



Announcement Summary

Entity name

SANTA FE MINERALS LTD

Announcement Type

New announcement

Date of this announcement

3/7/2025

The Proposed issue is:

A placement or other type of issue

Total number of +securities proposed to be issued for a placement or other type of issue

ASX +security code	+Security description	Maximum Number of +securities to be issued
New class-code to be confirmed	4 million Performance Rights expiring 4 years from the date of issue.	4,000,000
SFM	ORDINARY FULLY PAID	4,000,000

Proposed +issue date

29/8/2025

Refer to next page for full details of the announcement

Part 1 - Entity and announcement details

1.1 Name of +Entity

SANTA FE MINERALS LTD

We (the entity named above) give ASX the following information about a proposed issue of +securities and, if ASX agrees to +quote any of the +securities (including any rights) on a +deferred settlement basis, we agree to the matters set out in Appendix 3B of the ASX Listing Rules.

If the +securities are being offered under a +disclosure document or +PDS and are intended to be quoted on ASX, we also apply for quotation of all of the +securities that may be issued under the +disclosure document or +PDS on the terms set out in Appendix 2A of the ASX Listing Rules (on the understanding that once the final number of +securities issued under the +disclosure document or +PDS is known, in accordance with Listing Rule 3.10.3C, we will complete and lodge with ASX an Appendix 2A online form notifying ASX of their issue and applying for their quotation).

1.2 Registered Number Type

ACN

Registration Number

151155734

1.3 ASX issuer code

SFM

1.4 The announcement is

New announcement

1.5 Date of this announcement

3/7/2025

1.6 The Proposed issue is:

A placement or other type of issue



Part 7 - Details of proposed placement or other issue

Part 7A - Conditions

7A.1 Do any external approvals need to be obtained or other conditions satisfied before the placement or other type of issue can proceed on an unconditional basis?

Yes

7A.1a Conditions

Approval/Condition	Date for determination	Is the date estimated or actual?	** Approval received/condition met?
+Security holder approval	27/8/2025	Estimated	

Comments

The Company announced on 3 July 2025 that it has entered into a transaction to acquire the Eburnea Gold Project from Turaco Gold Ltd (ASX:TCG). The Company has agreed to incentivise two Directors for their work on this new project. This includes the issue to each Director, 2 million SFM fully paid ordinary shares for nil consideration and 2 million Performance Rights granted at no cost, subject to the Company announcing a JORC Mineral Resource Estimate from the Eburnea Gold Project of greater than 500,000 ounces of gold reported at a lower cut-off grade of 0.5g/t gold. The Performance Rights will have a 4-year expiry from the date of issue. Both issues are subject to shareholder approvals at a general meeting to be held on or around 27 August 2025.

Part 7B - Issue details

Is the proposed security a 'New class' (+securities in a class that is not yet quoted or recorded by ASX) or an 'Existing class' (additional securities in a class that is already quoted or recorded by ASX)?
Existing class

Will the proposed issue of this +security include an offer of attaching +securities?
No

Details of +securities proposed to be issued

ASX +security code and description

SFM : ORDINARY FULLY PAID

Number of +securities proposed to be issued

4,000,000

Offer price details

Are the +securities proposed to be issued being issued for a cash consideration?

No

**Please describe the consideration being provided for the +securities**

The Company proposed to issue 2,000,000 fully paid ordinary shares to each of the two Directors, for nil cash consideration, as a form of incentive in recognition of their efforts pertaining to the acquisition of the Eburnea Gold Project from Turaco Gold Ltd. The issue is subject to shareholder approvals at a general meeting to be held on or around 27 August 2025.

Please provide an estimate of the AUD equivalent of the consideration being provided for the +securities**Will these +securities rank equally in all respects from their issue date with the existing issued +securities in that class?**

Yes

Is the proposed security a 'New class' (+securities in a class that is not yet quoted or recorded by ASX) or an 'Existing class' (additional securities in a class that is already quoted or recorded by ASX)?

