

ABN: 31 008 402 391
B1/431 Roberts Road, Subiaco WA 6008
Tel: 61 8 6383 9969
Fax: 61 2 8316 3999
Website: www.gatewaymining.com.au



18 July 2022

Dear Shareholder

General Meeting – Notice and Proxy Form

Notice is hereby given that an Extraordinary General Meeting (**Meeting**) of Shareholders of Gateway Mining Limited (**Company** or **Gateway**) will be held at 1:00 pm (AEST) on Monday, 15 August 2022 at Level 5, 126 Phillip Street, Sydney NSW 2000 Australia.

In accordance with recent modifications to the *Corporations Act 2001* (Cth), the Company will not be sending hard copies of the Notice of Meeting and accompanying Explanatory Memorandum (**Notice of Meeting**) to shareholders unless a shareholder has requested a hard copy. The Notice of Meeting can be viewed and downloaded from the link set out below.

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

Alternatively, the Notice will also be available on the ASX website, ticker code: GML, at the following link:

<https://www2.asx.com.au/markets/trade-our-cash-market/historical-announcements>

If you are unable to attend the Meeting, you can lodge a proxy vote online via our Share Registry by taking the following steps:

1. Go to <https://investor.automic.com.au/#/loginsah>
2. Log on using your unique shareholder identification number and enter your Australian postcode as well as the Company's ASX code (if you are an overseas resident please amend the country name to the country in which you reside).
3. Select on the "I'm not a robot" box and follow the prompt.
4. Click on the "Meetings" button.
5. Click on the "vote" button.

Alternatively, you can complete and lodge the personalised Proxy Form for the Meeting enclosed with this letter.

In order for your proxy to count, you will need to either complete an online proxy, or lodge your completed hard copy Proxy Form as per the instructions on the enclosed Proxy Form, by no later than 1:00PM (AEST) on 13 August 2022.

The Company strongly encourages all shareholders to lodge their directed proxy votes prior to the Meeting and appoint the Chair as their proxy. All voting at the Meeting will be conducted by poll.

Whilst the Company intends to proceed with a physical meeting as proposed, depending on the status of the COVID-19 circumstances and any Government restrictions on public gatherings in place at the time of the Meeting, the directors may instead be required to make a decision prior to the Meeting that shareholders will not be able to attend the meeting in person.

If it becomes necessary or appropriate to make alternative arrangements to those set out in the Notice of Meeting, the Company will notify shareholders accordingly via the Company's web-site and the ASX Market Announcements Platform. In order to receive electronic communications from the Company in the future, please update your Shareholder details online at <https://investor.automic.com.au/#/home> and log in with your unique shareholder identification number and postcode (or country for overseas residents).

The Notice of Meeting is important and should be read in its entirety. If you are in doubt as to the course of action you should follow, you should consult your financial adviser, lawyer, accountant or other professional adviser. If you have any difficulties obtaining a copy of the Notice of Meeting please contact the Company's share registry, Automic on 1300 288 664.

***For and on behalf of
GATEWAY MINING LIMITED***

The Managing Director has approved the release of this document to the market.

Investors
Mark Cossom
Managing Director
T: 08 6383 9969
or
Kar Chua
Company Secretary
T: 02 8316 3998

Media
Nicholas Read
Read Corporate
T: 08 9388 1474

[Click here to subscribe to investor updates](#)

Follow us on LinkedIn and/or Twitter @gateway_mining

GATEWAY MINING LIMITED

ACN 008 402 391

Notice of Extraordinary General Meeting

TIME: 1:00pm (AEST)

DATE: 15 August 2022

**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.

Contents

Venue	2
Voting in Person	2
Voting by proxy	2
NOTICE OF MEETING	4
ORDINARY BUSINESS.....	4
1.RESOLUTION 1 – CONSOLIDATION OF CAPITAL	4
2.OTHER BUSINESS	4
ENQUIRIES	11
GLOSSARY	12
ANNEXURE A – APPOINTMENT OF PROXY FORM – GATEWAY MINING LIMITED.....	13

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 1:00 pm (AEST) on 15 August 2022 at Automic Group, Level 5, 126 Phillip Street, Sydney NSW 2000 Australia.

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/site/investor-centre/asx-announcements>

Voting in Person

To vote in person, you will be required to attend the Meeting on the date and at the place set out above.

Voting by proxy

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	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 Email	hello@automicgroup.com.au

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 or her 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.

Questions

Shareholders are also encouraged to submit questions in advance of the Extraordinary General Meeting to the Company. Questions should be submitted in writing to the Company Secretary, at kar.chua@gatewaymining.com.au at least 48 hours before the Meeting. However, shareholders will be given an opportunity to ask questions on the day of the meeting.

