

NOTICE OF GENERAL MEETING

2 August 2022. Santana Minerals Limited (ASX: SMI) (“Santana” or “Company”) is pleased to attach a copy of the following documents in relation to the General Meeting of Shareholders to be held on 2 September 2022 at 10.00am (AEST) (General Meeting).

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

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 admin@santanaminerals.com

2 August 2022

Dear Shareholders,

I am pleased to invite you to a General Meeting of the Company's Shareholders (**General Meeting**) to be held at the offices of Piper Alderman, Level 26, Riparian Plaza, 71 Eagle Street, Brisbane, Qld, 4000 at 10am (Brisbane time) on Friday 2 September 2022.

A notice of meeting and accompanying explanatory memorandum was released to ASX on 2 August 2022 (together **Notice of Meeting**) in respect of the General Meeting of the Company's Shareholders.

In accordance with Treasury Laws Amendments (2022 Measures No. 1) Act 2021, the Company will not be sending hard copies of the Notice of Meeting to shareholders. The Notice of Meeting can be viewed and downloaded from www.santanaminerals.com. Alternatively, a complete copy of the meeting documents has been posted to the Company's ASX market announcements page. If you have elected to receive notices by email a communication will be sent to your nominated email address. If you have not elected to receive notices by email a copy of your proxy form will be posted to you, together with this Letter.

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

Craig McPherson
Company Secretary

SANTANA MINERALS LIMITED
ACN 161 946 989

Notice of General Meeting and Explanatory Memorandum

Date of Meeting:	2 September 2022
Time of Meeting:	10am (AEST)
Place of Meeting:	Piper Alderman Level 26 Riparian Plaza 71 Eagle Street Brisbane Qld 4000

Notice of General Meeting

Notice is given that a General Meeting of Shareholders of Santana Minerals Limited ACN 161 946 989 (**Company**) will be held physically at Level 26, Riparian Plaza, 71 Eagle Street, Brisbane, Qld 4000 on 2 September 2022 10am (AEST).

Capitalised terms used in this Notice of Meeting and the 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.

ORDINARY BUSINESS

1. Resolution 1 – Ratification of the issue of 9,800,000 Unconditional Shares

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

*"That, for the purposes of Listing Rule 7.4 and for all other purposes, the issue of 9,800,000 Shares (**Unconditional Shares**) by way of placement to sophisticated and professional investors at an issue price of \$0.625 per Share (**Unconditional Placement**), in accordance with the terms set out in the Explanatory Memorandum, be ratified."*

Voting exclusion: The Company will disregard any votes cast on Resolution 1 by, or on behalf of, a person who received Unconditional Shares pursuant to the Unconditional Placement and any Associates of those persons. However, the Company need not disregard a vote if it is cast by a person as a proxy or attorney for a person who is entitled to vote, in accordance with directions given to the proxy or attorney to vote on Resolution 1 in that way, or it is cast by the person chairing the General Meeting as proxy or attorney for a person who is entitled to vote, in accordance with a direction given to the person chairing the General Meeting to vote as the person chairing the General Meeting decides or a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met: (a) 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 Resolution 1; and (b) the holder votes on Resolution 1 in accordance with directions given by the beneficiary to the holder to vote in that way.

2. Resolution 2 – Approval to issue up to 5,200,000 Conditional Shares

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

*"That, for the purposes of Listing Rule 7.1 and for all other purposes, the issue of 5,200,000 Shares (**Conditional Shares**) by way of placement to sophisticated and professional investors at an issue price of \$0.625 per Share (**Conditional Placement**), in accordance with the terms set out in the Explanatory Memorandum, be approved."*

Voting exclusion: The Company will disregard any votes cast on Resolution 2 by any person who is expected to participate in, and any other person who will obtain a material benefit as a result of, the issue of the Conditional Shares pursuant to the Conditional Placement, except a benefit arising solely from their capacity as a holder of Shares, and any Associates of those persons. However, the Company need not disregard a vote if it is cast by a person as a proxy or attorney for a person who is entitled to vote, in accordance with directions given to the proxy or attorney to vote on Resolution 2 in that way, or it is cast by the person chairing the General Meeting as a proxy or attorney for a person who is entitled to vote, in accordance with a direction given to the person chairing the General Meeting to vote as the person chairing the General Meeting decides or a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met: (a) the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an

Notice of General Meeting

Associate of a person excluded from voting on Resolution 2; and (b) the holder votes on Resolution 2 in accordance with directions given by the beneficiary to the holder to vote in that way.

By order of the Board
Mr Craig McPherson
Company Secretary
Santana Minerals Limited
2 August 2022

Explanatory Memorandum

The following notes and the Explanatory Memorandum form part of the Notice of Meeting.

