
GATEWAY MINING LIMITED

ACN 008 402 391

Notice of Annual General Meeting

TIME: 10:00am (AEDT)

DATE: 30 November 2018

PLACE: Level 15, 1 O'Connell Street, Sydney NSW 2000 Australia

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

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

Contents

Venue	2
Voting in person	2
Voting by proxy	2
NOTICE OF MEETING	3
ORDINARY BUSINESS.....	3
1.RECEIPT OF FINANCIAL REPORTS AND REPORTS OF DIRECTORS AND AUDITOR	3
2.RESOLUTION 1 - ADOPTION OF REMUNERATION REPORT.....	3
3.RESOLUTION 2 – 10% PLACEMENT CAPACITY	4
4.RESOLUTION 3 – ELECTION OF DIRECTOR	4
5.RESOLUTION 4 – ELECTION OF DIRECTOR	4
6.RESOLUTION 5 – ELECTION OF DIRECTOR	5
7.RESOLUTION 6 – ELECTION OF DIRECTOR	5
8.RESOLUTION 7 – RATIFICATION OF TRANCHE 1 PLACEMENT SHARES.....	5
9.RESOLUTION 8 – ISSUE OF SECURITIES TO RELATED PARTIES – TRANCHE 2 PLACEMENT SHARES.....	6
10. OTHER BUSINESS	6
EXPLANATORY STATEMENT	9
ENQUIRIES	19
GLOSSARY	20
ANNEXURE A – PROXY FORM – GATEWAY MINING LIMITED	22
CORPORATE DIRECTORY	24

TIME AND PLACE OF MEETING AND HOW TO VOTE

Venue

The Meeting of the Shareholders of Gateway Mining Limited ACN 008 402 391 (ASX: GML) (**Company**) to which this Notice relates, will be held at 10:00 am (AEDT) on 30 November 2018 at Level 15, 1 O'Connell Street, Sydney NSW 2000 Australia.

Voting in person

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

Voting by proxy

To vote by proxy, please complete and sign the enclosed proxy form and return by:

- (a) post, to GPO Box 225, Sydney NSW 2001 Australia; or
- (b) facsimile, to the Company on facsimile number +61 2 8316 3999,

so that it is received not later than 10:00 am (AEDT) on 28 November 2018.

Proxy forms received later than this time will be invalid.

NOTICE OF MEETING

Notice is given that the Meeting of Shareholders will be held at 10:00 am (AEDT) on 28 November 2018 at Level 15, 1 O'Connell Street, Sydney NSW 2000 Australia.

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

The Directors have determined, pursuant to regulation 7.11.37 of the *Corporations Regulations* 2001 (Cth), that the persons eligible to vote at the Meeting are those who are registered shareholders of the Company at 7:00 pm (AEDT) on 28 November 2018.

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

AGENDA

ORDINARY BUSINESS

1. RECEIPT OF FINANCIAL REPORTS AND REPORTS OF DIRECTORS AND AUDITOR

To receive and consider the Financial Reports of the Company for the financial year ended 30 June 2018, together with the declaration of Directors, the Remuneration Report and the Report of the Directors and the Auditor, which relate to the Financial Reports.

A copy of the 2018 Annual Report may be obtained from the Company's website at www.gatewaymining.com.au.

2. RESOLUTION 1 - ADOPTION OF REMUNERATION REPORT

To consider, and if thought fit, pass with or without amendment, the following resolution as a **non-binding resolution**:

"That, for the purposes of section 250R(2) of the Corporations Act and for all other purposes, approval is given for the adoption of the Company's Remuneration Report, as set out in the Directors' Report within the Annual Report for the year ended 30 June 2018, prepared in accordance with section 300A of the Corporations Act"

Please note that in accordance with section 250R(3) of the Corporations Act, the votes cast on this Resolution are advisory only and do not bind the Company nor the Directors.

Voting Exclusion Statement: The Company will disregard any votes cast in favour on this Resolution by any person who is a member of the Key Management Personnel, details of whose remuneration is considered in the Remuneration Report, or any person who is an Associate of those persons.

However, the Company need not disregard a vote on this Resolution 1 if it is cast by:

- (a) a person as a proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form; or
- (b) the Chair as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

3. RESOLUTION 2 – 10% PLACEMENT CAPACITY

To consider, and if thought fit, pass with or without amendment, the following resolution as a **Special Resolution**:

“That, for the purposes of Listing Rule 7.1A and for all other purposes, Shareholders approve the issue of Equity Securities up to 10% of the issued capital of the Company (at the time of issue), calculated in accordance with the formula prescribed in Listing Rule 7.1A.2 and otherwise on the terms and conditions set out in Section 2 of the Explanatory Statement.”