NOTICE OF MEETING

Notice is given that the Meeting of Shareholders will be held at 1:00 pm (AEST) on 15 August 2022 at Level 5, 126 Phillip Street, Sydney NSW 2000 Australia.

The Explanatory Statement to this Notice provides additional information on matters to be considered at the Meeting. The Explanatory Statement and the proxy form are part of this Notice.

The Directors have determined, pursuant to regulation 7.11.37 of the *Corporations Regulations 2001* (Cth), that the persons eligible to vote at the Meeting are those who are registered shareholders of the Company at 7:00 pm (AEST) on 13 August 2022.

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 – CONSOLIDATION OF CAPITAL

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

“That for the purposes of Section 254H of the Corporations Act and the Company’s Constitution and for all other purposes, with effect from Thursday, 18 August 2022, approval is given for the Company to consolidate its issued capital on the basis that:

- (a) the then issued capital of the Company be consolidated on the basis that every 10 fully paid ordinary Shares in the Company be consolidated on into one fully paid ordinary Share; and*
- (b) the Options on issue be adjusted in accordance with Listing Rule 7.22.1; and*
- (c) where the number of Shares held by a member of the Company as a result of the consolidation effected by paragraph (a) and (b) of this Resolution includes any fraction of a Share or Option, that fraction is to be rounded up to the nearest whole number.”*

2. OTHER BUSINESS

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

DATED: 18 JULY 2022
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 13 August 2022 (**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 1:00 pm (AEST) on 13 August 2022) 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 Email	hello@automicgroup.com.au

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 – CONSOLIDATION OF CAPITAL

1.1 Background

This Resolution seeks Shareholder approval to consolidate the Company's issued capital by consolidating (i.e. converting) every 10 existing Shares into one new Share (**Consolidation**) for the purposes of section 254H of the Corporations Act, the Company's Constitution, the ASX Listing Rules and for all other purposes. The Consolidation is proposed by the Company in order to reduce the number of Shares on issue and expect to result in a more appropriate and effective capital structure for the Company and a share price which is anticipated to be more appealing to a wider range of investors.

If this Resolution is passed, the number of:

- (a) Shares on issue will be reduced from 2,260,106,367 to 226,010,637 (subject to rounding);
- (b) Options on issue with an exercise price of \$0.03 and expiry date of 19 June 2023 (on a pre-Consolidation basis) will be reduced from 2,833,331 to 283,333 (subject to rounding). The corresponding exercise price of the Options will increase to \$0.30 each;
- (c) Options on issue with an exercise price of \$0.024 and expiry date of 26 August 2023 (on a pre-Consolidation basis) will be reduced from 10,000,000 to 1,000,000 (subject to rounding). The corresponding exercise price of the Options will increase to \$0.24 each;
- (d) Options on issue with an exercise price of \$0.03 and expiry date of 15 December 2024 (on a pre-Consolidation basis) will be reduced from 176,470,620 to 17,647,062 (subject to rounding). The corresponding exercise price of the Options will increase to \$0.30 each;
- (e) Options on issue with an exercise price of \$0.035 and expiry date of 19 June 2023 (on a pre-Consolidation basis) will be reduced from 3,333,332 to 333,333 (subject to rounding). The corresponding exercise price of the Options will increase to \$0.35 each;
- (f) Options on issue with an exercise price of \$0.04 and expiry date of 19 June 2023 (on a pre-Consolidation basis) will be reduced from 3,333,337 to 333,334 (subject to rounding). The corresponding exercise price of the Options will increase to \$0.40 each;
- (g) Options on issue with an exercise price of \$0.048 and expiry date of 2 February 2024 (on a pre-Consolidation basis) will be reduced from 1,933,333 to 193,333 (subject to rounding). The corresponding exercise price of the Options will increase to \$0.48 each;
- (h) Options on issue with an exercise price of \$0.058 and expiry date of 2 February 2024 (on a pre-Consolidation basis) will be reduced from 1,933,334 to 193,333 (subject to rounding). The corresponding exercise price of the Options will increase to \$0.58 each;

