



18 July 2025

Dear Shareholder

### **Extraordinary General Meeting – Notice and Proxy Form**

Notice is hereby given that an Extraordinary General Meeting (**Meeting**) of Shareholders of Gateway Mining Limited (**Company** or **Gateway**) will be held at 10:00am WST (12:00pm AEST) on 18 August 2025 in person at Dexus Place Perth, Level 16, 240 St Georges Terrace, Perth WA 6000.

In accordance with section 110D(1) of the *Corporations Act 2001* (Cth) (**Corporations Act**), the Company will not be sending hard copies of the Notice of Meeting and accompanying Explanatory Memorandum (**Notice of Meeting**) to shareholders unless a shareholder has requested a hard copy or made an election for the purposes of 110E of the Corporations Act to receive documents from the Company in physical form. The Notice of Meeting can be viewed and downloaded from the link set out below.

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

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

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

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

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

In order for your proxy to count, you will need to either complete an online proxy, or lodge your completed hard copy Proxy Form as per the instructions on the enclosed Proxy Form, by no later than 10:00am WST (12:00pm AEST) on 16 August 2025.

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

If it becomes necessary or appropriate to make alternative arrangements to those set out in the Notice of Meeting, the Company will notify shareholders accordingly via the Company's website and the ASX Market Announcements Platform.

The Notice of Meeting is important and should be read in its entirety. If you are in doubt as to the course of action you should follow, you should consult your financial adviser, lawyer, accountant or other professional adviser.

If you have any difficulties obtaining a copy of the Notice of Meeting please contact the Company's share registry, Xcend on +61 (2) 9591 8509 or at [support@xcend.co](mailto:support@xcend.co).

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

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

**Investors**

**Peter Langworthy**  
**Executive Chairman**  
**T: 08 6383 9969**

or

**Kar Chua**  
**Company Secretary**  
**T: 02 8316 3998**

**Media**

**Nicholas Read**  
**Read Corporate**  
**T: 08 9388 1474**

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

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Notice is given that the Meeting will be held at:

**TIME:** 10:00 am (WST)  
**DATE:** 18 August 2025  
**PLACE:** Dexus Place Perth  
Level 16, 240 St Georges Terrace  
Perth WA 6000

***The business of the Meeting affects your shareholding and your vote is important.***

***This Notice 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.***

***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 at 10:00 am (WST) on 16 August 2025.***

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## NOTICE OF MEETING

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Notice is given that the Meeting of Shareholders will be held at 10:00 am (WST), 12:00 pm (AEST) on Monday, 18 August 2025 in person at Dexus Place Perth, Level 16, 240 St Georges Terrace, Perth WA 6000.

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

The Directors have determined, pursuant to regulation 7.11.37 of the *Corporations Regulations* 2001 (Cth), that the persons eligible to vote at the Meeting are those who are registered shareholders of the Company at 10:00am (WST), 12:00 pm (AEST) on 16 August 2025.

The Company encourages all Shareholders to vote by proxy in advance of the Meeting.

Terms and abbreviations used in this Notice and Explanatory Statement are defined in the Glossary.

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## BUSINESS OF THE MEETING

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### AGENDA

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#### 1. RESOLUTION 1 – APPROVAL TO ISSUE CONVERTIBLE PREFERENCE SHARES TO STRICKLAND

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 7.1 and for all other purposes, approval is given for the Company to issue up to 1,500,000,000 Convertible Preference Shares to Strickland Metals Limited on the terms and conditions set out in the Explanatory Statement."*

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#### 2. RESOLUTION 2 – APPROVAL FOR AN ENTITY ASSOCIATED WITH PETER LANGWORTHY TO PARTICIPATE IN THE IN-SPECIE DISTRIBUTION

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 10.11 and for all other purposes, approval is given for an entity associated with Peter Langworthy to participate in the In-Specie Distribution and receive up to 7,768,431 Convertible Preference Shares on the terms and conditions set out in the Explanatory Statement."*

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#### 3. RESOLUTION 3 – APPROVAL FOR ENTITIES ASSOCIATED WITH TRENT FRANKLIN TO PARTICIPATE IN THE IN-SPECIE DISTRIBUTION

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 10.11 and for all other purposes, approval is given for entities associated with Trent Franklin to participate in the In-Specie Distribution and receive up to 33,707,560 Convertible Preference Shares on the terms and conditions set out in the Explanatory Statement."*

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**Dated: 18 July 2025**

**BY ORDER OF THE BOARD**

**KAR CHUA  
COMPANY SECRETARY  
GATEWAY MINING LIMITED**

## Voting Exclusion Statements

In accordance with Listing Rule 14.11, the Company will disregard any votes cast in favour of the Resolution set out below by or on behalf of the following persons:

<b>Resolution 1 – Approval to issue Convertible Preference Shares to Strickland</b>	Strickland Metals Limited or any other person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the Company or Strickland Metals Limited) or an associate of that person (or those persons).
<b>Resolution 2 – Approval for an entity associated with Peter Langworthy to participate in the In-Specie Distribution</b>	Peter Langworthy (or their nominee(s)) and any other person who will obtain a material benefit as a result of the issue of the securities (except a benefit solely by reason of being a holder of ordinary securities in the Company or Strickland Metals Limited) or an associate of that person or those persons.
<b>Resolution 3 – Approval for entities associated with Trent Franklin to participate in the In-Specie Distribution</b>	Trent Franklin (or their nominee(s)) and any other person who will obtain a material benefit as a result of the issue of the securities (except a benefit solely by reason of being a holder of ordinary securities in the Company or Strickland Metals Limited) or an associate of that person or those persons.

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

- (a) a person as a proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with the directions given 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 the Resolution, in accordance with a direction given to the Chair to vote on the 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 the Resolution; and
  - (ii) the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

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## TIME AND PLACE OF MEETING AND HOW TO VOTE

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### Venue

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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) (12:00 pm AEST) on Monday 18 August 2025 in person at Dexus Place Perth, Level 16, 240 St Georges Terrace, Perth WA 6000.

The Notice is also being made available to Shareholders electronically and can be viewed and downloaded online at the following link:

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

### Voting by proxy

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

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

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

Shareholders and their proxies should be aware that:


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

If a Shareholder wishes to appoint a proxy, they should complete the attached 'Appointment of Proxy' form and comply with details set out in that form for lodgement of the form with the Company.

The proxy form must be signed by the Shareholder or his or her attorney duly authorised in writing or, if the Shareholder is a corporation, either under the seal of the corporation (in accordance with its Constitution) or under the hand of an attorney duly authorised in writing or otherwise signed in accordance with the Corporations Act.

If any attorney or authorised officer signs the proxy form on behalf of a Shareholder, the relevant power of attorney or other authority under which it is signed or a certified copy of that power or authority must be deposited with the proxy form.

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

<b>Online</b>	<p>You can lodge your proxy vote online by scanning the QR code with your tablet or mobile, or enter the URL below in your internet browser</p> <p><a href="https://investor.xcend.app/sha">https://investor.xcend.app/sha</a></p> 
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	<p>You can also vote by the following:</p> <ul style="list-style-type: none"> <li>• <b>Registered User:</b> enter your existing username &amp; password and click voting.</li> <li>• <b>New User:</b> firstly register at: <a href="http://investor.xcend.app/register">http://investor.xcend.app/register</a> then once logged in, you may proceed to vote.</li> </ul>
<b>By Post</b>	<p>Xcend Pty Ltd PO Box R1905 Royal Exchange NSW 1225</p>
<b>By Email</b>	<p><a href="mailto:meetings@xcend.co">meetings@xcend.co</a></p>

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), 12:00pm (AEST) on 16 August 2025) in the following manner:

**Proxy forms received later than this time will be invalid.**

### Voting in person

To vote in person, attend the Meeting at the time, date and 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 9:30am (WST) on the day of the Meeting.

