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MANUKA RESOURCES LIMITED

ACN 611 963 225

NOTICE OF 2026 ANNUAL GENERAL MEETING

Date
Thursday, 26 November 2026

Time
11.00am (Sydney time), 1.00pm (NZDT)

Venue
Level 4
Grafton Bond Building
201 Kent Street
SYDNEY NSW 2000

Shareholders are urged to attend or vote by lodging the proxy form made available with this Notice.

The Notice of Meeting can be viewed and downloaded from the Company's website at: https://manukaresources.com.au/announcements

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NOTICE OF 2026 ANNUAL GENERAL MEETING

Notice is hereby given the 2026 Annual General Meeting (**Meeting**) of Shareholders of Manuka Resources Limited ACN 611 963 225 (**Company**) will be held at Level 4, Grafton Bond Building, 201 Kent Street, Sydney on **Thursday, 26 November 2026** at **11.00am (Sydney time) 1.00pm (NZDT).**

The Explanatory Memorandum provides additional information on matters to be considered at the Meeting. The Explanatory Memorandum and the Proxy Form are part of the Notice.

Terms and abbreviations used in the Notice are defined in Schedule 1.

AGENDA

2026 ANNUAL REPORT

To consider the 2026 Annual Report of the Company and its controlled entities for the financial year ended 30 June 2026, which includes the Financial Report, the Directors' Report and the Auditor's Report.

There is no requirement for Shareholders to approve the 2026 Annual Report.

RESOLUTIONS

Resolution 1
ADOPTION OF REMUNERATION REPORT

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

***THAT**, the Remuneration Report forming part of the Company's 2026 Annual Report, be adopted by Shareholders, as set out in the Explanatory Memorandum.*

Note: The outcome of this Resolution is advisory only and does not bind the Directors or the Company.

Voting Prohibition

In accordance with sections 250BD and 250R of the Corporations Act 2001 (Cth), a vote on this Resolution must not be cast (in any capacity) by or on behalf of (a) a member of the Company's Key Management Personnel (KMP) whose remuneration details are included in the Remuneration Report for the year ended 30 June 2026 or (b) a Closely Related Party of a KMP.

A vote may be cast by such person if the vote is not cast on behalf of a person who is excluded from voting on Resolution 1 and: (a) the person is appointed as a proxy in writing that specifies how the proxy is to vote on Resolution 1 or (b) the voter is the Chair of the Meeting and the appointment of the Chair as proxy does not specify the way the proxy is to vote on Resolution 1 but expressly authorises the Chair to exercise the proxy even if Resolution 1 is connected directly or indirectly with the remuneration of a member of the KMP.

If any of the persons named above purport to cast a vote other than as permitted above, that vote will be disregarded by the Company (as indicated above) and those persons may be liable for breaching the voting restrictions that apply to them under the Corporations Act.

Resolution 2

RE-ELECTION OF MR JOHN SETON AS A DIRECTOR

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

That, *for the purposes of Clause 13.3 of the Constitution, ASX Listing Rule 14.4 and for all other purposes Mr John Seton, being eligible and offering himself for re-election, is re-elected as a director, effective from the conclusion of this Meeting*.

Resolution 3

RATIFICATION OF PRIOR ISSUE OF PLACEMENT SHARES TO A CLIENT OF CLAYMORE CAPITAL PTY LTD

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 issue on 19 December 2025 of 6,140,921 Placement Shares at an issue price of $0.075 per Share to a professional and sophisticated client of Claymore Capital Pty Ltd as set out in the Explanatory Memorandum, is approved and ratified.*

Voting Exclusion Statement

The Company will disregard any votes cast in favour of Resolution 3 by or on behalf of the professional and sophisticated client of Claymore Capital Pty Ltd (or his nominee/s) and/or by or on behalf of any person who is an Associate of the professional and sophisticated client of Claymore Capital Pty Ltd (or his nominee/s).

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 TRANCHE 1 WARRANTS TO NEBARI NATURAL RESOURCES AIV II, LP

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 issue on 27 February 2026 of 36,423,612 Warrants exercisable at $0.2004 each on or before 27 February 2030 to Nebari Natural Resources AIV II, LP (or their nominee/s), as 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 Nebari Natural Resources AIV II, LP and/or by or on behalf of any person who is an Associate of Nebari Natural Resources AIV II, LP (or their nominee/s).

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.

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Resolution 5

RATIFICATION OF PRIOR ISSUE OF TRANCHE 2 WARRANTS TO NEBARI NATURAL RESOURCES AIV II, LP

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 issue on 26 June 2026 of 8,232,731 Warrants exercisable at $0.1357 each on or before 26 June 2030 to Nebari Natural Resources AIV II, LP (or their nominee/s), as set out in the Explanatory Memorandum, is approved and ratified.*

Voting Exclusion Statement
The Company will disregard any votes cast in favour of Resolution 5 by or on behalf of Nebari Natural Resources AIV II, LP and/or by or on behalf of any person who is an Associate of Nebari Natural Resources AIV II, LP (or their nominee/s).

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.

Resolution 6

RATIFICATION OF PRIOR ISSUE OF SHARES TO UNIT TRUST HOLDERS

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 issue on 26 March 2026 of 8,240,524 fully paid Ordinary Shares at a deemed issue price of $0.1325 per Share to Unit Trust Holders (or their nominee/s) in I satisfaction of the Subscription Fee payable on repayment of the Unit Trust debt facility, as set out in the Explanatory Memorandum, is approved and ratified.*

Voting Exclusion Statement
The Company will disregard any votes cast in favour of Resolution 6 by or on behalf of the Unit Trust Holders (or their nominee/s) and/or on behalf of any person who is an Associate of the Unit Trust Holders (or their nominee/s).

However, this voting exclusion does not apply to a vote cast in favour of Resolution 6 by (a) a person as a proxy or attorney for a person who is entitled to vote on Resolution 6 in accordance with directions given to the proxy or attorney to vote on Resolution 6 in that way; (b) the Chair as proxy or attorney for a person who is entitled to vote on Resolution 6, in accordance with a direction given to the Chair to vote on Resolution 6 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 6 and (ii) the holder votes on Resolution 6 in accordance with directions given by the beneficiary to the holder to vote in that way.

Resolution 7

RATIFICATION OF PRIOR ISSUE OF PLACEMENT SHARES UNDER LISTING RULE 7.1

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 issue on 14 September 2026 of 152,519,629 Placement Shares at an issue price of $0.07 per Share to*

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the Placement Participants (or their nominee/s) as set out in the Explanatory Memorandum, is approved and ratified.

Voting Exclusion Statement
The Company will disregard any votes cast in favour of Resolution 7 by or on behalf of the Placement Participants (or their nominee/s), or any Associate of the Placement Participants (or their nominee/s).

However, this does not apply to a vote cast in favour of Resolution 7 by (a) a person as proxy or attorney for a person who is entitled to vote on Resolution 7, in accordance with the directions given to the proxy or attorney to vote on Resolution 7 in that way; or (b) the Chair of the Meeting as proxy or attorney for a person who is entitled to vote on Resolution 7, in accordance with a direction given to the Chair to vote on Resolution 7 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 7 and (ii) the holder votes on Resolution 7 in accordance with directions given by the beneficiary to the holder to vote in that way.

Resolution 8
RATIFICATION OF PRIOR ISSUE OF PLACEMENT SHARES UNDER LISTING RULE 7.1A

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 issue on 14 September 2026 of 54,623,228 Placement Shares at an issue price of $0.07 per Share to the Placement Participants (or their nominee/s) as set out in the Explanatory Memorandum, is approved and ratified.*

Voting Exclusion Statement
The Company will disregard any votes cast in favour of Resolution 8 by or on behalf of the Placement Participants (or their nominee/s), or any Associate of the Placement Participants (or their nominee/s).

However, this does not apply to a vote cast in favour of Resolution 8 by (a) a person as proxy or attorney for a person who is entitled to vote on Resolution 8, in accordance with the directions given to the proxy or attorney to vote on Resolution 8 in that way; or (b) the Chair of the Meeting as proxy or attorney for a person who is entitled to vote on Resolution 8, in accordance with a direction given to the Chair to vote on Resolution 8 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 8 and (ii) the holder votes on Resolution 8 in accordance with directions given by the beneficiary to the holder to vote in that way.