Voting Exclusion Statement: The Company will disregard any votes cast in favour on this Resolution 2 by any person (and any Associates of such a person) who may participate in the 10% placement issue and a person who might obtain a benefit, except a benefit solely in the capacity of a security holder, if Resolution 2 is passed. As at the date of this Notice of Meeting the Company has no specific plans to issue Equity Securities pursuant to ASX Listing Rule 7.1A and therefore it is not known who (if any) may participate in a potential (if and) issue of Equity Securities under ASX Listing Rule 7.1A.

However, the Company need not disregard a vote if it is cast by:

- (a) a person as a proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or
- (b) the Chair as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.

4. RESOLUTION 3 – ELECTION OF DIRECTOR

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

“That for the purposes of the Constitution, Listing Rule 14.4, 14.5 and for all other purposes, Mr Trent Franklin, being the Non-Executive Chairman who was appointed by the Board in February 2013 as an additional Director, and being eligible offers himself for election, is elected as a Director”.

Voting Exclusion Statement: The Company will disregard any votes cast in favour on this Resolution by Trent Franklin or his Associates.

However, the Company need not disregard a vote on this Resolution if it is cast by:

- (a) a person as a proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form; or
- (b) the Chair as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

5. RESOLUTION 4 – ELECTION OF DIRECTOR

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

“That for the purposes of section 201H(3) of the Corporations Act and for all other purposes, Mr Peter Langworthy, being the Executive Managing Director who was appointed by the Board in March 2018 as a Director, retires from office, and being eligible offers himself for election, is elected as a Director”

Voting Exclusion Statement: The Company will disregard any votes cast in favour on this Resolution by Peter Langworthy or his Associates.

However, the Company need not disregard a vote on this Resolution if it is cast by:

- (a) a person as a proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form; or
- (b) the Chair as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

6. RESOLUTION 5 – ELECTION OF DIRECTOR

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

“That for the purposes of the Constitution, section 201H(3) of the Corporations Act, Listing Rule 14.4 and for all other purposes, Mr Scott Brown, being a Non-Executive Director who was appointed by the Board in April 2018 as an additional Director, and being eligible offers himself for election, is elected as a Director”.

Voting Exclusion Statement: The Company will disregard any votes cast in favour on this Resolution by Scott Brown or his Associates.

However, the Company need not disregard a vote on this Resolution if it is cast by:

- (a) a person as a proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form; or
- (b) the Chair as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

7. RESOLUTION 6 – ELECTION OF DIRECTOR

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

“That for the purposes of the Constitution, section 201H(3) of the Corporations Act, Listing Rule 14.4 and for all other purposes, Ms Debra Fullarton, being a Non-Executive Director who was appointed by the Board in April 2018 as an additional Director, and being eligible offers herself for election, is elected as a Director”.

Voting Exclusion Statement: The Company will disregard any votes cast in favour on this Resolution by Debra Fullarton or her Associates.

However, the Company need not disregard a vote on this Resolution if it is cast by:

- (a) a person as a proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form; or
- (b) the Chair as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

8. RESOLUTION 7 – RATIFICATION OF TRANCHE 1 PLACEMENT SHARES

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

“That, for the purpose of ASX Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue of 81,250,070 Shares (at an issue price of \$0.015) on 25 October 2018 to Sophisticated Investors, institutional and professional investors, and otherwise on the terms and conditions set out in the Explanatory Statement”.

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

However, the Company need not disregard a vote if it is cast by:

- (a) a person as a proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or
- (b) the Chair as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.

9. RESOLUTION 8 – ISSUE OF SECURITIES TO RELATED PARTIES – TRANCHE 2 PLACEMENT SHARES

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

“That for the purposes of Listing Rule 10.11 and for all other purposes, Shareholder approval is given for the issue of an aggregate 18,749,933 Shares at a price of \$0.015 per Share, to Peter Langworthy, Trent Franklin, Debra Fullarton and Scott Brown (or their nominees) on the terms and conditions contemplated in the Explanatory Statement.”

Voting Exclusion Statement: The Company will disregard any votes cast in favour on this Resolution by Peter Langworthy, Trent Franklin, Debra Fullarton, Scott Brown and any of their Associates.

However, the Company need not disregard a vote if it is cast by:

- (a) a person as a proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or
- (b) the Chair as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.

