

MANUKA RESOURCES LIMITED
ACN 611 963 225

NOTICE OF GENERAL MEETING

Date

Thursday, 29 May 2025

Time

11.00am (AEST)

Venue

Level 4
Grafton Bond Building
201 Kent Street
SYDNEY NSW 2000

The Notice of Meeting can be viewed and downloaded from the Company's website at: <https://www.manukaresources.com.au/site/agm>

For personal use only

NOTICE OF GENERAL MEETING

Notice is hereby given that a general meeting of shareholders (**Shareholders**) of Manuka Resources Limited ACN 611 963 225 (**Company**) will be held at Level 4, Grafton Bond Building, 201 Kent Street, Sydney at **11.00am (AEST) on Thursday, 29 May 2025. (Meeting)**.

AGENDA

Resolution 1

RATIFICATION OF PRIOR ISSUE OF SHARES – COLLATERAL SHARES

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

“That, for the purposes of ASX Listing Rule 7.4 and for all other purposes, the prior issue of 31,000,000 Collateral Shares on 29 November 2024 to Admin Reg Holdings Pty Ltd, on the terms and subject to the conditions set out in the Explanatory Memorandum, are approved and ratified.”

Voting Exclusion Statement

The Company will disregard any votes cast in favour of Resolution 1 by or on behalf of Admin Reg Holdings Pty Ltd and/or by or on behalf of any person who is an Associate of Admin Reg Holdings Pty Ltd.

However, this voting exclusion does not apply to a vote cast in favour of Resolution 1 by (a) a person as a 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; (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: (i) 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 (ii) the holder votes on Resolution 1 in accordance with directions given by the beneficiary to the holder to vote in that way.

Resolution 2

RATIFICATION OF PRIOR ISSUE OF TRANCHE 1 CONVERTIBLE NOTE

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

“That, for the purposes of ASX Listing Rule 7.4 and for all other purposes, the prior issue of 500,000 Tranche 1 Convertible Note on 29 November 2024 to GAM Company Pty Ltd on the terms and subject to the conditions set out in the Explanatory Memorandum, is approved and ratified.”

Voting Exclusion Statement

The Company will disregard any votes cast in favour of Resolution 2 by or on behalf of GAM Company Pty Ltd and/or by or on behalf of any person who is an Associate of GAM Company Pty Ltd.

However, this voting exclusion does not apply to a vote cast in favour of Resolution 2 by (a) a person as a 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; (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: (i) 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 (ii) the holder votes on Resolution 2 in accordance with directions given by the beneficiary to the holder to vote in that way.

Resolution 2A

RATIFICATION OF PRIOR ISSUE OF TRANCHE 2 CONVERTIBLE NOTE

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

“That, for the purposes of ASX Listing Rule 7.4 and for all other purposes, the prior issue of 500,000 Tranche 2 Convertible Note on 2 December 2024 to GAM Company Pty Ltd on the terms and subject to the conditions set out in the Explanatory Memorandum, is approved and ratified.”

Voting Exclusion Statement

The Company will disregard any votes cast in favour of Resolution 2A by or on behalf of GAM Company Pty Ltd and/or by or on behalf of any person who is an Associate of GAM Company Pty Ltd.

However, this voting exclusion does not apply to a vote cast in favour of Resolution 2A by (a) a person as a proxy or attorney for a person who is entitled to vote on Resolution 2A, in accordance with directions given to the proxy or attorney to vote on Resolution 2A in that way; (b) the Chair as proxy or attorney for a person who is entitled to vote on Resolution 2A, in accordance with a direction given to the Chair to vote on Resolution 2A 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: (i) 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 2A; and (ii) the holder votes on Resolution 2A in accordance with directions given by the beneficiary to the holder to vote in that way.

Resolution 3

RATIFICATION OF PRIOR ISSUE OF CONVERTIBLE NOTE

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

“That, for the purposes of ASX Listing Rule 7.4 and for all other purposes, the prior issue of 2,400,000 Convertible Note on 17 December 2024 to a professional and sophisticated client of Claymore Capital Pty Ltd, on the terms and subject to the conditions set out in the Explanatory Memorandum, is approved and ratified.”

Voting Exclusion Statement

The Company will disregard any votes cast in favour of Resolution 4 by or on behalf of a professional and sophisticated client of Claymore Capital Pty Ltd and/or by or on behalf of any person who is an Associate of the sophisticated investor.

However, this voting exclusion does not apply to a vote cast in favour of Resolution 3 by (a) a person as a 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; (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: (i) 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 (ii) the holder votes on Resolution 3 in accordance with directions given by the beneficiary to the holder to vote in that way.

Resolution 4

RATIFICATION OF PRIOR ISSUE OF DEBT FACILITY EXTENSION OPTIONS

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

“That, for the purposes of ASX Listing Rule 7.4 and for all other purposes, the prior issue of 22,000,000 Debt Facility Extension Options on 23 December 2024 to TA Private Security Agent Ltd, on the terms and subject to the conditions set out in the Explanatory Memorandum, are approved and ratified.”

Voting Exclusion Statement

The Company will disregard any votes cast in favour of Resolution 4 by or on behalf of TA Private Security Agent Ltd and/or by or on behalf of any person who is an Associate of TA Private Security Agent Ltd.

However, this voting exclusion does not apply to a vote cast in favour of Resolution 4 by (a) a person as a 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; (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: (i) 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 (ii) the holder votes on Resolution 4 in accordance with directions given by the beneficiary to the holder to vote in that way.

Resolution 5

APPROVAL TO ISSUE BALANCE of DEBT FACILITY EXTENSION OPTIONS

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

“That, for the purposes of ASX Listing Rule 7.1 (and for all other purposes), Shareholders approve the proposed issue of up to 3,000,000 Debt Facility Extension Options to TA Private Security Agent Ltd under the Extension of TransAsia Debt Facility (as announced to the market on 23 December 2024) on the terms and subject to the conditions set out in the Explanatory Memorandum.”

Voting Exclusion Statement

The Company will disregard any votes cast in favour of Resolution 5 by or on behalf of TA Private Security Agent Ltd and/or by or on behalf of any person who is an Associate of TA Private Security Agent Ltd.

