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14 February 2018

Dear Shareholder

Gateway Mining Ltd – Non-Renounceable Entitlements Issue

Gateway Mining Limited (ACN 008 402 391) (**Company**) has announced a non-renounceable entitlement issue of one (1) Share for every one (1) Share held by eligible shareholders at an issue price of \$0.012 per Share (**New Shares**), to raise up to \$3,821,076 before costs (together with one (1) free attaching option for every five (5) Shares subscribed for and issued (**New Option**)) (**Offer**). The Company lodged a prospectus for the Offer (**Prospectus**) with ASIC and ASX on 13 February 2018.

The Offer is being made to all shareholders (**Shareholders**) of the Company named on its register of members at 5:00pm on 19 February 2018 (**Record Date**), whose registered address is in Australia or New Zealand.

Under the offer eligible Shareholders will be offered one (1) New Share for every share held in the Company at the Record Date. Eligible Shareholders will also receive one (1) free attaching option for every five (5) New Shares subscribed for and issued.

Each New Share will rank equally with all fully paid ordinary shares in the capital of the Company already on issue (**Shares**). The offer can be accepted at any time up to the closing date of 9 March 2018.

Following completion of the Offer, the Company will have issued approximately 318,422,962 New Shares and 63,684,593 New Options (assuming full subscription).

The purpose of the Offer is to raise up to \$3,821,076 before costs. The funds raised from the Offer are planned to be used in accordance with the table set out below:

Proceeds of the Offer ¹	Full Subscription (\$m)	%
Repayment of Loans	\$0.480	12.56%
Capital Raising Fees	\$0.230	6.02%
Legal Fees	\$0.070	1.83%
Exploration Costs	\$2.600	68.04%
Working Capital	\$0.441	11.54%
Total	\$3.821	100.00%

The Offer is partially underwritten by Enrizen Capital Pty Limited (**Underwriter**) up to \$2,000,000. The Company must pay the Underwriter and underwriting fee of 6%. Subject to agreements with sub-underwriters, the Underwriters will pass on a fee, in either Shares or cash, to sub-underwriters. The Company may, subject to Shareholder approval if necessary, pay the Underwriter their fee in Shares. The Company confirms that the fee will not be paid in Shares to the Underwriter where the issue of Shares would result in their respective interests going above 19.99%.

Ineligible Shareholders

A Shareholder who has a registered address outside Australia and New Zealand (**Ineligible Shareholder**) will not be eligible to participate in the Offer.

You are not eligible to participate in the Offer and you will not be sent a copy of the Prospectus or the Entitlement and Acceptance Form. The decision has been made pursuant to Listing Rule 7.7.1(a) of the ASX Listing Rules after taking into consideration the costs of complying with legal and regulatory requirements in jurisdictions outside of Australia and New Zealand compared with the small number of Ineligible Shareholders and the number and value of New Shares and New Options to which they would otherwise be entitled.

If you have any queries regarding the Offer, please contact your financial adviser or Gary Franklin, the Company Secretary, on +61 2 8316 3998.

Yours sincerely

Gary Franklin
Company Secretary