

### **NOTICE OF ANNUAL GENERAL MEETING**

**28 October 2021**. Santana Minerals Limited (ASX: SMI) ("Santana" or "Company") is pleased to attach a copy of the following documents in relation to the Annual General Meeting of Shareholders to be held on 29 November 2021 at 2.30pm (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:

Craig McPherson, Company Secretary +61 7 3221 7501 or <a href="mailto:admin@santanaminerals.com">admin@santanaminerals.com</a>



28 October 2021

**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 28 October 2021 (together, **Notice of Meeting**) in respect of the annual general meeting of the Company's shareholders (**Shareholders**) to be held on 29 November 2021 at 2.30 pm (AEST), a copy of which can be obtained from <a href="https://www.asx.com.au">www.asx.com.au</a>.

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 <a href="https://meetings.linkgroup.com/SMIAGM21">https://meetings.linkgroup.com/SMIAGM21</a>. 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 <a href="https://meetings.linkgroup.com/SMIAGM21">https://meetings.linkgroup.com/SMIAGM21</a> 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. If you wish to ask a question or make a comment verbally rather than via the online platform, a questions and comments phone line will be available during the Meeting. To utilise the questions and comments line, please call Link Market Services on 1800 990 363 (inside Australia) or +61 1800 990 363 (outside Australia) to register your participation and obtain the required access code; 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 27 November 2021, 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 <a href="mailto:admin@santanaminerals.com">admin@santanaminerals.com</a>.

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: 29 November 2021

Time of Meeting: 2.30pm (AEST)

Place of Meeting: Virtually (online) at

https://meetings.linkgroup.com/\$MIAGM21

# 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 <a href="https://meetings.linkgroup.com/SMIAGM21">https://meetings.linkgroup.com/SMIAGM21</a> on 29 November 2021 at 2.30pm (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 2021. 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 2021 (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 on 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.

# Notice of Annual General Meeting

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.

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 acknowledges 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 – Election of Mr Anthony John McDonald

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

"That Mr Anthony John McDonald, who was appointed by the Directors on 16 December 2020 to fill a casual vacancy, and who offers himself for election, is elected as a Director."

#### **SPECIAL BUSINESS**

# 3. Resolution 3 – 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:** As at the date of this Notice of Meeting, the Company has not invited any existing Shareholder to participate in an issue of Equity Securities under ASX Listing Rule 7.1A. Therefore, no existing Shareholders will be excluded from voting on Resolution 3.

## 4. Resolution 4 – Adoption of a New Constitution

To consider and, if thought fit, to pass, the following resolution as a Special Resolution:

"That, for the purposes of section 136 of the Corporations Act and for all other purposes, the existing constitution of the Company be revoked and the Proposed New Constitution be adopted as the Company's constitution."

Craig McPherson Company Secretary Santana Minerals Limited 28 October 2021

# Virtual (Online) Voting and Attendance Entitlement

Consistent with the Corporations Act (as modified by the Treasury Laws Amendment (2021 Measures No.1 Bill) 2021) (Corporations Act), 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

https://meetings.linkgroup.com/\$MIAGM21.
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 (AEDT) on 27 November 2021, 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, 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 2.30pm (AEST) on 27 November 2021to:

- (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 2 (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.

Resolutions 3 and 4 are special resolutions, requiring at least seventy-five percent (75%) of the votes cast by Shareholders entitled to vote on Resolutions 3 and 4.

In accordance with the Corporations Act, 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 27 November 2021.

Shareholders participating in the Meeting will be able to vote directly at any time between the 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, participate in the discussions which occur at the Meeting, and to ask questions via the online platform.

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 any 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 32 to 37 (inclusive) of the Directors' Report section of the Annual Report for the period ending 30 June 2021. 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.

At the 2020 Annual General Meeting, more than 98% of the votes cast were in favour of the Remuneration Report.

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 Anthony John McDonald

Rule 11.2(b) of Santana's Constitution provides that a Director who is appointed to fill a casual vacancy (other than a managing director) holds office until the conclusion of the next annual general meeting following the Director's casual appointment.

Mr McDonald was appointed by the Board (other than Mr McDonald) as a Director to fill a casual vacancy on 16 December 2020.

