

NOTICE OF ANNUAL GENERAL MEETING

26 October 2020. Santana Minerals Limited (ASX: SMI) ("Santana" or "Company") is pleased to attached a copy of the following documents in relation to the Annual General Meeting of Shareholders to be held on 30 November 2020 at 9.00am (AEST) (Annual General Meeting).

1. Letter to Shareholders regarding arrangements for the Annual General Meeting as despatched to Shareholders;
2. Notice of Annual General Meeting;
3. Proxy Form; and
4. Virtual Annual General Meeting Online Guide.

This announcement has been authorised for release by the Company Secretary.

For further information, please contact:

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26 October 2020

Dear Shareholders

Virtual Attendance – Annual General Meeting

Santana Minerals Limited ACN 161 946 989 (ASX: SMI) (**Company**) refers to the notice of meeting and accompanying explanatory memorandum released to ASX on 26 October 2020 (together, **Notice of Meeting**) in respect of the annual general meeting of the Company's shareholders (**Shareholders**) to be held on 30 November 2020 at 9:00 am (AEST), a copy of which can be obtained from www.asx.com.au.

Capitalised terms used, but not defined, in this letter have the meaning ascribed to them in the Notice of Meeting.

In response to the global COVID-19 pandemic, on 5 May 2020 the Australian Federal Treasurer declared the *Corporations (Coronaviruses Economic Response) Determination (No. 1) 2020 (Determination)*, pursuant to which, subject to certain conditions being satisfied, companies required or permitted to hold a meeting pursuant to the Corporations Act may hold the meeting using one or more technologies.

Accordingly, in order to ensure the safety of Shareholders and the Company's personnel, and to maximise the opportunity for Shareholder participation, the Board has determined that the Meeting will be held virtually (online) via an online platform accessible at <https://agmlive.link/SMIAGM20>. There will be no physical attendance at the Meeting.

In accordance with the Determination, the Company has adopted the following protocol for the Meeting:

- (a) all Shareholders are invited and encouraged to attend the Meeting virtually (online) via the online platform accessible at <https://agmlive.link/SMIAGM20> or, if they are unable to attend personally, to sign and return the Proxy Form to Santana in accordance with the instructions set out on the Proxy Form;
- (b) in order to attend the Meeting, Shareholders and proxies will need a desktop or mobile/ tablet device with internet access to log onto the online platform prior to commencement of the Meeting and provide their details (including their Shareholder Reference Number (SRN) or Holder Identification Number (HIN) as applicable). A detailed guide on how Shareholders can participate in the Meeting (including how Shareholders can ensure their browser is compatible with the online platform), together with a step-by-step guide to using the online platform, is attached to the Notice of Meeting (**Online Meeting Guide**);
- (c) Shareholders, their proxy or corporate representatives who plan on attending the Meeting are asked to log in to the online platform at least fifteen (15) minutes prior to the scheduled start time for the Meeting using the instructions set out in the Notice of Meeting and the Online Meeting Guide;
- (d) subject to the connectivity of their devices, at the Meeting, Shareholders will have the opportunity to hear the Chair of the Meeting speak and the discussions which occur at the Meeting, and to ask questions via the online platform; and

- (e) each Resolution considered at the Meeting will be decided on a poll, such that every Shareholder shall have one vote for every Share registered in their name as at 7:00pm (AEST) on 28 November 2020, which may be voted directly at any time between the start of the Meeting and the closure of voting as announced by the Chair of the Meeting.

The Company appreciates Shareholders' understanding at this time and looks forward to speaking with Shareholders at the Meeting.

This announcement has been authorised for release to the ASX by the Company Secretary. For further information, please contact the Company Secretary by telephone on +61 7 3221 7501 or by email at admin@santanaminerals.com.

Yours sincerely

Santana Minerals Limited

Craig J McPherson
Company Secretary

SANTANA MINERALS LIMITED

ACN 161 946 989

Notice of Annual General Meeting and Explanatory Memorandum

Date of Meeting:	30 November 2020
Time of Meeting:	9:00am (AEST)
Place of Meeting:	Virtually (online) at https://agmlive.link/SMIAGM20

Notice of Annual General Meeting

Notice is given that the annual general meeting of the holders of the ordinary shares in Santana Minerals Limited ACN 161 946 989 (**Santana**) (**Shareholders**) will be held virtually via an online platform at <https://agmlive.link/SMIAGM20> on 30 November 2020 at 9:00am (AEST).

Capitalised terms used in this Notice of Meeting and the enclosed Explanatory Memorandum have the meaning ascribed to them in the Explanatory Memorandum. This Notice of Meeting should be read in its entirety, together with the Explanatory Memorandum and the enclosed Proxy Form. All references to sums of money, '\$' and 'dollars' are references to Australian currency.

Financial Reports

To receive and consider Santana's Annual Report, including the Directors' Report and Auditor's Report, Directors' Declaration, Consolidated Statement of Profit and Loss and Other Comprehensive Income, Consolidated Statement of Financial Position, Consolidated Statement of Changes in Equity, Consolidated Statement of Cash Flows and notes to the Consolidated Financial Statements for Santana, for the financial year ended 30 June 2020. Santana's reports can be accessed on Santana's website at <https://santanaminerals.com/>.

1. Resolution 1 – Remuneration Report

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

"That, for the purposes of section 250R(2) of the Corporations Act, and for all other purposes, the Remuneration Report for the year ended 30 June 2020 (as set out in the Directors' Report) be adopted."

Note: The vote on this Resolution 1 is advisory only and does not bind the Directors or Santana.

Voting exclusion: Santana will disregard any votes cast (in any capacity) on Resolution 1 by, or on behalf of, any person who is either:

- (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 of the Meeting and the appointment of the Chair of the Meeting as proxy:
 - (1) does not specify the way the proxy is to vote on this Resolution; and
 - (2) expressly authorises the Chair of the Meeting to exercise the proxy even though this Resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel.

Additionally, Santana will disregard any votes cast as Resolution 1 by any person appointed as a proxy by any person who is either a member of the Key Management Personnel or a Closely Related Party of such a member, unless:

- (a) it is cast by the person as proxy for a person who is entitled to vote, in accordance with directions on the Proxy Form; or
- (b) it is cast by the Chair of the Meeting as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

For these reasons, Shareholders who intend to vote by proxy should carefully consider the identity of their proxy and are encouraged to direct their proxy as to how to vote on all Resolutions. In particular, Shareholders who intend to appoint the Chair of the Meeting as their proxy (including an appointment by default) are encouraged to direct the Chair of the Meeting as to how to vote on all Resolutions.

