

Santana Minerals Limited

ACN 161 946 989

Bonus Option Issue Prospectus

For a pro-rata non-renounceable issue of one (1) Option for every five (5) Shares registered as being held by Eligible Shareholders as at the Record Date (**Bonus Options**), for nil upfront consideration (**Offer**).

The Bonus Options have an exercise price of \$1.08 and are exercisable at any time prior to 5:00pm (Sydney time) on 28 February 2025 and otherwise have the terms and conditions set out in this Prospectus.

IMPORTANT NOTICE

This document is important and should be read in its entirety. If, after reading this Prospectus, you have any questions about the Bonus Options being offered pursuant to this Prospectus or any other matter, then you should consult with your stockbroker, accountant or other professional adviser.

Neither ASIC nor ASX, nor any of their respective officers or employees, take any responsibility for this Prospectus or the merits of the investment to which this Prospectus relates.

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Important Notices

This Prospectus is dated 29 January 2024 and was lodged with ASIC on that date. ASIC and its officers take no responsibility for the contents of this Prospectus or the merits of the investment to which this Prospectus relates.

No person is authorised to give information or to make any representation in connection with this Prospectus, which is not contained in the Prospectus. Any information or representation not so contained may not be relied on as having been authorised by Santana in connection with this Prospectus. It is important that investors read this Prospectus in its entirety and seek professional advice where necessary. The Bonus Options the subject of this Prospectus should be considered speculative.

This Prospectus is a transaction specific prospectus for an offer of options to acquire continuously quoted securities and has been prepared in accordance with section 713 of the Corporations Act. It does not contain the same level of disclosure as an initial public offering prospectus. In making the representations contained in this Prospectus, regard has been had to the fact that Santana is a disclosing entity for the purposes of the Corporations Act and that certain matters can reasonably be expected to be known to investors and professional advisers whom they may consult.

No exposure period applies to this Prospectus by operation of the ASIC Corporations (Exposure Period) Instrument 2016/74 (in respect of the Bonus Options). No Bonus Options will be issued pursuant to this Prospectus after the date that is 13 months after the date of this Prospectus.

Overseas Shareholders

The offer of Bonus Options pursuant to this Prospectus does not, and is not intended to, constitute an offer, invitation or issue in any place in which, or to any person to whom, it would be unlawful to make such an offer, invitation or issue. This Prospectus has not been, nor will it be, lodged, filed or registered with any regulatory authority in the securities laws of any country.

No action has been taken to register or qualify the offer of the Bonus Options or otherwise to permit an

offering of the Bonus Options in any jurisdiction outside Australia. The distribution of this Prospectus outside of Australia or New Zealand may be restricted by law and persons who come into possession of the Prospectus should seek advice on and observe those restrictions. Any failure to comply with those restrictions may constitute a violation of applicable securities laws.

New Zealand - The Bonus Options are not being offered to the public within New Zealand other than to Eligible Shareholders with registered addresses in New Zealand to whom the offer of Bonus Options is being made in reliance on subpart 6 of Part 9 of the Financial Markets Conduct Act 2013 and Part 9 of the Financial Markets Conduct Regulations 2014. Please see section 4.8 for further information.

United States - None of the information in this Prospectus constitutes an offer to sell, or the solicitation of an offer to buy, any securities in the United States. Neither this Prospectus (or any part of it) may be released or distributed directly or indirectly, to persons in the United States. The Bonus Options have not been, and will not be, registered pursuant to the United States Securities Act of 1933 (as amended) or the securities laws of any state or other jurisdiction of the United States and may not be offered or sold, directly or indirectly, in the United States.

Japan - The Bonus Options have not been, and will not be, registered under Article 4, paragraph 1 of the Financial Instruments and Exchange Law of Japan (Law No. 25 of 1948), as amended (the "FIEL") pursuant to an exemption from the registration requirements applicable to a private placement of securities to a small number of investors. This document is for the exclusive use of existing Shareholders of Santana in connection with the Offer. This document is confidential to the person to whom it is addressed and must not be distributed, reproduced or disclosed (in whole or in part) to any other person in Japan other than by Santana to its Shareholders.

Capitalised terms

Capitalised terms used in this Prospectus have the same meaning as those given in the Glossary contained in section 9 on page 30 of this Prospectus.

1. Chairman's Letter

Dear Shareholder,

The Board is pleased to provide all Eligible Shareholders with this Prospectus for the issue of one (1) Option for every five (5) Shares registered as being held as at the Record Date (**Bonus Options**), for nil upfront consideration (**Offer**).

The 2023 year has been transformational for Santana with the exploration and growth from the Rise & Shine Prospect within our greater Bendigo-Ophir Gold Project in the Central Otago region of New Zealand's South Island. Commensurate with this success, there have also been a number of Board and management changes which reflect an on-boarding of highly skilled Directors and management required to transition Santana from an explorer to developer with eyes firmly set on long-term future gold production.

Your Board recognises that this transition will require significantly larger capital requirements and necessary processes included in project financing when mining feasibility studies are complete and development approvals are eventually received. Hence, as a reward to the shareholders who have loyally supported Santana over prior years a Bonus Option on a 1 for 5 basis (one (1) Bonus Option for every five (5) Shares held at the Record Date) will be allocated to all Eligible Shareholders. The Board recognises, and greatly appreciates, the importance of its loyal and supportive Shareholders, and provides Shareholders at the Record Date an opportunity to enhance their exposure to Santana's future growth as it enters its next exciting phase in its short history.

The Bonus Options have an exercise price of \$1.08, being a 7.5% discount to the VWAP of Santana's Shares over the 30 trading days prior to 29 January 2024, and are eligible for exercise at any time prior to 5:00pm (Sydney time) on 28 February 2025 and otherwise have the terms and conditions set out in this Prospectus.

No funds will be raised pursuant to the Offer and Eligible Shareholders do not need to take any action in order to receive the Bonus Options.

However, if all Bonus Options are exercised, Santana will receive approximately \$38,411,606 on the exercise of the Bonus Options. Funds raised on the exercise of Bonus Options will be used to advance Santana's projects at that time and for working capital purposes.

Eligible Shareholders do not need to take any action in order to receive these free Bonus Options.

Eligible Shareholders should be aware that there are various risks associated with an investment in Bonus Options and Santana, including those risks summarised in section 5 of this Prospectus.

Accordingly, any potential investors should consult with their professional advisers before deciding whether to exercise or deal with any Bonus Options pursuant to this Prospectus.

The Board thanks all Shareholders for their continuing support for Santana.

Yours sincerely,



Peter Cook
Non-Executive Chairman

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3. Timetable

Prospectus date / lodge prospectus with ASIC and ASX Lodge Appendix 3B	Monday, 29 January 2024
"Ex" date	Tuesday, 27 February 2024
Record date for Offer (7:00pm (Sydney time)) (Record Date)	Wednesday, 28 February 2024
Prospectus despatched to Eligible Shareholders and Ineligible Shareholder letters despatched and announcement of despatch	Monday, 4 March 2024
Issue of Bonus Options issued under the Offer and Lodge Appendix 2A	Wednesday, 6 March 2024

The above timetable is subject to the ASX Listing Rules and the Corporations Act and the Directors reserve the right to vary these dates.

4. Investment Overview

4.1 The Offer

The Offer is being undertaken as a non-renounceable entitlement issue of one (1) Option for every five (5) Shares held by Eligible Shareholders registered as at the Record Date, for nil upfront consideration (**Offer**).

The Bonus Options have an exercise price of \$1.08 and are exercisable at any time prior to 5:00pm (Sydney time) on 28 February 2025.

