



17 October 2025

Dear Shareholder,

Annual General Meeting – Notice and Proxy Form

Notice is hereby given that the 2025 Annual General Meeting (**Meeting**) of Shareholders of Gateway Mining Limited (**Company** or **Gateway**) will be held at 10:00am (WST) (1:00pm AEDT) on 24 November 2025 in person at Dexus Place Perth, Level 16, 240 St Georges Terrace, Perth WA 6000.

In accordance with section 110D(1) of the *Corporations Act 2001 (Cth)* (**Corporations Act**), 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 or made an election for the purposes of 110E of the Corporations Act to receive documents from the Company in physical form. 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>

Shareholders who receive their communications electronically will receive an email from the Company's share registry, Xcend Pty Ltd, with links directing them to this notice and the online voting portal <https://investor.xcend.app> or otherwise in accordance with instructions set out in the proxy form and the Notice of Meeting.

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 10:00am (WST) (1:00pm AEDT) on 22 November 2025.

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.

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 website and the ASX Market Announcements Platform.

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, Xcend on +61 (2) 8591 8509 or at support@xcend.co.

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

The Executive Chairman has approved the release of this document to the market.

Investors

Andrew Bray
Executive Chairman
T: 08 6383 9969

or

Kar Chua
Company Secretary
T: 02 8316 3998

Media

Nicholas Read
Read Corporate
T: 08 9388 1474

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GATEWAY MINING LIMITED
ACN 008 402 391
NOTICE OF ANNUAL GENERAL MEETING

TIME: 10:00am (WST) 1:00pm (AEDT)

DATE: 24 November 2025

PLACE: Dexus Place Perth, Level 16, 240 St Georges Terrace, Perth WA 6000

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.

TIME AND PLACE OF MEETING AND HOW TO VOTE

1. 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 10:00 am (WST) (1:00 pm AEDT) on 24 November 2025 in person at Dexus Place Perth, Level 16, 240 St Georges Terrace, Perth WA 6000.

The Notice is also 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>

2. 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.

You may still attend the Meeting and vote in person even if you have appointed a proxy. If you have previously submitted a Proxy Form, your attendance will not revoke your proxy appointment unless you actually vote at the Meeting for which the proxy is proposed to be used, in which case, the proxy's appointment is deemed to be revoked with respect to voting on that Resolution.

Please bring your personalised Proxy Form with you as it will help you to register your attendance at the Meeting. If you do not bring your Proxy Form with you, you can still attend the Meeting but representatives from the Share Registry will need to verify your identity. You can register from 9:30 am (WST) on the day of the Meeting.

3. VOTING BY PROXY

To vote by proxy, please complete and sign the enclosed Proxy Form and return by the time and in accordance with the instructions set out on the Proxy Form.

In accordance with section 249L of the Corporations Act, Shareholders are advised that:

- each Shareholder has a right to appoint a proxy;
- the proxy need not be a Shareholder of the Company; and
- a Shareholder who is entitled to cast two or more votes may appoint two proxies and may specify the proportion or number of votes each proxy is appointed to exercise. If the Shareholder appoints two proxies and the appointment does not specify the proportion or number of the member's votes, then in accordance with section 249X(3) of the Corporations Act, each proxy may exercise one-half of the votes.

Shareholders and their proxies should be aware that:


- if proxy holders vote, they must cast all directed proxies as directed; and
- any directed proxies which are not voted will automatically default to the Chair, who must vote the proxies as directed.

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. To vote by proxy, please use one of the following methods

To vote by proxy, please use one of the following methods:

Online	<p>You can lodge your proxy vote online by scanning the QR code with your tablet or mobile, or enter the URL below in your internet browser</p>  <p>https://investor.xcend.app/sha</p> <p>You can also vote by the following:</p> <p>Registered User: enter your existing username & password and click voting.</p> <p>New User: firstly register at: http://investor.xcend.app/register then once logged in, you may proceed to vote.</p>
By Post	<p>Xcend Pty Ltd PO Box R1905 Royal Exchange NSW 1225</p>
By Email	<p>meetings@xcend.co</p>

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 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 Annual 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 10:00 am (WST), 1:00 pm (AEDT) on 24 November 2025 in person at Dexus Place Perth, Level 16, 240 St Georges Terrace, Perth WA 6000.

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 10:00am (WST), 1:00 pm (AEDT) on 22 November 2025.

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. RECEIPT OF FINANCIAL REPORTS AND REPORTS OF DIRECTORS AND AUDITOR

To receive and consider the Financial Reports of the Company for the financial year ended 30 June 2025, together with the declaration of Directors, the Remuneration Report and the Report of the Directors and the Auditor, which relate to the Financial Reports.

A copy of the 2025 Annual Report may be obtained from the Company's website at www.gatewaymining.com.au.

2. RESOLUTION 1 - ADOPTION OF REMUNERATION REPORT

To consider, and if thought fit, pass with or without amendment, the following resolution as a **non-binding resolution**:

"That, for the purposes of section 250R(2) of the Corporations Act and for all other purposes, approval is given for the adoption of the Company's Remuneration Report, as set out in the Directors' Report within the Annual Report for the year ended 30 June 2025, prepared in accordance with section 300A of the Corporations Act."

Please note that in accordance with section 250R(3) of the Corporations Act, the votes cast on this Resolution are advisory only and do not bind the Company nor the Directors.

Voting Prohibition Statement: A vote on this Resolution must not be cast (in any capacity) by or on behalf of either of the following persons:

- (a) a member of the Key Management Personnel, details of whose remuneration are included in the Remuneration Report; or
- (b) a Closely Related Party of such a member.

However, a person (the voter) described above may cast a vote on this Resolution as a proxy if the vote is not cast on behalf of a person described above and either:

- (a) the voter is appointed as a proxy by writing that specifies the way the proxy is to vote on this Resolution; or
- (b) the voter is the Chair and the appointment of the Chair as proxy:
 - (i) does not specify the way the proxy is to vote on this Resolution; and
 - (ii) expressly authorises the Chair to exercise the proxy even though this Resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel.

3. **RESOLUTION 2 – 10% PLACEMENT CAPACITY**

To consider, and if thought fit, pass with or without amendment, the following resolution as a **Special Resolution**:

“That, for the purposes of Listing Rule 7.1A and for all other purposes, Shareholders approve the issue of Equity Securities up to 10% of the issued capital of the Company (at the time of issue), calculated in accordance with the formula prescribed in Listing Rule 7.1A.2 and otherwise on the terms and conditions set out in Section 3 of the Explanatory Statement.”

4. **RESOLUTION 3 – ELECTION OF DIRECTOR – DAVID CROOK**

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 201H(3) of the Corporations Act, the Constitution, Listing Rule 14.4 and for all other purposes, Mr David Crook, being a Non-Executive Director who was appointed as an additional director by the Board as a director in May 2025 and being eligible offers himself for election, is elected as a Director”.

5. **RESOLUTION 4 – ELECTION OF DIRECTOR – DAVID MORGAN**

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 201H(3) of the Corporations Act, the Constitution, Listing Rule 14.4 and for all other purposes, Mr David Morgan, being a Non-Executive Director who was appointed additionally by the Board as a director in September 2025 and being eligible offers himself for election, is elected as a Director”.

6. **RESOLUTION 5 – ELECTION OF DIRECTOR – ANTHONY MCCLURE**

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 201H(3) of the Corporations Act, the Constitution, Listing Rule 14.4 and for all other purposes, Mr Anthony McClure, being a Non-Executive Director who was appointed to fill a casual vacancy by the Board as a director in August 2025 and being eligible offers himself for election, is elected as a Director”.

7. **RESOLUTION 6 – ELECTION OF DIRECTOR – ANDREW BRAY**

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 201H(3) of the Corporations Act, the Constitution, Listing Rule 14.4 and for all other purposes, Mr Andrew Bray, being the Executive Chair who was appointed to fill a casual vacancy by the Board as a director in August 2025 and being eligible offers himself for election, is elected as a Director”.

8. **RESOLUTION 7 – RATIFICATION OF PLACEMENT SHARES**

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

“That, for the purpose of ASX Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue of 187,980,421 Shares at an issue price of \$0.055 per Share to Sophisticated Investors, institutional and professional investors, and otherwise on the terms and conditions set out in the Explanatory Statement”.

Voting Exclusion Statement: The Company will disregard any votes cast in favour on this Resolution by or on behalf of any person who participated in the issue which is the subject of this Resolution and any person who is an Associate of those persons.

However, this does not apply to a vote cast in favour of this Resolution by:

- (a) a person as a proxy for a person who is entitled to vote on this Resolution, in accordance with the directions to the proxy or attorney to vote on the resolution in that way; or
- (b) the Chair as proxy or attorney for a person who is entitled to vote on this Resolution, in accordance with a direction given to the Chair to vote on this Resolution as the Chair decides; or
- (c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - (i) the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an Associate of a person excluded from voting on this Resolution; and
 - (ii) the holder votes on this Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

9. RESOLUTION 8 – RATIFICATION OF PLACEMENT SHARES

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

“That, for the purpose of ASX Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue of 190,655,942 Shares at an issue price of \$0.055 per Share to Sophisticated Investors, institutional and professional investors, and otherwise on the terms and conditions set out in the Explanatory Statement”.

Voting Exclusion Statement: The Company will disregard any votes cast in favour on this Resolution by or on behalf of any person who participated in the issue which is the subject of this Resolution and any person who is an Associate of those persons.

However, this does not apply to a vote cast in favour of this Resolution by:

- (a) a person as a proxy for a person who is entitled to vote on this Resolution, in accordance with the directions to the proxy or attorney to vote on the resolution in that way; or
- (b) the Chair as proxy or attorney for a person who is entitled to vote on this Resolution, in accordance with a direction given to the Chair to vote on this Resolution as the Chair decides; or
- (c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - (i) the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an Associate of a person excluded from voting on this Resolution; and
 - (ii) the holder votes on this Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

10. RESOLUTION 9 – ISSUE OF PLACEMENT SHARES TO ANDREW BRAY

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 195(4) of the Corporations Act, Listing Rule 10.11, and for all other purposes, Shareholder approval is given for the issue of 18,181,819 Shares at a price of \$0.055 per Share to Andrew Bray (or his nominee) on the terms and conditions contemplated in the Explanatory Statement.”

Voting Exclusion Statement: The Company will disregard any votes cast in favour on this Resolution by Andrew Bray and any other person who may obtain a benefit as a result of the passing of this Resolution (other than a benefit solely in the capacity as a security holder in the Company), and any of his Associates.

However, this does not apply to a vote cast in favour of this Resolution by:

- (a) a person as a proxy for a person who is entitled to vote on this Resolution, in accordance with the directions to the proxy or attorney to vote on this Resolution in that way; or
- (b) the Chair as proxy or attorney for a person who is entitled to vote on this Resolution, in accordance with a direction given to the Chair to vote on this Resolution as the Chair decides; or
- (c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - (i) the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an Associate of a person excluded from voting on this Resolution; and
 - (ii) the holder votes on this Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

11. RESOLUTION 10 – ISSUE OF PLACEMENT SHARES TO ANTHONY MCCLURE

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 195(4) of the Corporations Act, Listing Rule 10.11, and for all other purposes, Shareholder approval is given for the issue of 1,818,182 Shares at a price of \$0.055 per Share, to Anthony McClure (or his nominee) on the terms and conditions contemplated in the Explanatory Statement.”

Voting Exclusion Statement: The Company will disregard any votes cast in favour on this Resolution by Anthony McClure and any other person who may obtain a benefit as a result of the passing of this Resolution (other than a benefit solely in the capacity as a security holder in the Company), and any of his Associates.

However, this does not apply to a vote cast in favour of this Resolution by:

- (a) a person as a proxy for a person who is entitled to vote on this Resolution, in accordance with the directions to the proxy or attorney to vote on this Resolution in that way; or
- (b) the Chair as proxy or attorney for a person who is entitled to vote on this Resolution, in accordance with a direction given to the Chair to vote on this Resolution as the Chair decides; or
- (c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - (i) the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an Associate of a person excluded from voting on this Resolution; and
 - (ii) the holder votes on this Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

12. RESOLUTION 11 – ISSUE OF PLACEMENT SHARES TO PETER LANGWORTHY

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 195(4) of the Corporations Act, Listing Rule 10.11, and for all other purposes, Shareholder approval is given for the issue of 909,091 Shares at a price of \$0.055 per Share, to Peter Langworthy (or his nominee) on the terms and conditions contemplated in the Explanatory Statement.”

Voting Exclusion Statement: The Company will disregard any votes cast in favour on this Resolution by Peter Langworthy and any other person who may obtain a benefit as a result of the passing of this Resolution (other than a benefit solely in the capacity as a security holder in the Company), and any of his Associates.

However, this does not apply to a vote cast in favour of this Resolution by:

- (a) a person as a proxy for a person who is entitled to vote on this Resolution, in accordance with the directions to the proxy or attorney to vote on this Resolution in that way; or
- (b) the Chair as proxy or attorney for a person who is entitled to vote on this Resolution, in accordance with a direction given to the Chair to vote on this Resolution as the Chair decides; or
- (c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - (i) the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an Associate of a person excluded from voting on this Resolution; and
 - (ii) the holder votes on this Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

13. RESOLUTION 12 – ISSUE OF PLACEMENT SHARES TO DAVID CROOK

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 195(4) of the Corporations Act, Listing Rule 10.11, and for all other purposes, Shareholder approval is given for the issue of 454,545 Shares at a price of \$0.055 per Share, to David Crook (or his nominee) on the terms and conditions contemplated in the Explanatory Statement.”

Voting Exclusion Statement: The Company will disregard any votes cast in favour on this Resolution by David Crook and any other person who may obtain a benefit as a result of the passing of this Resolution (other than a benefit solely in the capacity as a security holder in the Company), and any of his Associates.

However, this does not apply to a vote cast in favour of this Resolution by:

- (a) a person as a proxy for a person who is entitled to vote on this Resolution, in accordance with the directions to the proxy or attorney to vote on this Resolution in that way; or
- (b) the Chair as proxy or attorney for a person who is entitled to vote on this Resolution, in accordance with a direction given to the Chair to vote on this Resolution as the Chair decides; or
- (c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - (i) the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an Associate of a person excluded from voting on this Resolution; and
 - (ii) the holder votes on this Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

14. RESOLUTION 13 – ISSUE OF PLACEMENT SHARES TO TRENT FRANKLIN

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 195(4) of the Corporations Act, Listing Rule 10.11, and for all other purposes, Shareholder approval is given for the issue of 9,090,909 Shares at a price of \$0.055 per Share to Trent Franklin (or his nominee) on the terms and conditions contemplated in the Explanatory Statement.”

Voting Exclusion Statement: The Company will disregard any votes cast in favour on this Resolution by Trent Franklin and any other person who may obtain a benefit as a result of the passing of this Resolution (other than a benefit solely in the capacity as a security holder in the Company), and any of his Associates.