If the Chair of the Meeting is appointed, or is taken to have been appointed, as your proxy, you can direct the Chair of the Meeting to vote for, against or abstain from voting on the Resolution by marking the appropriate box opposite Resolution 1 on the Proxy Form.

Notice of Annual General Meeting

However, if the Chair of the Meeting is your proxy and you do not direct the Chair of the Meeting how to vote, you will be deemed to have directed, and expressly authorised, the Chair of the Meeting to vote your proxy in favour of Resolution 1. This express authorisation acknowledged that the Chair of the Meeting may vote your proxy even though:

- (a) Resolution 1 is connected directly or indirectly with the remuneration of a member of the Key Management Personnel; or
- (b) the Chair of the Meeting may have an interest in Resolution 1.

2. Resolution 2 – Re-election of Mr Norman Alfred Seckold

To consider and, if thought fit, to pass, the following resolution as an ordinary resolution:

"That Mr Norman Alfred Seckold, who retires under Santana's constitution and, being eligible, offers himself for re-election, is re-elected as a Director."

3. Resolution 3 – Increase in Total Non-Executive Director Remuneration Pool

To consider, and if thought fit, to pass the following as an ordinary resolution:

"That, for the purposes of Listing Rule 10.17 and Rule 11.6 of Santana's constitution, and for all other purposes, the total available non-executive Director remuneration pool available to remunerate non-executive Directors for their services to Santana be increased by \$100,000 to \$350,000, with effect on and from the date of the Meeting."

Voting exclusion: Santana will disregard any votes cast in favour of Resolution 3 by, or on behalf of, any of the Directors, or any Associate of any of the Directors. However, this does not apply to a vote if it is 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 directions given to the proxy or attorney to vote on the Resolution in that way, or
- (b) the Chair of the Meeting as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the Chair of the Meeting to vote on the Resolution as the Chair of the Meeting 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:
 - (1) 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
 - (2) the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

Additionally, Santana will disregard any votes cast on Resolution 3 by any person who is either a member of the Key Management Personnel or a Closely Related Party of such a member, unless:

- (a) it is cast by the person as proxy for a person who is entitled to vote, in accordance with directions on the Proxy Form; or
- (b) it is cast by the Chair of the Meeting as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

For these reasons, Shareholders who intend to vote by proxy should carefully consider the identity of their proxy and are encouraged to direct their proxy as to how to vote on all Resolutions. In particular, Shareholders who intend to appoint the Chair of the Meeting as their proxy (including an appointment by default) are encouraged to direct the Chair of the Meeting as to how to vote on all Resolutions.

If the Chair of the Meeting is appointed, or is taken to have been appointed, as your proxy, you can direct the Chair of the Meeting to vote for, against or abstain from voting on Resolution by marking the appropriate box opposite Resolution 3 on the Proxy Form.

However, if the Chair of the Meeting is your proxy and you do not direct the Chair of the Meeting how to vote, you will be deemed to have directed, and expressly authorised, the Chair of the Meeting to vote your proxy in favour of Resolution 3. This express authorisation acknowledges that the Chair of the Meeting may vote your proxy even though:

- (a) Resolution 3 is connected directly or indirectly with the remuneration of a member of the Key Management Personnel; or
- (b) the Chair of the Meeting may have an interest in Resolution 3.

Notice of Annual General Meeting

4. Resolution 4 – Approval to issue an additional 10% of the issued capital of Santana over a 12 month period pursuant to Listing Rule 7.1A

To consider and, if thought fit, pass the following Resolution, as a special resolution of Santana, with or without amendment:

“That, pursuant to and in accordance with Listing Rule 7.1A and for all other purposes, Shareholders approve the issue of Equity Securities in a number which is up to 10% of the issued capital of Santana (at the time of the issue) calculated in accordance with the formula prescribed in Listing Rule 7.1A.2, over a 12 month period from the date of the Meeting, at a price not less than that determined pursuant to Listing Rule 7.1A.3 and otherwise on the terms and conditions in the Explanatory Memorandum.”

Voting exclusion: Santana will disregard any votes cast in favour of Resolution 4 by, or on behalf of, any 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 Santana) or an Associate of that person or those persons. However, this does not apply to a vote if it is 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 directions given to the proxy or attorney to vote on the Resolution in that way, or
- (b) the Chair of the Meeting as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the Chair of the Meeting to vote on the Resolution as the Chair of the Meeting 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:
 - (1) 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
 - (2) the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

Craig McPherson
Company Secretary
Santana Minerals Limited
26 October 2020

Explanatory Memorandum

Virtual (Online) Voting and Attendance Entitlement

In response to the global COVID-19 pandemic, on 21 September 2020 the Australian Federal Treasurer declared the *Corporations (Coronaviruses Economic Response) Determination (No. 3) 2020 (Determination)*, pursuant to which, subject to certain conditions being satisfied, companies required or permitted to hold a meeting pursuant to the Corporations Act may hold the meeting using one or more technologies.

Accordingly, in order to ensure the safety of Shareholders and Santana's personnel and to maximise the opportunity for Shareholder participation, the Board has determined that the Meeting will be held virtually (online) via an online platform accessible at <https://agmlive.link/SMIAGM20>. There will be no physical attendance at the Meeting.

The Board has determined that those persons who are registered as holding Shares as at 7:00pm (AEST) on 28 November 2020, will be entitled to attend and vote at the Meeting. Accordingly, transactions registered after that time will be disregarded in determining entitlements to attend and vote at the Meeting. If more than one joint holder of a Share is present at the Meeting (whether personally, by proxy, by attorney or by representative) and tenders a vote, only the vote of the joint holder whose name appears first on Santana's Share register will be counted.

Action to be Taken by Shareholders

A Shareholder who is entitled to attend and vote at the Meeting may appoint a person, who need not be a Shareholder of Santana, as the Shareholder's proxy to attend and vote on behalf of the Shareholder.

A Shareholder who is entitled to cast 2 or more votes may appoint 2 proxies and may specify the proportion or number of votes each proxy is appointed to exercise.