Resolution 9
APPROVAL OF ADDITIONAL 10% PLACEMENT CAPACITY

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

***That**, pursuant to and in accordance with ASX Listing Rule 7.1A and for all other purposes, Shareholders approve the issue of Equity Securities totalling up to 10% of the issued capital of the Company at the time of issue, calculated in accordance with the formula prescribed in ASX Listing Rule 7.1A.2, as set out in the Explanatory Memorandum.*

Voting Exclusion Statement
There is no voting exclusion in relation to Resolution 9.

Resolution 10
APPOINTMENT OF IN.CORP AUDIT & ASSURANCE PTY LTD as AUDITOR

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

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***That**, for the purposes of section 327B of the Corporations Act and for all other purposes, approval is given for appointment of In.Corp Audit & Assurance Pty Ltd as Auditor with effect from the conclusion of this Meeting subject to the current Auditor's resignation having taken effect.*

Voting Exclusion Statement
There is no voting exclusion in relation to Resolution 10.

By order of the Board

Eryn Kestel
Company Secretary

Dated: 14 October 2026

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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 (Sydney time), 1.00pm (NZDT) on **Thursday, 26 November 2026**.

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

Action To Be Taken by Shareholders

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

Voting on all proposed Resolutions at the Meeting will be conducted by poll. On a poll, each Shareholder has one vote for every fully paid ordinary Shares held in the Company.

Voting in person

To vote in person, attend the Meeting on the date and at the place set out above.

Voting by a corporation

A Shareholder that is a corporation may appoint an individual to act as its representative and bote in person at the Meeting. The appointment must comply with the requirements of section 250DD of the Corporations Act. The representative should bring to the Meeting evidence of his or her appointment, including any authority under which it is signed.

Voting by proxy

A Proxy Form is attached to the Notice. This is to be used by Shareholders if they wish to appoint a representative (a **proxy**) to vote in their place. All Shareholders are invited and encouraged to attend the Meeting or, if they are unable to attend in person, sign and return the Proxy Form to the Company in accordance with the instructions thereon. Lodgement of a Proxy Form will not preclude a Shareholder from attending and voting at the Meeting in person.

Please note that:

(i) a Shareholder entitled to attend and vote at the Meeting is entitled to appoint a proxy;

(ii) a proxy need not be a Shareholder of the Company; and

(iii) a Shareholder 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, but where the proportion or number is not specified, each proxy may exercise half of the votes.

The Proxy Form provides further details on appointing proxies and lodging Proxy Forms.

Section 250BB(1) of the Corporations Act provides that an appointment of a proxy may specify the way the proxy is to vote on a particular resolution and, if it does:

(i) the proxy need not vote on a show of hands, but if the proxy does so, the proxy must vote that way (i.e. as directed);

(ii) if the proxy has two or more appointments that specify different ways to vote on the resolution – the proxy must only vote on a poll;

(iii) if the proxy is the chair of the meeting at which the resolution is voted on – the proxy must vote on a poll, and must vote that way (i.e. as directed); and

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(iv) if the proxy is not the chair – the proxy need not vote on the poll, but if the proxy does so, the proxy must vote that way (i.e. as directed).

Section 250BC of the Corporations Act provides that, if:

(i) an appointment of a proxy specifies the way the proxy is to vote on a particular resolution at a meeting of the Company's members;

(ii) the appointed proxy is not the chair of the meeting;

(iii) at the meeting, a poll is duly demanded on the resolution; and

(iv) either the proxy is not recorded as attending the meeting or the proxy does not vote on the resolution,

the chair of the meeting is taken, before voting on the resolution closes, to have been appointed as the proxy for the purposes of voting on the resolution at the meeting.

Proxy Forms must be received by the Company no later than 11.00am (Sydney time), 1.00pm (NZDT) on **Tuesday, 24 November 2026**, being at least 48 hours before the Meeting.

Chair's voting intentions

If the Chair is your proxy, either by appointment or by default, and you have not indicated your voting intention, you expressly authorise the Chair to exercise the proxy in respect of Resolution 1, even though this Resolution is connected directly or indirectly with the remuneration of the Company's Key Management Personnel.

The Chair intends to exercise all available proxies in favour of all Resolutions, unless the Shareholder has expressly indicated a different voting intention.

Eligibility to vote

The Directors have determined pursuant to Regulation 7.11.37 of the *Corporations Regulations 2001 (Cth)* that the persons eligible to vote at the Meeting are those who are registered Shareholders at 7:00PM (Sydney time) and 9.00pm (NZDT) on Tuesday, 24 November 2026**.**

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 in advance of the Meeting may submit written questions by emailing admin@manukaresources.com.au by 11.00am (Sydney time), 1.00pm (NZDT) on **Thursday, 19 November 2026**.

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2026 ANNUAL REPORT

In accordance with section 317 of the Corporations Act, Shareholders will be given the opportunity to discuss the Annual Report, including the Financial Report, the Directors' Report and the Auditor's Report, for the financial year ended 30 June 2026.

There is no requirement for Shareholders to approve the 2026 Annual Report.

At the Meeting, Shareholders will be given a reasonable opportunity to:

(a) discuss the Annual Report which is available online from the Company's website www.manukaresources.com.au;

(b) ask questions about, or comment on, the management of the Company; and

(c) ask the auditor questions about the conduct of the audit, the preparation and content of the Auditor's Report, accounting policies adopted by the Company in relation to the preparation of the financial statements and/or the independence of the auditor in relation to the conduct of the audit.

Shareholders may also submit written questions to the Company's Auditor prior to the Meeting provided that any such questions relate to the content of the Auditor's Report, or the conduct of the audit performed in relation to the Annual Report.

All questions must be sent to the Company and not to the auditor. Please submit any such questions by email to admin@manukaresources.com.au by no later than **Thursday, 19 November 2026**.

Resolution 1

ADOPTION OF REMUNERATION REPORT

In accordance with section 250R(2) of the Corporations Act, the Company must put the Remuneration Report to the vote of Shareholders. The Directors' Report contains the Remuneration Report which sets out the remuneration policy for the Company and the remuneration arrangements in place for Key Management Personnel.

In accordance with section 250R(3) of the Corporations Act, Resolution 1 is advisory only and does not bind the Company or the Directors. If Resolution 1 is not passed, the Directors will not be required to alter any of the Company's remuneration arrangements, but the Board will consider the discussion on this Resolution and the outcome of the vote when considering the future remuneration arrangements of the Company.

Voting against the Remuneration Report may trigger a 2-strike spill resolution, if the Remuneration Report receives an against vote of 25% or more at two consecutive AGMs.

When the resolution on the Remuneration Report receives an Against vote at two consecutive annual general meetings, the Company will be required to put to Shareholders at the second annual general meeting a resolution (Spill Resolution) on whether another meeting of Shareholders should be held (within 90 days) at which all Directors (other than the managing director) who were in office at the date of the applicable Directors' Report must stand for re-election.

At the Company's 2025 Annual General Meeting, the Remuneration Report did not receive an against vote of 25% or more. If both the 2026 and 2027 Remuneration Reports receive an against vote of 25% or more, Shareholders may be required to vote on the re-election of the Board at the 2027 Annual General Meeting.

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The Chair will allow a reasonable opportunity for Shareholders to ask questions, or make comments on, the Remuneration Report.

Board Recommendation
Given the personal interests of all Directors in the outcome of Resolution 1, the Board declines to make a recommendation to Shareholder regarding Resolution 1.

Additional Information
Resolution 1 is an ordinary resolution, requiring it to be passed by a simple majority of votes cast by the Shareholders present and eligible to vote (in person, by proxy, by attorney or, in the case of a corporate Shareholder, by a corporate representative).

Please refer to the voting exclusion statement set out on page 1 for the persons who are not entitled to vote on Resolution 1.

Resolution 2

RE-ELECTION OF DIRECTOR

Pursuant to Clause 13.3(b) of the Constitution and ASX Listing Rule 14.4, no Director may hold office for a period of more than three years, or beyond the third annual general meeting following the Director's election, whichever is the longer, without submitting himself or herself for re-election.

Clause 13.3(e) of the Constitution provides that a retiring Director is eligible for re-election.

Resolution 2 seeks approval for the re-election of Mr John Seton who retires by rotation in accordance with Clause 13.3 of the Constitution and, being eligible, offers himself for re-election.

Mr John Seton
Non-Executive Director

Appointed	**Last elected**
10 November 2022	24 November 2022

Qualifications
LLM (Hons)

Experience and Expertise

John Seton has more than 40 years' experience in the public resources sector, including the formation, financing, management and governance of listed exploration and mining companies. His experience spans mineral exploration, mine development and operations, capital markets, corporate transactions and strategic development across Australia, New Zealand and international jurisdictions.