- (i) Options on issue with an exercise price of \$0.03 and expiry date of 12 November 2022 (on a pre-Consolidation basis) will be reduced from 4,000,000 to 400,000 (subject to rounding). The corresponding exercise price of the Options will increase to \$0.30 each;
- (j) Options on issue with an exercise price of \$0.038 and expiry date of 2 February 2024 (on a pre-Consolidation basis) will be reduced from 1,933,333 to 193,333 (subject to rounding). The corresponding exercise price of the Options will increase to \$0.38 each;
- (k) Options on issue with an exercise price of \$0.035 and expiry date of 12 November 2022 (on a pre-Consolidation basis) will be reduced from 3,000,000 to 300,000 (subject to rounding). The corresponding exercise price of the Options will increase to \$0.35 each;
- (l) Options on issue with an exercise price of \$0.04 and expiry date of 12 November 2022 (on a pre-Consolidation basis) will be reduced from 3,000,000 to 300,000 (subject to rounding). The corresponding exercise price of the Options will increase to \$0.40 each;
- (m) Options on issue with an exercise price of \$0.038 and expiry date of 12 May 2024 (on a pre-Consolidation basis) will be reduced from 11,000,000 to 1,100,000 (subject to rounding). The corresponding exercise price of the Options will increase to \$0.38 each;
- (n) Options on issue with an exercise price of \$0.048 and expiry date of 12 May 2024 (on a pre-Consolidation basis) will be reduced from 11,000,000 to 1,100,000 (subject to rounding). The corresponding exercise price of the Options will increase to \$0.48 each; and
- (o) Options on issue with an exercise price of \$0.058 and expiry date of 12 May 2024 (on a pre-Consolidation basis) will be reduced from 11,000,000 to 1,100,000 (subject to rounding). The corresponding exercise price of the Options will increase to \$0.58 each.

1.2 Legal Requirement

Section 254H of the Corporations Act provides that a company may, by resolution passed in a general meeting, convert all or any of its shares into a larger or smaller number.

Listing Rule 7.20 provides that where an entity proposes to reorganise its capital, it must tell Equity Security holders:

- (a) the effect of the proposal on the number of Securities and the amount unpaid (if any) on the Securities;
- (b) the proposed treatment of any fractional entitlements; and
- (c) the proposed treatment of any Convertible Securities on issue.

1.3 Fractional entitlements

Not all Equity Security holders will hold that number of Shares or Options (as the case may be) which can be evenly divided by 10. Where a fractional entitlement occurs, the Company will round that fraction up to the nearest whole Security.

1.4 Taxation

It is not considered that any taxation implications will exist for Equity Security holders arising from the Consolidation. However, Equity Security holders are advised to seek their own tax advice on the effect of the Consolidation and neither the Company, nor its advisers, accept any responsibility for the individual taxation implications arising from the Consolidation.

1.5 Holding Statements

From the date two Business Days after the Consolidation is approved by Shareholders, all holding statements for Securities will cease to have any effect, except as evidence of entitlement to a certain number of Securities on a post-Consolidation basis.

After the Consolidation becomes effective, the Company will arrange for new holding statements for Securities to be issued to holders of those Securities.

It is the responsibility of each Equity Security holder to check the number of Securities held prior to disposal or exercise (as the case may be).

1.6 Implementation of Consolidation

If this Resolution is passed, every ten (10) existing Shares will be consolidated into one (1) Share.

As the Consolidation applies equally to all Shareholders, individual holdings will be reduced in the same ratio as the total number of the Company's Shares (subject only to rounding). It follows that the Consolidation will have no material effect on the percentage interest of each individual Shareholder in the Company.

Similarly, the aggregate value of each Shareholder's holding (and the Company's market capitalisation) should not materially change – other than minor changes as a result of rounding – as a result of the Consolidation alone (and assuming no other market movements occur). The Consolidation will not result in any change to the substantive rights and obligations of existing Shareholders.

1.7 Options

Listing Rule 7.22.1 requires that if a company consolidates its capital, the number of options it has on issue must be consolidated in the same ratio as the shares and their exercise prices be amended in inverse proportion to that ratio. The expiry dates of the Options do not change.

Accordingly, if this Resolution is passed, every ten (10) existing Options on issue will be consolidated into one (1) Option and the current exercise price of each Option will be multiplied by ten (10) to obtain the new exercise price post-Consolidation.

The tables below set out the Company's existing Options, their exercise prices and expiry dates, on both a pre and post consolidation basis.

