



ASX Announcement: 7 December 2020

GATEWAY TO IMPLEMENT UNMARKETABLE PARCEL SHARE SALE FACILITY

Gateway Mining Limited (ASX: GML) (**Gateway** or **Company**) is pleased to announce that it has established an Unmarketable Parcel Sale Facility for holders of less than marketable parcels of shares in the Company (**Buy-Back**).

Under the ASX Listing Rules, holdings of Gateway shares valued at a less than \$500 are considered to be less than marketable parcels (**Unmarketable Parcels**).

The board of Gateway recognises that holders of Unmarketable Parcels may find it difficult or costly to dispose of their shares. The Buy-Back has been instituted to enable shareholders holding Unmarketable Parcels (**Eligible Shareholders**) to sell their shares back to the Company at the Buy-Back price of \$0.0282 per share. The Buy-Back price is the simple average of the last sale price for each of the ten trading days immediately preceding the record date being 3 December 2020. The Buy-Back price has been determined in accordance with the Company Constitution.

On the basis of the Buy-Back price per share and the register of members of Gateway as at 7:00pm (AEDT) on 3 December 2020:

- (a) An Unmarketable Parcel of shares is any shareholding of less than 17,731 shares;
- (b) 737 out of 2,755 Gateway Shareholders hold an Unmarketable Parcel; and
- (c) The total value of Gateway fully paid ordinary shares held by all holders of Unmarketable Parcels is A\$91,609.82.

Gateway shareholders who own 17,731 or more shares will not be eligible to participate in the Buy-Back.

Gateway is offering the Buy-Back to shareholders who hold Unmarketable Parcels so that they can sell and realise their shares without incurring brokerage and other expenses. The Company will pay all of the costs associated with the Buy-Back (excluding tax consequences from the sale, which remains the responsibility of Eligible Shareholders).

By facilitating the sale of Unmarketable Parcels, the Company expects to significantly reduce the administrative costs associated with maintaining a large number of small holdings, including the substantial costs associated with registry, printing and mailing documentation to shareholders.

The shares acquired by the Company under the Buy-Back will be cancelled in accordance with the *Corporations Act 2001* (Cth) (**Corporations Act**). In accordance with the Corporations Act, the Company does not require shareholder approval for the buy-back of these shares.

A copy of the letter which will be sent to Eligible Shareholders is attached. Eligible Shareholders who wish to retain their shares must complete a Notice of Retention and return it to the company by 7:00pm (AEDT) on 25 January 2021. Eligible Shareholders who wish to have their shareholding purchased by the Company under the Buy-Back need not do anything.

A summary of the key dates in relation to the Buy-Back is as follows:

Key Dates*	
Unmarketable Parcel Record Date	7pm (AEDT) 3 December 2020
Letter to holders of Unmarketable Parcels	7 December 2020
Closing Date for receipt of Share Retention Form	7pm (AEDT) 25 January 2021
Eligible shareholders whose shares were bought back through the Buy-Back will have proceeds remitted to them.	As soon as practicable after Closing Date

*Gateway reserves the right to change any of the dates referred to in this letter by notice to the ASX.

Shareholders with queries regarding the operation of the Buy-Back may contact the Company's share registry Automic on 1300 288 664 (+61 2 9698 5414 if overseas).

This released has been authorised by:

Kar Chua
Company Secretary
Gateway Mining Limited

Investors
Peter Langworthy
Managing Director
T: 02 8316 3998
or
Kar Chua
Company Secretary
T: 02 8316 3998

Media
Nicholas Read
Read Corporate
T: 08 9388 1474



7 December 2020

Dear Shareholder,

Unmarketable Parcels Buy-Back

As announced on 7 December 2020 Gateway Mining Limited (ASX:GML) (**Gateway** or the **Company**) intends to complete a buy-back of ordinary shares for shareholders that hold less than a marketable parcel of shares as at 7pm (AEDT) on 3 December 2020 (**Record Date**).

The board of Gateway recognises that holders of shares valued at less than \$500 (**Unmarketable Parcels**) may find it difficult or costly to dispose of their shares. In order to allow these shareholders to sell their shares without incurring brokerage and other expenses, and to reduce the share registry and other administrative costs for the Company, the Directors of Gateway have resolved to undertake a buy-back of Unmarketable Parcels under the terms set out in this letter, the ASX listing Rules, the Corporations Act 2001 (Cth) (**Corporations Act**) and the procedure in the Company's Constitution (**Buy-Back**).