Voting and Attendance Entitlement

The Board has determined that those persons who are registered as holding Shares as at 7pm (AEST) on 31 August 2022, 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 the Company'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 the Company, 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 the Resolutions. 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 10am (AEST) on 31 August 2022 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, Parramatta Square, Level 22, Tower 6, 10 Darcy Street, Parramatta NSW 2150.

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 Company 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 Company's share registry before the Meeting or at the registration desk on the day of the Meeting.

Polls

In the event that a poll is demanded, every Shareholder shall have one vote for every Share registered in their name as at 7pm (AEST) on 31 August 2022.

Required Majority

Each of the Resolutions to be considered at the Meeting are Ordinary Resolutions, requiring a simple majority of the votes cast by Shareholders entitled to vote on them.

General

All Shareholders are invited to attend the Meeting or, if they are unable to attend in person, to sign and return the proxy form to the Company in accordance with the instructions set out on the proxy form.

Explanatory Memorandum

Shareholders, their proxy or corporate representatives who plan on attending the Meeting are asked to arrive at the venue at least 30 minutes prior to the time the Meeting is scheduled to commence, so that Shareholders can be checked against the Company's share register, or appointment as proxy, attorney or corporate representative can be verified and their attendance noted.

If the situation surrounding the global COVID-19 pandemic changes materially between the date of this Notice of Meeting, and the date of the Meeting, the Company may need to change the location of the Meeting, including hosting the meeting entirely virtually. If so, the Company will inform Shareholders of any such change as soon as reasonably practicable prior to the date of the Meeting. Accordingly, Shareholders are encouraged to vote on the resolutions set out in this Notice of Meeting by proxy to ensure their participation.

This Explanatory Memorandum contains an explanation of, and information about, the Resolutions to be considered at the General 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 the Resolutions, you should consult your financial or other professional adviser.

Capitalised words used in the Notice of Meeting and in this Explanatory Memorandum are defined in the Glossary section at the end of this Explanatory Memorandum. Unless otherwise stated, all references to sums of money, '\$' and 'dollars' are references to Australian currency.

Capital Raising Background

On 22 July 2022, the Company announced a share placement of new Shares to raise approximately \$9,375,000 (before costs) (**Placement**), which comprises:

- (a) the initial issue of 9,800,000 Unconditional Shares by way of a placement to sophisticated and professional investors at an issue price of \$0.625 per Share, raising \$6,125,000 (the **Unconditional Placement**); and
- (b) an agreement to subsequently issue a further 5,200,000 Conditional Shares by way of a placement to sophisticated and professional investors at an issue price of \$0.625 per Share, to raise a further \$3,250,000, which is conditional on Shareholder approval being obtained for that issue (**Conditional Placement**).

The funds raised from the Placement will be used to fund the costs of advancing the Company's Bendigo-Ophir Gold Project and for general working capital.

The table below illustrates the effect of the Placement on the Company's share capital, assuming that Resolutions 1 and 2 are passed:

	Securities issued under Unconditional Placement	Securities currently on issue as at 29 July 2022	Securities proposed to be issued under Conditional Placement
Shares	9,800,000	142,437,288	5,200,000
Options (Unlisted)	Nil.	<ol style="list-style-type: none"> 1. 1,140,310 SMIAO – Option Expiring 03/11/2022 Ex \$0.20; 2. 1,140,310 SMIAO – Option Expiring 03/11/2023 Ex \$0.25; and 3. 1,140,310 SMIAO – Option Expiring 03/11/2024 Ex \$0.30. 	Nil

The total dilutionary effect of the Unconditional Placement was 6.88% and the total dilutionary effect of the Conditional Placement will, if Resolution 2 is passed, be a further 3.28%.

Resolutions 1 – Ratification of 9,800,000 Unconditional Shares

As noted in the section of this Explanatory Memorandum entitled 'Capital Raising Background', on 22 July 2022 the Company announced the Placement of 9,800,000 Unconditional Shares to sophisticated and professional investors pursuant to the Unconditional Placement. The Unconditional Placement was undertaken under the Company's placement capacity under Listing Rule 7.1.

Broadly speaking, and subject to a number of exceptions, Listing Rule 7.1 limits the amount of Equity Securities that a listed company can issue without the approval of its shareholders over any 12 month period to 15% of the fully paid ordinary shares it had on issue at the start of that period.

The Shares issued to participants in the Unconditional Placement did not fall within an exception and were issued without Shareholder approval under the Company's 15% placement capacity under Listing Rule 7.1.

