

NOTICE OF GENERAL MEETING

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

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

Date: Friday 20 October 2017

Time: 10.00 am

Notice of Meeting of Shareholders

AGENDA

The business of the General Meeting will be to consider 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.

RESOLUTION 1: RATIFICATION OF THE ISSUE OF SHARES

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

"That the issue of 30,333,333 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 1 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 2: APPROVAL OF THE ISSUE OF SHARES

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 13,000,000 shares 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 2 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 shares 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 3: APPROVAL TO ISSUE SHARES – NA SECKOLD

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

“That, for the purposes of ASX Listing Rule 10.11 and for all other purposes, approval is given for the Company to issue 6,666,667 shares to Mr Seckold or a nominee entity of Mr Seckold on the terms and conditions set out in the Explanatory Statement accompanying this Notice of Meeting.”

Voting Exclusion

In accordance with the Listing Rules, the Company will disregard any votes cast on Resolution 3 by Mr Seckold and any associate of Mr Seckold. 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 a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.

RESOLUTION 4: APPROVAL TO ISSUE SHARES – AJ MCDONALD

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

“That, for the purposes of ASX Listing Rule 10.11 and for all other purposes, approval is given for the Company to issue 3,333,333 shares to Mr McDonald or a nominee entity of Mr McDonald on the terms and conditions set out in the Explanatory Statement accompanying this Notice of Meeting.”

Voting Exclusion

In accordance with the Listing Rules, the Company will disregard any votes cast on Resolution 4 by Mr McDonald and any associate of Mr McDonald. 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 a person who is entitled to vote, in accordance with a direction 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 4.

By order of the Board

Craig J. McPherson
Company Secretary
18 September 2017

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 General Meeting, to be held by persons who hold Shares at 7pm on Wednesday, 18 October 2017. 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 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 General Meeting.

Every question arising at this 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 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 Wednesday, 18 October 2017):

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

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 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 18 September 2017.

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.

RESOLUTIONS 1 AND 2: RATIFICATION OF THE ISSUE OF SHARES AND APPROVAL OF ISSUE OF SHARES

Background

On 14 September 2017 the Company announced that it had completed a placement to Investors through the offer of 43,333,333 fully paid ordinary Shares at a price of \$0.03 each to raise up to \$1,300,000 (**Share Offer**).

In addition, the Company also announced that it had agreed, subject to obtaining Shareholder approval, to issue a further 10,000,000 fully paid ordinary shares at a price of \$0.03 each to raise a further \$300,000 from certain directors or their respective nominee/s.

The **Share Offer** was conducted in two tranches:

First Tranche Shares: a total of 30,333,333 shares were offered and issued under the Share Offer within the company's 15% placement capacity as provided for by ASX Listing Rule 7.1.

Second Tranche Shares: a total of 13,000,000 shares were offered under the Share Offer and are to be issued subject to shareholder approval at this General Meeting.

Resolution 1

Resolution 1 seeks ratification by Shareholders of the issue of 30,333,333 Shares (First Tranche Shares) issued on 18 September 2017 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 1, 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 30,333,333 Shares is approved, these securities will not be counted as a new issue for the purposes of the 15% Threshold.

Resolution 2

Resolution 2 seeks approval by Shareholders for the issues of 13,000,000 Shares (Second Tranche Shares) for the purposes of ASX Listing rule 7.1.

The Shares have not been issued prior to the General Meeting.

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 2 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.

Directors' Recommendation

The Directors of the Company believe that Resolutions 1 and 2 are in the best interests of the Company and unanimously recommend that Shareholders vote in favour of the Resolutions.

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) 30,333,333 Shares (Resolution 1) b) 13,000,000 Shares (Resolution 2)
<i>Date of issue</i>	a) The Shares were issued on 18 September 2017 b) The Shares will be issued as soon as practicable, but in any event will be issued to the allottees on the same date which will be no later than 3 months after the General Meeting.
<i>Issue price</i>	a) \$0.03 per Share b) \$0.03 per Share
<i>Terms</i>	a) The Shares issued were fully paid ordinary shares ranking equally with existing Shares. b) The Shares to be issued will be fully paid ordinary shares ranking equally with existing Shares.
<i>Names of allottees</i>	a) The Shares were issued to exempt investors as provided for under Section 708 of the Corporations Act. b) The Shares are to be issued to those exempt investors as provided for under Section 708 of the Corporations Act who subscribed for Shares through the Share Offer.
<i>Use of funds</i>	The proceeds from funds raised from the Share Issue will be applied towards: <ul style="list-style-type: none"> • 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 are related parties of the Company.

RESOLUTIONS 3 AND 4: APPROVAL TO ISSUE SHARES TO DIRECTORS

Background

On 14 September 2017 the Company announced that it had completed a placement to Investors through the offer of 43,333,333 fully paid ordinary Shares at a price of \$0.03 each to raise up to \$1,300,000.

In addition, the Company also announced that it had agreed, subject to obtaining Shareholder approval, to issue a further 10,000,000 fully paid ordinary shares at a price of \$0.03 each to raise up to \$300,000 from Mr Seckold and Mr McDonald or their respective nominee/s (**Related Party Share Issue**).