Mr Seton has held senior executive and board positions with several resources companies and has direct mine development and operating experience, including the development and operation of two gold mines in Vietnam.

He is a qualified lawyer with extensive corporate, commercial, regulatory and governance experience, bringing to the Board a combination of mining industry, capital markets, legal and governance expertise.

Details of Mr Seton's remuneration together with the existing Securities interests in the Company is disclosed in the 2026 Annual Report released on 30 September 2026.

He holds several public and private directorships in Australian and New Zealand Companies.

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If re-elected, the Board considers Mr Seton to be an independent Director.

Technical Information required by Listing Rule 14.1A
If Resolution 2 is approved by Shareholders, John Seton will be re-elected to the Board.

If Resolution 2 is not approved by Shareholders, John Seton will not continue in his role as a director and the Board would fall to two directors, below the minimum of three required for a public company under s201A. The Board would need to appoint an additional director promptly, and the Company would need to seek nominations or otherwise identify suitably qualified candidates to join the Company.

As an additional consequence, this may detract from the Board and Company's ability to execute on its strategic vision.

Board Recommendation
The Board (other than Mr Seton, who has an interest in Resolution 2) supports and recommends the re-election of Mr Seton.

Mr Seton has extensive management and corporate experience and brings this knowledge to this role as a director. He contributes an independent perspective to Board discussions and deliberations and provides valuable business and commercial insight that complements the skills and experience of the existing Board.

The Board has reviewed the performance of Mr Seton as the Director standing for re-election and has endorsed his nomination as a candidate for re-election.

Additional Information
Resolution 2 is an ordinary resolution, requiring it to be passed by a simple majority of votes cast by the Shareholders present and eligible to vote (in person, by proxy, by attorney or, in the case of a corporate Shareholder, by a corporate representative).

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

ASX Listing Rule Information for Resolutions 3 to 7
The 15% Limit (Listing Rule 7.1)
Listing Rule 7.1 limits the number of Equity Securities a listed company can issue without shareholder approval over any 12-month period to 15% of its ordinary shares.

The issue of the Equity Securities, the subject of Resolutions 3 to 7 did not breach Listing Rule 7.1 at the time of issue. However, because the issues do not fall under any standard exceptions in Listing Rule 7.2, the issues have effectively used up a portion of the Company's 15% Placement Capacity. This reduces the Company's ability to issue further Equity Securities without prior shareholder approval for the next 12 months.

Refresh of Placement Capacity (listing Rule 7.4)
Listing Rule 7.4 allows shareholders to approve an issue of Equity Securities after it has occurred. Once approved, the Equity Securities are treated as having been made with prior shareholder approval. This effectively resets and refreshes the Company's 15% placement capacity under Listing Rule 7.1.

Why the Company is Seeking Approval/Ratification
The Company wishes to retain maximum commercial flexibility to issue additional Equity Securities in the future without the delay and expense of calling a general meeting.

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Resolution 3

RATIFICATION OF PRIOR ISSUE OF SHARES TO A CLIENT OF CLAYMORE CAPITAL PTY LTD

Background Information

In October 2025, the Company completed a capital raising via a private placement to professional and sophisticated investors at an issue price of $0.075 per Shares (**October 2025 Placement Price**).

The Board determined the October 2025 Placement Price represented a fair and equitable valuation benchmark for cash investments at that stage of the Company's capital structure.

Claymore Capital Pty Ltd, who are advisors to the Company introduced a sophisticated investor **(Investor**) who is a client of their corporate advisory division and an existing Company Shareholder. The investor expressed a strategic interest in providing fresh cash funding to support the Company's ongoing working capital requirements.

The Board agreed to offer a placement of Shares to this Investor (**Placement**). To maintain commercial continuity with the Company's previous capital raising, the Board agreed the Placement would be priced at the October 2025 Placement Price.

Offering the October 2025 Placement Price to the Investor represents a consistent and fair market valuation for the cash inflows.

On 19 December 2025, the Company issued 6,140,921 fully paid Ordinary Shares (**Placement Shares**) to the Investor at an issue price of $0.075 per Share, successfully raising $460,569 in cash (before costs).

The 6,140,921 Placement Shares were issued using the Company's then available Listing Rule 7.1 Placement Capacity. Resolution 3 seeks Shareholder approval and ratification under ASX Listing Rule 7.4 to refresh the Company's 15% Placement Capacity used by the issue.

ASX Listing Rule Information

A summary of Listing Rules 7.1 and 7.4 is set out on page 10.

Technical Information required by ASX Listing Rule 14.1A

If Resolution 3 is approved by Shareholders, the Placement Shares will be excluded from calculating the Company 15% Placement Capacity under Listing Rule 7.1. This will effectively increase the number of Equity Securities the Company can issue without needing Shareholder approval over the 12-month period following the issue date, thereby providing the Company with greater flexibility to issue Equity Securities in the future.

If Resolution 3 is not approved by Shareholders, the Placement Shares will be included in calculating the Company 15% Placement Capacity under Listing Rule 7.1. This will effectively decrease the number of Equity Securities the Company can issue without Shareholder approval over the 12-month period following the issue date.

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:

Listing Rule	Required Information
Recipient	A sophisticated and professional client of Claymore Capital Pty Ltd

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7.5.1	**Confirmatory statement** The Investor is **not** a related party, a member of the key management personnel, an adviser to the Company, substantial holder, or issued more than 1% of the Company's issued capital (or an associate of any of the foregoing).
Number of securities issued **7.5.2**	6,140,921
Class of security **7.5.3**	Fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares.
Date of issue **7.5.4**	19 December 2025
Issue price **7.5.5**	$0.075 per Share. This is identical to the issue price of the Placement completed in October 2025.
Purpose and intended use of funds **7.5.6**	Ongoing working capital requirements including restart of the Wonawinta processing plant and the commencement of the Company's 10-year Cobar Basin Production Plan.
Issued under an Agreement **7.5.7**	The Placement Shares were not issued under an agreement.
Voting exclusion statement **7.5.8**	The Company will exclude the Investor from voting in favour of this Resolution. The voting exclusion statement set out in the Notice of Meeting applies to this Resolution. Resolution 3 will be considered by way of a poll (i.e. rather than by way of a show of hands).

Board Recommendation
The Directors recommend that Shareholders vote in favour of Resolution 3

Restoring the Company's placement capacity under ASX Listing Rule 7.1 provides continued flexibility to raise additional capital, if required without the delay or expense of seeking further Shareholder approval.

The issue was completed on arm's length commercial terms and conditions, and ratification is in the best interest of the Company and therefore, Shareholders.

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Additional Information
Resolution 3 is an ordinary resolution, requiring it to be passed by a simple majority of votes cast by the Shareholders present and eligible to vote (in person, by proxy, by attorney or, in the case of a corporate Shareholder, by a corporate representative).

The Chairman intends to vote undirected proxies in favour of Resolution 3.

RESOLUTION 4

RATIFICATION OF PRIOR ISSUE OF TRANCHE 1 WARRANTS TO NEBARI NATURAL RESOURCES AIV II, LP

Background Information
In February 2026, the Company negotiated a US$30 million senior secured term facility with US global resource fund Nebari Natural Resources AIV II, LP (**Nebari**) (the **Facility**). The Facility refinanced the Company's existing debt as well provided funding for the Wonawinta silver mining and Cobar Basin gold mining projects.

Nebari was the sole participant to the Facility.

Key terms of the Facility are set out in Annexure A.

The Company drew down the initial USD$26 million Tranche 1 on 27 February 2026.

In consideration for the provision of the Tranche 1 funds, Nebari was issued with 36,423,612 warrants over unissued new Shares in the Company (**Tranche 1 Warrants**).

Tranche 1 Warrants confer, the right, but not the obligation, to subscribe for and be issued with one new Share in the Company at the Tranche 1 Exercise Price at any time on or before 5pm (Sydney time) on the Tranche 1 Expiry Date.

The Tranche 1 Exercise Price is $0.2004.

The Tranche 1 Expiry Date is 5pm (Sydney time) on 27 February 2030.

Consistent with the Facility terms, the number of Warrants and the Exercise Price were determined prior to drawn down.

Key terms of the Tranche 1 Warrants are set out in Annexure B.

The 36,423,612 Tranche 1 Warrants were issued out of the Company's then available Listing Rule 7.1 Placement Capacity. Resolution 4 seeks Shareholder approval and ratification under ASX Listing Rule 7.4 to refresh the Company's 15% Placement Capacity used by the issue.