However, this voting exclusion does not apply to a vote cast in favour of Resolution 5 by (a) a person as a 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; (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: (i) 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 (ii) the holder votes on Resolution 5 in accordance with directions given by the beneficiary to the holder to vote in that way.

DATED: 24 APRIL 2025

By order of the Board

Eryn Kestel
Company Secretary

IMPORTANT NOTE

Action To Be Taken by Shareholders

Shareholders should read the Notice including the Explanatory Memorandum carefully before deciding how to vote on each of the Resolutions.

Provision of Meeting materials

In accordance with the modifications to the Corporations Act provided under the *Treasury Laws Amendment (2021 Measures No. 1) Act 2021* (Cth) and as permitted by the Company's constitution, the Notice, this Explanatory Memorandum and the Proxy Form are being made available to Shareholders electronically.

All Shareholders will be able to access the Notice of Meeting (including the Proxy Form) on the Company's website at: www.manukaresources.com.au/site/meeting. The Company has also provided the Meeting materials on the Company's ASX announcements page.

Shareholders that have provided an email address and have elected to receive electronic communications from the Company, will receive an email with a link to an electronic copy of the Notice, the Explanatory Memorandum and the Proxy Form.

Please contact the Company Secretary on 02 7253 2020 between 9am and 5pm (Sydney time) Monday to Friday if you are unable to access the relevant meeting materials online. If you wish to receive a paper copy of the meeting materials, please contact the Company Secretary on 02 7253 2020 or by email at admin@manukaresources.com.au.

Voting procedure

Shareholders will be able to vote on the Resolutions to be considered at the Meeting, either in person at the Meeting or by proxy (please see below).

Registration will begin a half an hour before the start of the Meeting.

Voting on the Resolutions

Each of the Resolutions are ordinary resolution, requiring a simple majority of the votes cast by Shareholders entitlement to vote on them.

If you attend the Meeting, you will be able to vote on each Resolution during the Meeting.

Voting on each Resolution will be by poll rather than by a show of hands. The Chair will open the poll shortly after the Meeting commences and you will be able to vote at any time during the Meeting. If you have already lodged a direct vote and then vote again during the Meeting, your first direct vote will be disregarded so that your votes are not inadvertently double counted.

Voting on the Resolutions is important, and the Board encourages all Shareholders to either attend and vote at the Meeting or nominate a proxy to attend and vote on your behalf.

Shareholders can either lodge the proxy online or sign and return the Proxy Form to the Company or to Automic, in accordance with the instructions on the form, so that it is received by 11.00am (AEST) on **Tuesday, 27 May 2025**.

Voting on the Resolutions at the Meeting is important, and the Board encourages all Shareholders to vote.

Shareholder questions

Shareholders will be able to ask questions relevant to the business of the Meeting at the Meeting.

Shareholders who are unable to attend the Meeting or wish to submit questions prior to the Meeting may submit written questions by emailing admin@manukaresources.com.au.

Questions must be received by 11.00am (AEST) on **Wednesday, 21 May 2025**.

Proxies

All Shareholders are invited and encouraged to attend the Meeting. However, if a Shareholder is unable to attend the Meeting, they can appoint a 'proxy' to attend the Meeting and vote on their behalf. Shareholders can either lodge the proxy appointment online at <https://investor.automic.com.au/#/loginsah> or sign and return the Proxy Form to the Company or the Company's share registry in accordance with the instructions on the form. Lodgement of a proxy appointment will not preclude a Shareholder from attending and voting at the Meeting.

A Proxy Form is attached to the Notice.

Please note that:

- (a) a proxy need not be a member of the Company.
- (b) a member of the Company entitled to attend and vote at the Meeting is entitled to appoint a proxy; and
- (c) a member entitled to cast two or more votes may appoint two proxies and may specify the proportion or number of votes each proxy is appointed to exercise. Where the proportion or number is not specified, each proxy may exercise half of the votes.

Proxy Forms must be received by the Company no later than 11.00am (AEST) on **Tuesday, 27 May 2025**, being at least 48 hours before the Meeting.

Electronic communication

All Shareholders may, and are encouraged to, elect to receive communications from the Company's share registry electronically. To provide or update your email address, please contact the Company's share registry.

Regulation 7.11.37 of the Corporations Regulations permits the Company to specify a time, not more than 48 hours before the Meeting, at which a 'snapshot' of the Company's share register will be taken for the purposes of determining Shareholder entitlements to attend and vote at the Meeting.

The Board has determined that persons who are registered holders of Shares as at 7.00pm (AEST) on **Tuesday, 27 May 2025** will be entitled to attend and, subject to the terms of the voting exclusion statement (if any) applicable to each Resolution, vote at the Meeting.

EXPLANATORY MEMORANDUM

This Explanatory Memorandum has been prepared for the information of Shareholders in connection with the business to be conducted at the Meeting which will be held at 11.00am (AEST) on **Thursday, 29 May 2025**.

This Explanatory Memorandum forms part of the Notice which should also be read carefully and in its entirety. This Explanatory Memorandum contains the terms and conditions on which each of the Resolutions will be voted upon.

The Resolutions set out in this Notice should be read together with the Explanatory Memorandum. Capitalised terms, words and abbreviations used in this Notice (and in the Explanatory Memorandum) are defined in Schedule 1 of the Explanatory Memorandum.

Resolution 1

RATIFICATION OF PRIOR ISSUE OF SHARES – COLLATERAL SHARES

1.1 Background Information

On 29 November 2024, the Company announced it had secured funding via subscriptions for Convertible Notes (**Notes Subscription**) in the Company for up to \$1 million to strengthen the Company's balance sheet, support general business operations whilst refinancing of core debt facilities and develop the restart of gold production at Mt Boppy.

GAM Company Pty Ltd (**GAM**) was the leader of this funding.

On 29 November 2024, the Company issued 31,000,000 Shares (**Collateral Shares**) under its Listing Rule 7.1 placement capacity, to Admin Reg Holdings Pty Ltd, an entity associated with GAM at a deemed issue price of \$0.06 per Share as collateral to secure the Company's obligations under the Notes Subscription.

