
NOTICE OF ANNUAL GENERAL MEETING

Santana Minerals Limited ACN 161 946 989 (**Company**) gives notice that the Annual General Meeting of Shareholders will be held at:

Address: KPMG
Level 16
Riparian Plaza
71 Eagle Street
Brisbane QLD 4000

Date: Wednesday 30 November 2016

Time: 10.00 am

Notice of Meeting of Shareholders

AGENDA

The business of the Annual General Meeting will be to consider the Financial Reports and the Resolutions set out below. Full details on the nature of the matters to be considered are set out in the Explanatory Statement accompanying this Notice of Meeting.

Capitalised terms are defined in the Glossary to this Notice of Meeting and Explanatory Statement.

FINANCIAL REPORTS

To receive and consider the Financial Statements of the Company for the year ended 30 June 2016, together with the Directors' Report and the Auditor's Report as set out in the Annual Report.

RESOLUTION 1: ADOPTION OF REMUNERATION REPORT

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

"That the Remuneration Report for the year ended 30 June 2016 be and is hereby adopted for the purposes of the Corporations Act."

Note: In accordance with section 250R of the Corporations Act, this Resolution 1 is advisory only and does not bind the Directors and the Company. However, if 25% or more votes that are cast on Resolution 1 are voted against the adoption of the Remuneration Report at two consecutive annual general meetings, Shareholders will be required to vote at that second annual general meeting on an additional resolution on whether another meeting should be held at which all of the Company's Directors, other than the Managing Director, must stand for re-election. Please see the Explanatory Statement for further information.

Voting Exclusion

The Company will disregard any votes cast on Resolution 1 by or on behalf of a person who is disclosed in the Remuneration Report as:

- (a) a member of the Key Management Personnel (**KMP**) of the Company (this includes but is not limited to the Directors and the Chairman of the Annual General Meeting); or
- (b) closely related parties of such KMP.

The Company will not disregard any votes cast on Resolution 1 if the Excluded Person votes as proxy for a person who is entitled to vote and the vote is not cast on behalf of the Excluded Person and either:

- (a) the Excluded Person is appointed as proxy and votes as proxy in accordance with the directions on the Proxy Form; or
- (b) the Excluded Person is the Chairman of the Annual General Meeting and the appointment of the Chairman as proxy:
 - (i) does not specify the way the proxy is to vote on Resolution 1; and
 - (ii) expressly authorises the Chairman to exercise the proxy even if Resolution 1 is connected directly or indirectly with the remuneration of a member of the KMP.

RESOLUTION 2: RE-ELECTION OF DIRECTOR – MR NORMAN A. SECKOLD

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

“That, Norman A. Seckold, who retires by rotation in accordance with clause 11.2 of the Constitution and the ASX Listing Rules, be and is hereby re-elected as a Director.”

RESOLUTION 3: RATIFICATION OF THE ISSUE OF SHARES

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

“That the issue of 33,936,331 fully paid ordinary shares in the Company as set out in the attached Explanatory Statement be and is hereby ratified for the purposes of ASX Listing Rule 7.4 and for all other purposes.”

Voting Exclusion

The Company will disregard any votes cast on this Resolution 3 by a person who participated in the issue and any associate of such person. The Company need not disregard a vote if it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or it is cast by the person chairing the meeting as a proxy for the person who is entitled to vote, in accordance with the directions on the proxy form to vote as the proxy decides.

RESOLUTION 4: APPROVAL TO ISSUE SHARES TO ADVISORS IN LIEU OF FEES

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

“That, for the purposes of ASX Listing Rule 7.1 and for all other purposes, Shareholders approve the issue of up to 1,800,000 shares to the parties referred in and on the terms and conditions set out in the Explanatory Statement accompanying this Notice of Meeting”

Voting Exclusion

The Company will disregard any votes cast on this Resolution 4 by any person who may participate in the issue of shares identified in this Resolution and any person who may obtain a benefit from the issue of ordinary shares in this Resolution and any associate of such person. The Company need not disregard a vote if it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or it is cast by the person chairing the meeting as a proxy for the person who is entitled to vote, in accordance with the directions on the proxy form to vote as the proxy decides.

