



25 June 2009

The Manager
Company Announcements
Australian Securities Exchange Limited

**GATEWAY MINING LIMITED – SHARE PURCHASE PLAN
Notice Under Paragraph 7(f)(ii) of ASIC Class Order 09/425**

The following notice is given to ASX in relation to the Company's recently announced Share Purchase Plan (SPP):

- (A) The Company intends to make offers to issue shares under its SPP without disclosure to investors under Part 6D.2 of the Corporations Act 2001 ("the Act");
- (B) This notice is being given in accordance with paragraph 7(f)(ii) of ASIC Class Order 09/425;
- (C) As at the date of this notice the Company has complied with the provisions of Chapter 2M of the Act (Financial Reports and Audit) as applicable and Section 674 of the Act (Continuous Disclosure); and
- (D) As at the date of this notice there is no "excluded information" under Section 708A(7) and (8) of the Act that requires disclosure.

Yours faithfully,

A handwritten signature in black ink that reads "A.C. de Govrik".

Tony de Govrik
COMPANY SECRETARY

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25 June 2009

Dear Shareholder

INVITATION TO PARTICIPATE IN GATEWAY MINING LIMITED SHARE PURCHASE PLAN (SPP)

The Directors of Gateway Mining Limited ("the Company") are pleased to offer shareholders the opportunity to participate in its first Share Purchase Plan ("SPP"). The SPP entitles Eligible Shareholders of the Company to purchase up to A\$5,000.00 worth of fully paid ordinary shares in the capital of the Company. For each share you subscribe for under the SPP, you will receive one free attaching option expiring 30 June 2011 exercisable at 15 cents per share.

Shareholders can purchase shares at 8 cents per share, subject to the Terms and Conditions of the SPP on the reverse side of the enclosed Application Form. Without ascribing any value to the free attaching options and the Company's promising exploration and development portfolio, 8 cents compares favourably to the current market value of the Company's shares which, at the time of the announcement of the SPP to the Australian Securities Exchange (ASX), was 8.4 cents.

Shareholders have a choice of five options of shares in A\$1,000.00 increments, starting at a minimum of A\$1,000 (12,500 shares and 12,500 options) up to a maximum subscription of A\$5,000.00 (62,500 shares and 62,500 options).

The SPP will open on 25 June 2009 and close at 5.00pm (Sydney time) on Friday, 10 July 2009. Shareholders with a registered address in Australia or New Zealand as at 5.00 pm (Sydney time) on 23 June 2009 will be eligible to participate in the offer ("Eligible Shareholders").

The funds raised under this SPP will be applied to fund on-going exploration and development of the Company's projects which are not funded through joint venture parties. Some of the Gidgee tenements in Western Australia are proving extremely promising with results of a recent drilling program still pending. The following provides a brief summary of the latest developments at Gidgee:

Recent activities on the Gidgee gold project comprised an aircore drilling programme testing numerous targets at the Julia's Fault, Victory Creek and Cup prospects totaling 3333m, SAM geophysical surveying over some of the previously mined Montague gold deposits including Whistler and Rosie Castle and the re evaluation, in light of the recent gold price rise, of existing defined gold mineralisation, remnant and proximal to the historical Montague deposits.

The aircore drilling was designed to investigate previously defined MLTEM (electromagnetic) anomalies and to follow up on significant gold mineralisation previously intersected in RC drilling at Julia's Fault.

The aircore drilling targeted various positions along the NNE trending Julia's Fault prospect which comprises a 1km long corridor of highly sulphidised graphitic black shales, interbedded greywacke and possible intermediate volcanics that are highly anomalous in Gold, Arsenic and Antimony. The style and detailed geometry of gold mineralisation is still uncertain at the moment and the data obtained from the programme will hopefully add to the evolving interpretation and in turn could perhaps lead to a significant gold discovery.

Drill testing of two moderate mid channel response MLTEM anomalies west of the Hypotenuse prospect and three kilometers to the SSE of the Cup prospect was completed with drilling intersecting approximately 2 metres of significant pyrite alteration.

Two other strong MLTEM anomalies were also investigated. One anomaly is located on 100% Gateway tenure, the other is located on our Legend Mining JV tenement. Field investigation of these anomalies resulted in the identification of ironstones of possible sulphide origin which correlate well with the projected up dip expression of the modeled subsurface electromagnetic conductors. The nature of the outcropping ironstones precluded aircore drill testing and will require RC or diamond drilling to meaningfully test the EM anomaly at depth, below the zone of oxidation. The outcropping ironstones were instead rock chip sampled and have been dispatched for assaying.