Fractional entitlements to Bonus Options will be rounded up to the nearest whole number, unless the Eligible Shareholder holds less than five (5) Shares as at the Record Date, in which case their fractional entitlements to Bonus Options will be rounded down.

Further details regarding the rights and liabilities attaching to the Bonus Options are contained in section 6 on page 18 of this Prospectus. Further detail regarding the rights and liabilities attaching to Santana's Shares are contained in section 7 on page 20 of this Prospectus.

The Offer is non-renounceable. Accordingly, Entitlements do not trade on the ASX nor can they be sold, transferred or otherwise disposed of.

4.2 No Application Required

As the Bonus Options are being issued free of charge, no application needs to be made for Bonus Options under this Prospectus and no action is required to be taken in order for Eligible Shareholders to receive Bonus Options under this Prospectus.

4.3 Purpose of the Offer

The purpose of the Offer is to reward Shareholders for supporting Santana and provide Santana with a potential source of additional capital if the Bonus Options are exercised.

No funds will be raised pursuant to the Offer. However, if all Bonus Options are exercised, Santana will receive approximately \$38,411,606 on the exercise of the Bonus Options. Funds raised on the exercise of Bonus Options will be used to advance Santana's projects at that time and working capital purposes.

Please refer to section 4.7 on page 7 of this Prospectus for further details relating to the estimated expenses of the Offer.

4.4 Effect of the Offer

Based on the capital structure of Santana as at the date of this Prospectus, a maximum of approximately 35,566,302 Bonus Options may be issued pursuant to this Prospectus. If all Bonus Options are exercised, Santana will receive approximately \$38,411,606 on the exercise of the Bonus Options.

Further detail of the effect of the Offer on Santana's capital structure, assuming that no Options are exercised prior to the Record Date, is set out below.

Shares

Description	Number
Shares on issue	177,831,508
Shares to be issued pursuant to the Offer	0
Total Shares on issue after completion of the Offer	177,831,508

Options

Description	Number
Options currently on issue	
Options exercisable at \$0.30 each on or before 3 November 2024	1,140,310
Options exercisable at \$0.885 each on or before 23 January 2026	500,000
Options exercisable at \$0.667 each on or before 23 October 2026	1,500,000
Options exercisable at \$0.9375 each on or before 23 January 2026	1,600,000
Options exercisable at \$0.9375 each on or before 11 December 2026	98,198
Options exercisable at \$0.9375 each on or before 11 December 2026	98,195
Maximum Bonus Options offered pursuant to the Offer	35,566,302
Total Options on completion of the Offer	40,503,005

Performance Rights

Description	Number
Performance rights on issue prior to the Offer	363,176
Maximum performance rights offered pursuant to the Offer	0
Total performance rights on completion of the Offer:	363,176

A further 35,566,302 Shares may also be issued in the event that all of the Bonus Options issued under this Prospectus are subsequently exercised. If all Bonus Options are exercised, Santana will receive approximately \$38,411,606 on the exercise of the Bonus Options.

4.5 Potential effect on control

As at 19 January 2024, the following persons were believed to have a relevant interest in 5% or more of Santana's Shares:

Shareholder	Shares	%
Regal Funds Management Pty Ltd	13,659,126	7.87
Depot Corporation Limited	13,440,373	7.55

The issue of the Bonus Options themselves will have no effect on the Control (as defined in Section 50AA of the Corporations Act) of Santana.

However, if a Shareholder elects to exercise any Bonus Options issued to them, it will increase their overall percentage Shareholding.

Due to the restrictions contained in section 606 of the Corporations Act, no person will be able to exercise Bonus Options if to do so would result in their, or another person's, Voting Power increasing from 20% or below to more than 20%, or from a starting point above 20% to below 90%, unless Shareholder approval is obtained or another exception to the restrictions contained in section 606 of the Corporations Act applies (i.e. such as the creep provisions).

4.6 Interests of Directors

The relevant interest of each of the Directors as at the date of this Prospectus, together with their respective Entitlements under the Offer, are set out in the table below:

Director	Shares	Bonus Options under Offer
Frederick Bunting	13,440,373	2,688,075
Damian Spring	37,500	7,500
Peter Cook	1,890,310	378,062
Samuel Smith	Nil	Nil

4.7 Expenses of the Offer

The total cash expenses of the Offer are estimated to be approximately \$40,000 (excluding GST), which are expected to be applied towards the items set out in the table below:

Expense	Amount (\$)
ASIC fees	\$3,206
Legal fees	\$20,000
Printing, registry and distribution	\$15,000
Total	\$38,206

4.8 Overseas shareholders

The offer of Bonus Options pursuant to this Prospectus does not, and is not intended to, constitute an offer or invitation in any place or jurisdiction in which, or to any person to whom, it would be unlawful to make such an offer or to issue this Prospectus.

It is not reasonable for Santana to comply with the securities laws of all overseas jurisdictions in which Shareholders are resident having regard to the number of overseas Shareholders and the number and value of Bonus Options these Shareholders would receive and the cost of complying with the regulatory requirements in each relevant jurisdiction.

The Offer is not being extended to Shareholders that are recorded in Santana's share register as having an address that is outside Australia, New Zealand or such other place as Santana has determined.

Eligible Shareholders that are recorded in Santana's register of members as having a registered address in Australia or New Zealand that hold Shares on behalf of persons who are resident in jurisdictions other than Australia or New Zealand are responsible for ensuring that taking up any Entitlement pursuant to the Offer does not breach regulations in the relevant overseas jurisdiction.

Furthermore, the offer of Bonus Options pursuant to the Offer is only being extended to Eligible Shareholders who are recorded in Santana's register of members as having a registered address in Australia or New Zealand to whom the Board is satisfied, in its sole discretion, that it would not be unlawful (with or without such conditions as the Board sees fit) based on the local laws of the country in which an Eligible Shareholder may reside to offer Bonus Options.

New Zealand – Warning Statement for New Zealand Investors

This offer to New Zealand investors is a regulated offer made under Australian and New Zealand law. In Australia, this is Chapter 8 of the Corporations Act 2001 (Aust) and regulations made under that Act. In New Zealand, this is subpart 6 of Part 9 of the Financial Markets Conduct Act 2013 and Part 9 of the Financial Markets Conduct Regulations 2014.

This offer and the content of the offer document are principally governed by Australian rather than New Zealand law. In the main, the Corporations Act 2001 (Aust) and the regulations made under that Act set out how the offer must be made.

There are differences in how financial products are regulated under Australian law. For example, the disclosure of fees for managed investment schemes is different under the Australian regime.

The rights, remedies, and compensation arrangements available to New Zealand investors in Australian financial products may differ from the rights, remedies, and compensation arrangements for New Zealand financial products.

Both the Australian and New Zealand financial markets regulators have enforcement responsibilities in relation to this offer. If you need to make a complaint about this offer, please contact the Financial Markets Authority, New Zealand (<http://www.fma.govt.nz>). The Australian and New Zealand regulators will work together to settle your complaint.

The taxation treatment of Australian financial products is not the same as for New Zealand financial products.

If you are uncertain about whether this investment is appropriate for you, you should seek the advice of a financial advice provider.

The offer may involve a currency exchange risk. The currency for the financial products is not New Zealand dollars. The value of the financial products will go up or down according to

changes in the exchange rate between that currency and New Zealand dollars. These changes may be significant.

If you expect the financial products to pay any amounts in a currency that is not New Zealand dollars, you may incur significant fees in having the funds credited to a bank account in New Zealand in New Zealand dollars.

