



## NOTICE OF ANNUAL GENERAL MEETING AND NED RETIREMENT

**27 October 2023.** 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 2023 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; and
3. Proxy Form.

The Company also wishes to advise that Mr Warren Batt has notified the Company that he will not be standing for re-election as a Director of the Company at the upcoming Annual General Meeting. Mr Batt will therefore retire as a Director of the Company and its subsidiaries effective at the end of the Annual General Meeting. The Board thanks Mr Batt for his significant contributions.

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](mailto:admin@santanaminerals.com)

27 October 2023

Dear Shareholders,

The Annual General Meeting (Meeting) of Santana Minerals Limited (Santana) will be held at 2.30pm (Brisbane time) on 29 November 2023.

This year, the Board is pleased to be able to welcome shareholders to attend the Meeting in person at the offices of Piper Alderman, Level 26, Riparian Plaza, 71 Eagle Street, Brisbane, Qld, 4000.

The Board will also ensure access to those shareholders that want to continue to participate in the AGM virtually through the simultaneous online hosting of the AGM. This can be accessed live at <https://meetings.linkgroup.com/SMI23>.

Further information on how to participate virtually is set out in the Virtual Meeting Online Guide which is available at <https://santanaminerals.com/investors/investor-centre/>.

The Notice of Meeting, which sets out the full business to be considered at the Meeting, is available online at [www.santanaminerals.com](http://www.santanaminerals.com). As permitted by the Corporations Act 2001, Santana will not be dispatching physical copies of the Notice of Meeting. A copy of your proxy form is enclosed with this letter. If you are unable to attend the Meeting (either physically or virtually), you may appoint a proxy to vote for you at the meeting by lodging the Proxy form using one of the several lodgement methods as outlined on the form.

Santana Minerals Limited also provides for Shareholders to lodge their proxy votes online. To do that, Shareholders can log in to [www.linkmarketservices.com.au](http://www.linkmarketservices.com.au) using the holding details (SRN or HIN) that will be available on the personalised Proxy Form dispatched by the Registry. Once logged in, select Voting and follow the prompts to lodge your vote.

Proxy instructions must be received no later than 48 hours (2.30pm Brisbane time on 27<sup>th</sup> November 2023) before the commencement of the AGM.

For further information, please contact the Company Secretary by telephone on +61 7 3221 7501 or by email at [admin@santanaminerals.com](mailto:admin@santanaminerals.com)

On behalf of the Board, we look forward to welcoming you to the Meeting on 29<sup>th</sup> November 2023.

Yours sincerely

**Santana Minerals**

Craig McPherson  
Company Secretary

# **Santana Minerals Limited**

**ACN 161 946 989**

## **Notice of 2023 Annual General Meeting and Explanatory Memorandum**

Date of Meeting: Wednesday 29 November 2023

Time of Meeting: 2.30pm (AEST)

Place of Meeting: To be held at the offices of Piper Alderman,  
Level 26, Riparian Plaza,  
71 Eagle Street, Brisbane QLD 4000  
and online at <https://meetings.linkgroup.com/SMI23>

# Notice of Annual General Meeting

Notice is given that the Annual General Meeting of Shareholders of Santana Minerals Limited ACN 161 946 989 (**Company**) will be held physically at the offices of **Piper Alderman, Level 26, Riparian Plaza, 71 Eagle Street, Brisbane, Qld 4000** and online at <https://meetings.linkgroup.com/agm/SMI23> on **Wednesday 29 November 2023 at 2.30pm** (AEST).

The Meeting will be held as a hybrid meeting, with participation both in person and online using the virtual meeting technology of the Company's share registry, Link Market Services.

Shareholders who attend the Meeting online are taken to be present and will be able to ask questions and vote on Resolutions in real time.

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

This Notice of Meeting should be read in its entirety, together with the Explanatory Memorandum and the enclosed proxy form.

## Instructions for attendance at the Meeting Online

If attending the Meeting online, Link Market Services recommends logging into the online platform provided by Link Market Services at least 15 minutes prior to the schedule start time for the Meeting using the instructions below:

- Enter <https://meetings.linkgroup.com/SMI23> into a web browser on your computer or online device;
- Shareholders will need their SRN or HIN, which is printed at the top of the voting form; and
- Proxyholders will need their proxy code which Link Market Services will provide via email no later than 24 hours prior to the Meeting.

