

25 September 2024

## Notice of General Meeting

---

Santana Minerals Limited (Santana, ASX/NZX:SMI or the Company) is pleased to attach a copy of the following documents in relation to a General Meeting of Shareholders to be held on 24 October 2024 at 9.00am (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 Forms for both ASX and NZX registered holders.

Ends.

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)



25 September 2024

Dear Shareholders,

Santana Minerals Limited (**SMI**) will be holding a General Meeting (GM) which will be held at 9am (Brisbane time) on 24th of October 2024.

The Board is pleased 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 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, 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 for both the **ASX & NZX** can log in to [www.linkmarketservices.com.au](http://www.linkmarketservices.com.au) using the holding details (**SRN, HIN, CRN or HRN**) 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 (9am Brisbane time on 22<sup>nd</sup> of October 2024) before the commencement of the GM.

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

On behalf of the Board, we look forward to welcoming you to the Meeting on 24<sup>th</sup> October 2024.

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: 24 October 2024  
Time of Meeting: 9:00am (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 the 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 24 October at 9:00am (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 – Approval for Split of Securities**

---

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

*“That, for the purpose of section 254H of the Corporations Act, Listing Rule 7.22.2 and for all other purposes, approval is given for the Company to subdivide its issued capital on the basis that:*

- a) every one fully paid ordinary share be subdivided into three fully paid ordinary shares;*
- b) every one option be subdivided into three options with the exercise price amended in inverse proportion to that ratio; and*
- c) every one performance share be subdivided into three performance shares, on the terms and conditions set out in the Explanatory Statement.”*

### **2. Resolution 2 – Approval to issue 360,000 Performance Rights to Mr Damian Spring (or his nominated Associate)**

---

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

*“That, for the purposes of Listing Rule 10.14, sections 195(4), 208 and 200E of the Corporations Act and for all other purposes, the issue of up to 360,000 Performance Rights to Mr Damian Spring (or his nominated Associate) pursuant to the Plan and the terms set out in the Explanatory Memorandum, be approved.”*

### **3. Resolution 3 – Approval to issue 270,000 Performance Rights to Mr Sam Smith (or his nominated Associate)**

---

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

*“That, for the purposes of Listing Rule 10.14, sections 195(4), 208 and 200E of the Corporations Act and for all other purposes, the issue of up to 270,000 Performance Rights to Mr Sam Smith (or his nominated Associate) pursuant to the Plan and the terms set out in the Explanatory Memorandum, be approved.”*

### **4. Resolution 4 – Approval to issue 135,000 Performance Rights to Mr Peter Cook (or his nominated Associate)**

---

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

*“That, for the purposes of Listing Rule 10.14, sections 195(4), 208 and 200E of the Corporations Act and for all other purposes, the issue of up to 135,000 Performance Rights to Mr Peter Cook (or his nominated Associate) pursuant to the Plan and the terms set out in the Explanatory Memorandum, be approved.”*

# Notice of General Meeting

## 5. Resolution 5 – Approval to issue 135,000 Performance Rights to Mr Kim Bunting (or his nominated Associate)

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

*“That, for the purposes of Listing Rule 10.14, sections 195(4), 208 and 200E of the Corporations Act and for all other purposes, the issue of up to 135,000 Performance Rights to Mr Kim Bunting (or his nominated Associate) pursuant to the Plan and the terms set out in the Explanatory Memorandum, be approved.”*

### **Voting Exclusion Statements (Resolutions 2-5) – Listing Rule 10.14**

The Company will disregard any votes cast in favour of Resolutions 2-5 by or on behalf of:

- (a) a person referred to in Listing Rules 10.14.1, 10.14.2 or 10.14.3 who is eligible to participate in the Plan; or
- (b) an Associate of those persons.

However, this does not apply to a vote cast in favour of Resolution 2-5 by:

- (a) a person as proxy or attorney for a person who is entitled to vote on the relevant Resolution, in accordance with directions given to the proxy or attorney to vote on the Resolution in that way; or
- (b) the Chair as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the Chair to vote on the Resolution as the Chair decides; or
- (c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
  - (i) 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
  - (ii) the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

### **Voting Restriction pursuant to Section 250BD of the Corporations Act**

As each of Resolutions 2-5 are connected directly or indirectly with the remuneration of a member of Key Management Personnel (**KMP**) of the Company, pursuant to section 250BD of the Corporations Act, a person must not cast a vote, and the Company will disregard any votes cast on Resolution 2-5 by:

- (a) any member of the KMP of the Company; or
- (b) a Closely Related Party of such KMP of the Company,

who is appointed as a Shareholder's proxy, on the basis of that appointment, where the Shareholder does not direct in writing the way the proxy is to vote on the relevant Resolution.

However, the Company need not disregard a vote if it is cast by the Chair as proxy for a person who is entitled to vote, where the Shareholder does not direct in writing the way the proxy is to vote on the Resolution, if the appointment of proxy expressly authorises the Chair to exercise the proxy even if the Resolution is connected directly or indirectly with the remuneration of a member of the KMP of the Company.

### **Voting Exclusion Statements (Resolutions 2-5) – Sections 200E and 224 of the Corporations Act**

A person must not cast a vote, and the Company will disregard any votes cast, (in any capacity) on Resolutions 2-5 by or on behalf of:

- (a) the relevant Director the subject of the Resolution; or
- (b) an Associate of such a Director.

# Notice of General Meeting

However, this does not apply to a vote cast on Resolution 2-5 by:

- (a) a person as a proxy appointed in writing that specifies how the proxy is to vote on the Resolution; and
- (b) it is not cast on behalf of the relevant Director the subject of the Resolution or an Associate of such a person.

## **Voting Intention of the Chair**

Shareholders should be aware that any undirected proxies given to the Chair will be cast in favour of Resolutions 2-5 by the Chair, subject to compliance with the Corporations Act. In exceptional circumstances, the Chair may change his/her voting intention on any Resolution, in which case an ASX announcement will be made. Further details, in relation to the ability of the Chair to vote on undirected proxies are set out in the accompanying proxy form.

