

27 February 2026

## Notice of General Meeting

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Santana Minerals Limited (Santana, ASX/NZX:SMI or the Company) is pleased to attach a copy of the following documents in relation to the General Meeting of Shareholders to be held on 31 March 2026 at 10:00am (AWST) / 3:00pm (NZDT).

1. Letter to Shareholders regarding arrangements for the General Meeting as despatched to Shareholders;
2. Notice of General Meeting; and
3. Proxy Forms for both ASX and NZX registered holders.

Ends.

This announcement has been authorised for release by Santana's board of directors.

### Enquiries:

**Damian Spring**

Exec. Director & CEO

[dspring@santanaminerals.com](mailto:dspring@santanaminerals.com)

**Sam Smith**

Exec. Director & CDO

[ssmith@santanaminerals.com](mailto:ssmith@santanaminerals.com)

27 February 2026

Dear Shareholders,

Santana Minerals Limited (**SMI**) will be holding a General Meeting (**GM**) at 10:00am (AWST) / 3:00pm (NZDT) on Tuesday, 31 March 2026.

The Board is pleased to welcome shareholders to attend the GM in person at Level 5, 143 St Georges Terrace, Perth WA.

The Notice of Meeting, which sets out the full business to be considered at the Meeting, is available online at [www.santanaminerals.com](http://www.santanaminerals.com). As permitted by the *Corporations Act 2001* (Cth), SMI will not be dispatching physical copies of the Notice of Meeting. A copy of your proxy form is enclosed with this letter. If you are unable to attend the GM, you may appoint a proxy to vote for you at the meeting by lodging the proxy form using one of the several lodgement methods as outlined on the form.

Shareholders are able to lodge their proxy votes online. To do that, Shareholders for both the **ASX & NZX** can log in to <https://au.investorcentre.mpms.mufg.com/Login/Login> using the holding details (**SRN, HIN, CRN or HRN**) that are available on your proxy form enclosed with this letter. Once logged in, select Voting and follow the prompts to lodge your vote.

Proxy instructions must be received no later than 48 hours (10:00am (AWST) / 3:00pm (NZDT) on Sunday, 29 of March 2026) before the commencement of the GM.

If you have problems using this service, please contact our share registry, MUFG Corporate Markets on:  
Australia: Phone +61 1300 554 474, or email [support@cm.mpms.mufg.com](mailto:support@cm.mpms.mufg.com)  
New Zealand: Phone +64 9 375 5998, or email [support@cm.mpms.mufg.com](mailto:support@cm.mpms.mufg.com)

On behalf of the Board, we look forward to welcoming you to the GM on 31 March 2026.

Yours sincerely

Craig McPherson  
Company Secretary  
**Santana Minerals Limited**

# **SANTANA MINERALS LIMITED**

**ACN 161 946 989**

## **Notice of General Meeting and Explanatory Memorandum**

**Date of Meeting:** 31 March 2026

**Time of Meeting:** 10:00am (AWST)  
3:00pm (NZDT)

**Place of Meeting:** Level 5, Westralia Square 2  
143 St Georges Terrace  
Perth WA 6000

# Notice of General Meeting

Notice is given that a General Meeting of the Shareholders of Santana Minerals Limited ACN 161 946 989 (**Company**) will be held physically at **Level 5, Westralia Square 2, 143 St Georges Terrace, Perth WA 6000** on **31 March 2026** at **10:00am (AWST) / 3:00pm (NZDT)**.

Capitalised terms used in this Notice of Meeting and the Explanatory Memorandum have the meaning ascribed to them in the Explanatory Memorandum.

This Notice of Meeting should be read in its entirety, together with the Explanatory Memorandum and the enclosed proxy form.

## **ORDINARY BUSINESS**

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### **1. Resolution 1 – Ratification of the issue of 125,513,727 Shares under the Unconditional Placement**

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an Ordinary Resolution:

*"That, for the purposes of Listing Rule 7.4 and for all other purposes, the issue of 125,513,727 Shares by way of private placement to sophisticated, professional and institutional investors, at an issue price of A\$0.90 per Share, in accordance with the terms set out in the Explanatory Memorandum, be ratified."*

#### **Voting exclusion for Resolution 1**

The Company will disregard any votes cast in favour of Resolution 1 by or on behalf of a person who participated in the issue of Shares under the Unconditional Placement, is a counterparty to the agreement being approved or any of their Associates.

However, this does not apply to a vote cast in favour of Resolution 1 by:

- (a) a person as proxy or attorney for a person who is entitled to vote on Resolution 1, in accordance with directions given to the proxy or attorney to vote on Resolution 1 in that way; or
- (b) the Chair as proxy or attorney for a person who is entitled to vote on Resolution 1, in accordance with a direction given to the Chair to vote on Resolution 1 as the Chair decides; or
- (c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
  - (1) the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on Resolution 1; and
  - (2) the holder votes on Resolution 1 in accordance with directions given by the beneficiary to the holder to vote in that way.

