

CUE MINING AGREEMENT

Highlights

- **Purchase Agreement with Adaman Resources to mine and process GSM's gold bearing tailings at Cue**
 - **Purchase price structured as a 50:50 profit share arrangement**
 - **~48,000 tonnes agreed to be processed at the Kirkalocka gold plant**
 - **Minimal risk: No Capex or Opex requirement for GSM**

Golden State Mining Limited (ASX code: "GSM" or the "Company") is pleased to announce that it has entered into a purchase agreement with a subsidiary of Adaman Resources Pty Ltd ("Adaman") for the mining and processing of remnant mine tailings and stockpiles located on its Cue Project at the historic Cue No.1 and Salisbury mines.

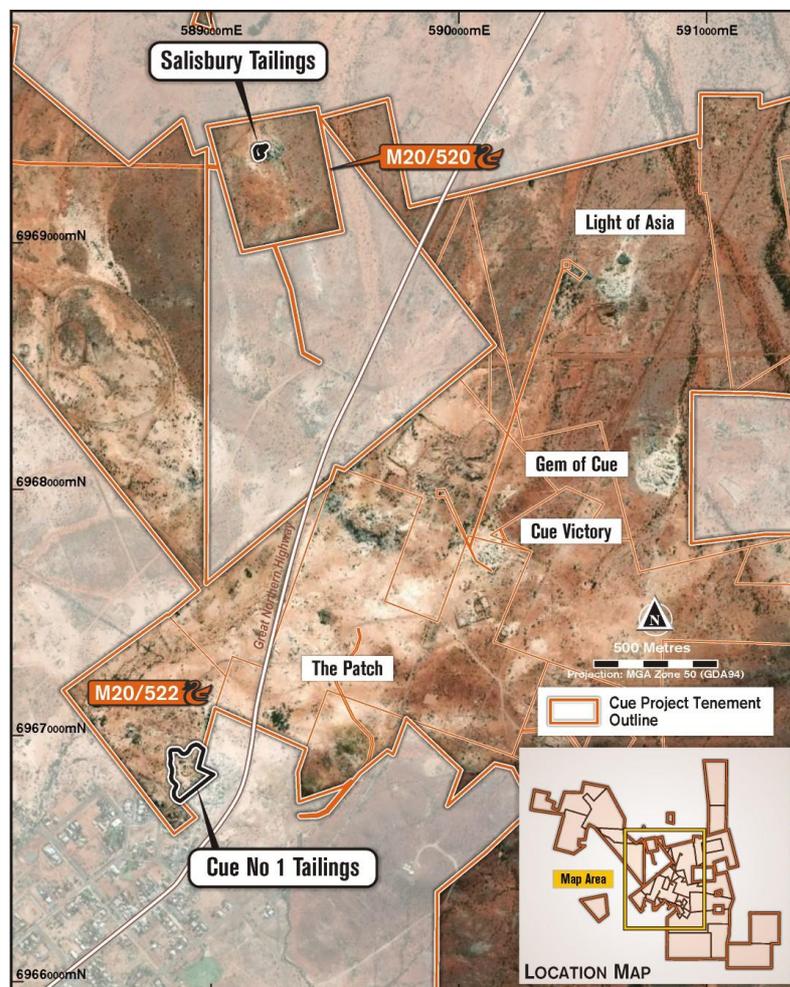


Figure 1: Cue Project Tailings Plan.

Golden State's Managing Director, Michael Moore commented: "The signing of the Cue purchase agreement has the potential to provide a modest funding source for the Company as it commences the Aircore drilling campaign at Yule South in late June. The Company is continuing to review further opportunities for shallow mining and reprocessing of mine tailings at Cue, where it presents minimal risk and is financially attractive to do so."

Cue Project 100% GSM

Mining Agreement

An agreement has been signed with Adaman to purchase, mine and process approximately 48,000 tonnes of remnant mine tailings (battery sands) from the historic Cue No. 1 and Salisbury mines.

Adaman will process the sands at its Kirkalocka Gold Mine processing plant and has ready access to mining, haulage and transport equipment.

The agreement is subject to a condition precedent, which requires both parties to be satisfied with the outcome of a 1,000 tonne bulk sample (anticipated to commence late July, subject to finalising all regulatory approvals) and each party retains the right to terminate the agreement by giving the other party 30 days' notice (so there is no guarantee that the purchase, mining and processing of any or all of the battery sands will proceed, or that it will yield the stated tonnes or any financial benefit to the Company; the Company will keep the market informed of any material developments).

