
GATEWAY MINING LIMITED

ACN 008 402 391

Notice of Extraordinary General Meeting

TIME: 12:00pm (AEST)

DATE: 24 August 2020

**PLACE: Automic Group, Level 5, 126 Phillip 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

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 12:00 pm (AEST) on 24 August 2020 at Automic Group, Level 5, 126 Phillip Street, Sydney NSW 2000 Australia. Due to restrictions on physical meetings as a result of COVID-19, Shareholders will not be permitted to attend the Meeting in person and instead are invited to participate in the Meeting by weblink virtually.

If you wish to virtually attend the Meeting (which will be broadcast as a live webinar), please pre-register in advance for the virtual meeting here:

https://us02web.zoom.us/webinar/register/WN_v_p5FSuTRX--mxhUtTTLhQ

After registering, you will receive a confirmation containing information on how to attend the virtual meeting on the day of the Extraordinary General Meeting.

In accordance with section 5(1)(f) of the Corporations (Coronavirus Economic Response) Determination (No. 1) 2020 made by the Commonwealth Treasurer on 5 May 2020, the Notice is being made available to Shareholders electronically and can be viewed and downloaded online at the following link:

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

Online Voting

Due to the COVID-19 social distancing restrictions, travel restrictions and other requirements imposed by the Federal and State governments, physical attendance at the Meeting by Shareholders and hence voting in person will not be permitted. Attendance will only be available by weblink (and you must register your attendance with the Company or Share Registry as noted above).

Shareholders who wish to vote virtually on the day of the Extraordinary General Meeting will need to login to the Automic website (<https://investor.automic.com.au/#/home>) with their username and password.

Under section 5(1)(c) of the Corporations (Coronavirus Economic Response) Determination (No.1) 2020, all votes that are submitted online will be taken on a poll via proxy or online voting.

Shareholders who do not have an account with Automic are strongly encouraged to register for an account as soon as possible and well in advance of the Meeting to avoid any delays on the day of the Meeting.

How do I create an account with Automic?

To create an account with Automic, please go to the Automic website (<https://investor.automic.com.au/#/home>), click on 'register' and follow the steps. Shareholders will require their holder number (Securityholder Reference Number (SRN) or Holder Identification Number (HIN)) to create an account with Automic.

I have an account with Automic. What are the next steps?

Shareholders who have an existing account with Automic (note: with a username and password) are advised to take the following steps to attend and vote virtually on the day of the Extraordinary General Meeting:

1. **(Login)** Login to the Automic website (<https://investor.automic.com.au/#/home>) using your username and password.
2. **(Registration on the day)** If registration for the virtual meeting is open, click on 'Meeting open for registration' and follow the steps.
3. **(Live voting on the day)** If live voting for the virtual meeting is open, click on 'Meeting open for voting' and follow the steps.

Voting by proxy

A member entitled to attend and vote at the meeting may appoint a proxy.

The person appointed as a proxy may be an individual or a body corporate. If entitled to cast two or more votes, the member may appoint one or two proxies.

Where two proxies are appointed, each proxy may be appointed to represent a specific proportion of the member's voting rights. If the proportion is not specified, each proxy may exercise half of the member's voting rights. Fractional votes will be disregarded. Please carefully read the instructions on the Proxy Form and consider how you wish to direct the proxy to vote on your behalf. You may direct the proxy to vote "for", "against" or "abstain" from voting on each resolution or you may leave the decision to the appointed proxy after discussion at the meeting.

A proxy need not be a member of the Company

To vote by proxy, please use one of the following methods:

Online	<p>Lodge the Proxy Form online at https://investor.automic.com.au/#/loginsah by following the instructions: Login to the Automic website using the holding details as shown on the Proxy Form. Click on 'View Meetings' – 'Vote'. To use the online lodgement facility, Shareholders will need their holder number (Securityholder Reference Number (SRN) or Holder Identification Number (HIN)) as shown on the front of the Proxy Form.</p>
By Post	Automic, GPO Box 5193, Sydney NSW 2001
By Hand	Automic, level 5, 126 Phillip Street, Sydney NSW 2000

proxy instructions must be received no later than 48 hours before the commencement of the Meeting.