However, this does not apply to a vote cast in favour of this Resolution by:

- (a) a person as a proxy for a person who is entitled to vote on this Resolution, in accordance with the directions to the proxy or attorney to vote on this Resolution in that way; or
- (b) the Chair as proxy or attorney for a person who is entitled to vote on this Resolution, in accordance with a direction given to the Chair to vote on this Resolution as the Chair decides; or
- (c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - (i) the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an Associate of a person excluded from voting on this Resolution; and
 - (ii) the holder votes on this Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

15. RESOLUTION 14 – RATIFICATION OF ISSUE OF OPTIONS TO JP EQUITY

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

“That, for the purpose of ASX Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue of 20,000,000 Advisor Options with an exercise price of \$0.10 and expiring on 2 October 2028 issued on 2 October 2025 to JP Equity Holdings Pty Ltd (or their nominees), and otherwise on the terms and conditions set out in the Explanatory Statement”.

Voting Exclusion Statement: The Company will disregard any votes cast in favour on this Resolution by or on behalf of JP Equity Holdings Pty Ltd or any person who participated in the issue which is the subject of this Resolution and any person who is an Associate of those persons.

However, this does not apply to a vote cast in favour of this Resolution by:

- (a) a person as a proxy for a person who is entitled to vote on this Resolution, in accordance with the directions to the proxy or attorney to vote on the resolution in that way; or
- (b) the Chair as proxy or attorney for a person who is entitled to vote on this Resolution, in accordance with a direction given to the Chair to vote on this Resolution as the Chair decides; or
- (c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - (i) the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an Associate of a person excluded from voting on this Resolution; and
 - (ii) the holder votes on this Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

16. **RESOLUTION 15 – RATIFICATION OF CONSIDERATION SHARES ISSUED FOR GLENBURGH SOUTH GOLD PROJECT ACQUISITION**

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

“That, for the purpose of ASX Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue of 3,903,655 Shares (at a deemed issue price of \$0.0602) on 19 September 2025 issued as part consideration for the Company’s acquisition of the Glenburgh South Gold Project per the Company’s announcement dated 15 September 2025 and otherwise on the terms and conditions set out in the Explanatory Statement”.

Voting Exclusion Statement: The Company will disregard any votes cast in favour on this Resolution by or on behalf of any person who participated in the issue which is the subject of this Resolution and any person who is an Associate of those persons.

However, this does not apply to a vote cast in favour of this Resolution by:

- (a) a person as a proxy for a person who is entitled to vote on this Resolution, in accordance with the directions to the proxy or attorney to vote on the resolution in that way; or
- (b) the Chair as proxy or attorney for a person who is entitled to vote on this Resolution, in accordance with a direction given to the Chair to vote on this Resolution as the Chair decides; or
- (c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - (i) the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an Associate of a person excluded from voting on this Resolution; and
 - (ii) the holder votes on this Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

17. **RESOLUTION 16 – APPROVAL TO ISSUE SECURITIES UNDER AN EMPLOYEE INCENTIVE PLAN**

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

*“That for the purposes of Listing Rules 7.1 and 7.2 (Exception 13) and for all other purposes, Shareholders approve the issue of up to a maximum of 120,000,000 Equity Securities under the Company’s Employee Incentive Plan (**Incentive Plan**) to allow for the issue of Securities under the Incentive Plan to directors, employees and contractors of the Company in accordance with the provisions of such Incentive Plan and on the terms and conditions contemplated in the Explanatory Statement.”*

Voting Prohibition Statement: A person appointed as a proxy must not vote, on the basis of that appointment, on this Resolution if:

- (a) the proxy is either:
 - (i) a member of the Key Management Personnel; or
 - (ii) a Closely Related Party of such a member; and
- (b) the appointment does not specify the way the proxy is to vote on this Resolution.

However, the above prohibition does not apply if:

- (a) the proxy is the Chair; and
- (b) the appointment expressly authorises the Chair to exercise the proxy even though this Resolution is connected directly or indirectly with remuneration of a member of the Key Management Personnel.

Voting Exclusion Statement: The Company will disregard any votes cast in favour on this Resolution by or on behalf of a person who is eligible to participate in the employee Incentive Plan, and any Associate of any of the foregoing persons.

However, this does not apply to a vote cast in favour of this Resolution by:

- (a) a person as a proxy for a person who is entitled to vote on this Resolution, in accordance with the directions to the proxy or attorney to vote on this Resolution in that way; or
- (b) the Chair as proxy or attorney for a person who is entitled to vote on this Resolution, in accordance with a direction given to the Chair to vote on this Resolution as the Chair decides; or

- (c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - (i) the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an Associate of a person excluded from voting on this Resolution; and
 - (ii) the holder votes on this Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

18. **RESOLUTION 17 – APPROVAL OF ISSUE OF PERFORMANCE RIGHTS TO ANTHONY MCCLURE**

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 208 of the Corporations Act, Listing Rule 10.14 and for all other purposes, Shareholders approve the issue of a total of 15,000,000 Performance Rights under the Incentive Plan to Anthony McClure (or his nominee), a Director of the Company, on the terms and conditions contemplated in the Explanatory Statement.”

Voting Prohibition Statement: In accordance with section 224 of the Corporations Act, a vote on this Resolution must not be cast (in any capacity) by or on behalf of a related party of the Company to whom the Resolution would permit a financial benefit to be given, or an associate of such a related party (**Resolution 17 Excluded Party**). However, the above prohibition does not apply if the vote is cast by a person as proxy appointed by writing that specifies how the proxy is to vote on the Resolution and it is not cast on behalf of a Resolution 17 Excluded Party.

In accordance with section 250BD of the Corporations Act, a person appointed as a proxy must not vote, on the basis of that appointment, on this Resolution if:

- (a) the proxy is either:
 - (i) a member of the Key Management Personnel; or
 - (ii) a Closely Related Party of such a member; and
 - (b) the appointment does not specify the way the proxy is to vote on this Resolution.
- Provided the Chair is not a Resolution 17 Excluded Party, the above prohibition does not apply if:

- (a) the proxy is the Chair; and
- (b) the appointment expressly authorises the Chair to exercise the proxy even though this Resolution is connected directly or indirectly with remuneration of a member of the Key Management Personnel.

Voting Exclusion Statement: The Company will disregard any votes cast in favour of this Resolution by any person referred to in rule 10.14.1, 10.14.2 or 10.14.3 who is eligible to participate in the Incentive Plan in question (including Anthony McClure), and any other person who may obtain a benefit as a result of the passing of this Resolution, and any of their Associates.

However, this does not apply to a vote cast in favour of this Resolution by:

- (a) a person as a proxy for a person who is entitled to vote on this Resolution, in accordance with the directions to the proxy or attorney to vote on this Resolution in that way; or
- (b) the Chair as proxy or attorney for a person who is entitled to vote on this Resolution, in accordance with a direction given to the Chair to vote on this Resolution as the Chair decides; or
- (c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - (i) the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an Associate of a person excluded from voting on this Resolution; and
 - (ii) the holder votes on this Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

19. **RESOLUTION 18 – APPROVAL OF ISSUE OF PERFORMANCE RIGHTS TO DAVID MORGAN**

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 208 of the Corporations Act, Listing Rule 10.14 and for all other purposes, Shareholders approve the issue of a total of 3,000,000 Performance Rights under the Incentive Plan to David Morgan (or his nominee), a Director of the Company, on the terms and conditions contemplated in the Explanatory Statement.”

Voting Prohibition Statement: In accordance with section 224 of the Corporations Act, a vote on this Resolution must not be cast (in any capacity) by or on behalf of a related party of the Company to whom the Resolution would permit a financial benefit to be given, or an associate of such a related party (**Resolution 18 Excluded Party**). However, the above prohibition does not apply if the vote is cast by a person as proxy appointed by writing that specifies how the proxy is to vote on the Resolution and it is not cast on behalf of a Resolution 18 Excluded Party.

In accordance with section 250BD of the Corporations Act, a person appointed as a proxy must not vote, on the basis of that appointment, on this Resolution if:

- (a) the proxy is either:
 - (i) a member of the Key Management Personnel; or
 - (ii) a Closely Related Party of such a member; and
- (b) the appointment does not specify the way the proxy is to vote on this Resolution.

Provided the Chair is not a Resolution 18 Excluded Party, the above prohibition does not apply if:

- (a) the proxy is the Chair; and
- (b) the appointment expressly authorises the Chair to exercise the proxy even though this Resolution is connected directly or indirectly with remuneration of a member of the Key Management Personnel.

Voting Exclusion Statement: The Company will disregard any votes cast in favour of this Resolution by any person referred to in rule 10.14.1, 10.14.2 or 10.14.3 who is eligible to participate in the Incentive Plan in question (including David Morgan), and any other person who may obtain a benefit as a result of the passing of this Resolution, and any of their Associates.

However, this does not apply to a vote cast in favour of this Resolution by:

- (a) a person as a proxy for a person who is entitled to vote on this Resolution, in accordance with the directions to the proxy or attorney to vote on this Resolution in that way; or
- (b) the Chair as proxy or attorney for a person who is entitled to vote on this Resolution, in accordance with a direction given to the Chair to vote on this Resolution as the Chair decides; or
- (c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - (i) the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an Associate of a person excluded from voting on this Resolution; and
 - (ii) the holder votes on this Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

20. RESOLUTION 19 – APPROVAL OF ISSUE OF PERFORMANCE RIGHTS TO DAVID CROOK

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 208 of the Corporations Act, Listing Rule 10.14 and for all other purposes, Shareholders approve the issue of a total of 3,000,000 Performance Rights under the Incentive Plan to David Crook (or his nominee), a Director of the Company, on the terms and conditions contemplated in the Explanatory Statement.”

Voting Prohibition Statement: In accordance with section 224 of the Corporations Act, a vote on this Resolution must not be cast (in any capacity) by or on behalf of a related party of the Company to whom the Resolution would permit a financial benefit to be given, or an associate of such a related party (**Resolution 19 Excluded Party**). However, the above prohibition does not apply if the vote is cast by a person as proxy appointed by writing that specifies how the proxy is to vote on the Resolution and it is not cast on behalf of a Resolution 19 Excluded Party.

In accordance with section 250BD of the Corporations Act, a person appointed as a proxy must not vote, on the basis of that appointment, on this Resolution if:

- (a) the proxy is either:
 - (i) a member of the Key Management Personnel; or
 - (ii) a Closely Related Party of such a member; and
- (b) the appointment does not specify the way the proxy is to vote on this Resolution.

Provided the Chair is not a Resolution 19 Excluded Party, the above prohibition does not apply if:

- (a) the proxy is the Chair; and
- (b) the appointment expressly authorises the Chair to exercise the proxy even though this Resolution is connected directly or indirectly with remuneration of a member of the Key Management Personnel.

Voting Exclusion Statement: The Company will disregard any votes cast in favour of this Resolution by any person referred to in rule 10.14.1, 10.14.2 or 10.14.3 who is eligible to participate in the Incentive Plan in question (including David Crook), and any other person who may obtain a benefit as a result of the passing of this Resolution, and any of their Associates.

However, this does not apply to a vote cast in favour of this Resolution by:

- (a) a person as a proxy for a person who is entitled to vote on this Resolution, in accordance with the directions to the proxy or attorney to vote on this Resolution in that way; or
- (b) the Chair as proxy or attorney for a person who is entitled to vote on this Resolution, in accordance with a direction given to the Chair to vote on this Resolution as the Chair decides; or
- (c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - (i) the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an Associate of a person excluded from voting on this Resolution; and
 - (ii) the holder votes on this Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

21. OTHER BUSINESS

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

DATED 17 OCTOBER 2025

BY ORDER OF THE BOARD

Kar Chua
Company Secretary
Gateway Mining Limited

For personal use only

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 10:00am (WST), 1:00pm (AEDT) on 22 November 2025 (**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 Shareholder of the Company who is entitled to attend and cast a vote at the Meeting has a right to appoint a proxy;
- the appointment may specify the proportion or number of votes that the proxy may exercise;
- 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;
- 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;
- a proxy need not be a Shareholder of the Company;
- if a Shareholder wishes to appoint two proxies, they should contact the Company for another proxy form; and
- 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 10:00am (WST), 1:00pm (AEDT) on 22 November 2025 in the following manner:

Online	<p>You can lodge your proxy vote online by scanning the QR code with your tablet or mobile, or enter the URL below in your internet browser</p> 
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	https://investor.xcend.app/sha You can also vote by the following: Registered User: enter your existing username & password and click voting. New User: firstly register at: http://investor.xcend.app/register then once logged in, you may proceed to vote.
By Post	Xcend Pty Ltd PO Box R1905 Royal Exchange NSW 1225
By Email	meetings@xcend.co

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. FINANCIAL STATEMENTS AND REPORTS

In accordance with the Corporations Act, the business of the Meeting will include receipt and consideration of the annual financial report of the Company for the financial year ended 30 June 2025, together with the declaration of the Directors, the Directors' report, the Remuneration Report and the auditor's report.

The Company will not provide a hard copy of the Company's annual financial report to Shareholders unless specifically requested to do so. The Company's annual financial report is available on its website at www.gatewaymining.com.au.

2. RESOLUTION 1 – ADOPTION OF REMUNERATION REPORT

2.1 Background

The Annual Report for the year ended 30 June 2025 contains the Company's Remuneration Report on pages 31 to 39. The Remuneration Report sets out the Company's remuneration policies and reports on the remuneration arrangements in place for the Directors of the Company.

The Corporations Act requires the agenda for the Annual General Meeting of a listed company to include a resolution for the adoptions of the Remuneration Report. The Corporations Act expressly provides that the vote on the resolution is advisory only and does not bind the Directors of the Company.

Shareholders attending the Annual General Meeting will be given a reasonable opportunity to ask questions and comment on the Remuneration Report.

2.2 Voting Exclusion Statement

A description of the persons not permitted to vote on Resolution 1, and whose votes will be disregarded if cast on Resolution 1, is set out in the Notice.

3. RESOLUTION 2 – 10% PLACEMENT CAPACITY

3.1 Requirement for Shareholder Approval under Listing Rule 7.1A

Broadly speaking, and subject to a number of exceptions, Listing Rule 7.1 limits the amount of equity securities that a listed company can issue without the approval of its shareholders over any 12 month period to 15% of the fully paid ordinary shares it had on issue at the start of that period.

Listing Rule 7.1A enables eligible entities to issue Equity Securities up to 10% of their issued capital through placements over a 12-month period, following approval at its Annual General Meeting (**10% Placement Capacity**). This 10% Placement is in addition to the 15% placement capacity that a Company may utilise according to Listing Rule 7.1.

The Company is an eligible entity as it is not included in the S&P/ASX 300 Index and has a market capitalisation of less than A\$300 million. As of the date of this Notice, the Company's market capitalisation is \$206,312,428.17.

The Company is seeking Shareholder approval to enable the Company to issue Equity Securities under the 10% Placement Capacity. The exact number of Shares that may be issued by the Company pursuant to this Resolution 2 will be determined in accordance with Listing Rule 7.1A.2.

3.2 Required information under Listing Rule 14.1A

For this Resolution to be passed, at least 75% of votes cast by Shareholders present and eligible to vote at the Meeting must be cast in favour of the Resolution.

If this Resolution is passed, the Company will be able to issue Equity Securities up to the combined 25% limit in Listing Rules 7.1 and 7.1A without any further Shareholder approval.

If this Resolution is not passed, the Company will not be able to access the additional 10% capacity to issue Equity Securities without Shareholder approval under Listing Rule 7.1A and will remain subject to the 15% limit on issuing Equity Securities without Shareholder approval set out in Listing Rule 7.1.