The sale price for the battery sands will be driven by a formula based on the tonnes finally trucked/processed (adjusted for moisture), gold recovered, the gold price achieved and certain agreed costs – but the price is conceptually structured similar to a 50:50 profit share and cannot be negative.

Subject to satisfaction of the condition precedent, the mining and processing of the sands is anticipated to take approximately 2-3 months commencing in August. Scheduling is anticipated to fit in with Adaman's existing feed sources and regional supply logistics.

Cue No 1 and Salisbury Mines

The Cue No.1 Mine was one of the larger deposits in the immediate Cue area and produced a recorded 37,000 ounces of gold at an average grade of 31g/t during the early 1900's. The Salisbury Mine was a less significant producer at the time with a total recorded output of 5,902 ounces at an average grade of 18.51 g/t. There are approximately 90 auriferous reefs hosted in the Cue Granite Complex which have been mined for gold mainly between 1891-1914. These reefs in combination with alluvial sources have produced a significant amount of gold historically with a total recorded gold production of approximately 247,000 ounces of gold at an average grade of 22 g/t recorded from the Cue Mining Centre prior to 1986¹.

In addition to the Cue No. 1 and Salisbury tailings there are several other historic mine tailings dumps and mine stockpiles within the Cue Project tenements that potentially could also be processed, including tailings and stockpiles at 'Light of Asia', 'Cue Victory' and 'Gem of Cue' (Figure 1).

Adaman Tailings Assessment

The assessment of historic mine dumps and stockpiles by Adaman included an unmanned aerial drone survey (UAV) and the drilling of 15 auger holes at the Cue No.1 and Salisbury Mines (Appendix 1, Table 1). Seven auger samples taken from the Salisbury tailings returned an average grade of 0.78 g/t gold and eight samples taken from the Cue No 1 tailings returned an average grade of 1.29g/t gold. These gold grade estimates are consistent with those obtained by previous operators performing similar assessments. Results of metallurgical tests on composite samples of auger drilling from each tailings dump is set out in Table 2. Details of the sampling and assay procedures are included in Appendix 1 and the accompanying JORC Table 1.

For further information please contact:

- Mike Moore (Managing Director) on 08 6323 2384 / 0438 938 934
- Greg Hancock (Non-Executive Director) 08 6323 2384 / 0418 263 388

¹ Refer to GSM IPO prospectus dated 22 August 2018.

BOARD OF DIRECTORS

Damien Kelly
Non-Executive Chairman

Michael Moore
Managing Director

Brenton Siggs
Non-Executive Director

Greg Hancock
Non-Executive Director

ISSUED CAPITAL

Shares	45.8 m
Options	9.2 m

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FORWARD LOOKING STATEMENTS

As a result of a variety of risks, uncertainties and other factors, actual events, trends and results may differ materially from any forward looking and other statements mentioned or implied herein not purporting to be of historical fact. In certain cases, forward-looking information may be identified by (without limitation) such terms as "anticipates", "believes", "should", "could", "estimates", "target", "likely", "plan", "expects", "may", "intend", "shall", "will", or "would". Any statements concerning mining reserves, resources and exploration results may also be forward looking in that they involve estimates based on assumptions. Forward looking statements are based on management's beliefs, opinions and estimates as of the respective dates they are made. The Company does not assume any obligation to update forward looking statements even where beliefs, opinions and estimates change or should do so given changed circumstances and developments.

COMPETENT PERSONS STATEMENT

The information in this report that relates to historical production figures, is based on information compiled by Geoff Willetts who is a Member of the Australian Institute of Geoscientists (AIG). Geoff Willetts is the Exploration Manager, a full-time employee of Golden State Mining Limited (GSM) and holds shares and options in the Company.

Geoff Willetts has sufficient experience relevant to the style of mineralisation and type of deposit under consideration and to the activity currently being undertaken to qualify as a Competent Person as defined in the 2012 edition of the "Australasian Code for Reporting of Exploration Results, Mineral Resources and Ore Reserves". Geoff Willetts consents to the inclusion in this report of the matters based on his information in the form and context in which it appears. Information on previous explorers and historical results are summarised in the Independent Geologist's Report of the Golden State Mining Limited Prospectus dated 22 August 2018.

The information in this report set out under the heading "Adaman Tailings Assessment" (including Appendix 1 and the accompanying JORC tables) that relates to Exploration Results is based on information compiled by Jeremy Peters who is a Fellow of the Australian Institute of Mining and Metallurgy (AusIMM) and Chartered Professional Geologist and Mining Engineer of that organisation. Jeremy Peters is employed by Burnt Shirt Pty Ltd, which provides consulting services to Adaman Resources Pty Ltd.