It is recommended to Eligible Shareholders resident in New Zealand to discuss with their accountant or financial advisor the New Zealand taxation implications for choosing to exercise their Bonus Options. Taxation outcomes for Eligible Shareholders in New Zealand will depend on their personal tax circumstances. Some Eligible Shareholders resident in New Zealand may have income tax liability on the amount by which the Exercise Price of the Bonus Options is less than the prevailing share price at the time of exercise. Please obtain advice to ascertain your own taxation position before making a decision to exercise.

Japan

The Bonus Options have not been, and will not be, registered under Article 4, paragraph 1 of the Financial Instruments and Exchange Law of Japan (Law No. 25 of 1948), as amended (the "FIEL") pursuant to an exemption from the registration requirements applicable to a private placement of securities to a small number of investors. This document is for the exclusive use of existing Shareholders of Santana in connection with the Offer. This document is confidential to the person to whom it is addressed and must not be distributed, reproduced or disclosed (in whole or in part) to any other person in Japan other than by Santana to its Shareholders.

5. Risks

5.1 Introduction

The Bonus Options offered in accordance with this Prospectus are considered speculative. An investment in Santana is not risk free and the Directors strongly recommend that potential investors consider the risk factors described below, together with information contained elsewhere in this Prospectus and otherwise disclosed to the ASX, and consult their professional advisers before deciding whether to exercise or deal with any Bonus Options pursuant to this Prospectus.

In addition to the specific risks that relate directly to Santana, there are also other general risks, many of which are largely beyond the control of Santana and the Directors, that investors should consider. The risks identified in this section, or other risk factors, may have a material impact on the financial performance of Santana and the market price of any Shares and/or Bonus Options issued pursuant to this Prospectus.

5.2 Company specific

(a) Key sensitivities of Santana's projects

The future success of Santana is primarily dependent on the success of the mineral exploration activities and development study outcomes as well as approvals and permitting to enable Santana's existing or future projects to advance.

The Bendigo-Ophir Gold Project located in New Zealand, together with any other project that Santana may in the future acquire, are subject to the following key sensitivities:

- (1) continued access and approvals to explore the tenure;
- (2) the delineation of sufficient gold reserves so as to result in the viable extraction and processing of gold from Santana's projects, including the Bendigo-Ophir Gold Project;
- (3) gold prices;
- (4) the permitting and approvals to enable the exploration for and extraction of minerals from regulators, local authorities and stakeholders;
- (5) mining, processing and other related expenses (such as royalty payments) for the extraction of gold ores being less than the revenue receivable; and
- (6) the capital cost to construct any required processing plant and associated facilities being such that financing for the project is capable of being received.

Whilst Santana believes and is optimistic that it is possible, there is also no guarantee that Santana will be able to obtain all the necessary approvals, permits, licences or consents required to develop the projects or any other project that it may, in the future, acquire.

(b) Future funding requirements

Santana's capital requirements depend on numerous factors, including the success of its planned exploration programs and positive outcomes from its future mine developments studies, Santana's ability to generate income from its operations and possible future acquisitions and corporate opportunities. Santana may require further capital to achieve its objective of transitioning from explorer to developer and producer. If Santana acquires any new project, it may need to raise further capital to fund the acquisition or the project once acquired.

For the foreseeable future, it is expected that this funding for Santana's activities prior to Final Investment Decisions (FID) will be obtained from equity financing. Any equity financing undertaken will dilute existing Shareholders.

There is no guarantee that Santana will be able to secure any additional funding or be able to secure funding on terms that are favourable or acceptable to Santana.

This may require that Santana vary the scope of its operations or, if necessary, surrender or dispose of some of its interest in one or more of its assets to a third party.

Similarly, while debt financing is unlikely to be available to Santana for the foreseeable future, any debt financing, if available, may involve restrictions on financing and operating activities.

(c) Operational and exploration risk

The business of mineral exploration, development and production, by its nature, involves significant risks. The tenements of Santana are at various stages of exploration, and potential investors should understand that mineral exploration and development are high-risk undertakings. There can be no assurance that exploration of Santana's current tenements, or any other tenements that may be acquired in the future, will result in the discovery of an economic ore deposit. Even if an apparently viable deposit is identified, there is no guarantee that it can be economically exploited.

The business depends on, amongst other things, successful exploration and identification of mineral reserves, geological conditions, security of tenure, the availability of adequate funding, satisfactory performance of mining operations, limitations on activities due to inclement weather or seasonal weather patterns, availability and cost of consumables and plant and equipment (including drilling rigs and other necessary machinery to undertake exploration, development and production) and skilled labour when required, industrial and environmental accidents, native title and Treaty of Waitangi processes, changing government regulations and many other factors beyond the control of Santana.

(d) Grant and renewal of permits

Santana's mineral exploration activities are dependent upon the granting and maintenance (including renewal) of its current tenements or other tenements in which Santana acquires an interest.

Santana's potential future mining activities are dependent on the granting of mining permits from regulators, local authorities and other stakeholders.

Maintenance of Santana's tenements is dependent on, among other things, its ability to meet the licence conditions imposed by relevant authorities including minimum annual expenditure requirements which, in turn, is dependent on it being sufficiently funded to meet those expenditure requirements.

5.3 Industry specific risk

There are a number of industry specific risks associated with Santana which have a reasonable likelihood of occurring, are difficult to mitigate, and if they do eventuate, would have a significant effect on Santana's financial position, prospects or the price of its Shares and are, therefore, key risks. These risks include:

(a) Commodity price fluctuations

It is anticipated that any future revenues derived from mining will primarily be derived from the sale of minerals, and in particular, gold. Consequently, any future earnings are likely to be closely related to the price of precious metals such as gold.

The prices of minerals are influenced by numerous variable factors beyond the control of Santana, including laws and regulations, economic conditions and trading demand and supply. Fluctuations in mineral prices may, positively or negatively, influence the operating and financial performance of projects and businesses in which Santana has an interest or proposes to have an interest.

Even if this is not the case, general sentiment towards one or more minerals may have a significant adverse affect on the price of Shares.

(b) Land access

Santana will be required to negotiate access arrangements and pay compensation to landowners, local authorities, conservation interests, traditional land users and others who may have an interest in the area covered by its tenements. While Santana has secured access to the land in respect of the existing known mineral resource, Santana's ability to resolve access and compensation issues for future projects or prospects may have an impact on the future success and financial performance of Santana's operations.

The effect of present laws in respect of the Treaty of Waitangi that applies in New Zealand is that mining tenements (including applications for mining tenements) may be affected by Treaty of Waitangi claims or procedures, which may prevent or delay the granting of tenements, or affect the ability of Santana to explore and develop its tenements.

Negotiations with landowners, local authorities, traditional land users and others may therefore be required before Santana can access land for exploration or mining activities. Inability to access, or delays experienced in accessing, the land may impact on Santana's activities. Special conditions may also attach to mining (if permitted) within Santana's tenements, including those of environmental, conservation or heritage significance. There may be delays experienced in negotiating these conditions, and there is a risk that the parties cannot reach agreement and the matter could result in Santana not being able to conduct the exploration or production activities on terms acceptable to Santana (or at all).

(c) Exploration costs

The exploration costs of Santana are based on certain assumptions with respect to the method and timing of exploration. By their nature, these estimates and assumptions are subject to significant uncertainties and, accordingly, the actual costs may materially differ from these estimates and assumptions. Accordingly, no assurance can be given that the cost estimates and the underlying assumptions will be realised in practice, which may materially and adversely affect Santana's viability.

(d) Mineral resource estimates

Mineral resource estimates are expressions of judgement and are estimates based on knowledge, experience and industry practice. While these estimates may be appropriate when made, they may change significantly when new information, interpretations or techniques become available.