### 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 Meeting to the Company.

Questions should be submitted in writing to the Company Secretary, at [kar.chua@gatewaymining.com.au](mailto: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.

***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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## **ENTITLEMENT TO VOTE**

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### **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), 12:00pm (AEST) on 16 August 2025 (**Entitlement Time**).

All holders of ordinary shares in the Company as at the Entitlement Time are entitled to attend and vote at the Meeting.

Transactions registered after that time will be disregarded in determining a shareholder's entitlement to attend and vote at the Meeting.



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## EXPLANATORY STATEMENT

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This Explanatory Statement has been prepared to provide information which the Directors believe to be material to Shareholders in deciding whether or not to pass 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.

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### 1. BACKGROUND TO NOTICE

#### 1.1 Asset Sale Agreement

The Company and its wholly owned subsidiary PPG Yandal Pty Ltd (ACN 688 212 259) (**PPG Yandal**) have entered into an asset sale agreement with Strickland Metals Limited (ACN 109 361 195) (**Strickland**), Eskay Resources Pty Ltd (ACN 065 087 096) and Earaheedy Zinc Pty Ltd (ACN 662 926 356) (the **Vendors**) (**Asset Sale Agreement**).

Under the Asset Sale Agreement, it was agreed that PPG Yandal would purchase, and the Vendors would sell, the Vendor's interests in the tenements, contracts, samples and mining information (the **Assets**) comprising the Yandal Gold Project (**Acquisition**). Further information with respect to the Yandal Gold Project is set out in Section 1.2.

The material terms and conditions of the Asset Sale Agreement are summarised below.

##### (a) Consideration

In consideration for PPG Yandal's acquisition of the Assets, the Company has agreed, subject to the satisfaction of the conditions set out in Section 1.1(b), to issue Strickland 1,500,000,000 Convertible Preference Shares.

The Convertible Preference Shares have limited voting rights which will automatically convert into Shares on a one for one basis following completion of the In-Specie Distribution (defined below). Refer to Schedule 1 for the full terms and conditions of the Convertible Preference Shares.

Strickland will then distribute 1,200,000,000 of these Convertible Preference Shares to holders of fully paid ordinary shares in the capital of Strickland (**Strickland Shares**) at the Record Date (as defined in the Timetable in Schedule 2) resident in Australia, New Zealand and any other jurisdictions determined by Strickland (**Eligible Strickland Shareholders**) via a pro rata in-specie distribution (**In-Specie Distribution**).

Further information with respect to the In-Specie Distribution is set out in Section 1.1(c).

##### (b) Conditions Precedent

Completion of the Acquisition (**Completion**) is subject to the following conditions precedent being either satisfied or waived by 24 September 2025:

- (i) all relevant contracts, agreements and royalty deeds between the relevant Vendor and third parties are assigned to PPG Yandal, or in regard to the royalty agreements, the royalty holder giving consent to the relevant Vendor to assign its interest in the royalty agreement to the Company (or its nominee);
- (ii) the Company receiving evidence to its reasonable satisfaction that all encumbrances over the Assets have been, or will be, released and discharged if the full registration relates to the Assets, and partially discharged if the registration does not solely relate to the Assets but captures the Assets as secured property;

- (iii) the Company obtaining Shareholder approval to issue the Convertible Preference Shares for the purposes of Listing Rule 7.1 and Listing Rule 10.11 (being the subject of Resolutions 1 to 3 of this Notice);
- (iv) Strickland obtaining shareholder approval for the purposes of sections 256B and 256C of the Corporations Act for the proposed In-Specie Distribution (which Strickland is seeking to obtain in mid-August 2025); and
- (v) between the date of execution of the Asset Sale Agreement and Completion, no material adverse event that could reasonably be expected to have a material effect on the Company or the price of the Shares, that in turn, results in a materially adverse taxation consequence for Strickland or any Eligible Strickland Shareholder under the In-Specie Distribution, occurs in relation to the Company, as determined by Strickland.

(c) **In-Specie Distribution**

Strickland must undertake the In-Specie Distribution of 1,200,000,000 Convertible Preference Shares to Eligible Strickland Shareholders. Any Convertible Preference Shares that cannot be distributed under the In-Specie Distribution to Eligible Shareholders will not be distributed to holders of Strickland Shares that are not Eligible Strickland Shareholders (**Ineligible Strickland Shareholders**), but instead will be transferred to a sale agent to be sold under a sale facility with the net proceeds remitted to those Ineligible Strickland Shareholders as soon as practicable following the sale of those Convertible Preference Shares, free of any brokerage costs or stamp duty.

## 1.2 Yandal Gold Project

### Background

The Yandal Gold Project covers 1,780 square kilometres of the prospective eastern flank of the Yandal Greenstone Belt in the northeastern Yilgarn, Western Australia. The Company believes that the entire eastern extent of the Yandal Greenstone Belt is relatively underexplored, with less than 6 kilometres of the total 75 kilometres Greenstone Belt having been covered by modern exploration techniques.

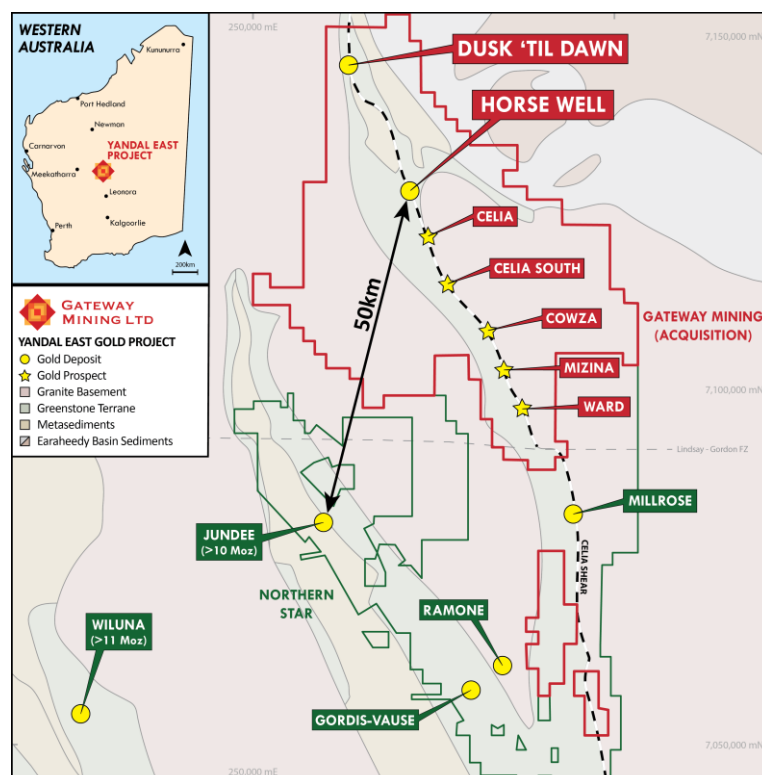


Figure 1: The Yandal Project, highlighting the key areas in relation to the key gold and base metal prospects.

The Yandal Gold Project, comprising 24 exploration licences and one mining lease application, contains an Inferred Mineral Resource Estimate of 8.17Mt @ 1.52g/t Au for 400,400 oz Au.