If you wish to indicate how your proxy should vote, please mark the appropriate boxes on the Proxy Form. If in respect of any of the items of business you do not direct your proxy how to vote, you are directing your proxy to vote as he or she decides. If you mark the abstain box for a particular item you are directing your proxy to not vote on your behalf and your Shares will not be counted in computing the required majority in the event of a poll.

For proxies without voting instructions that are exercisable by the Chair of the Meeting, the Chair of the Meeting intends to vote those proxies in favour of Resolutions 1 to 4 (inclusive). The Chair of the Meeting will be deemed to be appointed where a signed Proxy Form is

returned that does not contain the name of the proxy or where the person appointed on the form is absent from the Meeting.

A Proxy Form accompanies this Notice of Meeting. Should you wish to appoint a proxy, please complete the Proxy Form and return it at least 48 hours before the Meeting, being no later than 9.00am (AEST) on 28 November 2020 to:

- (a) if by fax: on +61 02 9287 0309
- (b) if online: www.linkmarketservices.com.au;
- (c) if by mail: C/- Link Market Services Limited, A14 Sydney South, NSW 1235 Australia; or
- (d) if by hand delivery: Link Market Services Limited, 1A Homebush Bay Drive, Rhodes NSW 2138.

If the appointment is signed by an attorney, the power of attorney or a certified copy of it must be sent with the Proxy Form.

Attorney

A Shareholder may appoint an attorney to act on their behalf. Such appointment must be made by a duly executed power of attorney, a copy of which must be provided by the attorney at the point of entry to the Meeting (original or certified copy), together with satisfactory evidence of their identity (name and address etc.).

Corporate Representatives

A Shareholder which is a corporation may appoint an individual to act as its representative to attend and vote at the Meeting. The appointment must comply with section 250D of the Corporations Act, meaning that Santana will require a certificate of appointment of corporate representative executed in accordance with section 250D of the Corporations Act. The completed certificate should be lodged with Santana's Share registry before the Meeting or at the registration desk on the day of the Meeting.

Required Majorities

Resolutions 1 to 3 (inclusive) are ordinary resolutions, each requiring a simple majority of the votes cast by Shareholders entitled to vote be cast in favour of the Resolution.

Resolution 4 is a special resolution, requiring at least seventy-five percent (75%) of the votes cast by Shareholders entitled to vote on Resolution 4.

In accordance with the Determination, each Resolution will be decided on a poll, such that every Shareholder shall have one vote for every Share registered in their name as at 7:00pm (AEST) on 28 November 2020.

Shareholders participating in the Meeting will be able to vote directly at any time between the

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start of the Meeting and the closure of voting as announced by the Chair of the Meeting.

General

All Shareholders are invited and encouraged to attend the Meeting or, if they are unable to attend in person, to sign and return the Proxy Form to Santana in accordance with the instructions set out on the Proxy Form.

In order to attend the Meeting, Shareholders and proxies will need a desktop or mobile/tablet device with internet access to log onto the online platform prior to commencement of the Meeting and provide their details (including their Shareholder Reference Number (SRN) or Holder Identification Number (HIN) as applicable).

A detailed guide on how Shareholders can participate in the Meeting (including how Shareholders can ensure their browser is compatible with the online platform), together with a step-by-step guide to using the online platform, is attached to this Notice of Meeting) **(Online Meeting Guide)**.

Shareholders, their proxy or corporate representatives who plan on attending the Meeting are asked to log in to the online platform at least fifteen (15) minutes prior to the scheduled start time for the Meeting using the instructions set out in this Notice of Meeting and the Online Meeting Guide, so that Shareholders can be checked against Santana's Share register, or appointment as proxy, attorney or corporate representative can be verified and their attendance noted.

Subject to the connectivity of their devices, at the Meeting, Shareholders will have the opportunity to hear the Chair of the Meeting speak and the discussions which occur at the Meeting, and to ask questions via the online platform.

Explanatory Memorandum

This Explanatory Memorandum contains an explanation of, and information about, the Resolutions to be considered at the Meeting. Shareholders should read this Explanatory Memorandum in full. This Explanatory Memorandum forms part of the accompanying Notice of Meeting and should be read with the Notice of Meeting.

This Explanatory Memorandum does not take into account the individual investment objectives, financial situation and needs of individual Shareholders or any other person. If you are in any doubt about what to do in relation to either of the Resolutions, you should consult your financial or other professional adviser.

Capitalised terms used in the Notice of Meeting and in this Explanatory Memorandum have the meaning ascribed to them in the Glossary contained in section 5 of this Explanatory Memorandum.

1. Resolution 1 – Remuneration Report

In accordance with section 250R of the Corporations Act, the Board has submitted its Remuneration Report to Shareholders for consideration and adoption by way of a non-binding advisory resolution.

The Remuneration Report is set out on pages 29 to 33 (inclusive) of the Directors' Report section of the Annual Report for the period ending 30 June 2020. The Annual Report is available to download on Santana's website.

The Remuneration Report:

- (a) explains the Board's policy for determining the nature and amount of remuneration of Key Management Personnel of Santana;
- (b) explains the relationship between the Board's remuneration policy and Santana's performance;
- (c) sets out remuneration details for each member of Key Management Personnel of Santana; and
- (d) details and explains any performance conditions applicable to the remuneration of Key Management Personnel of Santana.

A reasonable opportunity will be provided for discussion of the Remuneration Report at the Meeting.

In the interests of good corporate governance, the Directors abstain from making a recommendation in relation to this Resolution 1.

A vote on this Resolution 1 is advisory only and does not bind the Directors or Santana.

The Chair of the Meeting intends to vote all undirected proxies in favour of Resolution 1.

2. Resolution 2 – Re-election of Mr Norman Alfred Seckold

Rule 11.3 of Santana's constitution provides that if no Director is otherwise required to retire in a given year, then the Director who has been longest in office since last being elected must retire in that year.

Mr Seckold retires by rotation at the Meeting as he was appointed as a Director of Santana on 30 November 2018. His qualifications are set out below.

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Mr Seckold graduated with a Bachelor of Economics from the University of Sydney in 1970. He has spent more than 30 years in the full-time management of natural resource companies, both in Australia and overseas.

