

24 October 2018

The Manager
Company Announcements Office
Australian Stock Exchange

Via Online Electronic Lodgement

Dear Sir/Madam

Santana Minerals Limited ('Santana' or 'the Company') provides the following updates to shareholders.

Annual General Meeting

The Company advises that the Annual General Meeting of Shareholders will be held on Friday the 30th of November 2018 at 10am. The meeting will be held at KPMG, Level 16 Riparian Plaza, 71 Eagle Street, Brisbane Qld 4000.

A copy of the Notice of Annual General Meeting and Proxy Form is attached to this release.

Becker Project Acquisition Agreement

On 17 May 2018 the Company announced the acquisition from Collierina Cobalt Limited (Vendor) of Carlin Resources Pty Ltd which company holds rights to the Becker Gold Project. As part consideration for the acquisition, Santana agreed to fund repayment of a loan by Carlin Resources to the Vendor of \$500,000. The sum is payable in 10 equal monthly instalments (Instalments) and the Vendor had a right to accept Santana Shares in satisfaction of each Instalment. Santana and the Vendor have agreed that the right to convert Instalments to shares will be relinquished and all further Instalments (\$300,000) will be paid in cash.

For further information, please contact:
Tony McDonald, Managing Director or
Craig McPherson, Company Secretary
+61 7 3221 7501 or admin@santanaminerals.com

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: Friday 30 November 2018

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 2018, 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 2018 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 SECKOLD

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

“That, Norman 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 PLACEMENT SHARES

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

“That the issue of 31,250,000 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: RATIFICATION OF THE ISSUE OF PLACEMENT OPTIONS

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

“That the issue of 15,625,000 listed options 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 4 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 5: RATIFICATION OF THE ISSUE OF SHARES TO COLLERINA COBALT LIMITED
(ISSUED AS PART CONSIDERATION FOR BECKER PROJECT ACQUISITION)**

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

"That the issue of 10,000,000 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 5 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 6: RATIFICATION OF THE ISSUE OF SHARES TO COLLERINA COBALT LIMITED
(ISSUED IN LIEU OF AUGUST BECKER PROJECT ACQUISITION INSTALMENT)**

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

"That the issue of 5,083,436 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 6 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 7: RATIFICATION OF THE ISSUE OF SHARES TO COLLERINA COBALT LIMITED
(ISSUED IN LIEU OF SEPTEMBER BECKER PROJECT ACQUISITION INSTALMENT)**

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

"That the issue of 6,875,597 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 7 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 8: APPROVAL OF ADDITIONAL PLACEMENT CAPACITY

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

“That, for the purpose of Listing Rule 7.1A and for all other purposes, approval is given for the issue of Equity Securities up to 10% of the issued share capital of the Company (at the time of issue) calculated in accordance with the formula prescribed in Listing Rules 7.1A.2 and on the terms and conditions set out in the Explanatory Memorandum.”

Voting Exclusion

The Company will disregard any votes cast on Resolution 8 by a person who may participate in the proposed issue and:

(a) person who might obtain a benefit, except a benefit solely in the capacity of a Shareholder, if the Resolution is passed; and

(b) any associates of those persons.

However, the Company need not disregard a vote if:

(a) 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

(b) it is cast by the Chairman as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

Please refer to the Explanatory Statement attached to this Notice of Meeting for more information regarding Resolutions 1 to 8.

By order of the Board

Craig J. McPherson
Company Secretary
24 October 2018

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 Wednesday, 28 November 2018. 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 is one special resolutions proposed at this Annual General Meeting (Resolution 8).

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 Wednesday, 28 November 2018):

- by email to admin@santanaminerals.com;
- by mail to PO Box 1639, Milton LPO, Qld 4064;
- by facsimile to +61 7 3228 4999; or
- by hand delivery to the Santana Minerals Limited C/- Link Market Services, Level 21, 10 Eagle St, 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 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 24 October 2018.

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 2018, 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 2018 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 27 of the Company's 2018 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 2018 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.

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

Mr Seckold is currently Chairman and Director of each of the following ASX listed companies: Planet Gas Limited (director since December 2001); Collierina Cobalt Limited (director since November 2009); and is Deputy Chairman of Nickel Mines Limited (director since 12 September 2007).