Shareholders electing to attend the Meeting online are requested to participate via the online platform provided by Link Market Services at <https://meetings.linkgroup.com/SMI23> or via the appointment of a proxy.

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 875 033 (inside Australia) or +61 2 9189 8867 (outside Australia) to register your participation and obtain the required access code.

Further information on how to participate and vote online is set out in the Online Meeting Guide. That Guide is available at <https://santanaminerals.com/investors/investor-centre/>, and has been lodged with the ASX, together with this Notice of Meeting.

## Financial Reports

To receive and consider the Company's Annual Report comprising the Directors' Report and Auditor's Report, Directors' Declaration, Consolidated Statement of Profit or 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 the Company for the financial year ended 30 June 2023. The Company's reports can be accessed on the Company's website at <https://santanaminerals.com/>.

# Notice of Annual General Meeting

## 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 2023 (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 the Company.

**Voting exclusion:** The Company will disregard any votes cast (in any capacity) on Resolution 1 by, or on behalf of, any person who is either a member of the Key Management Personnel, for whom details of their remuneration are included in the Remuneration Report, 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 as proxy for a person who is entitled to vote, and the appointment of the Chair as proxy:
  - (i) does not specify the way the proxy is to vote on this Resolution; and
  - (ii) expressly authorises the Chair 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, the Company 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 as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.

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

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

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

# Notice of Annual General Meeting

## ORDINARY BUSINESS

### 2. Resolution 2 – Re-Election of Mr Frederick (Kim) Bunting

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

*"That Mr Frederick Bunting, who retires by rotation under the Company's constitution and Listing Rule 14.4 and, being eligible, offers himself for re-election, is re-elected as a director."*

### 3. Resolution 3 – Election of Mr Peter Cook

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

*"That Mr Peter Cook, who was appointed as an additional director under the Company's constitution and Listing Rule 14.4 and, being eligible, offers himself for election, is elected as a director."*

### 4. Resolution 4 – Ratification of the issue of 24,800,000 Placement Shares

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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 24,800,000 Shares by way of Placement to sophisticated and professional investors at an issue price of \$0.625 per Share, in accordance with the terms set out in the Explanatory Memorandum, be ratified (**Placement**)."*

**Voting exclusion:** The Company will disregard any votes cast in favour of Resolution 4 by, or on behalf of, a person who received Shares pursuant to the Placement and any Associates of those persons. However, the Company need not disregard a vote cast in favour of Resolution 4 if it is cast by a person as 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 4 in that way, or it is cast by the Chair as proxy or attorney for a person who is entitled to vote, in accordance with a direction given to the Chair to vote as the Chair 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 4; and (b) the holder votes on Resolution 4 in accordance with directions given by the beneficiary to the holder to vote in that way.

### 5. Resolution 5 – Non-Executive Director remuneration pool

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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 10.17, clause 54.1(a) of the Company's constitution and for all other purposes, the total remuneration pool available for the remuneration to non-executive Directors of the Company, as remuneration for their services, be increased by \$250,000 from \$350,000 to \$600,000 per year."*

**Voting Exclusion:** The Company will disregard any votes cast in favour of Resolution 5 by, or on behalf of, a Director of the Company or any of their Associates. However, the Company need not disregard a vote cast in favour of Resolution 5 by a person as proxy or attorney for a person who is entitled to vote on Resolution 5, in accordance with directions given to the proxy or attorney to vote on Resolution 5 in that way, or the Chair as proxy or attorney for a person who is entitled to vote on Resolution 5, in accordance with a direction given to the Chair to vote on Resolution 5 as the Chair decides, or a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided that the following conditions are met: (a) the

# Notice of Annual General Meeting

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 5; and (b) the holder votes on Resolution 5 in accordance with directions given by the beneficiary to the holder to vote in that way.

