

# SANTANA

MINERALS LIMITED



ACN 161 946 989

## SHARE PURCHASE PLAN

**SHARE PURCHASE PLAN ISSUE TO ALL ELIGIBLE SHAREHOLDERS WHO  
ARE REGISTERED AS AT 7.00PM (AEDT) ON FRIDAY 1 MARCH 2019**

**TO RAISE UP TO \$800,000**

**AT AN ISSUE PRICE OF \$0.005 PER SHARE**

### **Important Notice**

This is an important document and should be read in its entirety.  
If you are in doubt as to how to proceed, you should consult your stockbroker, legal, taxation  
or licensed financial adviser immediately.

The securities offered by this Share Purchase Plan should be considered speculative.

**THIS OFFER CLOSSES AT 5.00 PM AEDT ON FRIDAY 29 MARCH 2019**

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## LETTER FROM THE CHAIRMAN

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8 March 2019

Dear Fellow Shareholders

### Share Purchase Plan

Santana Minerals Limited (**'Santana'**) invites you to participate in the Santana Share Purchase Plan (**'the SPP'**) Offer (**'the SPP Offer'**). Under the SPP Offer, you may subscribe for up to A\$15,000 worth of fully paid ordinary shares in Santana (**'Shares'**) free of brokerage and commission.

Funds raised will be used to advance exploration at the Becker Project in Chile, to advance and maintain the Cuitaboca Project in Mexico and for working capital purposes.

The SPP affords eligible shareholders an opportunity to subscribe for additional Shares at a relatively low historical Share price, should they elect to do so.

Under the SPP Offer, a maximum of 160,000,000 Shares will be issued at a price of \$0.005 to raise up to \$800,000. Santana reserves the right to scale back the maximum participation amount per eligible shareholder if the total subscription proceeds received from eligible shareholders exceeds \$800,000 and notes that allocation of shares will be on a "first-come, first-served basis". The SPP Offer closes on 29 March 2019.

The issue price for each Share under the Offer is \$0.005 which represents a 12.93% discount to the volume weighted average market price (VWAP) for Shares calculated over the last 15 days on which sales in Shares were recorded (3.47% discount over the last 5 days on which sales in Shares were recorded) before the Offer was announced on 4 March 2019.

The right to participate in the SPP Offer is available exclusively to shareholders who were registered in Santana's register of members as being holders of Shares (**Shareholders**) at 7:00pm AEDT on 1 March 2019 and whose registered address was recorded as being in Australia or New Zealand.

Details of the SPP Offer are set out in the enclosed SPP Offer Terms and Conditions. The Directors encourage you to read the Terms and Conditions carefully and in their entirety before deciding whether or not to participate in the SPP Offer.

Sincerely,  
**SANTANA MINERALS LIMITED**



Norman Seckold  
**CHAIRMAN**

## SHARE PURCHASE PLAN ('SPP') OFFER ('SPP OFFER')

### TERMS AND CONDITIONS

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This document, together with any SPP Offer Application Form (**Application Form**) and, in the case of a Custodian (as that term is defined below), any additional schedule required to be completed by it (together, the **Offer Document**), sets out the terms and conditions of the Santana Minerals Limited (**Santana**) Share Purchase Plan. By submitted an Application Form or by applying for fully paid ordinary shares in Santana (**Shares**) via **BPAY®**, you will be taken to have irrevocably accepted and unconditionally agreed to be bound by the terms and conditions set out in the Offer Document.

#### 1. THE OFFER

The SPP Offer is an invitation to subscribe up to a maximum amount of \$15,000 for Shares at an issue price of \$0.005 per Share under one of the following offers:

| Subscription Amount | Number of Shares |
|---------------------|------------------|
| \$15,000            | 3,000,000        |
| \$12,500            | 2,500,000        |
| \$10,000            | 2,000,000        |
| \$7,500             | 1,500,000        |
| \$5,000             | 1,000,000        |
| \$2,500             | 500,000          |
| \$1,000             | 200,000          |

No brokerage or other transaction costs are payable by participants in the SPP. You pay the issue price per Share and any fees or charges incurred by you in completing the Application Form, for example, bank fees or fees of professional advisers.