## **6. Resolution 6 – Ratification of the issue of 27,139,288 Placement 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 27,139,288 Shares by way of Placement to sophisticated and professional investors at an issue price of \$1.15 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 6 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 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 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 6; and (b) the holder votes on Resolution 6 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  
25 September 2024

# 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 6:00pm (AEST) on 22 October 2024, 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, 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 9:00am (AEST) on 22 October 2024 to:

- (a) if by fax: on +61 02 9287 0309
- (b) if online: [www.linkmarketservices.com.au](http://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, Level 12, 680 George Street, Sydney NSW 2000.

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 6:00pm (AEST) on 22 October 2024.

## **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

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.

## **Resolutions 1 – Approval for Split of Securities**

---

### **Overview**

Section 254H of the Corporations Act and clause 7 of the Constitution provide that the Company may, by ordinary resolution passed at a general meeting, convert all or any of its Shares into a larger number of Shares (**Share Split**). Listing Rule 7.22.2 also provides that where Shares are converted into a larger number, the Company must subdivide all Options and Performance Rights on issue in the same ratio as its share capital and must amend the exercise price in inverse proportion to that ratio.

Resolution 1 seeks Shareholder approval for the subdivision of the Company's issued share capital on the basis that every one Share be subdivided into three Shares and the Options and Performance Rights on issue be adjusted in accordance with the Listing Rules.

### **Effect of Resolution 1 on the Company's capital structure**

The table below illustrates the effect of Resolution 1 on the Company's share capital, assuming that Resolution 1 is passed:

	<b>Pre-Share Split</b>	<b>Post-Share Split</b>
<b>Shares</b>	206,525,990	619,577,970
<b>Options</b>	39,461,349	118,384,047
<b>Performance Rights</b>	363,176	1,089,528
<b>TOTAL</b>	<b>246,350,515</b>	<b>739,051,545</b>

The Share Split will not involve the payment or distribution of any amounts to Shareholders and will not affect the Company's paid up capital. Immediately after the Share Split, a Shareholder will hold the same proportion of the Company's share capital and net assets as before the Share Split. The current rights attaching to Shares, Options and Performance Rights will not be affected by the Share Split.

Following the Share Split, the price for each Share may decrease to one third of its current price following the commencement of trading on a deferred settlement basis of the Shares on ASX. However, the extent of this reduction in the price for each Share will depend on various factors and market conditions.



# Explanatory Memorandum

## Fractional entitlements

Fractions of Shares, Options or Performance Rights resulting from the passing of Resolution 1 will be rounded up to the nearest whole number. Shares resulting from the rounding up will be issued as fully paid up. Options and Performance Rights will be issued on the same terms (including performance criteria in respect of Performance Rights).

## Treatment of Options and Performance Rights

In accordance with Listing Rule 7.22.2 and the terms of the existing Options, the Company must amend the exercise price in inverse proportion to that ratio. The result and effect on the exercise prices will be as follows:

Option Class and Expiry Date	Pre-Share Split	Post-Share Split
OPTION EXPIRING 11-DEC-2026	\$0.9375	\$0.3125
OPTION EXPIRING 23-JAN-2026	\$0.9375	\$0.3125
OPTION EXPIRING 03-NOV-2024	\$0.30	\$0.10
OPTION EXPIRING 23-JAN-2026	\$0.885	\$0.295
OPTION EXPIRING 28-FEB-2025	\$1.08	\$0.36
OPTION EXPIRING 23-OCT-2026	\$0.667	\$0.2223

## Reasons for Share Split

The intent is to help achieve a greater level of liquidity available to all investors. The Board considers that the Share Split will benefit Shareholders by assisting in achieving that objective and increasing the liquidity and affordability of Shares.

## Holding Statements

The Share Split will take effect on the passing of Resolution 1. As from the effective date of the Share Split, all holding statements for Shares, Options and Performance Rights will cease to have any effect, except as evidence of entitlement to a certain number of Shares, Options and Performance Rights post Share Split. After the Share Split becomes effective, the Company will dispatch a notice to Shareholders, Option holders and Performance Rights holders advising them of the number of Shares, Options and Performance Rights held by them respectively, both before and after the Share Split. The Company will also arrange for new holding statements to be issued.

## Timetable

Event	Date
Company announces Share Split and issues Appendix 3A.3 and NZX corporate action notice released on the NZX and ASX.	25 September 2024
Date of Meeting of Shareholders	24 October 2024
Effective date of Share Split	24 October 2024
Last day for trading in pre-Share Split Securities on ASX Trading begins in subdivided Shares on a T+2 basis on NZX	25 October 2024
<b>Ex-Date</b> - First day of trading in subdivided Shares (on deferred settlement basis) on ASX.	28 October 2024
<b>Record date.</b>	29 October 2024
<b>Implementation date.</b>	30 October 2024
Last day for sending shareholding statements to Shareholders	5 November 2024
Normal trading in subdivided Shares on a T + 2 basis resumes on ASX.	6 November 2024

# Explanatory Memorandum

## Directors' Recommendation

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

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

## **Resolutions 2 to 5 – Approval to issue Performance Rights to certain Directors**

---

***Information pertaining to Resolutions 2 to 5 has been presented on the basis that Resolution 1 (Approval for Split of Securities) is approved by shareholders at the Meeting. If Resolution 1 is not approved by shareholders at the Meeting, then the number of Performance Rights issued will be one third of those amounts presented below.***

Resolutions 2 to 5 seek Shareholder approval for the purpose of ASX Listing Rule 10.14, sections 195(4), 208 and 200E of the Corporations Act and all other purposes, to issue a total of 900,000 Performance Rights to certain Directors, or their nominated Associates, pursuant to the terms of the Plan and as part of their long-term incentive arrangements.

Details of the proposed issue of Performance Rights follows:

- (a) up to 360,000 Performance Rights to Mr Damian Spring or his nominated Associate, comprising:
  - (1) 120,000 (**Tranche 1 Performance Rights**);
  - (2) 120,000 (**Tranche 2 Performance Rights**); and
  - (3) 120,000 (**Tranche 3 Performance Rights**);
- (b) up to 270,000 Performance Rights to Mr Sam Smith or his nominated Associate, comprising:
  - (1) 90,000 (**Tranche 1 Performance Rights**);
  - (2) 90,000 (**Tranche 2 Performance Rights**); and
  - (3) 90,000 (**Tranche 3 Performance Rights**);
- (c) up to 135,000 Performance Rights to Mr Peter Cook or his nominated Associate, comprising:
  - (1) 45,000 (**Tranche 1 Performance Rights**);
  - (2) 45,000 (**Tranche 2 Performance Rights**); and
  - (3) 45,000 (**Tranche 3 Performance Rights**);
- (d) up to 135,000 Performance Rights to Mr Kim Bunting or his nominated Associate, comprising:
  - (1) 45,000 (**Tranche 1 Performance Rights**);
  - (2) 45,000 (**Tranche 2 Performance Rights**); and
  - (3) 45,000 (**Tranche 3 Performance Rights**).