The Company will disregard any votes cast on Resolution 5 by any person appointed as a proxy by any person who is either:

- (a) a member of the Key Management Personnel; or
- (b) a Closely Related Party of a member of the Key Management Personnel,

and the appointment does not specify the way the proxy is to vote on Resolution 5. However, this does not apply if:

- (a) the person is the Chair; and
- (b) the appointment expressly authorises the Chair to exercise the proxy even if Resolution 5 is connected directly or indirectly with the remuneration of a member of the Key Management Personnel for the Company.

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 as their proxy (including an appointment by default) are encouraged to direct the Chair as to how to vote on all Resolutions.

If the Chair is appointed, or is taken to have been appointed, as your proxy, you can direct the Chair to vote for, against or abstain from voting on Resolution 5 by marking the appropriate box opposite Resolution 5 on the Proxy Form.

However, if the Chair is your proxy and you do not direct the Chair how to vote, you will be deemed to have directed, and expressly authorised, the Chair to vote your proxy in favour of Resolution 5. This express authorisation acknowledges that the Chair may vote your proxy even though:

- (a) Resolution 5 is connected directly or indirectly with the remuneration of a member of the Key Management Personnel; or
- (b) the Chair may have an interest in Resolution 5.

## SPECIAL BUSINESS

### 6. Resolution 6 – Approval to issue an additional 10% of the fully paid ordinary issued capital of the Company over a 12 month period pursuant to Listing Rule 7.1A

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

*"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 fully paid ordinary issued capital of the Company (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 (**Placement Securities**)."*

**Voting exclusion:** The Company will disregard any votes cast in favour of Resolution 6 by, or on behalf of, any person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue, except a benefit arising solely from their capacity as a holder of Shares, and any of their respective Associates. However, the Company need not disregard a vote cast in favour of Resolution 6 if it is cast by a person as 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 6 in that way, or if it is cast by the Chair as proxy or attorney for a person who is

# Notice of Annual General Meeting

entitled to vote, in accordance with a direction given to the Chair to vote as the Chair 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 the resolution; and (b) the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way. However, 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 Listing Rule 7.1A. Therefore, as at the date of this Notice of Meeting, no existing Shareholders will be excluded from voting on Resolution 6.

By order of the Board  
Mr Craig McPherson  
Company Secretary  
Santana Minerals Limited  
27 October 2023



# Explanatory Memorandum

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

## **Voting and Attendance Entitlement**

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The Board has determined that those persons who are registered as holding Shares as at 7.00pm (AEDT) on 27 November 2023, 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.

Shareholders may vote by:

- (a) Attending the Meeting in person.
- (b) Attending the Meeting online by using the online platform (see 'Instructions for attendance at the Meeting Online' above). Online voting will open between the commencement of the Meeting at 2.30pm (AEST) on 29 November 2023 and the time at which the Chair announces the closure of voting.
- (c) Appointing a proxy to attend and vote on your behalf, using the enclosed proxy form.

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 register will be counted.

## **Action to be Taken by Shareholders**

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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, the Chair intends to vote those proxies in favour of the Resolutions. The Chair 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 on 27 November 2023** to:

(a) if online:  
<https://investorcentre.linkgroup.com/>

(b) if by fax: on +61 2 9287 0309; or

(c) if by mail:

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

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.

## **Corporate Representatives**

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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**

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All Resolutions will be determined by way of a poll and as such, every Shareholder shall have one vote for every Share registered in their name as at 7.00pm (AEDT) on 27 November 2023.

## **Required Majority**

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Each of Resolutions 1 to 5 (inclusive) are Ordinary Resolutions, requiring a simple majority of the votes cast by Shareholders entitled to vote on them.

Resolution 6 is a Special Resolution, requiring at least 75% of the votes cast by Shareholders entitled to vote on Resolution 6.

# Explanatory Memorandum

## **General**

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All Shareholders are invited to attend the Meeting (either in person or online) 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.

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.

# Explanatory Memorandum

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.

## **Resolution 1 – Remuneration Report**

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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 in the Directors' Report section of the Annual Report at pages 33 to 37 (inclusive), for the period ending 30 June 2023. The Annual Report is available to download on the Company's website, <https://santanaminerals.com/>.

The Remuneration Report:

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

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

At the 2022 Annual General Meeting of the Company, more than 99% 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 the Company.