10. OTHER BUSINESS

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

DATED: 29 OCTOBER 2018

BY ORDER OF THE BOARD

**KAR CHUA
COMPANY SECRETARY
GATEWAY MINING LIMITED**

ENTITLEMENT TO VOTE

Who may vote?

Pursuant to regulation 7.11.37 of the *Corporations Regulations 2001* (Cth), the Company has determined that for the purpose of the Meeting, all shares in the Company shall be taken to be held by the persons who held them as registered shareholders at 7:00 pm (AEDT) on 28 November 2018 (**Entitlement Time**).

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

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

PROXIES

Please note that:

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

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

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

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

The proxy form must be received **not less than 48 hours** before the time for holding the Meeting (i.e. by no later than 10:00 am (AEDT) on 28 November 2018) by delivering the proxy form to one of the addresses as follows:

Registered Office:

Level 11, 52 Phillip Street
Sydney NSW 2000, Australia

Mailing Address:

GPO Box 225
Sydney NSW 2001
Australia

Facsimile transmission to:

Within Australia: (02) 8316 3999
International: +61 2 8316 3999

A corporation may appoint a representative who may attend the Meeting and vote on behalf of the corporation. Such a representative will have to produce a corporate representative appointment letter from the corporation signed either under the common seal of the corporation (in accordance with its constitution), or by a duly authorised officer or otherwise signed in accordance with the Corporations Act before he or she will be permitted to vote.

EXPLANATORY STATEMENT

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

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

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

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

1. RESOLUTION 1 – ADOPTION OF REMUNERATION REPORT

1.1 Background

The Annual Report for the year ended 30 June 2018 contains the Company's Remuneration Report on pages 21 to 27. The Remuneration Report sets out the Company's remuneration policies and reports the remuneration arrangements in place for the Directors of the Company.

The Corporations Act requires the agenda for the Annual General Meeting of a listed company to include a resolution for the adoptions of the Remuneration Report. The Corporations Act expressly provides that the vote on the resolution is advisory only and does not bind the Directors of the Company.

Shareholders attending the Annual General Meeting will be given a reasonable opportunity to ask questions and comment on the Remuneration Report.

1.2 Voting Exclusion Statement

A description of the persons not permitted to vote on Resolution 1, and whose votes will be disregarded if cast on Resolution 1, is set out in the Notice.

2. RESOLUTION 2 – 10% PLACEMENT CAPACITY

2.1 Requirement for Shareholder Approval under Listing Rule 7.1A

Listing Rule 7.1A enables eligible entities to issue Equity Securities up to 10% of their issued capital through placements over a 12-month period, following approval at its Annual General Meeting (**10% Placement Capacity**). This 10% Placement is in addition to the 15% placement capacity that a Company may utilise according to Listing Rule 7.1.

The Company is an eligible entity as it is not included in the S&P/ASX 300 Index and has a market capitalisation of less than A\$300 million.

The Company is seeking Shareholder approval to enable the Company to issue Equity Securities under the 10% Placement Capacity. The exact number of Shares that may be issued by the Company pursuant to this Resolution 2 will be determined in accordance with Listing Rule 7.1A.2.

2.2 Required information under Listing Rule 7.3A

For the purpose of Listing Rule 7.3A, the Company gives the following details in relation to this Resolution 2:

(a) *Formula for calculating the 10% Placement Capacity:*

The number of Equity Securities which the Company may issue pursuant to this Resolution 2 in accordance with Listing Rule 7.1A.2 may be calculated in accordance with the following formula:

$$(A \times D) - E$$

Where:

A is the number of Shares on issue 12 months before the date of issue or agreement to issue:

- (i) **plus** the number of fully paid ordinary shares issued in the previous 12 months under an exception in Listing Rule 7.2;
- (ii) **plus** the number of partly paid shares that became fully paid in the previous 12 months;
- (iii) **plus** the number of fully paid shares issued in the previous 12 months with approval of holders of shares under Listing Rule 7.1 and 7.4 – this does not include an issue of fully paid shares under the Company's 15% placement capacity (which is not subject to shareholder approval);
- (iv) **less** the number of fully paid ordinary shares cancelled in the previous 12 months.

D is 10%

E is the number of Equity Securities issued or agreed to be issued under Listing Rule 7.1A.2 in the 12 months before the date of issue or agreement to issue that are not issued with the approval of Shareholders under Listing Rule 7.1 and 7.4.

