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**GATEWAY MINING LIMITED**

**ACN 008 402 391**

**Notice of Extraordinary General Meeting**

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**TIME: 10:00am (AEST)**

**DATE: 18 July 2019**

**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.*

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## TIME AND PLACE OF MEETING AND HOW TO VOTE

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### Venue

The Meeting of the Shareholders of Gateway Mining Limited ACN 008 402 391 (ASX: GML) (**Company**) to which this Notice relates, will be held at 10:00 am (AEST) on 18 July 2019 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 (AEST) on 16 July 2019.

**Proxy forms received later than this time will be invalid.**

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## NOTICE OF MEETING

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Notice is given that the Meeting of Shareholders will be held at 10:00 am (AEST) on 18 July 2019 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 (AEST) on 16 July 2019.

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

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## AGENDA

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### ORDINARY BUSINESS

#### 1. RESOLUTION 1 – RATIFICATION OF 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 140,526,846 Shares (at an issue price of \$0.013) on 16 April 2019 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.

#### 2. RESOLUTION 2 – 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 14,461,539 Shares at a price of \$0.013 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.

### **3. OTHER BUSINESS**

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

**DATED: 14 June 2019**

**BY ORDER OF THE BOARD**

**KAR CHUA**

**COMPANY SECRETARY**

**GATEWAY MINING LIMITED**

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## **ENTITLEMENT TO VOTE**

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### ***Who may vote?***

Pursuant to regulation 7.11.37 of the *Corporations Regulations 2001* (Cth), the Company has determined that for the purpose of the Meeting, all shares in the Company shall be taken to be held by the persons who held them as registered Shareholders at 7:00 pm (AEST) on 16 July 2019 (**Entitlement Time**).

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

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

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## **PROXIES**

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Please note that:

- (a) a Shareholder of the Company who is entitled to attend and cast a vote at the Meeting has a right to appoint a proxy;
- (b) the appointment may specify the proportion or number of votes that the proxy may exercise;
- (c) a Shareholder who is entitled to cast two or more votes at the Meeting may appoint two proxies and must specify the proportional number of votes each proxy is appointed to exercise;

- (d) if the Shareholder appoints two proxies and the appointment does not specify the proportion or number of the Shareholder's votes, each proxy may exercise half the votes;
- (e) a proxy need not be a Shareholder of the Company;
- (f) if a Shareholder wishes to appoint two proxies, they should contact the Company for another proxy form; and
- (g) unless the Shareholder specifically directs the proxy how to vote, the proxy may vote as he or she thinks fit or abstain from voting.

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

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

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

The proxy form must be received **not less than 48 hours** before the time for holding the Meeting (i.e. by no later than 10:00 am (AEST) on 16 July 2019) by delivering the proxy form to one of the addresses as follows:

<b>Registered Office:</b> Level 11, 52 Phillip Street Sydney NSW 2000, Australia	
<b>Mailing Address:</b> GPO Box 225 Sydney NSW 2001 Australia	<b>Facsimile transmission to:</b> 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.

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## EXPLANATORY STATEMENT

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

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

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

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

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

#### 1.1 Background

On 10 April 2019, the Company announced that it had completed a placement of 154,988,385 Shares at an issue price of \$0.013 to raise total funds of \$2.0 million (before costs) (**Placement**) to institutional, professional and Sophisticated Investors to underpin a major new phase of drilling and exploration at its flagship 100%-owned Gidjee Gold Project in Western Australia. The Company received the support of its Directors in the Placement, and the issue of these shares to Directors will be subject to shareholder approval under Resolution 2 of this Notice.

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:

- 140,526,846 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
- 14,461,539 shares to Directors of the Company or their nominees, subject to shareholder approval under Resolution 2 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

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

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

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

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

### **1.3 Additional disclosure**

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

#### *(a) Equity Securities issued*

140,526,846 Shares.

#### *(b) Issue price*

The Shares were issued at \$0.013 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 1 underpin exploration and drilling programs at the Company's Gidgee Gold Project and for working capital purposes.

### **1.4 Voting Exclusion Statement**

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

### **1.5 Recommendation of Directors**

Each Director recommends that Shareholders vote **in favour** of Resolution 1.

Each Director confirms that he has no personal interest in the outcome of Resolution 1.

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

### **2.1 Background**

See Section 1.1 above.