3.3 Required information under Listing Rule 7.3A

For the purpose of Listing Rule 7.3A, the Company gives the following details in relation to this to Resolution 2:

(a) Formula for calculating the 10% Placement Capacity:

The number of Equity Securities which the Company may issue pursuant to this Resolution 2 in accordance with Listing Rule 7.1A.2 may be calculated in accordance with the following formula:

$$(A \times D) - E$$

Where:

A is the number of Shares on issue at the commencement of the relevant period,

- (i) plus the number of fully paid ordinary shares issued in the relevant period under an exception in Listing Rule 7.2 other than exception 9, 16 or 17,
- (ii) plus the number of fully paid ordinary securities issued in the relevant period on the conversion of convertible securities within rule 7.2 exception 9 where:
 - A. the convertible securities were issued or agreed to be issued before the commencement of the relevant period; or
 - B. the issue of, or agreement to issue, the convertible securities was approved, or taken under these rules to have been approved, under rule 7.1 or rule 7.4,
- (iii) **plus** the number of partly paid securities issued in the relevant period under an agreement to issue securities within rule 7.2 exception 16 where:
 - A. the agreement was entered into before the commencement of the relevant period; or
 - B. the agreement or issue was approved, or taken under these rules to have been approved, under rule 7.1 or 7.4,
- (iv) **plus** the number of fully paid ordinary securities issued in the relevant period with approval of holders of shares under Listing Rule 7.1 and 7.4,
- (v) **plus** the number of partly paid ordinary securities that became fully paid in the relevant period,

- (vi) **less** the number of fully paid ordinary shares cancelled in the relevant period.

D is 10%

E is the number of Equity Securities issued or agreed to be issued under Listing Rule 7.1A.2 in the 12 months before the date of issue or agreement to issue that are not issued with the approval of Shareholders under Listing Rule 7.1 and 7.4.

In relation to the Company, "relevant period" means the 12 month period immediately preceding the date of issue or agreement.

(b) **Issue price of securities**

Any Equity Securities issued under the 7.1A Mandate must be in an existing quoted class of Equity Securities and be issued for cash consideration. The minimum price at which Equity Securities may be issued under the 7.1A Mandate will not be less than 75% of the volume weighted average price of the Equity Securities in the same class, calculated over the 15 trading days on which trades were recorded immediately before:

- (i) the date on which the Equity Securities are issued or agreed to be issued by the Company and the recipient of the Equity Securities; or
- (i) if the Equity Securities are not issued within ten trading days of the date in paragraph (i) above, the date on which the Equity Securities are issued.

(c) **Risk of economic and voting dilution of ordinary securities holders**

Any issue of Equity Securities under the 10% Placement will dilute the voting interests and may dilute the economic interests of Shareholders who do not receive Equity Securities under the issue.

The table below seeks to demonstrate the potential dilution of existing members from the issue of Equity Securities under the 10% Placement calculated in accordance with the formula in ASX Listing Rule 7.1A.2. The table considers the current number of shares on issue, the effect of a change in the number of shares on issue, and a variation in the issue price of shares (noting that shares may only be issued at up to a 25% discount based on the volume weighted average price of the shares calculated over the 15 trading days preceding the issue).

VOTING DILUTION

Number of shares on issue	Dilution variable	\$0.045 (50% decrease in current issue price)	\$0.09 (current issue price)	\$0.135 (50% increase in current issue price)
2,292,360,313 (current)	Additional 10% shares issued	229,236,031	229,236,031	229,236,031
	Funds raised	\$10,315,621	\$20,631,242	\$30,946,864
3,438,540,469 (50% increase)	Additional 10% shares issued	343,854,046	343,854,046	343,854,046
	Funds raised	\$15,473,432	\$30,946,864	\$46,420,296
4,584,720,626 (100% increase)	Additional 10% shares issued	458,472,062	458,472,062	458,472,062
	Funds raised	\$20,631,242	\$41,262,485	\$61,893,728

This table makes the following assumptions:

- (i) the current number of Shares on issue is the number of Shares on issue at as the date of this Notice;
- (ii) the current issue price is the closing price of Shares on 16 October 2025, being \$0.09;
- (iii) the Company issues the maximum possible number of Equity Securities under the 10% Placement Capacity;
- (iv) the calculations above do not show the dilution that any one Shareholder will be subject to – all Shareholders should consider the dilution caused to their own shareholding depending on their specific circumstances; and
- (v) this table does not consider any dilution which may occur subject to ASX Listing Rule 7.1.

There is a risk that:

- (i) the market price for the Company's Equity Securities may be lower on the date of issue of the Equity Securities than on the date of the Annual General Meeting; and
- (ii) the Equity Securities may be issued at a price which is at a discount to the market price for the Company's Equity Securities on the issue date.

(d) **Date approval will expire**

The approval given pursuant to Resolution 2 will expire on the earlier of:

- (i) the date that is 12 months after the date of the Meeting at which approval for this Resolution is obtained; or
- (ii) the time and date of the Company's next annual general meeting; or
- (iii) the date of approval by Shareholders of any transaction under Listing Rule 11.1.2 (significant change to the nature or scale of the Company's activities) or 11.2 (disposal of the Company's main undertaking) or such longer period if allowed by the ASX.

(e) **Purpose**

The Company may issue Equity Securities under its 10% Placement for various purposes including the following:

- (i) progression of the Company's Yandal Project, and other regional projects (including Glenburgh South, Montague and Barrelnmaker);
- (ii) acquisition opportunities; and
- (iii) general working capital purposes.

(f) **Allocation policy**

The allottees of the Equity Securities under the 10% Placement Capacity have not yet been determined, however, the Company may issue Equity Securities under the 10% Placement Capacity to current Shareholders or new investors or both. No recipients of Equity Securities under the 10% Placement Capacity will be related parties of the Company.

The Company will determine who will receive Equity Securities under the 10% Placement Capacity if and when it decides to utilise the 10% Placement Capacity, taking into consideration the following:

- (i) the purpose of the issue;

- (ii) alternative fund raising methods available;
- (iii) the effect of the issue on the Company;
- (iv) the circumstances of the Company, financial and otherwise;
- (v) prevailing market conditions; and
- (vi) advice from corporate, financial and broking advisers (as applicable).

(g) **Prior approval**

The Company obtained approval at the 2024 AGM under Listing Rule 7.1A.

(h) **Issue of Shares under rule 7.1A.2 since 2024 AGM**

The Company previously obtained approval from its Shareholders pursuant to Listing Rule 7.1A at its annual general meeting held on 28 November 2024 (**Previous Approval**).

During the 12-month period preceding the date of the Meeting, being on and from 24 November 2024, the Company issued 190,655,942 Shares pursuant to the Previous Approval (**Previous Issue**), which represents approximately 37.65% of the total diluted number of Equity Securities on issue in the Company on 24 November 2024, which was 506,355,517. The Company notes that, at the time of issue of the Shares, the Previous Issue represented approximately 9.96% of the total diluted number of Equity Securities on issue.

Further details of the issues of Equity Securities by the Company pursuant to Listing Rule 7.1A.2 during the 12 month period preceding the date of the Meeting are set out below.

The following information is provided in accordance with Listing Rule 7.3A.6(b) in respect of the Previous Issue:

Date of Issue and Appendix 2A	Date of Issue: 2 October 2025 Date of Appendix 2A: 2 October 2025
Number and Class of Equity Securities Issued	190,655,942 Shares ²
Issue Price and discount to Market Price¹ (if any)	\$0.055 per Share (at a 15.38% discount to Market Price, being \$0.065).
Recipients	Professional and sophisticated investors as part of a placement announced on 24 September 2025. The placement participants were identified through a bookbuild process, which involved JP Equity Holdings Pty Ltd seeking expressions of interest to participate in the placement from non-related parties of the Company. None of the participants in the placement were material investors that are required to be disclosed under ASX Guidance Note 21.
Total Cash Consideration	Amount raised: \$10,486,076.80 Amount spent: \$0

and Use of Funds

Use of funds: 25,000m aircore program testing the Mustang shear as well as its intersection with the Celia Shear, results from which will form the basis of follow up RC/diamond drilling; first-pass diamond drilling at Dusk 'til Dawn testing key chargeable targets; RC and diamond drilling at Great Western; surface geochemical and geophysics programs across the Yandal Project; regional aircore drilling across the Yandal Project. and ongoing working capital.

Amount remaining: \$10,486,076.80

Proposed use of remaining funds:³ As described above.

Notes:

1. Market Price means the closing price of Shares on ASX (excluding special crossings, overnight sales and exchange traded option exercises). For the purposes of this table the discount is calculated on the Market Price on the last trading day on which a sale was recorded prior to the date that the Company agreed to issue the relevant Equity Securities.
2. Fully paid ordinary shares in the capital of the Company, ASX Code: GML (terms are set out in the Constitution).
3. This is a statement of current intentions as at the date of this Notice. As with any budget, intervening events and new circumstances have the potential to affect the manner in which the funds are ultimately applied. The Board reserves the right to alter the way the funds are applied on this basis.

3.4 Voting Exclusion Statement

There is no voting exclusion statement for this Resolution. As at the date of this Notice of Meeting the Company has no specific plans to issue Equity Securities pursuant to ASX Listing Rule 7.1A and therefore it is not known who (if any) may participate in a potential (if and) issue of Equity Securities under ASX Listing Rule 7.1A, and therefore no existing Shareholder will be excluded from voting on this Resolution.

3.5 Recommendation of Directors

Each Director recommends that Shareholders vote **IN FAVOUR** of Resolution 2. Each Director confirms that he has no personal interest in the outcome of Resolution 2 other than in his capacity as a Shareholder or an Associate of a Shareholder.

4. RESOLUTIONS 3 TO 6 – ELECTION OF DAVID CROOK, DAVID MORGAN, ANTHONY MCCLURE AND ANDREW BRAY

4.1 Background

The Constitution allows the Directors to appoint at any time a person to be a Director either to fill a casual vacancy or as an addition to the existing Directors, but only where the total number of Directors does not at any time exceed the maximum number specified by the Constitution.

Pursuant to the Constitution and Listing Rule 14.4, any Director so appointed holds office only until the next annual general meeting and is then eligible for election by Shareholders but shall not be taken into account in determining the Directors who are to retire by rotation (if any) at that meeting.

4.2 Mr David Crook

Mr David Crook was appointed to the Board of the Company as a non-executive director in May 2025 and in accordance with the Constitution, will retire in accordance with the Constitution and Listing Rule 14.4 and being eligible, seeks election from Shareholders.

Mr David Crook is a geologist and company director with over 40 years' experience. Mr Crook is considered an expert gold explorer and has a strong background in base and battery metals.

He was the inaugural Managing Director of Pioneer Resources Limited, a role he held for 16 years. During this period of time, David managed the team that discovered and developed the Sinclair Caesium Deposit, and also discovered the Dome North Spodumene Deposit, that ultimately resulted in the takeover by Develop Limited.

Mr Crook is currently Managing Director of ASX listed Tyranna Resources Ltd (ASX:TRL).

4.3 Mr David Morgan

Mr David Morgan was appointed to the Board of the Company as a non-executive director in September 2025 and in accordance with the Constitution, will retire in accordance with the Constitution and Listing Rule 14.4 and being eligible, seeks election from Shareholders.

Mr Morgan is a mining engineer and mechanical engineer with 35 years' experience in the mining industry in Australia and Africa. He has previously held a number of executive development and mine operations roles involving project engineering, maintenance and contract earthmoving for companies such as Rio Tinto, Macmahon and WMC Resources. He was General Manager Operations for Equigold in Queensland and was also General Manager Mining and Metallurgy for Sundance Resources Mbalam Iron Ore Project.

Mr Morgan is currently non-executive director of ASX listed Nagambie Resources Limited.

4.4 Mr Anthony McClure

Mr Anthony McClure was appointed to the Board of the Company as a non-executive director in August 2025 and in accordance with the Constitution, will retire in accordance with the Constitution and Listing Rule 14.4 and being eligible, seeks election from Shareholders.

Mr McClure has had 30 years technical, management and financial experience in the resource sector worldwide in project management and executive development roles. He has also worked in the financial services sector within the mineral and energy sectors. Mr McClure has a Bachelor of Science (Geology) degree. He was a past director of Silver Mines Limited, Bolnisi Gold NL, Nickel Mines Limited, European Gas Limited and Santana Minerals Limited.

Mr McClure is currently the Non-Executive Chairman of ASX listed Strickland Metals Limited (ASX:STK).

4.5 Mr Andrew Bray

Mr Andrew Bray was appointed to the Board of the Company as a director and Executive Chairman in August 2025 and in accordance with the Constitution, will retire in accordance with the Constitution and Listing Rule 14.4 and being eligible, seeks election from Shareholders.

Mr Bray has over 15 years of experience in the formation, financing and development of natural resources companies. Mr Bray holds a Bachelor of Economics and Bachelor of Laws (Hons 1) from the University of Sydney. Mr Bray is a foundation shareholder and past Chief Executive Officer of Strickland Metals Limited.

4.6 Requirement for Shareholder Approval and technical information required by Listing Rule 14.1A

Shareholders are asked to consider and vote upon the election of Messrs Crook, Morgan, McClure and Bray each as a Director of the Company.

If Resolution 3 is not approved, Mr Crook will not be able to serve as a member of the Board and Gateway will need to consider other appropriately qualified members to serve on its board.

If Resolution 4 is not approved, Mr Morgan will not be able to serve as a member of the Board and Gateway will need to consider other appropriately qualified members to serve on its board.

If Resolution 5 is not approved, Mr McClure will not be able to serve as a member of the Board and Gateway will need to consider other appropriately qualified members to serve on its board.

If Resolution 6 is not approved, Mr Bray will not be able to serve as a member of the Board and Gateway will need to consider other appropriately qualified members to serve on its board.

4.7 Recommendation of Directors

Each Director, other than Mr Crook, who has a personal interest in the outcome of Resolution 3, recommends that Shareholders vote **in favour** of Resolution 3. Each Director, other than Mr Crook, confirms that they have no personal interest in the outcome of Resolution 3 other than in their capacity as a Shareholder or an Associate of a Shareholder.

Each Director, other than Mr Morgan, who has a personal interest in the outcome of Resolution 4, recommends that Shareholders vote **in favour** of Resolution 4. Each Director, other than Mr Morgan, confirms that they have no personal interest in the outcome of Resolution 4 other than in their capacity as a Shareholder or an Associate of a Shareholder.

Each Director, other than Mr McClure, who has a personal interest in the outcome of Resolution 5, recommends that Shareholders vote **in favour** of Resolution 5. Each Director, other than Mr McClure, confirms that they have no personal interest in the outcome of Resolution 5 other than in their capacity as a Shareholder or an Associate of a Shareholder.

Each Director, other than Mr Bray, who has a personal interest in the outcome of Resolution 6, recommends that Shareholders vote **in favour** of Resolution 6. Each Director, other than Mr Bray, confirms that they have no personal interest in the outcome of Resolution 6 other than in their capacity as a Shareholder or an Associate of a Shareholder.

5. RESOLUTIONS 7 AND 8 – RATIFICATION OF ISSUE OF PLACEMENT SHARES

5.1 Background

On 24 September 2025, the Company announced that it had completed a placement of 409,090,909 Shares at an issue price of \$0.055 to raise total funds of \$22.5 million (before costs) (**Placement**) to institutional, professional and Sophisticated Investors to underpin the next major phase of exploration at its flagship Yandal Project in Western Australia and also for initial exploration at the Company's newly acquired Glenburgh South Project both in Western Australia.