# Explanatory Memorandum

## Summary of material terms of the Performance Rights

The Performance Rights will automatically convert into Shares on 31 December 2026 (**Vesting Date**), subject to satisfaction of the performance conditions summarised below (**Performance Conditions**). The Performance Rights will be issued for nil consideration and will not be listed.

A summary of the material terms of the Plan is set out in Appendix A of this Explanatory Memorandum.

The Performance Conditions are as follows:

<b>Tranche</b>	<b>Performance Condition</b>
<b>Tranche 1 Performance Rights</b>	The Company having obtained all necessary permits and approvals to commence mining operations at the Bendigo Ophir Project on or before 5:00pm on 31 December 2025.
<b>Tranche 2 Performance Rights</b>	The Company having obtained project funding and having commenced development activities in respect of Bendigo Ophir Project before 5:00pm on 31 December 2026.
<b>Tranche 3 Performance Rights</b>	The Company's Shares having traded above \$0.667 (on the basis Resolution 1 is passed at the Meeting) on the ASX market for a period of at least ten(10 consecutive trading days.

Performance Rights also lapse automatically if the relevant individual has ceased to be employed or engaged as a Director at the time the relevant Performance Condition is satisfied (or waived).

In addition to the above, both the Performance Rights:

- are not transferrable and will not be quoted;
- do not confer any right to vote, except as otherwise required by law;
- do not confer any entitlement to a dividend;
- do not confer any right to a return of capital, whether in a winding up, upon a reduction of capital or otherwise;
- do not confer any right to participate in the surplus profit or assets of the Company upon a winding up; and
- do not confer any right to participate in new issues of securities such as bonus issues or entitlement issues.

# Explanatory Memorandum

## **Listing Rule 10.14**

Listing Rule 10.14 states that a company must not issue or agree to issue Equity Securities under an employee incentive scheme (such as the Plan) to a Director or their Associates without the Shareholder approval. An Equity Security includes a convertible security or a right to an unissued share, such as Performance Rights.

Accordingly, the Company seeks Shareholder approval pursuant to Listing Rule 10.14 for the issue of the Performance Rights to each of the Directors (or their Associates) respectively.

If Resolutions 2, 3, 4 and/or 5 are passed, the Company will proceed with the issue and the relevant Director will receive Performance Rights in accordance with the terms of the Plan.

If Shareholder approval is obtained under Listing Rule 10.14, further approval for the issue of the Performance Rights is not required under Listing Rule 7.1 (Listing Rule 7.2, Exception 14) or under Listing Rule 10.11 (Listing Rule 10.12, Exception 8).

Further, if Shareholder approval is obtained under Listing Rule 10.14, further approval for the issue of Shares upon the respective performance milestone being met will not be required pursuant to Listing Rule 10.11 (Listing Rule 10.12, Exception 7).

If Resolution 2 is not passed, the Performance Rights will not be issued to Mr Spring.

If Resolution 3 is not passed, the Performance Rights will not be issued to Mr Smith.

If Resolution 4 is not passed, the Performance Rights will not be issued to Mr Cook.

If Resolution 5 is not passed, the Performance Rights will not be issued to Mr Bunting.

## **Chapter 2E of the Corporations Act**

Under Chapter 2E of the Corporations Act, a public company cannot give a financial benefit to a related party unless an exception applies or shareholders have in a general meeting approved the giving of that financial benefit to the related party.

Section 211 of the Corporations Act provides that Shareholder approval is not required where the financial benefit constitutes reasonable remuneration.

While the Directors believe that the proposed issue of Performance Rights falls within this exception, shareholder approval is being sought for the purpose of sections 208 and 195(4) of the Corporations Act given that each Director is intended to participate in the issue of Performance Rights.

## **Section 200E – Termination Benefits**

The Corporations Act restricts the Company from giving certain “benefits” to certain persons (those who hold a managerial or executive office, as defined in the Corporations Act) on ceasing their employment with the Company (**Termination Benefits**), in the absence of prior shareholder approval unless an exemption applies.

The term “benefit” is defined broadly in the Corporations Act and includes benefits arising from the Board exercising its discretion under the rules of the Employee Incentive Securities Plan.

Under the terms of the Employee Incentive Securities Plan and subject to the Listing Rules, the Board possesses the discretion to vary the terms or conditions of the Equity Securities. Notwithstanding any of the foregoing, any amendment to the terms of any granted Equity

## Explanatory Memorandum

Securities. As a result of this discretion, the Board has the power to determine that some or all of a participant's Equity Securities will not lapse in the event of the participant ceasing employment or office before the vesting of their Equity Securities, including as a result of death or total permanent disability.

The exercise of this discretion by the Board may constitute a Termination Benefit for the purposes of the Corporations Act. Accordingly, Resolutions 2-5 also seek Shareholder approval, for the Company to potentially provide these Termination Benefits to participants in the Employee Incentive Securities Plan.