New class

Will the proposed issue of this +security include an offer of attaching +securities?

No

Details of +securities proposed to be issued

ISIN Code (if Issuer is a foreign company and +securities do not have +CDIs issued over them)

Have you received confirmation from ASX that the terms of the proposed +securities are appropriate and equitable under listing rule 6.1?

No

Will the entity be seeking quotation of the 'new' class of +securities on ASX?

No

ASX +security code

New class-code to be confirmed

+Security description

4 million Performance Rights expiring 4 years from the date of issue.

+Security type

Performance options/rights

Number of +securities proposed to be issued

4,000,000

Offer price details**Are the +securities proposed to be issued being issued for a cash consideration?**

No

Please describe the consideration being provided for the +securities

The Company proposed to issue 2,000,000 performance rights to each of the two Directors, for nil cash consideration, as a form of incentive in recognition of their efforts pertaining to the acquisition of the Eburnea Gold Project from Turaco Gold Ltd. The Performance Rights will expire 4 years from the date of issue and will only vest subject to the Company announcing a JORC Mineral Resource Estimate from the Eburnea Gold Project of greater than 500,000 ounces of gold reported at a lower cut-off grade of 0.5g/t gold. The issue is subject to shareholder approvals at a general meeting to be held on or around 27 August 2025.



Please provide an estimate of the AUD equivalent of the consideration being provided for the +securities

Will all the +securities issued in this class rank equally in all respects from their issue date?

Yes

Performance options/rights details

+Security currency	Exercise price	Expiry date
AUD - Australian Dollar	AUD 0.0000	29/8/2029

Details of the type of +security that will be issued if the option is exercised

SFM : ORDINARY FULLY PAID

Number of securities that will be issued if the option is exercised

Upon exercise, each Performance Right will convert into one fully paid ordinary share (ASX:SFM).

Please provide a URL link for a document lodged with ASX setting out the material terms of the +securities proposed to be issued or provide the information by separate announcement.

Refer to ASX announcement lodged on 3 July 2025.

Part 7C - Timetable

7C.1 Proposed +issue date

29/8/2025

Part 7D - Listing Rule requirements

7D.1 Has the entity obtained, or is it obtaining, +security holder approval for the entire issue under listing rule 7.1?
No

7D.1b Are any of the +securities proposed to be issued without +security holder approval using the entity's 15% placement capacity under listing rule 7.1?
No

7D.1c Are any of the +securities proposed to be issued without +security holder approval using the entity's additional 10% placement capacity under listing rule 7.1A (if applicable)?
No

7D.2 Is a party referred to in listing rule 10.11 participating in the proposed issue?
Yes

7D.3 Will any of the +securities to be issued be +restricted securities for the purposes of the listing rules?
No

7D.4 Will any of the +securities to be issued be subject to +voluntary escrow?
No



Part 7E - Fees and expenses

7E.1 Will there be a lead manager or broker to the proposed issue?

No

7E.2 Is the proposed issue to be underwritten?

No

7E.4 Details of any other material fees or costs to be incurred by the entity in connection with the proposed issue

None.

Part 7F - Further Information

7F.01 The purpose(s) for which the entity is issuing the securities

The Company is acquiring the Eburnea Gold Project from Turaco Gold Ltd and proposed issuing 2m shares and 2m performance rights to each of the two Directors as a form of incentive in recognition of their efforts pertaining to the Project.

7F.1 Will the entity be changing its dividend/distribution policy if the proposed issue proceeds?

No

7F.2 Any other information the entity wishes to provide about the proposed issue

Refer to ASX announcement lodged on 3 July 2025.

7F.3 Any on-sale of the +securities proposed to be issued within 12 months of their date of issue will comply with the secondary sale provisions in sections 707(3) and 1012C(6) of the Corporations Act by virtue of:

The publication of a cleansing notice under section 708A(5), 708AA(2)(f), 1012DA(5) or 1012DAA(2)(f)