Resolution 1 seeks Shareholder ratification pursuant to Listing Rule 7.4 for the issue of 31,000,000 Collateral Shares.

1.2 ASX Listing Rule Information

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 securities the listed entity had on issue at the start of that 12-month period.

The issue of the Collateral Shares does not fit within any of the exceptions to Listing Rule 7.2 and, as they have not been approved by Shareholders, this issue effectively uses up part of the Company's 15% placement capacity in Listing Rule 7.1, thereby reducing the Company's capacity to issue further equity securities without Shareholder approval under Listing Rule 7.1 for the 12-month period following the date of issue of the Collateral Shares.

Listing Rule 7.4 allows shareholders of a listed company to approve an issue of equity securities after it has been made or agreed to be made. If shareholders approve the resolution, the issue is taken to have been approved under Listing Rule 7.1 and so does not reduce the company's capacity to issue further equity securities without shareholder approval under Listing Rule 7.1.

The Company wishes to retain as much flexibility as possible to issue additional equity securities in the future without having to obtain Shareholder approval for such issues under Listing Rule 7.1. Accordingly, Resolution 1 seeks Shareholder ratification pursuant to Listing Rule 7.4 for the prior issue of the Collateral Shares.

1.3 Technical Information required by Listing Rule 14.1A

If Resolution 1 is passed, the Collateral Shares will be excluded in calculating the

Company's combined 25% placement capacity in Listing Rules 7.1 and 7.1A, effectively increasing the number of equity securities the Company can issue without Shareholder approval over the 12-month period following the date of issue of the Collateral Shares.

If Resolution 1 is not passed, the Collateral Shares will be included in calculating the Company's combined 25% placement capacity in Listing Rules 7.1 and 7.1A, effectively decreasing the number of equity securities the Company can issue without Shareholder approval over the 12-month period following the date of issue of the Collateral Shares

1.4 Technical Information required by Listing Rule 7.5

Pursuant to and in accordance with Listing Rule 7.5, the following information is provided in relation to Resolution 1:

Listing Rule	Required Information
7.5.1	The Collateral Shares were issued to Admin Reg Pty Ltd. In accordance with paragraph 7.4 of ASX Guidance Note 21, the Company confirms Admin Reg Holdings Pty Ltd is not a related party of the Company, member of the Company's Key Management Personnel, substantial holder of the Company, adviser of the Company or an associate of any of these parties but has been issued more than 1% of the Company's current issued capital.
7.5.2	31,000,000 Collateral Shares were issued under the Company's Listing Rule 7.1 placement capacity. They were issued on the same terms and conditions as the Company's existing Shares.
7.5.3	The Collateral Shares were all fully paid ordinary shares in the capital of the Company.
7.5.4	The Collateral Shares were issued on 29 November 2024.
7.5.5	The Collateral Shares were issued for nil cash consideration.
7.5.6	The purpose of the issue of the Collateral Shares was to act as collateral to secure the Company's obligations under the Notes Subscription as discussed and agreed between GAM Company Pty Ltd and the Company.
7.5.7	The Collateral Shares were not issued under a formal agreement.
7.5.8	A voting exclusion statement for Resolution 1 has been included in the Notice.

1.5 Board recommendation

The Directors recommend that Shareholders vote in favour of Resolution 1. The Chair intends to vote undirected proxies in favour of Resolution 1.

Resolutions 2 and 2A

RATIFICATION OF PRIOR ISSUE OF CONVERTIBLE NOTES

2.1 Background Information

As summarised in Section 1.1 above, the Company negotiated funding terms with GAM, whereby they agreed to provide the Company with up to a total of \$1 million via subscriptions for Convertible Notes in the Company with a face value of \$1.10 per Convertible Note.

The Convertible Notes are convertible into fully paid ordinary shares in the capital of the Company and in accordance with the terms and conditions set out in Annexure A will convert at a price at a 70% premium to the 28 November 2024 closing price of 3.5 cents per Share.

The raising was completed in two tranches, having regard to an extension of the TranAsia Private Capital Limited (**TransAsia**) debt facility. As at the date of this Notice 1,000,000 Convertible Notes have been issued to GAM under the Company's Listing Rule 7.1 placement capacity.

As at the date of this Notice, none of the T1 & T2 Notes have converted into Shares.

Resolutions 2 and 2A seek Shareholder ratification pursuant to ASX Listing Rule 7.4 for the issue of:

- Resolution 2: 500,000 Tranche 1 Convertible Note issued on 29 November 2024.
- Resolution 2A: 500,000 Tranche 2 Convertible Note issued on 24 December 2024.

Collectively **T1 & T2 Notes**

2.2 ASX Listing Rule Information

A summary of Listing Rules 7.1 and 7.4 is set out in section 1.2 above.

The Convertible Notes are classified as equity securities as they are convertible into Shares.

The Company wishes to retain as much flexibility as possible to issue additional equity securities in the future without having to obtain Shareholder approval for such issues under Listing Rule 7.1. Accordingly, the Company is seeking Shareholder ratification pursuant to Listing Rule 7.4 for the prior issue of the T1 & T2 Notes.

By ratifying the issue, the Company will retain the flexibility to issue equity securities in the future up to the 15% placement capacity set out in Listing Rule 7.1 without the requirement to obtain prior Shareholder approval.

If the issue of the T1 & T2 Notes is approved by Shareholders under Listing Rule 7.4, when the underlying shares are issued upon conversion, the issue will fall within Listing Rule 7.2 exception 9 and will require no further approvals under Listing Rule 7.1, no matter when conversion occurs.

2.3 Technical Information required by ASX Listing Rule 14.1A

If Resolutions 2 and 2A are passed, the T1 & T2 Notes will be excluded in calculating the Company's combined 25% placement capacity in Listing Rules 7.1 and 7.1A, effectively increasing the number of equity securities the Company can issue without Shareholder approval over the 12-month period following the date of issue of the T1 & T2 Notes. The Company's financial flexibility in the future will be increased.