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.

RESOLUTIONS 3 AND 4: RATIFICATION OF THE ISSUE OF PLACEMENT SHARES AND OPTIONS

Background

On 14 June 2018 the Company announced that a renounceable rights issue announced on 17 May 2018 had closed over-subscribed. To accommodate excess demand from the renounceable rights issue, the Company agreed to place an additional 31,250,000 fully paid ordinary shares at \$0.008 and 15,625,000 listed options (ASX: SMIO) to raise an additional \$250,000.

Full terms and conditions of the listed options (ASX: SMIO) are as set out on page 15.

The Shares and Options 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 31,250,000 Shares issued on 18 June 2018 for the purpose of ASX Listing Rule 7.4.

Resolution 4 seeks ratification by Shareholders of the issue of 15,625,000 Options issued on 18 June 2018 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 Resolutions 3 and 4, 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 31,250,000 Shares and 15,625,000 Options 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>	a) 31,250,000 Shares b) 15,625,000 Listed Options (ASX: SMIO)
<i>Date of issue</i>	The Shares and Options were issued on 18 June 2018
<i>Issue price</i>	a) \$0.008 per Share b) Nil
<i>Terms</i>	a) The Shares issued were fully paid ordinary shares ranking equally with existing Shares b) The Options issued were listed options (ASX: SMIO) ranking equally with existing listed Options
<i>Names of allottees</i>	The Shares and Options were issued to clients of CPS Capital Group Pty Ltd.
<i>Use of funds</i>	The proceeds from funds raised will be applied towards advancing the Company's Becker Gold Project in Chile; and for general working capital purposes (as outlined in the Company's Prospectus dated 17 May 2018)
<i>Relationship of allottees to Company</i>	None of the allottees of the Shares or Options are related parties of the Company

RESOLUTIONS 5, 6 AND 7: RATIFICATION OF THE ISSUE OF SHARES TO COLLERINA COBALT LIMITED

Background

On 17 May 2018 the Company announced that it had agreed to acquire the Becker Gold Project ('Becker') from Collerina Cobalt Limited ('Collerina'). The Company assumed control of Becker by acquiring 100% of the shares in Carlin Resources Pty Ltd ('Carlin'), a wholly owned subsidiary of Collerina which holds the rights to earn up to 85% of the Becker project located in Chile.

As part consideration for the acquisition, the Company agreed to issue Collerina 10,000,000 fully paid ordinary shares in the Company ('Consideration Shares').

In addition, the Company agreed to repayment of a loan from Collerina to Carlin, capped at a maximum of AU\$500,000 with such amount payable in 10 equal monthly instalments (each, an "Instalment").

On 28 August 2018 and 25 September 2018 the Company issued 5,083,436 and 6,875,597 shares respectively to Collerina in lieu of two \$50,000 Instalments ('Instalment Shares').

The Company will not issue any further shares to Collerina in lieu of Instalments.

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

Resolution 5 seeks ratification by Shareholders of the issue of 10,000,000 Shares issued on 1 June 2018 as part consideration for the Becker Project acquisition for the purpose of ASX Listing Rule 7.4.

Resolution 6 seeks ratification by Shareholders of the issue of 5,083,436 Shares issued on 28 August 2018 in lieu of the August Becker Project acquisition Instalment for the purpose of ASX Listing Rule 7.4.

Resolution 7 seeks ratification by Shareholders of the issue of 6,875,597 Shares issued on 25 September 2018 in lieu of the September Becker Project acquisition Instalment 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 Resolutions 5, 6 and 7, 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 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>	<ul style="list-style-type: none"> a) 10,000,000 Shares b) 5,083,436 Shares c) 6,875,597 Shares
<i>Date of issue</i>	<ul style="list-style-type: none"> a) 1 June 2018 b) 28 August 2018 c) 25 September 2018
<i>Issue price</i>	<ul style="list-style-type: none"> a) The shares were issued to Collerina as part consideration for the acquisition of Carlin Resources Pty Ltd, which holds the rights to earn up to 85% of the Becker project located in Chile b) \$0.009836 per share c) \$0.0072721 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 Collerina Cobalt Limited
<i>Use of funds</i>	<ul style="list-style-type: none"> a) As part consideration for the acquisition of Carlin Resources Pty Ltd, which holds the rights to earn up to 85% of the Becker project located in Chile b) Issued in satisfaction of the August 2018 Instalment of \$50,000. c) Issued in satisfaction of the September 2018 Instalment of \$50,000.
<i>Relationship of allottees to Company</i>	None of the allottees of the Shares are related parties of the Company

