt and regional structure that controls the Edna May mine mineralisation is interpreted to persist through the project area as evidenced by gold mineralisation intersected in historical drilling (Figure 6.0).

Due to the complex nature of the regolith across the Edna May project, traditional exploration techniques such as mapping, surface sampling and shallow exploration by previous explorers are considered ineffective. It is proposed that future exploration at the project will initially focus upon the acquisition of detailed geophysical imagery in the form of magnetic and gravity data sets to assist with a geological interpretation. Targets that are then identified with the available data sets will be further surveyed via an induced polarisation (IP) survey for gold targets and an EM survey for nickel- copper targets. Anomalies or targets identified via these surveys would then be tested via deeper aircore or RC drilling.

Figure 6.0 Edna May Project: Geophysical Image showing total magnetic intensity and historic exploration



Southern Cross Project

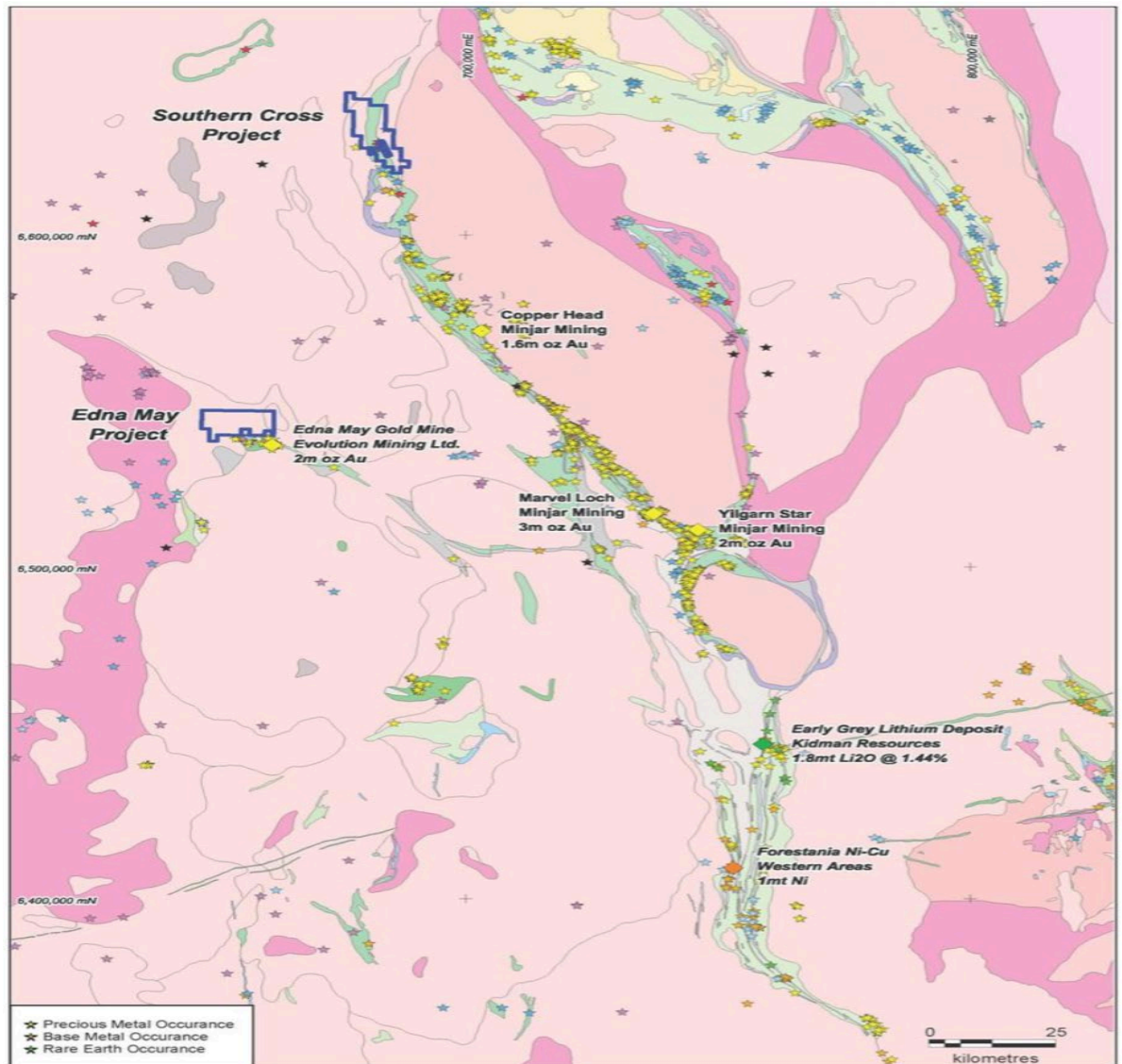
The Southern Cross project includes over 20 kilometres of prospective greenstone located at the northern end of the highly endowed Southern Cross Greenstone Belt. The belt is an Archean-aged and metamorphosed volcanic dominated package of mafic-ultramafic volcanic and sedimentary rocks. The belt is intruded by Achaean-aged granites, pegmatites and Proterozoic-aged dykes. Multiple deformation events have led to various shears, faults and folds through the belt, persisting into the project area.

The Southern Cross Greenstone Belt is considered highly prospective for gold mineralisation. There are numerous one million ounce plus gold deposits owned by third parties within the belt including Bounty, Yilgarn Star, Marvel Loch and Copper Head (Figure 7.0). The belt also contains the komatiite-hosted Forrestania Nickel deposits (owned by Western Areas Ltd) and the pegmatite hosted Mt Holland Lithium deposit (owned by Kidman Resources Ltd).

Gold prospectivity within the project is demonstrated by historical production at the historic Carterton gold mining centre (reported production of 8,552 oz at 30.5 g/t gold) in the southwest corner of the project area. The host structure of this mineralisation is present along the western boundary of the project. Historic soil and drilling programmes have been undertaken within the project. No exploration work has been undertaken for lithium mineralisation. Fractionated granitic intrusions as well as pegmatites have been noted in the project area but remain untested.

Due to the project being prospective for multiple commodities, it is proposed that baseline data sets be compiled and acquired including surface geochemistry and magnetic and radiometric geophysical imagery. An interpretation of the regolith and basement geology is planned to be produced with the assistance of historical drilling, outcrop mapping and various imagery sources. The interpretation would then allow a review of the effectiveness of previous exploration through the project and a new exploration targeting exercise would be undertaken. Exploration targets would be reviewed and either geophysically tested or drill tested.

Figure 7.0 Southern Cross Project: Location plan, regional geology and 3rd party deposits



Sylvania Project

The Sylvania project area covers part of the Sylvania Inlier, an Archaean-aged cratonic block. The project is bordered to the north by the rocks of the Proterozoic Hamersley Basin which overlaps to the Archaean-aged Pilbara Craton further to the north (Figure 8.0). The project is considered prospective for gold mineralisation and is relatively untested by systematic modern exploration techniques.