RESOLUTION 5: APPROVAL TO ISSUE OPTIONS TO ADVISORS IN LIEU OF FEES

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

“That, for the purposes of ASX Listing Rule 7.1 and for all other purposes, Shareholders approve the issue of up to 2,000,000 unlisted options on the terms and conditions set out in the Explanatory Statement accompanying this Notice of Meeting.”

Voting Exclusion

The Company will disregard any votes cast on this Resolution 5 by any person who may participate in the issue of unlisted options identified in this Resolution and any person who may obtain a benefit from the issue of unlisted options identified in this Resolution and any associate of such person. The Company need not disregard a vote if it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or it is cast by the person chairing the meeting as a proxy for the person who is entitled to vote, in accordance with the directions on the proxy form to vote as the proxy decides.

RESOLUTION 6: APPROVAL OF THE EXECUTIVE AND STAFF OPTION PLAN

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

“That the Santana Minerals Limited Executive and Staff Option Plan, as described in the Explanatory Statement accompanying the Notice of Meeting, be approved for the issue of securities under that Plan for the purpose of ASX Listing Rule 7.2, exception 9.”

Voting Exclusion

The Company will disregard any votes cast on this Resolution 6 by the directors of the Company or any associate of such person. The Company need not disregard a vote if it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or it is cast by the person chairing the meeting as a proxy for the person who is entitled to vote, in accordance with the directions on the proxy form to vote as the proxy decides.

Please refer to the Explanatory Statement attached to this Notice of Meeting for more information regarding Resolutions 1 to 6.

By order of the Board

Craig J. McPherson
Company Secretary
27 October 2016

See the following notes on voting and proxies

Attendance and voting at the Meeting

In accordance with applicable law, the Directors have made a determination that all the Shares of the Company are taken, for the purposes of determining the right of Shareholders to attend and vote at the Annual General Meeting, to be held by persons who hold Shares at 7pm on Monday, 28 November 2016. If you are not the registered holder of a relevant Share at that time you will not be entitled to vote in respect of that Share.

You may vote by attending the Annual General Meeting in person or by proxy (see below).

Ordinary resolutions require the support of more than 50% of those Shareholders voting in person, by proxy, by representative or by attorney. Special resolutions require the support of at least 75% of those Shareholders voting in person, by proxy, by representative or by attorney. There are no special resolutions proposed at this Annual General Meeting.

Every question arising at this Annual General Meeting will be decided in the first instance by a show of hands. A poll may be demanded in accordance with the Constitution.

On a show of hands, every Shareholder who is present in person or by proxy, representative or attorney, will have one vote. Upon a poll, every person who is present in person or by proxy, representative or attorney will have one vote for each Share held by that person.

PROXIES

A Shareholder who is entitled to attend and vote at the Annual General Meeting may appoint a person, who need not be a Shareholder of the Company, as that Shareholder's proxy to attend and vote on behalf of that 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.

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 by 10.00 am on Monday, 28 November 2016):

- by hand delivery to the Registered Office of Santana Minerals Limited, Level 5, 10 Eagle Street, Brisbane Qld 4000;
- by mail to PO Box 1639, Milton LPO, Qld 4064;
- by facsimile to +61 7 3832 6485; or
- by email to admin@santanaminerals.com.

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.

Explanatory Statement

IMPORTANT NOTICE

This Explanatory Statement contains an explanation of, and information about, the Resolutions to be considered at the Annual General Meeting. Shareholders should read this Explanatory Statement in full. This Explanatory Statement forms part of the accompanying Notice of Meeting and should be read with the Notice of Meeting.

This Explanatory Statement does not take into account the individual investment objectives, financial situation and needs of individual shareholders or any other person. Accordingly, it should not be relied on solely in determining how to vote on the Resolutions.

If you are in doubt about what to do in relation to the Resolutions, you should consult your financial or other professional adviser.