(b) *Issue price of securities*

The minimum price at which Equity Securities are issued will not be less than 75% of the volume weighted average price of the Equity Securities in the same class, calculated over the 15 trading days on which trades were recorded at prior to:

- (i) the date on which the Equity Securities are issued or agreed to be issued; or
- (ii) if the Equity Securities are not issued within five trading days of the date in paragraph (i) above, the date on which the Equity Securities are issued.

(c) *Risk of economic and voting dilution of ordinary securities holders*

Any issue of Equity Securities under the 10% Placement will dilute the voting interests and may dilute the economic interests of Shareholders who do not receive Equity Securities under the issue.

The table below seeks to demonstrate the potential dilution of existing members from the issue of Equity Securities under the 10% Placement calculated in accordance with the formula in ASX Listing Rule 7.1A.2. The table considers the current number of shares on issue, the effect of a change in the number of shares on issue, and a variation in the issue price of shares (noting that shares may only be issued at up to a 25% discount based on the volume weighted average price of the shares calculated over the 15 trading days preceding the issue.)

VOTING DILUTION

Number of shares on issue	Dilution variable	\$0.0075 (50% decrease in current issue price)	\$0.015 (current issue price)	\$0.023 (50% increase in current issue price)
918,095,994 (current)	Additional 10% shares issued	91,809,599	91,809,599	91,809,599
	Funds raised	\$688,572	\$1,377,144	\$2,111,621
1,377,143,991 (50% increase)	Additional 10% shares issued	137,714,399	137,714,399	137,714,399
	Funds raised	\$1,032,858	\$2,065,716	\$3,167,431
1,836,191,988 (100% increase)	Additional 10% shares issued	183,619,198	183,619,198	183,619,198
	Funds raised	\$1,377,144	\$2,754,288	\$4,223,241

This tables makes the following assumptions:

- (i) the current number of Shares on issue is the number of Shares on issue at as the date of this Notice;
- (ii) the current issue price is the closing price of Shares on 25 October 2018;
- (iii) the Company issues the maximum possible number of Equity Securities under the 10% Placement Capacity;
- (iv) the calculations above do not show the dilution that any one Shareholder will be subject to - all Shareholders should consider the dilution caused to their own shareholding depending on their specific circumstances; and
- (v) this table does not consider any dilution which may occur subject to ASX Listing Rule 7.1.

There is a risk that:

- (i) the market price for the Company's Equity Securities may be lower on the date of issue of the Equity Securities than on the date of the Annual General Meeting; and
- (ii) the Equity Securities may be issued at a price which is at a discount to the market price for the Company's Equity Securities on the issue date.

(d) *Date approval will expire*

The approval given pursuant to Resolution 2 will expire on the earlier of:

- (i) 30 November 2019 or
- (ii) the date of approval by Shareholders of any transaction under Listing Rule 11.1.2 (significant change to the nature or scale of the Company's activities) or 11.2 (disposal of the Company's main undertaking) or such longer period if allowed by the ASX.

(e) *Purpose*

The Company may issue Equity Securities under its 10% Placement for various purposes including the following:

- (i) progression of the Company's Gidgee Project and regional projects;
- (ii) acquisition opportunities; and
- (iii) general working capital purposes.

(f) *Allocation policy*

The allottees of the Equity Securities under the 10% Placement Capacity have not yet been determined, however, the Company may issue Equity Securities under the 10% Placement Capacity to current Shareholders or new investors or both. No recipients of Equity Securities under the 10% Placement Capacity will be related parties of the Company.

The Company will determine who will receive Equity Securities under the 10% Placement Capacity if and when it decides to utilise the 10% Placement Capacity, taking into consideration the following:

- (i) the purpose of the issue;
- (ii) alternative fund raising methods available;
- (iii) the effect of the issue on the Company;
- (iv) the circumstances of the Company, financial and otherwise;
- (v) prevailing market conditions; and
- (vi) advice from corporate, financial and broking advisers (as applicable).

(g) *Prior approval*

The Company obtained approval at the 2017 AGM under Listing Rule 7.1A, however, the Company did not issue any Equity Securities pursuant to such approval since the 2017 AGM.

(h) *Issues since 2017 AGM*

The Company has issued 683,357,625 Equity Securities in the 12 months preceding the date of the Meeting, representing approximately 68.21% of the total number of Equity Securities (1,001,775,586 Shares and Options) on issue at the commencement of that 12 month period.