Shares purchased by Gateway under the Buy-Back will be cancelled in accordance with the Corporations Act.

Based on the Buy-Back price of \$0.0282 per share, an Unmarketable Parcel is any shareholding of less than 17,731 shares. The Buy-Back Price has been determined in accordance with the Company's Constitution. Our share registry shows that the number of shares held by you or an entity that is associated with you as at the Record Date is an Unmarketable Parcel.

On the basis of the Buy-Back price of \$0.0282 and the Gateway register of members as at the Record Date:

- (a) an Unmarketable Parcel of shares is any shareholding of less than 17,731 shares;
- (b) currently there are 737 registered shareholders that hold less than a marketable parcel of shares comprising 3,248,575 shares;
- (c) the aggregate value of Gateway shares held by all holders of Unmarketable Parcels based on the Buy-Back price is \$91,609.82.

Your Options

1. If you would like the Company to purchase your Unmarketable Parcel of shares for \$0.0282 per share, **you do not need to do anything**.

2. If you do not want your shares to be purchased by the Company under the Buy-Back, **you must** complete the enclosed Notice of Retention and return it to Automic Pty Ltd (**Automic**), GPO Box 5193, Sydney, NSW 2001, Australia by no later than 7pm (AEDT) on 25 January 2021 (**Closing Date**).

If on the Closing Date the value of your shares has increased such that you no longer hold an Unmarketable Parcel (e.g. due to an increase in the Company's share price or the number of shares you hold), your shares **will not be bought back by the Company**.

Please note that the Company will not buy-back your shares in the event a third party announces a takeover offer of the Company. In accordance with its continuous disclosure obligations, the Company may release information to the ASX which may affect your decision as to whether you wish to sell or retain your shares. If such information is released, it will be published on the ASX website (www.asx.com.au, ASX code: GML).

You are advised to allow reasonable time for the Notice of Retention to be received by Automic by the Closing Date. If you hold shares in multiple holdings, some of which are Unmarketable Parcels, then the Company will purchase those Unmarketable Parcels unless a Notice of Retention is received for each holding. You may wish to consider contacting the share registry, Automic, to amalgamate your holdings. This may result in your holding no longer being classified as an Unmarketable Parcel.

If your shareholding is purchased, the sale proceeds will be forwarded to you by Automic on behalf of the Company as soon as practicable after the Closing Date.

Australian residents who have provided Automic, with their bank account details will be paid their sales proceeds in Australian dollars by direct credit. Non-resident shareholders who do not have an account with an Australian Financial Institution or Australian shareholders who do not have bank account details recorded against their shareholding account with Gateway will be paid in Australian dollars by cheque.

Key Dates

A summary of the key dates in relation to the Buy-Back is as follows:

Key Dates	
Unmarketable Parcel Record Date	7pm (AEDT) 3 December 2020
Letter to holders of Unmarketable Parcels	7 December 2020
Closing Date for receipt of Share Retention Form	7pm (AEDT) 25 January 2021
Eligible shareholders whose shares were bought back through the Buy-Back will have proceeds remitted to them.	As soon as practicable after Closing Date

The Company makes no recommendation as to whether you should participate in the Buy-Back. You should seek independent professional advice when deciding whether to retain your shares and if you have any questions on how the sale may affect you.

It is important to note that the market price of Gateway shares may change from time to time. The Buy-back price under the Buy-Back may be less than the actual market price at the time of sale and may not be the best price obtainable on the day your Gateway shares are bought back.

While the Company will pay for all costs associated with the sale, any taxation consequences arising from the sale of Unmarketable Parcels under this Buy-Back will be your responsibility. Please consult your legal, financial or taxation adviser if you require information regarding possible taxation implications of the sale of Unmarketable Parcels under the Buy-Back.

If you require further information in respect of the Buy-back, please contact the Gateway share registry, Automic on 1300 288 664 (within Australia) or on +61 2 9698 5414 on business days between the hours of 9am and 5pm (AEDT) Monday to Friday.

Yours faithfully,

Kar Chua
Company Secretary
Gateway Limited

INFORMATION SHEET – UNMARKETABLE PARCELS BUY-BACK

What is an unmarketable parcel of shares?

Under the ASX Listing Rules, any shareholding valued at less than \$500 is considered to be less than a marketable parcel of shares.