Estimates are a necessary practice and may change significantly or cease to be accurate when new information, interpretations or techniques become available through additional fieldwork and analysis. Mineral resource estimates are, by their nature, imprecise and, to an extent, depend on interpretation, which may result in inaccuracies. Should Santana encounter mineralisation or formations different from those predicted by past drilling, sampling and similar examinations, resource estimates may have to be adjusted and mining plans may have to be altered in a way which could adversely affect Santana's operations. New information, practices or techniques may result in Santana revising any initial estimates of its Mineral Resources or Ore Reserves, which may adversely affect Santana's operations.

(e) Treaty of Waitangi and Heritage

The *Treaty of Waitangi Act 1975 (TWA)* established the Waitangi Tribunal to hear claims of Crown breaches of the Treaty of Waitangi. The TWA allowed Maori to lodge a claim against the Crown for breaches of the Treaty of Waitangi and its principles. The TWA does not create any direct obligations on Santana with respect to its projects.

While none of the existing defined JORC Resource is contained within Crown land, some of the areas within the permits are on Crown land and may therefore be subject to a treaty claim or settlement. Any such treaty or settlement could potentially give rise to rights and obligations that the Crown is required to enforce in respect of Santana's projects.

Te Runanga o Ngāi Tahu is the iwi representing the majority of the Maori hapu groups in the South Island. In 1997, the Crown and Ngāi Tahu signed a Deed of Settlement to give redress for Treaty breaches within Ngāi Tahu's boundaries. The terms of the settlement are given effect to by the *Ngāi Tahu Claims Settlement Act 1998 (NTCSA)*, and include provisions for transferring specified assets (including Crown forest land) and settlement properties to Ngāi Tahu, creation of a first right of refusal over Crown land, confirmation of Ngāi Tahu's ownership of pounamu (greenstone), the grant of certain rights to sites of significance, and a role in managing conservation estate resources within their boundaries.

Where any of the land within a project has been vested in, or leased to, Ngāi Tahu, an access arrangement will need to be entered into with Ngāi Tahu as the owner or occupier of the land.

While the Ngāi Tahu settlement relates to a large proportion of the South Island, the TWA does not preclude claims being made by other hapu to address historic treaty breaches. New Zealand Petroleum and Minerals (**NZP&M**) have an obligation to consult iwi and hapu on proposed permit application areas.

Santana has established dialogue with manu whenua and to date their cultural review has not identified any hapu interests coinciding with Santana's main projects, nor has Santana been notified by NZP&M of any claims being considered or made by other hapu in respect of its projects. In the event any such claims are made, Santana will

actively discuss with the relevant hapu to ensure that its operations take into account that hapu's interest in the relevant land.

Additionally, any person wishing to carry out an investigation or activity on an archaeological site (including any exploratory investigation), or to damage or modify a site, must apply for "an authority" under New Zealand's heritage legislation. Before applying for an authority to conduct an activity on a site of interest to Maori, the applicant must have the consent of the relevant iwi or hapu.

(f) Metallurgy

Metal and/or mineral recoveries are dependent upon metallurgical processes and, by their nature, contain elements of significant risk such as:

- (1) identifying a metallurgical process through test work to produce a saleable metal and/or concentrate;
- (2) developing an economic process route to produce a metal and/or concentrate; and
- (3) changes in the mineralogy of the ore deposit can result in inconsistent metal recovery, affecting the economic viability of Santana's projects.

(g) Competition risk

The industry in which Santana will be involved is subject to domestic and global competition. Although Santana will undertake all reasonable due diligence in its business decisions and operations, Santana will have no influence or control over the activities or actions of its competitors, which activities or actions may, positively or negatively, affect the operating and financial performance of Santana's projects and business.

In particular, Santana's ability to undertake exploration and mining activities is dependent upon its ability to source and acquire appropriate mining equipment and personnel. Equipment and personnel are not always readily available and the market for mining equipment and personnel experiences fluctuations in supply and demand. Increases in worldwide mining activities may create cost pressures for services and skilled personnel in the resources industry, which may affect the ability to purchase or hire equipment, supplies, and services and to recruit skilled personnel in relation to the projects. In addition, the availability of drilling rigs and other equipment and services is affected by the level and location of drilling activity around the world. An increase in drilling activity New Zealand and/ or Australia may reduce the availability of equipment and services to Santana. In addition, an increased demand for mineral commodities may significantly increase the demand for many mining and processing inputs, which has resulted in shortages, as well as longer lead times for delivery and increases in pricing, of mining equipment and metallurgical plant, strategic spares and critical consumables. The reduced availability of equipment, services and skilled personnel may delay the planned exploration, development, and production activities at the projects. A shortage of skilled labour in the New Zealand and/ or Australian mining industry could result in Santana having insufficient employees or contractors to operate its business, which could adversely affect Santana's business, results of operations and financial condition.

(h) Environmental

The operations and proposed activities of Santana are subject to laws and regulations concerning the environment. As with most exploration projects and mining operations, Santana's activities are expected to have an impact on the environment, particularly if advanced exploration or mine development proceeds.

Mining operations have inherent risks and liabilities associated with safety and damage to the environment and the disposal of waste products occurring as a result of mineral exploration and production. The occurrence of any such safety or environmental incident could delay production or increase production costs. Events, such as unpredictable rainfall or bushfires may impact on Santana's ongoing compliance with environmental legislation, regulations and licences. Significant liabilities could be imposed on Santana for damages, clean-up costs or penalties in the event of certain discharges into the environment, environmental damage caused by current, future or previous operations or non-compliance with environmental laws or regulations.

It is Santana's intention to conduct its activities to the highest standard of its environmental obligations, including by complying with all environmental laws and regulations.

(i) Regulatory risks and government policy changes

Santana's exploration and development activities are subject to extensive laws and regulations relating to numerous matters including resource licence consents, conditions including environmental compliance and rehabilitation, taxation, employee relations, health and worker safety, waste disposal, protection of the environment, native title and heritage matters, protection of endangered and protected species and other matters. Changes in government policies or legislation may affect ownership of mineral interests, taxation, royalties, land access, labour relations, and mining and exploration activities of Santana.

Santana requires permits from regulatory authorities to authorise Santana's operations. These permits relate to exploration, development, production, and rehabilitation activities. Obtaining necessary permits can be a time-consuming process and there is a risk that Santana may not obtain these permits on acceptable terms, in a timely manner or at all. Any costs or delays associated with obtaining necessary permits and complying with these permits and applicable laws and regulations could materially delay or restrict Santana from proceeding with the development of a project or the operation or development of a mine. Any failure to comply with applicable laws and regulations or permits, even if inadvertent, could result in material fines, penalties or other liabilities. In extreme cases, failure could result in suspension of Santana's activities or forfeiture of one or more of Santana's tenements.

(j) Economic and market conditions

General economic conditions, movements in interest and inflation rates and currency exchange rates may have an adverse effect on Santana's ability to fund its operations. Share market conditions may affect the value of Santana's Shares regardless of Santana's operating performance. Share market conditions are affected by many factors such as:

- (1) general economic outlook;
- (2) commodity prices;
- (3) interest rates and inflation rates;

- (4) changes in investor sentiment toward particular market sectors and commodity types;
- (5) the demand for, and supply of, capital; and
- (6) terrorism or other hostilities.

The market price of securities can fall as well as rise and may be subject to varied and unpredictable influences on the market for securities in general. Neither Santana nor the Directors warrant the future performance of Santana or any return on an investment in Santana.

(k) Foreign exchange rate risk

Santana's revenue and expenditure will be taken into account in Australian dollars (**AUD**). Most of Santana's operating and exploration expenses are incurred in New Zealand Dollars (**NZD**). Gold is sold throughout the world based principally on a USD price. Therefore, Santana is exposed to fluctuations and volatility in the USD, NZD and AUD exchange rates. Movements in these exchange rates may adversely or beneficially affect Santana's results or operations and cash flows.