Mr Seckold is currently Chairman and Director of each of ASX listed companies Sky Metals Limited (director since December 2001), Alpha HPA Limited (director since November 2009) and is Deputy Chairman of Nickel Mines Limited (director since 12 September 2007). He has been Chairman of Bolnisi Gold NL, Palmarejo Silver and Gold Corporation, Moruya Gold Mines NL, Pangea Resources Limited, Timberline Minerals, Inc., Perseverance Corporation Limited, Valdora Minerals NL, Viking Gold Corporation, Mogul Mining NL, San Anton Resource Corporation Inc., Cockatoo Coal Limited, Equus Mining Limited, Cerro Resources NL and Mekong Minerals Limited.

The Directors (excluding Mr Seckold) unanimously recommend that Shareholders vote in favour of Resolution 2 and the Directors intend to vote all of the Shares that they each hold or control in favour of Resolution 2.

The Chair of the Meeting intends to vote all undirected proxies in favour of Resolution 2.

3. Resolution 3 – Increase in Total Non-Executive Director Remuneration Pool

Rule 11.6 of Santana's constitution provides that, for remuneration for services, each Director may be paid an amount determined by the Board out of Santana's funds, however, the aggregate remuneration paid to all Directors in any one (1) year period must not exceed an amount fixed by Santana in general meeting.

Listing Rule 10.17 provides that an entity must not increase the total aggregate amount of directors' fees payable to all of its non-executive directors without the approval of holders of its ordinary securities.

At present, the maximum aggregate amount of directors' fees which may be paid collectively to non-executive Directors of Santana without Shareholder approval is \$250,000 per annum. This amount was fixed by Shareholders as part of the initial listing of Santana on the ASX in 2013, at which time, Santana had only three (3) non-executive Directors.

Resolution 3 seeks Shareholder approval to increase the directors' fees which may be paid collectively to non-executive Directors of Santana without Shareholder approval by \$100,000 to \$350,000 for the following reasons:

- (a) since the non-executive Directors' fees were last fixed by Shareholders, the number of non-executive Directors has increased from three (3) to five (5); and
- (b) the Board wishes to ensure that non-executive directors' fees adequately compensate non-executive Directors for the risks and liabilities associated with acting as a Director and keep pace with inflation so as to ensure Santana is able to attract and retain a high quality non-executive Directors with an appropriate range of skills and expertise.

If Resolution 3 is passed, the aggregate amount of directors' fees which may be paid collectively to non-executive Directors of Santana without Shareholder approval will be increased by \$100,000 from \$250,000 per annum to \$350,000 per annum and the Board may determine that up to this aggregate amount be paid to non-executive Directors collectively

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per annum. If Resolution 3 is not passed, the aggregate amount of directors' fees which may be paid collectively to non-executive Directors of Santana will not increase and the existing limit of \$250,000 will remain.

For the purpose of Listing Rule 10.17, the following information is provided in respect of securities in Santana issued to non-executive Directors pursuant to Listing Rules 10.11 or 10.14 with the approval of Shareholders within the preceding three (3) years:

(a) the issue of the following securities to the following Directors, as approved in a general meeting of Shareholders held on 20 October 2020:

- (1) 2,500,000 Shares to Mr Seckold (or an Associate of Mr Seckold);
- (2) 500,000 Shares to Mr McDonald (or an Associate of Mr McDonald); and
- (3) 500,000 Shares to Mr McClure (or an Associate of Mr McClure); and

(b) the issue of the following securities pursuant to the terms of the Mekong Acquisition:

- (1) to Mekong (as trustee for Mr Seckold): 72,117,864 Shares and 5,653,981 Unquoted SMI Options;
- (2) to Mekong (as trustee for Mr McClure): 106,858,873 Shares and 5,078,951 Unquoted SMI Options; and
- (3) to Mekong (as trustee for Mr McDonald): 78,551,499 Shares and 3,164,077 Unquoted SMI Options.

Share numbers as presented are before a proposed 1:70 share consolidation at the General Meeting.

Given their personal interest in the outcome, the Directors do not make any recommendation to Shareholders as to how to vote in respect of Resolution 3.

The Chair of the Meeting intends to vote all undirected proxies in favour of Resolution 3.

4. Resolution 4 – Approval to issue an additional 10% of the issued capital of Santana over a 12 month period pursuant to Listing Rule 7.1A

Listing Rule 7.1A provides that an eligible entity may seek Shareholder approval to allow it to issue Equity Securities up to 10% of its issued capital over a period up to 12 months after the entity's annual general meeting (**10% Additional Placement Capacity**). The 10% Additional Placement Capacity is in addition to Santana's 15% placement capacity pursuant to Listing Rule 7.1.

Santana is an eligible entity as it is not included in the S&P/ASX 300 Index and has a current market capitalisation of less than \$300,000,000.

Accordingly, Resolution 4 seeks Shareholder approval to have the ability to issue Equity Securities pursuant to the 10% Additional Placement Capacity.

If Resolution 4 is passed, the Directors will be able to issue Equity Securities in Santana for up to 10% of Santana's fully paid ordinary securities on issue during the period up to 12 months after

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the Meeting (**Placement Securities**), calculated in accordance with the formula prescribed in Listing Rule 7.1A.2.

If Resolution 4 is not passed, the Directors will be unable to issue Placement Securities pursuant to Santana's 10% Additional Placement Capacity and Santana will be unable to raise funds using Santana's 10% Additional Placement Capacity.

Resolution 4 is a special resolution. Accordingly, at least seventy-five percent (75%) of votes cast by Shareholders present and eligible to vote at the Meeting must be in favour of Resolution 4 for it to be passed. Pursuant to Listing Rule 7.1A, no Placement Securities will be issued until and unless this special resolution is passed at the Meeting.

For the purpose of Listing Rule 7.3A, the following information is provided in respect of Resolution 4:

Period of approval	<p>The Placement Securities may be issued pursuant to the 10% Additional Placement Capacity commencing on the date of the Meeting and expiring on the first to occur of the following:</p> <ul style="list-style-type: none"> (a) the date that is 12 months after the date of the Meeting; (b) the time and date of Santana's next annual general meeting; and (c) the time and date of the approval by Shareholders of any transaction pursuant to Listing Rules 11.1.2 or 11.2.
Minimum price	<p>The minimum price at which the Placement Securities (which must be in an existing quoted class of Santana's Equity Securities and issued for cash consideration) may be issued is seventy-five percent (75%) of the volume weighted average market price of Equity Securities in the same class, calculated over the 15 Trading Days on which trades in that class were recorded immediately before:</p> <ul style="list-style-type: none"> (a) the date on which the price at which the relevant Placement Securities are to be issued is agreed by the entity and the recipient of the securities; or (b) if the relevant Placement Securities are not issued within ten (10) Trading Days of the date in paragraph (a) above, the date on which the relevant Placement Securities are issued.
Use of funds	<p>Santana may issue Placement Securities pursuant to the 10% Additional Placement Capacity for cash consideration, which Santana intends to use to:</p> <ul style="list-style-type: none"> (a) as cash consideration to raise funds for the acquisition of new assets or investments (including the expenses associated with such acquisition or investment), continued exploration and project development expenditure on the Company's assets; (b) general working capital (including payment of expenses associated with the issue of Placement Securities).