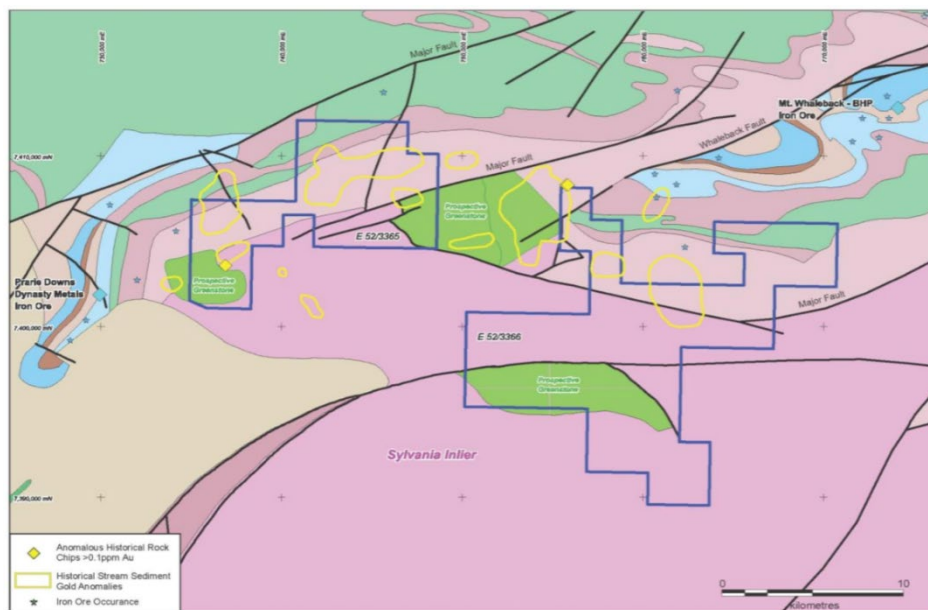
The Sylvania inlier is predominantly composed of granite-greenstone terrain, with the greenstone rocks comprising moderately metamorphosed mafic-ultramafic volcanics, clastic sediments, cherts and BIF. This greenstone stratigraphy is host to the Bibra and Francopan gold deposits on the southern margins of the inlier and the Jimblebar gold, copper and chromite mineralisation to the east.

The Hamersley Formation overlies the inlier with its eldest basal unit, the Fortescue Group, being in faulted contact. The group consist of typical basal clastic sediments and mafic volcanic rocks which are intruded by doleritic sills. The overlying Hamersley Group is highly prospective for iron ore mineralisation. Structurally, the Mt. Whaleback Fault and other regionally significant faults persist through the project area and the interaction of these with the Sylvania greenstone sequences is interpreted as being prospective for gold mineralisation.

Of particular interest is the recognised presence of conglomerate stratigraphy that is interpreted to be either part of the Hardy Formation or its lateral equivalent. Recent events across the Pilbara have identified this formation as being prospective for palaeo-placer gold mineralisation.

It is proposed that initial programs of exploration will involve mapping and sampling of this horizon.

Figure 8.0 Sylvania Project: Geology and noted gold anomalies



3. DETAILS OF THE OFFER

3.1 Background

On 22 October 2018, the Company announced that it had received commitments for a placement to raise approximately \$1.5 million (before costs) (**Placement**) through the issue of 100,000,003 Shares at \$0.015 per Share (**Placement Shares**).

The Placement Shares are to be issued to “sophisticated” or “professional” investors under sections 708(8) and 708(11) of the Corporations Act, without disclosure under Chapter 6D of the Corporations Act.

Generally, section 707(3) of the Corporations Act requires a prospectus to be prepared if securities are offered for sale within 12 months after their issue and the issue of those securities was made without disclosure to investors under Chapter 6D of the Corporations Act.

Section 708A(11) of the Corporations Act provides an exemption from this general requirement by providing that such a sale offer of securities does not need disclosure to investors if:

- (a) the relevant securities are in a class of securities that are quoted securities of the body; and
- (b) either:
 - (i) a prospectus is lodged with ASIC on or after the day on which the relevant securities were issued but before the day on which the sale offer is made; or
 - (ii) a prospectus is lodged with ASIC before the day on which the relevant securities are issued and offers of securities that have been made under the prospectus are still open for acceptance on the day on which the relevant securities were issued; and
- (c) the prospectus is for an offer of securities issued by the body that are in the same class of securities as the relevant securities.

Accordingly, the purpose of this Prospectus is to:

- (a) make the Offer (as described in section ☐); and
- (b) facilitate secondary trading of the Placement Shares (and any other Shares issued before the Closing Date) within 12 months after their issue by complying with section 708A(11) of the Corporations Act.

The Company was pleased to receive the support of its directors in the Placement, and the issue shares to directors will be subject to shareholder approval.

As the participation of the Company’s directors in the Placement is subject to shareholder approval, the Placement Shares will be issued in the following two tranches:

- 81,250,070 shares to institutional, professional and sophisticated investors using the Company's capacity under ASX Listing rule 7.1 which will not require shareholder approval (**Tranche 1 Shares**); and
- 18,749,933 shares to directors of the Company or their nominees, subject to shareholder approval being obtained at the Annual General Meeting of shareholders (**2018 AGM**) which is expected to be held at the end of November 2018 (**Tranche 2 Shares**).

3.2 Overview of the Offer

By this Prospectus, the Company offers for subscription up to 1,000 Shares (**New Shares**) to Eligible Investors at an issue price of \$0.015 per Share to raise up to \$15 (**Offer**).

The Offer will only be extended to specific parties on invitation from the Directors (**Eligible Investors**). Application forms will only be provided by the Company to these parties.

Applications for New Shares under the Offer must only be made by Eligible Investors using the original Application Form provided to those Eligible Investors.

The Offer is currently scheduled to close at 5:00 p.m. AEDT on the Closing Date. Completed Application Forms for New Shares under the Offer must be received by the Company's Share Registry by this time to be valid.

3.3 No minimum subscription

There is no minimum subscription for the Offer.

3.4 No oversubscriptions

Oversubscriptions in respect of the Offer will not be accepted by the Company.

If the Company receives Applications for more New Shares than that offered under the Offer, the Directors will decide, in their absolute discretion, which Applications to accept and how the New Shares will be allocated to Applicants.

3.5 Rights and liabilities attaching to New Shares

A summary of the rights and liabilities attaching to the New Shares are set out in section 7.2 of this Prospectus.

3.6 No underwriting

The Offer is not underwritten.

3.7 No shareholder approval

The Offer is not subject to shareholder approval. The issue of the New Shares will be made by the Company under the Company's 15% placement capacity under ASX Listing Rule 7.1.

4. PURPOSE AND EFFECT OF THE OFFER

4.1 Use of funds

The Company is seeking to raise \$15 under the Offer. All funds raised from the Offer will be applied towards the expenses of the Offer (including legal fees, broker fees, Share Registry fees, ASX fees and ASIC fees). Refer to section 7.6 for further details regarding the estimated expenses of the Offer.

4.2 Financial effect of the Offer

There will be no proceeds from the Offer remaining once the funds raised are used to pay for the expenses of the Offer.

4.3 Historical and pro forma financial position

The selected historical consolidated financial information in relation to the Company set out below has been extracted from the financial statements of the Company for the full year which ended on 30 June 2018. These financial statements were subject to an audit.