Words or expressions used in the Notice of Meeting and in this Explanatory Statement are defined in the Glossary. Unless otherwise stated, all references to sums of money, '\$' and 'dollars' are references to Australian currency.

This Explanatory Statement is dated 27 October 2016.

SHAREHOLDER QUERIES

Shareholders with queries regarding anything in this Explanatory Statement should contact the Company Secretary, Craig McPherson, on +61 7 3221 7501.

Shareholders with queries regarding their shareholding or voting entitlements should contact the Share Registry, Link Market Services, on 1300 554 474 (within Australia) or +61 2 8280 7454 (outside Australia).

RESPONSIBILITY FOR INFORMATION

The information contained in this Explanatory Statement has been prepared by the Company and is the responsibility of the Company.

FINANCIAL REPORTS

The Financial Statements of the Company for the year ended 30 June 2016, together with the Directors' Report and the Auditor's Report as set out in the Annual Report will be presented for consideration.

A copy of the Company's 2016 Annual Report is available on the Company's website at www.santanaminerals.com.

Shareholders should consider these documents and raise any matters of interest with the Directors when this item is being considered. No resolution is required to be moved in respect of this item.

RESOLUTION 1: ADOPTION OF REMUNERATION REPORT

The Remuneration Report, which can be found on page 28 of the Company's 2016 Annual Report, contains certain prescribed details, sets out the policy adopted by the Board of Directors and discloses the payments to Directors and certain Key Management Personnel (**Noted Persons**).

A copy of the Company's 2016 Annual Report is available on the Company's website at www.santanaminerals.com.

In accordance with section 250R of the Corporations Act, a resolution must be put to Shareholders to adopt the Remuneration Report. The Resolution is advisory only and does not bind the Directors or the Company. Nevertheless, the Board will take into account the outcome of the vote and comments made by Shareholders on the Remuneration Report when considering future remuneration arrangements of the Company.

Two Strikes

Shareholders should also note that if 25% or more of the votes cast on this non-binding Resolution are voted against the adoption of the Remuneration Report at two consecutive annual general meetings, Shareholders will be required to vote at the second of these annual general meetings on a resolution (a **Spill Resolution**) that another meeting be held within 90 days (**Spill Meeting**), at which:

- (a) all of the Company's Directors (other than the Managing Director) who were directors when the resolution to make the directors' report considered at the alter AGM was passed, must cease to hold office immediately before the end of the Spill Meeting; and
- (b) resolutions to appoint persons to offices that will be vacated immediately before the end of the Spill Meeting will be put to the vote at the Spill Meeting.

Directors of the Company who ceased to hold office immediately before the end of the Spill Meeting are eligible for re-election to the Board.

The approval threshold for the Spill Resolution is 50% or more of votes that are cast on the Spill Resolution.

During this item of business, shareholders will be given a reasonable opportunity to ask questions, and make comments about the Remuneration Report. In general terms, the Corporations Act prohibits (subject to relevant exceptions) the Noted Persons and closely related persons of the Noted Persons from voting on this Resolution 1. A voting exclusion statement with regard to this is set out in the Notice of Meeting.

Where you have appointed the Chairman of the meeting as your proxy (or the Chairman of the meeting becomes your proxy by default) in relation to this Resolution but you have not directed your proxy how to vote on this Resolution, you are directing the Chairman of the Meeting to vote in favour of this Resolution. The Company encourages you to direct your proxy how to vote.

RESOLUTIONS 2: RE-ELECTION OF DIRECTOR – MR NORMAN A. SECKOLD

In accordance with clause 11.2 of the Constitution and ASX Listing Rule 14.4, a director must not hold office without re-election past the third annual general meeting following the director's appointment, or 3 years, whichever is longer. Further, at every annual general meeting, one-third of the Directors for the time being (other than any Managing Director), or, if their number is not a multiple of 3, then the whole number nearest to but not less than one-third, must retire from office.

A director who retires in accordance with these requirements is eligible for re-election. Accordingly, Mr Seckold retires as Director by rotation and, being eligible, offers himself for re-election to the Board.