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### **2. Resolution 2 – Approval to issue up to 17,597,384 Shares under the Conditional Placement**

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an Ordinary Resolution:

*"That, for the purposes of Listing Rule 7.1 and for all other purposes, the issue up to 17,597,384 Shares by way of private placement to sophisticated, professional and institutional investors, at an issue price of A\$0.90 per Share, in accordance terms set out in the Explanatory Memorandum, be approved."*

# Notice of General Meeting

## **Voting exclusion for Resolution 2**

The Company will disregard any votes cast in favour of Resolution 2 by or on behalf of a person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue of the Shares under the Conditional Placement (except a benefit arising solely from their capacity as a holder of Shares) or any of their Associates.

However, this does not apply to a vote cast in favour of Resolution 2 by:

- (a) a person as proxy or attorney for a person who is entitled to vote on Resolution 2, in accordance with directions given to the proxy or attorney to vote on Resolution 2 in that way; or
- (b) the Chair as proxy or attorney for a person who is entitled to vote on Resolution 2, in accordance with a direction given to the Chair to vote on Resolution 2 as the Chair decides; or
- (c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
  - (1) the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on Resolution 2; and
  - (2) the holder votes on Resolution 2 in accordance with directions given by the beneficiary to the holder to vote in that way.

## **3. Resolution 3 – Approval to issue up to 911,111 Shares to Mr Peter Cook (or his nominated Associate) under the Conditional Placement**

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an Ordinary Resolution:

*“That, for the purposes of Listing Rule 10.11 and for all other purposes, the issue up to 911,111 Shares by way of private placement to Mr Peter Cook (or his nominated Associate), at an issue price of A\$0.90 per Share, in accordance terms set out in the Explanatory Memorandum, be approved.”*

## **Voting exclusion for Resolution 3**

The Company will disregard any votes cast in favour of Resolution 3 by or on behalf of Mr Cook, any other person who will obtain a material benefit as a result of the issue of the Shares to Mr Cook (except a benefit arising solely from their capacity as a holder of Shares) or any of their Associates.

However, this does not apply to a vote cast in favour of Resolution 3 by:

- (a) a person as proxy or attorney for a person who is entitled to vote on Resolution 3, in accordance with directions given to the proxy or attorney to vote on Resolution 3 in that way; or
- (b) the Chair as proxy or attorney for a person who is entitled to vote on Resolution 3, in accordance with a direction given to the Chair to vote on Resolution 3 as the Chair decides; or
- (c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
  - (1) the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on Resolution 3; and
  - (2) the holder votes on Resolution 3 in accordance with directions given by the beneficiary to the holder to vote in that way.

# Notice of General Meeting

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## 4. Resolution 4 – Approval to issue up to 222,223 Shares to Mr Kim Bunting (or his nominated Associate) under the Conditional Placement

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an Ordinary Resolution:

*“That, for the purposes of Listing Rule 10.11 and for all other purposes, the issue up to 222,223 Shares by way of private placement to Mr Kim Bunting (or his nominated Associate), at an issue price of A\$0.90 per Share, in accordance terms set out in the Explanatory Memorandum, be approved.”*

### **Voting exclusion for Resolution 4**

The Company will disregard any votes cast in favour of Resolution 4 by or on behalf of Mr Bunting, any other person who will obtain a material benefit as a result of the issue of the Shares to Mr Bunting (except a benefit arising solely from their capacity as a holder of Shares) or any of their Associates.

However, this does not apply to a vote cast in favour of Resolution 4 by:

- (a) a person as proxy or attorney for a person who is entitled to vote on Resolution 4, in accordance with directions given to the proxy or attorney to vote on Resolution 4 in that way; or
- (b) the Chair as proxy or attorney for a person who is entitled to vote on Resolution 4, in accordance with a direction given to the Chair to vote on Resolution 4 as the Chair decides; or
- (c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
  - (1) the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on Resolution 4; and
  - (2) the holder votes on Resolution 4 in accordance with directions given by the beneficiary to the holder to vote in that way.

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## 5. Resolution 5 – Approval to issue up to 200,000 Shares to Ms Emma Scotney (or her nominated Associate) under the Conditional Placement

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an Ordinary Resolution:

*“That, for the purposes of Listing Rule 10.11 and for all other purposes, the issue up to 200,000 Shares by way of private placement to Ms Emma Scotney (or her nominated Associate), at an issue price of A\$0.90 per Share, in accordance terms set out in the Explanatory Memorandum, be approved.”*

### **Voting exclusion for Resolution 5**

The Company will disregard any votes cast in favour of Resolution 5 by or on behalf of Ms Scotney, any other person who will obtain a material benefit as a result of the issue of the Shares to Ms Scotney (except a benefit arising solely from their capacity as a holder of Shares) or any of their Associates.

However, this does not apply to a vote cast in favour of Resolution 5 by:

- (a) a person as proxy or attorney for a person who is entitled to vote on Resolution 5, in accordance with directions given to the proxy or attorney to vote on Resolution 5 in that way; or

# Notice of General Meeting

- (b) the Chair as proxy or attorney for a person who is entitled to vote on Resolution 5, in accordance with a direction given to the Chair to vote on Resolution 5 as the Chair decides; or
- (c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
  - (1) the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on Resolution 5; and
  - (2) the holder votes on Resolution 5 in accordance with directions given by the beneficiary to the holder to vote in that way.