ASX Listing Rule Information
A summary of Listing Rules 7.1 and 7.4 is set out on page 10

Technical Information required by ASX Listing Rule 14.1A
If Resolution 4 is approved by Shareholders, the Tranche 1 Warrants will be excluded from calculating the Company 15% Placement Capacity under Listing Rule 7.1. This will effectively increase the number of Equity Securities the Company can issue without needing Shareholder approval over the 12-month period following the issue date, thereby providing the Company with greater flexibility to issue Equity Securities in the future.

If Resolution 4 is not approved by Shareholders, the Tranche 1 Warrants will be included in calculating the Company 15% Placement Capacity under Listing Rule 7.1. This will effectively decrease the number of Equity Securities the Company can issue without Shareholder approval over the 12-month period following the issue date.

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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
Allottee **7.5.1**	Nebari Natural Resources AIV II, LP or their nominee. **Confirmatory statement** Nebari is not a Related Party of the Company, a member of the Company's Key Management Personnel, a substantial (i.e. 10% or more) holder of the Company's shares, an adviser to the Company or an Associate of any such person.
Number of securities issued **7.5.2**	36,423,612
The material terms of the securities issued **7.5.3**	The material terms of the Tranche 1 Warrants are set out in Annexure B
Date of issue **7.5.4**	27 February 2026.
Issue price **7.5.5**	The Tranche 1 Warrants were issued for nil cash consideration. Funds will be received when the Tranche 1 Warrants are exercised.
Purpose and intended use of funds **7.5.6**	The Tranche 1 Warrants were issued in consideration of the Company entering the Facility and providing the tranche 1 drawdown notice. Funds were utilised to repay existing secured debt and provide working capital for the recommencement of Wonawinta silver and Mt Boppy gold mining and metal processing.
Issued under an Agreement **7.5.7**	A summary of the material terms of the Facility is set out in Annexure A
Voting exclusion statement **7.5.8**	The Company will exclude Nebari Natural Resources AIV II, LP from voting in favour of this Resolution. The voting exclusion statement set out in the Notice of Meeting applies to this Resolution.

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Board Recommendation
The Directors recommend that Shareholders vote in favour of Resolution 4.

Restoring the Company's placement capacity under ASX Listing Rule 7.1 provides continued flexibility to raise additional capital, if required without the delay or expense of seeking further Shareholder approval.

The issue was completed on arm's length commercial terms and conditions, and ratification is in the best interest of the Company and therefore, Shareholders.

Additional Information
Resolution 4 is an ordinary resolution, requiring it to be passed by a simple majority of votes cast by the Shareholders present and eligible to vote (in person, by proxy, by attorney or, in the case of a corporate Shareholder, by a corporate representative).

The Chairman intends to vote undirected proxies in favour of Resolution 4.

RESOLUTION 5

RATIFICATION OF PRIOR ISSUE OF TRANCHE 2 WARRANTS TO NEBARI NATURAL RESOURCES AIV II, LP

Background Information
As described in the background to Resolution 4, the Company negotiated a US$30 million senior secured term facility (the **Facility**) with Nebari Natural Resources AIV II, LP (**Nebari**). On 27 February 2026, the Company drew down the initial Tranche 1 funds and during June 2026, the Company drew down the final US$4 million Tranche 2 funds.

In consideration for the provision of the Tranche 2 funds, Nebari has been issued with 8,232,731 warrants over unissued new Shares in the Company (**Tranche 2 Warrants**).

Tranche 2 Warrants confer, the right, but not the obligation, to subscribe for and be issued with one new Share in the Company at the Tranche 2 Exercise Price at any time on or before 5pm (Sydney time) on the Tranche 2 Expiry Date.

The Tranche 2 Exercise Price is $0.1357.

The Tranche 2 Expiry Date is 5pm (Sydney time) on 26 June 2030.

Consistent with the Facility terms, the number of Warrants and the Exercise Price were determined prior to drawn down.

Key terms of the Tranche 2 Warrants are set out in Annexure B.

The 8,232,731 Tranche 2 Warrants were issued out of the Company's then available Listing Rule 7.1 Placement Capacity. Resolution 5 seeks Shareholder approval and ratification under ASX Listing Rule 7.4 to refresh the Company's 15% Placement Capacity used by the issue.

ASX Listing Rule Information
A summary of Listing Rules 7.1 and 7.4 is set out on page 10

Technical Information required by ASX Listing Rule 14.1A
If Resolution 5 is approved by Shareholders, the Tranche 2 Warrants will be excluded from calculating the Company 15% Placement Capacity under Listing Rule 7.1. This will effectively increase the number of Equity Securities the Company can issue without needing Shareholder approval over the 12-month period following the issue date, thereby providing the Company with greater flexibility to issue Equity Securities in the future.

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If Resolution 5 is not approved by Shareholders, the Tranche 2 Warrants will be included in calculating the Company 15% Placement Capacity under Listing Rule 7.1. This will effectively decrease the number of Equity Securities the Company can issue without Shareholder approval over the 12-month period following the issue date.

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 5:

Listing Rule	Required Information
Allottee **7.5.1**	Nebari Natural Resources AIV II, LP or their nominee. **Confirmatory statement** Nebari is not a Related Party of the Company, a member of the Company's Key Management Personnel, a substantial (i.e. 10% or more) holder of the Company's shares, an adviser to the Company or an Associate of any such person.
Number of securities issued **7.5.2**	8,232,731
The material terms of the securities issued **7.5.3**	The material terms of the Tranche 2 Warrants are set out in Annexure B
Date of issue **7.5.4**	26 June 2026.
Issue price **7.5.5**	The Tranche 2 Warrants were issued for nil cash consideration. Funds will be received when the Tranche 2 Warrants are exercised.
Purpose and intended use of funds **7.5.6**	The Tranche 2 Warrants were issued in consideration of the Company providing the tranche 2 drawdown notice. Funds were utilised to repay existing secured debt and provide working capital for the recommencement of Wonawinta silver and Mt Boppy gold mining and metal processing.
Issued under an Agreement **7.5.7**	A summary of the material terms of the Facility is set out in Annexure A

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Voting exclusion statement **7.5.8**	The Company will exclude Nebari Natural Resources AIV II, LP from voting in favour of this Resolution. The voting exclusion statement set out in the Notice of Meeting applies to this Resolution.

Board Recommendation
The Directors recommend that Shareholders vote in favour of Resolution 5.

Restoring the Company's placement capacity under ASX Listing Rule 7.1 provides continued flexibility to raise additional capital, if required without the delay or expense of seeking further Shareholder approval.

The issue was completed on arm's length commercial terms and conditions, and ratification is in the best interest of the Company and therefore, Shareholders.

Additional Information
Resolution 5 is an ordinary resolution, requiring it to be passed by a simple majority of votes cast by the Shareholders present and eligible to vote (in person, by proxy, by attorney or, in the case of a corporate Shareholder, by a corporate representative).

The Chairman intends to vote undirected proxies in favour of Resolution 5.

RESOLUTION 6
RATIFICATION OF PRIOR ISSUE OF SHARES TO UNIT TRUST HOLDERS

Background
On 26 September 2025, the Company announced a new debt facility from an Australian non-bank lender to refinance the Company's existing senior debt facility to support the restart of the Wonawinta Processing Plant.

At that time, the existing senior debt facility of US$12,416,132 was assigned from TransAsia Private Capital to the MCP Manuka Unit Trust – 2025 a trust structure comprising existing, non-related Shareholders (the **Unit Trust**).

The Unit Trust acquired the first ranking secured loan from Trans Asia Private Capital Ltd, the interest rate was 14%, and the Unit Trust was responsible for the associated foreign exchange and other costs and fees incurred.

The maturity date of the senior debt facility was extended by six (6) months to March 2026 and the commercial terms and security structure of the senior debt facility remained unchanged.

On the 27 February 2026, following the successful refinance of the existing senior debt facility with Nebari Natural Resources AIV II, LP, (the subject of Resolutions 4 and 5), the loan was repaid, market related fees and expenses in consideration for the extension were reimbursed and the Unit Trust was redeemed.

Under the terms of the arrangement with the Unit Trust, upon full repayment, the Company was required to pay the Unit Trust Holders a fee equivalent to 10% of the principal amount outstanding, payable in Shares or cash (**Subscription Fee**).

During the lead up to full repayment, the Company advised the Unit Trust that the Subscription Fee would be satisfied by way of the issue of Shares in the Company.

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As of 27 February 2026, the principal amount to be repaid to the Unit Trust was US$7,730,001. The Subscription Fee, being 10% of the principal amount, was US$773,000. The Subscription Fee was converted into Australian dollars using the RBA 5-day average AUD/USD exchange rate applicable as of 27 February 2026.