## **Resolution 2 – Re-Election of Mr Frederick (Kim) Bunting**

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Clause 51.1(b) of the Company's constitution (**Constitution**) provides that any director for whom it would be the third annual general meeting since their last appointment automatically retires at the end of that meeting.

Mr Bunting was appointed as a Director of the Company on 3 November 2020 and retires in accordance with clause 51.1(b) of the Constitution, on the basis that the Meeting will be the third annual general meeting since his last appointment. His qualifications are set out below:

# Explanatory Memorandum

Mr Bunting graduated with a Bachelor of Science from Auckland University NZ in 1971 and with Master of Science from Rhodes University South Africa in 1977. Mr Bunting is an experienced geologist with 48 years of exploration experience, including initiating the Company's Bendigo-Ophir project in New Zealand.

The Directors (Mr Bunting abstaining) consider Mr Bunting to be an independent director. The Directors (Mr Bunting abstaining) 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 intends to vote all undirected proxies in favour of Resolution 2.

## **Resolution 3 –Election of Mr Peter Cook**

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Clause 50.1 of the Constitution provides that the Directors may appoint any person as a Director to fill a casual vacancy or as an addition to the existing Directors. A Director appointed under clause 50.1 of the Constitution holds office until the end of the next annual general meeting of the Company, at which the Director may be re-elected.

Mr Cook was appointed as an additional Director of the Company on 23 October 2023. Accordingly, Mr Cook holds office only until the end of the Meeting and offers himself for election to the Board. His qualifications are set out below:

Mr Cook is a geologist BSc (App Geol 1983), mineral economist (MSc Min Econ 1995 WASM) and highly experienced veteran of the Australian resource sector. Mr Cook has substantial experience in the exploration, development, mining, construction, permitting and financing of development projects within Australia as well as the corporate management of listed public entities. He is currently the chairman of various ASX listed companies, including NiCo Resources Limited, Castile Resources Limited and Titan Minerals Limited.

The Directors (Mr Cook abstaining) consider Mr Cook to be an independent director.

The Directors (Mr Cook abstaining) recommend that Shareholders vote in favour of Resolution 3 and advise that they intend to vote any Shares that they own or control in favour of Resolution 3.

## **The Chair intends to vote all undirected proxies in favour of Resolution 3 Resolution 4 – Ratification of the issue of 24,800,000 Placement Shares**

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### **Background**

On 5 May 2023, the Company announced that it had received commitments to issue 24,800,000 Shares pursuant to an oversubscribed placement to sophisticated, professional and institutional investors, at an issue price of \$0.625 per Share (**Placement Shares**) to raise \$15.5 million (**Placement**).

Funds raised from the Placement have been and will be applied to exploration and infill drilling, technical studies, environmental studies at the Bendigo-Ophir Gold Project in New Zealand and for general working capital purposes (including the costs of the offer).

The Placement Shares were issued without Shareholder approval under the Company's existing placement capacities as follows:

# Explanatory Memorandum

- (a) 10,000,000 Placement Shares were issued under the Company's existing placement capacity as provided for by Listing Rule 7.1; and
- (b) 14,800,000 Placement Shares were issued under the Company's existing placement capacity as provided for by Listing Rule 7.1A.

Listing Rule 7.1 provides that an entity must not, subject to certain exemptions, issue or agree to issue more Equity Securities during any 12-month period, than the amount which represents 15% of the number of fully paid ordinary securities on issue at the commencement of that 12-month period (**15% Limit**) without Shareholder approval.

Listing Rule 7.1A provides that an Eligible Entity may seek approval from its members by way of a Special Resolution passed at its annual general meeting, to increase this 15% Limit by an extra 10%. This means that during the relevant 12 month period the Eligible Entity can issue up to 25% of the fully paid ordinary securities that it had on issue at the start of the relevant 12 month period.

Listing Rule 7.4 permits Shareholders to ratify a previous issue of Equity Securities in a general meeting, and provided that the previous issue did not breach Listing Rule 7.1 when it was made, those securities will be deemed to have been made with Shareholder approval for the purposes of Listing Rule 7.1. This will mean that the Placement Shares will not be deducted from the Company's placement capacity under Listing Rule 7.1 and 7.1A.

The issue of the Placement Shares has depleted all of the Company's available capacity under Listing Rules 7.1 and 7.1A to issue new Equity Securities.