Description	Equity Securities issued	Recipients	Price	Discount to closing market price on day of issue	Total Consideration (before costs)	Amount spent	Use of funds
<i>Non-Renounceable Entitlement Issue 2018</i>	318,422,962 fully paid ordinary shares 63,684,593 unquoted options	Shareholders of the Company who accepted their entitlements Sophisticated and professional investors who subscribed for the shortfall	\$0.012 per share Options were free attaching options, one option for every five shares subscribed	36.84% (closing price of \$0.019)	\$3,821,075	\$3,451,500	Exploration costs in relation to the Gidgee project, loan repayments, costs of the offer and general working capital.
<i>Shares to director in lieu of debt</i>	17,333,333 fully paid ordinary shares	Trent Franklin (or his nominee)	\$0.012 per Share	36.84% (closing price of \$0.019)	Nil consideration as issue was in lieu of repayment of A\$208,000 debt	N/A	Issued in lieu of repayment of debt
<i>Shares to related creditors</i>	10,333,333 fully paid ordinary shares	Enrizen Capital Pty Ltd (or its nominee)	\$0.012 per Share	36.84% (closing price of \$0.019)	Nil consideration as issue was in lieu of payment of outstanding advisory fees to the value of A\$124,000.	N/A	Issued in lieu of payment of outstanding advisory fees.
<i>Shares to director in lieu of debt</i>	33,166,667 fully paid ordinary shares	Andrew bray (or his nominee)	\$0.012 per Share	36.84% (closing price of \$0.019)	Nil consideration as issue was in lieu of repayment of A\$398,000 debt	N/A	Issued in lieu of repayment of debt
<i>Shares to unrelated creditors</i>	14,166,667 fully paid ordinary shares	Unrelated creditors of the Company	\$0.012 per share	36.84% (closing price of \$0.019)	Nil consideration as issue was in lieu of payment of fees for services provided to the Company.	N/A	Issued in lieu of payment of fees for services provided to the Company.
<i>Shares issued for Acquisition of Omni Projects</i>	125,000,000 fully paid ordinary shares	Omni GeoX Pty Ltd	\$0.012 per share	36.84% (closing price of \$0.019)	Issue was consideration for Company's acquisition of Omni Projects Pty Ltd for the value of A\$1,500,000	N/A	Issued as consideration for acquisition of Omni Projects Pty Ltd
<i>Options to Managing Director Peter Langworthy</i>	20,000,000 unquoted options	Peter Langworthy	Options issued for nil consideration	N/A	Issued as part of Mr Langworthy's engagement as Managing Director	N/A	Issued as part of Mr Langworthy's engagement as Managing Director
<i>Shares issued under placement to Sophisticated and Professional Investors</i>	81,250,070 fully paid ordinary shares	Sophisticated and Professional Investors	\$0.015 per Share	17% (closing price of \$0.018)	\$1,218,751	Nil	Exploration costs in relation to the Gidgee project, costs of the placement and general working capital

2.3 Voting Exclusion Statement

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

2.4 Recommendation of Directors

Each Director recommends that Shareholders vote **IN FAVOUR** of Resolution 2. Each Director confirms that he has no personal interest in the outcome of Resolution 2 other than in his capacity as a Shareholder or an Associate of a Shareholder.

3. RESOLUTION 3 – ELECTION OF TRENT FRANKLIN

3.1 Background

Mr Trent Franklin was appointed to the Board of the Company as the non-executive Chairman in February 2013.

Mr Franklin is a qualified geologist with a strong track record of corporate experience. He is currently the Managing Director of Enrizen Financial Group and formerly a director of the Australian Olympic Committee Inc. and Australian Water Polo Inc. He is also an Associate of the Australian Institute of Company Directors. Furthermore, Mr Franklin is currently company secretary of listed companies Silver Mines Limited and ATC Alloys Limited.

3.2 Requirement for Shareholder Approval

Listing Rule 14.4 requires that a director (other than a managing director) of an ASX listed company must not hold office (without re-election) past the third annual general meeting following their appointment, or three years, whichever is longer. Listing Rule 14.5 also provides that an ASX listed company which has directors must hold an election of directors at each annual general meeting.

Article 13.2 of the Constitution requires that at the annual general meeting, one-third of the Directors shall retire from office, provided that no director except a managing director shall hold office for a period in excess of 3 years, or until the third annual general meeting following his or her appointment, whichever is the longer, without submitting himself for re-election.

Accordingly, Shareholders are asked to consider and vote upon the election of Mr Trent Franklin as a Director of the Company.

3.3 Voting Exclusion Statement

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

3.4 Recommendation of Directors

Each Director, other than Mr Trent Franklin, who has a personal interest in the outcome of Resolution 3, recommends that Shareholders vote **IN FAVOUR** of Resolution 3. Each Director, other than Mr Trent Franklin, confirms that he has no personal interest in the outcome of Resolution 3 other than in his capacity as a Shareholder or an Associate of a Shareholder.