Mr Seckold graduated with a Bachelor of Economics from the University of Sydney in 1970. He has spent more than 30 years in the full time management of natural resource companies, both in Australia and overseas. Of relevance is his particularly successful involvement in management of Mexican based projects.

Mr Seckold is currently Chairman and Director of each of ASX listed companies Planet Gas Limited (director since December 2001) and Augur Resources Ltd (director since November 2009).

He has been Chairman of Bolnisi Gold NL, Palmarejo Silver and Gold Corporation, Moruya Gold Mines NL, Pangea Resources Limited, Timberline Minerals, Inc., Perseverance Corporation Limited, Valdora Minerals NL, Viking Gold Corporation, Mogul Mining NL, San Anton Resource Corporation Inc., Cockatoo Coal Limited, Equus Mining Limited and Cerro Resources NL.

RESOLUTION 3: RATIFICATION OF THE ISSUE OF SHARES

Background

On 29 August 2016 the Company announced a placement to sophisticated and professional investors undertaken through Far East Capital Limited. The placement was completed on 7 September 2016 through the issue of 33,936,331 fully paid ordinary Shares at a price of \$0.06 each to raise approximately \$2,036,000.

The Shares were issued under the company's placement capacity as provided for by ASX Listing Rule 7.1.

Resolution 3 seeks ratification by Shareholders of the issue of 33,936,331 Shares issued on 7 September 2016 for the purpose of ASX Listing Rule 7.4.

ASX Listing Rule 7.1 prohibits the Company (subject to certain exceptions such as pro-rata issues and bonus issues) from issuing or agreeing to issue new securities representing more than 15% of its total issued ordinary shares during the following 12 month period, without shareholder approval (**15% Threshold**).

ASX Listing Rule 7.4 permits an issue of securities to be approved retrospectively. It provides that an issue of securities is deemed to have been made with shareholder approval if Listing Rule 7.1 is not breached at the time the securities were issued and shareholders subsequently approve (ratify) the issue.

By Shareholders approving Resolution 3, it gives the Board flexibility to issue further securities up to the 15% Threshold over the following 12 month period. Once the issue of the total number of 33,936,331 Shares is approved, these securities will not be counted as a new issue for the purposes of the 15% Threshold.

ASX Listing Rule disclosure

Details of the issue, as required by ASX Listing Rules are as follows:

Required disclosure	
<i>Number of securities issued or to be issued</i>	33,936,331 Shares
<i>Date of issue</i>	The Shares were issued on 7 September 2016
<i>Issue price</i>	\$0.06 per Share
<i>Terms</i>	The Shares issued were fully paid ordinary shares ranking equally with existing Shares.
<i>Names of allottees</i>	The Shares were issued to sophisticated and professional investors (as those terms are defined under the Corporations Act) through Far East Capital Limited.
<i>Use of funds</i>	The proceeds from funds raised from the Share Issue will be applied towards Exploration on the Cuitaboca Project, Mexico; and for general working capital purposes.
<i>Relationship of allottees to Company</i>	None of the allottees of the Shares or Options are related parties of the Company.

RESOLUTIONS 4 and 5: APPROVAL TO ISSUE SHARES AND OPTIONS TO ADVISORS IN LIEU OF FEES

Background

On 29 August 2016 the Company announced a placement to sophisticated and professional investors undertaken through Far East Capital Limited (**Advisor**). Subject to obtaining relevant shareholder approvals, Far East Capital Limited agreed to a fee represented by 1,800,000 fully paid ordinary shares and 2,000,000 unlisted broker options exercisable at \$0.06 any time up to 31 March 2017.

Resolution 4

Resolution 4 seeks approval by Shareholders for the issues of 1,800,000 shares for the purposes of ASX Listing rule 7.1.

Listing Rule 7.1 requires a company that wishes to issue more than 15% of its securities in any 12 month period to obtain Shareholder approval by way of ordinary resolution (unless the issue is exempted under Listing Rule 7.2).

The effect of approving Resolution 4 is that the Company will be able to issue the Shares without the Shares being included when calculating the thresholds restricting the issue of securities under Listing Rule 7.1.