The Placement was strongly supported by both existing shareholders and new investors.

The Company received the support of its Directors in the Placement, and the issue of the Placement Shares to Directors will be subject to shareholder approval under Resolutions 9 to 13 of this Notice.

The Placement was lead managed by JP Equity Holdings Pty Ltd (**Lead Manager**).

378,636,363 Placement Shares were issued under the Placement to institutional, professional and Sophisticated Investors who are not directors or related parties of the Company (**Placement Shares**) were issued using the Company's capacity under ASX Listing Rule 7.1 and Listing Rule 7.1A. 187,980,421 Placement Shares were issued under the Company's Listing Rule 7.1 capacity and 190,655,942 Placement Shares were issued under the Company's Listing Rule 7.1A capacity.

The issue of the Placement Shares occurred on 2 October 2025. The Company now seeks shareholder approval to ratify the issue of the Placement Shares pursuant to Listing Rule 7.4.

5.2 Subsequent approval of an issue of Securities under Listing Rule 7.4 and 7.5

Listing Rule 7.1 requires Shareholder approval for the proposed issue of securities in the Company where such issue represents more than 15% of the Company's securities then on issue within the 12 month period immediately prior to the date of that issue or the date of

agreement to effect that issue (15% Threshold). Under Listing Rule 7.1A however, an eligible entity can seek approval from its members, by way of special resolution passed at its annual general meeting to increase the 15% limit by an extra 10% (10% Threshold) to 25%.

The Company obtained approval to increase its limit to 25% at the 2024 AGM.

Listing Rule 7.4 permits the ratification of previous issues of securities made without Shareholder approval, provided such issue, in aggregate with any other applicable issues of Equity Securities by the Company, did not breach the 15% Threshold and 10% Threshold.

Shareholder ratification of an issue of securities under Listing Rule 7.4 enables the Company capacity to issue further securities up to the 15% Threshold and the 10% Threshold, without additional Shareholder approval (but still subject to any other approval required under the Listing Rules), to the extent of the securities that were the subject of that ratification.

Listing Rule 7.4 stipulates that an issue of Equity Securities made without Shareholder approval under Listing Rule 7.1 is treated as having been made with it, if it is subsequently approved by Shareholders.

The issue of the Placement Shares does not fit within any of the exceptions set out in Listing Rule 7.2 and, as it has not yet been approved by Shareholders, it uses part of the Company's 15% capacity in Listing Rules 7.1 and part of the Company's 10% Capacity under Listing Rule 7.1A.

5.3 Technical information required by Listing Rule 14.1A

If these Resolutions are not approved it reduces the Company's capacity to issue further equity securities without Shareholder approval under Listing Rule 7.1 and Listing Rule 7.1A for the 12 month period following the date of issue of the Placement Shares.

If these Resolutions are passed, the Placement Shares will be excluded in calculating the Company's 15% Threshold and 10% Threshold, effectively increasing the number of equity securities it can issue without Shareholder approval over the 12 month period following the issue date.

The Company's ability to utilise the additional 10% capacity provided for in Listing Rule 7.1A remains conditional on Resolution 2 being passed at this Meeting.

5.4 Additional disclosure

The following information in relation to the Placement Shares, the subject of Resolutions 7 and 8, is provided to the Shareholders for the purposes of Listing Rule 7.5:

(a) Equity Securities issued

187,980,421 Placement Shares were issued under the Company's Listing Rule 7.1 capacity (ratification of which is sought under Resolution 7) and 190,655,942 Placement Shares were issued under the Company's Listing Rule 7.1A capacity (ratification of which is sought under Resolution 8) .

(b) Issue price

The Placement Shares were issued at \$0.055 per Share for Shares issued pursuant to both Listing Rule 7.1 and Listing Rule 7.1A. The Company received an aggregate \$20,825,000 (before costs) as consideration for the issue of the Placement Shares which are the subject of this Resolution.

(c) Issue date

The Placement Shares were issued on 2 October 2025.

(d) Terms

The Placement Shares issued were fully paid ordinary shares in the capital of the Company and rank equally in all respects with the existing fully paid ordinary shares on issue.

(e) **Persons to whom Equity Securities were issued**

The Placement Shares were issued to Sophisticated Investors, professional and institutional investors who are not Related Parties of the Company.

The participants in the Placement were introduced by JP Equity Holdings Pty Ltd who acted as lead managers to the Placement, or were prospective investors already known to the Company. The recipients were identified through a bookbuild process, which involved the lead managers seeking expressions of interest from Sophisticated Investors, professional and institutional investors to participate in the Placement.

In accordance with paragraph 7.2 of the ASX Guidance Note 21, the Company confirms that none of the recipients were:

- (i) related parties of the Company, members of the Company's Key Management Personnel, substantial holders of the Company, advisers of the Company or an associate of any of these parties; and
- (ii) issued more than 1% of the issued capital of the Company.

(f) **Use of funds raised**

The funds raised under the Placement the subject of these Resolutions underpin exploration and drilling programs at the Company's Yandal Gold Project, its other exploration projects (including Glenburgh South, Montague and Barrelnmaker) working capital purposes and for costs of the Placement.

The above is a statement of current intentions at the date of this Document. Intervening events and new circumstances have the potential to affect the manner in which the funds are ultimately applied. The Board reserves the right to alter the way the funds are applied on this basis.

(g) **Material Terms of an agreement to which securities were issued**

The Placement Shares were not issued under an agreement. The Shares were issued to Sophisticated Investors, professional and institutional investors who subscribed for the shares under the Placement.

(h) **Listing Rules 7.1 and 7.1A**

The issue did not breach Listing Rule 7.1 or 7.1A.

5.5 Voting Exclusion Statement

Particulars as to the persons not permitted to vote on these Resolutions, and whose votes will be disregarded if cast on these Resolutions, are set out in the Notice.

5.6 Recommendation of Directors

Each Director recommends that Shareholders vote **in favour** of these Resolutions.

Each Director confirms that he has no personal interest in the outcome of these Resolutions.

6. RESOLUTIONS 9 TO 13 – ISSUE OF PLACEMENT SHARES TO DIRECTORS

6.1 Background

Pursuant to the Placement summarised in Section 5.1 above, the Company received the support of its Directors in the Placement, and the issue of the Shares under the Placement to Directors is subject to Shareholder Approval.

Andrew Bray, Anthony McClure, Peter Langworthy, David Crook and Trent Franklin (and/or their nominees) have, subject to shareholder approval agreed to invest collective total of

\$1,675,000 under the Placement being 30,454,546 Shares (**Director Placement Shares**). The Director Placement Shares comprise:

- (a) 18,181,819 Shares at an issue price of \$0.055 to Mr Bray, approval of which is pursuant to Resolution 9;
- (b) 1,818,182 Shares at an issue price of \$0.055 to Mr McClure, approval of which is pursuant to Resolution 10;
- (c) 909,091 Shares at an issue price of \$0.055 to Mr Langworthy, approval of which is pursuant to Resolution 11;
- (d) 454,545 Shares at an issue price of \$0.055 to Mr Crook, approval of which is pursuant to Resolution 12; and
- (e) 9,090,909 Shares at an issue price of \$0.055 to Mr Franklin, approval of which is pursuant to Resolution 13.

The Company is now seeking Shareholder approval under Resolutions 9 to 13 to issue a total of 30,454,546 Shares under the Placement to Andrew Bray, Anthony McClure, Peter Langworthy, David Crook and Trent Franklin (and/or their nominees) pursuant to Listing Rule 10.11.

6.2 Section 195(4) of the Corporations Act

Section 195 of the Corporations Act provides that a director of a public company may not vote or be present during meetings of directors when matters in which that director holds a “material personal interest” are being considered, except in certain limited circumstances. Section 195(4) relevantly provides that if there are not enough directors to form a quorum for a directors meeting because of this restriction, one or more of the directors may call a general meeting and the general meeting may pass a resolution to deal with the matter.

It might be argued (but it is neither conceded nor, indeed, is it thought by the Board to be the case) that all of the Directors comprising the Board (except for David Morgan) have a material personal interest in the outcome of Resolutions 9 to 13. If each does have such an interest, then a quorum could not be formed to consider the matters contemplated by Resolutions 9 to 13 at the Board level.

Accordingly, for the avoidance of any doubt, and for the purpose of transparency and best practice corporate governance, the Company also seeks Shareholder approval for Resolutions 9 to 13 for the purposes of section 195(4) of the Corporations Act in respect of the reliance on the arm's length terms exception and the decision not to seek Shareholder approval under Chapter 2E of the Corporations Act.

6.3 Chapter 2E of the Corporations Act

Chapter 2E of the Corporations Act requires that for a public company, or an entity that the public company controls, to give a financial benefit to a related party of the public company, the public company or entity must:

- (a) obtain the approval of the public company's members in the manner set out in sections 217 to 227 of the Corporations Act; and
- (b) give the benefit within 15 months following such approval,

unless the giving of the financial benefit falls within an exception set out in sections 210 to 216 of the Corporations Act.

The issue constitutes giving a financial benefit and each of the proposed recipients is a related party of the Company by virtue of either being a Director, or in the case of Mr Franklin and Mr Langworthy, being a Director within the last six months.

The Directors (other than Mr Bray who has a material personal interest in Resolution 9) consider that Shareholder approval pursuant to Chapter 2E of the Corporations Act is not required in respect of Resolution 9 because the Participation Shares will be issued to Mr Bray

on the same terms as Shares offered to the unrelated Placement participants, and as such the giving of the financial benefit is on arm's length terms.

The Directors (other than Mr McClure who has a material personal interest in Resolution 10) consider that Shareholder approval pursuant to Chapter 2E of the Corporations Act is not required in respect of Resolution 10 because the Participation Shares will be issued to Mr McClure on the same terms as Shares offered to the unrelated Placement participants, and as such the giving of the financial benefit is on arm's length terms.

The Directors consider that Shareholder approval pursuant to Chapter 2E of the Corporations Act is not required in respect of Resolution 11 because the Participation Shares will be issued to Mr Langworthy on the same terms as Shares offered to the unrelated Placement participants, and as such the giving of the financial benefit is on arm's length terms.

The Directors (other than Mr Crook who has a material personal interest in Resolution 12) consider that Shareholder approval pursuant to Chapter 2E of the Corporations Act is not required in respect of Resolution 12 because the Participation Shares will be issued to Mr Crook on the same terms as Shares offered to the unrelated Placement participants, and as such the giving of the financial benefit is on arm's length terms.

The Directors consider that Shareholder approval pursuant to Chapter 2E of the Corporations Act is not required in respect of Resolution 13 because the Participation Shares will be issued to Mr Franklin on the same terms as Shares offered to the unrelated Placement participants, and as such the giving of the financial benefit is on arm's length terms.

6.4 Requirement for Shareholder Approval

Listing Rule 10.11 requires that unless an exception applies, an entity must not without the prior approval of its shareholders, issue or agree to issue Equity Securities to:

- (a) a Related Party of the entity;
- (b) a person who is, or was at any time in the 6 months before the issue or agreement, a substantial (30%+) holder in the entity;
- (c) a person who is or was at any time in the 6 months before the issue or agreement a substantial (10%) holder in the entity and who has nominated a director to the board of the entity pursuant to a relevant agreement which gives them a right or expectation to do so;
- (d) an associate of a person referred to in (a) to (c) above; or
- (e) a person whose relationship with the entity or a Related Party is, in ASX's opinion, such that approval of shareholders should be obtained.

Andrew Bray, Anthony McClure and David Crook are Related Parties of the Company by virtue of being Directors.

Trent Franklin and Peter Langorthy are Related Parties of the Company by virtue of being Directors within the last six months of this Notice.

6.5 Technical information required by Listing Rule 14.1A

Should Resolutions 9 to 13 not be approved, the Company will not issue the Director Placement Shares to the Directors or their nominees and the Company will be required to refund funds deposited to Directors as part of their participation under the Placement and this may affect the Company's exploration plans.

Should Resolutions 9 to 13 be passed, the Company will be able to proceed with the issue of a total of 30,454,546 Shares to Messrs Bray, McClure, Langworthy, Crook and Franklin (or their nominees) within one month of receiving such approval (or such later date as permitted by an ASX waiver or modification of the Listing Rules) and will raise additional funds under the Placement. As approval under Listing Rule 7.1 is not required for the issue (because

approval is being obtained under Listing Rule 10.11), the issue will not use up any of the Company's 15% annual placement capacity.

6.6 Information required by Listing Rule 10.13

For the purpose of Listing Rule 10.13, the following information in relation to the Director Placement Shares the subject of Resolutions 9 to 13 is provided:

(a) **Parties to whom the securities will be issued**

Andrew Bray, Anthony McClure, Peter Langworthy, David Crook and Trent Franklin or their nominees.

(b) **Maximum number of securities to be issued**

- Resolution 9 – Andrew Bray: 18,181,819 Director Placement Shares.
- Resolution 10 – Anthony McClure: 1,818,182 Director Placement Shares.
- Resolution 11 – Peter Langworthy: 909,091 Director Placement Shares.
- Resolution 12– David Crook: 454,545 Director Placement Shares.
- Resolution 13 – Trent Franklin: 9,090,909 Director Placement Shares.

(c) **Date of issue**

The Company intends to issue the Director Placement Shares the subject of Resolutions 9 to 13 on the day immediately after the date of upon which Resolutions 9 to 13 are duly approved or in any event, within one month from the date on which Resolutions 9 to 13 are duly approved.

(d) **Relationship of Related Party and Listing Rule Category**

Andrew Bray, Anthony McClure and David Crook are Directors of the Company and are therefore related parties under 10.11.1 of the ASX Listing Rules.

Trent Franklin and Peter Langworthy are Related Parties of the Company by virtue of being Directors within the last six months of this Notice.

(e) **Issue price and terms of issue**

The Director Placement Shares to be issued will be issued at \$0.055 per Share (the same price as the Placement). The Director Placement Shares to be issued will be fully paid ordinary shares in the capital of the Company and will be issued on the same terms and conditions as the Company's existing Shares.

The Company will receive:

- Resolution 9 – Andrew Bray: \$1,000,000 (before costs);
- Resolution 10 – Anthony McClure: \$100,000 (before costs);
- Resolution 11 – Peter Langworthy: \$50,000 (before costs);
- Resolution 12 – David Crook: \$25,000 (before costs); and
- Resolution 13 – Trent Franklin: \$500,000 (before costs),

as consideration for the issue of the Director Placement Shares which are the subject of Resolutions 9 to 13.

The value of the Director Placement Shares proposed to be issued are also set out above, based on a valuation of \$0.055 per Director Placement Share (being the issue price of the Placement Shares proposed to be issued, which is equivalent to the price at which Placement Shares were issued to unrelated participants in the Placement).

(f) **Use of funds raised**

The funds raised from the issue of the Director Placement Shares underpin exploration and drilling programs at the Company's Yandal Gold Project, its other exploration projects (including Glenburgh South, Montague and Barrelnmaker) working capital purposes and for costs of the Placement.

The above is a statement of current intentions at the date of this Document. Intervening events and new circumstances have the potential to affect the manner in which the funds are ultimately applied. The Board reserves the right to alter the way the funds are applied on this basis.

