ABN: 31 008 402 391
Level 4, 15 Ogilvie Road, Mt Pleasant WA 6153
Tel: 61 8 6317 9875
Website: www.gatewaymining.com.au

GATEWAY MINING LTD

16 October 2026

Dear Shareholder,

Annual General Meeting – Notice and Proxy Form

Notice is hereby given that the 2026 Annual General Meeting (**Meeting**) of Shareholders of Gateway Mining Limited (**Company** or **Gateway**) will be held at 10:00am (WST) (1:00pm AEDT) on 16 November 2026 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 From 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 14 November 2026.

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

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

Investors
Richard Pugh
Chief Executive Officer
T: 08 6317 9875
or
Kar Chua
Company Secretary
T: 02 8316 3998

Media
Nicholas Read
Read Corporate
T: 08 9388 1474

Click here to subscribe to investor updates

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

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

DATE: **16 November 2026**

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.

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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 16 November 2026 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.

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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	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 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

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.

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NOTICE OF MEETING

Notice is given that the Meeting of Shareholders will be held at 10:00 am (WST), 1:00 pm (AEDT) on 16 November 2026 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 14 November 2026.

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 2026, 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 2026 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 2026, 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.

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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 – KRISTEN PODAGIEL

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 201G of the Corporations Act, the Constitution, Listing Rule 14.5 and for all other purposes, Ms Kristen Podagiel, being eligible and having consented to act, is elected as a director with effect from 16 November 2026."

5. RESOLUTION 4 – ELECTION OF DIRECTOR – RICHARD PUGH

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 201G of the Corporations Act, the Constitution, Listing Rule 14.5 and for all other purposes, Mr Richard Pugh, being eligible and having consented to act, is elected as a director with effect from 16 November 2026."

6. RESOLUTION 5 – RE-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 the Constitution, Listing Rule 14.5 and for all other purposes, Mr David Crook, being a Non-Executive Director and being eligible offers himself for re-election, is re-elected as a Director."

7. RESOLUTION 6 – RE-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 the Constitution, Listing Rule 14.5 and for all other purposes, Mr David Morgan, being a Non-Executive Director and being eligible offers himself for re-election, is re-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 330,218,514 Shares at an issue price of $0.08 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 232,281,486 Shares at an issue price of $0.08 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 – APPROVAL OF ISSUE OF PERFORMANCE RIGHTS TO KRISTEN PODAGIEL

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 Rule 10.14 and for all other purposes, Shareholders approve the issue of a total of 2,000,000 Performance Rights under the Incentive Plan to Kristen Podagiel (or her nominee), a Director of the Company, on the terms and conditions contemplated in the Explanatory Statement."

Voting Prohibition Statement: 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 a member of the Key Management Personnel or a Closely Related Party of such 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 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 Kristen Podagiel), 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

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(ii) the holder votes on this Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

11. OTHER BUSINESS

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

DATED 16 OCTOBER 2026

BY ORDER OF THE BOARD

Kar Chua
Company Secretary
Gateway Mining Limited

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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 14 November 2026 (**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 14 November 2026 in the following manner:

Online	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

	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.

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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 2026, 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 2026 contains the Company's Remuneration Report on pages 32 to 40. 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 13 October 2026, the Company's market capitalisation is approximately A$214 million.

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 x 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.

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(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 or 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	$0.037 (50% decrease in current issue price)	$0.074 (current issue price)	$0.148 (100% increase in current issue price)
2,886,196,859 (current)	Additional 10% shares issued	288,619,686	288,619,686	288,619,686
	Funds raised	$10,678,928	$21,357,857	$42,715,713
4,329,295,439 (50% increase)	Additional 10% shares issued	432,929,544	432,929,544	432,929,544
	Funds raised	$16,018,393	$32,036,786	$64,073,572
5,772,393,918 (100% increase)	Additional 10% shares issued	577,239,392	577,239,392	577,239,392
	Funds raised	$21,357,857	$42,715,715	$85,431,430

This tables 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 13 October 2026, being $0.074;

(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

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(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 Barrelmaker);

(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 2025 AGM under Listing Rule 7.1A.

