



Announcement Summary

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**Entity name**

GATEWAY MINING LIMITED

**Announcement Type**

New announcement

**Date of this announcement**

30/6/2025

**The Proposed issue is:**

A placement or other type of issue

**Total number of +securities proposed to be issued for a placement or other type of issue**

<b>ASX +security code</b>	<b>+Security description</b>	<b>Maximum Number of +securities to be issued</b>
New class-code to be confirmed	Convertible Preference Shares	1,500,000,000

**Proposed +issue date**

25/8/2025

Refer to next page for full details of the announcement



Part 1 - Entity and announcement details

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**1.1 Name of +Entity**

GATEWAY MINING LIMITED

We (the entity named above) give ASX the following information about a proposed issue of +securities and, if ASX agrees to +quote any of the +securities (including any rights) on a +deferred settlement basis, we agree to the matters set out in Appendix 3B of the ASX Listing Rules.

If the +securities are being offered under a +disclosure document or +PDS and are intended to be quoted on ASX, we also apply for quotation of all of the +securities that may be issued under the +disclosure document or +PDS on the terms set out in Appendix 2A of the ASX Listing Rules (on the understanding that once the final number of +securities issued under the +disclosure document or +PDS is known, in accordance with Listing Rule 3.10.3C, we will complete and lodge with ASX an Appendix 2A online form notifying ASX of their issue and applying for their quotation).

**1.2 Registered Number Type**

ACN

**Registration Number**

008402391

**1.3 ASX issuer code**

GML

**1.4 The announcement is**

New announcement

**1.5 Date of this announcement**

30/6/2025

**1.6 The Proposed issue is:**

A placement or other type of issue



Part 7 - Details of proposed placement or other issue

Part 7A - Conditions

**7A.1 Do any external approvals need to be obtained or other conditions satisfied before the placement or other type of issue can proceed on an unconditional basis?**

Yes

7A.1a Conditions

Approval/Condition	Date for determination	Is the date estimated or actual?	** Approval received/condition met?
+Security holder approval	14/8/2025	Estimated	

**Comments**

Approval/Condition	Date for determination	Is the date estimated or actual?	** Approval received/condition met?
Other (please specify in comment section)	22/8/2025	Estimated	

**Comments**

The other conditions precedent to the Sale Agreement, including security holder approval of Strickland Metals Limited's shareholders of the proposed in-specie distribution of the convertible preference shares.

Part 7B - Issue details

**Is the proposed security a 'New class' (+securities in a class that is not yet quoted or recorded by ASX) or an 'Existing class' (additional securities in a class that is already quoted or recorded by ASX)?**

New class

**Will the proposed issue of this +security include an offer of attaching +securities?**

No

Details of +securities proposed to be issued

**ISIN Code (if Issuer is a foreign company and +securities do not have +CDIs issued over them)**

**Have you received confirmation from ASX that the terms of the proposed +securities are appropriate and equitable under listing rule 6.1?**

No

**Will the entity be seeking quotation of the 'new' class of +securities on ASX?**

No

**ASX +security code**

New class-code to be confirmed

**+Security description**

Convertible Preference Shares

**+Security type**

Redeemable preference shares/units

**Number of +securities proposed to be issued**

1,500,000,000

**Offer price details****Are the +securities proposed to be issued being issued for a cash consideration?**

No

**Please describe the consideration being provided for the +securities**

Issued as consideration for Gateway's Acquisition of Strickland Metals Limited's Yandal Project.

**Please provide an estimate of the AUD equivalent of the consideration being provided for the +securities**

45,000,000.000000

**Will all the +securities issued in this class rank equally in all respects from their issue date?**

Yes

## Redeemable preference shares/units details

**These securities are:**

Convertible

**Type of security**

Preference security

**+Security currency**

AUD - Australian Dollar

**Face value**

AUD 0.000001

**Dividend rate type**

Zero coupon/no dividend

**Frequency of coupon/dividend payments per year**

No coupon/dividend payments

**s128F of the Income Tax Assessment Act status applicable to the +security**

s128F exemption status unknown

**Is the +security perpetual (ie. no maturity date)?**

Yes

**Select other features applicable to the +security**

None of the above



**Is there a first trigger date on which a right of conversion, redemption, call or put can be exercised (whichever is first)?**

No

**Details of the type of +security that will be issued if the securities are converted, transformed or exchanged**

GML : ORDINARY FULLY PAID

**Number of +securities that will be issued if the +securities are converted, transformed or exchanged (including, if applicable, any interest)**

One GML fully paid ordinary share for every convertible preference share converted.

**Please provide a URL link for a document lodged with ASX setting out the material terms of the +securities proposed to be issued or provide the information by separate announcement.**

The material terms and conditions of the Convertible Preference Shares are set out in Appendix B of the Company's transaction announcement dated 30 June 2025.

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#### Part 7C - Timetable

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##### **7C.1 Proposed +issue date**

25/8/2025

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#### Part 7D - Listing Rule requirements

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**7D.1 Has the entity obtained, or is it obtaining, +security holder approval for the entire issue under listing rule 7.1?**

Yes

**7D.1a Date of meeting or proposed meeting to approve the issue under listing rule 7.1**

14/8/2025

**7D.2 Is a party referred to in listing rule 10.11 participating in the proposed issue?**

Yes

**7D.3 Will any of the +securities to be issued be +restricted securities for the purposes of the listing rules?**

No

**7D.4 Will any of the +securities to be issued be subject to +voluntary escrow?**

No

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#### Part 7E - Fees and expenses

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**7E.1 Will there be a lead manager or broker to the proposed issue?**

No

**7E.2 Is the proposed issue to be underwritten?**

No

**7E.4 Details of any other material fees or costs to be incurred by the entity in connection with the proposed issue**

Legal Fees and ASX Listing Fees.



Part 7F - Further Information

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**7F.01 The purpose(s) for which the entity is issuing the securities**

The convertible preference shares are being issued as consideration of Gateway's acquisition of Strickland Metals Limited's Yandal Project per ASX announcement dated 30 June 2025.

**7F.1 Will the entity be changing its dividend/distribution policy if the proposed issue proceeds?**

No

**7F.2 Any other information the entity wishes to provide about the proposed issue**

The Convertible Preference Shares will be substantially distributed to Strickland Shareholders via an in-specie distribution post completion of the Transaction (In-Specie Distribution).

The Convertible Preference Shares will automatically convert into fully paid ordinary shares in Gateway on a one for one basis on the business day after the In Specie Distribution.

1,200,000,000 of the Convertible Preference Shares will be distributed to Strickland shareholders and Strickland will retain 300,000,000 of the Convertible Preference Shares.