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Risk of economic and voting dilution

Any issue of Placement Securities pursuant to the 10% Additional Placement Capacity will dilute the economic and voting interests of Shareholders who do not receive any Equity Securities pursuant to the issue. If Resolution 4 is approved by Shareholders and Santana issues the maximum number of Equity Securities available pursuant to the 10% Additional Placement Capacity, the economic and voting dilution of existing Shares would be as shown in the table below.

Shareholders should note that there is a risk that:

- (a) the market price for Santana's Equity Securities may be significantly lower on the issue date of any Placement Securities than on the date of the Meeting; and
- (b) the Placement Securities may be issued at a price that is at a discount to the market price for Santana's Equity Securities on the issue date,

which may have an effect on the amount of funds raised by the issue of the Placement Securities.

The table below displays the potential dilution of existing Shareholders calculated in accordance with the formula outlined in Listing Rule 7.1A(2) on the basis of three (3) different assumed issue prices and values for variable "A" in the formula in Listing Rule 7.1A.2:

Listing Rule 7.1A.2		Dilution		
		\$0.10	\$0.20	\$0.40
		50% decrease in Market Price	Market Price	100% increase in Market Price
Current Issued Capital	10% voting dilution	11,403,110	11,403,110	11,403,110
114,031,096	Funds raised	\$1,140,311	\$2,280,622	\$4,561,244
50% increase in current issued capital	10% voting dilution	17,104,664	17,104,664	17,104,664
171,046,644	Funds raised	\$1,710,466	\$3,420,933	\$6,841,866
100% increase in current issued capital	10% voting dilution	536,789,113	536,789,113	536,789,113
228,062,192	Funds raised	\$2,280,622	\$4,561,244	\$9,122,488

The table above uses the following assumptions:

- (a) Resolution 4 is passed.
- (b) Shareholders approve a 1:70 share consolidation at the General Meeting, resulting in 38,342,079 post consolidation shares on issue.
- (c) Shareholders approve the issue of 38,189,017 shares pursuant to the Proposed Acquisition at the General Meeting.

Explanatory Memorandum

	<p>(d) Shareholders approve the issue of 37,500,000 shares pursuant to a Capital Raising at the General Meeting.</p> <p>(e) The Share price set out above is the proposed issue price of Shares pursuant to the Capital Raising.</p> <p>(f) Santana issues the maximum possible number of Equity Securities pursuant to the 10% Additional Placement Capacity.</p> <p>(g) The above table only shows the dilutionary effect based on the 10% Additional Placement Capacity pursuant to Listing Rule 7.1A and not the 15% placement capacity pursuant to Listing Rule 7.1.</p> <p>(h) The 10% voting dilution reflects the aggregate percentage dilution against the issued share capital at the time of issue.</p> <p>(i) The issued capital has been calculated in accordance with the formula in Listing Rule 7.1A(2) as at 8 October 2020 and as provided for by the assumptions.</p> <p>(j) The issue price of the Placement Securities used in the table is the same as the Share price and does not take into account any discount to the share price (if any).</p> <p>(k) No options are exercised into Shares before the date of the issue of the Equity Securities pursuant to Listing Rule 7.1A.</p> <p>(l) The calculations above do not show the dilution that any one particular Shareholder will be subject to. All Shareholders should consider the dilution caused to their own shareholding depending on their specific circumstances.</p> <p>(m) Only Shares will be issued pursuant to the 10% Additional Placement Capacity.</p>
Allocation policy	<p>The allottees of the Placement Securities to be issued pursuant to the 10% Additional Placement Capacity have not yet been determined. However, the allottees of Placement Securities could consist of current Shareholders or new investors (or both), none of whom will be related parties or Associates of a related party of Santana.</p> <p>Santana will determine the allottees at the time of the issue pursuant to the 10% Additional Placement Capacity, having regard to the following factors:</p> <p>(a) the purpose of the issue;</p> <p>(b) alternative methods for raising funds available to Santana at that time, including, but not limited to, an entitlement issue or other offer where existing Shareholders may participate;</p> <p>(c) the effect of the issue of the Placement Securities on the control of Santana;</p> <p>(d) Santana's circumstances, including, but not limited to, its financial position and solvency;</p> <p>(e) prevailing market conditions; and</p>

Explanatory Memorandum

	(f) advice from corporate, financial and broking advisers (if applicable).
Total number of Equity Securities issued or agreed to be issued in the 12 months preceding the date of the Meeting pursuant to Listing Rule 7.1.A.2	Santana has not issued or agreed to issue any Equity Securities pursuant to Listing Rule 7.1.A.2 in the twelve (12) months preceding the date of the Meeting.

As at the date of this Notice of Meeting, Santana does not have any intention to issue any Equity Securities pursuant to Listing Rule 7.1A.

The Directors unanimously recommend that you vote in favour of this special resolution.

The Chair of the Meeting intends to vote all undirected proxies in favour of Resolution 4.

5. Glossary

10% Additional Placement Capacity means the Equity Securities issued by Santana pursuant to Listing Rule 7.1A.

AEST means Australian Eastern Standard Time.

Associate has the meaning given in the Listing Rules.

ASX means ASX Limited (ABN 98 008 624 691) or the securities market operated by it (as the context requires).

Board means the board of Directors of Santana.

Capital Raising means the proposed offer to issue up to 37,500,000 Shares to sophisticated and professional investors to raise no less than \$7.5 million, through the issue of Shares at an issue price of no less than \$0.20 per Share.

Closely Related Party means, of a member of the Key Management Personnel:

- (a) a spouse or child of the member;
- (b) a child of the member's spouse;
- (c) a dependant of the member or of the member's spouse;
- (d) 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 dealings with Santana;
- (e) a company the member controls; or
- (f) a person prescribed by the regulations for the purpose of the above definition.