The issue of Shares to Directors under Resolutions 9 to 13 are not intended to remunerate and incentivise the Directors as part of their remuneration package.

(g) **Material Terms of an agreement to which securities were issued**

The Director Placement Shares which are the subject of Resolutions 9 to 13 were not issued under an agreement. The Director Placement Shares will be issued to the parties named above or their nominees as part of their subscription under the Placement.

6.7 Voting Exclusion Statement

A description of the persons not permitted to vote on Resolutions 9 to 13 and whose votes will be disregarded if cast on Resolutions 9 to 13, are set out in the Notice.

7. RESOLUTION 14 – RATIFICATION OF ISSUE OF ADVISOR OPTIONS TO JP EQUITY

7.1 Background

As noted in Section 5.1 above, the Placement was lead managed JP Equity Holdings Pty Ltd (**JP Equity**).

As part of JP Equity's fee for lead managing and facilitating the Placement, JP Equity was also issued 20,000,000 Options with an exercise price of \$0.10 per Option and expiring on 2 October 2028 (**Advisor Options**).

The Company issued the Advisor Options using the Company's capacity under ASX Listing Rule 7.1. A summary of Listing Rule 7.1 is set out in Section 3.1.

The Company now seeks shareholder approval to ratify the issue of the Advisor Options pursuant to Listing Rule 7.4.

7.2 Subsequent approval of an issue of Securities under Listing Rule 7.4 and 7.5

Listing Rule 7.4 permits the ratification of previous issues of securities made without Shareholder approval, provided such issue, in aggregate with any other applicable issues of Equity Securities by the Company, did not breach the 15% Threshold.

Shareholder ratification of an issue of securities under Listing Rule 7.4 enables the Company capacity to issue further securities up to the 15% Threshold, without additional Shareholder approval (but still subject to any other approval required under the Listing Rules), to the extent of the securities that were the subject of that ratification.

Listing Rule 7.4 stipulates that an issue of Equity Securities made without Shareholder approval under Listing Rule 7.1 is treated as having been made with it, if it is subsequently approved by Shareholders.

Further under Exception 9 in Listing Rule 7.2, an issue of Equity Securities on the conversion of Convertible Securities (including Options) does not count towards the 15% Threshold provided that the Company issued the Convertible Securities:

- (a) before it was listed and disclosed the existence and material terms of the Convertible Securities in the prospectus, PDS or information memorandum lodged with ASX under the Listing Rule 1.1 condition 3; or

- (b) after it was listed and complied with the Listing Rules when it did so.

The issue of the Advisor Options does not fit within any of the exceptions set out in Listing Rule 7.2 and, as it has not yet been approved by Shareholders, it uses part of the Company's 15% capacity in Listing Rules 7.1, and if this Resolution is not approved it reduces the Company's capacity to issue further equity securities without Shareholder approval under Listing Rule 7.1 for the 12 month period following the date of issue of the Advisor Options.

7.3 Technical information required by Listing Rule 14.1A

If this Resolution is passed, the Advisor Options will be excluded in calculating the Company's 15% Threshold, effectively increasing the number of equity securities it can issue without Shareholder approval over the 12 month period following the issue date.

If this Resolution is not passed, the Advisor Options will be included in calculating the Company's 15% limit in Listing Rule 7.1, effectively decreasing the number of equity securities that the Company can issue without Shareholder approval over the 12 month period following the date of the issue.

7.4 Additional disclosure

The following information in relation to the Advisor Options, the subject of Resolution 14 is provided to the Shareholders for the purposes of Listing Rule 7.5:

(a) **Equity Securities issued**

20,000,000 unlisted Advisor Options.

(b) **Issue date**

The Advisor Options were issued on 2 October 2025.

(c) **Terms**

Each Advisor Option will have an exercise price of \$0.10 and will expire on 2 October 2028. The terms and conditions of which are set out in Annexure A of this Notice.

(d) **Persons to whom Equity Securities were issued**

The Advisor Options were issued to JP Equity (or their nominees) who are not a Related Party of the Company.

(e) **Issue Price, Use of Funds and purpose of the issue**

No funds will be raised from this issue of the Advisor Options as they were issued as part of JP Equity's fee for lead managing and facilitating the Placement.

The Company does not have any specific intentions for the use of funds received on exercise of the Advisor Options, and the Company presently considers that funds raised from the exercise of Advisor Options, will be applied towards exploration at the Company's Yandal Project and other exploration projects and the Company's general working capital.

(f) **Material Terms of an agreement to which securities were issued**

In September 2025, the Company entered into a capital raising and lead manager mandate with JP Equity. Under the mandate, JP Equity agreed to provide capital raising services to the Company and to act as the sole lead manager in relation to the Placement.

In consideration for providing these services, the Company agreement to pay the following fees:

- (i) a capital raising fee of 4% of all funds raised by JP Equity under the Placement (except those funds raised by the Company via a Chairman's list);
- (ii) a management fee of 2% of all funds raised under the Placement (except those funds raised by the Company via a Chairman's list); and
- (iii) receive 20,000,000 unquoted Advisor Options at an exercise price of \$0.10 per Advisor Option and expiring on 2 October 2028.

In addition, the Company agrees to reimburse all reasonable out of pocket expenses and disbursements.

The mandate otherwise has customary terms for agreements of this nature.

(g) **Compliance**

The issue did not breach Listing Rule 7.1.

7.5 Voting Exclusion Statement

Particulars as to the persons not permitted to vote on this Resolution, and whose votes will be disregarded if cast on this Resolution, are set out in the Notice.

7.6 Recommendation of Directors

Each Director recommends that Shareholders vote **in favour** of this Resolution.

Each Director confirms that he has no personal interest in the outcome of this Resolution.

8. RESOLUTION 15 – RATIFICATION OF CONSIDERATION SHARES ISSUED FOR GLENBURGH SOUTH GOLD PROJECT ACQUISITION

8.1 Background

On 15 September 2025, the Company announced that it had entered into a binding agreement (**Agreement**) with several parties (**Vendors**) to acquire an 80% interest in the Glenburgh South Project (**Transaction**).

The tenements, which make up the Glenburgh South Project, are listed in the Company's ASX Announcement on 15 September 2025 (**Tenements**).

The Transaction secures approximately 620 square kilometres of highly prospective ground within 10 kilometres of Benz Mining Corp's 510Koz Glenburgh Gold Project.

Terms of Transaction

The Company paid the following consideration to the Vendors (or their nominees) for an 80% interest in the Tenement as follows:

\$200,000 cash payment as a reimbursement for prior expenditure incurred on the Tenements; and

\$235,000 in Shares (**Consideration Shares**) issued at the 5 day volume weighted average price prior to the Transaction being announced, being 3,903,655 Consideration Shares at an issue price of \$0.0602 per Consideration Share.

The Company has provided a commitment to the Vendors to spend \$1.4 million in exploration expenditure on the Glenburgh South Project over the next three years.

The Transaction completed on 19 September 2025.

The Company and the Vendors have entered into an unincorporated joint venture in respect of the Tenements with the Company owning an 80% interest in the Tenements and the Vendors owning a 20% interest (**Joint Venture**).

The Company will be the manager of the Joint Venture, and the Vendors' 20% interest in the Tenements will be free carried through to a completion of a definitive feasibility study (**Free Carry Period**).

Following the Free Carry Period, the parties must each fund all expenditure under the Joint Venture on a pro-rata basis in proportion to their respective participating interest in the Joint Venture from time to time.

8.2 Subsequent approval of an issue of Securities under Listing Rule 7.4 and 7.5

Listing Rule 7.1 requires Shareholder approval for the proposed issue of securities in the Company where such issue represents more than 15% of the Company's securities then on issue within the 12 month period immediately prior to the date of that issue or the date of agreement to effect that issue (**15% Threshold**). Listing Rule 7.4 permits the ratification of previous issues of securities made without Shareholder approval, provided such issue, in aggregate with any other applicable issues of Equity Securities by the Company, did not breach the 15% Threshold.

Shareholder ratification of an issue of securities under Listing Rule 7.4 enables the Company capacity to issue further securities up to the 15% Threshold, without additional Shareholder approval (but still subject to any other approval required under the Listing Rules), to the extent of the securities that were the subject of that ratification.

Listing Rule 7.4 stipulates that an issue of Equity Securities made without Shareholder approval under Listing Rule 7.1 is treated as having been made with it, if it is subsequently approved by Shareholders.

The issue of the Consideration Shares does not fit within any of the exceptions set out in Listing Rule 7.2 and, as they have not yet been approved by Shareholders, they use part of the Company's 15% capacity under Listing Rules 7.1, and if this Resolution is not approved the issue of these Consideration Shares reduce the Company's capacity to issue further equity securities without Shareholder approval under Listing Rule 7.1 for the 12 month period following the date of issue of the these Shares.

8.3 Technical information required by Listing Rule 14.1A

If this Resolution is passed, the Consideration Shares will be excluded in calculating the Company's 15% Threshold, effectively increasing the number of Equity Securities it can issue without Shareholder approval over the 12 month period following the issue date.

If this Resolution is not passed, the issue will be included in calculating the Company's 15% limit in Listing Rule 7.1, effectively decreasing the number of equity securities that the Company can issue without Shareholder approval over the 12 month period following the date of the issue.

8.4 Additional disclosure

The following information, the subject of this Resolution is provided to the Shareholders for the purposes of Listing Rule 7.5:

(h) Equity Securities issued

A total of 3,903,655 fully paid ordinary shares.

(i) Issue price

The Consideration Shares had a deemed issue price of \$0.0602 per Share.

The Company received nil consideration for the issue of the Consideration Shares. The Consideration Shares were issued to the Vendors as part consideration for the Company's acquisition of an 80% interest in the Glenburgh South Gold Project as announced 15 September 2025.

(j) Issue date

The Consideration Shares were issued on 19 September 2025.

(k) **Terms**

The Consideration Shares are fully paid ordinary shares in the capital of the Company and rank equally in all respects with the existing fully paid ordinary shares on issue.

(l) **Persons to whom Equity Securities were issued**

The Consideration Shares were issued to the Vendors as part consideration for the Company's acquisition of an 80% interest in the Glenburgh South Gold Project as announced 15 September 2025.

In accordance with paragraph 7.2 of the ASX Guidance Note 21, the Company confirms that none of the recipients were:

(i) related parties of the Company, members of the Company's Key Management Personnel, substantial holders of the Company, advisers of the Company or an associate of any of these parties; and

(ii) issued more than 1% of the issued capital of the Company.

(m) **Use of funds raised**

No funds were raised by the issue of the Consideration Shares.

(n) **Material Terms of an agreement to which securities were issued**

Refer to Section 8.1 (Background) for the material terms of the Transaction.

(o) **Compliance**

The issue did not breach Listing Rule 7.1.

8.5 Voting Exclusion Statement

Particulars as to the persons not permitted to vote on this Resolution, and whose votes will be disregarded if cast on this Resolution are set out in the Notice.

8.6 Recommendation of Directors

Each Director recommends that Shareholders vote **in favour** of this Resolution.

Each Director confirms that he has no personal interest in the outcome of this Resolution.

9. RESOLUTION 16 – APPROVAL TO ISSUE SECURITIES UNDER AN EMPLOYEE INCENTIVE PLAN

9.1 Background

This Resolution seeks Shareholder approval for purposes of Listing Rule 7.2 (Exception 13(b)) for the issue of a maximum of 120,000,000 Securities under an Incentive Plan titled the "Gateway Mining Limited Securities Incentive Plan" (**Incentive Plan** or **Plan**). This maximum number includes the Securities that are subject to Resolutions 17 to 19.

This is the first time that Shareholder approval is being sought for the adoption of the Plan.

The objective of the Incentive Plan is to be:

(a) provide the Company with a remuneration mechanism to motivate and reward the performance of directors, employees and other qualifying individuals in achieving specific performance milestones through the issue of Equity Securities;

(b) link the reward of directors, employees and other qualifying individuals to Shareholder value creation; and

- (c) align the interests of directors, employees and other qualifying individuals with Shareholders by providing an opportunity to directors, employees and other qualifying individuals as equity interest in the Company.

Listing Rule 7.2 (Exception 13(b)) provides that Listing Rule 7.1 does not apply to an issue of securities under an employee incentive scheme if, within three years before the date of issue of the securities, the holders of the entity's ordinary securities have approved the issue of equity securities under the scheme as exception to Listing Rule 7.1.

Exception 13(b) is only available if and to the extent that the number of equity securities issued under the scheme does not exceed the maximum number set out in the entity's notice of meeting dispatched to shareholders in respect of the meeting at which shareholder approval was obtained pursuant to Listing Rule 7.2 (Exception 13(b)). Exception 13(b) also ceases to be available if there is a material change to the terms of the scheme from those set out in the notice of meeting.

9.2 Requirement for Shareholder Approval

Shareholder approval is not required by the Corporations Act or the Listing Rules for the establishment or operation of the Incentive Plan.

Shareholder Approval for the Incentive Plan is being sought in accordance with the provisions of this Resolution, to allow the Company to rely on Listing Rule 7.2, Exception 13. This Exception:

- (a) excludes any Equity Securities issued under an "employee Incentive Plan" from being included in the Equity Securities that the Company would otherwise be required to include in determining whether it remains in compliance with the 15% Threshold; and
- (b) provides that a company is not required to obtain shareholder approval for an issue of Equity Securities under an "employee Incentive Plan" provided that shareholders have approved the issue of securities under that scheme, as an exception to Listing Rule 7.1, no later than three years before the date of a proposed issue of any Equity Securities under that scheme.

9.3 Technical information required by Listing Rule 14.1A

If this Resolution is passed, the Company will be able to issue Securities under the Plan to eligible participants over a period of 3 years. The issue of any Securities to eligible participants under the Plan (up to the maximum number of Securities stated in Section 9.4(c) below) will be excluded from the calculation of the number of equity securities that the Company can issue without Shareholder approval under Listing Rule 7.1.

For the avoidance of doubt, the Company must seek Shareholder approval under Listing Rule 10.14 in respect of any future issues of Securities under the Plan to a related party or a person whose relationship with the Company or the related party is, in ASX's opinion, such that approval should be obtained.

If this Resolution is not passed, the Company will be able to proceed with the issue of Securities under the Plan to eligible participants, but any issues of Securities will reduce, to that extent, the Company's capacity to issue equity securities without Shareholder approval under Listing Rule 7.1 for the 12 month period following the issue of the Securities.

9.4 Information required by Listing Rule 7.2, exception 13

For the purpose of Listing Rule 7.2, exception 13, the following information in relation to the Incentive Plan the subject of this Resolution is provided:

- (a) **The terms of the Incentive Plan**
A summary of the terms and conditions of the Incentive Plan is set out in Annexure B.
- (b) The number of securities issued **under** the Plan since the date of the last approval

Nil, as this is the first time that Shareholder approval is being sought for the adoption of the Plan.

(c) **The maximum number of securities proposed to be issued under the Plan following approval**

The number of Equity Securities to be issued under the Incentive Plan will not exceed 120,000,000. This maximum is not intended to be a prediction of the actual number of Equity Securities to be issued under the Incentive Plan but is specified for the purposes of setting a ceiling on the number of Equity Securities approved to be issued for the purposes of Listing Rule 7.2 (Exception 13(b)). It is not envisaged that the maximum number of Securities for which approval is sought will be issued immediately.

This maximum number of Securities includes the Securities that are subject to Resolutions 17 to 19.