(h) **Issue of Shares under rule 7.1A.2 since 2025 AGM**

The Company previously obtained approval from its Shareholders pursuant to Listing Rule 7.1A at its annual general meeting held on 24 November 2025 (**Previous Approval**).

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During the 12-month period preceding the date of the Meeting, being on and from 24 November 2025, the Company issued 232,281,486 Shares pursuant to the Previous Approval (**Previous Issue**), which represent approximately 9.66% of the total diluted number of Equity Securities on issue in the Company on 24 November 2025, which was 2,402,109,298.

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**: 16 September 2026 **Date of Appendix 2A**: 16 September 2026
Number and Class of Equity Securities Issued	232,281,486 Shares[2]
Issue Price and discount to Market Price[1] (if any)	$0.08 per Share (at a discount 16.7% to Market Price, being $0.096).
Recipients	Professional and sophisticated investors as part of a placement announced on 9 September 2026. 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 and Use of Funds	**Amount raised**: $18,582,518.88 **Amount spent**: $0 **Use of funds**: Diamond and reverse circulation drilling and assays at the Cowza prospect, Diamond and reverse circulation drilling and assays at the Haflinger, Dusk 'til Dawn, Horse Well and Celia South prospects, Yandal Project resource growth and estimation works. Exploration will also be conducted at the Company's existing Glenburgh South Project, Montague and Barrelmaker Project. The proceeds will also be used for corporate and general working capital purposes. **Amount remaining**: $18,582,518.88 **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 of issue of 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).

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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 KRISTEN PODAGIEL AND RICHARD PUGH; RE-ELECTION OF DAVID CROOK AND DAVID MORGAN

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.

Listing Rule 14.5 also provides that an ASX listed company which has directors must hold an election of directors at each annual general meeting.

Under section 201G of the Corporations Act, a company may appoint a director by resolution passed at a general meeting.

The Constitution requires that at the annual general meeting, one-third of the Directors shall retire from office, provided that no director except a managing director shall hold office for a period in excess of 3 years, or until the third annual general meeting following his or her appointment, whichever is the longer, without submitting himself for re-election.

4.2 Ms Kristen Podagiel

Ms Kristen Podagiel has a distinguished legal background and has worked for over 20 years as a commercial lawyer on major projects and developments including those in the mineral resources, technology, agriculture, energy and defence industries.

Ms Podagiel has extensive senior executive-level experience including her prior role as Chief Executive Officer and Managing Partner of McCullough Robertson, a leading Australian independent law firm. Ms Podagiel was a director and chair of the Nomination and Remuneration Committee of PWR Holdings Limited (ASX:PWH), a global manufacturer of high performance cooling solutions for elite motorsports, defence and automative applications and a Chair of ADG Capital Pty Ltd, a company involved in a range of engineering disciplines across various industry sectors including mining. She was a founding director of UNIQ You Ltd, a charity supporting women in mining and STEM related areas, and was previously the Interim Chief Executive Officer of Women's Legal Service Queensland which provides free legal and social work services to over 5,000 women every year.

Ms Podagiel is currently Non-Executive Director of Silver Mines Limited (ASX:SVL).

4.3 Mr Richard Pugh

Mr Pugh has been the Chief Executive Officer of the Company since September 2025.

Mr Pugh has over 18 years industry experience, having previously been employed as Executive Technical Director at Strickland Metals Limited, and a Senior Consulting Geologist and Exploration Manager for Auris Minerals Ltd, Mr Pugh has a bachelor's degree in

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Exploration and Resource Geology from Cardiff University and is also a member of the Australian Institute of Geoscientists (AIG). Mr Pugh was also previously Non-Executive Director of Strickland Metals Limited until his resignation earlier this year to focus on his role at Gateway. Mr Pugh is currently Non-Executive Director of Norfolk Metals Limited (ASX:NFL).