#### Mining Licence Application

The Horse Well Gold Camp is a large-scale gold system consisting of a series of what are now believed to be a network of interconnected mineralised structures. The gold mineralised system has currently been defined over a strike length of 4 kilometres.

The Company believes that the system has strong potential to extend for at least the same distance under transported cover to the north where previous shallow drilling is deemed to be largely ineffective (see Figure 2 below).

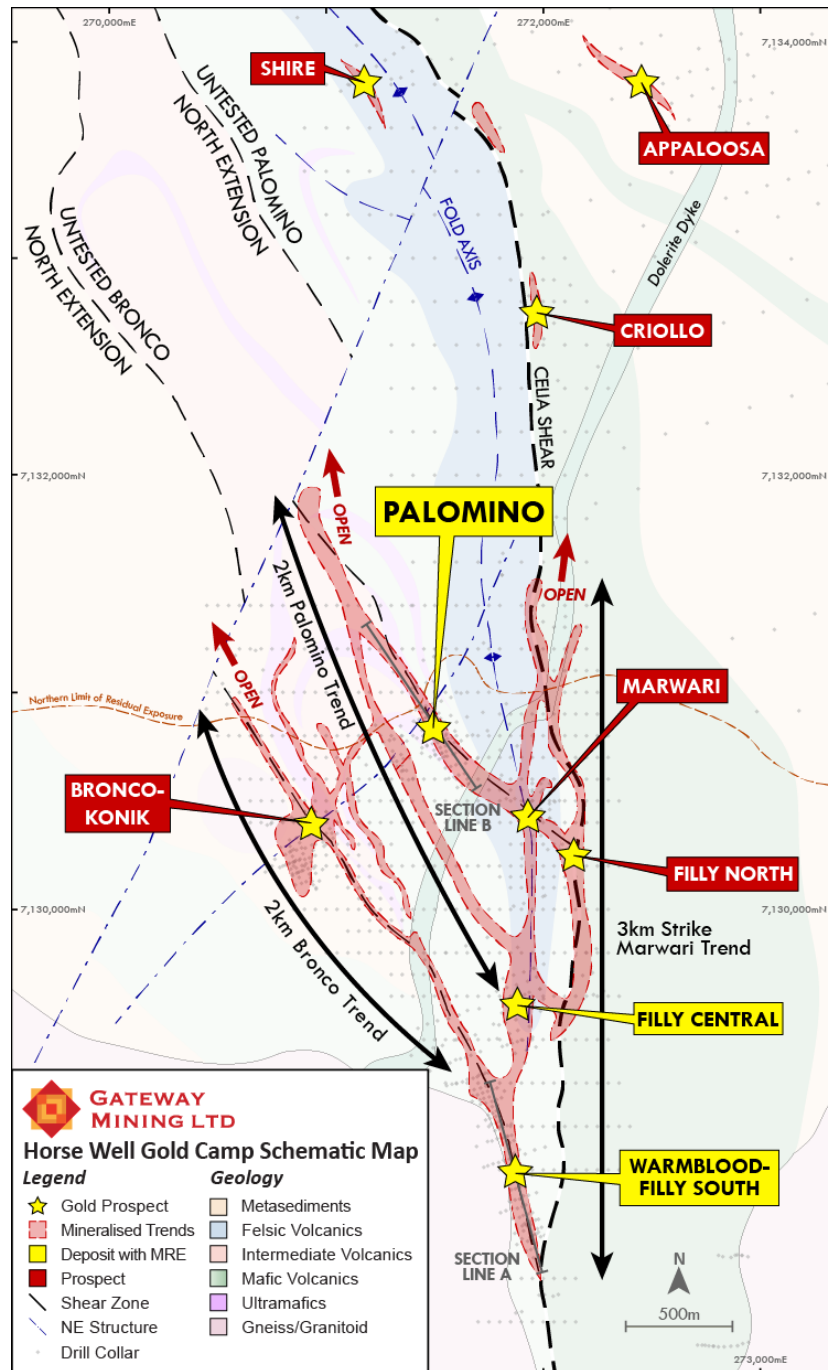


Figure 2. Schematic geological interpretation of the Horse Well Gold Camp.

The Company intends to progress the Mining Licence application for the Horse Well Gold as a matter of priority. Upcoming work at the immediate Horse Well Gold Camp will include environmental and Native Title surveys.

Receipt of a Mining Licence is a critical step for unlocking significant value within the Horse Well Gold Camp, and will pave the way for continued advancement of the Yandal Gold Project.

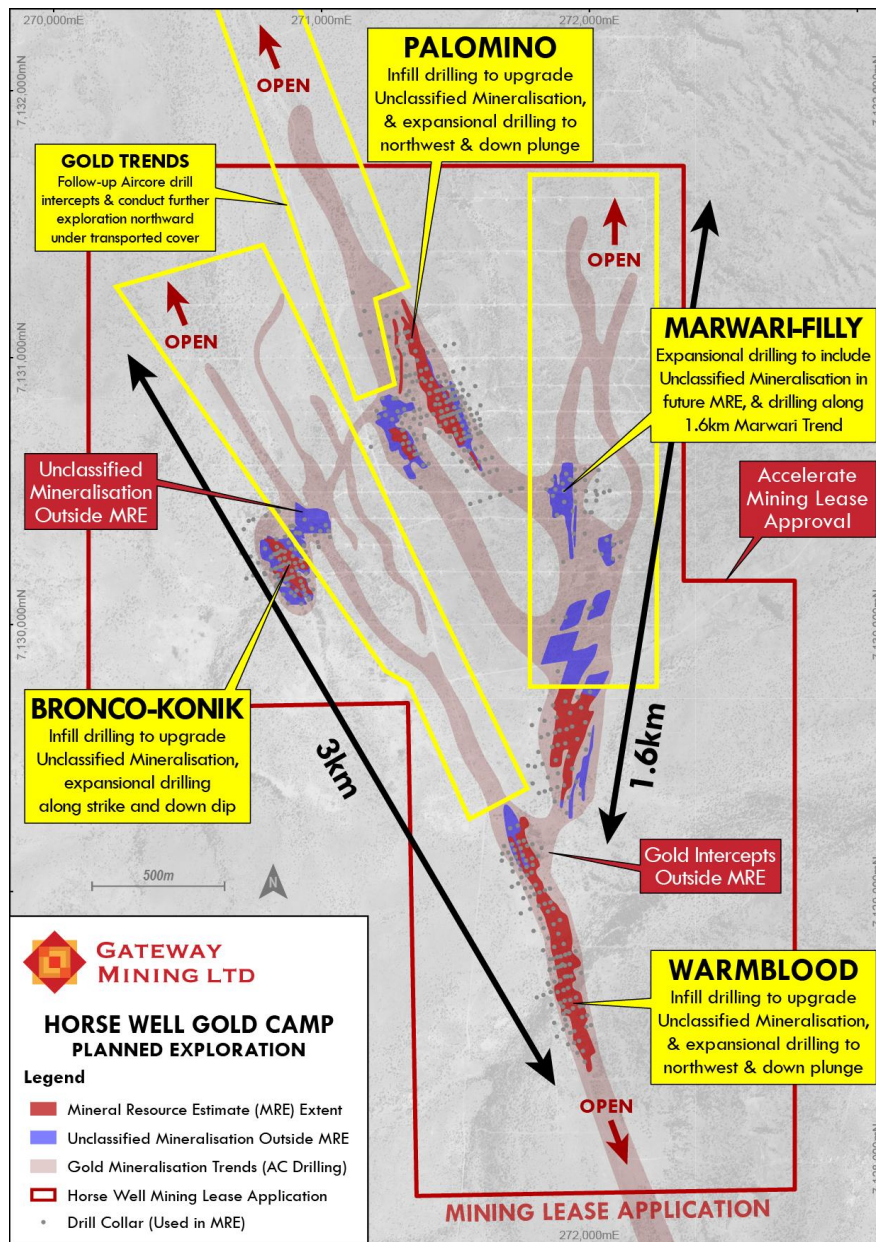


Figure 3. Horse Well Gold Camp topographic map showing mineralisation included in the MRE (dark red), unclassified mineralisation outside the MRE (blue) and mineralised trends delineated from AC drilling (pale red). Drill collar locations used in 2025 MRE for Horse Well displayed. Target zones for future drilling shown by yellow boxes.