You may apply for any one of these parcels of Shares by completing the Application Form or by applying for Shares via **BPAY®** in accordance with the instructions set out in these terms and conditions and your personalised Application Form. You may choose not to participate, in which case you need not do anything. The Offer to each Eligible Shareholder (see **Clause 4** below) is made on the same terms and conditions. The SPP Offer is non-renounceable. Therefore, you cannot transfer your right to purchase Shares under the SPP Offer to anyone else.

Eligible Shareholders that are recorded in Santana's register of members as holding Shares jointly with one or other persons are considered to have a single registered holding for the purpose of the SPP. If the same joint holders receive more than one offer pursuant to the SPP due to having multiple holdings [registered in different names], the joint holders may only apply for an aggregate of up to \$15,000 worth of Shares (one maximum parcel).

#### 2. ISSUE PRICE

The issue price for each Share under the Offer is \$0.005 which represents a 12.93% discount to the volume weighted average market price (VWAP) for Shares calculated over the last 15 days on which sales in Shares were recorded (3.47% discount over the last 5 days on which sales in the shares were recorded) before the Offer was announced to the ASX on 4 March 2019.

Shares have traded on ASX in the last 30 trading days between the range of \$0.004 and \$0.007 and immediately prior to announcement of the Offer the shares closed at \$0.005.

In the absence of any scale back of applications, and subject to the Eligible Shareholder not exceeding the \$15,000 maximum limit provided for by ASIC Class Order [09/425], the number of Shares to be issued to any applicant will be calculated by dividing the total \$ value of Shares applied for by the issue price, then rounding up to the nearest whole Share.

#### 3. IMPORTANT DATES

The important dates are:

|                                      |                              |
|--------------------------------------|------------------------------|
| Record Date                          | 7.00pm AEDT on 1 March 2019  |
| Opening Date of Offer                | 10.00am AEDT on 9 March 2019 |
| Closing Date of Offer                | 5.00pm AEDT on 29 March 2019 |
| Allotment Date                       | 3 April 2019                 |
| Dispatch date for holding statements | 4 April 2019                 |
| Quotation of New Shares on ASX       | 4 April 2019                 |

Dates are indicative and may change at the discretion of the Directors. No late applications can be accepted.

#### 4. ELIGIBILITY

You are eligible to apply for Shares if your registered address recorded in Santana's register of members is in Australia or New Zealand and you were registered as holding Shares as at 7.00pm AEDT on 1 March 2019 (**Eligible Shareholder**). The SPP Offer does not constitute an offer in any place in which, or to any person to whom, it would not be lawful to make such an offer.

The Directors have determined that it is not lawful and/ or that it is impractical for holders of shares with registered addresses in jurisdictions other than Australia and New Zealand to participate in the SPP Offer. If you hold Shares on behalf of another person that is located outside of Australia or New Zealand, it is your responsibility to ensure that any acceptance of the SPP Offer on their behalf is in compliance with all applicable foreign laws.

The SPP Offer is made subject to and in accordance with the requirements of ASIC Class Order [CO 09/425]. That Class Order grants relief from the requirement to prepare a prospectus for the offer of Shares under the SPP, subject to certain terms and conditions. In particular, a prospectus is not required in respect of the SPP provided that the terms of the offer limit the participation of each Eligible Shareholder, together with those persons for whom any Eligible Shareholder is applying for Shares pursuant to the SPP on behalf of, or as custodian for, to such number of Shares that represents, in any 12 month period, the total application price of \$15,000. This applies even if you receive more than one SPP Offer and Santana reserves the right to reject or amend any application that it believes is not compliant with this requirement. A trustee or nominee who holds shares on Santana's register on behalf of more than one beneficiary may, in respect of each such beneficiary, apply under the SPP Offer for Shares with a total subscription price of up to \$15,000. For the purposes of this acceptance, the beneficiary is deemed to be the registered holder of the relevant securities.