For the purposes of Listing Rule 10.15 and sections 200E and 219 of the Corporations Act, the following information is provided in respect of Resolutions 2 and 3:

<p><b>Name of the person</b></p>	<ul style="list-style-type: none"> <li>• If Resolution 2 is passed, the Performance Rights will be issued to Mr Spring or his nominated Associate.</li> <li>• If Resolution 3 is passed, the Performance Rights will be issued to Mr Smith or his nominated Associate.</li> <li>• If Resolution 4 is passed, the Performance Rights will be issued to Mr Cook or his nominated Associate.</li> <li>• If Resolution 5 is passed, the Performance Rights will be issued to Mr Bunting or his nominated Associate</li> </ul>
<p><b>Which category in Listing Rules 10.14.1 – 10.14.3 the person falls within and why</b></p>	<p>As the recipients are each Directors of the Company, they are each persons falling within the prescribed category set out in Listing Rule 10.14.1 and their Associates fall within Listing Rule 10.14.2.</p>
<p><b>Number and class of securities proposed to be issued to the person</b></p>	<ul style="list-style-type: none"> <li>• If Resolution 2 is passed, 360,000 Performance Rights will be issued to Mr Spring pursuant to the Plan comprising 120,000 Tranche 1 Performance Rights; 120,000 Tranche 2 Performance Rights and 120,000 Tranche 3 Performance Rights.</li> <li>• If Resolution 3 is passed, 270,000 Performance Rights will be issued to Mr Smith pursuant to the Plan, comprising 90,000 Tranche 1 Performance Rights; 90,000 Tranche 2 Performance Rights and 90,000 Tranche 3 Performance Rights.</li> <li>• If Resolution 4 is passed, 135,000 Performance Rights will be issued to Mr Cook pursuant to the Plan comprising 45,000 Tranche 1 Performance Rights; 45,000 Tranche 2 Performance Rights and 45,000 Tranche 3 Performance Rights.</li> <li>• If Resolution 5 is passed, 135,000 Performance Rights will be issued to Mr Bunting pursuant to the Plan, comprising 45,000 Tranche 1 Performance Rights; 45,000 Tranche 2 Performance Rights and 45,000 Tranche 3 Performance Rights.</li> </ul>
<p><b>Details of the director's current total remuneration package</b></p>	<ul style="list-style-type: none"> <li>• Mr Spring currently receives remuneration of NZ\$420,000 per annum (<b>Gross Salary</b>) for his services as Chief Executive Officer and Executive Director. In addition to the Gross Salary, the Company will match any KiwiSaver contributions that Mr Spring makes, subject to the Company only being required to make a maximum contribution equal to 3% of the Gross Salary (being NZ\$11,400).</li> <li>• Mr Smith currently receives remuneration of \$330,000 per annum plus statutory superannuation for his services as a</li> </ul>

## Explanatory Memorandum

	<p>Director.</p> <ul style="list-style-type: none"> <li>• Mr Cook currently receives remuneration of \$120,000 per annum plus statutory superannuation for his services as a Director.</li> <li>• Mr Bunting currently receives remuneration of \$90,000 per annum plus statutory superannuation for his services as a Director.</li> </ul>												
<p><b>Number of securities previously issued under the scheme and the average acquisition price paid for those securities</b></p>	<ul style="list-style-type: none"> <li>• Mr Spring has previously been issued the following Equity Securities under the Plan: <ul style="list-style-type: none"> <li>• 500,000 Options (Ex \$0.885, Vest 23/1/25, Expire 23/1/26)</li> <li>• 56,635 Options (Ex \$0.9375, Vest 11/12/24, Expire 11/12/26)</li> <li>• 56,634 Options (Ex \$0.9375, Vest 11/12/25, Expire 11/12/26)</li> <li>• 400,000 Options (Ex \$0.9375, Vest 11/12/24, Expire 23/1/26)</li> <li>• 47,120 Performance Rights (Tranche 1, Expire 11/12/25)</li> <li>• 47,120 Performance Rights (Tranche 2, Expire 11/12/25)</li> <li>• 47,120 Performance Rights (Tranche 3, Expire 11/12/25)</li> <li>• 47,120 Performance Rights (Tranche 4, Expire 11/12/25)</li> <li>• 47,120 Performance Rights (Tranche 5, Expire 11/12/25)</li> </ul> </li> <li>• Mr Smith has previously been issued 400,000 Options (Ex \$0.9375, Vest 11/12/24, Expire 23/1/26) under the Plan.</li> <li>• Mr Cook has previously been issued 1,500,000 Options (Ex. \$0.667; Vest 23/10/24, Expire 23/10/26) under the Plan.</li> <li>• Mr Bunting has not previously been issued Equity Securities under the Plan.</li> </ul>												
<p><b>If the securities are not ordinary securities, provide a summary of the material terms of the securities, an explanation as to why that type of security is being used and the value the entity attributes to that security and its basis</b></p>	<p>A summary of the material terms of the Performance Rights is set out above this table under the heading “<b>Terms of the Performance Rights</b>”.</p> <p>The Company has proposed to issue the Performance Rights to reward and incentivise each of the Directors to contribute to the growth of the Company. The Company believes that the grant of the Performance Rights provides a cost effective and efficient incentive as opposed to alternative forms of incentives (e.g., increased remuneration).</p> <p>It is also considered that the conditions attached to the Performance Rights, which will determine whether how many (and if at all) the Performance Rights vest/ exercise, is dependent upon a concomitant increase in the value of the Company generally.</p> <p>The Company has obtained an independent valuation of the Performance Rights utilising a underlying security spot price of \$0.57 (on a post share split basis).</p> <table border="1" data-bbox="523 1899 1353 2101"> <thead> <tr> <th>Item</th> <th>1</th> <th>2</th> <th>3</th> </tr> </thead> <tbody> <tr> <td>Underlying security spot price</td> <td>\$0.57</td> <td>\$0.57</td> <td>\$0.57</td> </tr> <tr> <td>Exercise price</td> <td>\$nil</td> <td>\$nil</td> <td>\$nil</td> </tr> </tbody> </table>	Item	1	2	3	Underlying security spot price	\$0.57	\$0.57	\$0.57	Exercise price	\$nil	\$nil	\$nil
Item	1	2	3										
Underlying security spot price	\$0.57	\$0.57	\$0.57										
Exercise price	\$nil	\$nil	\$nil										