As noted above in Section 1.1 the Company received the support of its Directors in the Placement, and the issue of the Tranche 2 Shares to Directors is subject to Shareholder Approval. The Company is now seeking Shareholder approval under this Resolution 2 to issue the Tranche 2 Shares to Directors pursuant to Listing Rule 10.11

## **2.1 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.

## **2.2 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 this Resolution 2 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*

14,461,539 Shares.

- (c) *Date of issue*

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

- (d) *Relationship of Related Party*

Peter Langworthy, Scott Brown, Debra Fullarton and Trent Franklin 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 \$0.013 per Share (the same price as the Placement). The Shares to be issued will be fully paid ordinary shares in the capital of the Company, and will be issued on the same terms and conditions as the Company's existing Shares.

- (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 Gold Project and for working capital purposes.

### **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.

### **ENQUIRIES**

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

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## GLOSSARY

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

<b>\$</b>	Australian dollars.
<b>AEST</b>	Australian Eastern Standard Time.
<b>Associate</b>	Has the meaning given in Listing Rule 19.12.
<b>ASX</b>	ASX Limited (ACN 008 624 691) or the securities exchange market operated by it, as the context requires.
<b>Board</b>	The board of directors of the Company as constituted from time to time.
<b>Chair</b>	The person chairing the Meeting.
<b>Company or Gateway</b>	Gateway Mining Limited (ACN 008 402 391).
<b>Constitution</b>	The constitution of the Company (as amended from time to time).
<b>Corporations Act</b>	The <i>Corporations Act 2001</i> (Cth).
<b>Director</b>	A director of the Company as at the date of this Document.
<b>Document</b>	This document entitled “Notice of Extraordinary General Meeting”, including any annexures or schedules to or of this document.
<b>Equity Security</b>	Has the meaning given in Listing Rule 19.12.
<b>Explanatory Statement</b>	The section entitled “Explanatory Statement” of this Document, forming part of the Notice.
<b>Listing Rules</b>	The listing rules of the ASX as amended from time to time.
<b>Meeting</b>	The Extraordinary General Meeting of the Company convened pursuant to this Notice.
<b>Notice or Notice of Meeting</b>	The notice convening this Meeting as set out in this Document.
<b>Ordinary Resolution</b>	A resolution of Shareholders that is approved by a simple majority of the votes cast by Shareholders present at the Meeting (whether in person or by proxy) and entitled to vote on that resolution.
<b>Proxy Form</b>	The proxy form attached to this Document.
<b>Related Party</b>	Has the meaning given to that term in Listing Rule 19.12.
<b>Resolution</b>	A resolution set out in the Notice.
<b>Share</b>	A fully paid ordinary share in the issued share capital of the Company.
<b>Shareholder</b>	A person recorded on the register of members maintained by the Company pursuant to sections 168 and 169 of the Corporations Act as a holder of one or more Shares.

**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.



Gateway Mining Limited | ACN 008 402 391

# EGM Registration Card

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

[EntityRegistrationDetailsLine1Envelope]  
[EntityRegistrationDetailsLine2Envelope]  
[EntityRegistrationDetailsLine3Envelope]  
[EntityRegistrationDetailsLine4Envelope]  
[EntityRegistrationDetailsLine5Envelope]  
[EntityRegistrationDetailsLine6Envelope]

## [HolderNumber]

Holder Number:  
[HolderNumber]

## Vote by Proxy: GML

Your proxy voting instruction must be received by **10:00am (AEST) on Tuesday 16 July 2019**, 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.



<b>SIGNATURE OF SECURITYHOLDERS – THIS MUST BE COMPLETED</b>		
Individual or Securityholder 1	Securityholder 2	Securityholder 3
Sole Director and Sole Company Secretary	Director	Director / Company Secretary
Contact Name:		
Email Address:		
Contact Daytime Telephone		
		Date (DD/MM/YY)
		<div style="display: inline-block; width: 30px; height: 30px; border: 1px solid black; margin-right: 5px;"></div> <span style="font-size: 2em; vertical-align: middle;">/</span> <div style="display: inline-block; width: 30px; height: 30px; border: 1px solid black; margin-right: 5px;"></div> <span style="font-size: 2em; vertical-align: middle;">/</span> <div style="display: inline-block; width: 30px; height: 30px; border: 1px solid black;"></div>
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