The number of Shares to be issued in satisfaction of the Subscription Fee was calculated using $0.1325 per Share, being the Volume-Weighted Average Price (**VWAP**) for the five (5) days leading up to 27 February 2026, resulting in the issue of 8,240,524 Shares.

The 8,240,524 Shares were issued out of the Company's then available Listing Rule 7.1 Placement Capacity. Resolution 6 seeks Shareholder approval and ratification under ASX Listing Rule 7.4 to refresh the Company's 15% Placement Capacity used by the issue.

ASX Listing Rule Information
A summary of Listing Rules 7.1 and 7.4 is set out on page 10.

Technical Information required by ASX Listing Rule 14.1A
If Resolution 6 is approved by Shareholders, the Shares in payment of the Subscription Fee will be excluded from calculating the Company 15% Placement Capacity under Listing Rule 7.1. This will effectively increase the number of Equity Securities the Company can issue without needing Shareholder approval over the 12-month period following the issue date, thereby providing the Company with greater flexibility to issue Equity Securities in the future.

If Resolution 6 is not approved by Shareholders, the Shares in payment of the Subscription Fee will be included in calculating the Company 15% Placement Capacity under Listing Rule 7.1. This will effectively decrease the number of Equity Securities the Company can issue without Shareholder approval over the 12-month period following the issue date.

Technical Information required by ASX Listing Rule 7.5
Pursuant to and in accordance with ASX Listing Rule 7.5, the following information is provided in relation to Resolution 6:

Listing Rule	Required Information
Allottee **7.5.1**	The Shares were issued to holders of units in the MCP Manuka Unit Trust - 2025, being existing Shareholders of the Company who were not related parties of the Company and who were identified by the Trustee (MCP Manager Pty Ltd) as being eligible to participate in the issue the holders were identified by reference to their existing interests in the Company and their respective connection with the Unit Trust. **Confirmatory statement** The Unit Trust Holders are not Related Parties of the Company, members of the Company's Key Management Personnel, substantial (i.e. 10% or more) holder of the Company's shares, an adviser to the Company or an Associate of any such person.
Number of securities issued **7.5.2**	8,240,524
Class of security	Fully paid Ordinary shares

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7.5.3	
Date of issue **7.5.4**	26 March 2026.
Issue price **7.5.5**	The Shares were issued for nil cash consideration, with a deemed issue price of $0.1325 per Share, being the VWAP for the five (5) days leading up to 27 February 2026. No cash funds were raised from the issue of the Shares.
Purpose and intended use of funds **7.5.6**	The Shares were issued in satisfaction of the Subscription Fee payable under the arrangement with the Unit Trust.
Issued under an Agreement **7.5.7**	The Subscription Fee was calculated in accordance with a Fee Letter.
Voting exclusion statement **7.5.8**	The Company will exclude the Unit Trust Holders from voting in favour of this Resolution. The voting exclusion statement set out in the Notice of Meeting applies to this Resolution.

Board Recommendation
The Directors recommend that Shareholders vote in favour of Resolution 6.

Restoring the Company's placement capacity under ASX Listing Rule 7.1 provides continued flexibility to raise additional capital, if required without the delay or expense of seeking further Shareholder approval.

The issue was completed on arm's length commercial terms and conditions, and ratification is in the best interest of the Company and therefore, Shareholders.

Additional Information
Resolution 6 is an ordinary resolution, requiring it to be passed by a simple majority of votes cast by the Shareholders present and eligible to vote (in person, by proxy, by attorney or, in the case of a corporate Shareholder, by a corporate representative).

The Chairman intends to vote undirected proxies in favour of Resolution 6.

RESOLUTIONS 7 and 8
RATIFICATION OF PRIOR ISSUE OF PLACEMENT SHARES

Background
On 7 September 2026, the Company announced it had secured commitments to raise $14,500,000 (before costs) from new and existing sophisticated and professional investors (**Placement Participants**) through a placement (**Placement**). The Placement comprised the issue of 207,142,857 new fully paid ordinary shares at an issue price of $0.07 per Share (**Placement Shares**).

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The 207,142,857 Shares were issued on 14 September 2026 as follows:

- 152,519,629 Placement Shares were issued under the Company's existing placement capacity under ASX Listing Rule 7.1; (the subject of Resolution 7) and
- 54,623,228 Placement Shares were issued under the Company's existing placement capacity under ASX Listing Rule 7.1A (the subject of Resolution 8)

Placement proceeds will principally fund completion and commission of the Wonawinta silver de-slime circuits, working capital through production ramp-up, for costs of the Placement and other strategic objectives.

The Company appointed Bell Potter Securities Pty Ltd (ABN 25 006 390 772) (**Bell Potter**) to act as lead manager to the Placement pursuant to a lead manager mandate dated 3 September 2026 (**Lead Manager Mandate**).

Pursuant to the Lead Manager Mandate, in consideration for lead manager services provided, the Company agreed to pay the Lead Manager:

(a) a management fee of 2% of the total funds raised under the Placement (**Management Fee**) and

(b) a selling fee of 4% of the total funds raised under the Placement (**Selling Fee**).

The Lead Manager Mandate otherwise contains terms which are considered standard for an agreement of this type.

ASX Listing Rule Information
A summary of Listing Rule 7.1 is set out on page 10.

The Additional 10% Limit (Listing Rule 7.1A)
Listing Rule 7.1A allows an eligible listed company to issue an additional 10% of its ordinary shares without shareholder approval over any 12-month period, in addition to the 15% placement capacity available under Listing Rule 7.1.

The Company obtained approval to use its additional 10% placement capacity under Listing Rule 7.1A at its Annual General Meeting held on 27 November 2025.

The issue of the 54,623,228 Placement Shares did not fall within any of the exceptions in Listing Rule 7.2 and has therefore used part of the Company's additional 10% placement capacity under Listing Rule 7.1A.

Refresh of Placement Capacity (listing Rule 7.4)
Listing Rule 7.4 allows shareholders to approve an issue of equity securities after it has occurred. Once approved, the equity securities are treated as having been made with prior shareholder approval. This effectively resets and refreshes the Company's additional 10% placement capacity under Listing Rule 7.1A.

Why the Company is Seeking Approval/Ratification
The Company wishes to retain maximum commercial flexibility to issue additional equity securities in the future without the delay and expense of calling a general meeting.

Technical Information required by ASX Listing Rule 14.1A
If Resolution 7 is approved by Shareholders, the issue of 152,519,629 Placement Shares will be excluded in calculating the Company 15% placement capacity in Listing Rules 7.1, effectively increasing the number of equity securities the Company can issue without Shareholder approval over the 12-month period following the issue date.

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If Resolution 8 is approved by Shareholders, the issue of 54,623,228 Placement Shares will be excluded in calculating the Company's 10% placement capacity in Listing Rules 7.1A, effectively increasing the number of equity securities the Company can issue without Shareholder approval over the 12-month period following the issue date.

If Resolution 7 is not approved by Shareholders, the issue of 152,519,629 Placement Shares will continue to be included in calculating the Company's 15% placement capacity in Listing Rule 7.1, effectively decreasing the number of equity securities the Company can issue without Shareholder approval over the 12-month period following the issue date.

If Resolution 8 is not approved by Shareholders, the issue of 54,623,228 Placement Shares will continue to be included in calculating the Company's 10% placement capacity in ASX Listing Rules 7.1A, effectively decreasing the number of equity securities the Company can issue without Shareholder approval over the 12-month period following the issue date.

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 7 and 8:

Listing Rule	Required Information
Allottee **7.5.1**	Twelve (12) of the thirty (30) Placement Participants, are professional and sophisticated investors and clients of the Lead Manager, identified through a bookbuild process, which involved seeking expressions of interest from non-related parties of the Company. The remaining Placement Participants who are existing professional and sophisticated investors were identified by the Company through a process of seeking expressions of interest from non-related parties of the Company. **Confirmatory statement** Other than Claymore Capital Pty Ltd, the Company confirms that no other Placement Participant were related parties of the Company, members of the Company's Key Management Personnel, substantial (i.e. 10% or more) holders of the Company's Shares, advisers to the Company or Associates of any such person and issued more than 1% of the issued capital of the Company. Claymore Capital Pty Ltd who participated in the Placement is **not** a related party, a member of the Key Management Personnel, or Associate of any of the foregoing, but is an adviser to the Company, has been issued more than 1% of the Company's issued capital and was already a substantial holder of the Company prior to the Placement. The issue of 70,928,568 Placement Shares to Claymore Capital Pty Ltd was made on the same terms as all other participants under the Placement and at the same issue price of $0.07 per Share.