The Company may also seek Shareholder approval under Listing Rule 10.14 in respect of any future issues of Securities under the Incentive Plan to a related party or a person whose relationship with the Company or the related party is, in ASX's opinion, such that approval should be obtained.

9.5 Voting Exclusion and Prohibition Statement

Particulars as to the persons not permitted to vote on this Resolution, and whose votes will be disregarded if cast on this Resolution, are set out in the Notice.

10. RESOLUTIONS 17 TO 19 – ISSUE OF PERFORMANCE RIGHTS TO ANTHONY MCCLURE, DAVID MORGAN AND DAVID CROOK

10.1 Background

These Resolutions seek approval for the issue of the following Performance Rights to the Directors of the Company under the Company's Incentive Plan on the terms and conditions set out below.

Recipient	Quantum	Class	Resolution	Vesting Condition	Expiry Date
Anthony McClure	5,000,000	A	17	Vesting upon the 10-day VWAP of Shares reaching \$0.125.	31 December 2028
	5,000,000	B		Vesting upon the 10-day VWAP of Shares reaching \$0.175 prior to the Expiry Date.	31 December 2029
	5,000,000	C		Vesting upon the 10-day VWAP of Shares reaching \$0.25.	5 years from the date of issue
David Morgan	1,000,000	A	18	Vesting upon the 10-day VWAP of Shares reaching \$0.125.	31 December 2028
	1,000,000	B		Vesting upon the 10-day VWAP of Shares reaching \$0.175 prior to the Expiry Date.	31 December 2029
	1,000,000	C		Vesting upon the 10-day VWAP of Shares reaching \$0.25.	5 years from the date of issue

Recipient	Quantum	Class	Resolution	Vesting Condition	Expiry Date
David Crook	1,000,000	A	19	Vesting upon the 10-day VWAP of Shares reaching \$0.125.	31 December 2028
	1,000,000	B		Vesting upon the 10-day VWAP of Shares reaching \$0.175 prior to the Expiry Date.	31 December 2029
	1,000,000	C		Vesting upon the 10-day VWAP of Shares reaching \$0.25.	5 years from the date of issue

Performance Rights confer an entitlement to be issued one Share subject to the satisfaction of any Performance Criteria and the terms set out in the Incentive Plan. The Performance Rights shall be issued under, and subject to the terms of the Incentive Plan. The terms of the Incentive Plan are summarised in Annexure B.

The objective of the proposed grant of Performance Rights to Directors and officers of the Company is primarily to link the reward of Performance Rights to Shareholder value creation, and align their interests with those Shareholders and to encourage long the long-term sustainable growth of the Company. The Performance Rights shall be issued under, and subject to, the terms of the Incentive Plan.

10.2 Director Recommendation

- (a) Mr Andrew Bray (the non-interested Director) acknowledges that the issue of Performance Rights to the non-executive Directors of the Company, Messrs McClure, Morgan and Crook (**Relevant Directors**), is contrary to Recommendation 8.2 of the ASX CGPR. However, Mr Bray considers that the issue is reasonable in the circumstances for the reasons set out in Section 10.6(l) below;
- (b) Mr Bray recommends that Shareholders vote in favour of these Resolutions for the reasons set out in Section 10.6(l) below. In forming his recommendation, Mr Bray considered the experience of the Relevant Directors, the current market price of Shares, the current market standards and practices when determining the number of Performance Rights to be issued to each of the proposed recipients, as well as the performance milestones and expiry date of those Performance Rights; and
- (c) each Director (other than Mr Bray) has a material personal interest in the outcome of these Resolutions on the basis that the Directors (other than Mr Bray) (or their nominee(s)) are to be issued Performance Rights on the same terms and conditions should these Resolutions be passed. For this reason, the Relevant Directors do not believe that it is appropriate to make a recommendation on these Resolutions.

10.3 Chapter 2E of the Corporations Act

Chapter 2E of the Corporations Act requires that for a public company, or an entity that the public company controls, to give a financial benefit to a related party of the public company, the public company or entity must:

- (a) obtain the approval of the public company's members in the manner set out in sections 217 to 227 of the Corporations Act; and
- (b) give the benefit within 15 months following such approval,

unless the giving of the financial benefit falls within an exception set out in sections 210 to 216 of the Corporations Act.

The issue constitutes giving a financial benefit and each of the proposed recipients is a related party of the Company by virtue of being a Director.

As Performance Rights are proposed to be issued to three of four of the Directors, the Directors are unable to form a quorum to consider whether one of the exceptions set out in sections 210 to 216 of the Corporations Act applies to the issue. Accordingly, Shareholder approval for the issue is sought in accordance with Chapter 2E of the Corporations Act.

10.4 Requirement for Shareholder Approval

Listing Rule 10.14 provides that a listed company must not permit any of the following persons to acquire Equity Securities under an employee Incentive Plan:

- (a) a director of the company;
- (b) an associate of a director of the company; or
- (c) a person whose relationship with the company or a person referred to in Listing Rule 10.14.1 or 10.14.2 is such that, in ASX's opinion, the acquisition should be approved by its shareholders,

unless it obtains the approval of its shareholders.

Shareholder approval is required under Listing Rule 10.14 in order to issue the Performance Rights under the Incentive Plan to the Directors.

If this Resolution is passed, the Company will be able to proceed with the proposed issue of Performance Rights under the Incentive Plan to the Directors.

10.5 Technical information required by Listing Rule 14.1A

If these Resolutions are not passed, the Company will not be able to proceed with the proposed issue of Performance Rights under the Incentive Plan and may need to consider other methods (such as cash payments) to remunerate and incentivise the Directors.

If these Resolutions are passed, the Company will be able to proceed with the issue within 15 months after the date of the Meeting (or such later date as permitted by any ASX waiver or modification of the Listing Rules).

Pursuant to Listing Rule 7.2 exception 14, as Shareholder approval is being sought under Listing Rule 10.14 approval under Listing Rule 7.1 is not required.

10.6 Information required by Listing Rule 10.15 and section 219 of the Corporations Act

For the purpose of Listing Rule 10.15 and section 219 of the Corporations Act, the following information in relation to the Director's participation in the Incentive Plan the subject of this Resolution is provided:

(a) **Parties to whom the securities will be issued**

The proposed recipients are set out in Section 10.1 above.

(b) **Relationship of Related Party**

The recipients are all Directors of the Company and therefore a related party under Listing Rule 10.11.1 and as per Listing Rule 10.14.1.

(c) **Number of securities to be issued**

The number of Performance Rights to be issued to the proposed recipients is set out in Section 10.1 above. The maximum number of Performance Rights to be issued is 21,000,000.

(d) **Remuneration Package**

The remuneration package of the Relevant Directors is as follows:

- **Anthony McClure** - \$36,000 per annum exclusive of compulsory superannuation contribution. Mr McClure has not previously been issued securities under any of the Company's previous incentive plans.

- **David Morgan** - \$36,000 per annum exclusive of compulsory superannuation contribution. Mr Morgan has not previously been issued securities under any of the Company's previous incentive plans.
- **David Crook** - \$36,000 per annum exclusive of compulsory superannuation contribution. Mr Crook has not previously been issued securities under any of the Company's previous incentive plans.

(e) **Details of previous issues under Incentive Plan.**

No Equity Securities have been issued under the Company's previously adopted employee securities incentive plan was approved on 28 November 2023.

None of the Relevant Directors have been issued with any Equity Securities under the previous Incentive Plan.

(f) **Date of issue**

The Company will issue the Performance Rights within 15 months of the date of the meeting (or such later date as permitted by any ASX waiver or modification of the Listing Rules).

(g) **Price of securities**

The Performance Rights will be issued for nil consideration as part of the Incentive Plan that is the subject of Resolution 16.

(h) **Valuation**

The Company values the Performance Rights at \$0.033 per Class A Performance Right, \$0.031 per Class B Performance Right and \$0.028 per Class C Performance Right based on the Hoadley Barrier 5 Trinomial Option model together with the Hoadley Parisian Barrier model. Further information in respect of the valuation of the Performance Rights and the pricing methodology is set out in Annexure D.

(i) **Interest in securities**

The relevant interests of the recipients in Securities as at the date of this Notice and following completion of the issue are set out below:

As at the date of this Notice

RELATED PARTY	SHARES ¹	OPTIONS	PERFORMANCE RIGHTS
Anthony McClure	318,252	Nil	Nil
David Morgan	3,160,134	Nil	Nil
David Crook	Nil	Nil	Nil

Post issue²

RELATED PARTY	SHARES ¹	OPTIONS	PERFORMANCE RIGHTS
Anthony McClure	2,136,434	Nil	15,000,000
David Morgan	3,160,134	Nil	3,000,000
David Crook	454,545	Nil	3,000,000

Notes:

1. Fully paid ordinary shares in the capital of the Company (ASX: GML).
2. Including the Shares that are Subject to Resolution 9 to 13.

(j) **Maximum number of securities that may be acquired by Director**

The maximum number of Performance Rights to be issued (being the nature of the financial benefit proposed to be given) is 21,000,000 which will be allocated as set out in the table included at Section 10.1 above.

(k) **Dilution**

If the milestones attaching to the Performance Rights issued under these Resolutions are met and the Performance Rights are converted, a total of 21,000,000 Shares would be issued. This will increase the number of Shares on issue from 2,292,360,313 Shares (being the total number of Shares on issue as at the date of this Notice) to 2,313,360,313 (assuming that no Shares are issued and no other convertible securities vest or are exercised) with the effect that the shareholding of existing Shareholders would be diluted by an aggregate of 0.92%, comprising, 0.65% by Mr McClure, 0.13% by Mr Morgan and 0.13% by Mr Crook.

(l) **Summary of the material terms of the Securities and the Incentive Plan**

The material terms of the Performance Rights under this Resolution are set out in Annexure C.

Please refer to Annexure B for a summary of the terms and conditions of the Incentive Plan.

The Company has chosen to issue the Performance Rights to the Relevant Directors for the following reasons:

- (i) Performance Rights are unquoted and will not have an immediate dilutionary impact on Shareholders;
- (ii) The issue of Performance Rights are a reasonable and appropriate method to provide cost effective remuneration as the non-cash form of remuneration allows the Company greater flexibility to use its cash reserves to further advance its projects instead of being allocated for executive remuneration;
- (iii) The issue of Performance Rights is to provide a retention of performance linked incentive component in the remuneration package and is in line with its strategy that the objectives of its employees are more closely aligned with the interests of the Company and the Shareholders, in addition to attracting, motivating and retaining valuable employees; and
- (iv) The number of Performance Rights to be issued to Relevant Directors has been determined based upon a consideration of:
 - A. the role and responsibilities of the Relevant Directors;
 - B. current market standards and/or practices of other ASX listed companies of a similar size and stage of development to the Company;
 - C. the remuneration of the Relevant Directors; and
 - D. incentives required to attract and ensure continuity of service of the Relevant Directors, who have appropriate knowledge and expertise, while maintaining the Company's cash reserves.

The value attributed to the Performance Rights being issued under this Resolution is set out in Annexure D of this Document.

- (m) **Summary of the material terms of any loan which will be made to the person in relation to the acquisition.**

No loan will be provided to any of the Relevant Directors or their nominees in relation to the issue of the Performance Rights.

- (n) **Trading history**

The trading history of Shares on ASX in the 12 months before the date of this Notice is set out below.

	PRICE	DATE
Highest	\$0.091	16 October 2025
Lowest	\$0.021	31 March 2025
Last	\$0.090	16 October 2025

- (o) **Statement in accordance with Listing Rule 10.15.11**

Details of any securities issued under the Incentive Plan will be published in the annual report of the Company relating to the period in which they were issued, along with a statement that approval for the issue was obtained under Listing Rule 10.14.

Any additional persons covered by Listing Rule 10.14 who become entitled to participate in an issue of securities under the Incentive Plan after the Resolution is approved and who were not named in the notice of meeting will not participate until approval is obtained under that rule.

The Board is not aware of any other information that is reasonably required by Shareholders to allow them to decide whether it is in the best interests of the Company to pass these Resolutions.

10.7 **Voting Exclusion and Prohibition Statements**

Particulars as to the persons not permitted to vote on these Resolutions, and whose votes will be disregarded if cast on these Resolutions, are set out in the Notice.

11. **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.
2024 AGM	The Company's 2024 Annual General Meeting held on 28 November 2024.
AEDT	Australian Eastern Daylight Time.
Associate	Has the meaning given in Listing Rule 19.12.
ASIC	Australian Securities & Investments Commission.
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.
Business Day	A day which is not a Saturday, Sunday, a bank holiday or a public holiday in Western Australia, Australia, and any other day that ASX declares is not a business day.
Chair	The person chairing the Meeting.
Closely Related Party	of a member of the Key Management Personnel means: <ul style="list-style-type: none">• a spouse or child of the member;• a child of the member's spouse;• a dependent of the member or the member's spouse;• anyone else who is one of the member's family and may be expected to influence the member, or be influenced by the member, in the member's dealing with the entity;• a company the member controls; or• a person prescribed by the Corporations Regulations 2001 (Cth) for the purposes of the definition of 'closely related party' in the Corporations Act.
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 Corporations Act 2001 (Cth).
Director	A director of the Company as at the date of this Document.
Division 1A	Division 1A or Part 7.12 of the Corporations Act.
Document	This document entitled "Notice of Annual 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.
Incentive Plan or Plan	Has the meaning referred to in Section 9.1 in the Explanatory Statement and is to be issued on the terms and condition set out in Annexure B to this Document.
Key Management Personnel	has the same meaning as in the accounting standards issued by the Australian Accounting Standards Board and means those persons having authority and responsibility for planning, directing and controlling the

activities of the Company, or if the Company is part of a consolidated entity, of the consolidated entity, directly or indirectly, including any director (whether executive or otherwise) of the Company, or if the Company is part of a consolidated entity, of an entity within the consolidated group.

Listing Rules	The listing rules of the ASX as amended from time to time.
Meeting	The Annual 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.
Option	An option to acquire a Share.
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.
Performance Right	confer an entitlement to be issued one Share subject to the satisfaction of any performance criteria on the terms set out in the Incentive Plan.
Proxy Form	The proxy form attached to this Document.
Related Party	Has the meaning given to that term in Listing Rule 19.12.
Relevant Directors	Means Anthony McClure, David Crook and David Morgan.
Resolution	A resolution set out in the Notice.
Rules	means the provisions of the Incentive Plan, including any schedule or annexure to it, as varied from time to time.
Share	A fully paid ordinary share in the issued share capital of the Company.
Share Registry	Xcend Pty Limited (ACN 662 440 959).
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.
Takeover Bid	has the meaning given to that term in the Corporations Act.
Special Resolution	A resolution of Shareholders that is approved by 75% of the votes cast by Shareholders present at the Meeting (whether in person or by proxy) and entitled to vote on that resolution.
VWAP	volume weighted average price of Shares.
WST	Australian Western Standard Time

ANNEXURE A – TERMS AND CONDITIONS OF ADVISOR OPTIONS

The Advisor Options entitle the holder to subscribe for Shares in the Company on the following terms and conditions:

(a) **Entitlement**

Each Advisor Option gives the option holder the right to subscribe for one Share. To obtain the right given by each Advisor Option, the option holder must exercise the Advisor Options in accordance with the term and conditions of the Advisor Options.