In accordance with clause 11.2(b) of the Constitution, Mr McDonald retires at the conclusion of the Meeting and offers himself for re-election.

Mr McDonald is a former director of Santana and is familiar with all of the Company's projects and operations. He holds a Bachelor of Laws degree from the Queensland University of Technology and has extensive experience as a lawyer and a director of listed public companies.

Mr McDonald is also a director of ASX listed PPK Group Limited and Li-S Energy Limited.

The Directors (excluding Mr McDonald) 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 – 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 3 seeks Shareholder approval to have the ability to issue Equity Securities pursuant to the 10% Additional Placement Capacity.

If Resolution 3 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 the Meeting (**Placement Securities**), calculated in accordance with the formula prescribed in Listing Rule 7.1A.2.

If Resolution 3 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 3 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 3 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 3:

# Period of The Placement Securities may be issued pursuant to the 10% Additional Placement Capacity commencing on the date of the Meeting and approval expiring on the first to occur of the following: the date that is 12 months after the date of the Meeting; (a) (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 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: the date on which the price at which the relevant Placement (a) 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 Santana may issue Placement Securities pursuant to the 10% Additional Placement Capacity for cash consideration, which Santana intends to use as: cash consideration to raise funds for the acquisition of new assets (a) or investments (including the expenses associated with such acquisition or investment), continued exploration and project development expenditure on the Company's assets; and (b) general working capital (including payment of expenses associated with the issue of Placement Securities). Risk of Any issue of Placement Securities pursuant to the 10% Additional economic and Placement Capacity will dilute the economic and voting interests of voting dilution Shareholders who do not receive any Equity Securities pursuant to the issue. If Resolution 3 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: the market price for Santana's Equity Securities may be (a) 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		
		\$0.11	\$0.22	\$0.44
		50% decrease in Market Price	Market Price	100% increase in Market Price
Current Issued Capital	10% voting dilution	11,403,264	11,403,264	11,403,264
114,032,636	Funds raised	\$1,254,359	\$2,508,718	\$5,017,436
50% increase in current issued capital	10% voting dilution	17,104,895	17,104,895	17,104,895
171,048,954	Funds raised	\$1,881,538	\$3,763,077	\$7,526,154
100% increase in current issued capital	10% voting dilution	22,806,527	22,806,527	22,806,527
228,065,272	Funds raised	\$2,508,718	\$5,017,436	\$10,034,872

The table above uses the following assumptions:

- (a) Resolution 3 is passed.
- (b) Santana issues the maximum possible number of Equity Securities pursuant to the 10% Additional Placement Capacity.
- (c) 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.
- (d) The 10% voting dilution reflects the aggregate percentage dilution against the issued share capital at the time of issue.
- (e) The issued capital has been calculated in accordance with the formula in Listing Rule 7.1A(2) as at 15 October 2021 and as provided for by the assumptions.
- (f) 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).
- (g) No options are exercised into Shares before the date of the issue of the Equity Securities pursuant to Listing Rule 7.1A.
- (h) 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.			
	(i) Only Shares will be issued pursuant to the 10% Additional Placement Capacity.			
Allocation policy	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.			
	Santana will determine the allottees at the time of the issue pursuant to the 10% Additional Placement Capacity, having regard to the following factors:			
	(a) the purpose of the issue;			
	(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;			
	(c) the effect of the issue of the Placement Securities on the control of Santana;			
	(d) Santana's circumstances, including, but not limited to, its financial position and solvency;			
	(e) prevailing market conditions; and			
	(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 7.1A.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 3.

# 4. Resolution 4 – Adoption of New Constitution

A company may modify or repeal its constitution or a provision of its constitution by Special Resolution.

Resolution 4 seeks Shareholder approval for the revocation of the Company's existing constitution and the adoption of a new constitution in the form available at the following link on the Company's website https://www.santanaminerals.com (**Proposed New Constitution**).

The existing constitution was adopted in November 2019. Since that time, there have been a number of amendments to the Corporations Act and the ASX Listing Rules.

While the Proposed New Constitution is broadly consistent with the provisions of the existing constitution, and many of the proposed changes are administrative or otherwise minor in nature, the Directors consider it preferable to replace the existing Constitution with the Proposed New Constitution in its entirety, rather than to amend a multitude of specific provisions which is often confusing and can give rise to unintended inconsistency or errors.