The Company prepares its financial statements in accordance with the Australian equivalents to the International Financial Reporting Standards. The accounting policies upon which the pro-forma financial information has been prepared are set out in the Company's financial statements for the full year ended 30 June 2018. A copy of the Company's financial statements for the full year ended 30 June 2018 can be viewed on the ASX platform (ticker: GML). The pro-forma consolidated balance sheet is presented in abbreviated form and does not contain all the disclosures that are usually found in financial statements prepared in accordance with the Corporations Act. This information is not represented as being indicative of the Company's views on its future financial condition and/or performance.

The pro-forma balance sheet has been prepared for illustrative purposes only, to show the impact on the 31 June 2018 balance sheet of the net proceeds of approximately \$15 from the Offer, taking into account completion of the Placement and assuming the Offer is fully subscribed.

The pro forma balance sheet is not intended to be a statement of the Company's current financial position.

The pro forma balance sheet has not been subject to audit.

	Audited Full Year 30 June 2018	Pro-forma (Placement and Offer)	Pro-forma (Post Placement and Offer)
	A\$	A\$	A\$
Current assets			
Cash and cash equivalents	1,612,040	1,389,605	3,001,645
Receivables	151,405		151,405
Total current assets	1,763,445	1,389,605	3,153,050
Non-current assets			
Financial assets - deposits	29,154		29,154
Financial assets – available for sale	423,556		423,556
Exploration and evaluation expenditure	5,029,385		5,029,385
Property, plant and equipment	2,069		2,069
Total non-current assets	5,484,164	-	5,484,164
Total assets	7,247,609	1,389,605	8,637,214
Current liabilities			
Trade and other payables	507,847		507,847
Loans and borrowings	-		-
Provisions for employee benefits	16,568		16,568
Total current liabilities	524,415	-	524,415
Non-current liabilities			
Provisions for employee benefits	12,197		12,197
Total non-current liabilities	12,197	-	12,197
Total liabilities	536,612	-	536,612
Net assets (Liabilities)	6,710,996	1,389,604	8,100,601
Equity			
Issued Capital	34,882,059	1,389,605	36,271,664
Shared based payment reserve	311,952		311,952
Accumulated losses	(28,483,015)		(28,483,015)
Total equity	6,710,996	1,389,605	8,100,601

Other than as set out in the pro-forma, the pro-forma balance sheet does not include any movement since 30 June 2018 and Shareholders should take into account the Company's announcements released to the market after this date when evaluating the movements in the Company's financial position and the effect of the Offer.

4.4 Effect on capital structure

The principal effect of the Offer, assuming all New Shares offered under this Prospectus are issued, will be to increase the number of Shares currently on issue by 1,000.

The effect of the Offer on the Company's capital structure as at the date of this Prospectus will be as follows (taking into account the Placement Shares, and assuming all New Shares under the Offer are issued and no existing Options are exercised before the Issue Date):

Offer	
Shares	
Shares on issue (prior to Placement)	836,845,924
Tranche 1 Shares (Placement)	81,250,070
Tranche 2 Shares (Placement)*	18,749,933
New Shares issued under Offer	1,000
Total Shares on issue after completion of Offer and the Placement	936,846,927

Notes

*The Issue of Tranche 2 Shares are subject to shareholder approval at the 2018 AGM.

The Company currently has 83,684,593 Options on issue, comprising:

- A. 63,684,593 Options (not quoted) exercisable at \$0.03 on or before 16 March 2020.
- B. 6,666,667 Options (not quoted) exercisable at 0.017 on or before 28 February 2022
- C. 6,666,666 Options (not quoted) exercisable at \$0.018 on or before 28 February 2022.
- D. 6,666,666 Options (not quoted) exercisable at \$0.02 on or before 28 February 2022.

The Offer will not have any impact on the Company's Options currently on issue.

4.5 Dilutionary impact

The maximum number of New Shares that may be issued under the Offer (assuming a full subscription) is 1,000.

Accordingly, if you are an Eligible Investor and do not apply for any New Shares under the Offer, your interest in the Company on completion of the Offer could be reduced by up to 0.00011% on completion of the Offer.

4.6 Effect on control

The Company does not expect that the Offer will have a material effect on the control of the Company. The current substantial shareholders of Gateway as at the date of this Prospectus are as follows:

Substantial shareholder	No. of Shares	% voting power at date of Prospectus
Omni GeoX Pty Ltd	133,333,334	14.52%
Harmanis Holdings Pty Ltd	83,000,000	9.04%
L11 Capital Pty Ltd	59,166,667	6.44%

5. RISK FACTORS

5.1 Introduction

Any investment carried out under this Prospectus should be considered highly speculative. Due to the nature of the Company's business activities and mineral exploration interests, making or increasing an investment in the Company carries with it risks reasonably expected of an investment in a business of this type. Applicants should read this Prospectus in full, consider the risk factors described within it and all other relevant material including the Company's announcements. If an Applicant is in any doubt, or requires clarification or further additional information, that Applicant should contact their stockbroker, accountant, solicitor or other professional adviser.

Additional risks are detailed below. These risk factors should not be taken as being exhaustive of the risks faced by the Company or an investment in the Company. The risk factors described below, and others not specifically referred to below, may, in the future, affect the financial performance of the Company and the value of an investment in the Company.

The below list of risk factors ought not to be taken as exhaustive of the risks faced by the Company or by investors in the Company. The factors below, and others not specifically referred to below, may in the future materially and adversely affect the financial performance of the Company and the value of the New Shares offered under this Prospectus.

Therefore, those New Shares carry no guarantee with respect to the payment of dividends, returns of capital or the market value of those New Shares.

The following is not intended to be an exhaustive list of the risk factors to which the Company is exposed.

5.2 Specific risks

Dilution risk

if you are an Eligible Investor and do not take up your right to subscribe for New Shares under the Offer, your percentage interest in the Company on completion of the Offer could be reduced by up to 0.00011% on completion of the Offer.

The Company also currently has 83,684,593 Options on issue. The exercise of part or all of these Options will have a dilutionary effect on a Shareholder's interest in the Company. Please see sections 4.4 and 4.5 for details of the Company's capital structure and the potential dilutionary impact of the Offer.

Changes in commodity price

In the event that the Company proceeds to a production scenario, the revenue it will derive through the sale of commodities exposes the potential income of the Company to commodity price risks. Commodity prices (including for gold and base metals) fluctuate and are affected by many factors beyond the control of the Company. Such factors include supply and demand fluctuations for commodities, technological advancements, forward selling activities and other macro-economic factors.

Financing

The Company's ability to effectively implement its business strategy over time may depend in part on its ability to raise additional funds. There can be no assurance that any such equity or debt funding will be available to the Company on terms acceptable to the Board or Shareholders, or at all. If adequate funds are not available on acceptable terms, the Company may not be able to take advantage of opportunities or otherwise respond to competitive pressures.

The Company's failure to raise capital, if and when needed, could delay or suspend the Company's business strategy and could have a material adverse effect on the Company's activities and the value of the Shares and Options.

No assurances can be given that the Company will achieve commercial viability through successful exploration and/or mining. Until the Company is able to realise value from its projects, it is likely to incur ongoing operating losses.

Resource Estimate Risk

Resource estimates are expressions of judgment based on knowledge, experience and industry practice. Estimates which were valid when originally calculated may alter significantly when new information or techniques become available. In addition, by their very nature, resource estimates are imprecise and depend, to some extent, on interpretation. Estimates are likely to change as further information becomes available through fieldwork and analysis. This may result in alterations to development and mining plans.