## Explanatory Memorandum

	<table border="1"> <tbody> <tr> <td>Performance period (years)</td> <td>2.34yrs</td> <td>2.34yrs</td> <td>2.34yrs</td> </tr> <tr> <td>Volatility</td> <td>65.0%</td> <td>65.0%</td> <td>65.0%</td> </tr> <tr> <td>Risk-free rate</td> <td>3.534%</td> <td>3.534%</td> <td>3.534%</td> </tr> <tr> <td>Dividend yield</td> <td>Nil</td> <td>Nil</td> <td>Nil</td> </tr> <tr> <td>Number of Rights</td> <td>300,000</td> <td>300,000</td> <td>300,000</td> </tr> <tr> <td>Valuation per Right</td> <td>\$0.57</td> <td>\$0.57</td> <td>\$0.57</td> </tr> <tr> <td>Valuation per Tranche</td> <td>\$171,000</td> <td>\$171,000</td> <td>\$171,000</td> </tr> </tbody> </table> <p>As such, the total value per the above valuation of the Performance Rights for each of the Directors (Tranche 1, Tranche 2 and Tranche 3) is:</p> <p style="padding-left: 40px;">(a) Damian Spring: \$197,172;</p> <p style="padding-left: 40px;">(b) Sam Smith: \$147,879;</p> <p style="padding-left: 40px;">(c) Peter Cook: \$73,940 and</p> <p style="padding-left: 40px;">(d) Kim Bunting: \$73,940.</p> <p>Please note that Performance Rights will be valued on the date of shareholder approval and the above is provided as a guide only.</p>	Performance period (years)	2.34yrs	2.34yrs	2.34yrs	Volatility	65.0%	65.0%	65.0%	Risk-free rate	3.534%	3.534%	3.534%	Dividend yield	Nil	Nil	Nil	Number of Rights	300,000	300,000	300,000	Valuation per Right	\$0.57	\$0.57	\$0.57	Valuation per Tranche	\$171,000	\$171,000	\$171,000
Performance period (years)	2.34yrs	2.34yrs	2.34yrs																										
Volatility	65.0%	65.0%	65.0%																										
Risk-free rate	3.534%	3.534%	3.534%																										
Dividend yield	Nil	Nil	Nil																										
Number of Rights	300,000	300,000	300,000																										
Valuation per Right	\$0.57	\$0.57	\$0.57																										
Valuation per Tranche	\$171,000	\$171,000	\$171,000																										
<b>The date or dates on or by which the entity will issue the securities to the person under the scheme</b>	The Performance Rights will be issued as soon as possible following the Meeting, but in any event, no later than three (3) years of the date of the Meeting.																												
<b>The price at which the entity will issue the securities to the person under the scheme</b>	The Performance Rights will be issued for nil consideration																												
<b>Summary of the material terms of the scheme</b>	A summary of the Plan, under which the Performance Rights are to be issued, is set out in Annexure A.																												
<b>Summary of the material terms of any loan that will be made to the person in relation to the acquisition</b>	No loan will be provided to the Directors in relation to the Performance Rights.																												
<b>Statement for the purpose of Listing Rule 10.15.11</b>	<p>Details of any securities issued under the Plan will be published in the Company's annual report relating to the period in which they were issued, along with a statement that approval for the issue was obtained under Listing Rule 10.14.</p> <p>Any additional persons covered by Listing Rule 10.14 who will become entitled to participate in an issue of securities under the</p>																												

## Explanatory Memorandum

	<p>Plan after Resolutions 2 to 5 are approved (should they be approved) and who are not named in this Notice will not participate until approval is obtained under Listing Rule 10.14.</p>
<p><b>Purpose and explanation of the issue</b></p>	<ul style="list-style-type: none"> <li>• The purpose of the issue of Performance Rights is to provide the Directors with reward and incentive for future services they will provide to the Company to further the progress of the Company.</li> <li>• Performance Rights are being used because the Directors consider that Performance Rights provide a cost effective and efficient incentive that aligns with the interests of Shareholders, as opposed to alternative forms of incentives (e.g. cash bonuses, increased remuneration). However, it must be recognised that there will be an opportunity cost to the Company, being the price at which the Company could issue Equity Securities to a third party.</li> <li>• The opportunity costs and benefits foregone by the Company by issuing Performance Rights is the potentially dilutionary impact on the issued share capital of the Company (in the event that the Performance Rights vest).</li> <li>• Until vested, the issue of Performance Rights will not impact upon the number of ordinary shares on issue in the Company. To the extent that upon their vesting the dilutionary impact caused with the issue of Shares will be detrimental to the Company, this is more than offset by the advantages accruing from the Company securing the services of experienced and skilled Directors on appropriate incentive terms and aligned by the relevant vesting conditions.</li> </ul>
<p><b>Taxation Consequences</b></p>	<p>No stamp duty will be payable in respect of the grant of the Performance Rights. No GST will be payable by the Company in respect of the grant of the Performance Rights (or if it is then it will be recoverable as an input credit).</p> <p>AASB 2 "Share Based Payments" requires that these payments shall be measured at the more readily determinable fair value of the equity instrument. Under the accounting standards this amount will be expensed in the statement of financial performance. Where the grant date and the vesting date are different the total expenditure calculated will be allocated between the two dates taking into account the terms and conditions attached to the instruments and the counterparties as well as management's assumptions about probabilities of payments and compliance with and attainment of the set out terms and conditions.</p>
<p><b>Explanation of the termination benefits</b></p>	<p>The Employee Incentive Securities Plan contains provisions setting out the treatment of unexercised Performance Rights, including the Board's discretion to deem some or all Performance Rights to be forfeited and/ or waive any vesting conditions attaching to those Performance Rights in the event of cessation of employment or engagement by the Company.</p>



## Explanatory Memorandum

	As noted above, the exercise of these discretions by the Board will constitute a “benefit” for the purposes of the restrictions contained in the Corporations Act’s regarding Termination Benefits.
<b>Value of the termination benefits</b>	<p>Various matters will or are likely to affect that value of the Termination Benefits that the Board may give under the Employee Incentive Securities Plan and, therefore the value of the Termination Benefits cannot be determined in advance.</p> <p>The value of a particular benefit resulting from the exercise of the Board’s discretion under the Employee Incentive Securities Plan will depend on factors such as the Company’s share price at the time of the exercise of this discretion and the number of Performance Rights that the Board decides to will not be forfeited and/ or waive the vesting conditions in respect of. Some of the factors that may affect the value of the Termination Benefits are as follows:</p> <ul style="list-style-type: none"> <li>(a) the nature and extent of any vesting conditions waived by the Board;</li> <li>(b) the number of vesting conditions that have been satisfied at the time that the Board exercises this discretion; and</li> <li>(c) the number of unexercised Performance Rights that the participant holds at the time that this discretion is exercised.</li> </ul>

### **Director Recommendation**

The Directors abstain from making a recommendation in respect of Resolutions 2 to 5 given their respective interests in the outcome of the Resolutions.

The Chair intends to vote all undirected proxies in favour of Resolutions 2 to 5.