Mr Pugh has been instrumental in driving the Company's exploration strategy at the Yandal Gold Project over the past 12 months, overseeing a highly active period of systematic exploration that has delivered multiple new gold discoveries and significantly enhanced Gateway's understanding of the broader Yandal mineralised system. Under Mr Pugh's leadership, the Company has advanced new discoveries including Haflinger, Hummer, Rubicon and Cowza, while also defining significant mineralised systems at Celia South, Great Western and Ward.

4.4 Mr David Crook

Mr David Crook was appointed to the Board of the Company as a non-executive director in May 2025 and will retire in accordance with the Constitution 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).

4.5 Mr David Morgan

Mr David Morgan was appointed to the Board of the Company as a non-executive director in September 2025 and will retire in accordance with the Constitution 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 (ASX:NAG).

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 Ms Podagiel and Mr Pugh each as a Director of the Company.

Shareholders are also asked to consider the re-election of Messrs Crook and Morgan each as a Director of the Company.

If Resolution 3 is not approved, Ms Podagiel 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 Pugh 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.

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If Resolution 5 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 6 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.

4.7 Recommendation of Directors

Each Director, other than Ms Podagiel, who has a personal interest in the outcome of Resolution 3, recommends that Shareholders vote **in favour** of Resolution 3. Each Director, other than Ms Podagiel, 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 Pugh, 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 Pugh, 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 Crook, 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 Crook, 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 Morgan, 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 Morgan, 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 9 September 2026, the Company announced that it had completed a placement of 562,500,000 Shares at an issue price of $0.08 to raise total funds of $45 million (before costs) (**Placement**) to institutional, professional and Sophisticated Investors. The Placement underpins and accelerates the next phase of exploration at Gateway's flagship Yandal Gold Project, where the Company is systematically unlocking what it considers to be a large, high-quality gold system with multi-prospect scale.

The book was strongly supported by existing shareholders and a significant number of new specialist institutional investors. Substantial cornerstone support was provided by Jupiter Asset Management, with a commitment of A$20 million.

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

562,500,000 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. 232,281,486 Placement Shares were issued under the Company's Listing Rule 7.1 capacity and 330,218,514 Placement Shares were issued under the Company's Listing Rule 7.1A capacity.

The issue of the Placement Shares occurred on 16 September 2026. 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

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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 2025 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 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**

330,218,514 Placement Shares were issued under the Company's Listing Rule 7.1 capacity (ratification of which is sought under Resolution 7) and 232,281,486 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 $0.08 per Share for Shares issued pursuant to both Listing Rule 7.1 and Listing Rule 7.1A. The Company received an aggregate $45,000,000 (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 16 September 2026.

(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.

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(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.

The Company notes that Jupiter Asset Management participated in the Placement, with a commitment of A$20 million. However, Jupiter Asset Management is not related party of the Company or part of the Company's Key Management personnel and was not a substantial of the Company at the time of the Placement. It only became a substantial shareholder after its participation in the Placement.

(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 including diamond and reverse circulation drilling and assays at the Cowza prospect, diamond and reverse circulation drilling and assays at the Haflinger, Dusk 'til Dawn, Horse Well and Celia South prospects, and Yandal Project resource growth and estimation works. The proceeds will also be used for corporate and general working capital purposes, its other exploration projects (including Glenburgh South and Barrelmaker) 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 Rule 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.

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6. RESOLUTION 9– ISSUE OF PERFROMANCE RIGHTS TO KRISTEN PODAGIEL

6.1 Background

This Resolution seeks approval for the issue of the following Performance Rights to Kristen Podagiel under the Company's Incentive Plan on the terms and conditions set out below.

Recipient	Quantum	Class	Vesting Condition	Expiry Date
Kristen Podagiel	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.	27 November 2030

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 A.

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.