A summary of the material differences between the existing constitution and the Proposed New Constitution is included in Schedule 1 to this Notice of Meeting.

A copy of the Proposed New Constitution is also available for review by Shareholders at the Company's website https://www.santanaminerals.com and at the office of the Company. A copy of the Proposed New Constitution will also be sent to Shareholders, upon a request being made to the Company's company secretary at +61 7 3221 7501.

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.

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.

## **Proportional Takeover Provisions**

It is important to note that clause 47 of the Proposed New Constitution contains equivalent provisions to the existing provisions dealing with Proportional Takeover Bids.

Specifically, that, in the event there is a Proportional Takeover Bid, the registration of a transfer giving effect to a takeover contract for the bid is prohibited, unless a resolution is passed to approve the transfer.

A Proportional Takeover Bid is a bid for a specified proportion, and not all, of the securities in the bid class, i.e. a bid to acquire a proportion of each Shareholder's Shares in the Company.

The Corporations Act requires that the proportional takeover provisions be renewed within three years of the adoption of the Constitution, otherwise they are, by force of the Corporations Act, omitted from the Constitution. In that case, the provisions need to be reinserted in the Constitution for them to again have effect.

The addition of these provisions provides a democratic method for Shareholders to determine whether they wish to allow Proportional Takeover Bids to be made for the Company.

The provisions in clause 47 effectively provide that a Proportional Takeover Bid cannot be given effect to without first obtaining the approval of the Company's Shareholders. Given that a proportional takeover will not allow all Shareholders to dispose of all of their Shares to a bidder, as would occur under a conventional off-market takeover, yet could still result in control of the Company passing to the bidder, the inclusion of the proportional takeover provisions provides Shareholders with an effective veto as to whether a proportional takeover for the Company should be allowed to proceed.

If a Proportional Takeover Bid is made, the directors must ensure that the Shareholders vote on a resolution to approve the bid more than 14 days before the end of the bid period. Directors are obliged to ensure that the approving resolution is voted on. If, however, the resolution is not voted, a resolution approving the bid will be taken to have been passed.

As the date of this Notice of Meeting, no Director is aware of a proposal by any person to acquire, or increase the extent of, a substantial interest in the Company.

The proportional takeover approval provisions:

- (a) enable Shareholders to have the right to decide by majority vote whether an offer under a Proportional Takeover Bid should proceed;
- (b) increase the bargaining power of Shareholders to ensure adequate pricing of the Proportional Takeover Bid; and
- (c) enable Shareholders collectively to have some control over a potential change of control of the company in the circumstances of a Proportional Takeover Bid.

However, the proportional takeover approval provisions:

- (a) create an additional hurdle for a bidder and may act to discourage Proportional Takeover Bids;
- (b) may limit the opportunity of Shareholders to sell some of their shares; and
- (c) potentially reduce the likelihood of success of a Proportional Takeover Bid.

Overall, the Directors consider that the benefits available to Shareholders in determining whether a Proportional Takeover Bid may proceed outweigh the disadvantages.

# 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.

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

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).

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.

**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.

**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 New Constitution** means the constitution proposed to be adopted as the Company's constitution as referred to and described in this Notice of Meeting;

**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.

**Special Resolution** means a resolution requiring that at least 75% of the votes cast on the resolution are cast in favour of the resolution in order for it to be passed.

Trading Days has the meaning given in the Listing Rules.

#### **SCHEDULE 1 – SUMMARY OF MATERIAL DIFFERENCES**

## 1. Reduction of Capital and Buy-backs (Clause 8)

Clause 8 of the Proposed New Constitution is a new provision providing clarity and flexibility for distributing securities of another body corporate to Shareholders when implementing a return of capital. This includes providing discretionary powers to the Company to deal with fractions (due to proportionate interests and members technically having less than a whole share), disposing of those securities attributable to certain foreign shareholders where it would be impractical to transfer securities to those shareholders due to local securities laws and accounting to those shareholders for the net proceeds, and deeming Shareholders to have agreed to be bound by the constitution of the body corporate.

In contrast, the existing constitution did not provide a specific process for the company to follow when executing a reduction in capital.