## **BY ORDER OF THE BOARD**

### **Craig McPherson**

Company Secretary  
Santana Minerals Limited  
27 February 2026

# Notice of General Meeting

The following notes and the Explanatory Memorandum form part of the Notice of Meeting.

## **Voting and Attendance Entitlement**

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The Board has determined that those persons who are registered as holding Shares as at 4:00pm (AWST) / 9:00pm (NZDT) on 29 March 2026, will be entitled to attend and vote at the Meeting.

Accordingly, transactions registered after that time will be disregarded in determining entitlements to attend and vote at the Meeting.

If more than one joint holder of a Share is present at the Meeting (whether personally, by proxy, by attorney or by representative) and tenders a vote, only the vote of the joint holder whose name appears first on the Company's Share register will be counted.

## **Action to be Taken by Shareholders**

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

If you wish to indicate how your proxy should vote, please mark the appropriate boxes on the proxy form. If in respect of any of the items of business you do not direct your proxy how to vote, you are directing your proxy to vote as he or she decides.

If you mark the abstain box for a particular item you are directing your proxy to not vote on your behalf and your Shares will not be counted in computing the required majority in the event of a poll.

For proxies without voting instructions that are exercisable by the Chair, the Chair intends to vote those proxies in favour of the Resolutions. The Chair will be deemed to be appointed where a signed proxy form is returned that does not contain the name of the proxy or where the person appointed on the form is absent from the Meeting.

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 no later than 10:00am (AWST) / 3:00pm (NZDT) on 29 March 2026 to:

- (a) if by fax: on +61 2 9287 0309;
- (b) if online: by recording the proxy appointment and voting instructions at <https://au.investorcentre.mpms.mufg.com>. Only registered Shareholders may access this facility and will need their SRN or HIN (for Shareholders in Australia) or CRN or HRN (for Shareholders in New Zealand);
- (c) if in Australia, by mail or hand delivery to:  
  
MUFG Corporate Markets (AU) Limited  
Parramatta Square, Level 22, Tower 6  
10 Darcy Street  
Parramatta NSW 2150  
  
or  
  
MUFG Corporate Markets (AU) Limited  
Liberty Place, Level 41  
161 Castlereagh Street  
Sydney NSW 2000
- (d) if in New Zealand, by mail or hand delivery to:  
  
MUFG Corporate Markets (AU) Limited  
Level 30, PwC Tower  
15 Customs Street West  
Auckland 1010

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.

## **Attorney**

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A Shareholder may appoint an attorney to act on their behalf. Such appointment must be made by a duly executed power of attorney, a copy of which must be provided by the attorney at the point of entry to the Meeting (original or certified copy), together with satisfactory evidence of their identity (name and address etc.).

## **Corporate Representatives**

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A Shareholder, which is a corporation may appoint an individual to act as its representative to attend and vote at the Meeting. The appointment must comply with section 250D of the Corporations Act, meaning that Company will require a Certificate of Appointment of Corporate Representative executed in accordance with section 250D of the Corporations Act. The completed certificate should be lodged with Company's share registry before the Meeting or at the registration desk on the day of the Meeting.

# Notice of General Meeting

## **Polls**

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In the event that a poll is demanded, every Shareholder shall have one vote for every Share registered in their name as at 4:00pm (AWST) / 9:00pm (NZDT) on 29 March 2026.

## **Required Majority**

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Each of the Resolutions to be considered at the Meeting are Ordinary Resolutions, requiring a simple majority of the votes cast by Shareholders entitled to vote on them.

## **General**

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All Shareholders are invited to attend the Meeting or, if they are unable to attend in person, to sign and return the proxy form to the Company in accordance with the instructions set out on the proxy form.

## **Inquiries**

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Any inquiries in relation to the Resolutions, the Notice of Meeting or the Explanatory Memorandum should be directed to the Company Secretary, Craig McPherson, at [cmcpherson@santanamineras.com](mailto:cmcpherson@santanamineras.com).

# Explanatory Memorandum

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

This Explanatory Memorandum does not take into account the individual investment objectives, financial situation and needs of individual Shareholders or any other person. If you are in any doubt about what to do in relation to the Resolutions, you should consult your financial or other professional adviser.

Capitalised words used in the Notice of Meeting and in this Explanatory Memorandum are defined in the Glossary section at the end of this Explanatory Memorandum. Unless otherwise stated, all references to sums of money, 'A\$' and 'dollars' are references to Australian currency.

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## Capital Raising Background

On 17 February 2026, the Company announced a private share placement to raise A\$130 million (before expenses), comprising:

- (a) the initial issue of **125,513,727** Shares to sophisticated, professional and institutional investors, at an issue price of A\$0.90 per Share, to raise approximately A\$112.96 million (**Unconditional Placement**); and
- (b) an agreement to subsequently issue a further **18,930,718** Shares as follows:
  - (1) 17,597,384 Shares to sophisticated, professional and institutional investors; and
  - (2) 911,111 Shares to Ajava Holdings Pty Ltd ACN 009 265 687, being an Associate of Mr Peter Cook;
  - (3) 222,223 Shares to Depot Corporation Limited, being an Associate of Mr Kim Bunting; and
  - (4) 200,000 Shares to Warialda Pty Ltd ACN 078 002 605 (as trustee for the Sconti Trust), being an Associate of Ms Emma Scotney,

at an issue price of A\$0.90 per Share, to raise A\$17.04 million, which was conditional on Shareholder approval being obtained for that issue (**Conditional Placement**),

(together, the Unconditional Placement and the Conditional Placement are herein referred to as the **Placement**).