RESOLUTIONS 8: APPROVAL OF ADDITIONAL 10% PLACEMENT CAPACITY

Listing Rule 7.1A provides that an eligible entity may seek shareholder approval by special resolution at its annual general meeting to issue Equity Securities equivalent to an additional 10% of the number of ordinary securities on issue over a period of 12 months after the annual general meeting (**10% Placement Capacity**).

This is in addition to the existing 15% placement capacity permitted by Listing Rule 7.1.

If Shareholders approve Resolution 8, the number of Equity Securities the Company may issue under the 10% Placement Capacity will be determined in accordance with the formula prescribed in Listing Rule 7.1A.2 (as set out below).

An eligible entity is one that, as at the date of the relevant annual general meeting:

- a) is not included in the S&P/ASX 300 Index; and
- b) has a maximum market capitalisation (excluding restricted securities and securities quoted on a deferred settlement basis) of \$300,000,000.

The Company is an eligible entity as it is not included in the S&P/ASX 300 Index and has a current market capitalisation of less than \$300,000,000.

Any Equity Securities issued must be in the same class as an existing class of quoted Equity Securities. The Company currently has two classes of quoted securities on issue, being Shares (ASX Code: SMI) and Options (ASX Code: SMIO).

While the Company does not have any immediate plans to issue Equity Securities, purposes for which shares may be issued pursuant to Resolution 8 may include the raising of capital to facilitate further exploration activities or investment opportunities.

The number of Equity Securities that the Company may issue under the approval sought by Resolution 8 will be calculated in accordance with the following formula as set out in Listing Rule 7.1A:

$$(A \times D) - E$$

Where:

A = the number of fully paid Shares on issue 12 months before the date of issue or agreement to issue:

- (i) plus the number of Shares issued in the 12 months under an exception in Listing Rule 7.2;
- (ii) plus the number of partly paid Shares that became fully paid in the 12 months;
- (iii) plus the number of fully paid Shares issued in the 12 months under Listing Rules 7.1 and 7.4; and
- (iv) less the number of fully paid Shares cancelled in the 12 months.

D = 10%.

E = the number of Equity Securities issued or agreed to be issued under Listing Rule 7.1A.2 in the 12 months before the date of issue or agreement to issue that are not issued with the approval of the Shareholders under Listing Rule 7.1 or 7.4.

Technical information required by Listing Rule 7.1A

Pursuant to and in accordance with Listing Rule 7.3A, the information below is provided in relation to Resolution 8:

- a) **Minimum Price:** Under the Listing Rules, the minimum price at which the Equity Securities may be issued is 75% of the volume weighted average price of Equity Securities in that class, calculated over the 15 trading days on which trades in that class were recorded immediately before:
 - (i) the date on which the price at which the Equity Securities are to be issued is agreed; or
 - (ii) if the Equity Securities are not issued within 5 trading days of the date in paragraph (i) above, the date on which the Equity Securities are issued.
- b) **Risk of voting dilution:** Shareholders should be aware there is a risk of economic and voting dilution that may result from an issue of Equity Securities under the 10% Placement Capacity, including the risk that:
 - (i) the market price for Equity Securities in that class may be significantly lower on the issue date than on the date of the Meeting where approval is being sought; and
 - (ii) the Equity Securities may be issued at a price that is at a discount to the market price for those Equity Securities on the date of issue.

Any issue of Equity Securities under the 10% Placement Capacity will dilute the interests of Shareholders who do not receive any Equity Securities under the issue, unless the only Equity Securities issued under the 10% Placement Capacity are options and these options are not exercised.