(b) **Exercise Price**

Subject to any variation in share capital, the amount payable upon exercise of each Advisor Options will be \$0.10 (**Exercise Price**).

(c) **Expiry Date**

The Advisor Options will, except to the extent earlier exercised, expire at 5:00 pm (AEDT) on 2 October 2028 (**Option Expiry Date**). Any Advisor Option not exercised before the Option Expiry Date will automatically lapse on the Option Expiry Date.

(d) **Exercise Period**

The Advisor Options are exercisable at any time on or prior to the Option Expiry Date (**Exercise Period**).

(e) **Notice of Exercise**

The Advisor Options may be exercised during the Exercise Period by notice in writing to the Company in the manner specified on the Advisor Option certificate (**Notice of Exercise**) and payment of the Exercise Price for each Advisor Option being exercised in Australian currency by electronic funds transfer or other means of payment acceptable to the Company.

(f) **Exercise Date**

A Notice of Exercise is only effective on and from the later of the date of receipt of the Notice of Exercise and the date of receipt of the payment of the Exercise Price for each Advisor Option being exercised in cleared funds (**Exercise Date**).

(g) **Timing of Issue of Shares on exercise**

Within 5 Business Days after the Exercise Date, the Company will:

- (i) issue, allocate or cause to be transferred to the holder the number of Shares to which the holder is entitled;
- (ii) issue a substitute Certificate for any remaining unexercised Advisor Options held by the holder;
- (iii) if required, and subject to clause (h), give ASX a notice that complies with section 708A(5)(e) of the Corporations Act; and
- (iv) do all such acts, matters and things to obtain the grant of quotation of the Shares by ASX in accordance with the Listing Rules.

(h) **Restriction on transfer of Shares**

If the Company is unable to give ASX a notice that complies with section 708A(5)(e) of the Corporations Act, or such a notice for any reason is not effective to ensure that an offer for sale of the Shares does not require disclosure to investors, Shares issued on exercise of the Advisor Options may not be traded until 12 months after their issue unless the Company, at its sole discretion, elects to issue a prospectus pursuant to section 708A(11) of the Corporations Act. The Company is authorised by the holder to apply a holding lock on the relevant Shares during the period of such restriction from trading.

(i) Shares issued under exercise

Shares issued on exercise of the Advisor Options rank equally with the then issued Shares of the Company.

(j) Quotations of Shares issued on exercise

If admitted to the official list of the ASX at the time, application will be made by the Company to ASX for quotation of the Shares issued upon the exercise of the Advisor Options.

(k) Variation of Share Capital

If at any time the issued capital of the Company is reconstructed, the number of Advisor Options and the Exercise Price will be adjusted in such a manner as the auditors for the time being of the Company will in writing advise the Directors to be in their opinion fair and reasonable.

(l) Participation in new issues

There are no participation rights or entitlements inherent in the Advisor Options and holders will not be entitled to participate in new issues of capital offered to Shareholders during the currency of the Advisor Options without exercising the Advisor Options.

(m) Change in exercise price

An Advisor Option does not confer the right to a change in Exercise Price or a change in the number of underlying securities over which the Advisor Option can be exercised.

(n) Unquoted

The Company will not apply for quotation of the Advisor Options on ASX.

(o) Transferability

The Advisor Options are not transferable, except with the prior written approval of the Company at its sole discretion and subject to compliance with the Corporations Act and Listing Rules.

(p) Adjustments for reorganisation

If there is an reorganisation of the issued share capital of the Company, the rights of the Advisor Options holder will be varied in accordance with the Listing Rules.

(q) Dividend and voting rights

The Advisor Options do not confer on the holder an entitlement to vote at general meetings of the Company or to receive dividends.

ANNEXURE B – TERMS AND CONDITIONS OF INCENTIVE PLAN

A summary of the key terms of the Incentive Plan is set out below:

Eligible Participant	Eligible Participant means a person that is a 'primary participant' (as that term is defined in Division 1A of Part 7.12 of the Corporations Act) in relation to the Company or an Associated Body Corporate (as defined in the Corporations Act) and has been determined by the Board to be eligible to participate in the Plan from time to time.
Purpose	<p>The purpose of the Plan is to:</p> <ul style="list-style-type: none"> • assist in the reward, retention and motivation of Eligible Participants; • link the reward of Eligible Participants to Shareholder value creation; and • align the interests of Eligible Participants with shareholders of the Group (being the Company and each of its Associated Bodies Corporate), by providing an opportunity to Eligible Participants to receive an equity interest in the Company in the form of Share, Options, or Performance Rights (Securities).
Maximum number of Convertible Securities	<p>The Company will not make an invitation under the Plan which involves monetary consideration if the number of Shares that may be issued, or acquired upon exercise of Convertible Securities offered under an invitation, when aggregated with the number of Shares issued or that may be issued as a result of all invitations under the Plan during the 3 year period ending on the day of the invitation, will exceed 5% of the total number of issued Shares at the date of the invitation (unless the Constitution specifies a different percentage and subject to any limits approved by Shareholders under Listing Rule 7.2 Exception 13(b).</p> <p>The maximum number of equity securities proposed to be issued under the Plan in reliance on Listing Rule 7.2 (Exemption 13(a)), following Shareholder approval, is, subject to Resolution 16, 120,000,000 Securities. It is not envisaged that the maximum number of Securities will be issued immediately.</p>
Plan administration	The Plan will be administered by the Board. The Board may exercise any power or discretion conferred on it by the Plan rules in its sole and absolute discretion (except to the extent that it prevents the Participant relying on the deferred tax concessions under Subdivision 83A-C of the <i>Income Tax Assessment Act 1997</i> (Cth)). The Board may delegate its powers and discretion.
Eligibility, invitation and application	<p>The Board may from time to time determine that an Eligible Participant may participate in the Plan and make an invitation to that Eligible Participant to apply for any (or any combination of) the Securities provided under the Plan on such terms and conditions as the Board decides.</p> <p>On receipt of an invitation, an Eligible Participant may apply for the Securities the subject of the invitation by sending a completed application form to the Company. The Board may accept an application from an Eligible Participant in whole or in part.</p> <p>If an Eligible Participant is permitted in the invitation, the Eligible Participant may, by notice in writing to the Board, nominate a party in whose favour the Eligible Participant wishes to renounce the invitation.</p>
Grant of Securities	The Company will, to the extent that it has accepted a duly completed application, grant the Participant the relevant number and type of Securities, subject to the terms and conditions set out in the invitation, the Plan rules and any ancillary documentation required.
Rights attaching to Convertible Securities	<p>A Convertible Security represents a right to acquire one or more Plan Shares in accordance with the Plan (for example, an Option or a Performance Right).</p> <p>Prior to a Convertible Security being exercised, the holder:</p> <ul style="list-style-type: none"> • does not have any interest (legal, equitable or otherwise) in any Share the subject of the Convertible Security other than as expressly set out in the Plan;

	<ul style="list-style-type: none"> is not entitled to receive notice of, vote at or attend a meeting of the shareholders of the Company; is not entitled to receive any dividends declared by the Company; and is not entitled to participate in any new issue of Shares (see Adjustment of Convertible Securities section below).
Restrictions on dealing with Convertible Securities	<p>Convertible Securities issued under the Plan cannot be sold, assigned, transferred, have a security interest granted over or otherwise dealt with unless in Special Circumstances as defined under the Plan (including in the case of death or total or permanent disability of the holder) with the consent of the Board in which case the Convertible Securities may be exercisable on terms determined by the Board.</p> <p>A holder must not enter into any arrangement for the purpose of hedging their economic exposure to a Convertible Security that has been granted to them.</p>
Vesting of Convertible Securities	<p>Any vesting conditions applicable to the Convertible Securities will be described in the invitation. If all the vesting conditions are satisfied and/or otherwise waived by the Board, a vesting notice will be sent to the Participant by the Company informing them that the relevant Convertible Securities have vested. Unless and until the vesting notice is issued by the Company, the Convertible Securities will not be considered to have vested. For the avoidance of doubt, if the vesting conditions relevant to a Convertible Security are not satisfied and/or otherwise waived by the Board, that security will lapse.</p>
Forfeiture of Convertible Securities	<p>Convertible Securities will be forfeited in the following circumstances:</p> <ul style="list-style-type: none"> in the case of unvested Convertible Securities only, where the holder ceases to be an Eligible Participant (e.g. is no longer employed or their office or engagement is discontinued with the Company and any Associated Bodies Corporate (as defined in the Corporations Act) (the Group); where a Participant acts fraudulently, dishonestly, negligently, in contravention of any Group policy or wilfully breaches their duties to the Group and the Board exercises its discretion to deem some or all of the Convertible Securities held by a Participant to have been forfeited; where there is a failure to satisfy the vesting conditions in accordance with the Plan; on the date the Participant becomes insolvent; or on the Expiry Date, <p>subject to the discretion of the Board.</p>
Listing of Convertible Securities	<p>Convertible Securities granted under the Plan will not be quoted on the ASX or any other recognised exchange. The Board reserves the right in its absolute discretion to apply for quotation of Convertible Securities granted under the Plan on the ASX or any other recognised exchange.</p>
Exercise of Convertible Securities and cashless exercise	<p>To exercise a security, the Participant must deliver a signed notice of exercise (Exercise Notice) and, subject to a cashless exercise (see next paragraph below), pay the exercise price (if any) to or as directed by the Company, at any time following vesting of the Convertible Securities (if subject to vesting conditions) and prior to the expiry date as set out in the invitation or vesting notice.</p> <p>In the case of Options, subject to the Board's approval, in lieu of paying the aggregate exercise price specified in the Exercise Notice, the Participant may elect a cashless exercise (Cashless Exercise) whereby the Board will issue to the Participant that number of Shares (rounded down to the nearest whole number) calculated in accordance with the following formula:</p> $S = O * \frac{(MVS - EP)}{MVS}$ <p>Where:</p> <p>S = number of Shares to be issued on the exercise of the Options.</p> <p>O = number of Options being exercised.</p>

	<p>MVS = market value of shares, being the volume weighted average price per Share traded on the ASX over the five trading days immediately preceding the date of exercise.</p> <p>EP = Exercise Price of the Options.</p> <p>For the avoidance of doubt, if the sum of the above calculation is zero or negative, then the holder will not be entitled to use Cashless Exercise.</p> <p>Convertible Securities may not be exercised unless and until that security has vested in accordance with the Plan rules, or such earlier date as set out in the Plan rules.</p>
Timing of issue of Shares and quotation of Shares on exercise	Within five business days after the issue of a valid notice of exercise by a Participant, the Company will issue or cause to be transferred to that Participant the number of Shares to which the Participant is entitled under the Plan rules and issue a substitute certificate for any remaining unexercised Convertible Securities held by that Participant.
Restriction periods and restrictions on transfer of Shares on exercise	<p>If the invitation provides that any Shares issued upon the valid exercise of a Convertible Security are subject to any restrictions as to the disposal or other dealing by a Participant for a period, the Board may implement any procedure it deems appropriate to ensure the compliance by the Participant with this restriction.</p> <p>Additionally, Shares issued on exercise of the Convertible Securities are subject to the following restrictions:</p> <ul style="list-style-type: none"> • if the Company is required but is unable to give ASX a notice that complies with section 708A(5)(e) of the Corporations Act, Shares issued on exercise of the Convertible Securities may not be traded until 12 months after their issue unless the Company, at its sole discretion, elects to issue a prospectus pursuant to section 708A(11) of the Corporations Act; • all Shares issued on exercise of the Convertible Securities are subject to restrictions imposed by applicable law on dealing in Shares by persons who possess material information likely to affect the value of the Shares and which is not generally available; and • all Shares issued on exercise of the Convertible Securities are subject to the terms of the Company's Securities Trading Policy.
Rights attaching to Shares on exercise	All Shares issued upon exercise of Convertible Securities will rank equally in all respects with the then Shares of the Company.
Change of control	If a change of control event occurs (being an event which results in any person (either alone or together with associates) owning more than 50% of the Company's issued capital), the Board may in its discretion determine the manner in which any or all of the holder's Convertible Securities will be dealt with, including, without limitation, in a manner that allows the holder to participate in and/or benefit from any transaction arising from or in connection with the change of control event. The Board may specify in the Invitation how the Convertible Securities will be treated on a change of control event occurring, or the Board determining that such event is likely to occur, which may vary depending upon circumstances in which the Participant becomes a leaver and preserve some or all of the Board's discretion under this rule.
Participation in entitlements and bonus issues	Subject always to the rights under the following two paragraphs, Participants will not be entitled to participate in new issues of capital offered to holders of Shares such as bonus issues and entitlement issues.
Adjustment for bonus issue	If Shares are issued by the Company by way of bonus issue (other than an issue in lieu of dividends or by way of dividend reinvestment), the Participant is entitled, upon exercise of the Convertible Securities, to receive an issue of as many additional Shares as would have been issued to the holder if the holder held Shares equal in number to the Shares in respect of which the Convertible Securities are exercised.
Reorganisation	If there is a reorganisation of the issued share capital of the Company (including any subdivision, consolidation, reduction, return or cancellation of such issued capital of

		the Company), the rights of each Participant holding Convertible Securities will be changed to the extent necessary to comply with the ASX Listing Rules applicable to a reorganisation of capital at the time of the reorganisation.
Employee Share Trust		The Board may in its sole and absolute discretion use an employee share trust or other mechanism for the purposes of holding Convertible Securities for holders under the Plan and delivering Shares on behalf of holders upon exercise of Convertible Securities.
Amendment of Plan		<p>Subject to the following paragraph, the Board may at any time amend any provisions of the Plan rules, including (without limitation) the terms and conditions upon which any Securities have been granted under the Plan and determine that any amendments to the Plan rules be given retrospective effect, immediate effect or future effect.</p> <p>No amendment to any provision of the Plan rules may be made if the amendment materially reduces the rights of any Participant as they existed before the date of the amendment, other than an amendment introduced primarily for the purpose of complying with legislation or to correct manifest error or mistake, amongst other things, or is agreed to in writing by all Participants.</p>
Plan duration		<p>The Plan continues in operation until the Board decides to end it. The Board may from time to time suspend the operation of the Plan for a fixed period or indefinitely and may end any suspension. If the Plan is terminated or suspended for any reason, that termination or suspension must not prejudice the accrued rights of the Participants.</p> <p>If a Participant and the Company (acting by the Board) agree in writing that some or all of the Securities granted to that Participant are to be cancelled on a specified date or on the occurrence of a particular event, then those Securities may be cancelled in the manner agreed between the Company and the Participant.</p>
Income Assessment Act	Tax	The Plan is a plan to which Subdivision 83A-C of the <i>Income Tax Assessment Act 1997</i> (Cth) applies (subject to the conditions in that Act) except to the extent an invitation provides otherwise.