Jeremy Peters has sufficient experience relevant to the style of mineralisation and type of deposit under consideration and to the activity currently being undertaken to qualify as a Competent Person as defined in the 2012 edition of the "Australasian Code for Reporting of Exploration Results, Mineral Resources and Ore Reserves". Jeremy Peters consents to the inclusion in this report of the matters based on his information in the form and context in which it appears.

This release was authorised by Mr. Michael Moore, Managing Director of Golden State Mining Limited.

APPENDIX 1 Gold Intercepts

Table 1. Cue Auger Sampling –Gold Assay Results

Location	Sample ID	East	North	RL(m)	Azimuth	Dip	From	To	Interval (m)	Au (ppm)
Salisbury	AR18886	589,186	6,969,379	453.33	0	-90	0	2	2	0.46
Salisbury	AR18887	589,188	6,969,362	453.14	0	-90	0	1.5	1.5	0.34
Salisbury	AR18888	589,196	6,969,359	453.15	0	-90	0	1.5	1.5	1.43
Salisbury	AR18889	589,219	6,969,389	453.24	0	-90	0	1.7	1.7	0.51
Salisbury	AR18890	589,202	6,969,382	452.34	0	-90	0	1	1	1.41
Salisbury	AR18891	589,206	6,969,373	451.96	0	-90	0	0.8	0.8	0.68
Salisbury	AR18892	589,184	6,969,351	452.23	0	-90	0	1.1	1.1	0.64
									Average	0.78
Cue No 1	AR18893	588,918	6,966,787	457.49	0	-90	0	2.3	2.3	1.64
Cue No 1	AR18894	588,902	6,966,772	458.43	0	-90	0	2.6	2.6	1.36
Cue No 1	AR18895	588,884	6,966,762	457.31	0	-90	0	2.2	2.2	1.83
Cue No 1	AR18896	588,888	6,966,779	457.72	0	-90	0	2.8	2.8	1.02
Cue No 1	AR18897	588,894	6,966,790	457.82	0	-90	0	2.6	2.6	1.4
Cue No 1	AR18898	588,930	6,966,803	457.79	0	-90	0	1	1	1.04
Cue No 1	AR18899	588,934	6,966,826	457.75	0	-90	0	0.6	0.6	0.65
Cue No 1	AR18900	588,936	6,966,841	457.59	0	-90	0	0.7	0.7	1.4
									Average	1.29

Note

- 1) Single composite samples were collected for the entire length of the Auger holes.
- 2) All samples are analysed using the PAL (Pulverise and Leach) technique gold analysis (0.005ppm detection limit) at the Kirkalocka Mine Laboratory, Western Australia
- 3) Average grades calculated using simple average of samples
- 4) g/t (grams per tonne), ppm (parts per million), ppb (parts per billion), X = below detection limit
- 5) Type: AR = Auger
- 6) Coordinates are in GDA94, MGA Z50