Where an Eligible Shareholder is a Custodian, the offers made in accordance with this SPP are made to the Custodian as the registered holder, not to the beneficiaries directly. For the purposes of the Offer Document, the term 'Custodian' has the same meaning as given to it in ASIC Class Order [09/425]. If Shares are held as a trustee or nominee for another person, but are not a Custodian as defined in ASIC Class Order [09/425], that holder cannot participate for beneficiaries in the manner described above. In this case, the rules for multiple single holdings apply.

Optionholders who did not exercise their options prior to the Record Date are not eligible to participate in relation to those options.

#### 5. PAYMENT FOR THE SHARES

All amounts in this SPP Offer are expressed in Australian dollars. Payment is to be made as outlined below only, please do not forward cash.

**BPAY®:** You may apply and pay for the Shares via **BPAY®** by using the personalised reference number shown on your enclosed Application Form which is required to identify your holding. If you make your payment using **BPAY®** you do not need to return your Application Form. By paying by **BPAY®** you will be deemed to have completed an Application Form for the number of Shares which is calculated by dividing the aggregate amount received by Santana from you by the issue price of Shares. New Zealand holders will not be able to make a payment using **BPAY®**.

**Cheque:** Alternatively, you may pay by cheque, bank draft or money order in which event you must return your Application Form to the address indicated on that form together with a cheque, bank draft or money order in Australian dollars for the correct amount drawn on an Australian bank and made payable to '**Santana Minerals Limited**'.

Receipts for payment will not be issued.

If you pay an incorrect amount Santana reserves the right to vary your application, or to return some or all of your payment, or both, as it deems appropriate in its sole discretion. Santana may round the payment down to the lower appropriate amount and return the unused funds. Any applications for less than \$1,000 will be returned. Santana may otherwise determine that your application is invalid or defective. No interest will be paid on any refunds made for any reason.

By making payment via **BPAY®** or forwarding a cheque, bank draft or money order and the completed Application Form, you:

- (a) irrevocably and unconditionally agree to be bound by the terms and conditions and agree not to do any act or thing which would be contrary to the spirit, intention or purpose of the SPP;
- (b) agree to accept any lesser number of Shares than the number of Shares applied for;
- (c) represent and certify to the Company that the aggregate of the application price for:
  - (i) the Shares the subject of the application;
  - (ii) any other shares in the class applied for under the SPP or any shares in the class issued under a similar arrangement in the 12 months before the application;
  - (iii) any other shares in the class which the holder has instructed a Custodian to acquire on their behalf under the SPP; and

- (iv) any other shares in the class issued to a Custodian under an arrangement similar to the SPP in the 12 months before the application as a result of an instruction given by the holder to the Custodian or another Custodian and which resulted in the holder holding beneficial interests in the shares,  
does not exceed \$15,000;
- (d) agree to be bound by Santana's constitution in respect of Shares issued under the SPP and it authorises Santana to place its name on its register of members in respect of the Shares which are issued to the Eligible Shareholder in accordance with the SPP Offer;
- (e) accept that you will not be able to withdraw or revoke your application once it has been sent to Santana or payment has been made by you via **BPAY®**;
- (f) authorise Santana (and its officers or agents) to correct any error or omission in your Application Form and to complete the Application Form by the insertion of any missing details;
- (g) acknowledge that Santana may at any time determine that your Application Form is valid, in accordance with these terms and conditions, even if the Application Form is incomplete, contains errors or is otherwise defective;
- (h) accept the risk associated with any refund that may be sent to you by cheque to your address shown on Santana's register of members;
- (i) acknowledge that you are responsible for any dishonour fees or other costs Santana may incur in presenting a cheque for payment which is dishonoured;
- (j) acknowledge that neither Santana nor Link Market Services Limited has provided you with investment advice, financial product advice or taxation advice, and that neither has any obligation to provide this advice, concerning your decision to apply for and buy Shares;
- (k) acknowledge that Santana is not liable for any exercise of its discretion referred to in these terms and conditions; and
- (l) certify that your acceptance of an offer under the SPP will not result in any person breaching section 606 of the Corporations Act.

## 6. APPLICATION FOR SHARES

Applications may only be made on the enclosed Application Form or via BPAY® in accordance with the instructions contained in these terms and conditions and the enclosed personalised Application Form. Applications will only be open for acceptance on and from 10am AEDT on 9 March 2018.