If Resolutions 2 and 2A are not passed, the T1 & T2 Notes will be included in calculating the Company's combined 25% placement capacity in Listing Rules 7.1 and 7.1A, effectively decreasing the number of equity securities the Company can issue without Shareholder approval over the 12-month period following the date of issue of the T1 & T2 Notes.

2.4 Technical Information required by ASX Listing Rule 7.5

Pursuant to and in accordance with Listing Rule 7.5, the following information is provided in relation to Resolutions 2 and 2A:

- (a) The T1 & T2 Notes were issued to GAM Company Pty Ltd as trustee for GAM 1 Trust (**GAM 1 Trust**)
- (b) In accordance with paragraph 7.4 of ASX Guidance Note 21, the Company confirms that as at the date of this Notice, GAM 1 Trust is not considered to be a material investor as they are not a Related Party of the Company, a member of the Company's key management personnel, a substantial holder, an adviser to the Company or an associate of any of the above and has not been issued more than 1% of the Company's current issued capital.

If there are no other equity issues other than those contemplated by the Resolutions contained in this Notice and the Convertible Notes are converted, GAM 1 Trust will be issued with a number of Shares equal to or greater than 1% of the Company's issued capital at that time and the Company will disclose this fact and make the necessary disclosure requirements in accordance with the Listing Rules.

- (c) A total of 1,000,000 Convertible Notes were issued under the Company's Listing Rule 7.1 placement capacity to GAM 1 Trust:
 - 500,000 T1 Notes were issued on 29 November 2024.
 - 500,000 T2 Notes were issued on 24 December 2024 following Company confirmation that an agreement with TransAsia to extend the repayment maturity date of its existing debt facility to 31 May 2025 had been reached.
- (d) The T1 & T2 Notes were issued with a face value of \$1.10 at a subscription price of \$1.00 per Convertible Note for a total consideration of \$1,000,000 before costs.
- (e) The T1 & T2 Notes will mature on 14 May 2025.
- (f) Interest of 12% per annum is payable by the Company to GAM 1 Trust on an annual basis.
- (g) The T1 & T2 Notes were issued on the terms and conditions set out in Schedule 1.
- (h) The T1 & T2 Notes are convertible into 18,333,334 Shares¹ at the Face Value of \$1.10. Any Shares issued on conversion shall be issued on the same terms and conditions as the Company's existing Shares and rank equally with the existing Shares in the Company.

Conversion is at the election of GAM 1 Trust.

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¹ T1 Notes are convertible into 9,166,667 Shares and T2 Notes are convertible into 9,166,667 Shares. (500,000*\$1.10/0.06)

- (i) The purpose of the issue of the T1 & T2 Notes was to raise up to \$1,000,000 to strengthen the Company's balance sheet, support general business

operations whilst refinancing of core debt facilities and develop the restart of gold production at Mt Boppy.

- (j) The T1 & T2 Notes were not issued under a formal agreement.
- (k) The T1 & T2 Notes will not be listed and have no voting rights.
- (l) Voting exclusion statements for Resolutions 2 and 2A have been included in the Notice.

2.5 Board Recommendation

The Directors recommend that Shareholders vote in favour of Resolutions 2 and 2A. The Chair intends to vote undirected proxies in favour of Resolutions 2 and 2A.

RESOLUTION 3

RATIFICATION OF PRIOR ISSUE OF A CONVERTIBLE NOTE

3.1 Background Information

On 16 December 2024, the Company announced it had completed a \$2.4 million capital raising via the issue of a Convertible Note in the Company with a face value of \$1.10 per Convertible Note to strengthen the Company's balance sheet, support general business operations whilst refinancing of core debt facilities and develop the restart of gold production at Mt Boppy.

The Convertible Note is convertible into fully paid ordinary shares in the capital of the Company and in accordance with the terms and conditions set out in Annexure B will convert at a price at a 100% premium to the 16 December 2024 closing price of 3.0 cents per Share.

The raising was completed in a single tranche to a sophisticated investor.

As at the date of this Notice, the Convertible Note has not converted into Shares.

Resolution 3 seeks Shareholder approval pursuant to Listing Rule 7.4 for the issue of the 2,400,000 Convertible Note.

3.2 ASX Listing Rule Information

A summary of Listing Rules 7.1 and 7.4 is set out in section 1.2 above.

The Company wishes to retain as much flexibility as possible to issue additional equity securities in the future without having to obtain Shareholder approval for such issues under Listing Rule 7.1. Accordingly, the Company is seeking Shareholder ratification pursuant to Listing Rule 7.4 for the prior issue of the Convertible Note.

By ratifying the issue, the Company will retain the flexibility to issue equity securities in the future up to the 15% placement capacity set out in Listing Rule 7.1 without the requirement to obtain prior Shareholder approval.

If the issue of the Convertible Note is approved by Shareholders under Listing Rule 7.4, when the underlying shares are issued upon conversion, the issue will fall within Listing Rule 7.2 exception 9 and will require no further approvals under Listing Rule 7.1, no matter when conversion occurs.

3.3 Technical Information required by ASX Listing Rule 14.1A

If Resolution 3 is passed, the 2,400,000 Convertible Note will be excluded in calculating the Company's combined 25% placement capacity in Listing Rules 7.1 and 7.1A, effectively increasing the number of equity securities the Company can issue without Shareholder approval over the 12-month period following the date of issue of the Note.

If Resolution 3 is not passed, the 2,400,000 Convertible Note will be included in calculating the Company's combined 25% placement capacity in Listing Rules 7.1 and 7.1A, effectively decreasing the number of equity securities the Company can issue without Shareholder approval over the 12-month period following the date of issue of the Note.

3.4 Technical Information required by ASX Listing Rule 7.5

Pursuant to and in accordance with Listing Rule 7.5, the following information is provided in relation to Resolution 3:

- (a) The Convertible Note was issued to a professional and sophisticated client of Claymore Capital Pty Ltd, introduced to the Company by a Director and/existing shareholder.
- (b) In accordance with paragraph 7.4 of ASX Guidance Note 21, the Company confirms that as at the date of this Notice, the investor who subscribed for the Convertible Notes the subject of Resolution 3 is not considered to be a material investor as he is not a Related Party of the Company, a member of the Company's key management personnel, a substantial holder, an adviser to the Company or an associate of any of the above and has not been issued more than 1% of the Company's current issued capital.