Resolution 5

Resolution 5 seeks approval by Shareholders for the issues of 2,000,000 unlisted broker options exercisable at \$0.06 any time up to 31 March 2017 for the purposes of ASX Listing rule 7.1.

Full terms and conditions of the options are as set out on page 12, Annexure B.

Listing Rule 7.1 requires a company that wishes to issue more than 15% of its securities in any 12 month period to obtain Shareholder approval by way of ordinary resolution (unless the issue is exempted under Listing Rule 7.2).

The effect of approving Resolution 5 is that the Company will be able to issue the unlisted options without the unlisted options being included when calculating the thresholds restricting the issue of securities under Listing Rule 7.1.

ASX Listing Rule disclosure

Details of the issue, as required by ASX Listing Rules are as follows:

Required disclosure	
<i>Number of securities issued or to be issued</i>	a) 1,800,000 Shares b) 2,000,000 Unlisted Options
<i>Date of issue</i>	The Shares and Unlisted Options will be issued as soon as practicable after the Annual General Meeting, but in any event will be issued to the allottees on the same date which will be no later than 3 months after the Annual General Meeting.
<i>Issue price</i>	a) \$0.06 per share b) Nil
<i>Terms</i>	a) The Shares will be fully paid ordinary shares ranking equally with existing Shares. b) Each Unlisted Option will entitle the holder to one fully paid ordinary share in the Company at an exercise price of \$0.06 per share at any time up to 31 March 2017.
<i>Names of allottees</i>	The Shares and Unlisted Options are to be issued to the Advisor, or entities associated with the Advisor, in satisfaction of the Advisor's fee.
<i>Use of funds</i>	As the Shares and Unlisted Options will be issued in exchange for fees outstanding, no funds will be raised.
<i>Relationship of allottees to Company</i>	None of the allottees of the Shares are related parties of the Company.

RESOLUTION 6: APPROVAL OF THE EXECUTIVE AND STAFF OPTION PLAN**Background**

The Company established the Santana Minerals Limited Executive and Staff Option Plan (Plan) prior to its admission to the official list of the ASX on 29 May 2013.

The Plan enables the Company to issue options to directors, executives and employees of the Company and to issue shares to those directors, executives and employees if they choose to exercise their options. In the case of a director, no options may be issued to the director without express shareholder approval of the number and terms of the options being obtained.

The purpose of the approval of the Plan at this Annual General Meeting is to seek approval to issue securities under the Plan as an exception to the 15% threshold on new issues of securities, as set out below.

Exemption from 15% Threshold

The Company seeks to refresh the three year approval for the Plan under ASX Listing Rule 7.2, exception 9.

ASX Listing Rule 7.1 limits the number of equity securities the Company may issue within any twelve month period without shareholder approval to 15% of each class of securities. An exception to this rule is set out in ASX Listing Rule 7.2, exception 9, which provides that issues under an employee incentive scheme are exempt for a period of three years if shareholders approve the issue of securities under the scheme as an exception to ASX Listing Rule 7.1.

The effect of the approval sought will be that for the next 3 years, the issue of securities under the Plan will not reduce the number of equity securities that may be issued by the Company without shareholder approval under the 15% threshold.

The issue of options under the Plan to directors of the Company and their associates will still require shareholder approval under ASX Listing Rule 10.14. The issue of options under the Plan also remains subject to the issue limits under the Plan.

The Company presently has 5,400,000 employee options on issue, 3,900,000 exercisable at \$0.275 up to 24/4/18 and 1,500,000 exercisable at \$0.08 up to 12/5/19.

A copy of the principal terms of the Santana Minerals Limited Executive and Staff Option Plan is attached to this Notice of Meeting (see **Annexure A**).

GLOSSARY

In this Explanatory Statement and the Notice of Meeting:

Annual General Meeting or **Meeting** means the annual general meeting of Santana's Shareholders convened in accordance with the Notice of Meeting to be held on Wednesday 30 November 2016.

ASX means ASX Limited ACN 008 624 691.