If Resolution 8 is approved by Shareholders and the Company issues the maximum number of Equity Securities available under the 10% Placement Capacity, the economic and voting dilution of existing Shares would be as shown in the table below, assuming that any options issued under the 10% Placement Capacity are exercised.

The table below shows the potential dilution of existing Shareholders calculated in accordance with the formula outlined in Listing Rule 7.1A.2, on the basis of the current market price of the Shares and the current number of Shares on issue as at the date of this notice of Meeting. The table also assumes that no options on issue are exercised into Shares before the date of issue of the Equity Securities.

The table also shows the voting dilution impact where the number of Shares on issue (variable A in the formula) changes and the economic dilution where there are changes in the issue price of Shares issued under the 10% Placement Capacity.

Variable "A" in Listing Rule 7.1A.2		Dilution		
		\$0.0025 50% decrease in Issue Price	\$0.005 Issue Price	\$0.010 50% increase in Issue Price
558,779,487 Current Variable A	10% Voting dilution	55,877,949 Shares	55,877,949 Shares	55,877,949 Shares
	Funds raised	\$139,695	\$279,390	\$558,779
838,169,231 50% increase in current Variable A	10% Voting dilution	83,816,923 Shares	83,816,923 Shares	83,816,923 Shares
	Funds raised	\$209,542	\$419,085	\$838,169
1,117,558,974 100% increase in current Variable A	10% Voting dilution	111,755,897 Shares	111,755,897 Shares	111,755,897 Shares
	Funds raised	\$279,390	\$558,779	\$1,117,559

Notes:

1. The number of Shares on issue (variable A in the formula) could increase as a result of the issue of Shares that do not require Shareholder approval (such as under a pro-rata rights issue or scrip issued under a takeover offer) or that are issued with Shareholder approval under Listing Rule 7.1.
2. The table above uses the following assumptions:
 - (i) The current Shares on issue are the Shares on issue as at the date of the Notice of Meeting.
 - (ii) The issue price set out above is the closing price of the Shares on ASX on 12 October 2018.
 - (iii) The Company issues the maximum possible number of Equity Securities under the 10% Placement Capacity and any options issued under the 10% Placement Capacity are exercised.
 - (iv) The Company has not issued any Equity Securities in the 12 months prior to the Meeting that were not issued under an exception in Listing Rule 7.2 or with approval under Listing Rule 7.1.
 - (v) The calculations above do not show the dilution that any one particular Shareholder will be subject to. All Shareholders should consider the dilution caused to their own shareholding depending on their specific circumstances.
 - (vi) This table does not set out any dilution pursuant to approvals under Listing Rule 7.1.

- (vii) The 10% voting dilution reflects the aggregate percentage dilution against the issued Share capital at the time of issue. This is why the voting dilution is shown in each example as 10%.
- c) Date of Issue: Subject to paragraph (g) below, Equity Securities may be issued under the 10% Placement Capacity commencing on the date of the Meeting and expiring on the first to occur of the following:
 - (i) 12 months after the date of the Meeting; and
 - (ii) the date of approval by Shareholders of any transaction under Listing Rules 11.1.2 (a significant change to the nature or scale of the Company's activities) or 11.2 (disposal of the Company's main undertaking).

The approval under Listing Rule 7.1A will cease to be valid in the event that Shareholders approve a transaction under Listing Rule 11.1.2 or 11.2.

- d) Purpose of Issue under 10% Placement Capacity: The Company may issue Equity Securities under the 10% Placement Capacity for the following purposes:
 - (i) as cash consideration to raise funds for the acquisition of new assets or investments (including the expenses associated with such acquisition or investment), continued exploration and project development expenditure on the Company's current assets and/or for general working capital; or
 - (ii) as non-cash consideration for the acquisition of new assets and investments, in such circumstances the Company will provide a valuation of the non-cash consideration as required by Listing Rule 7.1A.3.
- e) Allocation under the 10% Placement Capacity: As at the date of this Notice, the allottees of the Equity Securities to be issued under the 10% Placement Capacity have not yet been determined. However, the allottees of Equity Securities could consist of current Shareholders or new investors (or both), none of whom will be related parties of the Company.