Accordingly, the Company now seeks Shareholder approval to ratify the issue of the Placement Shares in accordance with Listing Rule 7.4.

If Resolution 4 is passed, the 24,800,000 Placement Shares will be excluded in calculating the Company's capacity limit pursuant to Listing Rules 7.1 and 7.1A. Therefore, the Company will retain the flexibility to issue Equity Securities to the 25% placement capacity without the requirement to obtain prior Shareholder approval in the relevant period.

If Resolution 4 is not passed, the 24,800,000 Placement Shares will be included in calculating the Company's capacity limit pursuant to Listing Rules 7.1 and 7.1A. This means that if Resolution 4 is not passed, the Company will have no flexibility to utilise its capacity under Listing Rules 7.1 and 7.1A to take advantage of any commercial opportunities as they may arise.

For the purposes of Listing Rule 7.5, the following information is provided in respect of Resolution 4:

<b>Names of allottees</b>	<p>The Placement Shares were issued to various professional and sophisticated investors selected by the Company in consultation with lead managers, Bell Potter Securities Limited and Euroz Hartleys Limited (<b>Lead Managers</b>).</p> <p>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 participated in the Placement.</p>
<b>Number and class of securities issued</b>	<p>The Company issued 24,800,000 Shares pursuant to the Placement.</p> <p>The Placement Shares rank, from their date of issue, equally with all other</p>

# Explanatory Memorandum

	Shares on issue.
<b>Date of issue</b>	The Placement Shares were issued on 12 May 2023.
<b>Issue Price</b>	The issue price for the Placement Shares was \$0.625 per Share.
<b>Purpose and use of Funds</b>	The funds raised from the Placement have been and will be applied to exploration and infill drilling, technical studies, environmental studies at the Bendigo-Ophir Gold Project in New Zealand and for general working capital purposes (including the costs of the offer).
<b>Material terms of agreement</b>	The relevant agreement provided that the issue price of Placement 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 4 and advise that they intend to vote any Shares that they own or control in favour of Resolution 4.

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

## Resolution 5 – Non-Executive Director remuneration pool

Clause 54.1(a) of the Constitution provides that the fees payable to non-executive Directors shall be a fixed sum as the general meeting determines. Additionally, ASX Listing Rule 10.17 provides that a Company must not increase the total aggregate amount of fees payable to its non-executive Directors (**Remuneration Pool**) without the approval of its Shareholders.

Presently, the Remuneration Pool is set at \$350,000.

Shareholder approval is being sought to increase the Remuneration Pool to \$600,000 per annum, representing a \$250,000 increase in the Remuneration Pool.

The current Remuneration Pool was set at the Company's annual general meeting held on 30 November 2020 with Shareholder approval. The Company pays Board and superannuation contributions to the non-executive Directors out of this Remuneration Pool.

Details of the amounts paid to each Director for the year ended 30 June 2023 are set out in the Remuneration Report section of the Annual Report.

For the purposes of Listing Rule 10.17, the Company has issued the following Equity Securities in the form of Shares to non-executive Directors under Listing Rules 10.11 or 10.14 in the 3 years before the date of this Notice:

Recipient	# of Shares	Issue Date	Acquisition Price
Norman Seckold <sup>(1)</sup>	900,000	3 November 2020	\$0.20
Anthony McDonald	300,000	3 November 2020	\$0.20
Anthony McClure <sup>(2)</sup>	300,000	3 November 2020	\$0.20

Notes:

(1) Mr Seckold resigned on 16 May 2023; and

(2) Mr McClure resigned on 16 December 2020.

# Explanatory Memorandum

The Board considers that this increase in the Remuneration Pool is necessary to provide for increases to the remuneration payable to the non-executive Directors and any additional non-executive Directors who might join the Board, to reflect the appropriate level of remuneration required to attract and retain directors with the necessary skills and experience for the Board. The Board periodically reviews Director fees.

If Resolution 5 is passed, the Remuneration Pool will be increased and the Company will have greater capacity to remunerate its Directors.

If Resolution 5 is not passed, the Remuneration Pool will not change and the aggregate amount payable to all Directors will not increase. This may limit the ability of the Company to attract and/ or retain suitably qualified and experienced Directors.