Listing Rule 7.4 allows the shareholders of a listed company to subsequently ratify a previous issue of Equity Securities undertaken without prior shareholder approval under Listing Rule 7.1, provided that the issue did not breach the maximum thresholds set by Listing Rule 7.1. If shareholders ratify such issue, the issue is taken to have been approved under Listing Rule 7.1 and so does not reduce the Company's capacity to issue further Equity Securities without shareholder approval under those rules.

The Company wishes to retain as much flexibility as possible to issue additional Equity Securities into the future without having to obtain Shareholder approval for such issues under Listing Rule 7.1 and thus, by Resolution 1, the Company is seeking ratification of the Unconditional Shares issued pursuant to the Unconditional Placement. The Company confirms that the issue and allotment of the Unconditional Shares did not breach Listing Rule 7.1 as at the date of issue.

Resolution 1 seeks to ratify the issue of the 9,800,000 Shares which were issued by the Company under the Unconditional Placement using its capacity under Listing Rule 7.1.

If Resolution 1 is passed, the Shares issued using the Company's Listing Rule 7.1 capacity will be excluded in calculating the Company's 15% Threshold in Listing Rule 7.1, effectively increasing the number of Equity Securities it can issue without Shareholder approval over the 12-month period following the date of issue.

If Resolution 1 is not passed, the relevant Shares will be included in calculating the Company's 15% Threshold in Listing Rule 7.1, effectively decreasing the number of Equity Securities it can issue without Shareholder approval over the 12-month period following the date of issue.

For the purposes of Listing Rule 7.5, the following information is provided in respect of Resolution 1:

Names of allottees	The Unconditional Shares were issued to various professional and sophisticated investors selected by the Company in consultation with the lead manager, Bell Potter Securities Limited (Lead Manager). No related party or person who is, or was at any time in the 6 months before the Placement, a substantial 10%+ holder of the Company, or any of their respective Associates have participated in the Unconditional Placement.
Number and class of securities issued	The Company has issued 9,800,000 Shares pursuant to the Unconditional Placement. The Unconditional Shares rank, from their date of issue, equally with all other Shares on issue.
Date of issue	The Shares were issued on 27 July 2022.
Issue Price	The issue price for the Shares was \$0.625 per Share. The Company received a total of \$6,125,000 under the Unconditional Placement (before costs).
Purpose and use of Funds	The funds raised by the Unconditional Placement will be used to advance the Company's Bendigo-Ophir Gold Project and for general working capital purposes.
Material terms of agreement	The relevant agreement provided that the issue price of Shares is \$0.625 and includes various other conditions usual for a placement of this sort.

The Directors unanimously recommend that Shareholders vote in favour of Resolution 1 and advise that they intend to vote any Shares that they own or control in favour of Resolution 1.

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

Resolution 2 – Approval to issue up to 5,200,000 Conditional Shares

As noted in the section of this Explanatory Memorandum entitled 'Capital Raising Background', in addition to the Unconditional Placement, the Company has received firm commitments from sophisticated and professional investors to issue a further 5,200,000 Shares under the Conditional Placement, subject to obtaining Shareholder approval to such issue.

As described above in relation Resolution 1, subject to a number of exceptions, Listing Rule 7.1 limits the amount of Equity Securities that a listed company can issue or agree to issue without the approval of its shareholders over any 12 month period to 15% of the fully paid ordinary shares it had on issue at the start of that period.

Exception 17 of Listing Rule 7.1 provides that an agreement to issue Equity Securities that is conditional on the holders of the listed company's ordinary securities approving the issue before the issue is made shall be an exception to this prohibition, provided that if an entity relies on this exception the listed company must not issue the Equity Securities without such approval.

Resolution 2 seeks Shareholder approval for the purpose of Listing Rule 7.1, and all other purposes, for the issue of the Conditional Shares to various sophisticated and professional investors who participated in the Conditional Placement.

If Resolution 2 is passed, the Company will be permitted to issue the Conditional Shares.

The Conditional Shares will also be excluded in calculating the Company's 15% Threshold in Listing Rule 7.1, effectively increasing the number of Equity Securities it can issue without Shareholder approval over the 12-month period following the date of issue.

If Resolution 2 is not passed, the proposed issue of Conditional Shares will not proceed and the Company will need to return any application money received in respect of the Conditional Shares and, potentially, scale back some of its planned exploration activity at Company's Bendigo-Ophir Gold Project.