## 2. Shareholdings of less than a Marketable Parcel (Clause 14)

Clause 14 of the Proposed New Constitution makes changes to the 'Marketable Parcel' sale facility, whereby the Company is authorised to sell shares of less than a 'Marketable Parcel' in certain circumstances. Under the new clause 14.3, Shareholders are now given the option to:

- (a) increase their shareholding to the size of a Marketable Parcel;
- (b) sell the shares; or
- (c) give the company notice that they wish to retain such shares,

before the Company is afforded the right to sell such shares.

A Marketable Parcel is a parcel of securities that is worth not less than \$500 based on the closing market price on the securities market operated by the ASX.

In contrast, clause 8.10 of the existing constitution only allows Shareholders of unmarketable parcels to retain their small holdings only by notifying the Company of their intention to retain the shares.

## 3. Meeting Procedures (Clause 33)

Clause 33 of the Proposed New Constitution outlines the provisions for convening meetings of Shareholders and the cancellation of such meetings.

Specifically, clause 9.1 of the existing constitution provides that the Company may not cancel a meeting of Shareholders where it has been requisitioned by Shareholders.

However, as the Corporations Act entitles such meetings to be cancelled where the relevant requisitioning Shareholder(s) has consented, the Company considers it preferable that these provisions be removed so as to align with the requirements of the Corporations Act and to avoid the Company incurring the cost of holding a meeting of Shareholders where the purpose for such requisitioned meeting no longer exists.

## 4. Proceedings at General Meetings (Clause 35)

Clause 35.1 of the Proposed New Constitution is a provision which reduces the minimum requirement of quorum for general meetings to two Shareholders entitled to vote. In contrast clause 10.1 of the existing constitution required a minimum of three Shareholders.

# 5. Direct Voting (Clause 45)

Clause 45 of the Proposed New Constitution is a new provision that provides that the Directors may determine that Shareholders may vote by way of 'Direct Vote'.

The purpose of this new clause is to enable the Company to use appropriate technology to facilitate the engagement of those Shareholders who wish to be involved in a meeting of Shareholders but cannot be seated in a single place at any one time. This is consistent with technological developments enabling such direct voting.

## 6. Virtual Meetings (Clause 48)

Clause 48 of the Proposed New Constitution is a new provision which provides clarity to ensure that, with respect to Shareholder meetings, any references to 'present' or 'present in person' shall be taken to include being physically present at a physical location or present by electronic means using the designated technology, so as to facilitate electronic meetings and avoid the opportunity for dispute.



ABN 37 161 946 989

### **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 Level 12, 680 George Street, Sydney NSW 2000



**ALL ENQUIRIES TO** 

Telephone: 1300 554 474

Overseas: +61 1300 554 474



X9999999999

# **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

TEP

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 **2:30pm (AEST) on Monday, 29 November 2021** (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://meetings.linkgroup.com/SMIAGM21 (refer to details in the Virtual Meeting Online Guide and Notice of Meeting).

Important for Resolution 1: 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 Resolution 1, even though the Resolution is 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  $\boxtimes$ 

## Resolutions

For Against Abstain\*

1 Remuneration Report

- 2 Election of Mr Anthony John McDonald
- 3 Approval to issue an additional 10% of the issued capital of Santana over a 12 month period pursuant to Listing Rule 71Δ
- 4 Adoption of a New Constitution





\* 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)

TEP

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).

#### 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 **2:30 pm (AEST) on Saturday, 27 November 2021,** 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\* Level 12 680 George Street Sydney NSW 2000

\*during business hours Monday to Friday (9:00am - 5:00pm) and subject to public health orders and restrictions



# 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

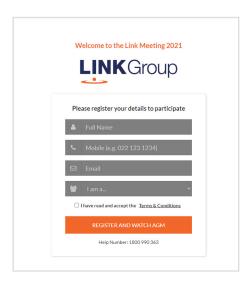
To attend and vote you must have your shareholder number and postcode.

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

Please make sure you have this information before proceeding.

Corporate Markets

# Virtual Meeting Online Guide



# Step 1

Open your web browser and go to https://meetings.linkgroup.com/SMIAGM21

# Step 2

Log in to the portal using your full name, mobile number, email address, and participant type.