As at the close of trade on the Record Date, an unmarketable parcel of Gateway shares is any shareholding of less than 17,731 shares based on the Buy-Back price of \$0.0282 per share.

This represents 3,248,575 shares held by 737 registered shareholders.

What was the closing price at the Record Date?

The closing price of a share in the Company at the Record Date was \$0.032 per Share.

Why is the Buy-Back being conducted?

The board of Gateway recognises that holders of Unmarketable Parcels may find it difficult or costly to dispose of their shares. In order to allow these shareholders to sell their shares without incurring brokerage and other expenses, and to reduce the share registry and other administrative costs for the Company, the Directors of Gateway have resolved to undertake the Buy-Back.

What do I need to do to sell my shares?

Nothing. Your Unmarketable Parcel will be purchased by the Company unless you return a Notice of Retention by the Closing Date.

What price will I receive for my shares?

In accordance with the Company's constitution, the price that you will receive for your shares under the Buy-Back is \$0.0282 per share. The Buy-Back price is the simple average of the last sale price for each of the ten trading days immediately preceding the record date being 3 December 2020.

Do I need to pay anything if I participate in the Buy-Back

The Company will pay all costs and expenses arising in connection with the Buy-Back. Any tax consequences from the sale will be your responsibility.

When will I receive the proceeds of the Buy-Back?

If your shareholding is purchased, the sale proceeds will be remitted to you by the Company's share registry Automic as soon as practicable after the Closing Date.

Australian residents who have provided Gateway's share registry, Automic, with their bank account details will be paid their sales proceeds in Australian dollars by direct credit. Non-resident shareholders who do not have an account with an Australian Financial Institution or Australian shareholders who do not have bank account details recorded against their shareholding account with Automic will be paid in Australian dollars by cheque.

If your direct credit details or address require updating, you can amend your details by contacting Automic.

What do I need to do to retain my shares?

You have two options if you wish to keep your shares:

- (a) you must complete the enclosed Notice of Retention and return it to Automic Pty Ltd, GPO Box 5193, Sydney NSW 2001, Australia by no later than 7pm (AEDT) on the Closing Date.

Please ensure your completed form is received by 7pm (AEDT) on the Closing Date. If your completed form is received by that time, your shares will not be sold. Written instructions should be mailed on the same address if you wish to withdraw your Notice of Retention after you have lodged it.

- (b) Increase the number of Gateway shares you hold to a marketable parcel, by merging multiple holdings or acquiring additional Gateway shares such that your registered holding at the Closing Date is 17,731 shares or greater.

What happens if I do not submit a Notice of Retention?

If your shareholding remains as an Unmarketable Parcel of shares at the Closing Date, all shares held under the Securityholder Reference Number (**SRN**) or Holder Identification Number (**HIN**) will be bought-back and cancelled by Gateway.

Where can I get further information?

If you have any further questions concerning your shareholding or how the Buy-back will work, please contact Gateway's share registry, Automic by telephone on 1300 288 664 (within Australia) or on +61 2 9698 5414 (outside of Australia) on business days between the hours of 9am and 5pm (AEDT) Monday to Friday.

Important Notes

Gateway reserves the right to change any of the dates referred to in this letter by notice to the ASX.

This letter and accompanying information sheet do not constitute advice and are not intended as a recommendation to buy, sell, or hold shares, or as a recommendation that the Buy-Back is the best way to sell your shares.

The sale of shares may have tax consequences. If you are in doubt about what to do, you should consult your independent legal, financial or taxation adviser.



GATEWAY MINING LIMITED | ACN 008 402 391

Return your Form:



By Mail:

GPO Box 5193, Sydney NSW 2001

For All enquiries

1300 288 664 (within Australia)

+61 2 9698 5414 (international)

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

Record Date: 7pm (AEDT) 3 December 2020

No. of Securities Held: [GMLUMP20WKHolding]

Security Code: GML

Holder Reference (SRN/HIN): [HolderNumber]

UNMARKETABLE PARCEL: SHARE SALE ELECTION FORM

IMPORTANT: YOUR ELECTION MUST BE RECEIVED BY NO LATER THAN 7PM (AEDT) 25 JANUARY 2021

This is an important document and requires your immediate attention. This document should be read in conjunction with the enclosed shareholder letter. If you are in any doubt as to how to deal with this form, you should consult your professional advisor.