It is important to note that whilst the Company is seeking approval to increase the maximum amount that may potentially be payable to non-executive Directors, the Board anticipates that the maximum payment limit will not be reached in the short term.

Given the interests of the Directors in Resolution 5, the Directors make no recommendation in relation to Resolution 5.

## **Resolution 6 – Approval to issue an additional 10% of the fully paid ordinary issued capital of the Company 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 fully paid ordinary 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 the Company's 15% placement capacity under Listing Rule 7.1.

The Company 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 6 seeks Shareholder approval to have the ability to issue Equity Securities pursuant to the 10% Additional Placement Capacity.

If Resolution 6 is passed, the Directors will be able to issue Equity Securities in the Company for up to 10% of the Company'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 6 is not passed, the Directors will be unable to issue Placement Securities under the Company's 10% Additional Placement Capacity and the Company will be unable to raise funds using the Company's 10% Additional Placement Capacity.

Resolution 6 is a Special Resolution. Accordingly, at least 75% of votes cast by Shareholders present and eligible to vote at the Meeting must be in favour of Resolution 6 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 6:

<b>Period of approval</b>	The Placement Securities may be issued under the 10% Additional Placement Capacity commencing on the date of the General Meeting and expiring on the first to occur of the following:
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# Explanatory Memorandum

	<p>(a) the date that is 12 months after the date of the General Meeting;</p> <p>(b) the time and date of the Company's next annual general meeting; and</p> <p>(c) the time and date of the approval by Shareholders of any transaction under Listing Rules 11.1.2 or 11.2.</p>										
<b>Minimum price</b>	<p>The minimum price at which the Placement Securities (which must be in an existing quoted class of the Company's Equity Securities and issued for cash consideration) may be issued is 75% of the volume weighted average market price of Equity Securities in the same class, calculated over the 15 Trading Days on which trades in that class were recorded immediately before:</p> <p>(a) the date on which the price at which the relevant Placement Securities are to be issued is agreed by the entity and the recipient of the relevant Placement Securities; or</p> <p>(b) if the relevant Placement Securities are not issued within 10 Trading Days of the date in paragraph (a) above, the date on which the relevant Placement Securities are issued.</p>										
<b>Use of funds</b>	<p>The Company may issue Placement Securities under the 10% Additional Placement Capacity for cash consideration, which the Company intends to use to progress its exploration and development assets and general working capital (including payment of expenses associated with the issue of Placement Securities).</p>										
<b>Risk of economic and voting dilution</b>	<p>Any issue of Placement Securities under the 10% Additional Placement Capacity will dilute the economic and voting interests of Shareholders who do not receive any Equity Securities under the issue. If Resolution 6 is approved by Shareholders and the Company issues the maximum number of Equity Securities available under the 10% Additional Placement Capacity, the economic and voting dilution of existing Shares would be as shown in the table below.</p> <p>Shareholders should note that there is a risk that:</p> <p>(a) the market price for the Company's Equity Securities may be significantly lower on the issue date of any Placement Securities than on the date of the General Meeting; and</p> <p>(b) the Placement Securities may be issued at a price that is at a discount to the market price for the Company's Equity Securities on the date of issue,</p> <p>which may have an effect on the amount of funds raised by the issue of the Placement Securities.</p> <p>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:</p> <table><tr><th rowspan="3">Listing Rule 7.1A.2</th><th colspan="3">Dilution</th></tr><tr><th>\$0.265</th><th>\$0.530</th><th>\$0.795</th></tr><tr><th>50% decrease in Market Price</th><th>Market Price</th><th>100% increase in Market Price</th></tr></table>	Listing Rule 7.1A.2	Dilution			\$0.265	\$0.530	\$0.795	50% decrease in Market Price	Market Price	100% increase in Market Price
Listing Rule 7.1A.2	Dilution										
	\$0.265		\$0.530	\$0.795							
	50% decrease in Market Price	Market Price	100% increase in Market Price								