Board means the board of directors of the Company.

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

Constitution means the constitution of the Company.

Corporations Act means the Corporations Act 2001(Cth).

Directors means the Directors of the Company as at the date of the Notice of Meeting.

Explanatory Statement means the explanatory statement that accompanies and forms part of the Notice of Meeting.

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

Notice of Meeting means the notice of Annual General Meeting dated 27 October 2016 which the Explanatory Statement accompanies.

Proxy Form means the proxy form that accompanies and forms part of the Notice of Meeting.

Registered Office means the registered office of the Company as may be nominated from time to time, which at the date of the Notice of Meeting was Level 5, 10 Eagle Street, Brisbane Qld 4000.

Resolution means the resolutions (or a resolution as the case may be) referred to in the Notice of Meeting.

Shareholder means a holder of ordinary shares in the Company entitled to vote at the Annual General Meeting.

Shares mean fully paid ordinary shares in the Company.

ANNEXURE A – SUMMARY OF THE PLAN

The following is a summary of the principal terms of the Santana Minerals Limited Executive and Staff Option Plan.

Objects of Plan

The objects of the Plan are to:

- provide an incentive for Eligible Employees to remain in their employment in the long term;
- recognise the ongoing ability of Eligible Employees and their expected efforts and contribution in the long term to the performance and success of the Company; and
- provide Eligible Employees with the opportunity to acquire Options, and ultimately Shares, in the Company.

Issue of Options under the Plan

- The Board may in its absolute discretion make Offers of Options to Eligible Employees.
- The Company may issue such number of Options as the Board determines so long as reasonable steps are taken to ensure that the number of Shares to be received on exercise of an Option does not exceed 5% of the total number of issued shares in that class of the Company as at the time of the offer.
- No Option may be offered or issued to, or exercised by, an Eligible Employee if to do so would contravene an Applicable Law (Corporations Act, Corporations Regulations, the Constitution of the Company, or the ASX Listing Rules).
- Eligible Employees include:
 - An individual the Board determines to be in full or part-time employment of the Company or director of the Company; and
 - An individual who, or whose associate, provides services to the Company whom the Board determines to be an Eligible Employee for the purposes of the Plan;

Options

Subject to the limitations imposed from time to time by an Applicable Law:

- Options are issued for \$nil consideration.
- Offers made to Eligible Employees will specify the proposed exercise price of each option as specified by the Board.
- The option vesting period and term of option period are determined at the Board's discretion.
- Each Option confers on its holder the entitlement to subscribe for and be issued one fully paid share at the exercise price.
- Other than in limited circumstances, Options are non-transferrable.

Cessation of Employment

- Any options issued under the Plan will automatically lapse and be forfeited:
 - Two months after the date on which the option holder leaves employment with the Company (other than to take up employment with a related body corporate of the Company); or
 - Immediately, if the option holder is dismissed from employment with the Company for certain reasons.
 - If the option holder passes away, has a total permanent disability, is made redundant or ceases employment under any other circumstances in which the Board believes it is fair and reasonable that the option holder retains their Options, they will have a period of 12 months to exercise their Options.

Accelerated Vesting Event

If an Accelerated Vesting Event occurs (i.e. the Company receives a takeover bid, the Company entering into a scheme of arrangement, a party acquiring a sufficient interest in the Company to enable them to replace the Board, or a special circumstance occurring with respect to the option holder) the Board may, at its discretion, bring forward the exercise date of Options to a date determined by the Board and waive or vary any exercise conditions in regard to the Options.

Change of Control

Subject to applicable laws, if a Change of Control occurs, all Options will immediately vest. A Change of Control occurs in the following circumstances:

- if a takeover bid is made to acquire at least 50% of the Shares, a person obtains voting power in the Company of more than 33% and the takeover bid is or has become unconditional;
- a Court has sanctioned a compromise or arrangement under Part 5.1 of the Corporations Act;
- a selective capital reduction is announced in respect of the Company which would result in a person who previously had Voting Power of less than 50% in the Company obtaining Voting Power of more than 50%; or
- any other event occurs that the Board considers has resulted or will result in a change of Control of the Company.