Native Title Risks

Both the *Native Title Act 1993* (Cth), related state native title legislation and Aboriginal land rights and Aboriginal heritage legislation may affect the Company's ability to gain access to prospective exploration areas or obtain production titles. Compensatory obligations may be necessary in settling Native Title claims if lodged over any licences or leases acquired by the Company.

Reliance on Key Personnel

The Company has a small team of Directors, executives, consultants and senior personnel. It is possible that the estimated timing and cost of the Company's future exploration plans could be dramatically influenced by the loss of existing key personnel or by the failure to retain additional key personnel as the Company's exploration program develops. The resulting impact from such loss would be dependent upon the quality and timing of the replacement of any team member.

Although the key personnel of the Company have a considerable amount of experience and have previously been successful in their pursuits of acquiring, exploring and evaluating mineral projects, there is no guarantee or assurance that they will be successful in their objectives pursuant to this Prospectus.

Liquidity and volatility

The Company is a small company in terms of market capitalisation with a relatively limited number of shareholders. As a consequence, there may be relatively few buyers or sellers of securities on the ASX at any given time and the market price may be highly volatile (particularly in times of share market turbulence or negative investor sentiment). This may present difficulties for shareholders seeking to liquidate their holdings.

Exploration Risk

There can be no guarantee that planned exploration programs will lead to positive exploration results and the discovery of a commercial deposit or further, a commercial mining operation. By its nature the business of mineral exploration, which the Company will be undertaking, contains risks. By its nature, mineral exploration and production is a speculative endeavour and can be hampered by the unpredictable nature of mineral deposits, particularly with respect to predicted extrapolations to depth from known mineralisation, poor drilling techniques, incorrect grade estimates, unforeseen and adverse ground conditions, flooding, inclement weather, poor equipment availability, force majeure circumstances and cost overruns from unforeseen events. Resource estimates themselves are necessarily imprecise and depend upon interpretations that can prove to be inaccurate. Any future successful mining operation will depend on exploration success, mineral resource calculations, appropriate economic circumstances, ore reserve calculations, successful statutory planning approvals, mine design and the construction of efficient processing facilities, competent operation and management and efficient financial management.

The future exploration activities of the Company may be affected by a range of factors including geological conditions, limitations on activities due to seasonal weather patterns, unanticipated operational and technical difficulties, industrial and environmental accidents, changing government regulations and many other factors beyond the control of the Company.

The success of the Company will also depend upon the Company having access to sufficient development capital, being able to maintain title to its exploration licences, and obtaining all required approvals for its activities. In the event that exploration programs prove to be unsuccessful this could lead to a diminution in the value of the tenements, a reduction in the cash reserves of the Company and possible relinquishment of tenements.

Expenditure Risk

Interests in tenements in Western Australia are governed by the *Mining Act 1978* (WA) and its related regulations. Each licence is for a specific term and carries with it annual expenditure and reporting commitments, as well as other conditions requiring compliance. Consequently, the Company could lose title or its interest in its tenements if licence conditions are not met or if insufficient funds are available to meet expenditure commitments.

Environmental Risk

The Company's operations and projects are subject to state and federal laws and regulations concerning the environment. These laws and regulations set various standards regulating certain aspects of health and environmental quality and provide for penalties and other liabilities for the violation of such standards and establish, in certain circumstances, obligations to remediate current and former facilities and locations where operations are or were conducted. Significant liability could be imposed on the Company for damages, clean-up costs, or penalties in the event of certain discharges into the environment, environmental damage caused by previous owners of property acquired by the Company or its subsidiaries, or non-compliance with environmental laws or regulations.

Mining operations have inherent risks and liabilities associated with safety and damage to the environment and the disposal of waste products occurring as a result of mineral exploration and production. The occurrence of any such safety or environmental incident could delay production or increase production costs. Events, such as unpredictable rainfall or bushfires, may impact on the Company's ongoing compliance with environmental legislation, regulations and licences. Significant liabilities could be imposed on the Company for damages, clean-up costs or penalties in the event of certain discharges into the environment, environmental damage caused by previous operations or non-compliance with environmental laws or regulations.

The Company proposes to minimise these risks by conducting its activities in an environmentally responsible manner, in accordance with applicable laws and regulations and where possible, by carrying appropriate insurance coverage.

Land Access Risk

Land access is critical for exploration and evaluation to succeed. In all cases, the acquisition of prospective tenements is competitive, in which propriety knowledge or information, and the ability to negotiate satisfactory commercial arrangements with other parties, is often essential.

Regulatory Risk

The Company's mining operations, exploration and development activities are subject to extensive laws and regulations relating to numerous matters including resource licence consent, conditions including environmental compliance and rehabilitation, taxation, employee relations, health and worker safety, waste disposal, protection of the environment, native title and heritage matters, protection of endangered and protected species and other matters. The Company requires permits from regulatory authorities to authorise the Company's operations. These permits relate to exploration, development, production and rehabilitation activities. Obtaining necessary permits can be a time consuming process and there is a risk that the Company will not obtain or retain these permits on acceptable terms, in a timely manner or at all. The costs and delays associated with obtaining necessary permits and complying with these permits and applicable laws and regulations could materially delay or restrict the Company from proceeding with the development of a project or the operation or further development of a mine. Any failure to comply with applicable laws and regulations or permits, even if inadvertent, could result in material fines, penalties or other liabilities. In extreme cases, failure could result in suspension of the Company's activities or forfeiture of one or more of the tenements.

Government Policy

The availability and rights to explore and mine, as well as industry profitability generally, can be affected by changes in government policy that are beyond the control of the Company. The Western Australian Department of Mines, Industry Regulation and Safety conducts reviews from time to time of policies in connection with the granting and administration of mining leases. At present the Company is not aware of any proposed changes to policy that would affect its leases.

Changing attitudes to environmental, land care, cultural heritage and Indigenous land rights' issues, together with the nature of the political process, provide the possibility for future policy changes. There is a risk that such changes may affect the Company's exploration plans or, indeed, its rights and/or obligations with respect to the permits.

Title

Interests in mining permits and leases in Australia are governed by the respective State Government legislation and are evidenced by the granting of tenements through the issuing of a lease or licence. Each lease or permit is for a specific term and carries with it annual expenditure and reporting commitments, as well as other conditions requiring compliance. Consequently, the Company could lose title to, or its interests in, leases or permits if their conditions are not met or if sufficient funds are not available to meet expenditure commitments.

Any failure to comply with the expenditure conditions, or with the other conditions of the permit or lease expose it to forfeiture.

Force Majeure Risk

The Company's projects now or in the future may be adversely affected by risks outside the control of the Company including labour unrest, civil disorder, war, subversive activities or sabotage, fires, floods, explosions or other catastrophes, epidemics or quarantine restrictions.

Competition

The industry in which the Company is involved is subject to domestic and global competition. Some of the competing companies have greater financial and other resources than the Company and, as a result, may be in a better position to compete for future business opportunities. While the Company will undertake all reasonable due diligence in its business decisions and operations, the Company will have no influence or control over the activities or actions of its competitors. As such, there can be no assurance that the Company will be able to compete effectively with these companies.