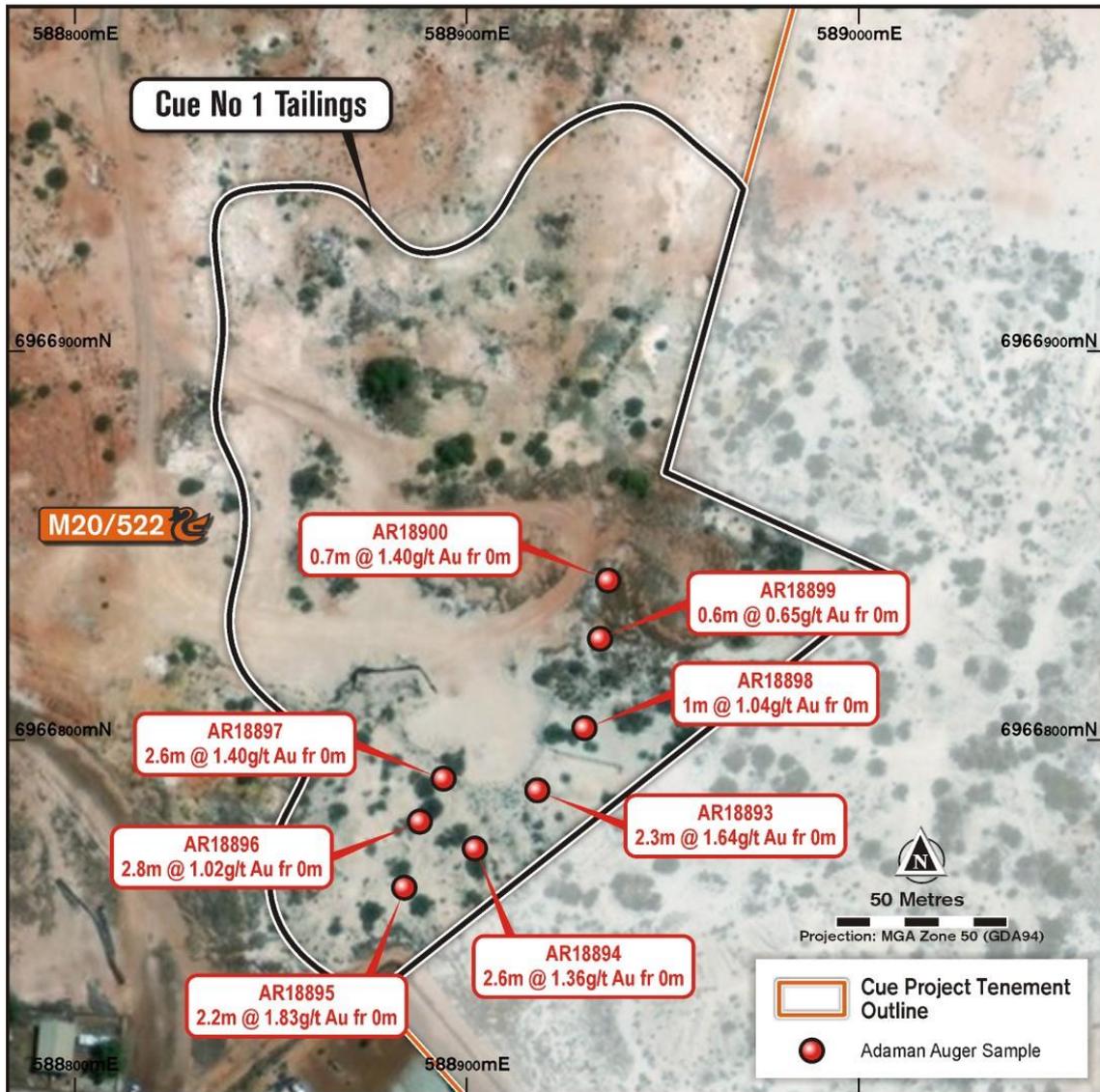


Figure 2: Cue No 1 Auger Sample Location Plan.