If there are no other equity issues other than those contemplated by the Resolutions contained in this Notice and the Convertible Note is converted, the investor will be a substantial holder of the Company's Shares and will be issued with a number of Shares equal to or greater than 1% of the Company's issued capital at that time and the Company will disclose this fact and make the necessary disclosure requirements in accordance with the Listing Rules.

- (c) A total of 2,400,000 Convertible Notes were issued on 17 December 2024 under the Company's Listing Rule 7.1 placement capacity.
- (d) The Convertible Note was issued with a face value of \$1.10 at a subscription price of \$1.00 per Convertible Note for a total consideration of \$2,400,000 before costs.
- (e) The Convertible Note will expire on 30 May 2025.
- (f) Interest of 12% per annum is payable by the Company on an annual basis.
- (g) The Convertible Note was issued on the terms and conditions set out in Annexure B.
- (h) The Convertible Note is convertible into 44,000,000 Shares at the Face Value of \$1.10. Any Shares issued on conversion shall be issued on the same terms and conditions as the Company's existing Shares and rank equally with the existing Shares in the Company.

Conversion is at the election of the investor.

- (i) The purpose of the issue of the Convertible Note was to raise up to \$2,400,000 to strengthen the Company's balance sheet, support general business operations whilst refinancing of core debt facilities and develop the restart of gold production at Mt Boppy.
- (j) The Convertible Note was not issued under a formal agreement.
- (k) The Convertible Note will not be listed and has no voting rights.

- (l) A voting exclusion statement for Resolution 3 has been included in the Notice.

3.5 Board Recommendation

The Directors recommend that Shareholders vote in favour of Resolution 3. The Chair intends to vote undirected proxies in favour of Resolution 3.

RESOLUTION 4

RATIFICATION OF PRIOR ISSUE OF DEBT FACILITY EXTENSION OPTIONS

4.1 Background Information

As announced by the Company on 23 December 2024, the Company agreed to issue a total of 25,000,000 Unlisted Options (**Debt Facility Extension Options**) to TA Private Security Agent Ltd following agreement to extend the repayment maturity date of the existing debt facility with TransAsia to 31 May 2025.

The Debt Facility Extension Options to be issued to TA Private Security Agent Ltd will be completed in two tranches comprising:

- (a) 22,000,000 Options issued on 23 December 2024, pursuant to the Company's existing placement capacity under Listing Rule 7.1 (ratification of which is sought pursuant to Resolution 4 (**22,000,000 Tranche 1 Options**))
- (b) 3,000,000 Options proposed to be issued subject to Shareholder approval being obtained under Resolution 5 (**3,000,000 Tranche 2 Options**).

The Debt Facility Extension Options are unlisted, exercisable at \$0.06 per Option on or before 31 May 2026. The terms of the Debt Facility Options are set out in Annexure C.

Resolution 4 seeks Shareholder approval pursuant to Listing Rule 7.4 for the issue of 22,000,000 Tranche 1 Options.

4.2 ASX Listing Rule Information

A summary of Listing Rules 7.1 and 7.4 is set out in section 1.2 above.

The Company wishes to retain as much flexibility as possible to issue additional equity securities in the future without having to obtain Shareholder approval for such issues under Listing Rule 7.1. Accordingly, the Company is seeking Shareholder ratification pursuant to Listing Rule 7.4 for the prior issue of the Convertible Note.

By ratifying the issue, the Company will retain the flexibility to issue equity securities in the future up to the 15% placement capacity set out in Listing Rule 7.1 without the requirement to obtain prior Shareholder approval.

4.3 Technical Information required by ASX Listing Rule 14.1A

If Resolution 4 is passed, the 22,000,000 Tranche 1 Options will be excluded in calculating the Company's combined 25% placement capacity in Listing Rules 7.1 and 7.1A, effectively increasing the number of equity securities the Company can issue without Shareholder approval over the 12-month period following the date of issue of the Unlisted Options.

If Resolution 4 is not passed, the 22,000,000 Tranche 1 Options will be included in calculating the Company's combined 25% placement capacity in Listing Rules 7.1 and 7.1A, effectively decreasing the number of equity securities the Company can issue without Shareholder approval over the 12-month period following the date of issue of the Unlisted Options.

4.4 Technical Information required by ASX Listing Rule 7.5

Pursuant to and in accordance with Listing Rule 7.5, the following information is provided in relation to Resolution 4:

Listing Rule	Required Information
7.5.1	<p>The Unlisted Options were issued to TA Private Security Agent Ltd</p> <p>In accordance with paragraph 7.4 of ASX Guidance Note 21, the Company confirms that as at the date of this Notice, TA Private Security Agent Ltd is not a related party of the Company, members of the Company's Key Management Personnel, substantial holder of the Company, adviser to the Company or an associate of any of these parties and has not been issued more than 1% of the Company's current issued capital.</p> <p>If there are no other equity issues other than those contemplated by the Resolutions contained in this Notice and the Unlisted Options are exercised, TA Private Security Agent Ltd will be issued with a number of Shares equal to or greater than 1% of the Company's issued capital at that time and the Company will disclose this fact and make the necessary disclosure requirements in accordance with the Listing Rules.</p>
7.5.2	22,000,000 Tranche 1 Options were issued under the Company's Listing Rule 7.1 placement capacity.
7.5.3	The 22,000,000 Tranche 1 Options were issued on the terms and conditions set out in Annexure C.
7.5.4	The 22,000,000 Tranche 1 Options were issued on 23 December 2024.
7.5.5	The issue price of the 22,000,000 Tranche 1 Options was nil.
7.5.6	<p>The 22,000,000 Tranche 1 Options were issued in consideration of the extension of the existing debt facility to 31 May 2025.</p> <p>Any funds raised from the exercise of the 22,000,000 Tranche 1 Options will be used by the Company for working capital purposes.</p>
7.5.7	The 22,000,000 Tranche 1 Options were not issued under a formal agreement.
7.5.8	A voting exclusion statement for Resolution 4 has been included in the Notice.