(l) Taxation

The acquisition and disposal of Bonus Options and/ or the underlying Shares will have tax consequences, which will differ depending on the individual financial affairs of each investor. All potential investors in Santana are urged to obtain independent financial advice about the consequences of exercising or dealing with Bonus Options and/ or the underlying Shares from a taxation viewpoint and generally.

To the maximum extent permitted by law, Santana, its officers and each of their respective advisors accept no liability and responsibility with respect to the taxation consequences of exercising or dealing with Bonus Options and/ or the underlying Shares in accordance with this Prospectus.

(m) Reliance on key personnel

The Directors are primarily responsible for overseeing the operations and the strategic management of Santana. The day-to-day operations of Santana are the responsibility of the Chief Executive Officer.

There can be no assurance that there will be no detrimental impact on Santana if one or more of the Directors, or the Chief Executive Officer, no longer act as Directors or Chief Executive Officer of Santana.

(n) Liquidity risk

Santana has not, and will not, make an application to ASX for Quotation of the Bonus Options offered pursuant to this Prospectus within 7 days of the date of this Prospectus.

Accordingly, Eligible Shareholders should be aware that, without Quotation of the Bonus Options, there is unlikely to be a viable market for the Bonus Options and a sale or transfer of the Bonus Options may be difficult in the short to medium term.

Even if an application is made for Quotation of the Bonus Options in the future, and the Bonus Options are accepted for Quotation, no assurance can be given of the price at which Bonus Options will trade or that they will trade at all.

The market price of equity securities can fall, as well as rise, and may be subject to varied and unpredictable influences on the market for equities and, in particular, resources entities. Neither Santana nor the Directors provide any warranty as to the future performance of Santana or any return on an investment in Santana.

This may affect the liquidity of trading in Santana's Shares or the Bonus Options, which may result in a lower volume of Shares or Bonus Options being traded than would otherwise have been the case, potentially making it difficult to realise any return on your investment.

(o) Information technology/privacy

Santana relies heavily on its own computer systems and those of third-party service providers to store and manage private and confidential information. A malicious attack on Santana's systems, processes or people from external or internal sources could put the integrity and privacy of Santana's data at risk. If Santana's efforts to combat any malicious attack are unsuccessful or Santana has actual or perceived vulnerabilities, not only could this result in Santana suffering short term economic loss, but Santana's business reputation and brand name may be harmed, potentially having a material adverse effect on Santana's operations and financial position.

(p) Environment and climate change

There are a number of climate-related factors that may affect the operations and proposed activities of Santana.

Climate change may be said to cause certain physical and environmental risks that cannot be predicted by Santana, including events such as increased severity of weather patterns and incidence of extreme weather events and longer-term physical risks such as shifting climate patterns. These risks said to be associated with climate change may have a direct impact on Santana's ability to perform its mining operations and may significantly change the industry in which Santana operates.

In addition, changing investor sentiment towards climate change, including a view that all mining should be avoided due to its contribution to greenhouse gas emissions (despite the reliance on the various metals by the renewables sector), could cause investors to cease investing in mining and exploration entities, may have a significant adverse affect on Santana's ability to secure additional funding and other ancillary products and services (including, for example, appropriate insurance at affordable prices).

5.4 Speculative investment

The above risk factors ought not to be taken as exhaustive of the risks faced by Santana or by investors in Santana. The above factors, and others not specifically referred to above, may in the future materially affect the financial performance of Santana and the value of the Bonus Options offered under this Prospectus.

Therefore, the Bonus Options to be issued pursuant to this Prospectus carry no guarantee with respect to the payment of dividends, returns of capital or the market value of those Bonus Options or the underlying Shares of those Bonus Options.

Potential investors should consider that the investment in Santana is speculative and should consult their professional advisers before deciding whether to exercise or deal with any Bonus Options pursuant to this Prospectus.

6. Rights and liabilities of Bonus Options

The Bonus Options will be issued on the following terms and conditions.

6.1 Exercise Period and Expiry Date

The Bonus Options are exercisable at any time prior to 5:00pm (Sydney time) on 28 February 2025 (**Expiry Date**). Bonus Options not exercised by that date will lapse.

6.2 Exercise Price

Each Bonus Option entitles the holder to acquire one (1) Share on payment of the sum of \$1.08 per Bonus Option (**Exercise Price**) to Santana.

6.3 Notice of Exercise

Eligible Shareholders will receive an exercise notice at the same time that they receive a holding statement in respect of the Bonus Options (**Exercise Notice**).

Bonus Options may be exercised at any time prior to 5:00pm (Sydney time) on the Expiry Date by delivering a duly executed Exercise Notice to Santana, together with payment for the aggregate Exercise Price for the Bonus Options being exercised.

Bonus Options will be deemed to have been exercised at a time determined by Santana and in any event no earlier than Santana having received the aggregate Exercise Price (in cleared funds) in respect of the Bonus Options exercised in accordance with the Exercise Notice.

6.4 Shares Issued on Exercise of Bonus Options

Shares to be issued pursuant to the exercise of Bonus Options will be issued following receipt of all the relevant documents and payments (in cleared funds) and will rank equally with the then issued Shares.

Shares issued pursuant to the exercise of Bonus Options will have the same rights and liabilities as Santana's existing Shares on issue as at the date of the exercise of the Bonus Options. The full details of the rights attaching to Shares are set out in Santana's Constitution. A summary of the rights and liabilities attaching to the Shares as at the date of this Prospectus is set out in section 7 on page 20 of this Prospectus.

If the holder of any Bonus Options exercises less than the total number of Bonus Options registered in their name, Santana will provide the holder of any Bonus Options with a new holding statement stating the remaining number of Bonus Options registered in that holder's name, together with a new exercise notice.

6.5 Transfer

The holder of any Bonus Options may transfer some or all of their Bonus Options in any manner authorised by the Corporations Act or, if applicable, the ASX, at any time prior to 4:00pm on 28 February 2025.

6.6 Participation Rights or Entitlements

There are no participating rights or entitlements inherent in the Bonus Options and holders will not be entitled to participate in new issues of securities offered to Shareholders during the term of the Bonus Options, except in their capacity as existing Shareholders.

6.7 Bonus Issues

If, prior to the expiry of the options, Santana makes a bonus issue of Shares to Shareholders for no consideration, the number of Shares over which an Bonus Option is exercisable will be increased by the number of Shares which the holder would have received if the Bonus Option had been exercised before the relevant record date for the bonus issue.

6.8 Pro-Rata Issue

If, from time to time, before the expiry of the Bonus Options, Santana makes a pro-rata issue of Shares to shareholders, the exercise price of the Bonus Options may be amended in accordance with ASX Listing Rule 6.22.2.

6.9 Capital reorganisation

If there is a reorganisation of the issued capital of Santana (including any consolidation, subdivision, reduction, or return of capital), the rights of the holder of Bonus Options shall be changed to the extent necessary to comply with the ASX Listing Rules at the time of the reorganisation.

7. Rights and liabilities attaching to Shares

Shares issued pursuant to the exercise of Bonus Options will have the same rights and liabilities as Santana's existing Shares on issue as at the date of this Prospectus. The full details of the rights attaching to Shares are set out in the Constitution, a copy of which is available on Santana's website which can be accessed on <https://www.santanaminerals.com/corporate-governance> and may also be inspected at Santana's registered office. A summary of the rights and liabilities attaching to the Shares is set out below.