Proxy forms received later than this time will be invalid.

Voting Intention of the Chair for all Resolutions

Shareholders should be aware that any undirected proxies given to the Chair will be cast by the Chair and counted in favour of the Resolutions the subject of this Meeting, subject to compliance with the Corporations Act. In exceptional circumstances, the Chair may change his voting intention on any resolution, in which case an ASX announcement will be made.

Technical Difficulties

Technical difficulties may arise during the course of the Meeting. The Chair has discretion as to whether and how the Meeting should proceed in the event that a technical difficulty arises. In exercising his discretion, the Chair will have regard to the number of Shareholders impacted and the extent to which participation in the business of the Meeting is affected. Where he considers it appropriate, the Chair may continue to hold the Meeting and transact business, including conducting a poll and voting in accordance with valid proxy instructions. For this reason, Shareholders are encouraged to lodge a proxy not later than 48 hours before the commencement of the Meeting.

NOTICE OF MEETING

Notice is given that the Meeting of Shareholders will be held at 12:00 pm (AEST) on 24 August 2020 at Level 5, 126 Phillip Street, Sydney NSW 2000 Australia. Due to restrictions on physical meetings as a result of COVID-19, shareholders will not be permitted to attend the Meeting in person and instead are invited to participate in the Meeting by weblink.

If you wish to virtually attend the Meeting (which will be broadcast as a live webinar), please pre-register in advance for the virtual meeting here:

https://us02web.zoom.us/webinar/register/WN_v_p5FSuTRX--mxhUtTTLhQ

After registering, you will receive a confirmation containing information on how to attend the virtual meeting on the day of the Extraordinary General Meeting.

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 22 August 2020.

In light of the COVID-19 pandemic, the Company encourages all Shareholders to vote by proxy in advance of the Meeting.

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

AGENDA

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 332,063,099 Shares (at an issue price of \$0.016) on 14 July 2020 to Sophisticated Investors, institutional and professional investors, and otherwise on the terms and conditions set out in the Explanatory Statement”.

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

However, this does not apply to a vote cast in favour of this Resolution by:

- (a) a person as a proxy for a person who is entitled to vote on this Resolution, in accordance with the directions to the proxy or attorney to vote on the resolution in that way; or
- (b) the Chair as proxy or attorney for a person who is entitled to vote on this Resolution, in accordance with a direction given to the Chair to vote on this Resolution as the Chair decides; or
- (c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:

- (i) the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an Associate of a person excluded from voting on this Resolution; and
- (ii) the holder votes on this Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

2. RESOLUTION 2 – ISSUE OF SECURITIES TO UNRELATED 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 7.1 and for all other purposes, Shareholder approval is given for the issue of 86,374,401 Shares at a price of \$0.016 per Share, to unrelated Sophisticated Investors, institutional and professional investors, and otherwise on the terms and conditions set out in the Explanatory Statement.”

Voting Exclusion Statement: The Company will disregard any votes cast in favour on this Resolution by or on behalf of any person who may participate in the issue of Shares considered under this Resolution, any other person who may obtain a benefit as a result of the passing of this Resolution (other than a benefit solely in the capacity as a security holder in the Company), and any Associate of any of the foregoing persons.

However, this does not apply to a vote cast in favour of this Resolution by:

- (a) a person as a proxy for a person who is entitled to vote on this Resolution, in accordance with the directions to the proxy or attorney to vote on this Resolution in that way; or
- (b) the Chair as proxy or attorney for a person who is entitled to vote on this Resolution, in accordance with a direction given to the Chair to vote on this Resolution as the Chair decides; or
- (c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - (i) the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an Associate of a person excluded from voting on this Resolution; and
 - (ii) the holder votes on this Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

3. RESOLUTION 3 – ISSUE OF SECURITIES TO 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 19,062,500 Shares at a price of \$0.016 per Share, to Peter Langworthy, Trent Franklin, Mark Cossom 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, Mark Cossom, Scott Brown and any other person who may obtain a benefit as a result of the passing of this Resolution (other than a benefit solely in the capacity as a security holder in the Company), and any of their Associates.