#### Dusk 'til Dawn Resource

Strickland commissioned consulting group Trepanier to complete a Mineral Resource Estimate for gold mineralisation at Dusk 'til Dawn (see Figures 4 and 5 below).

Based on the work completed, an Inferred Mineral Resource above a cut-off of 0.5 g/t Au is defined over a 400-metre strike and to a depth of 200 metres and includes:

- 3,495,600 tonnes at 1.0 g/t Au for 108,900 ounces; and
- a higher grade of 987,400 tonnes at 1.6 g/t for 51,800 ounces above a cut-off of 1.0g/t Au.



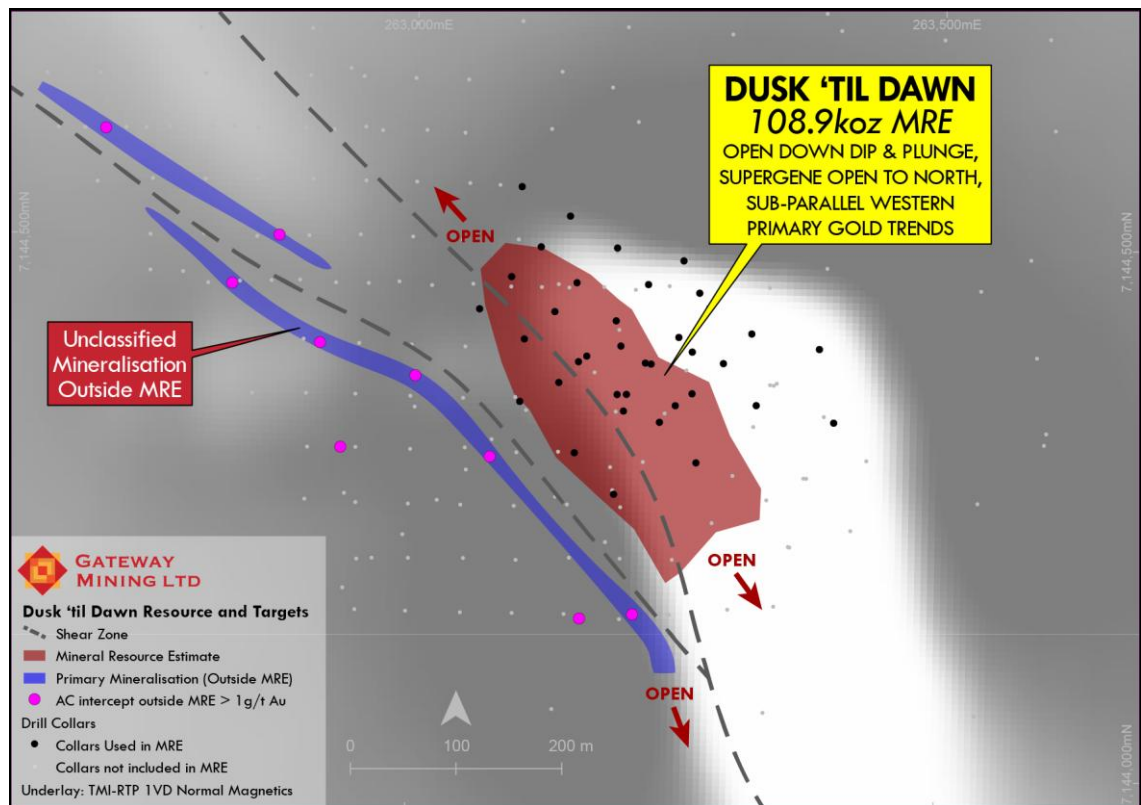


Figure 4. Dusk 'til Dawn Gold Camp topographic map. Drill collar locations used in MRE displayed.

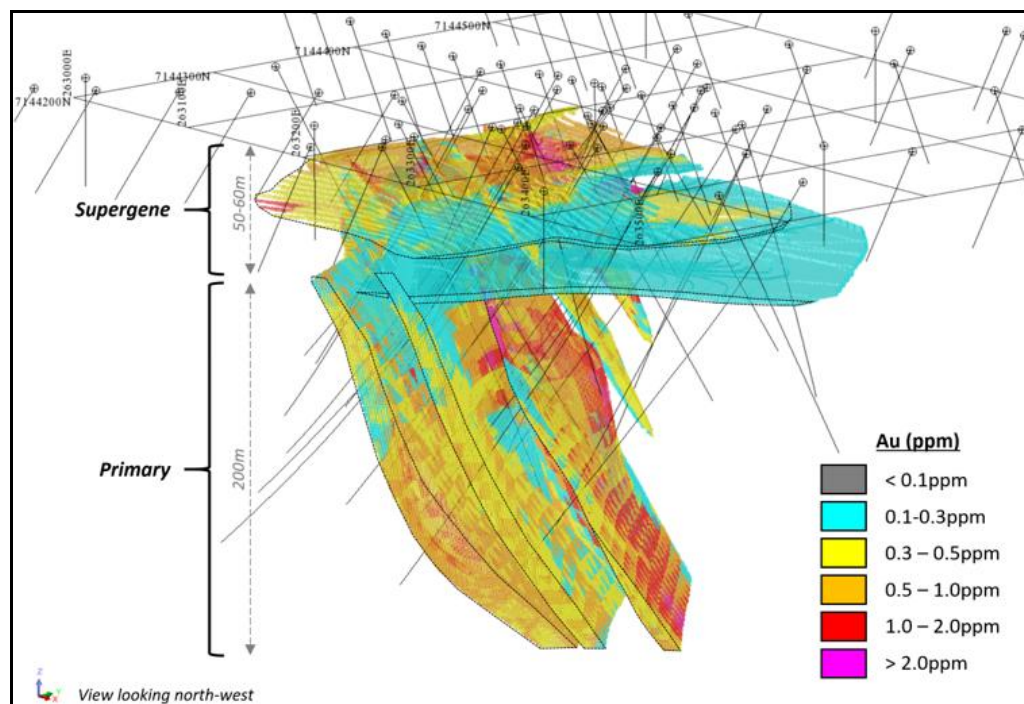


Figure 5. Dusk 'til Dawn 108.9koz Resource Model coloured by Au ppm

#### Further information

The information in this Notice that relates to exploration results and Mineral Resource Estimates has been previously reported by the Company in accordance with the 2012 Edition of the 'Australasian Code for Reporting of Exploration results, Mineral Resources and Ore Reserves' (JORC Code) on 2 July 2025 (**Previous Announcement**). The Previous Announcement is available to view on the Company's website.