ANNEXURE C – TERMS AND CONDITIONS OF PERFORMANCE RIGHTS

The following terms and conditions apply to each of the Performance Rights set out in Resolutions 17 to 19 of this Notice:

1. **(Entitlement):** Subject to the terms and conditions set out below, each Performance Right, once vested, entitles the holder to the issue of one fully paid ordinary share in the capital of the Company (**Share**).
2. **(Issue Price):** The Performance Rights are issued for nil cash consideration.
3. **(Vesting Conditions):** Subject to the terms and conditions set out below, the Performance Rights will have the vesting conditions (**Vesting Condition**) specified below:

Item	Performance Rights (Class 1)	Performance Rights (Class 2)	Performance Rights (Class 3)
Number of Performance Rights	7,000,000	7,000,000	7,000,000
Vesting conditions	Vesting upon the 10-day VWAP of Shares reaching \$0.125.	Vesting upon the 10-day VWAP of Shares reaching \$0.175 prior to the Expiry Date.	Vesting upon the 10-day VWAP of Shares reaching \$0.25.
Term	3 years	4 years	5 years
Expiry Date	31 December 2028	31 December 2029	5 years from the date of issue

4. **(Vesting):** Subject to the satisfaction of the Vesting Condition, the Company will notify the Holder in writing (**Vesting Notice**) within 3 Business Days of becoming aware that the relevant Vesting Condition has been satisfied.
5. **(Expiry Date):** The Performance Rights will expire and lapse on the first to occur of the following:
 - (a) the Vesting Condition becoming incapable of satisfaction due to the cessation of employment of the holder with the Company (or any of its subsidiary entities) (subject to the exercise of the Board's discretion under the Incentive Plan); and
 - (b) the Expiry Date for each class of Performance Rights specified in clause 3 above,**(Expiry Date).**
6. **(Exercise):** At any time between receipt of a Vesting Notice and the Expiry Date (as defined in clause 5 above), the holder may apply to exercise Performance Rights by delivering a signed notice of exercise to the Company Secretary. The holder is not required to pay a fee to exercise the Performance Rights.
7. **(Issue of Shares):** As soon as practicable after the valid exercise of a vested Performance Right, the Company will:
 - (a) issue, allocate or cause to be transferred to the holder the number of Shares to which the holder is entitled;

- (b) issue a substitute Certificate for any remaining unexercised Performance Rights held by the holder;
 - (c) if required, and subject to clause 8, give ASX a notice that complies with section 708A(5)(e) of the Corporations Act; and
 - (d) do all such acts, matters and things to obtain the grant of quotation of the Shares by ASX in accordance with the Listing Rules.
- 8. **(Restrictions on transfer of Shares):** If the Company is unable to give ASX a notice that complies with section 708A(5)(e) of the Corporations Act, or such a notice for any reason is not effective to ensure that an offer for sale of the Shares does not require disclosure to investors, Shares issued on exercise of the Performance Rights may not be traded until 12 months after their issue unless the Company, at its sole discretion, elects to issue a prospectus pursuant to section 708A(11) of the Corporations Act. The Company is authorised by the holder to apply a holding lock on the relevant Shares during the period of such restriction from trading.
- 9. **(Ranking):** All Shares issued upon the conversion of Performance Rights will upon issue rank equally in all respects with other Shares.
- 10. **(Transferability of the Performance Rights):** The Performance Rights are not transferable, except with the prior written approval of the Company at its sole discretion and subject to compliance with the Corporations Act and Listing Rules.
- 11. **(Dividend rights):** A Performance Right does not entitle the holder to any dividends.
- 12. **(Change of Control):**
 - (a) If prior to the earlier of the conversion of the Performance Rights or the Expiry Date a Change of Control Event occurs, then each Performance Right will automatically vest and immediately convert to a Share (subject to the Board's discretion and the Plan rules).
 - (b) A **Change of Control Event** means:
 - (i) a change in Control of the Company;
 - (ii) where members of the Company approve any compromise or arrangement for the purpose of, or in connection with, a scheme for the reconstruction of the Company or its amalgamation with any other body corporate or bodies corporate (other than a scheme that does not involve a change in the ultimate beneficial ownership of the Company), which will, upon becoming effective, result in any person (either alone or together with its associates) owning more than fifty per cent (50%) of Issued Capital;
 - (iii) where a person becomes the legal or the beneficial owner of, or has a relevant interest in, more than fifty per cent (50%) of issued capital;
 - (iv) where a person becomes entitled to acquire, hold or has an equitable interest in more than fifty per cent (50%) of issued capital; and
 - (v) where a Takeover Bid is made to acquire more than fifty per cent (50%) of issued capital (or such lesser number of Shares that when combined with the Shares that the bidder (together with its associates) already owns will amount to more than 50% of issued capital) and the Takeover Bid becomes unconditional and the bidder (together with its associates) has a relevant interest in more than 50% of issued capital.

13. **(Voting rights):** A Performance Right does not entitle the holder to vote on any resolutions proposed at a general meeting of the Company, subject to any voting rights provided under the Corporations Act or the ASX Listing Rules where such rights cannot be excluded by these terms.
14. **(Quotation of the Performance Rights)** The Company will not apply for quotation of the Performance Rights on any securities exchange.
15. **(Adjustments for reorganisation):** If there is any reorganisation of the issued share capital of the Company, the rights of the Performance Rights holder will be varied in accordance with the Listing Rules.
16. **(Entitlements and bonus issues):** Subject to the rights under clause 17, holders will not be entitled to participate in new issues of capital offered to shareholders such as bonus issues and entitlement issues. There will be no change to the number of Shares over which the Performance Rights are exercisable in the event of the Company making a pro-rata issue of Shares or other securities to the holders of Shares in the Company (other than a bonus issue).
17. **(Bonus issues):** If the Company makes a bonus issue of Shares or other securities to existing Shareholders (other than an issue in lieu or in satisfaction of dividends or by way of dividend reinvestment), the number of Shares which must be issued on the exercise of a vested Performance Right will be increased by the number of Shares which the holder would have received if the holder had exercised the Performance Right before the record date for the bonus issue.
18. **(Return of capital rights):** The Performance Rights do not confer any right to a return of capital, whether in a winding up, upon a reduction of capital or otherwise.
19. **(Rights on winding up):** The Performance Rights have no right to participate in the surplus profits or assets of the Company upon a winding up of the Company.
20. **(Takeovers prohibition):**
 - (a) the issue of Shares on exercise of the Performance Rights is subject to and conditional upon the issue of the relevant Shares not resulting in any person being in breach of section 606(1) of the Corporations Act; and
 - (b) the Company will not be required to seek the approval of its members for the purposes of item 7 of section 611 of the Corporations Act to permit the issue of any Shares on exercise of the Performance Rights.
21. **(No other rights):** A Performance Right does not give a holder any rights other than those expressly provided by these terms and those provided at law where such rights at law cannot be excluded by these terms.
22. **(Amendments required by ASX)** The terms of the Performance Rights may be amended as considered necessary by the Board in order to comply with the ASX Listing Rules, or any directions of ASX regarding the terms provided that, subject to compliance with the Listing Rules, following such amendment, the economic and other rights of the holder are not diminished or terminated.
23. **(Plan)** The Performance Rights are issued pursuant to and are subject to the Incentive Plan. In the event of conflict between a provision of these terms and conditions and the Incentive Plan, these terms and conditions prevail to the extent of that conflict.
24. **(Constitution)** Upon the issue of the Shares on exercise of the Performance Rights, the holder will be bound by the Company's Constitution.

ANNEXURE D – VALUATION OF PERFORMANCE RIGHTS

The Performance Rights to be issued to the Relevant Directors pursuant to Resolutions 17 to 19 have been valued internally by the Company using the Hoadley Barrier 5 Trinomial Option model together with the Hoadley Parisian Barrier model.

Item	Performance (Class 1)	Rights	Performance (Class 2)	Rights	Performance (Class 3)	Rights
Number of Performance Rights	7,000,000		7,000,000		7,000,000	
Vesting conditions	Vesting upon the 10-day VWAP of Shares reaching \$0.125.		Vesting upon the 10-day VWAP of Shares reaching \$0.175 prior to the Expiry Date.		Vesting upon the 10-day VWAP of Shares reaching \$0.25.	
Term	3 years		4 years		5 years	
Expiry Date	31/12/2028-		31/12/2029		5 years from the date of issue	
Uplift Required	227%		318%		455%	
Performance Condition	\$0.125		\$0.175		\$0.25	
Adjusted Share Price Condition (Extrapolated - Hoadley Parisian Barrier)	\$0.142		\$0.199		\$0.284	
Volatility	61.1%		61.1%		61.1%	
Risk Free Rate	3.56%		3.56%		3.56%	
Value per PR	\$0.033		\$0.031		\$0.028	

CORPORATE DIRECTORY

Board of Directors

Andrew Bray, Executive Chairman

Anthony McClure, Non-Executive Director

David Crook, Non-Executive Director

David Morgan, Non-Executive Director

Chief Executive Officer

Richard Pugh

Company Secretary

Kar Chua

Registered Office

B1/431 Roberts Road

Subiaco WA 6008

Australia

Company Website

<http://www.gatewaymining.com.au/>

Share Registry

Xcend Pty Ltd

PO Box R1905

Royal Exchange NSW 1225

Phone: +61 (2) 8591 8509

Email: support@xcend.co

Website: www.xcend.co



**GATEWAY
MINING LTD**

GATEWAY MINING LIMITED

ACN 008 402 391



www.xcend.co



+61 (2) 8591 8509



support@xcend.co

XCEND
INVESTOR SUPPORT

«EntityRegistrationDetailsLine1Envelope»

«EntityRegistrationDetailsLine2Envelope»

«EntityRegistrationDetailsLine3Envelope»

«EntityRegistrationDetailsLine4Envelope»

«EntityRegistrationDetailsLine6Envelope»

Your Annual General Meeting Proxy

Voting Instructions

Appointment of a Proxy

A shareholder entitled to cast two or more votes may appoint up to two proxies (whether shareholders or not) to attend the meeting and vote. A separate Proxy form should be used for each Proxy appointment.

Directing your Proxy How to Vote: If you wish to direct your Proxy how to vote (or to abstain from voting) on any resolution, place a mark ("X") in the "For", "Against" or "Abstain" box for each resolution. If you mark more than one box on a resolution, your vote on that resolution will be invalid. If you mark the "Abstain" box for a particular resolution, you are directing your Proxy not to vote on your behalf and your votes will not be counted in computing the required majority.

Voting Exclusions and Prohibitions

Refer to the Notice of Meeting for detailed information of the voting exclusions and prohibitions.

Signing Instructions

You must sign this Proxy form as follows in the spaces provided:

- **Individual:** Where the holding is in one name, the Proxy form must be signed by the shareholder or the shareholder's attorney.
- **Joint holding:** Where the holding is in more than one name, all of the shareholders should sign.
- **Power of Attorney:** To sign under Power of Attorney, you must have already lodged the Power of Attorney with the Share Registrar for notation. If you have not previously lodged this document for notation, please attach a certified photocopy of the Power of Attorney to this Proxy form when you return it.
- **Companies:** Where the company has a Sole Director who is also the Sole Company Secretary, this Proxy form must be signed by that person. If the company (in accordance with section 204A of the Corporations Act 2001) does not have a Company Secretary, a Sole Director can sign alone. Otherwise this Proxy form must be signed by a Director jointly with either another Director or a Company Secretary. The director or authorised signatory should also print their name and state their position under their signature.

ALL your Shares will be voted in accordance with your directions or if no directions have been given and to the extent permitted by law, as the Proxy sees fit. The Chair of the Meeting intends to vote undirected proxies in favour of ALL Resolutions.

Attending the Meeting

Attending in person: please bring this form with you as this will assist in registering your attendance.

If a representative of a corporate securityholder or Proxy is to participate in the meeting, you will need to provide the appropriate "Appointment of Corporate Representative" Form.

HOW TO

Lodge Your Proxy

Online Voting

Lodge your Proxy vote online by scanning the QR Code with your tablet or mobile, or enter the URL below into your internet browser:

<https://investor.xcend.app/sha>



You can also vote by the following:

- **Registered User:** enter your existing username & password and click voting.
- **New User,** firstly register at: <https://investor.xcend.app/register>. Then once logged in, you may proceed to vote.

Post to Vote



Xcend Pty Ltd
PO Box R1905
Royal Exchange NSW 1225

Scan & Email to Vote



meetings@xcend.co

For personal use only

SRN/HIN: «AccountNumber»

Registered Name & Address

- «EntityRegistrationDetailsLine1Envelope»
- «EntityRegistrationDetailsLine2Envelope»
- «EntityRegistrationDetailsLine3Envelope»
- «EntityRegistrationDetailsLine4Envelope»
- «EntityRegistrationDetailsLine5Envelope»
- «EntityRegistrationDetailsLine6Envelope»

Change of Address

If incorrect, provide the correct address in the space below. Securityholders sponsored by a broker (reference number commences with 'X') should advise their broker of any changes.

Your Proxy Form

I/we being members of **Gateway Mining Limited (“Company”)** and entitled to attend and vote hereby appoint:

The Chair of the Meeting
(Mark box)

OR

If you are **NOT** appointing the Chair of the Meeting as your Proxy, please write the name of the person or body corporate you are appointing as your Proxy

or failing the person or body corporate named, or if no person or body corporate is named, the Chair of the Meeting, as my/our proxy to act on my/our behalf (including to vote in accordance with the following directions or if no directions have been given and to the extent permitted by law, as the Proxy sees fit) at the Annual General Meeting of the Company to be held at the offices of Dexu s Place Perth, Level 16, 240 St Georges Terrace, Perth WA 6000 on 24 November 2025 at 10.00am (WST) and at any postponement or adjournment of the Meeting.

The Chair of the Meeting intends to vote undirected proxies in favour of ALL Resolutions.

By appointing the Chair as a proxy (or where the Chair becomes proxy by default) the relevant Shareholder gives the Chair express authority to exercise the proxy (except where the Shareholder has indicated a different voting intention on this Proxy Form) even if the Resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel, which includes the Chair.

Proxies will only be valid and accepted by the Company if they are signed and received no later than 48 hours before the Meeting, being **Saturday, 22 November 2025 at 10.00am (WST)**. Please read the Notice of Meeting and voting instructions before marking any boxes with an X. If you mark the Abstain box for a Resolution, you are directing your Proxy not to vote on your behalf on a show of hands or a poll and your votes will not be counted in computing the required majority.

Resolutions		For	Against	Abstain
1	Adoption of Remuneration Report			
2	10% Placem ent Capacity			
3	Election of Director – David Crook			
4	Election of Director – David Morgan			
5	Election of Director – Anthony McClure			
6	Election of Director – Andrew Bray			
7	Ratification of Placem ent Shares			
8	Ratification of Placem ent Shares			
9	Issue of Placem ent Shares to Andrew Bray			
10	Issue of Placem ent Shares to Anthony McClure			
11	Issue of Placem ent Shares to Peter Langworthy			
12	Issue of Placem ent Shares to David Crook			
13	Issue of Placem ent Shares to Trent Franklin			
14	Ratification of Issue of Options to JP Equity			
15	Ratification of Consideration Shares Issued for Glenburgh South Gold Project Acquisition			
16	Approval to Issue Securities under an Employee Incentive Plan			
17	Approval of Issue of Performance Rights to Anthony McClure			
18	Approval of Issue of Performance Rights to David Morgan			
19	Approval of Issue of Performance Rights to David Crook			

Securityholder 1	Joint Securityholder 2	Joint Securityholder 3
Sole Director/ Sole Company Secretary	Director/ Company Secretary	Director/ Company Secretary
Print Name of Securityholder	Print Name of Securityholder	Print Name of Securityholder
Update your communication details:		
Email Address	Phone Number (Contactable during business hours)	
By providing your email address, you consent to receive all future Securityholder communications electronically.		