Other

Other risk factors include those normally found in conducting business, including litigation resulting from the breach of agreements or in relation to employees (through personal injuries, industrial matters or otherwise) or any other cause, strikes, lockouts, loss of service of key management or operational personnel, non-insurable risks, delay in resumption of activities after reinstatement following the occurrence of an insurable risk and other matters that may interfere with the business or trade of the Company.

The above list of risk factors should not be taken as exhaustive of the risks faced by the Company or by its shareholders. The above factors, and others not specifically referred to above, may in the future materially affect the financial performance of the Company.

5.3 General Risks

Share Market Risk

There are a number of factors (both domestic and international) that may affect the market price of Shares and Options and neither the Company nor its Directors may have control over any such factors. The market price of securities can be expected to rise and fall in accordance with general market conditions and factors specifically affecting the Australian resources sector and exploration companies in particular.

Neither the Company nor the Directors warrant the future performance of the Company or of any Shares or Options, or any return on an investment in the Company.

General Economic Conditions

Changes in the general economic climate in which the Company operates may adversely affect the financial performance of the Company. Factors that may contribute to that economic climate include the general level of economic activity, interest rates, inflation, supply and demand, industrial disruption, investor sentiment toward particular market sectors, terrorism or other hostilities and other economic factors. The price of commodities and level of activity within the mining industry will also be of particular relevance. These factors are beyond the control of the Company and the Board, and neither the Company nor the Board may, with any degree of certainty, predict how they will impact the Company.

Legislative Change

Changes in government regulations and policies may adversely affect the financial performance or the current and proposed operations generally of the Company.

Exchange Rate Risk

The revenues, earnings, assets and liabilities of the Company may be exposed adversely to exchange rate fluctuation. Whilst the Company currently raises all of its funds in Australian dollars and all services are paid for in Australian dollars, commodities are frequently traded in US dollars on international markets. As such in a production off-take scenario, the Company in the future may be exposed to exchange rate fluctuations.

Industrial Risk

Industrial disruptions, work stoppages, safety issues and accidents in the course of the Company's operations could result in losses and delays, which may adversely affect profitability.

Investment Risk

The New Shares offered pursuant to this Prospectus should be considered highly speculative due to the nature of the Company's business. There is no guarantee as to payment of dividends, return of capital or the market value of the New Shares. In particular, the prices at which an investor may be able to trade Shares may be above or below the price paid for them.

Insurance

The Company intends to adequately insure its operations in accordance with industry practice. However, in certain circumstances, the Company's insurance may not be of a nature or level to provide adequate insurance cover. The occurrence of an event that is not covered or only partially covered by insurance could have a material adverse effect on the business, financial condition and results of the Company.

Further, insurance of all risks associated with mineral exploration is not always available. Further, where coverage is available, the costs may be prohibitive.

Taxation

The holding or disposal of the Company's Shares will have tax consequences which may differ depending on the individual financial affairs of each Shareholder. All of the Company's Shareholders are urged to obtain independent financial advice about the consequences of holding or disposing of the Company's Shares from a taxation viewpoint and generally.

6. HOW TO APPLY

6.1 Applications

Eligible Investors may apply for New Shares under the Offer by completing the Application Form accompanying this Prospectus in accordance with the instructions on that form.

If you are an Eligible Investor and wish to apply for any New Shares under the Offer, please forward the relevant completed Application Form (together with your cheque for the amount shown on your Application Form) in the reply paid envelope to the Company's Share Registry, so that it is received by no later than 5:00pm (AEDT) on the Closing Date.

By completing an Application Form, you will be taken to have declared that all details and statements made by you are complete and accurate and that you have received personally the Application Form together with a complete and unaltered copy of the Prospectus.

If you apply and pay for any New Shares, before 5:00 p.m. (AEDT) on the Closing Date, you will be issued your New Shares (as applicable) on or around 14 December 2018 (subject to any scale back by the Company as outlined further below and in section 3.4).

Any surplus Application Monies received for more than the New Shares allocated to you will be refunded as soon as practicable after the Closing Date. No interest will be paid to Applicants on any Application Monies received or returned (wholly or partially).

The Company also reserves the right (in its absolute discretion) to reduce the number of New Shares allocated to Applicants or persons claiming to be Eligible Investors if their claims prove to be incorrect or overstated or if they fail to provide information to substantiate their claims.

If you are an Eligible Investor and do not participate in the Offer, the number of Shares that you hold and the rights and liabilities attached to those securities will not be affected. However, your percentage interest in the Company may decrease. See sections 4.5 and 5.2 regarding the potential dilutionary impact of the Offer on Eligible Investors.

6.2 Payment method

Payment for New Shares under the Offer will only be accepted in Australian currency and cheques must be drawn on an Australian bank.

(a) Payment by cheque

Cheques, in Australian currency, should be made payable to "Gateway Mining Limited" and crossed "not negotiable". You should ensure that sufficient funds are held in the relevant account(s) to cover the Application Money. If the amount of your cheque for Application Money is insufficient to pay in full for the number of whole New Shares for which you have applied in your Application Form, you will be taken to have applied for such lower number of New Shares which equates to your cleared Application Money (and to have that number of New Shares on your Application Form). If your cheque does not clear due to insufficient funds in your account, your Application will be rejected.

(b) **General**

If you have any queries concerning the Offer, please contact your stockbroker or other professional adviser.

Application Forms (with accompanying cheques for payment under the Offer) may be lodged at any time before 5:00 p.m. (AEDT) on the Closing Date. Applications received after this time may not be accepted. The Company will not be responsible for postal or delivery delays.

The Issue Price for each New Share under the Offer is payable in full on submitting the Application Form.

Completed Application Forms (and accompanying cheques for payment under the Offer) should be forwarded to the following address:

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

All Application Monies for New Shares will be held on trust in a subscription account until the issue of the New Shares. The subscription account will be established and kept by the Company on behalf of the Applicants. Any interest earned on the Application Money will be retained by the Company irrespective of whether allotment takes place. No stamp duty, brokerage or handling fees are payable by an Applicant for any New Shares offered by this Prospectus.

You should obtain independent advice on the taxation implications arising out of your participation in the Offer.

6.3 Issue and quotation

(a) **Issue of New Shares**

The New Shares to be issued under the Offer will be issued in accordance with the timetable set out in section B.1 of this Prospectus.

Pending the allotment and issue of New Shares or payment of refunds under this Prospectus, the Company will hold all Application Money on trust for you in a separate bank account. The Company will, however, be entitled to retain all interest that accrues on any Application Money it holds, irrespective of whether issue of the New Shares takes place.

(b) **Quotation by ASX**

The Company will apply to ASX for quotation of the New Shares within seven days of the date of this Prospectus. If the ASX accepts the Company's application, quotation of the New Shares will commence after the issue of the New Shares.

If any New Shares are not granted quotation on ASX within three months after the date of this Prospectus, or such longer period as is permitted by the Corporations Act, the Company will not issue those New Shares and the Application Money in respect of the New Shares will be refunded to you without interest within the time prescribed by the Corporations Act.