However, this does not apply to a vote cast in favour of this Resolution by:

- (a) a person as a proxy for a person who is entitled to vote on this Resolution, in accordance with the directions to the proxy or attorney to vote on this Resolution in that way; or
- (b) the Chair as proxy or attorney for a person who is entitled to vote on this Resolution, in accordance with a direction given to the Chair to vote on this Resolution as the Chair decides; or
- (c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - (i) the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an Associate of a person excluded from voting on this Resolution; and
 - (ii) the holder votes on this Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

4. RESOLUTION 4 – ISSUE OF OPTIONS TO CANACCORD GENUITY (AUSTRALIA) LIMITED

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

“That for the purposes of Listing Rule 7.1 and for all other purposes, Shareholder approval is given for the issue of 10,000,000 unquoted Options, each with an exercise price of \$0.024 and expiring on the third anniversary of their issue to Canaccord Genuity (Australia) Limited or their nominee on the terms and conditions contemplated in the Explanatory Statement.”

Voting Exclusion Statement: The Company will disregard any votes cast in favour of this Resolution by Canaccord Genuity (Australia) Limited and any other person who may obtain a benefit as a result of the passing of this Resolution (other than a benefit solely in the capacity as a security holder in the Company), any of its Associates.

However, this does not apply to a vote cast in favour of this Resolution by:

- (a) a person as a proxy for a person who is entitled to vote on this Resolution, in accordance with the directions to the proxy or attorney to vote on this Resolution in that way; or
- (b) the Chair as proxy for a person who is entitled to vote on this Resolution, in accordance with a direction given to the Chair to vote on this Resolution as the Chair decides; or
- (c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - (i) the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an Associate of a person excluded from voting on this Resolution; and
 - (ii) the holder votes on this Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

5. RESOLUTION 5 – APPROVAL TO ISSUE SPP 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 7.1 and for all other purposes, Shareholder approval is given to issue Shares offered under the Share Purchase Plan (including any shortfall), up to a maximum 125,000,000 Shares, 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 may participate in the issue of Shares considered under this Resolution, any other person who may obtain a benefit as a result of the passing of this Resolution (other than a benefit solely in the capacity as a security holder), and any Associate of any of the foregoing persons.

However, this does not apply to a vote cast in favour of this Resolution by:

- (a) a person as a proxy for a person who is entitled to vote on this Resolution, in accordance with the directions to the proxy or attorney to vote on this Resolution in that way; or
- (b) the Chair as proxy for a person who is entitled to vote on this Resolution, in accordance with a direction given to the Chair to vote on this Resolution as the Chair decides; or
- (c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - (i) the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an Associate of a person excluded from voting on this Resolution; and
 - (ii) the holder votes on this Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

6. OTHER BUSINESS

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

DATED: 24 July 2020
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 (AEST) on 22 August 2020 (**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:

- (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 12:00 pm (AEST) on 22 August 2020) in the following manner:

Online	Lodge the Proxy Form online at https://investor.automic.com.au/#/loginsah by following the instructions: Login to the Automic website using the holding details as shown on the Proxy Form. Click on 'View Meetings' – 'Vote'. To use the online lodgement facility, Shareholders will need their holder number (Securityholder Reference Number (SRN) or Holder Identification Number (HIN)) as shown on the front of the Proxy Form.
By Post	Automic, GPO Box 5193, Sydney NSW 2001
By Hand	Due to COVID-19 restrictions hand delivery of proxies will not be available

If a representative of a corporate shareholder or a corporate proxy will be attending the Meeting, the representative should provide to the Share Registry prior to the Meeting adequate evidence of their appointment, unless this has previously been provided to the Share Registry.