4.5 Board Recommendation

The Directors recommend that Shareholders vote in favour of Resolution 4. The Chair intends to vote undirected proxies in favour of Resolution 4.

RESOLUTION 5

APPROVAL TO ISSUE DEBT FACILITY EXTENSION OPTIONS

5.1 Background

Resolution 5 seeks Shareholder approval for the purposes of Listing Rule 7.1 for the issue of the 3,000,000 Tranche 2 Options to TransAsia.

Further information in relation to the Debt Facility Extension Options is set out in section 4.1 above.

The Debt Facility Extension Options are unlisted, exercisable at \$0.06 per Option on or before 31 May 2026. The terms of the Debt Facility Options are set out in Annexure C.

5.2 ASX Listing Rule Information

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.

This proposed issue of 3,000,000 Tranche 2 Options does not fit within any of the exceptions set out in Listing Rule 7.2 and, as it has not yet been approved by Shareholders, it effectively uses up part of the 15% limit in Listing Rule 7.1, reducing the Company's capacity to issue further equity securities without Shareholder approval under Listing Rule 7.1 for the 12 month period following the date of the issue.

Listing Rule 7.4 allows the shareholders of a listed company to approve an issue of equity securities after it has been made or agreed to be made. If they do, the issue is taken to have been approved under Listing Rule 7.1 and so does not reduce the company's capacity to issue further equity securities without shareholder approval under that rule.

The Company wishes to retain as much flexibility as possible to issue additional equity securities in the future without having to obtain Shareholder approval for such issues under Listing Rule 7.1. Accordingly, the Company is seeking Shareholder ratification pursuant to Listing Rule 7.4 for the prior issue of the Convertible Note.

By ratifying the issue, the Company will retain the flexibility to issue equity securities in the future up to the 15% placement capacity set out in Listing Rule 7.1 without the requirement to obtain prior Shareholder approval.

5.3 Technical Information required by ASX Listing Rule 14.1A

If Resolution 5 is passed, the issue of 3,000,000 Tranche 2 Options will be excluded in calculating the Company's 15% limit in Listing Rule 7.1, effectively increasing the number of equity securities the Company can issue without Shareholder approval over the 12-month period following the date of issue.

If Resolution 5 is not passed, the issue of 3,000,000 Tranche 2 Options will be included in calculating the Company's 15% limit in Listing Rule 7.1, effectively decreasing the number of equity securities that the Company can issue without Shareholder approval over the 12-month period following the date of the issue.

5.4 Technical Information required by ASX Listing Rule 7.3

Pursuant to and in accordance with Listing Rule 7.3, the following information is provided in relation to Resolution 5:

Listing Rule	Required information
7.3.1	<p>The Company is proposing to issue the 3,000,000 Tranche 2 Options to TA Private Security Agent Ltd.</p> <p>In accordance with paragraph 7.4 of ASX Guidance Note 21, the Company confirms that as at the date of this Notice, TA Private Security Agent Ltd is not considered to be a material investor as they are not a Related Party of the Company, a member of the</p>

	<p>Company's key management personnel, a substantial holder, an adviser to the Company or an associate of any of the above and has not been issued more than 1% of the Company's current issued capital.</p> <p>If there are no other equity issues other than those contemplated by the Resolutions contained in this Notice and the Unlisted Options are exercised, TA Private Security Agent Ltd will be issued with a number of Shares equal to or greater than 1% of the Company's issued capital at that time and the Company will disclose this fact and make the necessary disclosure requirements in accordance with the Listing Rules.</p>
7.3.2	3,000,000 Tranche 2 Options will be issued.
7.3.3	The terms of the Debt Facility Extension Options are set out in Annexure C.
7.3.4	<p>The Company expects to issue the 3,000,000 Tranche 2 Options within 5 Business Days of the Meeting.</p> <p>In any event, the Company will not issue the 3,000,000 Tranche 2 Options later than three months from the date of the Meeting.</p>
7.3.5	The issue price of the 3,000,000 Tranche 2 Options was nil.
7.3.6	<p>The 3,000,000 Tranche 2 Options were issued in consideration of the extension of the existing debt facility to 31 May 2025.</p> <p>Any funds raised from the exercise of the 3,000,000 Tranche 2 Options will be used by the Company for working capital purposes.</p>
7.3.7	The 3,000,000 Tranche 2 Options were not issued under a formal agreement.
7.3.8	Not applicable.
7.3.9	A voting exclusion statement for Resolution 4 has been included in the Notice.

5.5 Board Recommendation

The Directors recommend that Shareholders vote in favour of Resolution 5. The Chair intends to vote undirected proxies in favour of Resolution 5.

FURTHER INFORMATION

The Directors are not aware of any other information which is relevant to the consideration by Shareholders of the proposed Resolutions set out in the Notice. The Directors recommend that Shareholders read this Explanatory Memorandum in full and, if desired, seek advice from their own independent financial or legal adviser before making any decision in relation to the proposed Resolutions.

SCHEDULE 1 – GLOSSARY

\$ means Australian dollars.

Annexure means an information attachment to this Explanatory Memorandum.

Associate has the same meaning as defined in section 11 and sections 13 to 17 of the Corporations Act.

ASX means ASX Limited ACN 008 624 691 or, where the context requires, the financial market operated by ASX.

Board means the board of Directors.

Business Day means Monday to Friday inclusive, except New Year's Day, Good Friday, Easter Monday, Christmas Day, Boxing Day and any other day that ASX declares is not a business day.

Chair means the person appointed to chair the Meeting, or any part of the Meeting.

Company means Manuka Resources Limited (ACN 611 963 225)

Convertible Note means a convertible note issues in the capital of the Company on the terms and conditions in Annexures A and B.

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

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

Debt Finance Extension Options has the meaning set out in Section 4.1. of an option to acquire a Share with the terms and conditions set out in Annexure C.

Director/s means a director or the current directors of the Company – Mr Dennis Karp, Mr Alan Eggers and Mr John Seton.

Equity Securities means Shares, Convertible Notes and Options and other securities in the Company convertible into Shares.