### **Resolution 6 – Ratification of the issue of 27,139,288 Placement Shares**

#### **Background**

On 26 April 2024, the Company announced that it had received commitments to issue 27,139,288 Shares pursuant to a placement to sophisticated, professional and institutional investors, at an issue price of \$1.15 per Share (**Placement Shares**) to raise \$31.2 million (**Placement**).

Funds raised from the Placement have been and will be applied to advance 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:

- (a) 9,339,288 Placement Shares were issued under the Company’s existing placement capacity as provided for by Listing Rule 7.1; and
- (b) 17,800,000 Placement Shares were issued under the Company’s existing placement capacity as provided for by Listing Rule 7.1A.

# Explanatory Memorandum

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 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 6 is passed, the 27,139,288 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 6 is not passed, the 27,139,288 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 6 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 6:

<b>Names of allottees</b>	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> ).  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.
<b>Number and class of securities issued</b>	The Company issued 27,139,288 Shares pursuant to the Placement.  The Placement Shares rank, from their date of issue, equally with all other Shares on issue.
<b>Date of issue</b>	The Placement Shares were issued on 3 May 2024.
<b>Issue Price</b>	The issue price for the Placement Shares was \$1.15 per Share.

# Explanatory Memorandum

<b><i>Purpose and use of Funds</i></b>	The funds raised from the Placement have been and will be applied to advance the Bendigo-Ophir Gold Project in New Zealand and for general working capital purposes (including the costs of the offer).
<b><i>Material terms of agreement</i></b>	The relevant agreement provided that the issue price of Placement Shares is \$1.15 and includes various other conditions usual for a placement of this sort.

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.

## **Inquiries**

---

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, AUSTRALIA, 4000 Ph: +61 7 3221 7501

# Explanatory Memorandum

## Glossary

---

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

**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** 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 Limited ACN 161 946 989.

**Constitution** means the constitution of the Company from time to time.

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

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

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

**Key Management Personnel** or **KMP** 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.

**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.

**Performance Right** means a right to a Share.

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

# Explanatory Memorandum

**Plan** means the Company's employee incentive securities plan which was approved by Shareholders at the Company's 2022 Annual General Meeting, a summary of which is set out in Appendix A.

**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.

**Share Split** means the subdivision of the Company's securities on a 3:1 basis.

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

# Explanatory Memorandum

## Annexure A – Summary of Employee Incentive Securities Plan

<p><b>Purpose</b></p>	<p>The purpose of the Plan is to:</p> <ul style="list-style-type: none"> <li>(a) assist in the reward, retention and motivation of Eligible Employees;</li> <li>(b) link the reward of Eligible Employees to Shareholder value creation; and</li> <li>(c) align the interests of Eligible Employees with Shareholders of the Group (being the Company and its associated entities), by providing an opportunity to Eligible Employees to receive an equity interest in the Company in the form of securities.</li> </ul>
<p><b>Plan administration</b></p>	<p>The Plan will be administered by the Board. The Board may exercise any power or discretion conferred on it by the terms of the Plan in its sole and absolute discretion except to the extent that it prevents the Company relying on the deferred tax concessions under Subdivision 83A-C of the <i>Income Tax Assessment Act 1997 (Cth)</i> (<b>Income Tax Assessment Act</b>). The Board may delegate its powers and discretion.</p>
<p><b>Eligibility, invitation and application</b></p>	<p>The Board may from time to time determine that an Eligible Employee may participate in the Plan and make an invitation to that Eligible Employee to apply for any (or any combination of) Options and Performance Rights provided under the Plan on such terms and conditions as the Board decides.</p> <p>On receipt of an invitation, an Eligible Employee may apply for the securities the subject of the invitation by sending a completed application form to the Company. The Board may accept an application from an Eligible Employee in whole or in part.</p> <p>If an Eligible Employee is permitted in the invitation, the Eligible Employee may, by notice in writing to the Board, nominate a party in whose favour the Eligible Employee wishes to renounce the invitation.</p>
<p><b>Grant of securities</b></p>	<p>The Company will, to the extent that it has accepted a duly completed application, grant the participant the relevant number and type of securities, subject to the terms and conditions set out in the invitation, the terms of the Plan and any ancillary documentation required.</p>
<p><b>Rights attaching to securities</b></p>	<p>Prior to an Option or Performance Right being exercised, the holder:</p> <ul style="list-style-type: none"> <li>(a) does not have any interest (legal, equitable or otherwise) in any Share the subject of the convertible security other than as expressly set out in the Plan;</li> <li>(b) is not entitled to receive notice of, vote at or attend a meeting of the Shareholders of the Company;</li> <li>(c) is not entitled to receive any dividends declared by the Company; and</li> <li>(d) is not entitled to participate in any new issue of Shares (see 'Adjustment of convertible securities' section below).</li> </ul>
<p><b>Vesting of convertible securities</b></p>	<p>Any vesting conditions applicable to the Options or Performance Rights will be described in the invitation. If all the vesting conditions are satisfied and/or otherwise waived by the Board, a vesting notice will be sent to the participant by the Company informing them that the relevant securities have vested. Unless and until the vesting notice is issued by the Company, the</p>