In conjunction with the Placement, the Company announced the share purchase plan which is targeting to raise A\$30 million to supplement the Placement (**SPP**).

The funds raised from the Placement and SPP (after expenses) have been and will be applied to:

- accelerate the development of the Bendigo Ophir Gold Project in preparation for a subsequent Final Investment Decision;
- commencement of early infrastructure civil works to advance project readiness;
- further exploration of high-priority, near-mine and regional targets, including drilling;

# Explanatory Memorandum

- procurement of long-lead plant and infrastructure items for the Bendigo Ophir Gold Project; and
- general working capital expenses, and the equity financed component of construction and pre-strip phases in the development.

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## **Resolution 1 – Ratification of the issue of 125,513,727 Shares under the Unconditional Placement**

### **Background**

As outlined in the section of this Explanatory Memorandum titled “Capital Raising Background” on page 8, the Capital Raising included the Unconditional Placement.

The Shares were issued to sophisticated, professional and institutional investors under the Unconditional Placement without Shareholder approval under the Company’s existing placement capacity as provided for by Listing Rule 7.1.

The Company now seeks Shareholder approval to ratify the issue of the Shares to sophisticated, professional and institutional investors pursuant to the Unconditional Placement in accordance with Listing Rule 7.4.

### **Listing Rules**

Listing Rule 7.1 provides that an entity must not, subject to certain exemptions, issue or agree to issue more Equity Securities during any 12-month period, than the amount which represents 15% of the number of fully paid ordinary securities on issue at the commencement of that 12-month period without Shareholder approval.

Listing Rule 7.4 permits Shareholders to ratify a previous issue of Equity Securities in a general meeting, and provided that the previous issue did not breach Listing Rule 7.1 when it was made, those securities will be deemed to have been made with Shareholder approval for the purposes of Listing Rule 7.1. This will mean that the Shares issued under the Unconditional Placement will not be deducted from the Company’s placement capacity under Listing Rule 7.1.

The issue of the Shares pursuant to the Unconditional Placement has depleted the Company’s available capacity under Listing Rule 7.1 to issue new Equity Securities.

Accordingly, the Company now seeks Shareholder approval to ratify the issue of the Shares pursuant to the Unconditional Placement in accordance with Listing Rule 7.4.

If Resolution 1 is passed, the 125,513,727 Shares issued under the Unconditional Placement will be excluded in calculating the Company’s capacity limit pursuant to Listing Rule 7.1. Therefore, the Company will retain the flexibility to issue Equity Securities to the 15% placement capacity without the requirement to obtain prior Shareholder approval in the relevant period.

If Resolution 1 is not passed, the 125,513,727 Shares issued under the Unconditional Placement will be included in calculating the Company’s capacity limit pursuant to Listing Rule 7.1. This means that if Resolution 1 is not passed, the Company will have no flexibility to utilise its capacity under Listing Rule 7.1 to take advantage of any commercial opportunities as they may arise.

# Explanatory Memorandum

For the purposes of Listing Rule 7.5, the following information is provided in respect of Resolution 1:

<b>Names of allottees</b>	<p>The Shares were issued to various professional, sophisticated and institutional investors selected by the Company in consultation with the Joint Lead Managers.</p> <p>No Related Party or a person who is, or was at any time in the 6-months before the Unconditional Placement, a substantial (10%+) holder of the Company or any of their respective Associates participated in the Unconditional Placement.</p> <p>No Director or any of their Associates have participated in or will receive any Shares pursuant to Resolution 1, however, as set out in elsewhere in this Explanatory Memorandum, the Directors may receive Shares subject to the passing of the various other Resolutions.</p>
<b>Number and class of securities issued</b>	<p>The Company issued 125,513,727 Shares under the Unconditional Placement, which all rank, from their date of issue, equally with all other Shares on issue.</p>
<b>Date of issue</b>	<p>The Shares were issued on 24 February 2026.</p>
<b>Issue price</b>	<p>The issue price was A\$0.90 per Share. The Company received a total of A\$112.96 million from the issue of the Shares to be ratified pursuant to Resolution 1.</p>
<b>Purpose and use of funds</b>	<p>It is proposed that the funds raised by the Unconditional Placement will be used for the purposes outlined in the section of this Explanatory Memorandum titled "Capital Raising Background" on page 8.</p>
<b>Material terms of agreement</b>	<p>The relevant placement agreement provided that the issue price of Shares is A\$0.90 per Share and includes various other conditions usual for a placement of this sort.</p>

## **Directors' Recommendation**

The Directors unanimously recommend that Shareholders vote in favour of Resolution 1 and advise that they intend to vote any Shares that they own or control in favour of Resolution 1.

The Chair intends to vote all undirected proxies in favour of Resolution 1.