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 – RATIFICATION OF ISSUE OF TRANCHE 1 PLACEMENT SHARES

1.1 Background

On 14 July 2020, the Company announced that it had completed a placement of 437,500,000 Shares at an issue price of \$0.016 to raise total funds of \$7.0 million (before costs) (**Placement**) to institutional, professional and Sophisticated Investors underpin the next major phase of drilling and exploration at its flagship 100%-owned Gidgee 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 3 of this Notice.

The Placement also saw further support from the Company's largest shareholder, Mr Kerry Harmanis, who subscribed for A\$1.0 million of the Placement. The issue of shares to Mr Harmanis along with other institutional, professional and sophisticated investors will be subject to shareholder approval under Resolution 2 of this Notice.

As announced to the market, the Placement is to be issued in the following two tranches:

- 332,063,099 shares to institutional, professional and sophisticated investors using the Company's capacity under ASX Listing rule 7.1 and Listing Rule 7.1A which will not require shareholder approval (**Tranche 1 Shares**); and
- 105,436,901 shares subject to shareholder approval being obtained at a general meeting of shareholders comprising:
 - 86,374,401 shares to institutional, professional and sophisticated investors (which include shares subscribed for by Mr Kerry Harmanis); and
 - 19,062,500 shares to Directors of the Company or their nominees,

(Collectively, **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

332,063,099 fully paid ordinary shares.

(b) Issue price

The Shares were issued at \$0.016 per Share. The Company received an aggregate \$5,313,009.58 (before costs) as consideration for the issue of the Tranche 1 Shares.

(c) Issue date

The Tranche 1 Shares were issued on 21 July 2020.

(d) Terms

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

(e) Persons to whom Equity Securities were issued

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

(f) Use of funds raised

The funds raised under the Placement the subject of Resolution 1 underpin exploration and drilling programs at the Company's Gidgee Gold Project and for working capital purposes.

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

The Tranche 1 Shares were not issued under an agreement. The Tranche 1 Shares were issued to Sophisticated Investors, professional and institutional investors who subscribed for the shares under the Placement.

1.4 Voting Exclusion Statement

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

1.5 Recommendation of Directors

Each Director recommends that Shareholders vote **in favour** of Resolution 1.
Each Director confirms that he has no personal interest in the outcome of Resolution 1.

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

2.1 Background

See Section 1.1 above.

As noted above in Section 1.1, the Placement is to be issued in the following two tranches:

- 332,063,099 shares to institutional, professional and sophisticated investors using the Company's capacity under ASX Listing rule 7.1 and Listing Rule 7.1A which will not require shareholder approval (**Tranche 1 Shares**); and
- 105,436,901 shares subject to shareholder approval being obtained at a general meeting of shareholders comprising:
 - 86,374,401 shares to institutional, professional and sophisticated investors (which include shares subscribed for by Mr Kerry Harmanis); and
 - 19,062,500 shares to Directors of the Company or their nominees,

(Collectively, **Tranche 2 Shares**).

The Company is now seeking Shareholder approval under this Resolution 2 to issue 86,374,401 Shares of the Tranche 2 Shares to unrelated institutional, professional and Sophisticated Investors (which include shares subscribed for by Mr Kerry Harmanis) pursuant to Listing Rule 7.1.

2.2 Requirement for Shareholder Approval

Listing Rule 7.1 requires Shareholder approval for the proposed issue of securities in the Company where such issue may exceed the 15% Threshold. Further, Listing Rule 7.1 allows a company to maintain its capacity to issue securities under the 15% Threshold where it obtains shareholder approval prior to issuing securities.

Shareholder approval of an issue of securities under Listing Rule 7.1 enables the Company capacity to issue further securities up to the 15% Threshold, without additional Shareholder approval (but still subject to any other approval required under the Listing Rules).

Resolution 2 seeks Shareholder approval, under Listing Rule 7.1, for the issue of 86,374,401 Shares of the Tranche 2 Shares to unrelated institutional, professional and Sophisticated Investors (which include shares subscribed for by the Company's largest shareholder Mr Kerry Harmanis).

2.3 Information required by Listing Rule 7.3

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

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

86,374,401 fully paid ordinary shares.

(b) *Date of issue*

The Company will issue the Shares the subject of this Resolution 2 by the date which is no later than three months from the date of the meeting.