For the purposes of Listing Rule 7.3, the following information is provided in respect of Resolution 2:

Names of allottees	If Resolution 2 is passed the Conditional Shares will be issued to various sophisticated and professional investors who participated in the Conditional Placement, who were selected in consultation with the Lead Manager. No related party or person who is, or was at any time in the 6 months before the Placement, a substantial 10%+ holder of the Company or any of their respective Associates have participated in, or will receive any securities pursuant to, the Conditional Placement.
Number and class	The maximum number of securities issued under the Conditional Placement is 5,200,000 Conditional Shares. All Conditional Shares will, from their date of issue, rank equally with all other Shares on issue. The Company will apply for the Conditional Shares to be quoted on the ASX.
Date of issue	The Conditional Shares will be issued as soon as practicable following the Meeting, and in any event, will be issued no later than 3 months after the Meeting.
Issue Price	The issue price for the Conditional Shares is \$0.625 per Share.
Purpose and use of funds	The funds raised by the Conditional Placement will be used to advance the Company's Bendigo-Ophir Gold Project and for general working capital purposes.
Material terms of agreement	The relevant agreement provides that the issue price of the Conditional Shares is \$0.625 per Share and includes various other conditions usual for a placement of this sort.

The Directors unanimously recommend that Shareholders vote in favour of Resolution 2 and advise that they intend to vote any Shares that they own or control in favour of Resolution 2.

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

Any inquiries in relation to the Resolutions or the Explanatory Memorandum should be directed to Craig McPherson (Company Secretary): Level 15, 344 Queen Street, BRISBANE, QLD, AUSTRALIA, 4000 Ph: +61 7 3221 7501

Glossary

15% Threshold means the restriction on the issue of Equity Securities contained in Listing Rule 7.1, which prohibits the Company (subject to certain exceptions), from issuing or agreeing to issue Equity Securities representing more than 15% of the number of ordinary shares on issue 12 months prior to the intended date of issue, in the absence of prior Shareholder approval.

Associate has the meaning given to that term in the Listing Rules.

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

AEST means Australian Eastern Standard Time.

Board means the board of Directors of the Company.

Chair of the Meeting means the chair of the Meeting.

Company means Santana Limited ACN 161 946 989.

Conditional Placement means the proposed issue of Conditional Shares, subject to Shareholder approval, to sophisticated and professional investors the subject of Resolution 2.

Conditional Shares means 5,200,000 Shares proposed to be issued pursuant to the Conditional Placement.

Corporations Act means the Corporations Act 2001 (Cth).

Director means a director of the Company as at the date of this Explanatory Memorandum.

Equity Securities has the meaning given to that term in the Listing Rules.

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

General Meeting or **Meeting** means the general meeting of the Company to be convened by the Notice of Meeting.

Lead Manager means Bell Potter Securities Limited.

Listing Rules means the listing rules of the ASX.

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

Option means an option to subscribe for a Share.

Ordinary Resolution means a resolution passed by more than 50% of the votes at a general meeting of Shareholders.

Placement means, together, the Unconditional Placement and the Conditional Placement.

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

Shareholder means a holder of a Share.

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

Unconditional Placement means the placement of Unconditional Shares issued to sophisticated and professional investors as detailed in the section of this Explanatory Memorandum entitled 'Capital Raising Background'.

Unconditional Shares means the 9,800,000 Shares issued pursuant to the Unconditional Placement.

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



X99999999999

PROXY FORM

I/We being a member(s) of Santana Minerals Limited 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 of the person or body corporate you are appointing as your proxy

or failing the person or body corporate named, or if no person or body corporate is named, the 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 General Meeting of the Company to be held at **10:00am (AEST) on Friday, 2 September 2022 at Piper Alderman, Level 26, Riparian Plaza, 71 Eagle Street, Brisbane Qld 4000** (the **Meeting**) and at any postponement or adjournment of the Meeting.

The Chairman of the Meeting intends to vote undirected proxies in favour of each item 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

- 1 Ratification of the issue of 9,800,000 Unconditional Shares
- 2 Approval to issue up to 5,200,000 Conditional Shares

For Against Abstain*

<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<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 show of hands or 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).

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 of that individual or body corporate in Step 1. 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.

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:

- 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
- 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 the appropriate "Certificate of Appointment of Corporate Representative" must be produced prior to admission in accordance with the Notice of 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 **10:00am (AEST) on Wednesday, 31 August 2022**, 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 MOBILE DEVICE

Our voting website is designed specifically for voting online. You can now lodge your proxy by scanning the QR code adjacent or enter the voting link www.linkmarketservices.com.au into your mobile device. Log in using the Holder Identifier and postcode for your shareholding.

QR Code



To scan the code you will need a QR code reader application which can be downloaded for free on your mobile device.



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)

**IF YOU WOULD LIKE TO ATTEND AND VOTE AT THE GENERAL MEETING, PLEASE BRING THIS FORM WITH YOU.
THIS WILL ASSIST IN REGISTERING YOUR ATTENDANCE.**