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

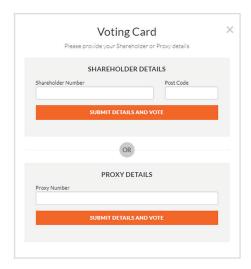
- On the left a live audio webcast of the Meeting
- On the right the presentation slides that will be addressed during the Meeting
- At the bottom buttons for 'Get a Voting Card', 'Ask a Question' and a list of company documents to download

**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.

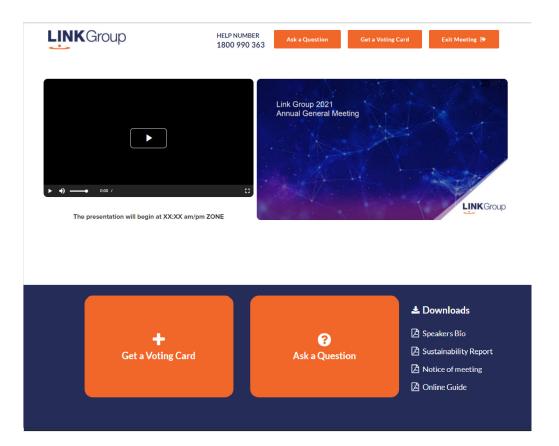


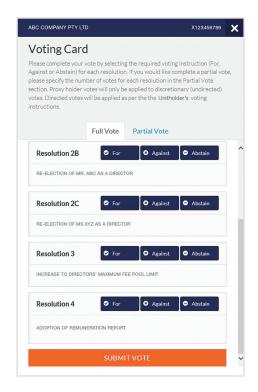
If you are an individual or joint shareholder you will need to register and provide validation by entering your shareholder number and postcode.

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 shareholders 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.

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

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.

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

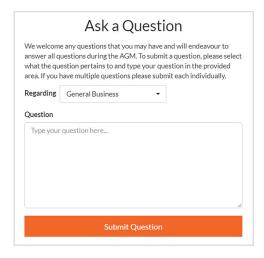
# Virtual Meeting Online Guide

# 2. How to ask a question

Note: Only shareholders are eligible to ask questions.

If you have yet to obtain a voting card, you will prompted to enter your shareholder number or proxy details before you can ask a question. 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.



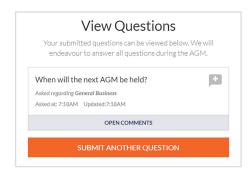
In the 'Regarding' section click on the drop down arrow and select the category/resolution for your question.

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.



# 3. Downloads

View relevant documentation in the Downloads section.

# 4. 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.

# 5. Phone Participation

# What you will need

- a) Land line or mobile phone
- b) The name of your holding/s
- c) To obtain your unique PIN, please contact Link Market Services on +61 1800 990 363.

# Joining the Meeting via Phone

## Step 1

From your land line or mobile device, call: Conference Call Number: 1800 577 480 International Number: +61 2 9189 2001

## Step 2

You will be greeted with a welcome message and provided instructions on how to participate in the Meeting. Please listen to the instructions carefully.

At the end of the welcome message you will be greeted by a moderator and asked to provide your PIN. This will verify you as a shareholder and allow you to ask a question.

# Step 3

Once the moderator has verified your details you will be placed into a waiting room and will hear music playing.

Note, If your holding cannot be verified by the moderator, you will attend the Meeting as a visitor and will not be able to ask a question.

## Step 4

At the commencement of the Meeting, you will be admitted to the Meeting where you will be able to listen to proceedings.

# **Asking a Question**

## Step 1

When the Chairman calls for questions on each resolution, you will be asked to press \*1 on your keypad should you wish to raise your hand to ask a question.

## Step 2

The moderator will ask you what item of business your question relates to? Let the moderator know if your question relates to General Business or the Resolution number.

You will also be asked if you have any additional questions.

#### Step 3

When it is your time to ask your question, the moderator will introduce you to the meeting, your line will be unmuted and you can then start speaking. Note, if at any time you no longer wish to ask your question, you can lower your hand by pressing \*2 on your key pad. If you also joined the Meeting online, we ask that you mute your laptop or desktop device while you ask your question.

#### Step 4

Your line will be muted once your question has been answered.