The Company confirms that it is not aware of any new information or data that materially affects the information included in the Previous Announcement with respect to the Yandal Gold Project. In the case of the Mineral Resource Estimates that are included in this Notice, the Company confirms that all of the material assumptions and technical parameters underpinning these estimates in the Previous Announcement continue to apply, and have not materially changed.

### 1.3 Dilution

On completion of the Acquisition, the Company will issue an aggregate of 1,500,000,000 Convertible Preference Shares. 1,200,000,000 of these Convertible Preference Shares will be transferred to Eligible Strickland Shareholders (or the sale agent) under the In-Specie Distribution.

Following the completion of the In-Specie Distribution, the Convertible Preference Shares will automatically convert into Shares, resulting in:

- (a) the Eligible Strickland Shareholders (or the sale agent) comprising approximately 62.9% of the Shares on issue; and
- (b) Strickland holding approximately 15.7% of the Shares on issue.

Following the automatic conversion of the Convertible Preference Shares into Shares (which shall occur following the In-Specie Distribution), the Company's capital structure will reflect the below table (assuming no other Securities are issued following the date of this Notice and prior to Completion).

	SHARES
Current	408,820,295
Shares issued on conversion of the Convertible Preference Shares	1,500,000,000
<b>Total</b>	<b>1,908,820,295</b>

Assuming that no Shares are issued and no other convertible securities vest or are exercised following the date of this Notice and prior to the conversion of the Convertible Preference Shares, the effect of the issue of Securities under the Acquisition will have the effect of diluting existing Shareholders by approximately 78.6%.

### 1.4 Director participation in the In-Specie Distribution

Mr Franklin is a non-executive director of both the Company and Strickland.

Mr Peter Langworthy is the current executive chairman of the Company, and resigned as a non-executive director of Strickland on 14 March 2025.

Entities associated with Messrs Franklin and Langworthy hold the following number of Strickland Shares, and therefore, subject to Resolutions 2 and 3, stand to receive the following Convertible Preference Shares under the In-Specie Distribution (assuming Strickland does not issue any securities from the date of this Notice until the date of the In-Specie Distribution).

COMPANY DIRECTOR	STRICKLAND SHARES	CONVERTIBLE PREFERENCE SHARES TO BE RECEIVED UNDER THE IN-SPECIE DISTRIBUTION
Trent Franklin	63,548,853 <sup>1</sup>	33,707,560
Peter Langworthy	14,645,820 <sup>2</sup>	7,768,431

**Notes:**

1. Comprising:
  - a. 36,109,566 Strickland Shares held by Enable Investment Manager Pty Ltd <Enable Capital Fund A/C>;
  - b. 17,196,429 Strickland Shares held by Accrecap Pty Ltd <Accrecap A/C>;
  - c. 7,171,429 Strickland Shares held by Stashcap Pty Ltd <Stash Super Fund A/C>; and
  - d. 3,071,429 Strickland Shares held by Penklin Pty Ltd <Penny Farthing SMSF A/C>.
2. Held by Omni Geox Pty Ltd.

Following the completion of the In-Specie Distribution, each of the Convertible Preference Shares will automatically convert into Shares. The issue of Shares to the Interested Directors on conversion of their Convertible Preference Shares will be made in reliance on Listing Rule 10.12 (exception 7).

## **2. RESOLUTION 1 – APPROVAL TO ISSUE CONVERTIBLE PREFERENCE SHARES TO STRICKLAND**

### **2.1 General**

This Resolution seeks Shareholder approval for the purposes of Listing Rule 7.1 for the issue of 1,500,000,000 Convertible Preference Shares in consideration for PPG Yandal's acquisition of the Yandal Gold Project pursuant to the Asset Sale Agreement.

The Convertible Preference Shares will be issued to Strickland, who in turn will transfer 1,200,000,000 of those Convertible Preference Shares to the Eligible Strickland Shareholders (or a sale agent) under the In-Specie Distribution.

On completion of the In-Specie Distribution, Strickland will hold the remaining 300,000,000 Convertible Preference Shares, which will automatically convert into fully paid ordinary shares in the capital of the Company.

### **2.2 Listing Rule 7.1**

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.

The proposed issue falls within exception 17 of Listing Rule 7.2. Under Listing Rule 7.2 (Exception 17), if the issue of securities is subject to prior shareholder approval, it does not count toward the 15% placement limit set by Listing Rule 7.1. The proposed issue therefore requires the approval of Shareholders under Listing Rule 7.1.

### **2.3 Technical information required by Listing Rule 14.1A**

If this Resolution is passed, the Company will be able to proceed with the issue. In addition, the issue will be excluded from the calculation of the number of equity securities that the Company can issue without Shareholder approval under Listing Rule 7.1.

If this Resolution is not passed, the Company will not be able to proceed with the issue and will have failed to have satisfied a condition precedent to Completion. If the Vendors do not waive this condition precedent, the Asset Sale Agreement may be terminated.

### **2.4 Technical information required by Listing Rule 7.3**

REQUIRED INFORMATION	DETAILS
<b>Names of persons to whom Securities will be issued or the basis on which those persons were or will be identified/selected</b>	1,500,000,000 Convertible Preference Shares will be issued to Strickland, who in turn will distribute 1,200,000,000 Convertible Preference Shares to the Eligible Strickland Shareholders (or a sale agent) via the In-Specie Distribution. Following the In-Specie Distribution, Strickland will hold 300,000,000 Convertible Preference Shares, which will automatically convert into Shares.
<b>Number of Securities and class to be issued</b>	1,500,000,000 Convertible Preference Shares
<b>Terms of Securities</b>	The Convertible Preference Shares will be issued on the terms and conditions set out in Schedule 1.  Following completion of the In-Specie Distribution, the Convertible Preference Shares will automatically convert into Shares. These Shares will be issued by the Company on the same terms as the Shares currently on issue, as set out in the Company's Constitution.

REQUIRED INFORMATION	DETAILS
<b>Date(s) on or by which the Securities will be issued</b>	The Company expects to issue the Convertible Preference Shares on the date set out in the Timetable in Schedule 2. The Company will not issue any Convertible Preference Shares later than three months after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the Listing Rules).
<b>Price or other consideration the Company will receive for the Securities</b>	The Convertible Preference Shares will be issued at a nominal issue price of \$0.000001, in consideration for the acquisition of the Yandal Gold Project by the Company (via PPG Yandal).
<b>Use of Funds</b>	As the funds received by the Company for the issue of the Convertible Preference Shares are nominal, the Company does not intend to apply the funds towards any specific purpose.
<b>Purpose of the issue, including the intended use of any funds raised by the issue</b>	The purpose of the issue is to satisfy the obligation under the Asset Sale Agreement to issue the Convertible Preference Shares in consideration for the Company's acquisition of the Yandal Gold Project (via PPG Yandal).
<b>Summary of material terms of agreement to issue</b>	The Convertible Preference Shares are being issued pursuant to the Asset Sale Agreement, which is summarised in Section 1.1 above.
<b>Voting exclusion statement</b>	A voting exclusion statement applies to this Resolution.

### 3. RESOLUTION 2 AND 3 – APPROVAL FOR ENTITIES ASSOCIATED WITH DIRECTORS TO PARTICIPATE IN THE IN-SPECIE DISTRIBUTION

#### 3.1 General

These Resolutions seek Shareholder approval for the purposes of Listing Rule 10.11 for entities associated with Messrs Peter Langworthy and Trent Franklin to participate in the In-Specie Distribution on the terms and conditions set out below.