Administration of the Plan

The Plan will be administered by the Plan Committee, being the committee of the Board to which power to administer the Plan has been delegated or if there has been no delegation, the Board.

ANNEXURE B – TERMS AND CONDITIONS OF OPTIONS

- The Options expire at 5.00pm on 31 March 2017 (“Expiry Date”) and are exercisable in whole or in part at any time on or prior to the Expiry Date by notice in writing (in the prescribed form of Notice of Exercise of Options) delivered to the Company accompanied by payment of the Exercise Price.
- The Exercise Price will be A\$0.06 per share.
- All Shares issued upon exercise of the Options will rank pari passu in all respects with the Company’s then existing ordinary fully paid shares. The Company will apply for official quotation by the ASX of all Shares issued upon exercise of the Options.
- Subject to the Company’s Constitution, the Corporations Act 2001 (Cwlth), the ASX Listing Rule and the ASTC Settlement Rules, the Options shall be freely transferable but only within the jurisdiction in which the options have been issued. The Directors may decline to register any transfer of Options where permitted to do so under its Constitution or the ASX Listing Rules or the ASTC Settlement Rules including where:
 - The registration of the transfer would result in a contravention of or failure to observe the provisions of a law of a State or Territory of the Commonwealth;
 - The Company has a lien on the Options the subject of the transfer.
 - More than three (3) persons are to be registered as joint holders except in the case of executors or trustees of a deceased shareholder.
- Option holders are not entitled to participate in any new issue to existing holders of Shares in the Company unless they exercise their Options before the record date for the determination of entitlements to the new issue of securities and participate as a result of being holders of Shares. The Company will provide appropriate notice, in accordance with the Listing Rules (if applicable), of any new issue of securities before the record date for determining entitlements to the new issue.
- If at any time the issued capital of the Company is reconstructed, all rights of an option holder are to be changed in a manner consistent with the Corporations Act and the ASX Listing Rules.
- The options will not be listed for quotation on any securities exchange.
- The grant, issue, conversion and all matters relating to these options will be governed by the laws of Australia.

SANTANA MINERALS LIMITED – PROXY FORM

This Proxy Form is to be lodged as follows:

- Hand delivery to Level 5, 10 Eagle Street Brisbane Qld 4000; or
- mail to PO Box 1639, Milton LPO, Qld 4064; or
- facsimile to +61 7 3832 6485; or
- email to admin@santanaminerals.com.

I/we _____ (SHAREHOLDER)

of _____ (ADDRESS)

being a Shareholder (s) of Santana Minerals Limited appoint:

The Chairman of the Annual General Meeting (mark with an 'X'), or

_____ to exercise _____% of my/our voting rights

(If you are not appointing the Chairman of the Annual General Meeting as your proxy, please write who you are appointing as your proxy here)

or failing that person/body corporate named, or if no person/body corporate is named, the Chairman of the Annual General Meeting, as my/our proxy to act generally on my/our behalf and to vote in accordance with the following instructions (or if no directions have been given, as the proxy sees fit) at the Annual General Meeting of the Company to be held at 10.00am on Wednesday, 30 November 2016 and at any adjournment thereof.

Chairman authorised to exercise proxies on remuneration related matters: If I/we have appointed the Chairman of the Annual General Meeting as my/our proxy (or the Chairman of the Annual General Meeting becomes my/our proxy by default), I/we expressly authorise the Chairman of the Annual General Meeting to exercise my/our proxy in respect of Resolution 1 even though the Chairman is, and those items are connected directly or indirectly with the remuneration of, a member of key management personnel of the Company.

Chairman to vote undirected proxies in favour: I/We acknowledge that the Chairman of the Annual General Meeting intends to vote undirected proxies in favour of the Resolutions on each item of business (including Resolution 1).