# Explanatory Memorandum

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## Resolution 2 – Approval to issue up to 17,597,384 Shares under the Conditional Placement

### Background

As outlined in the section of this Explanatory Memorandum entitled “Capital Raising Background” on page 8, the Capital Raising included the Conditional Placement.

Accordingly, the Company seeks Shareholder approval to issue up to a further 17,597,384 Shares to sophisticated, professional and institutional investors, at an issue price of A\$0.90 per Share, pursuant to the Conditional Placement.

### Listing Rules

As noted in Resolution 1, broadly speaking, and subject to a number of exceptions, Listing Rule 7.1 limits the amount of equity securities that a listed company can issue without the approval of its shareholders over any 12 month period to 15% of the fully paid ordinary shares it had on issue at the start of that period.

Exception 17 of Listing Rule 7.1 provides that an agreement to issue equity securities that is conditional on the holders of the listed company's ordinary securities approving the issue before the issue is made shall be an exception to this prohibition, provided that if an entity relies on this exception the listed company must not issue the equity securities without such approval.

Accordingly, Resolution 2 seeks the required Shareholder approval for the issue of the Shares to various sophisticated, professional and institutional investors who participated in the Conditional Placement.

If Resolution 2 is passed, the Company will be able to proceed with the issue of the Shares under the Conditional Placement to these participants. In addition, such Shares will be excluded from the calculation of the number of Equity Securities that the Company can issue without Shareholder approval under Listing Rule 7.1.

If Resolution 2 is not passed, the Company will not be able to proceed with the issue of Shares to participants in the Conditional Placement and all application money received from such applicants for the Shares will be returned (without interest).

For the purposes of Listing Rule 7.3, the following information is provided in respect of Resolution 2:

<b>Names of allottees</b>	The Shares will be issued to various professional, sophisticated and institutional investors selected by the Company in consultation with the Joint Lead Managers. No Related Party or a person who is, or was at any time in the 6-months before the Conditional Placement, a substantial (10%+) holder of the Company or any of their respective Associates participated in the Conditional Placement. No Director or any of their Associates have participated in or will receive any Shares pursuant to Resolution 2, however, as set out in
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# Explanatory Memorandum

	elsewhere in this Explanatory Memorandum, the Directors may receive Shares subject to the passing of the various other Resolutions.
<b>Number and class of securities issued</b>	The Company will issue 17,597,384 Shares under the Conditional Placement, which will all rank, from their date of issue, equally with all other Shares on issue.
<b>Date of issue</b>	The Shares will be issued as soon as practicable following the Meeting and, in any event, no later than three months after the date of the Meeting.
<b>Issue price</b>	The issue price was A\$0.90 per Share. The Company will receive A\$15.84 million from the issue of Shares under the Conditional Placement.
<b>Purpose and use of funds</b>	It is proposed that the funds raised by the Conditional Placement will be used for the purposes outlined in the section of this Explanatory Memorandum entitled "Capital Raising Background" on page 8.
<b>Material terms of agreement</b>	The relevant placement agreement provided that the issue price of Shares is A\$0.90 per Share and includes various other conditions usual for a placement of this sort.

## **Directors' Recommendation**

The Directors unanimously recommend that Shareholders vote in favour of Resolution 2 and advise that they intend to vote any Shares that they own or control in favour of Resolution 2.

The Chair intends to vote all undirected proxies in favour of Resolution 2.

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## **Resolutions 3 to 5 – Approval to issue Shares to the Participating Directors under the Conditional Placement**

### **Background**

As outlined in the section of this Explanatory Memorandum entitled "Capital Raising Background" on page 8, the Capital Raising included the Conditional Placement.

Among those persons who subscribed for Shares pursuant to the Conditional Placement were the following Directors:

- Mr Peter Cook via his Associate, Ajava Holdings Pty Ltd ACN 009 265 687, who subscribed for 911,111 Shares under the Conditional Placement (the subject of Resolution 3);
- Mr Kim Bunting via his Associate, Depot Corporation Limited, who subscribed for 222,223 Shares under the Conditional Placement (the subject of Resolution 4); and
- Ms Emma Scotney via her Associate, Warialda Pty Ltd ACN 078 002 605 (as trustee for the Sconti Trust), who subscribed for 200,000 Shares under the Placement (the subject of Resolution 5),

(together, the **Participating Directors**), each subject to the Company first obtaining Shareholder approval.

# Explanatory Memorandum

## **Listing Rules**

Listing Rule 10.11 requires that the Company obtain Shareholder approval prior to the issue of equity securities to a Related Party of the Company

As the Participating Directors are all Related Parties of the Company, by virtue of their position as Directors, they are each a person falling within category 10.11.1 of Listing Rule 10.11 and their Associates are each a person falling within category 10.11.4 of Listing Rule 10.11. Accordingly, Resolutions 3 to 5 (inclusive) seek Shareholder approval for the issue of Shares under the Placement to the Participating Directors (or their nominated Associates) in accordance with Listing Rule 10.11.

If Resolutions 3 to 5 (inclusive) are passed, the Participating Directors (or their nominated Associates) will receive the Shares that they had subscribed for under the Placement.