(c) **Holding Statements**

The Company participates in the security transfer system known as CHESS. CHESS is operated by ASX Settlement Pty Ltd (ACN 008 504 532) (a wholly owned subsidiary of ASX) in accordance with the Listing Rules and the ASX Settlement Operating Rules. Under CHESS you will not receive a share certificate. You will receive a holding statement setting out the number of New Shares issued to you under this Prospectus. If you are broker sponsored, ASX Settlement will send you a CHESS statement.

7. ADDITIONAL INFORMATION

7.1 Currency of information

The information in this Prospectus is dated 25 October 2018. There may be additional announcements made by the Company after the date of this Prospectus and throughout the Offer period that may be relevant to your consideration of whether or not to apply for New Shares under the Offer. Therefore, you are encouraged to check whether any further announcements have been made by the Company before submitting any application under the Offer. Refer to ASX's website (ticker: GML).

No party other than the Company has authorised or caused the issue of the information in this Prospectus, or takes any responsibility for, or makes any statements, representations or undertakings in this Prospectus.

7.2 Rights and liabilities attaching to New Shares

There is only one class of Share in the Company, fully paid ordinary shares. The New Shares will rank equally with and have the same rights in all other respects as the Shares, including for any dividend issued after the date of this Prospectus. The Company is registered in Australia under the Corporations Act. The rights and liabilities attaching to Shares in the Company are:

- (a) set out in the Constitution, a copy of which is available to inspect during business hours at the registered office of the Company; and
- (b) in certain circumstances, regulated by the Corporations Act, the Listing Rules, ASX Settlement Operating Rules and the general law.

A summary of the more significant rights attaching to Shares is set out below. This summary is not exhaustive nor does it constitute a definitive statement of the rights and liabilities of our Shareholders.

Voting

At a general meeting of the Company on a show of hands, every member present in person, or by proxy, attorney or representative has one vote and upon a poll, every member present in person, or by proxy, attorney or representative has one vote for every Share held by them.

General Meetings

Shareholders are entitled to be present in person, or by proxy, attorney or representative to attend and vote at general meetings of the Company.

Shareholders may requisition meetings in accordance with Section 249D of the Corporations Act and the Constitution of the Company.

Dividends

The Company may declare a dividend if, and only if, the Directors have recommended a dividend. The Directors may from time to time declare such interim dividends as appear to the Directors to be justified from the profits of the Company. Subject to the rights of holders of Shares of any special preferential or attaching thereto, all dividend payments are divisible amongst the holders of Shares in proportion to the Shares held by them.

Winding up

In the event the Company is wound up, the assets available for distribution among the members shall be distributed amongst the Shareholders entitled to the assets in proportion to the amounts paid up on those Shares. If the Company is wound up the liquidator may with the passing of a special resolution of the Company divide amongst the members in kind the whole or any part of the assets of the Company and may for that purpose set such values as they deem fair upon any property to be divided and may determine how the division shall be carried out as between the members or different classes of members.

Power to issue Shares

Subject to the Listing Rules, the Board may issue such number of Shares as it determines. The Board may issue shares in the Company that rank as to voting or distribution rights provided the total nominal value of these shares does not exceed the total nominal value of the issued ordinary shares at any time.

Transfer of Securities

Generally, the securities in the Company will be freely transferable, subject to satisfying the usual requirements of security transfers on the ASX. The Directors may decline to register any transfer of securities if the transfer would result in the contravention of Australian law or the Listing Rules.

Shareholder liability

As the Shares issued will be fully paid shares, they will not be subject to any calls for money by the Directors and will therefore not be liable for forfeiture.

Sale of non-marketable holdings

The Company may take steps in respect of non-marketable holdings of Shares in the Company to effect an orderly sale of those Shares in the event that holders do not take steps to retain their holdings. The Company may only take steps to eliminate non-marketable holdings in accordance with the Listing Rules.

For more particular details of the rights attaching to Shares in the Company, investors should refer to the Constitution of the Company.

7.3 Litigation

As at the date of this Prospectus, as far as the Directors are aware, the Company is not involved in any ongoing or potential litigation which is material in the context of the Company and its related bodies corporate.

7.4 Directors' interests

(a) Interests of Directors

Other than as disclosed in this Prospectus, no Director or proposed Director holds, or has held at any time during the last two years before lodgement of this Prospectus, any interest in:

- (i) the formation or promotion of the Company; or
- (ii) any property acquired or proposed to be acquired by the Company in connection with its formation or promotion or the Offer; or
- (iii) the Offer,

and no amounts, whether in cash or New Shares or otherwise, have been paid or agreed to be paid by any person and no benefits have been given or agreed to be given by any person to a Director or proposed Director either to induce him or her to become, or to qualify as, a Director or otherwise for services provided by a Director or proposed Director in connection with the formation or promotion of the Company or the Offer.

(b) Interests in securities as at the date of this Prospectus

As at the date of this Prospectus, the Directors (and their respective associates) have interests in the securities of the Company as set out in the table below.

Interests include those held directly and indirectly.

Director	Number of Shares currently held (as at the date of the Prospectus)	Number of Options currently held (as at the date of the Prospectus)
Trent Franklin ¹	27,022,912	Nil
Peter Langworthy ²	175,000,002	28,666,668
Debbie Fullarton ³	Nil	Nil
Scott Brown ⁴	169,166,668	7,500,001

1. Securities held indirectly by Accrecap Pty Ltd and Enable Investment Manager Pty Ltd (each of which he is a director). Subject to shareholder approval at the 2018 AGM, Mr Franklin (or entities related to Mr Franklin) will be issued an additional 3,083,267 Shares as part of his subscription under the Placement.

2. Securities held directly in his personal name and indirectly by Omni GeoX Pty Ltd and Crest Investment Group Limited (each of which he is a director and shareholder). Subject to shareholder approval at the 2018 AGM, Mr Langworthy (or entities related to Mr Langworthy) will be issued an additional 13,666,667 Shares as part of his subscription under the Placement.

3. Subject to shareholder approval at the 2018 AGM, Ms Fullarton (or entities related to Ms Fullarton) will be issued 1,333,333 Shares as part of her subscription under the Placement.
4. Securities held directly indirectly by Gold River Pty Ltd, Omni GeoX Pty Ltd and Crest Investment Group Limited (each of which he is a director and shareholder). Subject to shareholder approval at the 2018 AGM, Mr Brown (or entities related to Mr Brown) will be issued an additional 7,666,667 Shares as part of his subscription under the Placement.

(c) **No participation of Directors in Offer**

No Directors will acquire any New Shares issued pursuant to this Prospectus.

(d) **Remuneration**

The remuneration of an executive Director is decided by the Board, without the relevant executive Director participating in that decision making process.

The total maximum remuneration of non-executive Directors is initially set by ordinary resolution of shareholders in a general meeting, the Corporations Act and the ASX Listing Rules, as applicable. The determination of non-executive Directors' remuneration within that maximum will be made by the Board having regard to the inputs and value of the Company of their respective contributions by each non-executive Director.

A Director may be paid fees or other amounts (i.e. non-cash performance incentives such as Options, subject to any necessary Shareholder approval) as the other Directors determine where a Director performs special duties or otherwise performs services outside the scope of the ordinary duties of a Director. In addition, Directors are also entitled to be paid reasonable travelling, hotel and other expenses incurred by them respectively in or about the performance of their duties as Directors.