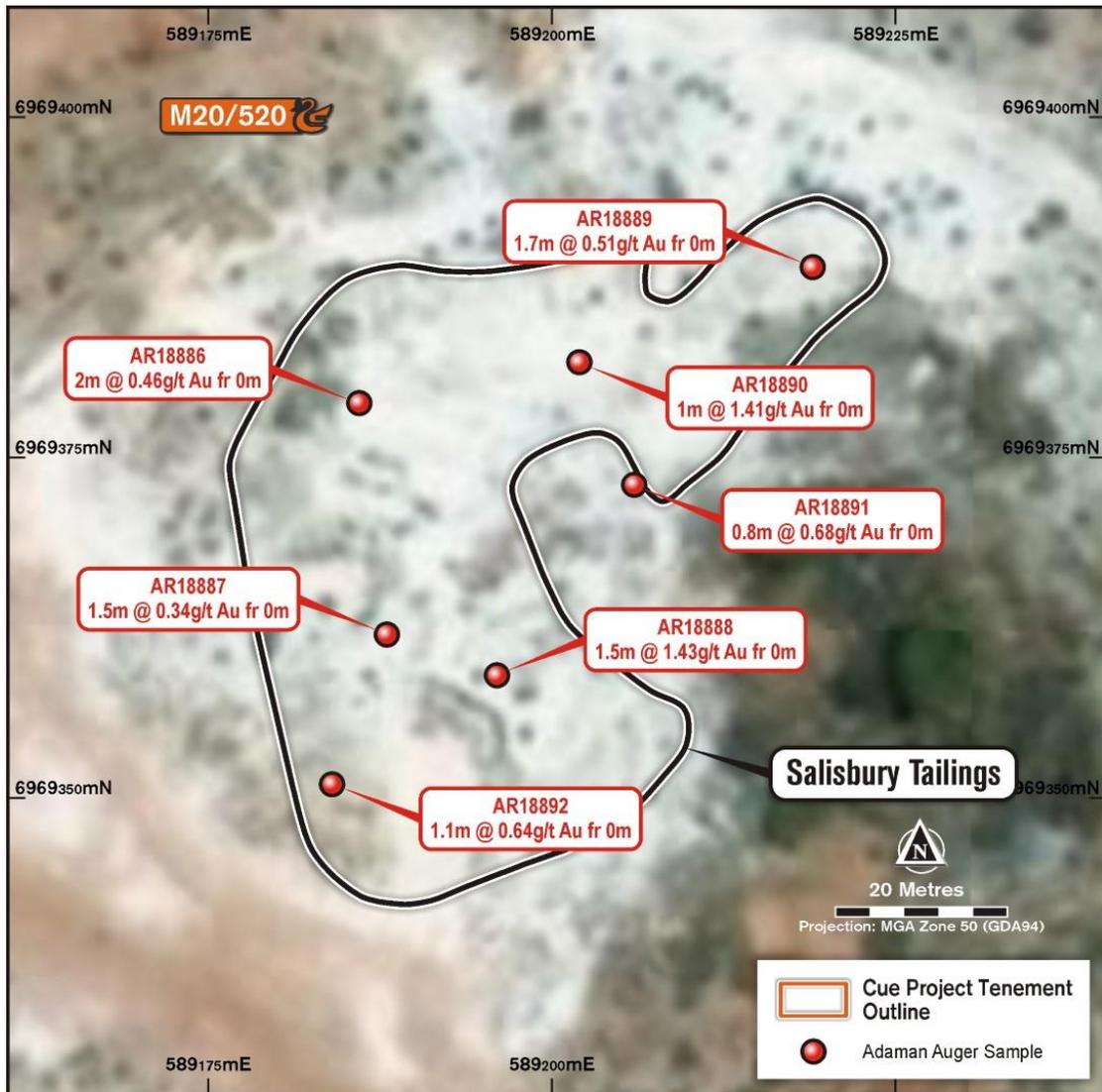


Figure 3: Salisbury Auger Sample Location Plan.

Table 2. Metallurgical Sample Head Assay Analysis and Direct Leach Results

Dump	Sample No.	Sample Weight (g)	Average Head Grade (Au g/t)	Calc. Head Assay (Au g/t)	Total Extraction (%)
Salisbury	BL1039	1000	0.68	0.78	41.03
Cue No. 1	BL1040	1000	1.62	1.52	80.28

- 1) Assay data and extraction provided by ALS global laboratory bottle roll test work
- 2) Grind size P80: 212µm and a start NaCN dosage of 0.030%
- 3) Metallurgical samples are composite samples of the total remnant auger sample residues