Messrs Langworthy and Franklin (the **Interested Directors**) are both Directors of the Company. As is set out in Section 1.4, entities associated with the Interested Directors are Eligible Strickland Shareholders, and therefore will receive Convertible Preference Shares under the In-Specie Distribution. Listing Rule 10.11 approval is therefore sought to enable the entities associated with the Interested Directors to receive Convertible Preference Shares.

Following the completion of the In-Specie Distribution, each of the Convertible Preference Shares will automatically convert into Shares. The issue of Shares to the Interested Directors on conversion of their Convertible Preference Shares will be made in reliance on Listing Rule 10.12 (exception 7).

#### 3.2 Chapter 2E of the Corporations Act

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

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

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

The issue constitutes giving a financial benefit and the Interested Directors (and their associated entities) are related parties of the Company by virtue of being Directors.



The Directors (other than the Interested Directors, who have a material personal interest in the Resolution) consider that Shareholder approval pursuant to Chapter 2E of the Corporations Act is not required in respect of the issue because the entities associated with the Interested Directors will be participating in the In-Specie Distribution on the same terms as the other Eligible Strickland Shareholders, who are not related parties of the Company.

### 3.3 Listing Rule 10.11

Listing Rule 10.11 provides that unless one of the exceptions in Listing Rule 10.12 applies, a listed company must not issue or agree to issue equity securities to:

- 10.11.1 a related party;
- 10.11.2 a person who is, or was at any time in the 6 months before the issue or agreement, a substantial (30%+) holder in the company;
- 10.11.3 a person who is, or was at any time in the 6 months before the issue or agreement, a substantial (10%+) holder in the company and who has nominated a director to the board of the company pursuant to a relevant agreement which gives them a right or expectation to do so;
- 10.11.4 an associate of a person referred to in Listing Rules 10.11.1 to 10.11.3; or
- 10.11.5 a person whose relationship with the company or a person referred to in Listing Rules 10.11.1 to 10.11.4 is such that, in ASX's opinion, the issue or agreement should be approved by its shareholders,

unless it obtains the approval of its shareholders.

The transfer of Convertible Preference Shares to the Interested Directors under the In-Specie Distribution therefore falls within Listing Rule 10.11.1 and 10.11.4, and these transfers do not fall within any of the exceptions in Listing Rule 10.12. These issues therefore requires the approval of Shareholders under Listing Rule 10.11.

Following the completion of the In-Specie Distribution, each of the Convertible Preference Shares will automatically convert into Shares. The issue of Shares to the Interested Directors on conversion of their Convertible Preference Shares will be made in reliance on Listing Rule 10.12 (exception 7).

### 3.4 Technical information required by Listing Rule 14.1A

If these Resolutions are passed, the Company will be able to proceed with the issues within one month after the date of the Meeting (or such later date as permitted by any ASX waiver or modification of the Listing Rules). As approval pursuant to Listing Rule 7.1 is not required for the issue (because approval is being obtained under Listing Rule 10.11), the issues will not use up any of the Company's 15% annual placement capacity.

If these Resolutions are not passed, the Company will not be able to proceed with the issues and will have failed to have satisfied a condition precedent to Completion. If the Vendors do not waive this condition precedent, the Asset Sale Agreement may be terminated.

### 3.5 Technical Information required by Listing Rule 10.13

REQUIRED INFORMATION	DETAILS
<b>Name of the person to whom Securities will be issued</b>	<p>Mr Peter Langworthy, through Omni Geox Pty Ltd (of which Mr Langworthy is a director) and Mr Trent Franklin, through:</p> <ul style="list-style-type: none"> <li>(a) Enable Investment Manager Pty Ltd &lt;Enable Capital Fund A/C&gt;;</li> <li>(b) Accrecap Pty Ltd &lt;Accrecap A/C&gt;;</li> <li>(c) Stashcap Pty Ltd &lt;Stash Super Fund A/C&gt;; and</li> <li>(d) Penklin Pty Ltd &lt;Penny Farthing SMSF A/C&gt;, (of which Mr Franklin is a director).</li> </ul>

REQUIRED INFORMATION	DETAILS
<b>Categorisation under Listing Rule 10.11</b>	<p>The recipients fall within the category set out in Listing Rule 10.11.1 as they are each a related party of the Company by virtue of being Directors.</p> <p>Any nominee(s) of the recipients who receive Securities may constitute 'associates' for the purposes of Listing Rule 10.11.4.</p>
<b>Number of Securities and class to be issued</b>	<p>Under the In-Specie Distribution:</p> <p>(a) the entity associated with Mr Langworthy will receive 7,768,431 Convertible Preference Shares; and</p> <p>(b) the entities associated with Mr Franklin will receive 33,707,560 Convertible Preference Shares.</p> <p>Following this, each of these Convertible Preference Shares will automatically convert into Shares. The issue of these Shares will be made in reliance on Listing Rule 10.12 (exception 7).</p> <p>Refer to Section 1.4 for further details with respect to the Interested Directors' associated entities.</p>
<b>Terms of Securities</b>	<p>The Convertible Preference Shares are on the terms and conditions set out in Schedule 1.</p> <p>The Shares will be fully paid ordinary shares in the capital of the Company on the terms and conditions set out in the Company's Constitution.</p>
<b>Date(s) on or by which the Securities will be issued</b>	<p>The Company expects to issue the Convertible Preference Shares to Strickland in line with the Timetable set out in Schedule 2, who will then distribute those Securities to the entities associated with the Interested Directors through the In-Specie Distribution.</p> <p>In any event, the Company will not issue any Convertible Preference Shares later than one month after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the Listing Rules).</p>
<b>Price or other consideration the Company will receive for the Securities</b>	<p>The Convertible Preference Shares will be issued to Strickland at a nominal issue price of \$0.000001, in consideration for the acquisition of the Yandal Gold Project by the Company (via PPG Yandal). The Interested Directors will not pay any consideration to participate in the In-Specie Distribution.</p>
<b>Purpose of the issue, including the intended use of any funds raised by the issue</b>	<p>The purpose of the issue is to satisfy the Company's obligations under the Asset Sale Agreement. As the entities associated with the Interested Directors are Eligible Strickland Shareholders, the Company must first receive Listing Rule 10.11 approval from its Shareholders, before allowing the entities associated with the Interested Directors to participate in the In-Specie Distribution.</p> <p>The Interested Directors' participation in the In-Specie Distribution is not intended to remunerate or incentives those Directors.</p>
<b>Summary of material terms of agreement to issue</b>	<p>The Convertible Preference Shares are being issued under the Asset Sale Agreement, a summary of the material terms of which is set out in Section 1.1.</p>
<b>Voting exclusion statements</b>	<p>A voting exclusion statements apply to this Resolution.</p>

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## GLOSSARY

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**\$** means Australian dollars.

**Acquisition** has the meaning given in Section 1.1.

**Asset Sale Agreement** has the meaning given in Section 1.1.

**Assets** has the meaning given in Section 1.1.

**ASX** means ASX Limited (ACN 008 624 691) or the financial market operated by ASX Limited, as the context requires.

**Board** means the current board of directors of the Company.

**Business Day** means Monday to Friday inclusive, except New Year's Day, Good Friday, Easter Monday, Christmas Day, Boxing Day, and any other day that ASX declares is not a business day.

**Chair** means the chair of the Meeting.

**Company** means Gateway Mining Limited (ACN 008 402 391).

**Completion** has the meaning given in Section 1.1.

**Constitution** means the Company's constitution.

**Convertible Preference Shares** means convertible preference shares in the capital of the Company, subject to the terms set out in Schedule 1.