# Explanatory Memorandum

	<b>Current Issued Capital</b>	10% voting dilution	17,669,120	17,669,120	17,669,120
	176,691,198	Funds raised	\$4,682,317	\$9,364,634	\$14,046,950
	<b>50% increase in current issued capital</b>	10% voting dilution	26,503,680	26,503,680	26,503,680
	265,036,797	Funds raised	\$7,023,475	\$14,046,950	\$21,070,426
	<b>100% increase in current issued capital</b>	10% voting dilution	35,338,240	35,338,240	35,338,240
	353,382,396	Funds raised	\$9,364,634	\$18,729,267	\$28,093,901
	<p>The table above uses the following assumptions:</p> <ul style="list-style-type: none"> <li>(a) Resolution 6 is passed.</li> <li>(b) The current Shares on issue are the Shares on issue as at 23 October 2023.</li> <li>(c) The Share price set out above is the closing price of the Shares on the ASX on 23 October 2023.</li> <li>(d) The Company issues the maximum possible number of Equity Securities under the 10% Additional Placement Capacity.</li> <li>(e) The above table only shows the dilutionary effect based on the 10% Additional Placement Capacity under Listing Rule 7.1A and not the 15% issue under Listing Rule 7.1.</li> <li>(f) The 10% voting dilution reflects the aggregate percentage dilution against the issued share capital at the time of issue.</li> <li>(g) The issued capital has been calculated in accordance with the formula in Listing Rule 7.1A(2) as at 23 October 2023 and as provided for by the assumptions.</li> <li>(h) 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).</li> <li>(i) No Options or Rights are exercised into Shares before the date of the issue of the Equity Securities under Listing Rule 7.1A.</li> <li>(j) 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.</li> <li>(k) Only Shares will be issued under the 10% Additional Placement Capacity.</li> </ul>				
<b>Allocation policy</b>	The allottees of the Placement Securities to be issued under the 10% Additional Placement Capacity have not yet been determined. However, the allottees of Placement Securities could consist of current Shareholders or				

# Explanatory Memorandum

	<p>new investors (or both), none of whom will be related parties or Associates of a related party of the Company.</p> <p>The Company will determine the allottees at the time of the issue under the 10% Additional Placement Capacity, having regard to the following factors:</p> <ul style="list-style-type: none"> <li>(a) the purpose of the issue;</li> <li>(b) alternative methods for raising funds available to the Company at that time, including, but not limited to, an entitlement issue or other offer where existing Shareholders may participate;</li> <li>(c) the effect of the issue of the Placement Securities on the control of the Company;</li> <li>(d) the Company's circumstances, including, but not limited to, its financial position and solvency;</li> <li>(e) prevailing market conditions; and</li> <li>(f) advice from corporate, financial and broking advisers (if applicable).</li> </ul>
<p><b>Total number of Equity Securities issued or agreed to be issued in the 12 months preceding the date of the Meeting under Listing Rule 7.1A.2</b></p>	<p>In the twelve months before the scheduled date of the Meeting, there were 14,800,000 Equity Securities issued or agreed to be issued under Listing Rule 7.1A.2, being 10% of the total number of Equity Securities on issue on the date that is twelve months before the scheduled date of the Meeting.</p> <p>These 14,800,000 Equity Securities are the subject of Resolution 4 and were issued as follows:</p> <ul style="list-style-type: none"> <li>(a) <b>allottees:</b> various professional and sophisticated investors selected by the Company in consultation with lead managers, Bell Potter Securities Limited and Euroz Hartleys Limited.</li> <li>(b) <b>number and class:</b> 14,800,000 fully paid ordinary shares.</li> <li>(c) <b>Issue price:</b> \$0.625 per Share.</li> <li>(d) <b>total cash considered received:</b> \$9,250,000.</li> <li>(e) <b>use of funds and anticipated use of remaining funds:</b> Of the funds raised, approximately \$2,380,000 of these funds have been spent on exploration and infill drilling, technical studies, environmental studies at the Bendigo-Ophir Gold Project in New Zealand and for general working capital purposes. Of the funds raised, the remaining funds, of approximately \$6,870,000, will be used for the same purpose.</li> </ul>

As at the date of this Notice of Meeting, the Company does not have any intention to issue any Equity Securities under Listing Rule 7.1A which has not previously been disclosed.

The Directors unanimously recommend that Shareholders vote in favour of Resolution 6 and advise that they intend to vote any Shares that they own or control in favour of Resolution 6.