(c) *Issue price and terms of issue*

The Shares will be fully paid ordinary shares in the Company and issued at a deemed issue price of \$0.016 per Share. The Company will receive an aggregate \$1,381,990.42 (before costs) as consideration for the issue of the Shares under this Resolution.

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

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

(e) *Use of funds*

The funds raised from this portion of 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.

(f) *Issue date*

The Company intends to issue the Shares the subject of this Resolution on the day immediately after the date upon which Resolution 2 is duly approved.

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

The Tranche 2 Shares will not be issued pursuant to an agreement. The Tranche 2 Shares will be issued to Sophisticated Investors, professional and institutional investors who subscribed for the shares under the Placement.

2.4 Voting Exclusion Statement

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

2.5 Recommendation of Directors

Each Director recommends that Shareholders vote **in favour** of Resolution 2.
Each Director confirms that he has no personal interest in the outcome of Resolution 2.

3. RESOLUTION 3 – ISSUE OF SECURITIES TO RELATED PARTIES – TRANCHE 2 PLACEMENT SHARES

3.1 Background

See Section 1.1 above.

As noted above in Section 1.1 the Company received the support of its Directors in the Placement, and the issue of the portion Tranche 2 Shares to Directors is subject to Shareholder Approval. The Company is now seeking Shareholder approval under this Resolution 3 to issue 19,062,500 of the Tranche 2 Shares to Directors pursuant to Listing Rule 10.11

3.2 Requirement for Shareholder Approval

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

- (a) a Related Party of the entity; 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, Mark Cossom and Scott Brown are Related Parties of the Company by virtue of being Directors.

3.3 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 this Resolution 3 is provided:

(a) Parties to whom the securities will be issued

Peter Langworthy, Scott Brown, Mark Cossom and Trent Franklin or their nominees.

(b) Maximum number of securities to be issued

19,062,500 fully paid ordinary shares.

(c) Date of issue

The Company intends to issue the Shares the subject of this Resolution 3 on the day immediately after the date of upon which this Resolution 3 is duly approved or in any event, within one month from the date on which this Resolution 3 is duly approved.

(d) Relationship of Related Party and Listing Rule Category

Peter Langworthy, Scott Brown, Mark Cossom and Trent Franklin are all Directors of the Company and are therefore related parties under 10.11.1 of the ASX Listing Rules.

(e) Issue price and terms of issue

The Shares to be issued to the Directors will be issued at \$0.016 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.

The Company will receive an aggregate \$305,000.00 (before costs) as consideration for the issue of the Shares under this Resolution.

(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.

The issue of Shares to Directors under this Resolution is not intended to remunerate and incentivise the Directors as part of their remuneration package.

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

The Shares which are subject to this Resolution were not subject to an agreement. The Shares will be issued to the directors named above or their nominees as part of their subscription under the Placement.

3.4 Voting Exclusion Statement

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

4. RESOLUTION 4 – ISSUE OF OPTIONS TO CANACCORD GENUITY (AUSTRALIA) LIMITED

4.1 Background

Under the Placement, the Company engaged Canaccord Genuity (Australia) Limited who acted as the Sole Lead Manager to the Placement (**Canaccord**).

As part consideration for assisting with the Placement, the Company agreed to issue Canaccord 10,000,000 unquoted options in the Company with an exercise price of \$0.024 per option and expiring on the third anniversary date of their issue (**Lead Manager Options**).

4.2 Requirement for Shareholder approval under Listing Rule 7.1

Listing Rule 7.1, known as the “15% rule”, limits the capacity of an ASX-listed entity to issue Equity Securities without the approval of its security holders.

In essence, Listing Rule 7.1 provides that an entity may not issue or agree to issue Equity Securities equal to more than 15% of the total number of ordinary securities on issue in the capital of the entity, 12 months prior to the proposed date of issue or agreement to issue plus any additional ordinary securities issued by the entity with security holder approval or in reliance on an exception to Listing Rule 7.1 during that 12 month period, unless the issue or agreement to issue is approved by security holders or otherwise comes within one of the exceptions to Listing Rule 7.1.