6.2 Director Recommendation

(a) Mr Andrew Bray, Mr Anthony McClure, Mr David Crook and Mr David Morgan (the **Non-Interested Directors**) acknowledge that the issue of Performance Rights to the non-executive Director Kristen Podagiel (**Relevant Director**), is contrary to Recommendation 8.2 of the ASX CGPR. However, the Non-Interested Directors consider that the issue is reasonable in the circumstances for the reasons set out in Section 6.6(f) below;

(b) The Non-Interested Directors recommend that Shareholders vote in favour of this Resolution for the reasons set out in Section 6.6(f) below. In forming this recommendation, The Non-Interested Directors considered the experience of the Relevant Director, 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 Ms Podagiel who has a material personal interest in the outcome of this Resolution), recommend that Shareholders vote in favour of this Resolution.

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 as Ms Podagiel is a related party of the Company by virtue of being a Director.

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The Board (with Ms Podagiel abstaining) considers that Shareholder approval pursuant to Chapter 2E of the Corporations Act is not required because the issue of the Director Performance Rights is considered to be reasonable remuneration and therefore falls within the exception stipulated by section 211 of the Corporations Act.

6.4 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 Ms Podagiel or her nominee.

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

6.5 Technical information required by Listing Rule 14.1A

If this Resolution is 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 Ms Podagiel.

If this Resolution is passed, the Company will be able to proceed with the issue of the Performance Rights to Ms Podagiel.

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.

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

For the purpose of Listing Rule 10.15, 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 recipient is Ms Podagiel or her nominee.

(b) **Relationship of Related Party**

The recipient is Ms Podagiel who is a Director 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 Ms Podagiel is 2,000,000. The maximum number of Performance Rights to be issued is 2,000,000.

(d) **Remuneration Package**

The remuneration package of Ms Podagiel is $85,000 per annum exclusive of compulsory superannuation contribution. Ms Podagiel has not previously been issued securities under any of the Company's previous incentive plans.

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

Ms Podagiel has not been issued with any Equity Securities under the Incentive Plan.

(b) **Date of issue**

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The Performance Rights will be issued to Ms Podagiel (or her respective nominees) as soon as practicable following the Meeting and in any event no later than three years after the Meeting.

(c) **Price of securities**

The Performance Rights will be issued for nil consideration as part of the Incentive Plan.

(d) **Valuation**

The Company values the Performance Rights at $0.0465 per Class B Performance Right and $0.0436 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 C.

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

The maximum number of Performance Rights to be issued to Ms Podagiel is 2,000,000 which will be allocated as set out in the table included at Section 6.1 above.

(f) **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 B.

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

The Company has chosen to issue the Performance Rights to Ms Podagiel 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 Ms Podagiel has been determined based upon a consideration of:

A. the role and responsibilities of Ms Podagiel;

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 Ms Podagiel; and

D. incentives required to attract and ensure continuity of service of Ms Podagiel, who has 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 C of this Document.

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(g) **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 Ms Podagiel or her nominees in relation to the issue of the Performance Rights.

(h) **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.

6.7 Voting Exclusion and Prohibition Statements

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.

6.8 Recommendation of Directors

Each Director (with the exception of Ms Podagiel who abstains) recommends that Shareholders vote in favour of this Resolution.

Each Director (with the exception of Ms Podagiel) confirms that they have no personal interest in the outcome of this Resolution.

7. 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.

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GLOSSARY

For the purposes of this Document, the following terms have the meanings prescribed below:

$	Australian dollars.
2025 AGM	The Company's 2025 Annual General Meeting held on 24 November 2025.
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: • 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**	Means the Company's Employee Incentive Plan on the terms and condition summarised in Annexure A 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.
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.
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

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ANNEXURE A – 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	The purpose of the Plan is to: • 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	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). The maximum number of equity securities proposed to be issued under the Plan in reliance on Listing Rule 7.2 (Exemption 13(a)), is 120,000,000 Securities. It is not envisaged that the maximum number of Securities will be issued immediately.
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 *Income Tax Assessment Act 1997* (Cth)). The Board may delegate its powers and discretion.
Eligibility, invitation and application	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. 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. 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.
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	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). Prior to a Convertible Security being exercised, the holder: • 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; • 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

