

March 4, 2024

## Dispatch of Prospectus and Letter to Ineligible Shareholders

Further to the announcement by Santana Minerals Limited (the **Company**) (**ASX: SMI**) on 29 January 2024, the Company wishes to advise that it has today despatched the prospectus (**Prospectus**) in respect of the pro-rata non-renounceable entitlement issue to eligible shareholders of the Company (defined below) of one (1) option (**Bonus Option**) to acquire a fully paid ordinary share in the Company (**Share**) for every five (5) Shares held as at the Record Date (defined below), issued for nil consideration (**Offer**).

Shareholders who are eligible to participate in the Offer (**Eligible Shareholders**) are those persons who:

- (a) as at 7:00pm (Sydney time) on 28 February 2024 (**Record Date**), are registered as a holder of fully paid ordinary shares in the Company;
- (b) have an address on the Company's register in Australia, New Zealand and Japan; and
- (c) as far as the Company is aware, are not located in the United States of America (**United States**) and are not a person (including a nominee or custodian) acting for the account or benefit of a person in the United States, or

those persons who the Company is, otherwise, satisfied, in its sole discretion, that it would not be unlawful to offer Bonus Options to, either unconditionally or after compliance with such conditions as the Company, in its sole and absolute discretion, has accepted, under all applicable securities laws.

A letter to ineligible shareholders notifying them of the Offer and their ineligibility to participate (**Ineligible Shareholder Letter**) has also been despatched today. A copy of the Ineligible Shareholder Letter is enclosed. An electronic version of the Prospectus can be viewed online on the Company's website at [www.santanaminerals.com](http://www.santanaminerals.com).

### Offer

The Offer is now open and Eligible Shareholders are expected to receive their entitlements on or about 6 March 2024.

Eligible Shareholders will receive Bonus Options for nil consideration, which are exercisable at \$1.08 and expire at 5:00pm (Sydney time) on 28 February 2025.

The Offer is non-renounceable, meaning that Eligible Shareholders will not be able to transfer their entitlements pursuant to the Offer.

Full details of the Offer, including the timetable, are set out in the Prospectus. Eligible Shareholders should read the Prospectus in its entirety and consult with their stockbroker, accountant or other professional adviser before making any decision as to whether to exercise the Bonus Options.

### **Enquiries**

Any questions concerning the Offer should be directed to the Company's share registry on 1300 554 474 (within Australia) or +61 1300 554 474 (outside Australia) between 8:30am and 5:00pm (Sydney time), Monday to Friday.

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

### **Craig McPherson**

Company Secretary  
Santana Minerals Limited

### **Important notices**

This announcement has been prepared for publication in Australia and may not be released or distributed in the United States. This announcement does not constitute an offer to sell, or a solicitation of an offer to buy, securities in the United States or any other jurisdiction. Any securities described in this announcement have not been, and will not be, registered under the US Securities Act of 1933 and may not be offered or sold in the United States except in transactions exempt from, or not subject to, the registration of the US Securities Act and applicable US state securities laws.

This announcement is not financial product or investment advice, a recommendation to acquire Bonus Options or accounting, legal or tax advice. It has been prepared without taking into account the objectives, financial or tax situation or needs of individuals. Before making an investment decision, prospective investors should consider the appropriateness of the information having regard to their own objectives, financial and tax situation and needs and seek appropriate legal and taxation advice.

4 March 2024

Dear Shareholder

**NOTICE TO INELIGIBLE SHAREHOLDERS – NON-RENOUNCEABLE ENTITLEMENT ISSUE**

On 29 January 2024, Santana Minerals Limited (the **Company**) (**ASX: SMI**) announced its intention to undertake a pro-rata non-renounceable entitlement issue to eligible shareholders of the Company (defined below) of one (1) option (**Bonus Option**) to acquire a fully paid ordinary share in the Company (**Share**) for every five (5) Shares held as at the Record Date, issued for nil consideration (**Offer**). The Bonus Options have an exercise price of \$1.08 and are exercisable at any time prior to 5:00pm (Sydney time) on 28 February 2025.

The Record Date for the Offer is 7:00pm (Sydney time) on Wednesday, 28 February 2024 (**Record Date**).

**This letter is to inform you about the Offer and to explain why you are not eligible to receive the Bonus Options under the Offer. This letter is not an offer to issue Bonus Options to you.**

You are not required to do anything in response to this letter. Further details regarding the Offer are set out in the prospectus for the Offer that was lodged with the Australian Securities and Investment Commission (**ASIC**) and ASX Limited ACN 008 624 691 (**ASX**) on 29 January 2024 (**Prospectus**).

The Company has determined not to extend the Offer to persons outside of Australia, New Zealand and Japan in accordance with the ASX Listing Rules and the *Corporations Act 2001* (Cth), after considering:

- the legal and regulatory requirements for making or extending the Offer to places outside Australia, New Zealand and Japan;
- the cost of complying with those legal and regulatory requirements; and
- the number of shareholders in places outside Australia, New Zealand and Japan and the number and value of Bonus Options which would otherwise be offered to those persons.

Unfortunately, according to the Company's records, you do not satisfy the eligibility criteria for an Eligible Shareholder (defined below), and the Company wishes to advise you that it will not be extending the Offer to you and you will not be eligible to receive the Bonus Options pursuant to the Offer and you will not be sent any further documents relating to the Offer.

**Summary of Key Features of the Offer**

The Offer is intended to be made to shareholders that are registered on the Company's register of members as at 7:00pm (Sydney time) on the Record Date as having a registered address in Australia, New Zealand and Japan, or such other place as the Company is satisfied (in its sole discretion) that the offer of Bonus Options in a particular place would not be unlawful under the local laws of that place, either unconditionally or after compliance with such conditions as the Company, in its sole and absolute discretion, has accepted, under all applicable securities laws (**Eligible Shareholders**).

The Offer is non-renounceable, meaning that Eligible Shareholders will not be able to transfer their entitlements under the Offer.



Thank you again for your support of the Company and I trust that you understand the Company's position on this matter.

Yours sincerely

Craig McPherson  
Company Secretary