4. RESOLUTION 4 – ELECTION OF PETER LANGWORTHY

4.1 Background

Mr Peter Langworthy was appointed to the Board of the Company as the Managing Director in March 2018.

Mr Langworthy is an accomplished geologist and mining executive with a career spanning more than three decades in mineral exploration and project development in Australia and internationally. He is currently a non-executive director of emerging gold producer Capricorn Metals; non-executive Chairman of junior copper and gold company Syndicated Metals and non-executive director of Silver Mines Limited.

4.2 Requirement for Shareholder Approval

Section 201H(3) of the Corporations Act provides that any director whom has been appointed by the other directors as a director of a public company, the company must confirm the appointment by resolution at the company's next AGM.

Accordingly, Shareholders are asked to consider and vote upon the election of Mr Peter Langworthy as a Director of the Company.

4.3 Voting Exclusion Statement

A description of the persons not permitted to vote on Resolution 4, and whose votes will be disregarded if cast on Resolution 4, is set out in the Notice.

4.4 Recommendation of Directors

Each Director, other than Mr Peter Langworthy, who has a personal interest in the outcome of Resolution 4, recommends that Shareholders vote **IN FAVOUR** of Resolution 4. Each Director, other than Mr Peter Langworthy, confirms that he has no personal interest in the outcome of Resolution 4 other than in his capacity as a Shareholder or an Associate of a Shareholder.

5. RESOLUTION 5 – ELECTION OF SCOTT BROWN

5.1 Background

Mr Scott Brown was appointed to the Board of the Company as a non-executive director in April 2018. Mr Brown is a company director with 25 years' experience in project management, business development and logistics across resource sectors, security risk-management and commercial construction, both in Australia and internationally.

5.2 Requirement for Shareholder Approval

Listing Rule 14.4 provides that any director (except a managing director) whom has been appointed throughout the year must not hold office past the next annual general meeting without re-election.

Article 13.2 of the Constitution requires that at the annual general meeting, one-third of the Directors shall retire from office, provided that no director except a managing director shall hold office for a period in excess of 3 years, or until the third annual general meeting following his or her appointment, whichever is the longer, without submitting himself for re-election.

Section 201H(3) of the Corporations Act also provides that any director whom has been appointed by the other directors as a director of a public company, the company must confirm the appointment by resolution at the company's next AGM.

Accordingly, Shareholders are asked to consider and vote upon the election of Mr Scott Brown as a Director of the Company.

5.3 Voting Exclusion Statement

A description of the persons not permitted to vote on Resolution 5, and whose votes will be disregarded if cast on Resolution 5, is set out in the Notice.

5.4 Recommendation of Directors

Each Director, other than Mr Scott Brown, who has a personal interest in the outcome of Resolution 5, recommends that Shareholders vote **IN FAVOUR** of Resolution 5. Each Director, other than Mr Scott Brown, confirms that he has no personal interest in the outcome of Resolution 5 other than in his capacity as a Shareholder or an Associate of a Shareholder.

6. RESOLUTION 6 – ELECTION OF DEBRA FULLARTON

6.1 Background

Ms Debra Fullarton was appointed to the Board of the Company as a non-executive director in April 2018.

Ms Fullarton is an experienced Chartered Accountant with 25 years' experience in senior roles including as Executive Director, Chief Financial Officer and Financial Manager at Auris Minerals Ltd and De Beers Australia Exploration Limited. Ms Fullarton is also the current Chief Financial Officer at Westgold Resources Limited. Ms Fullarton completed her professional training with Deloitte and holds a Bachelor of Accounting with Honours from the University of South Africa. Ms Fullarton has been a member of the Institute of Chartered Accountants in Australia since 2005.

6.2 Requirement for Shareholder Approval

Listing Rule 14.4 provides that any director (except a managing director) whom has been appointed throughout the year must not hold office past the next annual general meeting without re-election.

Article 13.2 of the Constitution requires that at the annual general meeting, one-third of the Directors shall retire from office, provided that no director except a managing director shall hold office for a period in excess of 3 years, or until the third annual general meeting following his or her appointment, whichever is the longer, without submitting himself for re-election.

Section 201H(3) of the Corporations Act also provides that any director whom has been appointed by the other directors as a director of a public company, the company must confirm the appointment by resolution at the company's next AGM.

Accordingly, Shareholders are asked to consider and vote upon the election of Ms Debra Fullarton as a Director of the Company.