Initial interpretation of the ironstones suggest they possibly represent highly sulphidised conglomerate sediments not unlike our Victory Creek gold prospect, which is also hosted by sulphidised conglomerates.

All samples have been submitted for analysis with results expected in 2-3 weeks time.

I invite you, as an Eligible Shareholder, to consider this opportunity to top up your shareholding without incurring any brokerage fees, commissions or stamp duty.

My fellow Directors and I, as shareholders, intend to apply for our full entitlement under the SPP.

Yours faithfully

Brian Gomez
Chairman

Please return completed form to:
 Gateway Mining Limited
 PO Box A278 Sydney South
 NSW 1235 Australia
 Phone 61 2 92835711
 Facsimile 61 2 92835766
 Email: gml8@bigpond.com
 Website: www.gatewaymining.com.au

SHARE PURCHASE PLAN APPLICATION FORM

OFFER OF SHARES WITH FREE ATTACHING OPTIONS

This personalised Application Form is an important document which requires your immediate attention. If you are in any doubt as to how to deal with this form please consult a professional adviser.

Pursuant to the Terms and Conditions of the Gateway Mining Limited ("the Company") Share Purchase Plan ("SPP") on the reverse side of this Application Form, the Company is offering shareholders registered at 5.00 pm Sydney time on 23 June 2009 ("Eligible Shareholders") the opportunity to purchase ordinary fully paid shares in the Company up to a maximum value of A\$5,000 per Eligible Shareholder, subject to a minimum application of A\$1,000 **free from all brokerage fees, commissions and stamp duty. For each share you subscribe for under the SPP, you will receive one free attaching option expiring 30 June 2011 exercisable at 15 cents per share.** If you do not wish to purchase additional shares under this offer there is no need to take any action.

YOUR ENTITLEMENTS

	Preferred Option	Shares	Cost		Free Options	Total Allocation
Please tick one box only	☐	62,500*	\$5,000	+	62,500 free attaching options	= 62,500 shares & 62,500 options
	☐	50,000*	\$4,000	+	50,000 free attaching options	= 50,000 shares & 50,000 options
	☐	37,500*	\$3,000	+	37,500 free attaching options	= 37,500 shares & 37,500 options
	☐	25,000*	\$2,000	+	25,000 free attaching options	= 25,000 shares & 25,000 options
	☐	12,500*	\$1,000	+	12,500 free attaching options	= 12,500 shares & 12,500 options

*These share amounts may be subject to scale-back in accordance with the terms of the SPP.

METHOD OF PAYMENT

The only acceptable method of payment for shares subscribed for under this SPP is by cheque, bank draft or money order. Please complete the following details, attach your cheque, bank draft or money order to this Application Form and return to the following address **no later than 5.00 pm (Sydney time) on Friday 10 July 2009:**

Gateway Mining Limited
 PO Box A278 Sydney South
 NSW 1235 Australia

Payment Details – Please note that funds are unable to be directly debited from your bank account

Drawer	Cheque number	BSB number	Account number	Cheque amount
				A\$

Make your cheque, bank draft or money order payable to "Gateway Mining Limited"

Contact Details

Please provide your contact details in case we need to speak to you about this Application Form.

Name of contact person

Contact person's daytime telephone number

TERMS AND CONDITIONS

General

By making your payment you agree to be bound by the Constitution of the Company and agree that the submission of your payment constitutes an irrevocable offer to you by the Company to subscribe for shares in the Company on the terms and conditions of the SPP as set out below.

The Offer

The offer is an invitation to subscribe for fully paid ordinary shares in the Company at 8 cents per share for either the maximum subscription of A\$5,000 (62,500 shares) OR a choice of a variable number of shares in multiples of A\$1,000 increments as set out in the Application Form. You may apply for any one of the subscriptions as specified in the Application Form. You may refuse the offer. The offer to each eligible shareholder is made on the same terms and conditions. The offer is non-renounceable meaning that you may not transfer your right to acquire a share under the offer to anyone else. **For each share you subscribe for under the SPP, you will receive one free attaching option expiring 30 June 2011 exercisable at 15 cents per share.**

Eligibility

You are eligible to apply for shares only if your registered address in the Company's register of members is in Australia or New Zealand and you were registered or taken to be registered as a holder of fully paid ordinary shares in the Company as at 5.00 pm (Sydney time) on Tuesday 23 June 2009 (Eligible Shareholder). In the reasonable opinion of the Directors of the Company, it is not practical for holders of shares with registered addresses in jurisdictions other than Australia and New Zealand to participate.