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	• is not entitled to participate in any new issue of Shares (see Adjustment of Convertible Securities section below).
Restrictions on dealing with Convertible Securities	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. 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.
Vesting of Convertible Securities	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.
Forfeiture of Convertible Securities	Convertible Securities will be forfeited in the following circumstances: • 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, subject to the discretion of the Board.
Listing of Convertible Securities	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.
Exercise of Convertible Securities and cashless exercise	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. 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: $S=O*\frac{(MVS-EP)}{MVS}$ Where: S = number of Shares to be issued on the exercise of the Options. O = number of Options being exercised. 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.

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	EP = Exercise Price of the Options. 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. 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.
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	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. Additionally, Shares issued on exercise of the Convertible Securities are subject to the following restrictions: • 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	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. 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.
Plan duration	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. 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.
Income Tax Assessment Act	The Plan is a plan to which Subdivision 83A-C of the *Income Tax Assessment Act 1997* (Cth) applies (subject to the conditions in that Act) except to the extent an invitation provides otherwise.

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ANNEXURE B – TERMS AND CONDITIONS OF PERFORMANCE RIGHTS

The following terms and conditions apply to each of the Performance Rights set out in Resolution 9 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 B)	Performance Rights (Class C)
Number of Performance Rights	1,000,000	1,000,000
Vesting conditions	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 prior to the Expiry Date.
Expiry Date	31 December 2029	27 November 2030

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;

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(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.

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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.

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ANNEXURE C – VALUATION OF PERFORMANCE RIGHTS

The Performance Rights to be issued to Ms Podagiel pursuant to Resolution 9 has been valued internally by the Company using the Hoadley Barrier 5 Trinomial Option model together with the Hoadley Parisian Barrier model.

Item	Performance Rights (Class B)	Performance Rights (Class C)
Number of Performance Rights	1,000,000	1,000,000
Vesting conditions	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.
Expiry Date	31/12/2029	27/11/2030
Uplift Required	246%	352%
Performance Condition	$0.175	$0.25
Adjusted Share Price Condition (Extrapolated - Hoadley Parisian Barrier)	$0.204	$0.284
Volatility	75%	75%
Risk Free Rate	4.94%	4.94%
Value per PR	**$0.0465**	**$0.0436**

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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

Level 4, 15 Ogilvie Road

Mount Pleasant WA 6153

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

XCEND
INVESTOR SUPPORT

www.xcend.co
+61 (2) 8591 8509
meetings@xcend.co

Your Annual General Meeting Proxy Form

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Proxy Voting Instructions

Appointment of a Proxy

A proxy is someone you appoint to attend the meeting and vote on your behalf. You don't need to attend the meeting yourself.

Step 1: Decide Who Will Be Your Proxy

You have two options:

OPTION A: Appoint the Chair of the Meeting

- Simply cross the box marked "The Chair of the Meeting"
- The Chair of the Meeting will vote according to your directions
- If you don't give directions, the Chair of the Meeting will vote undirected proxies in favour of all Resolutions.

OPTION B: Appoint Someone Else

- Write the full name of the person you want to appoint
- They must attend the meeting to vote on your behalf
- They can be another shareholder or anyone you choose

Important: If you hold 2 or more votes, you can appoint up to TWO proxies by using separate proxy forms.

Step 2: Direct How Your Proxy Should Vote

For each resolution, mark ONE box only with an "X"

FOR	AGAINST	ABSTAIN
You support the resolution	You oppose the resolution	You don't want to vote

Voting Exclusions and Prohibitions

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

Step 3: Sign the Proxy Form

You must sign the form correctly or it will be invalid:

If you are	You must
Individual shareholder	Sign your name.
Joint shareholders	All must sign.
Corporate shareholder	Sign by authorised officer(s). Sole Director/Secretary; or Sole Director (where no Secretary exists); or two Directors; or Director + Secretary. Print name and position below signature.
Power of Attorney	Sign by authorised attorney. Power of Attorney must be lodged with the Share Registrar for notation. If not already lodged, attach a certified copy to this form.
Nominee/Custodian	Sign by authorised signatory(s). Attach a custodial certificate to this form.