6.3 Voting Exclusion Statement

A description of the persons not permitted to vote on Resolution 6, and whose votes will be disregarded if cast on Resolution 6, is set out in the Notice.

6.4 Recommendation of Directors

Each Director, other than Ms Debra Fullarton, who has a personal interest in the outcome of Resolution 6, recommends that Shareholders vote **IN FAVOUR** of Resolution 6. Each Director, other than Ms Debra Fullarton, confirms that they have no personal interest in the outcome of Resolution 6 other than in his capacity as a Shareholder or an Associate of a Shareholder.

7. RESOLUTION 7 – RATIFICATION OF ISSUE OF TRANCHE 1 PLACEMENT SHARES

7.1 Background

On 22 October 2018, the Company announced that it had completed a placement of 98,316,607 Shares at an issue price of \$0.015 to raise total funds of \$1.47 million (before costs) (**Placement**) to institutional, professional and Sophisticated Investors. The Company received the support of its Directors in the Placement, and the issue of these shares to Directors will be subject to shareholder approval under Resolution 8 of this Notice.

As the participation of the Company's directors in the Placement is subject to shareholder approval, the Placement 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 and not requiring shareholder approval (**Tranche 1 Shares**); and
- 18,749,933 shares to directors of the Company or their nominees, subject to shareholder approval under Resolution 8 of this Notice (**Tranche 2 Shares**).

The Tranche 1 Shares were placed to Sophisticated Investors under the Company's 15% placement capacity pursuant to Listing Rule 7.1. The Company now seeks shareholder approval to ratify the issue of the Tranche 1 Shares pursuant to Listing Rule 7.4

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

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

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

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

7.3 Additional disclosure

The following information in relation to the Tranche 1 Shares the subject of Resolution 7 is provided to the Shareholders for the purposes of Listing Rule 7.5.

(a) Equity Securities issued

81,250,070 Shares.

(b) Issue price

The Shares were issued at \$0.015 per Share.

(c) Terms

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

(d) Persons to whom Equity Securities were issued

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

(e) Use of funds raised

The funds raised under the placement the subject of Resolution were used for exploration and drilling at the Company's Gidgee Project and for working capital purposes.

7.4 Voting Exclusion Statement

Particulars as to the persons not permitted to vote on Resolution 7, and whose votes will be disregarded if cast on Resolution 7, are set out in the Notice.

7.5 Recommendation of Directors

Each Director recommends that Shareholders vote **in favour** of Resolution 7.
Each Director confirms that he has no personal interest in the outcome of Resolution 7.

8. RESOLUTION 8 – ISSUE OF SECURITIES TO RELATED PARTIES – TRANCHE 2 PLACEMENT SHARES

8.1 Background

See Section 7.1 above.

As noted above in Section 7.1 the Company received the support of its Directors in the Placement, and the issue of the Tranche 2 Shares to Directors is subject to Shareholder Approval. The Company is now seeking Shareholder approval under this Resolution 8 to issue the Tranche 2 Shares to Directors pursuant to Listing Rule 10.11

8.2 Requirement for Shareholder Approval

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

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

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

8.3 Information required by Listing Rule 10.13

For the purpose of Listing Rule 10.13, the following information in relation to the Tranche 2 Shares the subject of Resolution 10 is provided:

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

Peter Langworthy, Scott Brown, Debra Fullarton and Trent Franklin or their nominees

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

18,749,933 Shares.

- (c) *Date of issue*

The Company intends to issue the Tranche 2 Shares the subject of this Resolution on the day immediately after the date of upon which Resolution 8 is duly approved or in any event, within one month from the date on which this Resolution 8 is duly approved.

- (d) *Relationship of Related Party*

Peter Langworthy, Scott Brown, Debra Fullarton and Trent Franklins are all Directors of the Company

(e) *Issue price and terms of issue*

The Shares to be issued to the Directors will be issued at \$0.015 per Share (the same price as the Placement).

(f) *Use of funds raised*

The funds raised from the Directors' subscription in the Tranche 2 Shares will be allocated towards the same purposes as the Tranche 1 Shares issued under the Placement being exploration and drilling at the Company's Gidgee Project and for working capital purposes.