7.1 Voting rights

At a general meeting every Shareholder present in person by proxy, attorney or representative has one vote on a show of hands and every Shareholder present in person or by proxy, attorney or representative has one vote for each Share on a poll.

The Constitution enables the Board to determine that Shareholders who are entitled to vote at a meeting may do so by way of direct vote and to make regulations, rules and procedures regarding such direct votes.

7.2 Dividends

Dividends are declared by the Directors at their discretion and are paid to Shareholders according to their rights and interest in the profits at the time of entitlement to the dividend. The Directors may determine that a dividend will be payable on a share and fix the amount, time for payment and method of payment.

7.3 Transfer of Shares

Generally, the Directors will not refuse to register a transfer unless the ASX Settlement Operating Rules or the ASX Listing Rules permit it to do so, the transfer of Shares is inconsistent with the Share transfer requirements outlined within the Constitution, the transfer would result in more than three persons being registered as joint holders or Santana has a lien on the Shares.

7.4 Future increases in capital

The issue of any Shares of Santana is under the control of the Directors who may, subject to the Corporations Act and the ASX Listing Rules, issue them on any terms, with any rights or restrictions attached to them, at any time, and for any consideration the Directors decide.

7.5 Variation of rights

The rights and privileges attaching to a class of Shares can be altered by a special resolution of Shareholders and:

- (a) by special resolution passed at a meeting of the holders of Shares in that class; or
- (b) by the written consent of Shareholders with at least 75% of the votes in that Share class.

A special resolution is a resolution passed by a majority of not less than 75% of those entitled to vote on the resolution.

7.6 Rights on winding up

In the event of a winding up of Santana:

- (a) if there are enough assets to repay all capital to Shareholders, all capital must be repaid to the Shareholders and any surplus must be distributed among the Shareholders in proportion to the number of fully paid shares held by them and for this purpose a partly paid share is treated as a fraction of a share equal to the proportion which the amount paid bears to the total issue price of the share before the winding up began;
- (b) if there are not enough assets to repay all capital to shareholders, the available assets must be distributed among the Shareholders in proportion to the number of fully paid shares held by them and for this purpose a partly paid share is treated as a fraction of a share equal to the proportion which the amount paid bears to the total issue price of the share before the winding up began (without the necessity of a call up); and
- (c) surplus assets in kind may, with the sanction of a special resolution, be divided among Shareholders in whole or part in such proportion as the liquidator may determine.

7.7 Directors' remuneration

The Constitution provides that Santana may remunerate each Director as the Directors decide, but the total amount of the remuneration of non-executive Directors may not exceed the amount fixed by Santana in general meeting for that purpose, which as at the date of this Prospectus is \$600,000 per annum.

7.8 Shareholder liability

As the Shares issued will be fully paid shares, they will not be subject to any calls for money by the Directors and will therefore not become liable for forfeiture.

7.9 Proportional takeover provisions

The Constitution contains provisions requiring member approval in relation to any proportional takeover bid, being an off-market takeover bid for a specified proportion of securities in the bid class.

7.10 Marketable Parcels

The Constitution includes provisions which entitle Santana to give a divestment notice and require that a Shareholder who holds less than a "marketable parcel" (as defined in the ASX Listing Rules) increase its shareholding to a marketable parcel or notify Santana that it wishes to retain its Shares, failing which Santana and each of its Directors will be authorised to sell the Shareholders' Shares.

7.11 Constitution

The Constitution can only be amended by a special resolution passed by at least three quarters of Shareholders present and voting at the general meeting. A special resolution is a resolution passed by a majority of not less than 75% of those entitled to vote on the resolution.

8. Additional information

8.1 Director interests

Other than as set out in this Prospectus, no Director or proposed Director holds, or has held within the two years preceding lodgement of this Prospectus with ASIC, any interest in:

- (a) the formation or promotion of Santana;
- (b) any property acquired or proposed to be acquired by Santana in connection with:
 - (1) its formation or promotion; or
 - (2) the offer of Bonus Options pursuant to this Prospectus; or
- (c) the offer of Bonus Options pursuant to this Prospectus,

and no amounts have been paid or agreed to be paid and no benefits have been given or agreed to be given to a Director or proposed Director:

- (d) as an inducement to become, or to qualify as, a Director; or
- (e) for services provided in connection with:
 - (1) the formation or promotion of Santana; or
 - (2) the offer of Bonus Options pursuant to this Prospectus.

The remuneration of an executive Director is decided by the Board, without the affected executive Director participating in that decision-making process. The total maximum remuneration of non-executive Directors is initially set by the Constitution and subsequent variation with the Constitution, the Corporations Act and the ASX Listing Rules, as applicable. The total aggregate amount of remuneration for non-executive directors approved by Shareholders as at the date of this Prospectus is \$600,000 per annum. The determination of non-executive Directors' remuneration within that maximum will be made by the Board having regard to the inputs and value to Santana of the respective contributions by each non-executive Director.

A Director may be paid fees or other amounts (i.e. non-cash performance incentives such as options, subject to any necessary Shareholder approval) as the other Directors determine where a Director performs special duties or otherwise performs services outside the scope of the ordinary duties of a Director. In addition, Directors are also entitled to be paid reasonable travelling, hotel and other expenses incurred by them respectively in or about the performance of their duties as Directors.

Details of the remuneration paid and payable to each Director of Santana are set out in Santana's annual report for the financial year ending 30 June 2023. A copy of this report can be accessed on Santana's website at <https://www.santanaminerals.com/> or on the ASX webpage for Santana (**ASX: SMI**).

The following table details the total compensation each Director received for the financial years ending 30 June 2022 and 30 June 2023 (including allowances and share based payments):

Directors	Directors' Fees (including superannuation)	
	2023	2022
Frederick Bunting ¹	\$45,000	\$45,000
Peter Cook ²	Nil	Nil
Damian Spring ³	Nil	Nil
Samuel Smith ⁴	Nil	Nil

The above figures do not include any Bonus Options that the Directors may acquire pursuant to the Offer.

8.2 Market price of Shares

Santana Shares are Quoted on the ASX (**ASX: SMI**).

The highest and lowest closing prices of Shares on the ASX between 20 October 2023 and 20 January 2024 and the respective dates of those sales were:

	Date	Price
Lowest Price	20 October 2023	\$0.53
Highest Price	17 January 2024	\$1.38

8.3 Continuous disclosure obligations

Santana is a “disclosing entity” (as defined in section 111AC of the Corporations Act) for the purposes of section 713 of the Corporations Act and, as such, is subject to regular reporting and disclosure obligations. Specifically, like all ASX listed companies, Santana is required to immediately disclose to the market any information that a reasonable person would expect to have a material effect on the price or the value of Santana’s securities.

¹ In addition to Director Fees, Minex Resources Limited, an entity associated with Mr Bunting, was paid \$164,627 (2022: \$152,257) for consulting fees and hire of equipment.

² Peter Cook was appointed as Non-Executive Chairman and a director of Santana on 23 October 2023. Mr Cook will be paid Directors Fees of \$102,000 per annum (inclusive of statutory superannuation levy).

³ Damian Spring was appointed as a director of Santana on 1 January 2024, previously holding roles of General Manager NZ from 23 January 2023 to 30 June 2023 and Chief Executive Officer from 1 July 2023. Damian Spring’s salary as Chief Executive Officer is NZ\$380,000 and he is entitled to participate in Santana’s STI and LTI programmes. Damian is not entitled to any additional payment for his role as a director of Santana over and above his role as Chief Executive Officer.

⁴ Samuel Smith was appointed as a director of Santana on 1 January 2024. Samuel Smith is engaged on a part time basis and is entitled to an FTE salary of \$300,000 plus superannuation and he is entitled to participate in Santana’s STI and LTI programmes.