The Chair intends to vote all undirected proxies in favour of Resolution 6.

Any inquiries in relation to the Resolutions or the Explanatory Memorandum should be directed to Craig McPherson (Company Secretary): Level 1, 371 Queen Street, Brisbane QLD 4000 Ph: 3221 7501

# Explanatory Memorandum

## 7. Glossary

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**10% Additional Placement Capacity** means the equity securities issued by the Company pursuant to Listing Rule 7.1A.

**Advisory Resolution** means a Resolution which, the result of voting by Shareholders, does not bind the Company.

**AEST** means Australian Eastern Standard Time.

**Associate** has the meaning given to that term in the Corporations Act.

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

**Board** means the board of Directors of the Company.

**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 the Company;
- (e) a company the member controls; or
- (f) a person prescribed by the regulations for the purpose of the above definition.

**Company** means Santana Minerals Limited ACN 161 946 989.

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

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

**Directors' Report** means the document entitled 'Directors' Report' contained within pages 30 to 41 (inclusive) of the Annual Report.

**Eligible Entity** has the meaning given to that term in the Listing Rules.

**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 annual general meeting of the Company to be convened by the Notice of Meeting.

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

**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.

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

**Placement Securities** means Equity Securities issued pursuant to the Company's 10% Additional Placement Capacity.

**Related Party** has the meaning given to that term in the Listing Rules.

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

# Explanatory Memorandum

**Remuneration Report** means the section of the Directors' Report in the Annual Report dealing with the remuneration of the Company's Directors, Company Secretary and senior executives described as 'Remuneration Report'.

**Rights** means a performance right issued to acquire Shares in the Company.

**Shareholder** means a holder of a Share.

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

**Special Resolution** means a resolution:

- (a) of which notice has been given as set out in paragraph 249L(1)(c) of the Corporations Act; and
- (b) passed by at least 75% of the votes cast by members entitled to vote on the Resolution.

**Trading Days** means has the meaning given to that term in the Listing Rules.

## LODGE YOUR VOTE



### ONLINE

<https://investorcentre.linkgroup.com>



### 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



**X999999999999**

## 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 and email of the person or body corporate you are appointing as your proxy. An email will be sent to your appointed proxy with details on how to access the virtual meeting.

Name

Email

or failing the person or body corporate named, or if no person or body corporate is named, the Chairman of the Meeting, as my/our proxy to act on my/our behalf (including to vote in accordance with the following directions or, if no directions have been given and to the extent permitted by the law, as the proxy sees fit) at the Annual General Meeting of the Company to be held at **2:30pm (AEST) on Wednesday, 29 November 2023 (the Meeting)** and at any postponement or adjournment of the Meeting.

The Meeting will be conducted as a hybrid meeting to be held at **the offices of Piper Alderman, Level 26, Riparian Plaza, 71 Eagle Street, Brisbane QLD 4000** and online at **<https://meetings.linkgroup.com/SMI23>** (refer to details in the Virtual Meeting Online Guide).

**Important for Resolutions 1 & 5:** If the Chairperson 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 Chairperson of the Meeting to exercise the proxy in respect of Resolutions 1 & 5, even though the Resolutions are connected directly or indirectly with the remuneration of a member of the Company's Key Management Personnel (**KMP**).

**The Chairman of the Meeting intends to vote 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 Remuneration Report

For Against Abstain\*

<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
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5 Non-Executive Director remuneration pool

For Against Abstain\*

<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
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2 Re-Election of Mr Frederick (Kim) Bunting

<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
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6 Approval to issue an additional 10% of the fully paid ordinary issued capital of the Company over a 12 month period pursuant to Listing Rule 7.1A

<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
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3 Election of Mr Peter Cook

<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
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4 Ratification of the issue of 24,800,000 Placement Shares

<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)

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Sole Director and Sole Company Secretary

Director/Company Secretary (Delete one)

Director

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

**SMI PRX2301N**

## 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 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, including where the Resolutions are 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](mailto: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](http://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 **2:30pm (AEST) on Monday, 27 November 2023**, 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

<https://investorcentre.linkgroup.com>

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" - Shareholder 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 <https://investorcentre.linkgroup.com> 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)