Santana reserves the right, in its absolute discretion, to reject or vary any application for Shares, including, without limitation, to the extent that it considers that the application (whether alone or in conjunction with other applications) does not comply with the terms and conditions for the SPP Offer, any statute, law, regulation, statutory instrument or the ASX Listing Rules or for any other reason. If an application is refused, the application monies received will be refunded without interest.

Santana may, in its absolute discretion, undertake a scale-back to the extent and in the manner it sees fit. Any scale-back will be announced on the allotment date. If there is a scale-back, applicant's may not receive any or all of the Shares for which it applied.

If Santana scales back applications, the amount of the application as scaled back may not be equal to a whole number of Shares. In that event, the number of Shares to be allotted will be rounded up to the nearest whole number of Shares.

If Santana undertakes a scale-back, the difference between the allocation amount (being the number of Shares actually allotted multiplied by the issue price) and the application amount paid to Santana by the applicant will be refunded (without interest) by cheque and mailed to the applicant's registered address as soon as possible after the allotment date.

## 7. RIGHTS ATTACHING TO SHARES

Shares issued pursuant to the SPP Offer will be issued on the same terms as all other ordinary shares in Santana, on and from their date of issue, and Santana will apply for the Shares to be quoted on ASX on the business day after the day on which the issue is made.

The rights and obligations of the Shares are contained in the constitution of Santana (which can be viewed on the company's website and is also available for inspection at the registered office of Santana during the period of the Offer).

## 8. ALLOTMENT OF SHARES

The Shares will be allotted as soon as possible after the Closing Date. Santana will send or cause to be sent to you a holding statement in due course.

**9. OFFERS UNDER THE SPP**

Santana may make more than one invitation to acquire Shares under the SPP in any 12 month period. Accordingly, Shareholders will not be able to acquire Shares under the SPP Offer, or any similar plan in any 12 month period, for which the total issue price of such Shares exceeds \$15,000. Santana may amend or vary this Offer Document and to/ or suspend or terminate the SPP at any time. Notice of any amendment, variation, suspension or termination of the SPP will be provided to ASX, although failure to give notice will not invalidate the event.

**10. UNDERWRITING**

As at 5 March 2019, being the last practicable date prior to the printing of these Terms and conditions, the SPP Offer is not underwritten at the time the offer is made. However, Santana reserves the right to subsequently put in place an underwriting for the whole or part of the \$800,000 sought to be raised through the SPP Offer, depending on the appetite of the underwriter(s) and the proposed commercial terms.

**11. APPLICATION OF SPP**

Santana may act or omit to act in relation to the SPP (including applying the terms of the SPP) in its absolute discretion. Santana may settle any difficulty or question of fact or interpretation in relation to the SPP in any manner it thinks fit, whether generally or in relation to any participant, application or Share. Santana's decision will be conclusive and binding. Santana reserves the right to waive strict compliance with the terms of the SPP. The Directors of Santana or any delegate of them may exercise the powers of Santana under the terms of the SPP.

**12. RISK**

Subscription under the SPP is a speculative investment and the market price of Shares may change between the date of the Offer, the date you apply for Shares and the date of issue of Shares to you. Accordingly, the market price or value of Shares applied for may rise or fall.

This Offer is not a prospectus and does not require the types of disclosures required under the Corporations Act. You must rely on your own knowledge of Santana, previous disclosures made by Santana to ASX and, if necessary, consult your professional adviser when deciding whether or not to accept the Offer and participate in the SPP.

**13. PRIVACY**

By receiving completed Application Forms, Santana collects personal information about Shareholders. Santana will use this information for the purposes of processing the Application Form and updating the records of Santana. Unless required by the law, Santana will not disclose the personal information of a Shareholder to a third party or use the personal information for another purpose without the consent of the Shareholder.

**14. GOVERNING LAW**

The Offer is governed by the law in force in Queensland. By accepting the Offer, you submit to the non-exclusive jurisdiction of the Courts of Queensland.

**15. FURTHER INFORMATION**

If you have any questions, please contact Santana Minerals Limited on +61 7 3221 7501.