This Prospectus is a “transaction specific prospectus”. In general terms a “transaction specific prospectus” is only required to contain information in relation to the effect of the issue of securities on a company and the rights attaching to the securities. It is not necessary to include general information in relation to all of the assets and liabilities, financial position, profits and losses or prospects of the issuing company.

As such, this Prospectus should be read in conjunction with the publicly available information in relation to Santana which has been notified to ASX and does not include all of the information that would be included in a prospectus for an initial public offering of securities in an entity that is not already listed on a stock exchange. Investors should therefore have regard to the other publicly available information in relation to Santana before making a decision whether or not to invest.

Information that is already in the public domain has not been reported in this Prospectus other than that which is considered necessary to make this Prospectus complete.

Santana, as a disclosing entity under the Corporations Act, advises that:

- (a) it is subject to regular reporting and disclosure obligations;
- (b) copies of documents lodged with ASIC in relation to Santana (not being documents referred to in section 1274(2)(a) of the Corporations Act) may be obtained from, or inspected at, the offices of ASIC; and
- (c) it will provide a copy of each of the following documents, free of charge, to any person on request between the date of issue of this Prospectus and the date of issue of the Bonus Options:
 - (1) the annual financial report most recently lodged by Santana with ASIC;
 - (2) any half-year financial report lodged by Santana with ASIC after the lodgement of the annual financial report referred to in (1) and before the lodgement of this Prospectus with ASIC; and
 - (3) any documents lodged by Santana with ASX under the continuous disclosure reporting requirements from 22 September 2023 to the date of this Prospectus.

Copies of all documents lodged with ASIC in relation to Santana can be inspected at the registered office of Santana during normal office hours.

Details of documents lodged by Santana with ASX since the date of the lodgement of Santana’s latest annual financial report and before the lodgement of this Prospectus with ASIC are set out in the table below.

Date	Description of announcement
22/09/2023	Annual Report to shareholders
22/09/2023	Appendix 4G
28/09/2023	Drill Results Confirm and Extend High Grade Mineralisation
04/10/2023	Date of AGM and Director Nominations
20/10/2023	Quarterly Activities and Cashflow Reports

Date	Description of announcement
23/10/2023	Strong RAS and Regional Drill Results
23/10/2023	Appointment of Peter Cook as Non-Executive Chairman
23/10/2023	Notification regarding unquoted securities - SMI
24/10/2023	Application for quotation of securities - SMI
24/10/2023	Exercise of Options
26/10/2023	Initial Director Interest Notice - P Cook
26/10/2023	Change of Director Interest Notice - P Cook
27/10/2023	Notice of Annual General Meeting and Director Retirement
23/11/2023	More High Grade Gold from Rise and Shine Drilling
29/11/2023	AGM Address and Presentation
29/11/2023	Results of Annual General Meeting
01/12/2023	Appendix 3Z - Batt
04/12/2023	Change of Director's Interest Notice - P Cook
13/12/2023	Notification regarding unquoted securities - SMI
13/12/2023	New Management Appointments and Director Retirement
22/12/2023	Final Director's Interest Notice
02/01/2024	Changes to Board of Directors
04/01/2024	Bendigo-Ophir Exploration and Project Update
04/01/2024	Final Director Interest Notice - McDonald
04/01/2024	Initial Director Interest Notice - Spring
04/01/2024	Initial Director Interest Notice - Smith
08/01/2024	Investor Presentation
10/01/2024	Response to ASX Price Query
24/01/2024	High-Grade Intercepts Close out Resource Drilling at RAS
25/01/2024	Quarterly Activities and Cashflow Reports

ASX maintains files containing publicly available information for all listed companies. Santana's file is available for inspection at ASX during normal office hours.

The announcements are also available through Santana's website
<https://www.santanaminerals.com/>.

8.4 Not financial product or investment advice

This Prospectus is for information purposes only and is not financial product or investment advice or a recommendation to acquire Bonus Options and has been prepared without taking into account your objectives, financial circumstances or particular needs. This Prospectus should not be considered to be comprehensive and does not purport to contain all the information that you may require to make a decision about whether to exercise or deal with any Bonus Options. This Prospectus should be read in conjunction with Santana's other periodic statements and continuous disclosure announcements lodged with ASX and available through Santana's website located at <https://www.santanaminerals.com/>.

Before making an investment decision, you should consider the appropriateness of the information in this Prospectus having regard to your own objectives, financial situation and needs and seek legal and taxation advice appropriate to your jurisdiction. If you have any questions about whether you should participate in the Offer under this Prospectus, you should seek professional advice before making any investment decision. Santana is not licensed to provide financial product advice in respect of the Bonus Options.

8.5 Allotment

Bonus Options issued pursuant to the Offer will be allotted in accordance with ASX Listing Rules and the timetable set out in this Prospectus.

Holding statements for Bonus Options issued pursuant to the Offer will be mailed to Eligible Shareholders in accordance with ASX Listing Rules and the timetable set out at the commencement of this Prospectus.

8.6 Brokerage and Stamp Duty

No brokerage fee is payable by Eligible Shareholders who receive Bonus Options. No stamp duty is payable for receiving Bonus Options pursuant to the Offer.

8.7 ASX Listing

Santana has not applied, and will not apply, to the ASX for Quotation of the Bonus Options offered pursuant to this Prospectus within 7 days of the date of this Prospectus.

Accordingly, the Bonus Options will not be Quoted and will be unlisted.

The fact that the ASX may, in the future, grant Quotation of the Bonus Options offered pursuant to this Prospectus is not to be taken in any way as an indication of the merits of Santana or Bonus Options to be issued pursuant to this Prospectus.

8.8 Clearing House Electronic Sub Register System (CHES) and Issuer Sponsorship

Santana will not be issuing option certificates. Santana is a participant in CHES, for those investors who have, or wish to have, a sponsoring stockbroker. Investors who do not wish to participate through CHES will be issuer sponsored by Santana. Because the sub registers are electronic, ownership of securities can be transferred without having to rely upon paper documentation.

Electronic registers mean that Santana will not be issuing certificates to investors. Instead, investors will be provided with a statement (similar to a bank account statement) that sets out the number of Bonus Options issued to them under this Prospectus. The notice will also advise

holders of their Holder Identification Number or Security Holder Reference Number and explain, for future reference, the sale and purchase procedures under CHESS and issuer sponsorship.

Further monthly statements will be provided to holders if there have been any changes in their security holding in Santana during the preceding month.

8.9 Information Availability

Eligible Shareholders can obtain a copy of this Prospectus during the period of the Offer on Santana's website at <https://www.santanaminerals.com/> or by calling Santana's Share Registry on +61 1300 554 474 (within Australia) at any time from 8:30am to 7:30pm (Sydney time) Monday to Friday during the offer period for the Offer. Persons who access the electronic version of this Prospectus should ensure that they download and read the entire Prospectus.

8.10 Taxation

The taxation consequences arising from an investment in any Bonus Options will depend on the particular circumstances of each Eligible Shareholder and it is the responsibility of all Eligible Shareholders to satisfy themselves of the taxation treatment that applies to them by consulting their own professional tax advisers.

New Zealand Taxation

It is recommended to Eligible Shareholders resident in New Zealand to discuss with their accountant or financial advisor the New Zealand taxation implications for choosing to exercise their Bonus Options. Taxation outcomes for Eligible Shareholders in New Zealand will depend on their personal tax circumstances. Some Eligible Shareholders resident in New Zealand may have income tax liability on the amount by which the Exercise Price of the Bonus Options is less than the prevailing share price at the time of exercise. Please obtain advice to ascertain your own taxation position before making a decision to exercise.