The effect of Shareholders passing this Resolution will be to enable the Company to issue the Lead Manager Options to Canaccord in compliance with Listing Rule 7.1. For this reason, Shareholders are asked to consider and vote upon this Resolution.

4.3 Information required by Listing Rule 7.3

For the purpose of Listing Rule 7.3, the following information in relation to the Lead Manager Options being issued to Canaccord provided:

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

10,000,000 unquoted options.

(b) *Last date for issuing the securities*

The Options the subject of this Resolution will, subject to Shareholder approval, be issued by no later than three months after the date of the Meeting (or before such later date permitted by any waiver or modification of the Listing Rules granted by ASX).

(c) *Issue price of securities*

Nil, the Options are being issued as partial payment for lead manager services provided to the Company as Lead Manager under the Placement.

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

Canaccord Genuity (Australia) Limited or its nominee.

(e) *Terms of issue of the securities*

Each option will have an exercise price of \$0.024 and will expire on the third anniversary of their issue date. The terms and conditions of the Lead Manager Options are set out in Annexure B of this Notice.

(f) *Funds raised from the issue of securities*

The Company will not be receiving consideration for the issue of the options and no funds will be raised from the issue under this Resolution as the Options were issued as part consideration for lead manager services provided to the Company.

(g) *Anticipated issue date*

Subject to the timeframe set out in paragraph 4.3(b) above, it is currently anticipated that, subject to Shareholder Approval, the Lead Manager Options will be issued on or about the day immediately after the Meeting.

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

In July 2020, the Company entered into a capital raising mandate with Canaccord (**Mandate**). Under the Mandate Canaccord agreed to provide capital raising services to the Company and to act as the sole lead manager in relation to the Placement.

In consideration for providing these services, the Company agreed to pay the following fees:

- A management fee of 1.0% of all funds raised under the Placement;
- A capital raising fee of 5.0% of all funds raised under the Placement (except those funds raised directly by the Company; and
- Receive 10,000,000 unquoted options at an exercise price equal to a 50% premium to the Placement price (\$0.024) expiring 3 years from the date of issue.

4.4 **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.

4.5 **Recommendation of Directors**

Each Director recommends that Shareholders vote **IN FAVOUR** of Resolution 4.

Each Director 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 – APPROVAL TO ISSUE SPP SHARES**

5.1 **Background**

As announced to the market on 14 July 2020, the Company stated that it intended to offer existing shareholders the opportunity to apply for new, fully paid ordinary shares in the Company under a Share Purchase Plan (**SPP**), and to potentially raise \$2 million comprising of 125,000,000 shares (**SPP Shares**).

Whilst the Company is still in the process of finalising the details of the SPP, the Company notes that it does intend to offer Shares under the SPP at the same price of the Placement, being \$0.016 per share.

The terms of the SPP will provide that, in the event that less than the maximum number of Shares are applied for under the SPP, the Shares not subscribed for will comprise the shortfall (**Shortfall Shares**) and may be placed at the discretion of the Directors to investors that are exempt under section 708 of the Corporations Act from the need to receive a disclosure document.

The Company's intends for the SPP to be comply with ASIC Corporations (Share and Interest Purchase Plans) Instrument 2019/547 (Disclosure Exemptions) in order to gain the benefit of the exemptions of that instrument.

The Company intends that the SPP will be compliant with Exception 5 under Listing Rule 7.2, in that:

- (a) The number of shares to be issued under the SPP is not greater than 30% of the number of fully paid ordinary shares already on issue; and

- (b) The issue price of shares is at least 80% of the volume weighted average market price for securities in that class over the last five business days on which sales were recorded before the day on which the issue is announced.

However, as the Company cannot be definitively sure that if and when it formally proceeds with the SPP, that the issue price of Shares will be at least 80% of the volume weighted average market price for the securities in that class, and for that reason the Company is seeking shareholder approval under Listing Rule 7.1 to issue the SPP Shares.