The Company will determine the allottees at the time of the issue under the 10% Placement Capacity, having regard to the following factors:

- (i) the purpose of the issue;
- (ii) alternative methods for raising funds available to the Company at that time, including, but not limited to, an entitlement issue or other offer where existing Shareholders may participate;
- (iii) the effect of the issue of the Equity Securities on the control of the Company;
- (iv) the circumstances of the Company, including, but not limited to, the financial position and solvency of the Company;
- (v) prevailing market conditions; and
- (vi) advice from corporate, financial and broking advisers (if applicable).
- f) The Company previously obtained Shareholder approval under ASX Listing Rule 7.1A at its 2017 annual general meeting held on 29 November 2017 (Previous Approval).

The Company did not issue any Shares pursuant to the Previous Approval.

Voting Exclusion

A voting exclusion statement is included under Resolution 8 in this notice of Meeting. As at the date of this Notice, the Company has not invited any existing Shareholder to participate in an issue of Equity Securities under Listing Rule 7.1A. Therefore, no existing Shareholders will be excluded from voting on Resolution 8.

Resolution 8 is a special resolution. Accordingly, at least 75% of votes cast by Shareholders present and eligible to vote at the Meeting must be in favour of Resolution 8 for it to be passed.

The total number of Equity Securities issued since 30 November 2017 is 376,217,368, representing 123.40% of the total number of Equity Securities on issue at XX November 2017.

The details comprising the issue of 376,217,368 Equity Securities are as follows:

- a. 23,000,000 Shares issued on 25 October 2017 at \$0.03 per share (being a 20.00% discount to the closing price on the date of issue) pursuant to a placement. Total funds from the issue of \$690,000 have been used to fund exploration at the Cuitaboca Project and for general working capital purposes;
- b. 10,000,000 Shares issued on 1 June 2018 to Collerina Cobalt Limited as part consideration for the acquisition of Carlin Resources Pty Ltd, which holds the rights to earn up to 85% of the Becker project located in Chile, as outlined in Resolution 5;
- c. 189,588,921 Shares at \$0.008 per share (being a 25.00% discount to the closing price on the date of issue) together with 94,794,414 Listed Options issued on 18 June 2018 pursuant to a renounceable rights issue to shareholders. Total funds from the issue of \$1,516,711 are being used to fund exploration and acquisition of the Becker project in Chile and for general working capital purposes;
- d. 31,250,000 Shares at \$0.008 per share (being a 25.00% discount to the closing price on the date of issue) together with 15,625,000 Listed Options issued on 18 June 2018 pursuant to a placement as outlined in Resolutions 3 & 4. Total funds from the issue of \$250,000 are being used to fund exploration at the Becker project in Chile and for general working capital purposes;
- e. 5,083,436 Shares issued on 28 August 2018 to Collerina Cobalt Limited at \$0.009836 per share (being a 18.67% premium to the closing price on the date of issue) in satisfaction of the August 2018 acquisition Instalment of \$50,000 as outlined in Resolution 6;
- f. 6,875,597 Shares issued on 25 September 2018 to Collerina Cobalt Limited at \$0.0072721 per share (being a 3.74% premium to the closing price on the date of issue) in satisfaction of the September 2018 acquisition Instalment of \$50,000 as outlined in Resolution 7.

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 Friday 30 November 2018.

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.

Equity Securities has the meaning given to it in the Listing Rules.

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 23 October 2018 which the Explanatory Statement accompanies.

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

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.