Explanatory Memorandum means this explanatory memorandum which forms part of the Notice.

General Meeting or Meeting means the meeting convened by the Notice.

Key Management Personnel has the same meaning as in the accounting standards issued by the Australian Accounting Standards Board and means those persons having authority and responsibility for planning, directing and controlling the activities of the Company, or if the Company is part of a consolidated entity, of the consolidated entity, directly or indirectly, including any director (whether executive or otherwise) of the Company, or if the Company is part of a consolidated entity, of an entity within the consolidated group.

Listing Rules means the listing rules promulgated and administered by ASX.

Noteholder means a holder of a Convertible Note,

Notice means this notice of meeting including the Explanatory Memorandum and the Proxy Form.

Option means an option to acquire a Share.

Proxy Form means the proxy form attached to the Explanatory Memorandum.

Related Party has the meaning given to that term in the Corporations Act.

Resolution means the resolutions contained in the Notice, or any one of them, as the context requires.

Section means a section of the Explanatory Statement.

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

Shareholder means a holder of Shares.

ANNEXURE A – TERMS OF TRANCHE 1 AND TRANCHE 2 CONVERTIBLE NOTES

Amount Raised	Up to \$1,000,000
Tranche 1 Subscription	\$500,000
Tranche 2 Subscription	Up to additional \$500,000
Subscription Value	\$1.00 per Convertible Note
Face Value	\$1.10 per Convertible Note
Conversion Price	\$0.06 per ordinary share
Conversion	Noteholders may convert at any time at their election. Any not converted at Maturity will be redeemed.
Tranche 2 Condition Precedent	The Company to extend or refinance the TransAsia Private Capital Facility.
Maturity	If the Company has not satisfied the Tranche 2 Conditions Precedent on or before the Tranche 2 End Date, the Maturity Date is 17 January 2025. If the Company has satisfied the Tranche 2 Conditions Precedent on or before Tranche 2 End Date, the Maturity Date is extended to 14 May 2025.
Early Redemption	The Company may redeem the Notes (repay the Notes in cash equal to the Face Value) at any time plus a penalty amount of 5% of the amount redeemed
Interest	12% per annum
Security	Unsecured
Collateral Shares	The Company shall issue 31,000,000 initial shares on advance of Tranche1 (subject to a cap of 50,000,000 shares) to be held as collateral by the Trustee (or its agent). On the expiry of this financing the Company shall be entitled to buy-back and cancel any remaining Collateral Shares from the Trustee or arrange for the remaining Collateral Shares to be sold on terms acceptable to the Trustee (acting reasonably) and remit the proceeds to the Company.
Capital Raising Fees	A fee equal to 6% of the Subscription Amount under each Convertible Note Round (excluding GST, which, for the avoidance of doubt, is payable by the Company on that amount).
Observation Rights	For so long as there remain any outstanding monies, the Trustee shall have the right, but not the obligation, to appoint, remove and replace an observer to the Board by written notice to the Company.

ANNEXURE B – TERMS OF CONVERTIBLE NOTE

Amount Raised	\$2,400,000
Subscription Value	\$1.00 per Convertible Note
Face Value	\$1.10 per Convertible Note
Conversion Price	\$0.06 per ordinary share
Conversion	Noteholders may convert at the Face Value at any time at their election. Any not converted at Maturity will be redeemed.
Maturity	30 May 2025
Early Redemption	The Company may redeem the Notes (repay the Notes in cash equal to the Face Value)
Interest	12% per annum (which may be converted into MKR shares)
Security	Unsecured

ANNEXURE C – TERMS OF DEBT FACILITY EXTENSION OPTIONS

Company	Manuka Resources Limited ACN 611 963 225.
Options	Each Option entitles its holder to subscribe for one Share in the Company: <ul style="list-style-type: none"> • at the Exercise Price; and • at any time on or before the Expiry Date.
Premium	All Options have been (or will be) issued for nil cash consideration.
Exercise Price	\$0.06
Expiry Date	31 May 2026
Exercise Period	All Options are exercisable at any time on or prior to their Expiry Date.
Vesting	All Options vest immediately.
Exercise Notice	The holder of Options may exercise their Options by delivering to the Company, at any time on or before the (relevant) Expiry Date: <ul style="list-style-type: none"> • a written notice of exercise specifying the number of Options to be exercised; and • evidence of an electronic funds transfer having been made for the (relevant) Exercise Price for each Option being exercised.
Issue of Shares	Within 10 business days of the receipt of the Exercise Notice (accompanied by receipt of the Exercise Price per Option being exercised), the Company will issue the required number of Shares to the holder of the Options being exercised.
Ranking	Shares issued on exercise of Options will rank equally with (then) existing ordinary shares of the Company.
Quotation	The Company will only apply for quotation of the options on ASX subject to the receipt of shareholder approval, the satisfaction of all applicable ASX requirements and following the preparation and issuance of a transaction-specific prospectus. The Company will however apply for quotation of any Shares issued following the exercise of Options as required by the Listing Rules (and will also do all other things to ensure that the newly issued Shares are able to be freely traded on ASX).
Participation in New Issues	None of the Options entitle its holder to participate in any new issue of securities in the Company unless the Option is exercised before the record date for determining entitlements to that new issue (if applicable) and the holder participates in that issue as a result of holding Shares.
Bonus Issues of Shares Adjustment	If the Company makes a bonus issue of Shares and no Share has been issued in respect of an Option before the record date for determining entitlements to the bonus issue, the number of Shares over which an Option is exercisable is increased by the number of Shares which the holder of the Option would have received had the holder exercised the Option before the relevant record date.

Adjustment for Pro Rata Issues	If the Company makes a pro-rata issue of Shares or other securities (except a bonus issue) to existing Shareholders and no Share has been issued in respect of an Option before the record date for determining entitlements to the proposed pro rata issue, the (relevant) Exercise Price is to be reduced in accordance with the Listing Rules.
Adjustments and Transfers	In the event of a reorganisation of the Company's share capital, all Options will be reorganised in accordance with the requirements of the Listing Rules (and in particular, the requirements of Listing Rule 7.22).
Transfer	Unless the Options are quoted (in which case they may be sold on the financial market provided by ASX in regular way transactions at the discretion of the holder), no Option is to be transferred to any person (transferee) unless the transferee provides written evidence to the transferor evidencing that the transferee is a sophisticated or professional investor (i.e. as defined in section 708(8) or (10) of the Corporations Act, respectively). The transferor and the transferee agree to provide such written evidence to the Company on request.