If Resolution 3 is not passed, no Shares will be issued to Mr Cook (or his nominated Associate) as part of the Conditional Placement and all application money received from Mr Cook (or his nominated Associate) for the Shares will be returned to him (without interest).

If Resolution 4 is not passed, no Shares will be issued to Mr Bunting (or his nominated Associate) as part of the Conditional Placement and all application money received from Mr Bunting (or his nominated Associate) for the Shares will be returned to him (without interest).

If Resolution 5 is not passed, no Shares will be issued to Ms Scotney (or her nominated Associate) as part of the Conditional Placement and all application money received from Ms Scotney (or her nominated Associate) for the Shares will be returned to her (without interest).

Shareholders should be aware that, if approval is given to issue Shares to the Participating Directors (or their nominated Associates) under Listing Rule 10.11, approval will not be required under Listing Rules 7.1 and 7.1A and that the number of Shares issued to the Participating Directors (or their nominated Associates) will not be counted towards the Company's placement capacity.

## **Corporations Act**

Under Chapter 2E of the Corporations Act, a public company cannot give a financial benefit to a Related Party unless an exception applies or shareholders have in a general meeting approved the giving of that financial benefit to the Related Party. The Participating Directors are all Directors and are therefore each a Related Party of the Company.

The Board has formed the view that Shareholder approval under section 208 of the Corporations Act is not required for the proposed issue of the Shares pursuant to Resolutions 3 to 5 (inclusive), on the basis that exception in section 210 of the Corporations Act applies as the Participating Directors are proposing to participate in the Conditional Placement on the same terms as other applicants.

For the purposes of Listing Rule 10.13, the following information is provided in respect of Resolutions 3 to 5 (inclusive):

<b>Names of allottees</b>	If Resolution 3 is passed, the Shares will be issued to Ajava Holdings Pty Ltd ACN 009 265 687, being an Associate of Mr Cook.
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## Explanatory Memorandum

	<p>If Resolution 4 is passed, the Shares will be issued to Depot Corporation Limited, being an Associate of Mr Bunting.</p> <p>If Resolution 5 is passed, the Shares will be issued to Warialda Pty Ltd ACN 078 002 605 (as trustee for the Sconti Trust), being an Associate of Ms Scotney.</p>
<b>10.11.1 – 10.11.5 Category</b>	<p>As the Participating Directors are all Related Parties of the Company, by virtue of their position as Directors, they are each a person falling within category 10.11.1 of Listing Rule 10.11 and their Associates are each a person falling within category 10.11.4 of Listing Rule 10.11.</p>
<b>Number and class of securities</b>	<p>If Resolution 3 is passed, 911,111 Shares will be issued to Ajava Holdings Pty Ltd ACN 009 265 687, being an Associate of Mr Cook.</p> <p>If Resolution 4 is passed, 222,223 Shares will be issued to Depot Corporation Limited, being an Associate of Mr Bunting.</p> <p>If Resolution 5 is passed, 200,000 Shares will be issued to Warialda Pty Ltd ACN 078 002 605 (as trustee for the Sconti Trust), being an Associate of Ms Scotney.</p> <p>All Shares issued to the Participating Directors (or their nominated Associates) under the Conditional Placement will, from their date of issue, rank equally with all other Shares on issue.</p>
<b>Issue Date</b>	<p>The Shares will be issued to the Participating Directors (or their nominated Associates) as soon as practicable following the Meeting, and in any event, no later than one month after this Meeting.</p>
<b>Issue price</b>	<p>The issue price is A\$0.90 per Share. The Company will receive A\$1.2 million, in aggregate, from the issue of Shares to the Participating Directors (or their nominated Associates) under the Conditional Placement.</p>
<b>Purpose and use of funds</b>	<p>It is proposed that the funds raised by the issue of Shares to the Participating Directors (or their nominated Associates) under the Conditional Placement will be used for the purposes outlined in the section of this Explanatory Memorandum entitled “Capital Raising Background” on page 8.</p>
<b>Material terms of agreement</b>	<p>The relevant placement agreement provided that the issue price of Shares is A\$0.90 per Share, that the issue would be subject to the Company obtaining Shareholder approval and includes various other conditions usual for a placement of this sort.</p>

### **Directors’ Recommendation**

As the proposed issue of Shares to the Participating Directors (or their nominated Associates) in accordance with Resolutions 3 to 5 (inclusive) will:

- (a) be at the same issue price as all other participants in the Conditional Placement; and
- (b) provide the Company with significant additional funds to progress its objectives,

# Explanatory Memorandum

the Directors, other than Mr Cook in respect of Resolution 3, Mr Bunting in respect of Resolution 4 and Ms Scotney in respect of Resolution 5, who have abstained from providing any recommendation on their respective Resolutions, recommend that Shareholders vote in favour of Resolutions 3 to 5 (inclusive) and advise that they intend to vote any Shares that they own or control in favour of Resolutions 3 to 5 (inclusive).

The Chair intends to vote all undirected proxies in favour of Resolutions 3 to 5 (inclusive).