8.4 Voting Exclusion Statement

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

ENQUIRIES

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

GLOSSARY

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

\$	Australian dollars.
2017 AGM	The Company's 2017 Annual General Meeting held on 9 March 2018.
AEDT	Australian Eastern Daylight Savings Time.
Associate	Has the meaning given in Listing Rule 19.12.
ASIC	Australian Securities & Investments Commission.
ASX	ASX Limited (ACN 008 624 691) or the securities exchange market operated by it, as the context requires.
Board	The board of directors of the Company as constituted from time to time.
Business Day	A day which is not a Saturday, Sunday, a bank holiday or a public holiday in New South Wales, Australia, and any other day that ASX declares is not a business day.
Chair	The person chairing the Meeting.
Company or Gateway	Gateway Mining Limited (ACN 008 402 391).
Constitution	The constitution of the Company (as amended from time to time).
Corporations Act	The <i>Corporations Act 2001</i> (Cth).
Director	A director of the Company as at the date of this Document.
Document	This document entitled "Notice of Annual General Meeting", including any annexures or schedules to or of this document.
Equity Security	Has the meaning given in Listing Rule 19.12.
Explanatory Statement	The section entitled "Explanatory Statement" of this Document, forming part of the Notice.
Listing Rules	The listing rules of the ASX as amended from time to time.
Meeting	The Annual General Meeting of the Company convened pursuant to this Notice.
Notice or Notice of Meeting	The notice convening this Meeting as set out in this Document.
Ordinary Resolution	A resolution of Shareholders that is approved by a simple majority of the votes cast by Shareholders present at the Meeting (whether in person or by proxy) and entitled to vote on that resolution.
Omni Projects	Omni Projects Pty Limited (ACN 161 934 649).
Proxy Form	The proxy form attached to this Document.
Related Party	Has the meaning given to that term in Listing Rule 19.12.

Resolution	A resolution set out in the Notice.
Share	A fully paid ordinary share in the issued share capital of the Company.
Share Registry	Automic Registry Services Pty Limited (ACN 152 260 814).
Shareholder	A person recorded on the register of members maintained by the Company pursuant to sections 168 and 169 of the Corporations Act as a holder of one or more Shares.
Sophisticated Investor	A person to whom an offer of the Company's Equity Securities may be made without disclosure in reliance on section 708(8) or 708(11) of the Corporations Act and that is not already a Related Party of the Company.
Special Resolution	A resolution of Shareholders that is approved by 75% of the votes cast by Shareholders present at the Meeting (whether in person or by proxy) and entitled to vote on that resolution.



Gateway Mining Limited | ACN 008 402 391

AGM Registration Card

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

Vote by Proxy: GML

Your proxy voting instruction must be received by **10.00am (AEDT) on Wednesday 28th November 2018**, being **not later than 48 hours** before the commencement of the Meeting. Any Proxy Voting instructions received after that time will not be valid for the scheduled Meeting.

SUBMIT YOUR PROXY VOTE BY PAPER

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

YOUR NAME AND ADDRESS

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

VOTING UNDER STEP 1 - APPOINTING A PROXY

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

DEFAULT TO THE CHAIRMAN OF THE MEETING

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

VOTES ON ITEMS OF BUSINESS – PROXY APPOINTMENT

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

APPOINTMENT OF SECOND PROXY

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

SIGNING INSTRUCTIONS

You must sign this form as follows in the spaces provided

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

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

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

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

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

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

CORPORATE REPRESENTATIVES

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

ATTENDING THE MEETING

Completion of a Proxy Voting Form will not prevent individual Shareholders from attending the Meeting in person if they wish. Where a Shareholder completes and lodges a valid Proxy Voting Form and attends the Meeting in person, then the proxy's authority to speak and vote for that Shareholder is suspended while the Shareholder is present at the Meeting.

POWER OF ATTORNEY

If a representative as power of attorney of a Shareholder of the Company is to attend the Meeting, a certified copy of the Power of Attorney, or the original Power of Attorney, must be received by the Company in the same manner, and by the same time as outlined for proxy forms.



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

Where I/we have appointed the Chair as my/our proxy (or where the Chair becomes my/our proxy by default), I/we expressly authorise the Chair to exercise my/our proxy on Resolution 1 & 8 (except where I/we have indicated a different voting intention below) even though Resolution 1 & 8 connected directly or indirectly with the remuneration of a member of the Key Management Personnel, which includes the Chair.

Please note: If you mark the abstain box for a particular Resolution, you are directing your proxy not to vote on that Resolution on a show of hands or on a poll and your votes will not be counted in computing the required majority on a poll.

By providing your email address, you elect to receive all of your communications despatched by the Company electronically (where legally permissible).

CORPORATE DIRECTORY

Board of Directors

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

Company Secretary

Mr Kar Chua

Registered Office

Level 11, 52 Phillip Street
Sydney NSW 2000
Australia

Company Website

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

Share Registry

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

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