8.11 Disclaimer of representations

No person is authorised to give any information, or to make any representation, in connection with this Prospectus, that is not contained in this Prospectus.

Any information or representation that is not in this Prospectus may not be relied on as having been authorised by Santana, or its Related Bodies Corporate, in connection with this Prospectus. Except as required by law, and only to the extent so required, none of Santana, nor any other person, warrants or guarantees the future performance of Santana or any return on any investment made pursuant to this Prospectus or its contents.

8.12 Privacy

Santana collects, holds and will use your information to service your needs as a holder of Shares and/or Options and facilitate the distribution of payments and corporate communications to you as a Shareholder.

The information may also be used and disclosed to persons inspecting Santana's register, bidders for your Shares and/or Options in the context of takeovers, regulatory bodies, including the Australian Taxation Office, authorised securities brokers, print service providers, mail houses and Santana's Share Registry.

You can access, correct and update the personal information that we hold about you. Please contact Santana or its Share Registry if you wish to do so at the relevant contact numbers set out in this Prospectus.

8.13 Withdrawal of Offer

Santana reserves the right to withdraw all or part of the Offer at any time, subject to applicable laws.

8.14 Interests of experts and advisers

Other than as set out below or elsewhere in this Prospectus, no:

- (a) person named in this Prospectus as performing a function in a professional, advisory or other capacity in connection with the preparation or distribution of this Prospectus;
- (b) promoter of Santana; or
- (c) underwriter to the issue or a financial services licensee named in this Prospectus as a financial services licensee involved in the issue,

holds, or has held within the 2 years preceding lodgement of this Prospectus with ASIC, any interest in:

- (a) the formation or promotion of Santana;
- (b) any property acquired or proposed to be acquired by Santana in connection with:
 - (1) its formation or promotion; or
 - (2) the offer of Bonus Options pursuant to this Prospectus,

and no amounts have been paid or agreed to be paid and no benefits have been given or agreed to be given to any of these persons for services provided in connection with:

- (c) the formation or promotion of Santana; or
- (d) the offer of Bonus Options pursuant to this Prospectus.

8.15 Consents

Each of the persons referred to in this section:

- (a) does not make, or purport to make, any statement in this Prospectus other than those referred to in this section; and
- (b) to the maximum extent permitted by law, expressly disclaim and take no responsibility for any part of this Prospectus other than a reference to its name and a statement included in this Prospectus with the consent of that party as specified in this section.

Link Market Services Limited has given its written consent to being named as Santana's Share registrar in this Prospectus. Link Market Services Limited has not withdrawn its consent prior to the lodgement of this Prospectus with ASIC.

8.16 Representations you will be taken to make upon exercise of Bonus Options

To the maximum extent permitted by law, by exercising any Bonus Options, you will be deemed to have:

- (a) agreed to be bound by the provisions of this Prospectus and Santana's Constitution;
- (b) acknowledged that this Prospectus does not contain all of the information that you may require in order to assess an investment in Santana and is given in the context of Santana's past and ongoing continuous disclosure announcements to the ASX;
- (c) acknowledged that the statement of risks in the 'Risks' section 5 of this Prospectus and that investments in Santana are subject to risk; and
- (d) acknowledged that none of Santana or its Related Bodies Corporate and Affiliates and none of its or their respective directors, officers, partners, employees, representatives, agents, consultants or advisers, guarantees the performance of Santana, nor do they guarantee the repayment of capital.

8.17 Governing Law

This Prospectus is governed by the laws of Queensland, Australia. Each Eligible Shareholder submits to the non-exclusive jurisdiction of the courts of Queensland, Australia.

8.18 Enquiries

Any questions concerning the Offer should be directed to Santana's Share Registry on +61 1300 554 474 (from within Australia).

8.19 Authorisation

This Prospectus is issued by Santana.

The lodgement of this Prospectus with ASIC was consented to by every Director of Santana.



Peter Cook

Non-Executive Director

9. Glossary

\$	means the lawful currency of the Commonwealth of Australia.
ASIC	means the Australian Securities and Investments Commission.
ASX	means ASX Limited ACN 008 624 691 or the financial market operated by it (as the context requires).
ASX Listing Rules	means the listing rules of ASX.
ASX Settlement Operating Rules	means the settlement rules of the securities clearing house which operates CHESS.
Bonus Options	means options to subscribe for Shares on the payment of the exercise price of \$1.08 at any time prior to 5:00pm (Sydney time) 28 February 2025, the terms of which are contained in section 6 of this Prospectus.
Board	means the board of Directors unless the context indicates otherwise.
Business Day	means Monday to Friday inclusive, except New Year's Day, Good Friday, Easter Monday, Christmas Day, Boxing Day and any other day that ASX declares is not a business day.
CHESS	means the ASX's clearing house electronic subregister system.
Chief Executive Officer	means Mr Damian Spring.
Constitution	means the constitution of Santana as at the date of this Prospectus.
Company or Santana	means Santana Minerals Limited ACN 161 946 989.
Corporations Act	means the <i>Corporations Act 2001</i> (Cth).
Directors	means the directors of Santana as at the date of this Prospectus.
Eligible Shareholder	means a Shareholder, as at the Record Date: <ul style="list-style-type: none"> (a) who: <ul style="list-style-type: none"> (1) is recorded in Santana's register of members as having a registered address in Australia or New Zealand; and (2) as far as Santana is aware, is not located in the United States and is not a person (including a nominee or custodian) acting for the account or benefit of a person in the United States; or (b) who Santana is, otherwise, satisfied, in its sole discretion, that it would not be unlawful to issue Bonus Options to Shareholders located in the particular place in accordance with this Prospectus, either unconditionally or after compliance with such conditions as Santana, in its sole and absolute discretion, has accepted, under all applicable securities laws.
Entitlement	means the entitlement of an Eligible Shareholder pursuant to the Offer.
Ineligible Shareholder	means a Shareholder that is recorded in Santana's share register as having an address outside of Australia or New Zealand unless Santana is satisfied (in its sole discretion) that the offer of Bonus Options to Shareholders resident in the particular place in accordance with this Prospectus would not be unreasonable having regard to the number of holders in that place, the number and value of securities the holders

would be offered and the cost of complying with the legal requirements, and requirements of a regulatory authority in that place.

Offer	means the non-renounceable entitlement issue contained in this Prospectus.
Option	means an option to acquire a Share.
Prospectus	means this prospectus, as supplemented or amended from time to time in accordance with the Corporations Act.
Quotation	means official quotation of the Shares on ASX and the term 'Quoted' has a corresponding meaning.
Record Date	means 7:00pm (Sydney time) on the date specified in the timetable set out at the commencement of this Prospectus.
Share	means a fully paid ordinary share in the capital of Santana.
Share Registry	means Link Market Services Limited.
Shareholder	means a holder of a Share.
Voting Power	has the meaning given to that term in the Corporations Act.
VWAP	means the volume weighted average sale price of all Shares traded through the ASX.
United States	means the United States of America.

10. Corporate Directory

Directors

Peter Cook (Non-Executive Chairman)
 Frederick J Bunting (Non-Executive Director)
 Damian Spring (Chief Executive Officer and Executive Director)
 Samuel Smith (Executive Director)

Registered office

Level 1, 371 Queen Street
 Brisbane QLD 4000

Telephone: +61 7 3221 7501

Website: <https://www.santanaminerals.com/>

Company Secretary

Craig J McPherson

Lawyers

Share Registry

Link Market Services Limited
 Telephone: +61 1300 554 474

Piper Alderman
 Level 26, Riparian Plaza, 71 Eagle Street
 Brisbane QLD 4000