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## Glossary

**A\$** means Australian dollars.

**Associate** has the meaning given to that term in the Listing Rules.

**ASX** means ASX Limited ACN 008 624 691 or the securities market operated by ASX Limited (as the context requires).

**AWST** means Australian Western Standard Time.

**Board** means the board of Directors of the Company.

**Capital Raising** means, together, the Placement and the SPP.

**Chair** means the chair of the Meeting.

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

**Conditional Placement** means the proposed private placement of Shares to the various sophisticated, professional and institutional investors and the Participating Directors as detailed in the section of this Explanatory Memorandum entitled "Capital Raising Background" on page 8.

**Corporations Act** means the *Corporations Act 2001* (Cth).

**Director** means a director of the Company as at the date of this Explanatory Memorandum.

**Eligible Entity** has the meaning given to that term in the Listing Rules.

**Equity Securities** has the meaning given to that term in the Listing Rules.

**Explanatory Memorandum** means this explanatory memorandum that accompanies, and forms part of, the Notice of Meeting.

**General Meeting** or **Meeting** means the general meeting of the Company to be convened by the Notice of Meeting.

**Joint Lead Managers** means, together, Bell Potter Securities Limited ACN 006 390 772 and Canaccord Genuity (Australia) Limited ACN 075 071 466.

**Listing Rules** means the listing rules of the ASX.

**Notice of Meeting** means the notice convening the general meeting of Shareholders that accompanies this Explanatory Memorandum.

**NZDT** means New Zealand daylight time as recognised in Auckland, New Zealand.

**Ordinary Resolution** means a resolution passed by more than 50% of the votes at a general meeting of Shareholders.

**Participating Directors** means together, Mr Peter Cook, Mr Kim Bunting and Ms Emma Scotney.

**Placement** means, together, the Conditional Placement and the Unconditional Placement.

**Related Party** has the meaning given to that term in the Listing Rules.

**Resolution** means a resolution referred to in this Notice of Meeting.

**Shareholder** means a holder of a Share.

# Explanatory Memorandum

**Share** means a fully paid ordinary share in the capital of the Company.

**SPP** means the share purchase plan offered to existing Shareholders (including the Participating Directors), at an issue price of A\$0.90 per Share, which was announced to the ASX on 17 February 2026.

**Unconditional Placement** means the private placement of Shares issued to sophisticated, professional and institutional investors as detailed in the section of this Explanatory Memorandum entitled “Capital Raising Background” on page 8.

**VWAP** means volume weighted average market price.

**LODGE YOUR VOTE**

 **ONLINE**  
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 **BY MAIL**  
Santana Minerals Limited  
C/- MUFG Corporate Markets (AU) Limited  
Locked Bag A14  
Sydney South NSW 1235 Australia

 **BY FAX**  
+61 2 9287 0309

 **BY HAND**  
MUFG Corporate Markets (AU) Limited  
Parramatta Square, Level 22, Tower 6,  
10 Darcy Street, Parramatta NSW 2150; or  
Liberty Place, Level 41,  
61 Castlereagh Street, Sydney NSW 2000

 **ALL ENQUIRIES TO**  
Telephone: 1300 554 474      Overseas: +61 1300 554 474



**X99999999999**

**PROXY FORM**

I/We being a member(s) of Santana Minerals Limited and entitled to attend and vote hereby appoint:

**APPOINT A PROXY**

**the Chairman of the Meeting (mark box)**

**OR** if you are **NOT** appointing the Chairman of the Meeting as your proxy, please write the name of the person or body corporate you are appointing as your proxy

or failing the person or body corporate named, or if no person or body corporate is named, the Chairman of the Meeting, as my/our proxy to act on my/our behalf (including to vote in accordance with the following directions or, if no directions have been given and to the extent permitted by the law, as the proxy sees fit) at the General Meeting of the Company to be held at **10:00am (AWST) / 3:00pm (NZDT) on Tuesday, 31 March 2026 at Level 5, Westralia Square 2, 143 St Georges Terrace, Perth WA 6000** (the Meeting) and at any postponement or adjournment of the Meeting.

**The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business.**

**STEP 1**

**VOTING DIRECTIONS**

**Proxies will only be valid and accepted by the Company if they are signed and received no later than 48 hours before the Meeting. Please read the voting instructions overleaf before marking any boxes with an**

**Resolutions**

	<b>For</b>	<b>Against</b>	<b>Abstain*</b>		<b>For</b>	<b>Against</b>	<b>Abstain*</b>
<b>1</b> Ratification of the issue of 125,513,727 Shares under the Unconditional Placement	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<b>5</b> Approval to issue up to 200,000 Shares to Ms Emma Scotney (or her nominated Associate) under the Conditional Placement	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<b>2</b> Approval to issue up to 17,597,384 Shares under the Conditional Placement	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				
<b>3</b> Approval to issue up to 911,111 Shares to Mr Peter Cook (or his nominated Associate) under the Conditional Placement	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				
<b>4</b> Approval to issue up to 222,223 Shares to Mr Kim Bunting (or his nominated Associate) under the Conditional Placement	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				

 \* 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 – THIS MUST BE COMPLETED**

Shareholder 1 (Individual)	Joint Shareholder 2 (Individual)	Joint Shareholder 3 (Individual)
<input type="text"/>	<input type="text"/>	<input type="text"/>
Sole Director and Sole Company Secretary	Director/Company Secretary (Delete one)	Director

This form should be signed by the shareholder. If a joint holding, either shareholder may sign. If signed by the shareholder's attorney, the power of attorney must have been previously noted by the registry or a certified copy attached to this form. If executed by a company, the form must be executed in accordance with the company's constitution and the *Corporations Act 2001* (Cth).