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

Determination means the *Corporations (Coronavirus Economic Response) Determination (No. 3) 2020* (Cth).

Explanatory Memorandum

Directors means the directors of Santana as at the date of this Explanatory Memorandum.

Equity Securities has the meaning given in the Listing Rules.

Explanatory Memorandum means this explanatory memorandum that accompanies, and forms part of, the Notice of Meeting.

General Meeting means a general meeting of Santana to be held 9:00am (AEST) 21 October 2020.

Key Management Personnel means those persons having authority and responsibility for planning, directing and controlling the activities of Santana, directly or indirectly, including any Director (whether executive or otherwise).

Listing Rules means the listing rules of the ASX.

Meeting means the annual general meeting of Santana convened virtually (online) by the Notice of Meeting.

Mekong means Mekong Minerals Limited ACN 146 769 19.

Mekong Acquisition means the acquisition by Santana on 9 December 2019 of all of the issued share capital in each of Dominion Metals Pty Limited ACN 008 753 017 and Southern Gold (Asia) Pty Limited ACN 120 479 816 from Mekong.

Notice of Meeting means the notice convening the annual general meeting of Shareholders that accompanies this Explanatory Memorandum.

Online Meeting Guide means the online meeting guide attached to this Notice of Meeting.

Placement Securities means Equity Securities issued pursuant to Santana's 10% Additional Placement Capacity.

Proposed Acquisition means the sale and purchase agreement entered into dated 14 September 2020, pursuant to which, subject to certain conditions being satisfied, Santana agreed to purchase the Bendigo Ophir Gold Project.

of the SPA.

Proxy Form means the proxy form attached to this Notice of Meeting.

Resolution means a resolution referred to in this Notice of Meeting.

Santana means Santana Minerals Limited ACN 161 946 989.

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

Shareholder means a holder of a Share.

Trading Days has the meaning given in the Listing Rules.

Unquoted SMI Options means 6,500,000 unquoted options to acquire Shares at an exercise price of \$0.008 per Share and expiring on 31 July 2020.

LODGE YOUR VOTE



ONLINE

www.linkmarketservices.com.au



BY MAIL

Santana Minerals Limited
C/- Link Market Services Limited
Locked Bag A14
Sydney South NSW 1235 Australia



BY FAX

+61 2 9287 0309



BY HAND

Link Market Services Limited
1A Homebush Bay Drive, Rhodes NSW 2138; or
Level 12, 680 George Street, Sydney NSW 2000



ALL ENQUIRIES TO

Telephone: 1300 554 474 Overseas: +61 1300 554 474



X99999999999

PROXY FORM

I/We being a member(s) of Santana Minerals Limited (the **Company**) and entitled to attend and vote hereby appoint:

APPOINT A PROXY



the Chairman of the Meeting (mark box)

OR if you are **NOT** appointing the Chairman of the Meeting as your proxy, please write the name and email of the person or body corporate you are appointing as your proxy

Name

Email

or failing the person or body corporate named, or if no person or body corporate is named, the Chairman 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 the law, as the proxy sees fit) at the Annual General Meeting of the Company to be held at **9:00am (AEST) on Monday, 30 November 2020 (the Meeting)** and at any postponement or adjournment of the Meeting.

The meeting will be conducted as a virtual meeting and you can participate by logging in online at <https://agmlive.link/SMIAGM20> (refer to details in the Virtual Meeting Online Guide and Notice of Meeting).

Important for Resolutions 1 and 3: If the Chairman of the Meeting is your proxy, either by appointment or by default, and you have not indicated your voting intention below, you expressly authorise the Chairman of the Meeting to exercise the proxy in respect of Resolutions 1 and 3, even though the Resolutions are connected directly or indirectly with the remuneration of a member of the Company's Key Management Personnel (**KMP**).

The Chairman of the Meeting intends to vote all available proxies in favour of all items of business.

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.

Please read the voting instructions overleaf before marking any boxes with an ☒.

Resolutions

For Against Abstain*

1 Remuneration Report

<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
--------------------------	--------------------------	--------------------------

2 Re-election of Mr Norman Alfred Seckold

<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
--------------------------	--------------------------	--------------------------

3 Increase in Total Non-Executive Director Remuneration Pool

<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
--------------------------	--------------------------	--------------------------

4 Approval to issue an additional 10% of the issued capital of Santana over a 12 month period pursuant to Listing Rule 7.1A

<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
--------------------------	--------------------------	--------------------------



* If you mark the Abstain box for a particular Item, you are directing your proxy not to vote on your behalf on a poll and your votes will not be counted in computing the required majority on a poll.

SIGNATURE OF SHAREHOLDERS – THIS MUST BE COMPLETED

Shareholder 1 (Individual)

Joint Shareholder 2 (Individual)

Joint Shareholder 3 (Individual)

Sole Director and Sole Company Secretary

Director/Company Secretary (Delete one)

Director

This form should be signed by the shareholder. If a joint holding, either shareholder may sign. If signed by the shareholder's attorney, the power of attorney must have been previously noted by the registry or a certified copy attached to this form. If executed by a company, the form must be executed in accordance with the company's constitution and the *Corporations Act 2001* (Cth).

SMI PRX2002N

HOW TO COMPLETE THIS SHAREHOLDER PROXY FORM

YOUR NAME AND ADDRESS

This is your name and address as it appears on the Company's share register. If this information is incorrect, please make the correction on the form. Shareholders sponsored by a broker should advise their broker of any changes. **Please note: you cannot change ownership of your shares using this form.**

APPOINTMENT OF PROXY

If you wish to appoint the Chairman of the Meeting as your proxy, mark the box in Step 1. If you wish to appoint someone other than the Chairman of the Meeting as your proxy, please write the name and email address of that individual or body corporate in Step 1. If you leave this section blank, the Chairman of the Meeting will be your proxy. A proxy need not be a shareholder of the Company.

DEFAULT TO CHAIRMAN OF THE MEETING

Any directed proxies that are not voted on a poll at the Meeting will default to the Chairman of the Meeting, who is required to vote those proxies as directed. Any undirected proxies that default to the Chairman of the Meeting will be voted according to the instructions set out in this Proxy Form, including where the Resolution is connected directly or indirectly with the remuneration of KMP.