The following table shows the total annual remuneration paid to both the executive and non-executive directors (inclusive of statutory superannuation contributions, and consulting fees) for the past financial year and proposed remuneration for financial year ending 30 June 2019.

Director	Current financial year ending 30 June 2018 (Actual)	Financial year ending 30 June 2019 (proposed)
Current directors		
Peter Langworthy ¹	\$58,333	\$200,000
Trent Franklin	\$44,000	\$48,000
Debra Fullarton ²	\$7,900	\$36,000
Scott Brown ³	\$7,900	\$36,000

Notes:

1. Peter Langworthy was appointed as a director on 15 March 2018.
2. Debra Fullarton was appointed as a director on 12 April 2018.
3. Scott Brown was appointed as a director on 12 April 2018.

7.5 Interests of experts and advisers

Other than as disclosed in this Prospectus, no expert, promoter or any other person named in this Prospectus as performing a function in a professional advisory or other capacity in connection with the preparation or distribution of this Prospectus, nor any firm in which any of those persons is or was a partner nor any company in which any of those persons is or was associated with, has now, or has had, in the two year period ending on the date of this Prospectus, any interest in:

- (a) the formation or promotion of the Company; or
- (b) any property acquired or proposed to be acquired by the Company in connection with its formation or promotion or the Offer; or
- (c) the Offer.

In addition, other than as disclosed below, no amounts of any kind (whether in cash, securities or otherwise) have been paid or agreed to be paid to any expert, promoter or any other person named in this Prospectus as performing a function in a professional advisory or other capacity in connection with the preparation or distribution of the Prospectus, or to any firm in which any of those persons is or was a partner or to any company in which any of those persons is or was associated with, for services rendered by that person in connection with the formation or promotion of the Company or the Offer.

Enrizen Lawyers Pty Ltd has acted as the solicitors to the Company in relation to the Offer. The Company estimates it will pay Enrizen Lawyers Pty Ltd \$10,000 (excluding GST and disbursements) for these services. During the 24 months preceding lodgement of this Prospectus with ASIC, Enrizen Lawyers has been paid \$54,067.40 for legal services provided to the Company not in relation to the Offer.

7.6 Expenses of the Offer

The expenses connected to the Offer payable by the Company are estimated at up to approximately A\$13,206. These estimated expenses include legal fees and ASIC fees.

7.7 Transaction specific prospectus and information excluded from continuous disclosure

The Company is a disclosing entity under the Corporations Act and therefore is subject to regular reporting and disclosure obligations. Under those obligations, the Company is required to comply with all applicable continuous disclosure and reporting requirements in the Corporations Act and the ASX Listing Rules. In particular, the Company must comply with the requirement to disclose to any information held by the Company which a reasonable person would expect to have a material effect on the price or the value of the Company's securities.

This Prospectus is a “transaction specific prospectus” issued under section 713 of the Corporations Act. In general terms, a “transaction specific prospectus” is required to contain information in relation to the effect of the Offer on the Company and the rights and liabilities attaching to the securities offered. This Prospectus is not required to provide information regarding the Company’s assets and liabilities, financial position and performance, profits and losses or prospects. This is on the basis that, as at the date of this Prospectus, the Company has not withheld from its continuous disclosure reporting any information about such matters that investors and their professional advisers would reasonably require to make an informed assessment of such matters and expect to find in this Prospectus.

Information that is already in the public domain has not been reported in this Prospectus other than that which is considered necessary to make this Prospectus complete.

The Company, as a disclosing entity under the Corporations Act, states that:

- (a) it is subject to regular reporting and disclosure obligations;
- (b) copies of documents lodged with ASIC in relation to the Company (not being documents referred to in section 1274(2)(a) of the Corporations Act) may be obtained from, or inspected at, the offices of ASIC;
- (c) it will provide a copy of each of the following documents, free of charge, to any person on request:
 - (i) the annual financial report most recently lodged by the Company with ASIC;
 - (ii) any half-year financial report lodged with ASIC after lodgement of the annual financial report and before lodgement of this Prospectus with ASIC; and
 - (iii) any continuous disclosure notices given by the Company to ASIC in accordance with the ASX Listing Rules after the lodgement of the annual financial report and before the lodgement of this Prospectus with ASIC.

The Company lodged its latest financial report with ASX on 28 September 2018 (relating to the half year which ended on 30 June 2018). Since then until close of trading on ASX on 24 October 2018, a list of documents filed with ASX by or concerning the Company is set out in the table below.

Date	Description of Announcement
22/10/2018	\$1.5M Raised to underpin New Phase of Drilling at Gidgee
18/10/2018	Trading Halt
17/10/2018	Large-Scale VHMS potential identified at Gidgee Project
08/10/2018	Additional High-Grade Potential at Gidgee
28/09/2018	Change of registry Address: Automic P/L – Sydney Office
28/09/2018	Appendix 4G

7.8 CHESS and Issuer Sponsorship

The Company will not be issuing Share certificates. The Company is a participant in CHESS, for those investors who have, or wish to have, a sponsoring stockbroker. Investors who do not wish to participate through CHESS will be issuer sponsored by the Company. Because the sub-registers are electronic, ownership of securities can be transferred without having to rely upon paper documentation.

Electronic registers mean that the Company will not be issuing certificates to investors. Instead, investors will be provided with a holding statement that sets out the number of Shares issued to them under this Prospectus. The holding statement will also advise holders of their Holder Identification Number or Security Holder Reference Number.

Further monthly statements will be provided to holders if there have been any changes in their security holding in the Company during the preceding month.

7.9 Consents

Each of the parties named below:

- (a) has given and has not, before the lodgement of this Prospectus with ASIC, withdrawn its written consent to be named in this Prospectus and for the inclusion of statements made by that party in the form and context in which it is named or that such statements are included;
- (b) has not made, or purported to make, any statement in this Prospectus or any statement on which a statement made in this Prospectus is based, other than as specified below;
- (c) to the maximum extent permitted by law, expressly disclaims and takes no responsibility for any statements in, or omissions from, this Prospectus, other than the reference to its name in the form and context in which it appears and any statement included in this Prospectus with its consent, as specified below; and
- (d) has not caused or authorised the issue of this Prospectus.

Crowe Horwath Sydney has given its written consent to being named as the auditor of the Company in this Prospectus and the inclusion of the 30 June 2018 audited balance sheet of the Company as extracted from the Company's 30 June 2018 Annual Report in Section 4.3. Crowe Horwath has not withdrawn its consent prior to the lodgement of this Prospectus with the ASIC.

Enrizen Lawyers Pty Limited has given and has not before lodgement of this Prospectus withdrawn its consent to be named in this Prospectus as the Company's legal adviser in the form and context in which it is named. Enrizen Lawyers Pty Limited has not authorised or caused the issue of this Prospectus.

Automic Registry Services Pty Ltd has given and has not before lodgement of this Prospectus withdrawn its written consent to be named in this Prospectus as the Share Registry in the form and context in which it is named. Automic Registry Services Pty Ltd has not authorised or caused the issue of this Prospectus and takes no responsibility for any part of this Prospectus other than references to its name.