Option A: Elect Online (Recommended)

Visit <https://investor.automic.com.au/#/home>

To elect online, simply scan the barcode to the right with your tablet or mobile device or enter the above link into your browser. Instructions lodging your election online and accessing this portal are provided in the section overleaf.

- ✓ **It's fast and simple:** Electing online is very easy to do, it eliminates any postal delays and removes any potential risk of it being lost in transit.
- ✓ **It's secure and confirmed:** Electing online provides you with greater privacy over your instructions and provides you with confirmation that your Election has been successfully processed.



Option B: Paper Election

Step 1: Make your election below:

A PLEASE TICK THE BOX TO INDICATE YOU WISH TO RETAIN YOUR SHARES

☐

B REQUEST FOR DIRECT CREDITING OF PAYMENTS – SELL YOUR SHARES

Please provide your EFT details below.

BSB Number

Account Number

Name in which account is held (e.g.: John Smith)



DO NOT USE YOUR CARD NUMBER
If you are unsure of your account or BSB number, please check with your bank, building society or credit union.

Note: Do not complete section B if you wish to retain your shares. By completing your details online OR above you are agreeing to the sale of your shares even if you tick the above box in section A.

Step 2: Provide your contact details:

Telephone Number

Contact Name (PLEASE PRINT)

Email Address

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

Step 3: Sign and return the form in accordance with the instructions provided:

I/We authorise you to act in accordance with my/our instructions set out above. I/We acknowledge that these instructions supersede and have priority over all previous instructions relating to payments to which I/we am/are entitled to be paid in cash.

Individual or Securityholder 1

Securityholder 2

Securityholder 3

Sole Director or Sole Director &
Sole Company Secretary

Director

Director/Company Secretary



INSTRUCTIONS FOR COMPLETION OF THIS FORM

ELECTION OPTIONS

A: RETENTION OF SHARES

If you wish to retain your shares, please place a tick in the box provided. Should you validly sign the form but fail to place a tick in the box, it will be at the Company's discretion as to whether or not it is your intention to retain your shares.

B: SELLING YOUR SHARES - REQUEST FOR DIRECT CREDITING OF PAYMENTS

If you wish to sell your shares, please provide your bank details in this section. Do not complete this section if you wish to retain your shares. If you provide your direct credit instruction details, you are agreeing to the sale of your shares even if you have placed a tick in Box A.

SIGNING REQUIREMENTS

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 must sign.
Power of Attorney:	If any signatory signs under Power of Attorney, please attach an originally certified photocopy of the Power of Attorney to this Form when you return it.
Companies:	To be signed in accordance with your Constitution. Please sign in the box which indicates the office held by you.
Estates:	If any signatory signs in the capacity of Executor/s, please attach to this Form when you return it, a certified photocopy of the Probate or Death Certificate together with the Will.

LODGING YOUR SHARE SALE FACILITY FORM



IMPORTANT! Election Forms cannot be returned by fax or email.

Your Acceptance Form must be returned via one of the return methods provided below.

Due to recent changes to delivery times by Australia Post, standard delivery may now take up to six Business Days, or longer from regional areas. Shareholders should bear this in mind when returning Election Forms using Australia Post.

ONLINE

Visit <https://investor.automic.com.au>

Login with your existing Username and Password

Once you are logged in, select "Offers" from the left-hand vertical menu and follow the prompts.

If you have not yet established an online account, visit <https://investor.automic.com.au/#/signup>

1. Select "Gateway Mining Limited" from the dropdown list in the Issuer Name Field
2. Enter your Holder Reference (SRN/HIN) as shown on the top of this letter
3. Enter your postcode OR country of residence (only if outside Australia)
4. Tick the box "I'm not a robot" and then select "Next"
5. Complete the prompts to set up your username and password details

Once you are logged in, select "Offers" from the left-hand vertical menu and follow the prompts.

BY MAIL

Gateway Mining Limited – Unmarketable Parcel Share Sale Facility

C/- Automic Group

GPO Box 5193

Sydney NSW 2001

BY HAND DELIVERY (Between Sydney office hours 9.00am – 5.00pm AEDT)

Automic Group

Level 5

126 Phillip Street

Sydney NSW 2000

YOUR SHARE SALE FACILITY FORM MUST BE RECEIVED BY NO LATER THAN 7PM (AEDT) 25 JANUARY 2021