Your proxy voting instruction must be received by **11.00am (AEST) on Tuesday, 27 May 2025**, being **not later than 48 hours** before the commencement of the Meeting. Any Proxy Voting instructions received after that time will not be valid for the scheduled Meeting.

SUBMIT YOUR PROXY

Complete the form overleaf in accordance with the instructions set out below.

YOUR NAME AND ADDRESS

The name and address shown above is as it appears on the Company's share register. If this information is incorrect, and you have an Issuer Sponsored holding, you can update your address through the investor portal: <https://investor.automic.com.au/#/home> Shareholders sponsored by a broker should advise their broker of any changes.

STEP 1 – APPOINT A PROXY

If you wish to appoint someone other than the Chair of the Meeting as your proxy, please write the name of that Individual or body corporate. A proxy need not be a Shareholder of the Company. Otherwise if you leave this box blank, the Chair of the Meeting will be appointed as your proxy by default.

DEFAULT TO THE CHAIR OF THE MEETING

Any directed proxies that are not voted on a poll at the Meeting will default to the Chair of the Meeting, who is required to vote these proxies as directed. Any undirected proxies that default to the Chair of the Meeting will be voted according to the instructions set out in this Proxy Voting Form, including where the Resolutions are connected directly or indirectly with the remuneration of Key Management Personnel.

STEP 2 - VOTES ON ITEMS OF BUSINESS

You may direct your proxy how to vote by marking 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 he or she chooses. If you mark more than one box on an item your vote on that item will be invalid.

APPOINTMENT OF SECOND PROXY

You may appoint up to two proxies. If you appoint two proxies, you should complete two separate Proxy Voting Forms and specify the percentage or number each proxy may exercise. If you do not specify a percentage or number, each proxy may exercise half the votes. You must return both Proxy Voting Forms together. If you require an additional Proxy Voting Form, contact Automic Registry Services.

SIGNING INSTRUCTIONS

Individual: Where the holding is in one name, the Shareholder must sign.

Joint holding: Where the holding is in more than one name, all Shareholders should sign.

Power of attorney: If you have not already lodged the power of attorney with the registry, please attach a certified photocopy of the power of attorney to this Proxy Voting Form when you return it.

Companies: To be signed in accordance with your Constitution. Please sign in the appropriate box which indicates the office held by you.

Email Address: Please provide your email address in the space provided.

By providing your email address, you elect to receive all communications despatched by the Company electronically (where legally permissible) such as a Notice of Meeting, Proxy Voting Form and Annual Report via email.

CORPORATE REPRESENTATIVES

If a representative of the corporation is to attend the Meeting the appropriate 'Appointment of Corporate Representative' should be produced prior to admission. A form may be obtained from the Company's share registry online at <https://automicgroup.com.au>.

Lodging your Proxy Voting Form:

Online

Use your computer or smartphone to appoint a proxy at <https://investor.automic.com.au/#/loginsah> or scan the QR code below using your smartphone

Login & Click on 'Meetings'. Use the Holder Number as shown at the top of this Proxy Voting Form.



BY MAIL:

Automic
GPO Box 5193
Sydney NSW 2001

IN PERSON:

Automic
Level 5, 126 Phillip Street
Sydney NSW 2000

BY EMAIL:

meetings@automicgroup.com.au

BY FACSIMILE:

+61 2 8583 3040

All enquiries to Automic:

WEBSITE:

<https://automicgroup.com.au>

PHONE:

1300 288 664 (Within Australia)
+61 2 9698 5414 (Overseas)

For personal use only

STEP 1 - How to vote

APPOINT A PROXY:

I/We being a Shareholder entitled to attend and vote at the General Meeting of Manuka Resources Limited, to be held at **11.00am (AEST) on Thursday, 29 May 2025 at Level 4, Grafton Bond Building, 201 Kent Street, SYDNEY NSW 2000** hereby:

Appoint the Chair of the Meeting (Chair) OR if you are not appointing the Chair of the Meeting as your proxy, please write in the box provided below the name of the person or body corporate you are appointing as your proxy or failing the person so named or, if no person is named, the Chair, or the Chair's nominee, to vote in accordance with the following directions, or, if no directions have been given, and subject to the relevant laws as the proxy sees fit and at any adjournment thereof.

The Chair intends to vote undirected proxies in favour of all Resolutions in which the Chair is entitled to vote.

Unless indicated otherwise by ticking the "for", "against" or "abstain" box you will be authorising the Chair to vote in accordance with the Chair's voting intention.

STEP 2 - Your voting direction

Resolutions	For	Against	Abstain
1 RATIFICATION OF PRIOR ISSUE OF SHARES – COLLATERAL SHARES	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2 RATIFICATION OF PRIOR ISSUE OF TRANCHE 1 CONVERTIBLE NOTE	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2A RATIFICATION OF PRIOR ISSUE OF TRANCHE 2 CONVERTIBLE NOTE	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3 RATIFICATION OF PRIOR ISSUE OF CONVERTIBLE NOTE	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4 RATIFICATION OF PRIOR ISSUE OF DEBT FACILITY EXTENSION OPTIONS	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5 APPROVAL TO ISSUE BALANCE of DEBT FACILITY EXTENSION OPTIONS	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Please note: If you mark the abstain box for a particular Resolution, you are directing your proxy not to vote on that Resolution on a show of hands or on a poll and your votes will not be counted in computing the required majority on a poll.

STEP 3 – Signatures and contact details

Individual or Securityholder 1

Sole Director and Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director / Company Secretary

Contact Name:

Email Address:

Contact Daytime Telephone

Date (DD/MM/YY)

/

/

By providing your email address, you elect to receive all communications despatched by the Company electronically (where legally permissible).

For personal use only