JORC CODE, 2012 Edition - Table 1 Report – Cue Project

SECTION 1: SAMPLING TECHNIQUES AND DATA

Criteria	JORC Code Explanation	Commentary
Sampling techniques	<ul style="list-style-type: none"> Nature and quality of sampling (e.g. cut channels, random chips, or specific specialised industry standard measurement tools appropriate to the minerals under investigation, such as down hole gamma sondes, or handheld XRF instruments, etc). These examples should not be taken as limiting the broad meaning of sampling. Include reference to measures taken to ensure sample representivity and the appropriate calibration of any measurement tools or systems used. Aspects of the determination of mineralisation that are Material to the Public Report. In cases where 'industry standard' work has been done this would be relatively simple (e.g. 'reverse circulation drilling was used to obtain 1 m samples from which 3 kg was pulverised to produce a 30 g charge for fire assay'). In other cases, more explanation may be required, such as where there is coarse gold that has inherent sampling problems. Unusual commodities or mineralisation types (e.g. submarine nodules) may warrant disclosure of detailed information. 	<ul style="list-style-type: none"> The Auger sampling reported in this release has been completed by Cadre Geology and Mining Pty Ltd under the supervision of Adaman Resources and GSM personnel. Cadre were contracted to supply a qualified geologist operating a light vehicle-mounted auger rig. The Salisbury and Cue 1 dumps were sampled on 15 March 2020, drilling through the sands from the top of the dump, where accessible, until the substrate was intersected. Seven samples were collected from the Salisbury dump and eight from the Cue 1 dump. Samples were collected from the hole collar and split with a portable riffle splitter into numbered calico bags of about 3kg. Program work utilised sampling procedures and protocols in line with industry best practice. Metallurgical samples are composited from the total remnant auger sample residues. A 1kg sample is split from approx. 20kg of homogenised sample taken separately from Salisbury and Cue No 1 samples.
Drilling techniques	<ul style="list-style-type: none"> Drill type (e.g. core, reverse circulation, open-hole hammer, rotary air blast, auger, Bangka, sonic, etc) and details (e.g. core diameter, triple or standard tube, depth of diamond tails, face-sampling bit or other type, whether core is oriented and if so, by what method, etc). 	<ul style="list-style-type: none"> Light vehicle-mounted auger rig.
Drill sample recovery	<ul style="list-style-type: none"> Method of recording and assessing core and chip sample recoveries and results assessed. Measures taken to maximise sample recovery and ensure representative nature of the samples. Whether a relationship exists between sample recovery and grade and whether sample bias may have occurred due to preferential loss/gain of fine/coarse material. 	<ul style="list-style-type: none"> Auger drill samples were good quality, negligible contamination and >99% dry. Diligent drilling and ROP (Rate of Penetration) provided very good sample recovery. Sample recovery data and sample condition (dry, wet, moist) was recorded at time of drilling. Insufficient sample population to determine whether relationship exists between sample recovery and grade. The quality of the sample (wet, dry, low recovery) was recorded during logging.
Logging	<ul style="list-style-type: none"> Whether core and chip samples have been geologically and geotechnically logged to a level of detail to support appropriate Mineral Resource estimation, mining studies and metallurgical studies. Whether logging is qualitative or quantitative in nature. Core (or costean, channel, etc) photography. The total length and percentage of the relevant intersections logged. 	<ul style="list-style-type: none"> Only basic observations of sample quality and substrate were recorded by a qualified geologist.
Sub-sampling techniques and sample preparation	<ul style="list-style-type: none"> If core, whether cut or sawn and whether quarter, half or all core taken. If non-core, whether riffled, tube sampled, rotary split, etc and whether sampled wet or dry. For all sample types, the nature, quality and appropriateness of the sample preparation technique. Quality control procedures adopted for all sub-sampling stages to maximise representivity of samples. 	<ul style="list-style-type: none"> No Core Composite samples of the total drill depth were collected by scoop or PVC spear and sampling of 1m intervals directly off a portable splitter into pre-numbered calico bags. Sample weight 2 - 3 kg. Collected samples bags placed in labelled and numbered plastic and/or

Criteria	JORC Code Explanation	Commentary
	<ul style="list-style-type: none"> Measures taken to ensure that the sampling is representative of the in-situ material collected, including for instance results for field duplicate/second-half sampling. Whether sample sizes are appropriate to the grain size of the material being sampled. 	<p>polyweave bags for despatch to assay laboratory.</p> <ul style="list-style-type: none"> The sample preparation of the Auger samples follows industry best practice, involving oven drying and pulverising to produce a homogenous sub sample for analysis. No QAQC samples were collected during the Auger program. Standard Laboratory QAQC procedures were in place during assay process.
Quality of assay data and laboratory tests	<ul style="list-style-type: none"> The nature, quality and appropriateness of the assaying and laboratory procedures used and whether the technique is considered partial or total. For geophysical tools, spectrometers, handheld XRF instruments, etc, the parameters used in determining the analysis including instrument make and model, reading times, calibrations factors applied and their derivation, etc. Nature of quality control procedures adopted (e.g. standards, blanks, duplicates, external laboratory checks) and whether acceptable levels of accuracy (ie lack of bias) and precision have been established. 	<ul style="list-style-type: none"> Auger Samples were collected for gold analysis and this analysis work was completed at the Kirkalocka Mine Laboratory. Auger Samples were dried and homogenised in the laboratory analysed using the pulverise and leach (PAL) technique. Quality control process and internal laboratory checks demonstrate acceptable levels of accuracy. At the laboratory, regular assay repeats, lab standards, checks and blanks were analysed Metallurgical Sample Bottle Roll Leach tests completed by ALS global laboratory Perth using Grind size P80: 212µm and a start NaCN dosage of 0.030% Metallurgical Sample extraction and calculated head grade results are based on 24 hour residence time For both of the composite samples, the sodium cyanide consumption was low as well as the lime consumption with Perth tap water
Verification of sampling and assaying	<ul style="list-style-type: none"> The verification of significant intersections by either independent or alternative company personnel. The use of twinned holes. Documentation of primary data, data entry procedures, data verification, data storage (physical and electronic) protocols. Discuss any adjustment to assay data. 	<ul style="list-style-type: none"> The results have been reviewed and verified by qualified and experienced company personnel from Adaman Resources. No holes were twinned. There has been no adjustment to the assay data. The primary gold (Au) field reported by the laboratory is the priority value used for plotting, interrogating, and reporting.
Location of data points	<ul style="list-style-type: none"> Accuracy and quality of surveys used to locate drill holes (collar and down-hole surveys), trenches, mine workings and other locations used in Mineral Resource estimation. Specification of the grid system used. Quality and adequacy of topographic control. 	<ul style="list-style-type: none"> Drill hole positions were surveyed using a hand-held Garmin GPS with a horizontal (Easting/ Northing) accuracy of +-5m. Drill location is managed by the supervising geologist Grid System – MGA94 Zone 50. Topographic elevation captured by using a UAV drone survey with DGPS control
Data spacing and distribution	<ul style="list-style-type: none"> Data spacing for reporting of Exploration Results. Whether the data spacing and distribution is sufficient to establish the degree of geological and grade continuity appropriate for the Mineral Resource and Ore Reserve estimation procedure(s) and classifications applied. Whether sample compositing has been applied. 	<ul style="list-style-type: none"> Hole spacing is random and is based on suitable stockpiles with access for light vehicle auger rig All samples are composite from surface to top of bedrock
Orientation of data in relation to geological structure	<ul style="list-style-type: none"> Whether the orientation of sampling achieves unbiased sampling of possible structures and the extent to which this is known, considering the deposit type. If the relationship between the drilling orientation and the orientation of key mineralised structures is considered to 	<ul style="list-style-type: none"> drill-hole orientations are all vertical and designed to test the entire profile of the remnant stockpiles