## Explanatory Memorandum

	<p>securities will not be considered to have vested. For the avoidance of doubt, if the vesting conditions relevant to an Option or Performance Right are not satisfied and/or otherwise waived by the Board, that security will lapse.</p>
<p><b>Exercise of convertible securities and cashless exercise</b></p>	<p>To exercise a security, the participant must deliver a signed notice of exercise and, subject to a cashless exercise (see next paragraph below), pay the exercise price (if any) to or as directed by the Company, at any time following vesting of the Option or Performance Right (if subject to vesting conditions) and prior to the expiry date as set out in the invitation or vesting notice. An invitation to apply for Options or Performance Right may specify that at the time of exercise of the Options or Performance Right, the participant may elect not to be required to provide payment of the exercise price for the number of Options or Performance Right specified in a notice of exercise, but that on exercise of those Options or Performance Right, the Company will transfer or issue to the participant that number of Shares equal in value to the positive difference between the Market Value<sup>1</sup> of the Shares at the time of exercise and the exercise price that would otherwise be payable to exercise those Options or Performance Right.</p> <p>An Option or a Performance Right may not be exercised unless and until that security has vested in accordance with the terms of the Plan, or such earlier date as set out in the Plan.</p>
<p><b>Timing of issue of Shares and quotation of Shares on exercise</b></p>	<p>As soon as practicable after the valid exercise of an Option or a Performance Right by a participant, the Company will issue or cause to be transferred to that participant the number of Shares to which the participant is entitled under the terms of the Plan and issue a substitute certificate for any remaining unexercised securities held by that participant.</p>
<p><b>Restrictions on dealing with securities</b></p>	<p>A holder may not sell, assign, transfer, grant a security interest over or otherwise deal with an Option or a Performance Right that has been granted to them unless otherwise determined by the Board. A holder must not enter into any arrangement for the purpose of hedging their economic exposure to an Option or a Performance Right that has been granted to them.</p> <p>However, in Special Circumstances as defined under the Plan (including in the case of death, total or permanent disability, retirement, redundancy or severe financial hardship of the participant) a participant may deal with convertible securities granted to them under the Plan with the consent of the Board which may be withheld in its absolute discretion.</p>
<p><b>Listing of convertible securities</b></p>	<p>An Option or a Performance Right granted under the Plan will not be quoted on the ASX or any other recognised exchange. The Board reserves the right in its absolute discretion to apply for quotation of an Option or Performance Right granted under the Plan on the ASX or any other recognised exchange.</p>
<p><b>Forfeiture of convertible securities</b></p>	<p>Options and Performance Rights will be forfeited in the following circumstances:</p> <p>(a) where a participant who holds Options or Performance Rights ceases to be an Eligible Employee, all unvested convertible securities will automatically be forfeited by the participant, unless the Board otherwise determines in its discretion to permit some or all of the convertible securities to vest;</p> <p>(b) where a participant acts fraudulently or dishonestly, negligently, in contravention of any Group policy or wilfully breaches their duties to the Group;</p>

<sup>1</sup> Market Value means, at any given date, the volume weighted average price per Share traded on the ASX over the 5 trading days immediately preceding that given date, unless otherwise specified in an invitation.

## Explanatory Memorandum

	<p>(c) where there is a failure to satisfy the vesting conditions in accordance with the Plan;</p> <p>(d) on the date the participant becomes insolvent; or</p> <p>on the expiry date of the Options or Performance Rights, unless the Board otherwise determines.</p>
<b>Change of control</b>	<p>If a change of control event occurs, or the Board determines that such an event is likely to occur, the Board may in its discretion determine the manner in which any or all of the holder's Options or Performance Rights will be dealt with, including, without limitation, in a manner that allows the holder to participate in and/ or benefit from any transaction arising from or in connection with the change of control event.</p>
<b>Adjustment of convertible securities</b>	<p>If there is a reorganisation of the issued share capital of the Company (including any subdivision, consolidation, reduction, return or cancellation of such issued capital of the Company), the rights of each participant holding Options or Performance Rights will be changed to the extent necessary to comply with the Listing Rules applicable to a reorganisation of capital at the time of the reorganisation.</p> <p>If Shares are issued by the Company by way of bonus issue (other than an issue in lieu of dividends or by way of dividend reinvestment), the holder of Options or Performance Rights is entitled, upon exercise of those securities, to receive an issue of as many additional Shares as would have been issued to the holder if the holder held Shares equal in number to the Shares in respect of which the Options or Performance Rights are exercised.</p> <p>Unless otherwise determined by the Board, a holder of Options or Performance Rights does not have the right to participate in a pro rata issue of Shares made by the Company or sell renounceable rights.</p>
<b>Rights attaching to Shares</b>	<p>All Shares issued or transferred under the Plan or issued or transferred to a participant upon the valid exercise of an Option or a Performance Right, will rank equally in all respects with the Shares of the same class for the time being on issue except for any rights attaching to the Shares by reference to a record date prior to the date of the allotment or transfer of the Shares. A participant will be entitled to any dividends declared and distributed by the Company on the Shares issued upon exercise of an Option or a Performance Right and may participate in any dividend reinvestment plan operated by the Company in respect of Shares. A participant may exercise any voting rights attaching to Shares issued under the Plan.</p>
<b>Disposal restrictions on Shares</b>	<p>If the invitation provides that any Shares issued upon the valid exercise of an Option or a Performance Right are subject to any restrictions as to the disposal or other dealing by a participant for a period, the Board may implement any procedure it deems appropriate to ensure the compliance by the participant with this restriction.</p> <p>For so long as a Share is subject to any disposal restrictions under the Plan, the participant will not:</p> <p>(a) transfer, encumber or otherwise dispose of, or have a security interest granted over that Share; or</p> <p>(b) take any action or permit another person to take any action to remove or circumvent the disposal restrictions without the express written consent of the Company.</p>
<b>General Restrictions on</b>	<p>If the Company is required but is unable to give ASX a notice that complies with section 708A(5)(e) of the Corporations Act, Shares issued on exercise of</p>