1.8 Effects on Capital Structure

The effect which the Consolidation will have on the Company's capital structure is set out in the table below:

Capital Structure	Shares	Options¹
Pre-Consolidation Securities	2,260,106,367	244,770,620
Post 10:1 Consolidation of Securities (Resolution 1)	226,010,637	24,477,062

Notes

1. The terms of these Options are set out in the table below.

The effect the Consolidation will have on the terms of the Options is as set out in the tables below:

Options – Pre-Consolidation

Terms	Number
Options exercise price of \$0.03 and expiry date of 19 June 2023	2,833,331
Options exercise price of \$0.024 and expiry date of 26 August 2023	10,000,000
Options exercise price of \$0.03 and expiry date of 15 December 2024	176,470,620
Options exercise price of \$0.035 and expiry date of 19 June 2023	3,333,332
Options exercise price of \$0.04 and expiry date of 19 June 2023	3,333,337
Options exercise price of \$0.048 and expiry date of 2 February 2024	1,933,333
Options exercise price of \$0.058 and expiry date of 2 February 2024	1,933,334
Options exercise price of \$0.03 and expiry date of 12 November 2022	4,000,000
Options exercise price of \$0.038 and expiry date of 2 February 2024	1,933,333
Options exercise price of \$0.035 and expiry date of 12 November 2022	3,000,000
Options exercise price of \$0.04 and expiry date of 12 November 2022	3,000,000
Options exercise price of \$0.038 and expiry date of 12 May 2024	11,000,000
Options exercise price of \$0.048 and expiry date of 12 May 2024	11,000,000
Options exercise price of \$0.058 and expiry date of 12 May 2024	11,000,000
Total	244,770,620

Options – Post Consolidation

Terms	Number
Options exercise price of \$0.30 and expiry date of 19 June 2023	283,333
Options exercise price of \$0.24 and expiry date of 26 August 2023	1,000,000
Options exercise price of \$0.30 and expiry date of 15 December 2024	17,647,062
Options exercise price of \$0.35 and expiry date of 19 June 2023	333,333
Options exercise price of \$0.40 and expiry date of 19 June 2023	333,334
Options exercise price of \$0.48 and expiry date of 2 February 2024	193,333
Options exercise price of \$0.58 and expiry date of 2 February 2024	193,334
Options exercise price of \$0.30 and expiry date of 12 November 2022	400,000

Options exercise price of \$0.38 and expiry date of 2 February 2024	193,333
Options exercise price of \$0.35 and expiry date of 12 November 2022	300,000
Options exercise price of \$0.40 and expiry date of 12 November 2022	300,000
Options exercise price of \$0.38 and expiry date of 12 May 2024	1,100,000
Options exercise price of \$0.48 and expiry date of 12 May 2024	1,100,000
Options exercise price of \$0.58 and expiry date of 12 May 2024	1,100,000
Total	24,477,062

1.9 Indicative timetable for Consolidation

If Resolution 1 is passed, the reduction of capital will take effect in accordance with the following timetable:

Event	Date
Company announces consolidation	18 July 2022
Company sends out notices for shareholders' meeting	18 July 2022
Shareholders pass resolution to approve Consolidation	15 August 2022
Effective date of Consolidation	18 August 2022
Last day for trading in pre-consolidation securities	19 August 2022
Trading in post-consolidation securities commences on a deferred settlement basis	22 August 2022
Record date	23 August 2022
First day for entity to update its register and to send holding statements to security holders reflecting the change in the number of securities they hold	24 August 2022
Last day for entity to update its register and to send holding statements to security holders reflecting the change in the number of securities they hold and to notify ASX that this has occurred.	30 August 2022

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 the right to acquire a Share in accordance with the terms and conditions of issue of that option.
Proxy Form	The proxy form attached to this Document.
Resolution	A resolution set out in the Notice.
Share	A fully paid ordinary share in the issued share capital of the Company.
Share Registry	Automic 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.

**ANNEXURE A – APPOINTMENT OF PROXY FORM – GATEWAY
MINING LIMITED**



Gateway Mining Limited | ACN 008 402 391

Proxy Voting Form

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

Holder Number:

Your proxy voting instruction must be received by **1.00 pm (AEST) on Saturday, 13 August 2022**, 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.

STEP 1 – APPOINT A PROXY

If you wish to appoint someone other than the Chair 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 Chair of the Meeting will be appointed as your proxy by default.

DEFAULT TO THE CHAIR OF THE MEETING

Any directed proxies that are not voted on a poll at the Meeting will default to the Chair of the Meeting, who is required to vote these proxies as directed. Any undirected proxies that default to the Chair 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.

STEP 2 - VOTES ON ITEMS OF BUSINESS

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

Individual: Where the holding is in one name, the Shareholder must sign.

Joint holding: Where the holding is in more than one name, all 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>.



CORPORATE DIRECTORY

Board of Directors

Trent Franklin, Non-Executive Chairman

Mark Cossom, Managing Director

Scott Brown, Non-Executive Director

Debra Fullarton, Non-Executive Director

Company Secretary

Mr Kar Chua

Registered Office

B1/431 Roberts Road

Subiaco WA 6008

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