**STEP 3**



## HOW TO COMPLETE THIS SHAREHOLDER PROXY FORM

### YOUR NAME AND ADDRESS

This is your name and address as it appears on the Company's share register. If this information is incorrect, please make the correction on the form. Shareholders sponsored by a broker should advise their broker of any changes. **Please note: you cannot change ownership of your shares using this form.**

### APPOINTMENT OF PROXY

If you wish to appoint the Chairman of the Meeting as your proxy, mark the box in Step 1. If you wish to appoint someone other than the Chairman of the Meeting as your proxy, please write the name and email of that individual or body corporate in Step 1. A proxy need not be a shareholder of the Company.

### DEFAULT TO CHAIRMAN OF THE MEETING

Any directed proxies that are not voted on a poll at the Meeting will default to the Chairman of the Meeting, who is required to vote those proxies as directed. Any undirected proxies that default to the Chairman of the Meeting will be voted according to the instructions set out in this Proxy Form.

### VOTES ON ITEMS OF BUSINESS – PROXY APPOINTMENT

You may direct your proxy how to vote by placing a mark in one of the boxes opposite each item of business. All your shares will be voted in accordance with such a direction unless you indicate only a portion of voting rights are to be voted on any item by inserting the percentage or number of shares you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on the items of business, your proxy may vote as they choose. If you mark more than one box on an item your vote on that item will be invalid.

### APPOINTMENT OF A SECOND PROXY

You are entitled to appoint up to two persons as proxies to attend the Meeting and vote on a poll. If you wish to appoint a second proxy, an additional Proxy Form may be obtained by telephoning the Company's share registry or you may copy this form and return them both together.

To appoint a second proxy you must:

- on each of the first Proxy Form and the second Proxy Form state the percentage of your voting rights or number of shares applicable to that form. If the appointments do not specify the percentage or number of votes that each proxy may exercise, each proxy may exercise half your votes. Fractions of votes will be disregarded; and
- return both forms together.

### SIGNING INSTRUCTIONS

You must sign this form as follows in the spaces provided:

**Individual:** where the holding is in one name, the holder must sign.

**Joint Holding:** where the holding is in more than one name, either shareholder may sign.

**Power of Attorney:** to sign under Power of Attorney, you must lodge the Power of Attorney with the registry. If you have not previously lodged this document for notation, please attach a certified photocopy of the Power of Attorney to this form when you return it.

**Companies:** where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the company (pursuant to section 204A of the *Corporations Act 2001*) does not have a Company Secretary, a Sole Director can also sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please indicate the office held by signing in the appropriate place.

### CORPORATE REPRESENTATIVES

If a representative of the corporation is to attend the Meeting the appropriate "Certificate of Appointment of Corporate Representative" must be received at support@cm.mpms.mufg.com prior to admission in accordance with the Notice of Annual General Meeting. A form of the certificate may be obtained from the Company's share registry or online at www.mpms.mufg.com/en/mufg-corporate-markets.

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Proxy Forms may be lodged using the reply paid envelope or:



#### ONLINE

<https://au.investorcentre.mpms.mufg.com>

Login to the Investor Centre using the holding details as shown on the Proxy Form. Select 'Voting' and follow the prompts to lodge your vote. To use the online lodgement facility, shareholders will need their "Holder Identifier" - Shareholder Reference Number (SRN) or Holder Identification Number (HIN).



#### BY MOBILE DEVICE

Our voting website is designed specifically for voting online. You can now lodge your proxy by scanning the QR code adjacent or enter the voting link <https://au.investorcentre.mpms.mufg.com> into your mobile device. Log in using the Holder Identifier and postcode for your shareholding.

#### QR Code



To scan the code you will need a QR code reader application which can be downloaded for free on your mobile device.



#### BY MAIL

Santana Minerals Limited  
C/- MUFG Corporate Markets (AU) Limited  
Locked Bag A14  
Sydney South NSW 1235  
Australia



#### BY FAX

+61 2 9287 0309



#### BY HAND

delivering it to MUFG Corporate Markets (AU) Limited\*  
Parramatta Square  
Level 22, Tower 6  
10 Darcy Street  
Parramatta NSW 2150  
or  
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Level 41  
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Director/Company Secretary (Delete one)

Director

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#### QR Code



To scan the code you will need a QR code reader application which can be downloaded for free on your mobile device.



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Santana Minerals Limited  
C/- MUFG Corporate Markets (AU) Limited  
PO BOX 91976  
Auckland 1142



#### BY FAX

+61 2 9287 0309



#### BY HAND

delivering it to MUFG Corporate Markets (AU) Limited\*  
Level 30, PwC Tower  
15 Customs Street West  
Auckland 1010

\*During business hours Monday to Friday (9:00am - 5:00pm)