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Number of securities issued **7.5.2**	207,142,857 Placement Shares as follows: • 152,519,629 Placement Shares were issued under the Company's existing placement capacity under ASX Listing Rule 7.1; and • 54,623,228 Placement Shares were issued under the Company's existing placement capacity under ASX Listing Rule 7.1A
Class of security **7.5.3**	Fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares.
Date of issue **7.5.4**	14 September 2026.
Issue price **7.5.5**	$0.07 per Placement Share representing a 10.3% discount to the closing share price on 2 September 2026.
Purpose and intended use of funds **7.5.6**	Funds raised from the Placement are to be used principally for the completion and commission of the Wonawinta silver de-slime circuits, working capital through production ramp-up, for costs of the Placement and other strategic objectives.
Issued under an Agreement **7.5.7**	The Placement Shares were not issued under an agreement.
Voting exclusion statement **7.5.8**	The Company will exclude the Investors who participated in the Placement from voting in favour of this Resolution. The voting exclusion statement set out in the Notice of Meeting applies to this Resolution.

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Board Recommendation
The Directors recommend that Shareholders vote in favour of Resolutions 7 and 8.

Restoring the Company's placement capacity under ASX Listing Rule 7.1 provides continued flexibility to raise additional capital, if required without the delay or expense of seeking further Shareholder approval.

The issue was completed on arm's length commercial terms and conditions, and ratification is in the best interest of the Company and therefore, Shareholders.

Additional Information
Resolutions 7 and 8 are ordinary resolutions, requiring it to be passed by a simple majority of votes cast by the Shareholders present and eligible to vote (in person, by proxy, by attorney or, in the case of a corporate Shareholder, by a corporate representative).

The Chairman intends to vote undirected proxies in favour of Resolutions 7 and 8.

Resolution 9

APPROVAL OF 10% PLACEMENT CAPACITY

ASX Listing Rule 7.1A enables an eligible entity to seek approval from its Shareholders, by way of a special resolution passed at an AGM to increase the 15% limit allowed for under ASX Listing 7.1 by an extra 10% to 25% (**ASX Listing Rule 7.1A Mandate**).

An eligible entity is an entity which is not included in the S&P ASX 300 Index, and which has a market capitalisation of $300 million or less.

The Company is an eligible entity as it is not included in the S&P/ASX 300 Index and has a market capitalisation of approximately $95,332,834, based on the closing price of Shares of $0.0530 on 8 October 2026.

Resolution 9 seeks Shareholder approval by way of a special resolution for the Company to have the additional 10% placement capacity provided for in ASX Listing Rule 7.1A to issue Equity Securities without Shareholder approval.

At the date of this Notice of Meeting, there is on issue 1,798,732,725 fully paid Ordinary Shares and subject to Shareholder approval being obtained under Resolution 9, the number of Equity Securities that may be issued in accordance with Listing Rule 7.1A, on the basis of the fully paid Ordinary Shares on issue would be approximately 179,873,273.

Information required by ASX Listing Rule 14.1A

If Resolution 9 is approved by Shareholders, Manuka will be able to issue Equity Securities up to the combined 25% limit in ASX Listing Rules 7.1 and 7.1A without any further Shareholder approval.

If Resolution 9 is not approved by Shareholders, Manuka will not be able to access the additional 10% capacity to issue Equity Securities without Shareholder approval under ASX Listing Rule 7.1A and will remain subject to the 15% limit on issuing equity securities without Shareholder approval set out in ASX Listing Rule 7.1.

Technical Information required by ASX Listing Rule 7.3A

Pursuant to and in accordance with ASX Listing Rule 7.3A, the information below is provided in relation to Resolution 9:

(a) **Period for which the ASX Listing Rule 7.1A Mandate is valid.**

The ASX Listing Rule 7.1A Mandate will commence on the date of the 2026 Meeting (26 November 2026) and will expire on the first to occur of the following:

(i) the date that is 12 months after the date of this 2026 Meeting; or

(ii) the time and date of the Company's next Annual General Meeting; or

(iii) the time and date of approval by Shareholders of any transaction under ASX Listing Rule 11.1.2 (a significant change to the nature or scale of activities) or ASX Listing Rule 11.2 (disposal of main undertaking).

(b)**Minimum Issue Price**

The Equity Securities to be issued under the ASX Listing Rule 7.1A Mandate must:

- be in an existing class of Equity Securities quoted on the ASX. As at the date of this Notice, the Company has only one class of ASX quoted Equity Securities, being fully paid Ordinary Shares.
- be issued for a cash consideration.

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- be issued at a price not less than 75% of the volume weighted average price (VWAP) of Equity Securities in that class calculated over the 15 trading days on which trades in that class were recorded immediately before:
  - (i) the date on which the price at which Equity Securities are to be issued is agreed between the Company and the recipient of the Equity Securities; or
  - (ii) if the Equity Securities are not issued within ten (10) ASX trading days of the date referred to paragraph (i), the date on which the Equity Securities are issued.

(c) **Use of Funds under the ASX Listing Rule 7.1A Mandate**

The Company will issue Equity Securities under the ASX Listing Rule 7.1A Mandate as cash consideration to fund the next phase of the Company's Cobar Basin production strategy including installation and commissioning of the de-slime circuit, production ramp-up, new project acquisitions and working capital.

(d) **Risk of Economic and Voting Dilution**

An issue of Equity Securities under the ASX Listing Rule 7.1A Mandate will dilute the interests of Shareholders who do not receive any Shares under the issue.

If Resolution 9 is approved by Shareholders and the maximum number of Equity Securities available under the ASX Listing Rule 7.1A Mandate are issued, the economic and voting dilution of existing Shares is shown in the table below, calculated in accordance with the formula outlined in ASX Listing Rule 7.1A.2.

The table is based on the closing market price of Shares and the number of Equity Securities on issue as of 8 October 2026.

Shares on Issue	**Dilution Table**			
Variable A in Listing Rule 7.1A.2		**$0.0265 50% decrease in Issue Price**	**$0.0530 Current Share Price**	**$0.106 100% increase in Issue Price**
Shares on Issue 1,798,732,725	**10% Voting Dilution**	179,873,273 Shares	179,873,273 Shares	179,873,273 Shares
	Funds raised	$4,766,642	$9,533,283	$19,066,567
50% increase in Issued Shares - 2,698,099,088*	**10% Voting Dilution**	269,809,909 Shares	269,809,909 Shares	269,809,909 Shares
	Funds raised	$7,149,963	$14,299,925	$28,599,850
100% increase in Issued Shares- 3,597,465,450*	**10% Voting Dilution**	359,746,545 Shares	359,746,545 Shares	359,746,545 Shares
	Funds raised	$9,533,283	$19,066,567	$38,133,134

*The number of Shares on issue could increase because of the issue of Shares that do not require Shareholder approval (such as under a pro rata rights issue or shares issued under a takeover offer) or that are issued with Shareholder approval under Listing Rule 7.1.

The following assumptions were made when preparing the dilution table:

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1. There are currently **1,798,732,725** Shares on issue as at the date of this Notice.
2. The issue of Equity Securities under the 10% Placement Capacity consists only of Shares.
3. The Company issues the maximum number of Equity Securities available under the 10% Placement Capacity.
4. No Options are exercised into Shares before the date of the issue of the Equity Securities.
5. The 10% voting dilution reflects the aggregate percentage dilution against the issued share capital at the time of issue. Therefore, the voting dilution is shown in each example as 10%.
6. The table does not show the dilution affect that may be caused to a Shareholder.
7. The table only shows the effect of issues of Equity Securities under Listing Rule 7.1A not under the 15% Placement Capacity under Listing Rule 7.1; and
8. The issue price of $0.053 is the closing price of the Shares on the ASX on 8 October 2026

There is a risk the market price for the Company's Equity Securities may be significantly lower on the issue date than on the date the AGM and the Company's Equity Securities may be issued at a price that is at a discount to the market price on the date of issue, which may influence the amount of funds raised by the issue of Equity Securities under the ASX Listing Rule Mandate 7.1A.

(e) **Allocation Policy under ASX Listing Rule 7.1A Mandate.**

The Company's allocation policy for the issue of the Equity Securities under the ASX Listing Rule 7.1A Mandate will be dependent on the prevailing market conditions at the time of the proposed placement.