The proxy is directed by me/us to vote as indicated by the marks in the appropriate boxes below:

Voting directions to your proxy (mark with "X" to indicate your direction)

	For	Against	Abstain
RESOLUTION 1: ADOPTION OF REMUNERATION REPORT *	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
RESOLUTION 2: RE-ELECTION OF DIRECTOR – MR NORMAN A. SECKOLD	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
RESOLUTION 3: RATIFICATION OF THE ISSUE OF SHARES	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
RESOLUTION 4: APPROVAL TO ISSUE SHARES TO ADVISORS IN LIEU OF FEES	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
RESOLUTION 5: APPROVAL TO ISSUE OPTIONS TO ADVISORS IN LIEU OF FEES	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
RESOLUTION 6: APPROVAL OF THE EXECUTIVE AND STAFF OPTION PLAN	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

If you leave your proxy undirected with respect to any Resolution and in favour of the Chairman (or if your appointed proxy fails to attend), then the Chairman will vote such proxies in favour of those Resolutions.

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.

* If you have appointed the Chairman of the Annual General Meeting as your proxy (or the Chairman of the Annual General Meeting becomes your proxy by default), you can direct the Chairman of the Annual General Meeting to vote "For", "Against" or to "Abstain" from voting on Resolution 1 by marking the appropriate box opposite Resolution 1. However, as noted above, if the Chairman of the Annual General Meeting is your proxy and you do not mark any of the boxes opposite Resolution 1, you are directing the Chairman to vote in favour of the Resolution on that item.

SIGNATURE OF SHAREHOLDERS

Signed this day of 2016.

Shareholder 1 (Individual)

Joint Shareholder 2 (Individual)

Joint Shareholder 3 (Individual)

Sole Director and
Sole Company Secretary

Director/Company Secretary
(Delete one)

Director

Proxies

1. This Proxy Form must be received not less than 48 hours before the time of commencement of the Annual General Meeting, that is no later than 10 am on Monday, 28 November 2016.
2. A Shareholder entitled to attend and vote at the Annual General Meeting is entitled to appoint not more than two other persons as his/her proxy, attorney or company representative to attend and vote instead of the Shareholder at the Annual General Meeting.
3. If a Shareholder appoints one proxy, that proxy may vote on a show of hands.
4. If a Shareholder appoints two proxies, only one may vote on a show of hands and that proxy should be clearly identified on the Proxy Form. **Failure to identify such designated proxy will result in neither proxy being able to vote on a show of hands.**
5. If you appoint two proxies to represent you at the Annual General Meeting, you must show either the percentage of your shareholding or the number of votes (you are entitled to one vote for each Share you own upon a poll being declared) those proxies are to represent. If you do not do so each proxy may, on a poll, vote half of your shareholding. **A separate Proxy Form must be submitted for each proxy you appoint. If you require a second Proxy Form, please contact the Company.**
6. A proxy need not be a Shareholder of the Company.
7. Signing Proxies:
 - a) Joint Holding – either all holders must sign, or the holder whose name appears first in the Register of Shareholders must sign.
 - b) Shares held by a company must execute this Proxy Form either under seal or under the hand of a duly authorised officer or attorney. A Proxy Form executed in the way provided by the Corporations Act (as set out below) shall be taken to be executed by a duly authorised officer:
 - i) Two directors of the company; or
 - ii) A director and secretary of the company; or
 - iii) The sole director and sole company secretary of a proprietary company.
 - c) Individual – Must be signed by the Shareholder or their attorney.
 - d) Attorneys – If signed by an attorney, the power of attorney must have been previously sent to the Company's Registered Office (or share registry) or a certified copy attached this Proxy Form and the attorney must declare that he has no notice of revocation of the power of attorney.
8. For the purpose of the Annual General Meeting, Shares will be taken to be held by the persons who are registered holders at 7:00pm on Monday, 28 November 2016. Accordingly, share transfers registered after that time will be disregarded in determining entitlements to attend and vote at the Annual General Meeting.

Company Representative

If Shares are held in a company name and it is intended that a representative of the company attend the Annual General Meeting rather than lodge a Proxy Form prior to the Annual General Meeting, the person attending the Annual General Meeting must present authority from the company director/s signed in the way provided by the Corporations Act.