RIGHTS AND LIABILITIES ATTACHING TO OPTIONS

- (a) The Options were issued for no consideration.
- (b) Each Option entitles the holder to be issued one share.
- (c) The exercise price of the Options is \$0.03 each.
- (d) The expiry date of an Option is 15 months from issue.
- (e) The Options may be exercised at any time prior to the expiry date, in whole or in part, upon payment of the exercise price per Option.
- (f) The Company has applied, and was granted, quotation of the Options on the official list of the ASX (ASX: SMIO).
- (g) The Options are freely transferable subject to any restriction or escrow arrangements imposed by the Corporations Act and the ASX Listing Rules.
- (h) The holder of an Option may not exercise less than 166,660 Options at any one time unless the holder has less than 166,660 Options in which event the Holder must exercise all of the Options together.
- (i) The Company will provide to each Option holder a notice that is to be completed when exercising the Options (Notice of Exercise). Options may be exercised by the Option holder in whole or in part by completing the Notice of Exercise and forwarding the same to the Secretary of the Company to be received prior to the expiry date. The Notice of Exercise must state the number of Options exercised, the consequent number of Shares to be issued and the identity of the proposed subscribers. The Notice of Exercise by an Option holder must be accompanied by payment in full for the relevant number of Shares being subscribed, being an amount of the exercise price per Share.
- (j) All Shares issued upon the exercise of the Options will rank equally in all respects with the Company's then issued Shares. The Company must apply to the ASX in accordance with the Listing Rules for all Shares pursuant to the exercise of Options to be admitted to quotation.
- (k) There are no participating rights or entitlements inherent in the Options and the holders will not be entitled to participate in new issues or pro-rata issues of capital to Shareholders during the term of the Options. Thereby, the Option holder has no rights to a change in:
 - i) the exercise price of the Option; or
 - ii) period of exercise of the Option; or
 - iii) except in the event of a Bonus Issue (defined below), a change to the number of underlying securities over which the Option can be exercised.
- (l) The Company will ensure, for the purposes of determining entitlements to any issue, that Option holder will be notified of a proposed issue after the issue is announced. This will give Option holders the opportunity to exercise their Options prior to the date for determining entitlements to participate in such issues.
- (m) In the event the Company proceeds with a pro rata issue (other than a Bonus Issue) of Shares, the exercise price will be reduced in the manner permitted by the Listing Rules at the time of the pro rata issue.
- (n) If from time to time on or prior to the Expiry Date the Company makes a bonus issue of securities to holders of Shares in the Company (Bonus Issue), then upon exercise of his or her Options a holder will be entitled to have issued to him or her (in addition to the Shares which he or she is otherwise entitled to have issued to him or her upon such exercise) the number of securities which would have been issued to him or her under that Bonus Issue if the Options had been exercised before the record date for the Bonus Issue.
- (o) In the event of any reconstruction (including consolidation, subdivisions, reduction or return) of the authorised or issued capital of the Company, all rights of the Option holder shall be reconstructed (as appropriate) in accordance with the ASX Listing Rules.

SANTANA MINERALS LIMITED – PROXY FORM

This Proxy Form is to be lodged as follows:

- email to admin@santanaminerals.com;
- mail to PO Box 1639, Milton LPO, Qld 4064;
- facsimile to +61 7 3228 4999; or
- Hand delivery to Santana Minerals Limited C/- Link Market Services, Level 21, 10 Eagle Street, Brisbane QLD 4000.

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 Friday, 30 November 2018 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 SECKOLD	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
RESOLUTION 3: RATIFICATION OF THE ISSUE OF PLACEMENT SHARES	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
RESOLUTION 4: RATIFICATION OF THE ISSUE OF PLACEMENT OPTIONS	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
RESOLUTION 5: RATIFICATION OF THE ISSUE OF SHARES TO COLLERINA COBALT LIMITED (ISSUED AS PART CONSIDERATION FOR BECKER PROJECT ACQUISITION)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
RESOLUTION 6: RATIFICATION OF THE ISSUE OF SHARES TO COLLERINA COBALT LIMITED (ISSUED IN LIEU OF THE AUGUST BECKER PROJECT ACQUISITION INSTALMENT)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
RESOLUTION 7: RATIFICATION OF THE ISSUE OF SHARES TO COLLERINA COBALT LIMITED (ISSUED IN LIEU OF THE SEPTEMBER BECKER PROJECT ACQUISITION INSTALMENT)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
RESOLUTION 8: APPROVAL OF ADDITIONAL PLACEMENT CAPACITY	<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 2018.

Shareholder 1 (Individual)

Joint Shareholder 2 (Individual)

Joint Shareholder 3 (Individual)

Sole Director and
Sole Company SecretaryDirector/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 Wednesday, 28 November 2018.
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 Wednesday, 28 November 2018. 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.