The Company is also seeking shareholder approval to issue the SPP Shares and any Shortfall Shares during the period of 3 months after meeting without using the Company's Listing Rule 7.1 placement capacity.

5.2 Requirement for Shareholder approval under Listing Rule 7.1

Listing Rule 7.1, known as the "15% rule", limits the capacity of an ASX-listed entity to issue Equity Securities without the approval of its security holders.

In essence, Listing Rule 7.1 provides that an entity may not issue or agree to issue Equity Securities equal to more than 15% of the total number of ordinary securities on issue in the capital of the entity, 12 months prior to the proposed date of issue or agreement to issue plus any additional ordinary securities issued by the entity with security holder approval or in reliance on an exception to Listing Rule 7.1 during that 12 month period, unless the issue or agreement to issue is approved by security holders or otherwise comes within one of the exceptions to Listing Rule 7.1.

The effect of Shareholders passing this Resolution will be to enable the Company to issue the SPP Shares to participating Shareholders in compliance with Listing Rule 7.1. The effect of this Resolution will also be to allow the Directors to issue any Shortall Shares during the period of 3 months after meeting without using the Company's Listing Rule 7.1 placement capacity.

For this reason, Shareholders are asked to consider and vote upon this Resolution.

5.3 Information required by Listing Rule 7.3

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

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

125,000,000 fully paid ordinary shares.

- (b) *Last date for issuing the securities*

The Shares the subject of this Resolution will, subject to Shareholder approval, be issued by no later than three months after the date of the Meeting (or before such later date permitted by any waiver or modification of the Listing Rules granted by ASX).

- (c) *Issue price of securities*

The issue price will be \$0.016 per Share.

The Company will receive an aggregate of \$2,000,000 (before costs) as consideration for the issue of the Shares under this Resolution, provided that the SPP is fully subscribed or the Shortfall is filled.

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

The Shares will be issued under the SPP to eligible Shareholders and under the shortfall to investors who do not require disclosure under section 708 of the Corporations Act, none of whom will be Related Parties of the Company.

(e) *Terms of issue of the securities*

The Shares issued are 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.

(f) *Funds raised from the issue of securities*

The funds raised under the SPP and the shortfall will be allocated towards the same purposes as funds raised under the Placement being for exploration and drilling at the Company's Gidgee Gold Project and for working capital purposes.

(g) *Anticipated issue date*

Subject to the timeframe set out in paragraph 5.3(b) above, it is currently anticipated that, subject to Shareholder Approval, the SPP Shares will be issued on completion of the SPP, with any shortfall shares being issued within three months of the Meeting.

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

The Shares that are to be issued under this Resolution are not being issued subject to an agreement. The Shares are being issued pursuant to the proposed SPP and Shortfall (if the SPP is not fully subscribed).

5.4 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.

5.5 Recommendation of Directors

Each Director recommends that Shareholders vote **IN FAVOUR** of Resolution 5.

Each Director 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.

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.
AEST	Australian Eastern Standard Time.
Associate	Has the meaning given in Listing Rule 19.12.
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.
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 Extraordinary 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 Extraordinary 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.
Options	means an option to purchase a Share.
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	Automatic 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.



Gateway Mining Limited | ACN: 008 402 391

EGM Proxy Card

If you are attending the virtual Meeting
please retain this Proxy Card
for online Securityholder registration.

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

[HolderNumber]

Holder Number:
[HolderNumber]

Vote by Proxy: GML

Your proxy voting instruction must be received by **12:00 Noon (AEST) on Saturday, 22 August 2020**, 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 ONLINE

Vote online at <https://investor.automic.com.au/#/loginsah>

Login & Click on 'Meetings'. Use the Holder Number as shown at the top of this Proxy Voting form.

- ✓ **Save Money:** help minimise unnecessary print and mail costs for the Company.
- ✓ **It's Quick and Secure:** provides you with greater privacy, eliminates any postal delays and the risk of potentially getting lost in transit.
- ✓ **Receive Vote Confirmation:** instant confirmation that your vote has been processed. It also allows you to amend your vote if required.