Attending the Meeting

Date and time	Monday, 16 November 2026 at 10:00am (WST) 1:00pm (AEDT)
Location	Dexus Place Perth, Level 16, 240 St Georges Terrace, Perth WA 6000
Arriving at the Meeting & What to Bring	• Arrive early (15-30 mins before the meeting time) to allow for registration • Go to the registration desk • Present your proxy form - helps with registration • Photo ID - may be required • Corporate Representative Form - if attending on behalf of a company

How to Lodge a Proxy

Online (Recommended Fastest)

Method 1: Scan QR Code

Use your phone or tablet to scan the QR code on your proxy form.

Method 2: Go to Website

Visit: https://investor.xcend.app/sha

Select: Gateway Mining Limited
Enter HIN/SRN:
Enter Postcode: if within Australia or
Select Country: if outside Australia

Method 3: Registered Users

Visit https://investor.xcend.app
Enter your username and password, then click voting

Email

- Scan your completed and signed proxy Form
- Email to: meetings@xcend.co

Post

Mail your completed and signed proxy form to:
Xcend Pty Ltd
PO Box R1905
Royal Exchange NSW 1225
Allow extra time for postal delivery

DEADLINE: 14 November 2026 at 10:00am (WST), 1:00pm (AEDT)
(48 hours before the meeting)

SRN/HIN:

Registered Name & Address

If Your Address is Incorrect

- Update it in the space provided on the proxy form, OR
- If your shares are broker-sponsored (HIN starts with 'X'), contact your broker

Your Proxy Form - Gateway Mining Limited
Annual General Meeting November 2026

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Appointment of Proxy

I/We, being member(s) of Gateway Mining Limited ("Company") and entitled to attend and vote, hereby appoint:

☐ **The Chair of the Meeting** (Mark box with an X) **OR** **Name of Proxy** (If you are **NOT** appointing the Chair of the Meeting, write the name of the person or body corporate)

or failing the person or body corporate named, or if no person or body corporate is named above, the Chair of the Meeting, as my/our proxy to vote on my/our behalf at the Annual General Meeting on Monday, 16 November 2026 at 10:00am (WST) 1:00pm (AEDT) at Dexus Place Perth, Level 16, 240 St Georges Terrace, Perth WA 6000 (including any postponement or adjournment).

The proxy must vote as directed below or, if no directions are given, may vote as they see fit to the extent permitted by law.

The Chair of the Meeting intends to vote undirected proxies in FAVOUR of all Resolutions. By appointing the Chair of the Meeting as proxy, I/we give the Chair of the Meeting express authority to vote on Resolutions 1 and 9, even though the Resolutions are connected directly or indirectly with the remuneration of a member of the Key Management Personnel (including the Chair of the Meeting), unless I/we have indicated a different voting intention below.

Provide Your Proxy Voting Directions

For each resolution: Mark ONE box with an "X" to vote all shares OR write number of shares in each box to split your vote.

	Resolutions	For	Against	Abstain
1	ADOPTION OF REMUNERATION REPORT			
2	10% PLACEMENT CAPACITY			
3	ELECTION OF DIRECTOR – KRISTEN PODAGIEL			
4	ELECTION OF DIRECTOR – RICHARD PUGH			
5	RE-ELECTION OF DIRECTOR – DAVID CROOK			
6	RE-ELECTION OF DIRECTOR – DAVID MORGAN			
7	RATIFICATION OF PLACEMENT SHARES			
8	RATIFICATION OF PLACEMENT SHARES			
9	APPROVAL OF ISSUE OF PERFORMANCE RIGHTS TO KRISTEN PODAGIEL			

Please Sign and Return

* This section must be completed.

By signing this form, I/we confirm my/our authority to appoint the named proxy with voting directions as indicated above and hereby revoke any previously lodged proxy for this meeting.

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.