VOTES ON ITEMS OF BUSINESS – PROXY APPOINTMENT

You may direct your proxy how to vote by placing a mark in one of the boxes opposite each item of business. All your shares will be voted in accordance with such a direction unless you indicate only a portion of voting rights are to be voted on any item by inserting the percentage or number of shares you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on the items of business, your proxy may vote as he or she chooses. If you mark more than one box on an item your vote on that item will be invalid.

APPOINTMENT OF A SECOND PROXY

You are entitled to appoint up to two persons as proxies to attend the Meeting and vote on a poll. If you wish to appoint a second proxy, an additional Proxy Form may be obtained by telephoning the Company's share registry or you may copy this form and return them both together.

To appoint a second proxy you must:

- (a) on each of the first Proxy Form and the second Proxy Form state the percentage of your voting rights or number of shares applicable to that form. If the appointments do not specify the percentage or number of votes that each proxy may exercise, each proxy may exercise half your votes. Fractions of votes will be disregarded; and
- (b) return both forms together.

SIGNING INSTRUCTIONS

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

Individual: where the holding is in one name, the holder must sign.

Joint Holding: where the holding is in more than one name, either shareholder may sign.

Power of Attorney: to sign under Power of Attorney, you must lodge the Power of Attorney with the registry. If you have not previously lodged this document for notation, please attach a certified photocopy of the Power of Attorney to this form when you return it.

Companies: where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the company (pursuant to section 204A of the *Corporations Act 2001*) does not have a Company Secretary, a Sole Director can also sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please indicate the office held by signing in the appropriate place.

CORPORATE REPRESENTATIVES

If a representative of the corporation is to attend the Meeting Virtually the appropriate "Certificate of Appointment of Corporate Representative" must be received at registrars@linkmarketservices.com.au prior to admission in accordance with the Notice of Annual General Meeting. A form of the certificate may be obtained from the Company's Share registry or online at www.linkmarketservices.com.au.

LODGEMENT OF A PROXY FORM

This Proxy Form (and any Power of Attorney under which it is signed) must be received at an address given below by **9:00 am (AEST) on Saturday, 28 November 2020**, being not later than 48 hours before the commencement of the Meeting. Any Proxy Form received after that time will not be valid for the scheduled Meeting.

Proxy Forms may be lodged using the reply paid envelope or:



ONLINE

www.linkmarketservices.com.au

Login to the Link website using the holding details as shown on the Proxy Form. Select 'Voting' and follow the prompts to lodge your vote. To use the online lodgement facility, shareholders will need their "Holder Identifier" - Securityholder Reference Number (SRN) or Holder Identification Number (HIN).



BY MAIL

Santana Minerals Limited
C/- Link Market Services Limited
Locked Bag A14
Sydney South NSW 1235
Australia



BY FAX

+61 2 9287 0309



BY HAND

delivering it to Link Market Services Limited*
1A Homebush Bay Drive
Rhodes NSW 2138
or
Level 12
680 George Street
Sydney NSW 2000

* During business hours (Monday to Friday, 9:00am–5:00pm)

Virtual Meeting Online Guide

Before you begin

Ensure your browser is compatible.
Check your current browser by going to the website: **whatismybrowser.com**

Supported browsers are:

- Chrome – Version 44 & 45 and after
- Firefox – 40.0.2 and after
- Safari – OS X v10.9 & OS X v10.10 and after
- Internet Explorer 9 and up

To attend and vote you must have your securityholder number and postcode.

Appointed Proxy: Your proxy number will be provided by Link before the meeting.

Please make sure you have this information before proceeding.

Virtual Meeting Online Guide



Step 1

Open your web browser and go to <https://agmlive.link/SMIAGM20> and select the relevant meeting.

Step 2

Log in to the portal using your full name, mobile number, email address, and company name (if applicable).

Please read and accept the terms and conditions before clicking on the blue **'Register and Watch Meeting'** button.

- On the left – a live video webcast of the Meeting
- On the right – the presentation slides that will be addressed during the Meeting
- At the bottom – buttons for 'Get a Voting Card', 'Ask a Question' and a list of company documents to download

Note: If you close your browser, your session will expire and you will need to re-register. If using the same email address, you can request a link to be emailed to you to log back in.

1. Get a Voting Card

To register to vote – click on the 'Get a Voting Card' button.

This will bring up a box which looks like this.

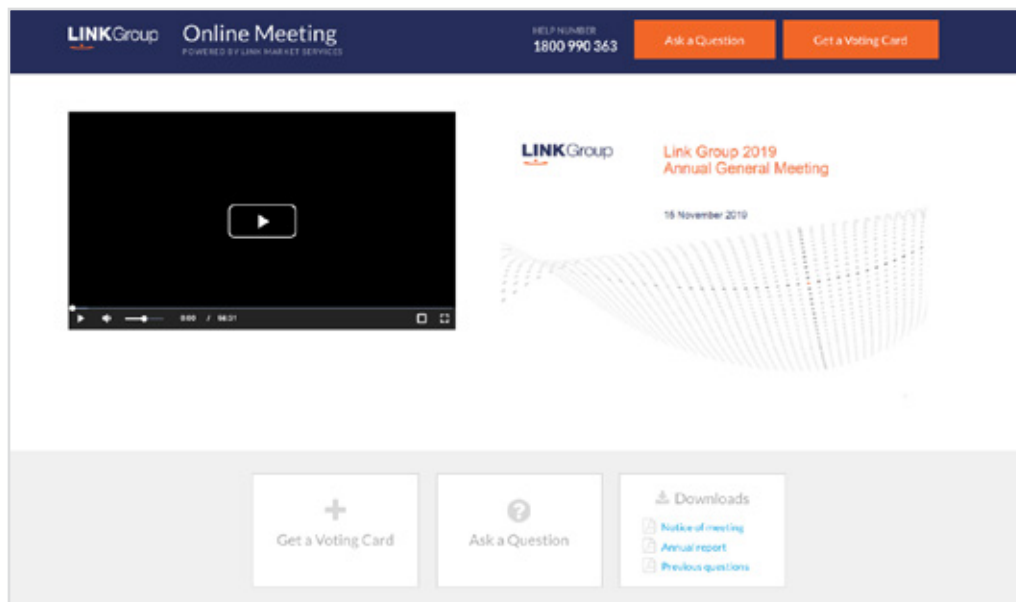
A screenshot of the 'Voting Card' registration form. The form is titled 'Voting Card' and includes a sub-header 'Please provide your Shareholder or Proxy details'. It is divided into two sections: 'SHAREHOLDER DETAILS' and 'PROXY DETAILS'. The 'SHAREHOLDER DETAILS' section includes fields for 'Shareholder Number' and 'Post Code', a checkbox for 'Outside Australia', and a red button labeled 'SUBMIT DETAILS AND VOTE'. The 'PROXY DETAILS' section includes a field for 'Proxy Number' and a red button labeled 'SUBMIT DETAILS AND VOTE'. A small 'OR' button is located between the two sections.