Opening and Closing Date of the Offer

The offer opens at 9:00 am (Sydney time) on Thursday 25 June 2009. The offer closes at 5:00pm (Sydney time) on Friday 10 July 2009. The Company reserves the right to change the closing date of the offer. No late applications will be accepted.

Relationship Between Issue Price and Market Price

The issue price for each share under the offer is 8 cents which represents approximately a 10% premium to the 5 day volume weighted average price of the Company's shares on the Australian Securities Exchange (ASX) prior to 19 June 2009 (date of announcement of the SPP) of 7.28 cents. However, the last sale price prior to the announcement to the ASX was 8.4 cents on 17 June 2009.

Rights Attaching to Shares

The rights and obligations of the shares are contained in the Constitution of the Company (which is available for inspection at the registered office of the Company during the period of the offer). The shares will be issued on the same terms as all other ordinary shares in the Company and the Company will apply for the shares to be quoted on ASX.

Terms of Options

The free attaching options expire on 30 June 2011 and are exercisable at 15 cents per share. Optionholders will not be entitled to participate in new issues of securities without first exercising their options. The terms of the options may be changed to comply with the ASX Listing Rules applying to a reorganisation of capital at the time of the reorganisation.

Quotation of Shares and Options

The new shares issued under the SPP will rank equally in all respects with the existing issued shares quoted on ASX with the same voting rights, dividend rights and other entitlements. The Company will apply for the shares issued under the SPP to be quoted on the ASX. The options issued under the SPP are a new class of security. The Company will apply for the options issued under the SPP to be quoted on the ASX subject to there being an adequate spread of optionholdings in accordance with ASX Listing Rules.

Application for Shares

If the Company receives applications for shares pursuant to the SPP which, if issued, would in total exceed the limit of new issues under share purchase plans as set out in ASX Listing Rule 7.2, then the Company will allot the applicants the maximum number of shares permitted under that Listing Rule on a **first come, first served basis**. The Company reserves the right to scale-back or pro-rata allocations under the offer if the total number of shares applied for exceeds the maximum number of shares that may be issued under the offer (scale-back). The Company reserves the right to issue fewer shares than an Eligible Shareholder applies for under the SPP (or none at all) at its sole discretion. Excess application monies will be refunded without interest. Fractions of shares will be rounded to the nearest whole share.

Costs of Participation

No brokerage, commissions or other participation costs will be payable by Eligible Shareholders in respect of the application for, and allotment of, shares under the SPP.

Allotment of Shares and Options

The shares and options will be allotted as soon as possible after the closing date. The Company will send or cause to be sent to you holding statements in due course.

Underwriting

LSK Consulting has agreed to underwrite the issue of shares under the SPP to the value of \$500,000 for a commission of 6%.

Risk

Subscription for shares under the SPP is a speculative investment and the market price of the shares may change between the date of the offer, the date you apply for shares and the date of issue of shares to you. Accordingly, the value of shares applied for may rise or fall depending upon movements in the share market.

Dispute Resolution

The Company may settle in any manner it thinks fit any difficulties, anomalies or disputes that may arise in connection with or by reason of the operation of the SPP and the decision of the Company will be conclusive and binding on all Eligible Shareholders and other affected persons even where the Company does not give notice of the event.

Use of Funds

Funds raised pursuant to the SPP will be applied to fund on-going exploration and development of the Company's projects which are not funded through joint venture parties.

Certification by Eligible Shareholder

An Eligible Shareholder, by making an application for shares under the SPP, hereby certifies that the total price does not exceed \$5,000 for:

- (a) shares the subject of their application; and
- (b) any other shares in the class received by the Eligible Shareholder under the SPP or any similar arrangement in the 12 months before the application (excluding shares applied for but not issued).

How to Apply for Shares under the SPP

Simply complete the Application Form on the reverse side and send it, together with your cheque, bank draft or money order, to the Company **no later than 5.00 pm (Sydney time) on Friday 10 July 2009**.

Share Purchase Plan Key Dates

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| • ASX Announcement of SPP | 19 June 2009 |
| • Record Date to determine entitlements | 23 June 2009 |
| • Dispatch of documents to shareholders and opening date for SPP | 25 June 2009 |
| • Closing date for applications for shares | 10 July 2009 |
| • Allotment date for SPP shares and options | 17 July 2009 |

The Company reserves the right to alter any or all of these key dates.