The persons to whom Equity Securities can be issued to under the ASX Listing Rule 7.1A Mandate have not been determined as at the date of this Notice. Recipients of Equity Securities could consist of current Shareholders or new investors (or both), none of whom will be related parties of the Company.

The Company will determine the recipients at the time of the issue under the ASX Listing Rule 7.1A Mandate, having regard to the following factors:

(i) the purpose of the issue.

(ii) alternative methods for raising funds available to the Company at that time, including, but not limited to, an entitlement issue or other offer where existing Shareholders may participate.

(iii) the effect of the issue of the Equity Securities on the control of the Company.

(iv) the circumstances of the Company, including, but not limited to, the financial position and solvency of Manuka.

(v) prevailing market conditions; and

(vi) advice from corporate, financial, and broking advisers (if applicable)

(f) **Calculation of Equity Securities**

The calculation of the number of Equity Securities permitted to be issued in accordance with the ASX Listing Rule 7.1A Mandate is a moving calculation and will be based on the formula set out in ASX Listing Rule 7.1A.2. The formula is:

(A x D) – E

A is the number of Shares on issue 12 months before the date of issue or agreement being the relevant period:

- plus, the number of fully paid shares issued in the relevant period under an exception in Listing Rule 7.2 other than exceptions 9,16 or 17.

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- plus, the number of fully paid shares issued in the relevant period on conversion of convertible securities within Listing Rule 7.2 Exception 9 where:
    1. the convertible securities were issued or agreed to be issued before the commencement of the relevant period; or
    2. the issue of, or agreement to issue, the convertible securities approved, or taken to have been approved, under Listing Rule 7.1 or 7.4.
- plus, the number of fully paid ordinary shares issued in the relevant period under an agreement to issue securities with ASX Listing Rule 7.2 Exception 16 where:
    1. the agreement was entered into before the commencement of the relevant period; or
    2. the agreement or issue was approved, or taken under these rules to have been approved, under ASX Listing Rules 7.1 and 7.4.
- plus, the number of fully paid shares issued in the relevant period with approval of holders of Shares under Listing Rule 7.1 and 7.4 (which does not include the 10% Placement Capacity).
- plus, the number of partly paid Shares that become fully paid in the relevant period.
- less the number of fully paid shares cancelled in the relevant period.

Note that A has the same meaning in Listing Rule 7.1 when calculating an entity's 15% Placement Capacity.

D is 10%.

E is the number of Equity Securities issued or agreed to be issued under ASX Listing Rule 7.1A.2 in the relevant period where the issue or agreement to has not been subsequently approved by Shareholders under ASX Listing Rule 7.4.

(g) **Previous approval under Listing Rule 7.1A**

The Company has previously obtained Shareholder approval pursuant to ASX Listing Rule 7.1A at the Annual General Meeting held on 27 November 2025.

Since the previous approval and the date of this Notice, the Company has issued 54,623,228 Equity Securities (the subject of Resolution 8 above) pursuant to Listing Rule 7.1A, as detailed below, which represents approximately 4% of the number of Equity Securities on issue as of26 November 2025.

Date of Issue	14 September 2026
Number of Securities	54,623,228
Type of Securities	Fully paid Ordinary Shares
Recipient of Securities	Twelve (12) of the thirty (30) Placement Participants identified through a bookbuild process undertaken by the Lead Manager, which involved seeking expressions of interest from non-related parties of the Company. The remaining Placement Participants were identified by the Company through a process of seeking expressions of interest from non-related parties of the Company. Please refer to Resolution 8.

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Issue price per Security	$0.07	
Discount to Market Price	The issue price represented a 10.3% discount to the closing share price on 2 September 2026.	
Cash consideration received	$3,823,626	
Amount of cash consideration spent	$3,823,626	
Use of cash spent to date and intended use for remaining amount of cash	Silver de-slime circuit	$2,500,000
	Mine site expenses (payroll and supplies)	$1,000,000
	General creditors	$ 323,626
	Total cash consideration received and spent	$3,823,626
	Remaining unspent funds	Nil

Voting Exclusion
A voting exclusion statement has not been included in this Notice.

At the date of the Notice, the Company is not proposing to make an issue of Equity Securities under Listing Rule 7.1A and has not approached any existing Shareholder or Security holder or an identifiable class of existing Security holder to participate in any such issue.

If between the date of this Notice and the date of the Meeting, the Company proposes to make an issue of Equity Securities under Listing Rule 7.1A to one or more existing Shareholders, those Shareholders' votes will be excluded.

Board Recommendation of the Board
The Board recommends Shareholder's vote in favour of Resolution 9, as it allows the Company flexibility to issue Shares representing up to 10% of the Company's Share capital during the next 12 months at a discount to the then market price in circumstances where it might otherwise be subjected to the cost, delay, and uncertainty of having to go back to Shareholders for approval.

The additional flexibility and speed to conduct capital raising will better position the Company to pursue interests in the prevailing difficult market conditions.

Additional Information
Resolution 9 is a special resolution and therefore requires approval of 75% of the votes cast by Shareholders present and eligible to vote (in person, by proxy, by attorney or, in the case of a corporate Shareholder, by a corporate representative).

The Chair intends to vote undirected proxies in favour of Resolution 9.

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.

Resolution 10

APPOINTMENT OF IN.CORP AUDIT & ASSURANCE PTY LTD as AUDITOR
Under section 327B of the Corporations Act, the Company in general meeting must appoint an auditor to fill any vacancy in the office of auditor at each subsequent annual general

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meeting of the Company.

The previous auditor, RSM Australia Partners, has given notice of their intention to resign as auditor to ASIC under section 329(5) of the Corporations Act. As at the date of this Notice, ASIC's consent to that resignation is still pending.

Subject to ASIC providing its consent to the resignation of the Company's existing auditor, the Directors will appoint In.Corp Audit & Assurance Pty Ltd as auditor to fill the vacancy in the office of auditor in accordance with section 327C of the Corporation Act.

In accordance with section 328B(1)(b) of the Corporations Act, the Company has sought and obtained a nomination from a Shareholder for In.Corp Audit & Assurance Pty Ltd to be appointed as the auditor. A copy of this nomination is attached to this Explanatory Memorandum at Annexure C.

If Resolution 10 is passed, the appointment of In.Corp Audit & Assurance Pty Ltd as the Company's auditor will take effect from the close of the Meeting, subject to the resignation of the existing auditor having taken effect.

If Resolution 10 is not passed and the existing auditor's resignation has taken effect, the Board would need to appoint an auditor in accordance with the Corporations Act.

Board Recommendation
The Directors recommend that Shareholders vote in favour of Resolution 10 to ensure the Company is not without an auditor for any period.

Additional Information
Resolution 10 is an ordinary resolution, requiring it to be passed by a simple majority of votes cast by the Shareholders present and eligible to vote (in person, by proxy, by attorney or, in the case of a corporate Shareholder, by a corporate representative).

The Chair intends to vote undirected proxies in favour of Resolution 10.

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SCHEDULE 1 – DEFINITIONS

$ means Australian dollars.

Annexure means an information attachment to this Explanatory Memorandum.

Annual Report means the Directors' Report, the Financial Report, and Auditor's Report, in respect to the year ended 30 June 2026.

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.

ASX Listing Rule 7.1A Mandate has the meaning given on page 23.

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

Auditor's Report means the auditor's report on the Financial Report.

Board means the board of Directors.

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

Closely Related Party has the meaning given in section 9 of the Corporations Act.

Company means Manuka Resources Limited (ACN 611 963 225).

Constitution means the constitution of the Company as at the date of the Meeting.

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

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

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

Directors' Report means the annual directors' report prepared under Chapter 2M of the Corporations Act for the company and its controlled entities.

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

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

Financial Report means the annual financial report prepared under Chapter 2M of the Corporations Act for the Company and its controlled entities.

Key Management Personnel as 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.

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Lead Manager means Bell Potter Securities Pty Ltd.

Meeting means the meeting convened by the Notice.

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

Placement Participants has the meaning given on page 25

Placement Shares has the meaning given on page 25,

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

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

Remuneration Report means the remuneration of the Company contained in the Directors' Report.

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

Restricted Voter means Key Management Personnel and their Closely Related Parties as at the date of the Meeting.

Schedule means a schedule to the Notice.

Securities means any Equity Securities of the Company (including Shares, Options Warrants, and/or Convertible Notes).

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.

Strike means a 'no' vote of 25% or more on the resolution approving the Remuneration Report.

Subscription Fee has the meaning given to it on page 17

Trading Day has the meaning given in the Listing Rules.

Tranche 1 Warrants has the meaning given to it on page 13.

Tranche 2 Warrants has the meaning given to it on page 15.