If you are an individual or joint securityholder you will need to register and provide validation by entering your securityholder number and postcode.

If you are an appointed Proxy, please enter the Proxy Number issued by Link in the PROXY DETAILS section. Then click the **'SUBMIT DETAILS AND VOTE'** button.

Once you have registered, your voting card will appear with all of the resolutions to be voted on by securityholders at the Meeting (as set out in the Notice of Meeting). You may need to use the scroll bar on the right hand side of the voting card to view all resolutions.

Securityholders and proxies can either submit a Full Vote or Partial Vote.



Voting Card

Please complete your vote by selecting the required voting instruction (For, Against or Abstain) for each resolution. If you would like complete a partial vote, please specify the number of votes for each resolution in the Partial Vote section. Proxy holder votes will only be applied to discretionary (undirected) votes. Directed votes will be applied as per the Unitholder's voting instructions.

Full Vote **Partial Vote**

Resolution 2B ☐ For ☐ Against ☐ Abstain
RE-ELECTION OF MR. ABC AS A DIRECTOR

Resolution 2C ☐ For ☐ Against ☐ Abstain
RE-ELECTION OF MS. XYZ AS A DIRECTOR

Resolution 3 ☐ For ☐ Against ☐ Abstain
INCREASE TO DIRECTORS' MAXIMUM FEE POOL LIMIT

Resolution 4 ☐ For ☐ Against ☐ Abstain
ADOPTION OF REMUNERATION REPORT

SUBMIT VOTE

Full Votes

To submit a full vote on a resolution ensure you are in the **'Full Vote'** tab. Place your vote by clicking on the **'For'**, **'Against'**, or **'Abstain'** voting buttons.

Partial Votes

To submit a partial vote on a resolution ensure you are in the **'Partial Vote'** tab. You can enter the number of votes (for any or all) resolution/s. The total amount of votes that you are entitled to vote for will be listed under each resolution. When you enter the number of votes it will automatically tally how many votes you have left.

Note: If you are submitting a partial vote and do not use all of your entitled votes, the un-voted portion will be submitted as No Instruction and therefore will not be counted.

Once you have finished voting on the resolutions scroll down to the bottom of the box and click on the **'Submit Vote'** or **'Submit Partial Vote'** button.

Note: You can close your voting card without submitting your vote at any time while voting remains open. Any votes you have already made will be saved for the next time you open up the voting card. The voting card will appear on the bottom left corner of the webpage. The message **'Not yet submitted'** will appear at the bottom of the page.

You can edit your voting card at any point while voting is open by clicking on **'Edit Card'**. This will reopen the voting card with any previous votes made.

Once voting has been closed all voting cards will automatically be submitted and cannot be changed.

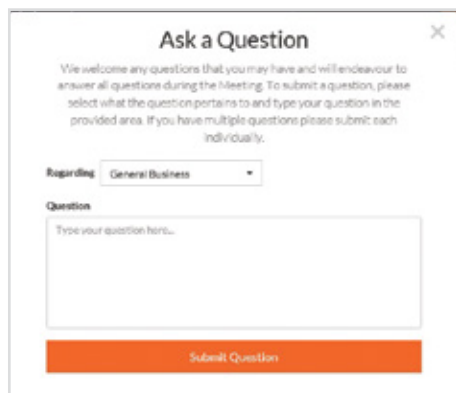
At the conclusion of the Meeting a red bar with a countdown timer will appear at the top of the Webcast and Slide windows advising the remaining voting time. Please make any changes and submit your voting cards.

2. How to ask a question

Note: Only securityholders are eligible to ask questions.

You will only be able to ask a question after you have registered to vote. To ask a question, click on the 'Ask a Question' button either at the top or bottom of the webpage.

The '**Ask a Question**' box will then pop up with two sections for completion.

A screenshot of a web form titled "Ask a Question". At the top, it says "We welcome any questions that you may have and will endeavour to answer all questions during the Meeting. To submit a question, please select what the question pertains to and type your question in the provided area. If you have multiple questions please submit each individually." Below this is a "Regarding:" section with a dropdown menu currently set to "General Business". Underneath is a "Question" section with a text input field containing the placeholder "Type your question here...". At the bottom is an orange button labeled "Submit Question".

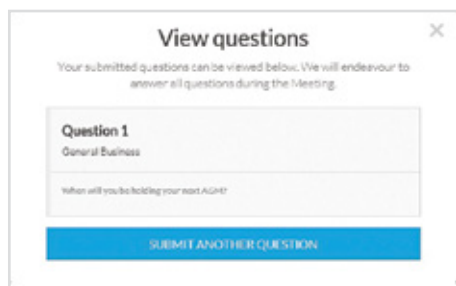
In the '**Regarding**' section click on the drop down arrow and select the category/resolution for your question.

Click in the '**Question**' section and type your question and click on 'Submit'.

A '**View Questions**' box will appear where you can view your questions at any point. Only you can see the questions you have asked.

If your question has been answered and you would like to exercise your right of reply, you can submit another question.

Note that not all questions are guaranteed to be answered during the Meeting, but we will do our best to address your concerns.

A screenshot of a web form titled "View questions". It says "Your submitted questions can be viewed below. We will endeavour to answer all questions during the Meeting." Below this is a box labeled "Question 1" with "General Business" underneath. Further down, it asks "When will you be holding your next AGM?". At the bottom is a blue button labeled "SUBMIT ANOTHER QUESTION".

3. Downloads

View relevant documentation in the Downloads section.

Voting closing

Voting will end 5 minutes after the close of the Meeting.

At the conclusion of the Meeting a red bar with a countdown timer will appear at the top of the Webcast and Slide screens advising the remaining voting time. If you have not submitted your vote, you should do so now.

At the close of the meeting any votes you have placed will automatically be submitted.

Contact us

Australia

T 1300 554 474

E info@linkmarketservices.com.au

New Zealand

T +64 9 375 5998

E enquiries@linkmarketservices.co.nz