**Corporations Act** means the *Corporations Act 2001* (Cth).

**Directors** means the current directors of the Company.

**Eligible Strickland Shareholders** has the meaning given in Section 1.1.

**Explanatory Statement** means the explanatory statement accompanying the Notice.

**In-Specie Distribution** has the meaning given in Section 1.1.

**Interested Directors** means Mr Peter Langworthy and Mr Trent Franklin.

**Listing Rules** means the Listing Rules of ASX.

**Meeting** means the meeting convened by the Notice.

**Notice** means this notice of meeting including the Explanatory Statement and the Proxy Form.

**Option** means an option to acquire a Share.

**PPG Yandal** means PPG Yandal Pty Ltd (ACN 688 212 259).

**Proxy Form** means the proxy form accompanying the Notice.

**Resolutions** means the resolutions set out in the Notice, or any one of them, as the context requires.

**Section** means a section of the Explanatory Statement.

**Security** means a Share, Option, Convertible Preference Share, or any other security in the capital of the Company (as applicable).

**Share** means a fully paid ordinary share in the capital of the Company.

**Share Registry** means Xcend Pty Ltd (ACN 662 440 959).

**Shareholder** means a registered holder of a Share.

**Strickland** means Strickland Metals Limited (ACN 109 361 195).

**Strickland Share** means a fully paid ordinary share in the capital of Strickland.

**Vendors** has the meaning given in Section 1.1.

**WST** means Western Standard Time as observed in Perth, Western Australia.

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## SCHEDULE 1 – TERMS AND CONDITIONS OF CONVERTIBLE PREFERENCE SHARES

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### 1. Glossary

- (a) Unless the context otherwise requires words and expressions used in the Terms have the meanings ascribed to them respectively in the Constitution;
- (b) If a word or phrase is defined, its other grammatical forms have a corresponding meaning;
- (c) a reference to a clause relates to a clause of these terms; and
- (d) The following expressions have the following meanings:

**ASTC** means ASX Settlement and Transfer Corporation Pty Ltd (ABN 49 008 504 532) or any successor.

**Automatic Conversion Date** means the first Business Day after the CPS are registered in the name of the Eligible Shareholder or the Sale Agent (as the case may be) as a result of the Distribution.

**Board** means the board of directors of the Company.

**CHESS** means the Clearing House Electronic Subregister System operated by ASTC.

**Company** means Gateway Mining Limited.

**Constitution** means the constitution of the Company as amended from time to time.

**Conversion** means in relation to a CPS, the taking effect of the rights specified in clauses 3(a), 5 and 6(d) in relation to that CPS, where Convert and Converted have corresponding meanings.

**Conversion Date** means the Automatic Conversion Date or the New Conversion Date, as applicable.

**Corporations Act** means the Corporations Act 2001 (Cth).

**CPS** means the convertible preference shares in the capital of the Company known as "CPS" issued on the terms set out in this Schedule or, where the context requires, each convertible preference share.

**CPS Holder** means each person registered in the Register from time to time as a holder of CPS.

**Distribution** means the distribution in specie of the CPS to Eligible Shareholders, pursuant to the Distribution Resolution.

**Distribution Resolution** means a resolution passed at a meeting of ordinary shareholders of Strickland authorising the Distribution pursuant to the Corporations Act.

**Dividend** means the non-cumulative dividend payable on each CPS at the Dividend Rate.

**Dividend Rate** means 5% per annum based on the Face Value of each CPS.

**Eligible Shareholders** means a holder of fully paid ordinary shares in the issued capital of Strickland as at the Record Date with a registered address in Australia, New Zealand and any other jurisdictions determined by Strickland.

**Face Value** means \$0.000001 per CPS.

**Ineligible Foreign Shareholders** means holders of fully paid ordinary shares in the issued capital of Strickland as at the Record Date who are not Eligible Shareholders.

**New Conversion Date** has the meaning given to that term in clause 6(d).

**Record Date** means the date determined by Strickland.

**Register** means the register of CPS maintained by the Company and includes any sub register of that register.

**Sale Agent** means the sale agent to be appointed by Strickland that will be distributed CPS by Strickland on behalf of the Ineligible Foreign Shareholders.

**Shares** means a fully paid ordinary share in the capital of the Company.

**Strickland** means Strickland Metals Limited.

**Terms** means the terms and conditions for the issue of CPS in the Company as these terms and conditions are amended, supplemented or replaced from time to time and as set out herein.

## **2. CPS**

(a) The CPS are fully paid convertible preference shares in the capital of the Company. They are issued and are automatically Converted according to these Terms.

(b) Each CPS will be issued fully paid at the Face Value.

## **3. Automatic Conversion**

(a) Subject to:

(i) the completion of the Distribution;

(ii) the Company not providing written notice to Strickland prior to 5:00pm (Perth time) on the Business Day prior to the Automatic Conversion Date that it is unable to provide a Cleansing Notice; and

(iii) clause 6(d),

each CPS will be Converted on the Automatic Conversion Date in accordance with clause 5.

(b) The Company does not have the right to automatically Convert the CPS other than in the circumstances listed in clauses 3(a) or 6(d).

## **4. No Holder conversion right**

Save as provided for in these Conditions, no CPS Holder has a right to Convert a CPS.

## **5. Conversion**

(a) In the event of a Conversion all CPS will convert into Shares on the basis of one Share for each CPS.

(b) A CPS, upon Conversion, confers all of the rights attaching to one Share but these rights do not take effect until 5.00pm (Perth time) on the Conversion Date. At that time:

(i) all other rights conferred or restrictions imposed on that CPS under these Terms will no longer have effect; and

(ii) the Share resulting from the Conversion will rank equally with all other Shares.

(c) Conversion does not constitute a redemption, buy-back, cancellation or termination of CPS or an issue, allotment or creation of a new Share.

(d) Upon Conversion the Company shall provide the CPS Holder with a certificate or statement of holding for the Shares the subject of a Conversion.

(e) Despite anything else in these Terms, upon Conversion of the relevant CPS, any entitlement to a Dividend (accrued or otherwise) with respect to CPS, will cease to accrue and be deemed to be written off.

## **6. Quotation of Shares**

(a) Each Share arising from Conversion will rank pari passu with all other fully paid Shares, except that such Shares arising from Conversion will not be entitled to

any dividend or any other distribution or entitlement that has been declared or determined but not paid as at the Conversion Date.

- (b) On the Automatic Conversion Date, subject to clause 6(c), the Company must provide to ASX a notice complying with sections 708A(5)(e) and 708A(6) of the Corporations Act (**Cleansing Notice**).
- (c) If on the Automatic Conversion Date the Company would be unable to provide to ASX a Cleansing Notice in respect of a Conversion because it is unable to comply with the requirements of sections 708A(5)(e) and 708A(6) of the Corporations Act (including where trading in the Shares on ASX was suspended for more than a total of five days in the preceding 12 month period) or for any other reason is unable to provide to ASX a Cleansing Notice (for the purposes of clause 6(b), the Company must within 20 Business Days after the Automatic Conversion Date lodge with the Australian Securities and Investments Commission a prospectus complying with section 708A(11) of the Corporations Act (**Cleansing Prospectus**).
- (d) If the Company is under an obligation to lodge a Cleansing Prospectus, and the Automatic Conversion Date would occur prior to actual lodgement of the Cleansing Prospectus then the Conversion of the CPS will not occur until the date on which the Company has complied with its obligations under clause 6(c) (for the purposes of this clause 6(d), the **New Conversion Date**) and each CPS will be Converted on the New Conversion Date in accordance with clause 5.
- (e) Shares arising from Conversion will be issued in uncertificated form through CHESS.
- (f) Statements of holdings for Shares arising from Conversion will be dispatched by the Company free of charge as soon as practicable but in any event within 10 Business Days after the relevant Conversion Date.