Criteria	JORC Code Explanation	Commentary
	<i>have introduced a sampling bias, this should be assessed and reported if material.</i>	
Sample security	<ul style="list-style-type: none"> The measures taken to ensure sample security. 	<ul style="list-style-type: none"> Samples were bagged in labelled and numbered polyweave bags and trucked to the laboratory at Kirkalocka by Cadre field personnel. Samples were then sorted and checked for inconsistencies against lodged Submission sheet by mine laboratory staff. Following analysis, the sample pulps and residues are retained by the mine laboratory in a secure storage yard.
Audits or reviews	<ul style="list-style-type: none"> The results of any audits or reviews of sampling techniques and data. 	<ul style="list-style-type: none"> All sampling and analytical results of the auger sampling program were reviewed by the Exploration Manager and Managing Director. Anomalous gold intersections were checked against previous dump sampling analysis. No specific audits or reviews have been conducted.

Section 2: REPORTING OF EXPLORATION RESULTS – CUE PROJECT

Criteria	JORC Code Explanation	Commentary
Mineral tenement and land tenure status	<ul style="list-style-type: none"> Type, reference name/number, location and ownership including agreements or material issues with third parties such as joint ventures, partnerships, overriding royalties, native title interests, historical sites, wilderness or national park and environmental settings. The security of the tenure held at the time of reporting along with any known impediments to obtaining a licence to operate in the area. 	<ul style="list-style-type: none"> The Cue Project is located adjacent to the township of Cue, in the Murchison region of Western Australia and consists of a generally contiguous package of tenements and applications held (legally or beneficially) by Cue Consolidated Mining Pty Ltd ('CCM'), a subsidiary of Golden State Mining Ltd ('GSM'). Some of the tenements are subject to royalties and other encumbrances set out in the GSM prospectus, dated 22/8/18, also including rights and obligations with the various traditional owner groups that have either granted native title or native title claims that overlap the projects. Further details are set out in the GSM prospectus, dated 22/8/18 – see in particular sections 6 (Solicitor's Report on Tenements - part 8, items 3-8) and 11.1 of the prospectus for a summary of the royalties and other key obligations. The tenements are current and in good standing with the Department of Mines, Industry Regulation and Safety (DMIRS) of Western Australia.
Exploration done by other parties	<ul style="list-style-type: none"> Acknowledgment and appraisal of exploration by other parties. 	<ul style="list-style-type: none"> Considerable previous exploration work was completed on the Cue Project including explorers Newcrest Mining, St Barbara, Metana and Cougar Metals. These and other companies completed phases of geochemistry programs, Vacuum drilling, Aircore (AC), Reverse Circulation (RC) and Diamond drilling (DDH) and further details are reported in the GSM prospectus, dated 22/8/18. Previous work completed on mine dump appraisal has been carried out by several companies including the following: Metana - WAMEX A21508 & A26558