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 virtual Meeting in person if they wish. Where a Shareholder completes and lodges a valid Proxy Voting Form and attends the virtual Meeting online, then the proxy's authority to speak and vote for that Shareholder is suspended while the Shareholder is present at the virtual 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.



ANNEXURE B – TERMS AND CONDITIONS OF LEAD MANAGER OPTIONS

The Options entitle the holder to subscribe for Shares on the following terms and conditions:

(a) Entitlement

Each Option gives the Option holder the right to subscribe for one Share. To obtain the right given by each Option, the Option holder must exercise the Options in accordance with the term and conditions of the Options.

(b) Exercise Price

Subject to any variation in share capital, the amount payable upon exercise of each Option will be \$0.024.

(c) Expiry Date

The Options will, except to the extent earlier exercised, expire at 5:00 pm (AEST) on the third anniversary of their issue date (**Option Expiry Date**). Any Option not exercised before the Option Expiry Date will automatically lapse on the Option Expiry Date.

(d) Exercise Period

The Options are exercisable at any time on or prior to the Option Expiry Date (**Exercise Period**).

(e) Notice of Exercise

The Options may be exercised during the Exercise Period by notice in writing to the Company in the manner specified on the Option certificate (**Notice of Exercise**) and payment of the Exercise Price for each Option being exercised in Australian currency by electronic funds transfer or other means of payment acceptable to the Company.

(f) Exercise Date

A Notice of Exercise is only effective on and from the later of the date of receipt of the Notice of Exercise and the date of receipt of the payment of the Exercise Price for each Option being exercised in cleared funds (**Exercise Date**).

(g) Timing of Issue of Shares on exercise

Within 15 Business Days after the Exercise Date, the Company will:

- (i) allot and issue the number of Shares required under these terms and conditions in respect of the number of Options specified in the Notice of Exercise and for which cleared funds have been received by the Company;
- (ii) if required, give ASX a notice that complies with section 708A(5)(e) of the Corporations Act, or if the Company is unable to issue such a notice, lodge with ASIC a prospectus prepared in accordance with the Corporations Act and do all such things necessary to satisfy section 708A(11) of the Corporations Act to ensure that an offer for sale of the Shares does not require disclosure to investors; and
- (iii) if admitted to the official list of ASX at the time, apply for official quotation on ASX of Shares issued pursuant to the exercise of the Options.

If a notice delivered under (g)(iii)) for any reason is not effective to ensure that an offer for sale of the Shares does not require disclosure to investors, the Company must, no later than 20 Business Days after becoming aware of such notice being ineffective lodge with ASIC a prospectus prepared in accordance with the Corporations Act and do all such things necessary to satisfy section 708A(11) of the Corporations Act to ensure that an offer for sale of the Shares does not require disclosure to investors.

(h) Shares issued under exercise

Shares issued on exercise of the Options rank equally with the then issued Shares of the Company.

(i) Quotations of Shares issued on exercise

If admitted to the official list of the ASX at the time, application will be made by the Company to ASX for quotation of the Shares issued upon the exercise of the Options.

(j) Variation of Share Capital

If at any time the issued capital of the Company is reconstructed, the number of Options and the Exercise Price will be adjusted in such a manner as the auditors for the time being of the Company will in writing advise the Directors to be in their opinion fair and reasonable.

(k) Participation in new issues

There are no participation rights or entitlements inherent in the Options and holders will not be entitled to participate in new issues of capital offered to Shareholders during the currency of the Options without exercising the Options.

(l) Change in exercise price

An Option does not confer the right to a change in Exercise Price or a change in the number of underlying securities over which the Option can be exercised.

(m) Quotation of Shares issued on exercise

If the Company is admitted to the official list of ASX at the time of the exercise of the Options, application will be made by the Company to ASX for quotation of the Shares issued upon issue of Shares as a result of that exercise occurring.

(n) Unquoted

The Company will not apply for quotation of the Options on ASX.

(o) Transferability

The Options are transferable subject to any restriction or escrow arrangements imposed by ASX or under applicable Australian securities laws.

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