## Explanatory Memorandum

<b>Transfer of Shares</b>	<p>an Option or a Performance Rights may not be traded until 12 months after their issue unless the Company, at its sole discretion, elects to issue a prospectus pursuant to section 708A(11) of the Act.</p> <p>Restrictions are imposed by applicable law on dealing in Shares by persons who possess material information likely to affect the value of the Shares and which is not generally available. These laws may restrict the acquisition or disposal of Shares by you during the time the holder has such information.</p> <p>Any Shares issued to a holder upon exercise of an Option or a Performance Right shall be subject to the terms of the Company's Securities Trading Policy.</p>
<b>Buy-Back</b>	<p>Subject to applicable law, the Company may at any time buy-back Options or Performance Rights in accordance with the terms of the Plan.</p>
<b>Employee Share Trust</b>	<p>The Board may in its sole and absolute discretion use an employee share trust or other mechanism for the purposes of holding securities for holders under the Plan and delivering Shares on behalf of holders upon exercise of Options or Performance Rights.</p>
<b>Maximum number of securities</b>	<p>The Company will not make an invitation under the Plan which involves monetary consideration if the number of Shares that may be issued, or acquired upon exercise of Options or Performance Rights offered under an invitation, when aggregated with the number of Shares issued or that may be issued as a result of all invitations under the Plan during the 3 year period ending on the day of the invitation, will exceed 5% of the total number of issued Shares at the date of the invitation (unless the Constitution specifies a different percentage and subject to any limits approved by Shareholders under Listing Rule 7.2 Exception 13(b)).</p>
<b>Amendment of Plan</b>	<p>Subject to the following paragraph, the Board may at any time amend any provisions of the Plan, including (without limitation) the terms and conditions upon which any securities have been granted under the Plan and determine that any amendments to the terms of the Plan be given retrospective effect, immediate effect or future effect.</p> <p>No amendment to any provision of the Plan may be made if the amendment materially reduces the rights of any participant as they existed before the date of the amendment, other than an amendment introduced primarily for the purpose of complying with legislation or to correct manifest error or mistake, amongst other things, or is agreed to in writing by all participants.</p>
<b>Plan duration</b>	<p>The Plan continues in operation until the Board decides to end it. The Board may from time to time suspend the operation of the Plan for a fixed period or indefinitely and may end any suspension. If the Plan is terminated or suspended for any reason, that termination or suspension must not prejudice the accrued rights of the participants.</p> <p>If a participant and the Company (acting by the Board) agree in writing that some or all of the securities granted to that Participant are to be cancelled on a specified date or on the occurrence of a particular event, then those securities may be cancelled in the manner agreed between the Company and the participant.</p>
<b>Income Tax Assessment Act</b>	<p>The Plan is a plan to which Subdivision 83A-C of the Income Tax Assessment Act applies (subject to the conditions in that Act) except to the extent an invitation provides otherwise.</p>

**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

**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 **9:00am (AEST) on Thursday, 24 October 2024 at the offices of Piper Alderman, Level 26, Riparian Plaza, 71 Eagle Street, Brisbane, Qld 4000** (the Meeting) and at any postponement or adjournment of the Meeting.

**Important for Resolutions 2 - 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 2 - 5, even though the Resolutions are connected directly or indirectly with the remuneration of a member of the Company's Key Management Personnel (**KMP**). Refer to additional voting exclusion statement overleaf.

**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**

	For	Against	Abstain*		For	Against	Abstain*
1 Approval for Split of Securities	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	5 Approval to issue 135,000 Performance Rights to Mr Kim Bunting (or his nominated Associate)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2 Approval to issue 360,000 Performance Rights to Mr Damian Spring (or his nominated Associate)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	6 Ratification of the issue of 27,139,288 Placement Shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3 Approval to issue 270,000 Performance Rights to Mr Sam Smith (or his nominated Associate)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				
4 Approval to issue 135,000 Performance Rights to Mr Peter Cook (or his nominated Associate)	<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 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.

### Voting Exclusion Statements (Resolutions 2-5) – Sections 200E and 224 of the Corporations Act

A person must not cast a vote, and the Company will disregard any votes cast, (in any capacity) on Resolutions 2-5 by or on behalf of:

- (a) the relevant Director the subject of the Resolution; or
- (b) an Associate of such a Director.

However, this does not apply to a vote cast on Resolution 2-5 by:

- (a) a person as a proxy appointed in writing that specifies how the proxy is to vote on the Resolution; and
- (b) it is not cast on behalf of the relevant Director the subject of the Resolution or an Associate of such a person.

### 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 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 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 **9:00am (AEST) on Tuesday, 22 October 2024**, 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)

### IMPORTANT INFORMATION

Link Group is now known as MUFG Pension & Market Services. Over the coming months, Link Market Services will progressively rebrand to its new name MUFG Corporate Markets, a division of MUFG Pension & Market Services.


**LODGE YOUR VOTE**

 **ONLINE**  
<https://investorcentre.linkgroup.com>

 **BY MAIL**  
Santana Minerals Limited  
C/- Link Market Services Limited  
PO BOX 91976  
Auckland 1142

 **BY FAX**  
+61 2 9287 0309

 **BY HAND**  
Link Market Services Limited  
Level 30, PwC Tower  
15 Customs Street West  
Auckland 1010

 **ALL ENQUIRIES TO**  
Telephone: +64 9 375 5998

**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 **9:00am (AEST) on Thursday, 24 October 2024 at the offices of Piper Alderman, Level 26, Riparian Plaza, 71 Eagle Street, Brisbane, Qld 4000** (the **Meeting**) and at any postponement or adjournment of the Meeting.

**Important for Resolutions 2 - 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 2 - 5, even though the Resolutions are connected directly or indirectly with the remuneration of a member of the Company's Key Management Personnel (**KMP**). Refer to additional voting exclusion statement overleaf.

**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**

	For	Against	Abstain*		For	Against	Abstain*
1 Approval for Split of Securities	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	5 Approval to issue 135,000 Performance Rights to Mr Kim Bunting (or his nominated Associate)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2 Approval to issue 360,000 Performance Rights to Mr Damian Spring (or his nominated Associate)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	6 Ratification of the issue of 27,139,288 Placement Shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3 Approval to issue 270,000 Performance Rights to Mr Sam Smith (or his nominated Associate)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				
4 Approval to issue 135,000 Performance Rights to Mr Peter Cook (or his nominated Associate)	<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 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.

### Voting Exclusion Statements (Resolutions 2-5) – Sections 200E and 224 of the Corporations Act

A person must not cast a vote, and the Company will disregard any votes cast, (in any capacity) on Resolutions 2-5 by or on behalf of:

- (a) the relevant Director the subject of the Resolution; or
- (b) an Associate of such a Director.

However, this does not apply to a vote cast on Resolution 2-5 by:

- (a) a person as a proxy appointed in writing that specifies how the proxy is to vote on the Resolution; and
- (b) it is not cast on behalf of the relevant Director the subject of the Resolution or an Associate of such a person.

### 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 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 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 **9:00am (AEST) on Tuesday, 22 October 2024**, 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" - Common Shareholder Number (CSN).



#### 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  
PO BOX 91976  
Auckland 1142



#### BY FAX

+61 2 9287 0309



#### BY HAND

delivering it to Link Market Services Limited\*  
Level 30, PwC Tower  
15 Customs Street West  
Auckland 1010

\*During business hours Monday to Friday (9:00am - 5:00pm)

### IMPORTANT INFORMATION

Link Group is now known as MUFG Pension & Market Services. Over the coming months, Link Market Services will progressively rebrand to its new name MUFG Corporate Markets, a division of MUFG Pension & Market Services.