Under Resolutions 3 and 4 the Company is seeking Shareholder approval for the purposes of Chapter 2E of the Corporations Act and ASX Listing Rule 10.11 for the **Related Party Share Issue** to Mr Seckold and Mr McDonald.

ASX Listing Rule 10.11

ASX Listing Rule 10.11 requires a listed company to obtain shareholder approval by ordinary resolution prior to the issue of securities to a related party. Mr Seckold and Mr McDonald are considered to be related parties of the Company.

Approval pursuant to Listing Rule 7.1 is not required in order to issue the Shares as approval is being obtained under ASX Listing Rule 10.11. The issue of the Shares will not be included in the 15% calculation for the purposes of ASX Listing Rule 7.1.

ASX Listing Rule 10.13 sets out a number of matters which must be included in a notice of meeting proposing an approval under ASX Listing Rule 10.11. The following information is provided to Shareholders for the purposes of ASX Listing Rule 10.13:

Required disclosure	
<i>The name of the Director:</i>	a) Norman Alfred Seckold, Non-executive Chairman b) Anthony John McDonald, Managing Director
<i>The Shares will be issued to:</i>	a) Mr Seckold, or entities associated with Mr Seckold b) Mr McDonald, or entities associated with Mr McDonald
<i>The maximum number of Shares to be issued:</i>	a) 6,666,667 fully paid ordinary shares b) 3,333,333 fully paid ordinary shares
<i>The date by which the Shares will be issued:</i>	The Shares will be issued as soon as practicable, but in any event will be issued no later than 1 month after the General Meeting.
<i>The issue price of the Shares:</i>	\$0.03 cents per Share
<i>The terms of issue of the Shares:</i>	The Shares will rank equally with the ordinary shares already on issue by the Company.
<i>The intended use of funds raised:</i>	The proceeds from funds raised from the Share Issue will be applied towards: <ul style="list-style-type: none"> • Exploration on the Cuitaboca Project, Mexico; and • For general working capital purposes.

Chapter 2E Corporations Act

Chapter 2E of the Corporations Act regulates the provision of financial benefits to related parties by a public company. The issue of Shares contemplated by Resolutions 3 and 4 constitutes the provision of a financial benefit as Mr Seckold and Mr McDonald are both related parties.

Section 208 of the Corporations Act provides that a public company must obtain the approval of its members in accordance with Corporations Act before giving a financial benefit to a related party.

The effect of passing Resolutions 3 and 4 would be to provide a financial benefit to Mr Seckold and Mr McDonald as the issue of new shares to those parties could be considered to be giving a financial benefit to a related party. Accordingly, the Company is seeking Shareholder Approval.

If approved the shares will be issued on the same terms and conditions as the placement announced 14 September 2017.

Directors' Recommendation

The Directors (other than those to whom issues of Shares are contemplated by Resolutions 3 and 4 and, accordingly, who do not make a recommendation) believe that Resolutions 3 and 4 are in the best interests of the Company and recommend that Shareholders vote in favour of the Resolutions.

GLOSSARY

In this Explanatory Statement and the Notice of Meeting:

General Meeting or **Meeting** means the general meeting of Santana's Shareholders convened in accordance with the Notice of Meeting to be held on Friday, 20 October 2017.

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.

Notice of Meeting means the notice of General Meeting dated 18 September 2017 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 General Meeting.

Shares mean fully paid ordinary shares in the Company.

SANTANA MINERALS LIMITED - PROXY FORM

I/we _____ (SHAREHOLDER)

of _____ (ADDRESS)

being a Shareholder (s) of Santana Minerals Limited and entitled to attend and vote at the General Meeting hereby appoint:

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

Or If you are not appointing the Chairman of the General Meeting as your proxy, please write below the full name of the individual or body corporate (excluding the registered security holder) you are appointing as your proxy.

Or failing that person/body corporate named, or if no person/body corporate is named, the Chairman of the 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 General Meeting of the Company to be held at 10.00am on Friday, 20 October 2017 and at any adjournment thereof.

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

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: Ratification of the issue of Shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2: Approval of the issue of Shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3: Approval to issue Shares – NA Seckold	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4: Approval to issue Shares – AJ McDonald	<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.

SIGNATURE OF SHAREHOLDERS

Signed this day of 2017.

Shareholder 1 (Individual)
(Individual)

Joint Shareholder 2 (Individual)

Joint Shareholder 3

Sole Director and
Sole Company Secretary

Director/Company Secretary

Director

This Proxy Form must be lodged by:

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

and is to be received not less than 48 hours before the time of commencement of the General Meeting, that is no later than 10 am on Wednesday, 18 October 2017.

Proxies

1. A Shareholder entitled to attend and vote at the 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 General Meeting.
2. If a Shareholder appoints one proxy, that proxy may vote on a show of hands.
3. 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.**
4. If you appoint two proxies to represent you at the 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.**
5. A proxy need not be a Shareholder of the Company.
6. 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.
7. For the purpose of the General Meeting, Shares will be taken to be held by the persons who are registered holders at 7:00pm on Wednesday, 18 October 2017. Accordingly, share transfers registered after that time will be disregarded in determining entitlements to attend and vote at the General Meeting.

Company Representative

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