Criteria	JORC Code Explanation	Commentary
		<ul style="list-style-type: none"> • St Barbara Mines - WAMEX A47313 • Swick Resources - GSWA A55907 & A59165 • The assay results and survey volumes returned by recent work is consistent with that obtained by these parties using similar sampling and assaying techniques.
Geology	<ul style="list-style-type: none"> • Deposit type, geological setting and style of mineralisation. 	<ul style="list-style-type: none"> • The Cue Project is located in the Youanmi Terrain of the Archaean Yilgarn Craton. Project-scale geology consists of granite-greenstone lithologies that were metamorphosed to Greenschist facies. The Archaean lithologies are cut by Proterozoic dolerite dykes. More detailed information is provided in the GSM prospectus, dated 22/8/18. • Mineralisation observed to date is similar to the mineralisation historically mined in several workings within the Cue region and within the GSM tenements. All of these deposits are orogenic lode deposits and are characterized by multiple stacked lodes of quartz veins within both the early granitic gneiss or the greenstone sequences of the Luke Creek Group.
Drill hole Information	<ul style="list-style-type: none"> • A summary of all information material to the understanding of the exploration results including a tabulation of the following information for all Material drill holes: <ul style="list-style-type: none"> • easting and northing of the drill hole collar • elevation or RL (Reduced Level – elevation above sea level in metres) of the drill hole collar • dip and azimuth of the hole • down hole length and interception depth • hole length. • If the exclusion of this information is justified on the basis that the information is not Material and this exclusion does not detract from the understanding of the report, the Competent Person should clearly explain why this is the case. 	<ul style="list-style-type: none"> • Table containing drill hole collar, survey and intersection data for material drill holes are included in the Table in appendix 1 of the announcement. • No Information has been excluded.
Data aggregation methods	<ul style="list-style-type: none"> • In reporting Exploration Results, weighting averaging techniques, maximum and/or minimum grade truncations (e.g. cutting of high grades) and cut-off grades are usually Material and should be stated. • Where aggregate intercepts incorporate short lengths of high-grade results and longer lengths of low-grade results, the procedure used for such aggregation should be stated and some typical examples of such aggregations should be shown in detail. • The assumptions used for any reporting of metal equivalent values should be clearly stated. 	<ul style="list-style-type: none"> • Intercepts are reported as down-hole length and average metal or element intercept values. • No upper or lower cut offs applied for grades. • No metal equivalent values or formulas used.
Relationship between mineralisation widths and intercept lengths	<ul style="list-style-type: none"> • These relationships are particularly important in the reporting of Exploration Results. • If the geometry of the mineralisation with respect to the drill hole angle is known, its nature should be reported. 	<ul style="list-style-type: none"> • All results are based on down-hole composite metres.

Criteria	JORC Code Explanation	Commentary
	<ul style="list-style-type: none"> If it is not known and only the down hole lengths are reported, there should be a clear statement to this effect (e.g. 'down hole length, true width not known'). 	
Diagrams	<ul style="list-style-type: none"> Appropriate maps and sections (with scales) and tabulations of intercepts should be included for any significant discovery being reported. These should include, but not be limited to a plan view of drill hole collar locations and appropriate sectional views. 	<ul style="list-style-type: none"> Appropriate summary diagrams are included in the body of this announcement.
Balanced reporting	<ul style="list-style-type: none"> Where comprehensive reporting of all Exploration Results is not practicable, representative reporting of both low and high grades and/or widths should be practiced to avoid misleading reporting of Exploration Results. 	<ul style="list-style-type: none"> All assay results are provided in Appendix 1.
Other substantive exploration data	<ul style="list-style-type: none"> Other exploration data, if meaningful and material, should be reported including (but not limited to): geological observations; geophysical survey results; geochemical survey results; bulk samples – size and method of treatment; metallurgical test results; bulk density, groundwater, geotechnical and rock characteristics; potential deleterious or contaminating substances. 	<ul style="list-style-type: none"> All relevant data has been included within this report. The assay results and survey volumes returned by recent work is consistent with that obtained previous explorers.
Further work	<ul style="list-style-type: none"> The nature and scale of planned further work (e.g. tests for lateral extensions or depth extensions or large-scale step-out drilling). Diagrams clearly highlighting the areas of possible extensions, including the main geological interpretations and future drilling areas, provided this information is not commercially sensitive. 	<ul style="list-style-type: none"> The appropriate next stage of mine planning is currently underway