7.10 Not investment advice or financial product advice

The information in this Prospectus is not financial product advice and has been prepared without taking into account your investment objectives, financial circumstances or particular needs or circumstances. The Company is not licensed to (and does not) provide financial product advice in respect of the New Shares.

The information in this Prospectus does not take into account the investment objectives, financial situation or needs of you or any particular investor. Before deciding whether to apply for New Shares under the Offer, you should consider whether they are a suitable investment for you in the light of your own investment objectives and financial circumstances and having regard to the merits or risks involved. You should conduct your own independent review, investigation and analysis of the securities the subject of the Offer. If, after reading this Prospectus, you have any questions about the Offer, you should contact your stockbroker, accountant, financial adviser, taxation adviser or other independent professional adviser.

7.11 Taxation

There may be taxation implications in relation to the Offer and subscribing for New Shares. These taxation implications vary depending on your individual circumstances. You should seek and rely on your own taxation advice regarding an investment in the Company. Neither the Company nor any of its officers, employees, agents and advisers accepts any liability or responsibility with respect to the taxation consequences connected with the Offer or the New Shares.

7.12 No cooling-off rights

No cooling-off rights apply to a subscription for New Shares under the Offer. This means that you cannot withdraw your application for New Shares once it has been accepted.

7.13 Governing law

The information in this Prospectus, and the contracts formed on acceptance of the Offer pursuant to the personalised Application Form, are governed by the law applicable in New South Wales, Australia. Each person who applies for New Shares submits to the non-exclusive jurisdiction of the courts of New South Wales, Australia.

7.14 References to 'you' and 'your Application Form'

In this Prospectus, references to 'you' are references to Eligible Investors and references to 'your Application Form' are references to an Application Form of Eligible Investors.

7.15 Disclaimer of representations

No person is authorised to give any information, or to make any representation, in connection with the Offer that is not contained in this Prospectus. Any information or representation that is not in this Prospectus may not be relied on as having been authorised by the Company, or its related bodies corporate, in connection with the Offer.

Except as required by law, and only to the extent so required, none of the Company, the Directors or any other person, warrants or guarantees the future performance of the Company or any return on any investment made pursuant to this Prospectus.

7.16 Modification or withdrawal of Offer

The Directors reserve the right to modify or withdraw all or part of the Offer and this Prospectus at any time, subject to applicable laws. If this occurs, the Company will refund any Application Monies received in relation to New Shares not already issued in accordance with the Corporations Act and without payment of interest.

To the fullest extent permitted by law, you agree that any Application Monies paid by you to the Company will not entitle you to any interest against the Company and that any interest earned in respect of Application Monies will belong to the Company.

7.17 ASIC declarations and Listing Rule waivers

The Company has not been granted any modifications or exemptions by ASIC from the Corporations Act in connection with the Offer. The Company has not been granted any waivers from ASX in relation to the Offer.

7.18 Privacy disclosure

The Company and the Share Registry collect, hold and use certain personal information about each Applicant on the Application Forms for the purposes of processing the Applications and administering each Applicant's security holding in the Company. The Company must maintain a public register.

Information contained in the Company's register is also used for corporate communications and compliance by the Company with legal and regulatory requirements.

Company and tax law requires some of the information to be collected. If you do not provide the information requested, your Application may not be able to be processed efficiently, if at all.

Under the *Privacy Act 1988* (Cth), you may request access to your personal information held by or on behalf of the Company. You can request access to your personal information or obtain further information about the Company's management practices by contacting the Share Registry or the Company. If the Share Registry's record of your personal information is incorrect or out of date, it is important that you contact the Company or the Share Registry so that records can be corrected.

8. DIRECTORS' AUTHORISATION

This Prospectus is issued by the Company and its issue has been authorised by a resolution of the Directors on 24 October 2018. In accordance with section 720 of the Corporations Act, each Director has consented to the lodgement of this Prospectus with ASIC.

Signed for and on behalf of the Company:

A handwritten signature in black ink, appearing to be 'Trent Franklin', written in a cursive style.

Trent Franklin
Non-Executive Chairman
Dated: 25 October 2018

9. INTERPRETATION AND GLOSSARY

A\$ and \$	Australian dollars, unless otherwise stated.
Applicant	An Eligible Investor who applies for New Shares pursuant to the Offer.
Application	A valid application by an Applicant to subscribe for New Shares under the Offer.
Application Form	An application form attached to or accompanying this Prospectus.
Application Money	The amount payable by an Applicant under the Offer, being the amount equal to the Issue Price multiplied by the total number of New Shares applied for by the Applicant under the Application Form.
AEDT	Australian Eastern Daylight Time.
ASIC	Australian Securities and Investments Commission.
ASX	ASX Limited ACN 008 624 691 and the Australian Securities Exchange it operates.
ASX Settlement	ASX Settlement Pty Ltd ABN 49 008 504 532.
ASX Settlement Operating Rules	The operating rules of the settlement facility provided by ASX Settlement as amended from time to time.
Board	The board of Directors.
Business Day	Has the same meaning as given to that term in the Listing Rules.
CHESS	The Clearing House Electronic Subregister System of ASX.
Closing Date	The date on which the Offer closes, being 13 December 2018 or such other date determined by the Company in accordance with the Listing Rules.
Company, Gateway Mining or GML	Gateway Mining Limited ACN 008 402 391.
Constitution	The constitution of the Company.
Corporations Act	The <i>Corporations Act 2001</i> (Cth).
Director	A director of the Company as at the date of this Prospectus.
Eligible Investors	Specific parties who are invited by the Directors of the Company to subscribe for the Offer.

	Australian investors who subscribed for Placement Shares under the Placement.
Issue Date	The date that all New Shares have been issued under the Offer.
Issue Price	\$0.015 per New Share, being the price payable to subscribe for each New Share.
Listing Rules	The official listing rules of ASX as amended, varied, modified or waived from time to time.
Lodgement Date	25 October 2018, being the date this Prospectus was lodged with ASIC.
New Shares	Has the meaning given to that term in section 3.2.
Offer	The Offer made under this Prospectus.
Omni Projects	Omni Projects Pty Ltd ACN 007 026 744, a wholly owned subsidiary of the Company.
Placement	Has the meaning given to that term in section 3.1.
Placement Shares	Has the meaning given to that term in section 3.1.
Prospectus	This prospectus dated 25 October 2018 and lodged with ASIC on that date.
Section	A section in this Prospectus.
Share	A fully paid ordinary share in the issued capital of the Company.
Shareholder	A registered holder of one or more Shares in the register of members of the Company.
Share Registry	Automic Pty Limited ACN 152 260 814.
US Person	Has the meaning given to that term in Rule 902(k) under Regulation S under the US Securities Act.
US Securities Act	The US Securities Act of 1933, as amended.

CORPORATE DIRECTORY

DIRECTORS

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

COMPANY SECRETARY

Kar Chua

REGISTERED OFFICE

Level 11, 52 Phillip Street
Sydney New South Wales 2000
Australia

Phone: +61 2 8316 3998
Fax: +61 2 8316 3999
Email: info@gatewaymining.com.au

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AUDITORS

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Sydney New South Wales 2000

Tel: +61 2 9262 2155
Fax: +61 2 9262 2190

SHARE REGISTRY

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

Tel: 1300 288 664

Website: www.automic.com.au