## 7. General CPS Terms

### (a) Register

The Company shall maintain the Register.

### (b) General Rights

- (i) CPS rank equally amongst themselves in all respects.
- (ii) Until Conversion, the CPS shall have an entitlement to the payment of Dividends equal to the Dividend Rate before payment of a dividend to holders of Shares or any other class of shares ranking behind the CPS.
- (iii) Until Conversion, if there is a return of capital on a winding up of the Company, CPS Holders will be entitled to receive out of the assets of the Company available for distribution to holders of CPS, in respect of each CPS held, a cash payment equal to the Face Value and any accrued and unpaid Dividend before any return of capital is made to holders of Shares or any other class of shares ranking behind the CPS.
- (iv) CPS do not confer on their holders any right to participate in profits or property except as set out in these Terms or in the Constitution.
- (v) If, upon a return of capital, there are insufficient funds to pay in full the amounts referred to above and the amounts payable in respect of any other shares in the Company ranking as to such distribution equally with the CPS on a winding up of the Company, the CPS Holders and the holders of any such other shares will share in any distribution of assets of the Company in proportion to the amounts to which they respectively are entitled.

- (vi) Until Conversion, the CPS do not confer on the CPS Holders any further right to participate in the surplus assets of the Company on a winding up then those set out in these Terms.
- (vii) Until all CPS have been converted, the Company must not, without approval of the CPS Holders, issue shares ranking in priority to the CPS or permit the variation of any rights of any existing shares to shares ranking equally or in priority to the CPS, but the Board are at all times authorised to issue further CPS ranking equally with any existing CPS.
- (viii) If a takeover bid is made for ordinary shares, acceptance of which is recommended by the Board, or the Board recommend a member's scheme of arrangement, the Board will use reasonable endeavours to procure that equivalent takeover offers are made to the CPS Holder or that they participate in the scheme of arrangement.
- (ix) Until Conversion, the CPS confer no rights to subscribe for new securities in the Company or to participate in any bonus issues.
- (x) A CPS does not entitle a CPS Holder to vote at any general meeting of the Company except in the following circumstances:
  - (A) on a proposal:
    - (I) to reduce the share capital of the Company;
    - (II) that affects rights attached to the CPS;
    - (III) to wind up the Company; or
    - (IV) for the disposal of the whole of the property, business and undertaking of the Company;
  - (B) on a resolution to approve the terms of a buy back agreement;
  - (C) on a resolution during a period in which a Dividend or part of a Dividend on the CPS is in arrears; or
  - (D) on a resolution during the winding up of the Company.
- (xi) In accordance with the Constitution, a Holder will have the same rights as the holders of Shares with respect to receiving notices at general meetings and financial reports and attending the Company's general meetings.
- (xii) Subject to complying with all applicable laws, the Company may, without the authority, assent or approval of the CPS Holders, amend or add to these terms of issue if such amendment or addition is, in the opinion of the Company:
  - (A) of a formal, minor or technical nature;
  - (B) made to correct a manifest error; or
  - (C) not likely (taken as a whole and in conjunction with all other modifications, if any, to be made contemporaneously with that modification) to be materially prejudicial to the interests of the CPS Holders.



**SCHEDULE 2 - TIMETABLE**

EVENT	DATE
The Company sends this Notice sent to its Shareholders	18 July 2025
Strickland lodges prospectus with the Australian Securities and Investments Commission ( <b>ASIC</b> )	18 July 2025
Strickland notice of general meeting sent to Strickland shareholders	18 July 2025
Notification to ASIC of proposed reduction in share capital (Form 2560)	18 July 2025
Announcement by Strickland of Appendix 3A.5 for the In-Specie Distribution	18 July 2025
General Meeting (to consider the Resolutions the subject of this Notice)	18 August 2025
General meeting of Strickland shareholders to approve the In-Specie Distribution	18 August 2025
Satisfaction of the conditions precedent to the Asset Sale Agreement	18 August 2025
Completion, issue and allotment of the Convertible Preference Shares to Strickland, the Company releases Appendix 3G on ASX Markets Announcement Platform in respect of the Convertible Preference Shares	19 August 2025
In-Specie Distribution effective date	19 August 2025
Last day for Strickland Shares to trade "cum return of capital"	20 August 2025
Trading in Strickland Shares commences on an "ex return of capital" basis	21 August 2025
Record Date for the In-Specie Distribution, last day for Strickland to register transfers on a pre-return of capital basis	22 August 2025
Convertible Preference Shares are transferred to the Eligible Shareholders	25 August 2025
Automatic Conversion Date (subject to the satisfaction of the Automatic Conversion Conditions), the Company releases Appendix 2A and cleansing statement to ASX in respect of the Convertible Preference Shares.	26 August 2025
Normal trading of the Shares commences on a T+2 basis	28 August 2025

Please note that the above timetable is indicative only and is subject to change, including for reasons outside of the Company's control.

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

## Your General Meeting Proxy

### Voting Instructions

#### Appointment of a Proxy

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

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

#### Voting Exclusions and Prohibitions

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

#### Signing Instructions

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

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

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

### Attending the Meeting

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

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

### HOW TO

#### Lodge Your Proxy

##### Online Voting

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

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



You can also vote by the following:

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

##### Post to Vote

Xcend Pty Ltd  
PO Box R1905  
Royal Exchange NSW 1225

##### @ Scan & Email to Vote

[meetings@xcend.co](mailto:meetings@xcend.co)

SRN/HIN: «AccountNumber»

Registered Name & Address

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

Change of Address

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

Your Proxy Form

Appoint a Proxy

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

**The Chair of the Meeting**  
(Mark box)

OR

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

or failing the person or body corporate named, or if no person or body corporate is named, the Chair of the Meeting, as my/our proxy to act on my/our behalf (including to vote in accordance with the following directions or if no directions have been given and to the extent permitted by law, as the Proxy sees fit) at the General Meeting of the Company to be held at Dexus Place Perth, Level 16, 240 St Georges Terrace, Perth WA 6000 on Monday 18 August 2025 at 10:00am (AWST) and at any postponement or adjournment of the Meeting.

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

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

Provide Your Voting Directions

Proxies will only be valid and accepted by the Company if they are signed and received no later than 48 hours before the Meeting, being **Saturday 16 August 2025 at 10:00am (AWST)**. Please read the **Notice of Meeting and voting instructions before marking any boxes with an X**. If you mark the Abstain box for a Resolution, you are directing your Proxy not to vote on your behalf on a show of hands or a poll and your votes will not be counted in computing the required majority.

Resolutions	For	Against	Abstain
1 Approval to Issue Convertible Preference Shares to Strickland	<div></div>	<div></div>	<div></div>
2 Approval for an Entity Associated with Peter Langworthy to Participate in the In-Specie Distribution	<div></div>	<div></div>	<div></div>
3 Approval for Entities Associated with Trent Franklin to Participate in the In-Specie Distribution	<div></div>	<div></div>	<div></div>

Please Sign and Return  
\* This section must be completed.

Securityholder 1

Sole Director/Sole Company Secretary

Print Name of Securityholder

Joint Securityholder 2

Director/Company Secretary

Print Name of Securityholder

Joint Securityholder 3

Director/Company Secretary

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.