Unit Trust has the meaning given to it on page 17.

Unit Trust Holder means the holders in units in the relevant Unit Trust to whom Shares were issued in satisfaction of a Subscription Fee.

VWAP means volume weighted average price.

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ANNEXURE A – KEY TERMS OF THE FACILITY

Term	Detail
Facility	The Facility is a senior secured facility with a limit of US$30 million (Funded Amount), consisting of a Tranche 1 Commitment of US$26 million and Tranche 2 Commitment of US$4 million.
Principal Amount	The Funded Amount is subject to an Original Issue Discount (OID) rate of 4.5% to arrive at the Principal Amount.
Security	Nebari will have registered, perfected first ranking security over: • All present and future tangible and non-tangible assets of Manuka and its Australian subsidiary Mt Boppy Resources Pty Ltd under an Australian law-governed general security deed, together with pledges of 100% of all shares held by Manuka in this subsidiary. • All present and future tangible and non-tangible assets of Manuka's New Zealand subsidiary Trans-Tasman Resources Limited under a New Zealand law-governed general security deed, together with pledges of 100% of all shares held by Manuka in this subsidiary under a New Zealand law-governed specific security deed. • All present and future real property and mining claims, mining concessions, usufructs and surface leases (including mining, exploration and water access licences) held by Manuka and its subsidiaries. • All bank accounts maintained by Manuka in respect of revenue and other proceeds derived from its Wonawinta and Canbelego projects, under an Account Control Deed to be entered into with the relevant account bank within 60 days of financial close.
Interest costs	Interest payable monthly in arrears, equal to the higher of the 3-month Secured Overnight Financing Rate ("SOFR") and 4% plus a margin of 8.5% p.a. applied to aggregate amounts outstanding.
Amortisation	Fixed, straight-line amortisation of 60% the Principal Amount outstanding commencing on the 19th Interest Payment Date following Tranche 1 draw and equal to 2.0% of the Principal Amount that has been drawn. If any portion of Tranche 2 is drawn after the 19th Interest Payment Date, then amortisation of 60% of the Tranche 2 Principal shall be on a straight-line basis commencing on the Interest Payment Date of the month immediately following the Tranche 2 draw through to the maturity date.
Term and maturity	The maturity date for both Tranches will be 48 months from the Closing Date (as that term is defined in the loan documentation for the Facility).
Fees	The Company has agreed to pay Nebari an arrangement fee of 2% of the Tranche 1 Funded Amount and 2% of the Tranche 2 Funded Amount.

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ANNEXURE B – KEY TERMS OF WARRANTS

Term	Detail
Warrant	Each Warrant confers on its holder, the right, but not the obligation, to subscribe for and be issued with one New Share at the Exercise Price applicable to that Warrant at any time on or before 5pm (Sydney time) on the Expiry Date applicable to that Warrant.
New Share	A new fully paid ordinary share in the equity capital of the Company. Each New Share issued on exercise of a Warrant will rank equally (including as to dividends and other entitlements) with all other (then existing) shares in the Company.
Tranche 1 and 2 Warrants	The Warrants were issued by the Company to Nebari or its nominee in two separate tranches as follows: • Tranche 1 the Company will issue such number of Tranche 1 Warrants as is equivalent to US$26,000,000 (converted into Australian dollars) divided by the Tranche 1 Exercise Price; and • Tranche 2 the Company will issue such number of Tranche 2 Warrants as is equivalent to US$4, 000,000 (converted into Australian dollars) divided by the Tranche 2 Exercise Price. The Tranche 1 Warrants were issued on 27 February 2026 following receipt of the Tranche 1 Commitment Funds. The Tranche 2 Warrants were issued on 26 June 2026 following the receipt of the Tranche 2 Commitment Funds.
Tranche 1 and 2 Exercise Prices	The Exercise Price for the Tranche 1 Warrants is $0.2004. The Exercise Price for the Tranche 2 Warrants is $0.1357.
Tranche 1 Expiry Date	The Tranche 1 Warrants will expire at 5pm (Sydney time) on 27 February 2030.
Tranche 2 Expiry Date	The Tranche 2 Warrants will expire at 5pm (Sydney time) on 26 June 2030
VWAP	The average of the daily volume weighted average sales prices of the Company's shares sold on ASX during the relevant period excluding any 'crossing' transacted outside the 'open session state' or any 'special crossing' transacted at any time.
Quotation	The Warrants will not be quoted on ASX (or on any other financial market) and are not transferrable to third parties without the Company's consent. The Company will apply for quotation of any New Shares issued on exercise of any Warrants in accordance with the Listing Rules.
Reorganisation	In the event of a reorganisation of the Company's capital, all Warrants on issue at the time of the reorganisation will be reorganised in accordance with the requirements of and the relevant adjustment formulas set out in the Listing Rules.

Use of Proceeds	Unless an event of default is subsisting under the Facility, the Company is not required to apply any amount paid to it upon the exercise of any Warrants towards the repayment of any amount outstanding under the Facility.
Reps & warranties	The Warrant Subscription Agreement contains representations and warranties given by the Company and Nebari which are considered by the Company to be standard for an agreement of the nature of the Warrant Subscription Agreement.

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ANNEXURE C – NOMINATION OF AUDITOR

08 October 2026

The Board of Directors
Manuka Resources Limited
Level 4
Grafton Bond Building
201 Kent Street
SYDNEY NSW 2000

Dear Directors

Notice of Nomination of Auditor

I am a shareholder of Manuka Resources Limited (**the Company**).

For the purposes of section 328B (1) of the *Corporations Act 2001 (Cth)* (**Act**), I hereby nominate In.Corp Audit & Assurance Pty Ltd to be appointed as auditor of the Company at the Annual General Meeting to be held on 26 November 2026.

Please distribute copies of this notice of this nomination as required by section 328B(3) of the Act.

Yours sincerely



Alan J Eggers

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Proxy Voting Form

If you are attending the Meeting in person, please bring this with you for Securityholder registration.

Manuka Resources Limited | ABN 80 611 963 225

SAMPLE

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Your proxy voting instruction must be received by **11:00am (AEDT) on Tuesday, 24 November 2026**, 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://portal.automic.com.au/investor/home 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)

STEP 1 - How to vote

APPOINT A PROXY:

I/We being a Shareholder entitled to attend and vote at the Annual General Meeting of Manuka Resources Limited, to be held at **11:00am (AEDT) on Thursday, 26 November 2026 at Level 4, Grafton Bond Building, 201 Kent Street, Sydney, NSW** hereby:

Appoint the Chair of the Meeting (Chair) to vote in accordance with the following directions (or if no directions have been given, and subject to the relevant laws, as the Chair sees fit) at this meeting and at any adjournment thereof.

Please note: 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. If the person so named is absent from the meeting, or if no person is named, the Chair will act on your behalf.

The Chair intends to vote undirected proxies in favour of all Resolutions in which the Chair is entitled to vote.
Unless indicated otherwise by marking the "for", "against" or "abstain" box you will be authorising the Chair to vote in accordance with the Chair's voting intention.

AUTHORITY FOR CHAIR TO VOTE UNDIRECTED PROXIES ON REMUNERATION RELATED RESOLUTIONS
Where I/we have appointed the Chair as my/our proxy (or where the Chair becomes my/our proxy by default), I/we expressly authorise the Chair to exercise my/our proxy on Resolution 1 (except where I/we have indicated a different voting intention below) even though Resolution 1 is connected directly or indirectly with the remuneration of a member of the Key Management Personnel, which includes the Chair.

STEP 2 - Your voting direction

Resolutions		For	Against	Abstain
1	Adoption of Remuneration Report	☐	☐	☐
2	Re-election of Mr John Seton as a Director	☐	☐	☐
3	Ratification of Prior Issue of Placement Shares to a Client of Claymore Capital Pty Ltd	☐	☐	☐
4	Ratification of Prior Issue of Tranche 1 Warrants to Nebari Natural Resources AIV II, LP	☐	☐	☐
5	Ratification of Prior Issue of Tranche 2 Warrants to Nebari Natural Resources AIV II, LP	☐	☐	☐
6	Ratification of Prior Issue of Shares to Unit Trust Holders	☐	☐	☐
7	Ratification of Prior Issue of Placement Shares under Listing Rule 7.1	☐	☐	☐
8	Ratification of Prior Issue of Placement Shares under Listing Rule 7.1A	☐	☐	☐
9	Approval of Additional 10% Placement Capacity	☐	☐	☐
10	Appointment of In.Corp Audit & Assurance Pty Ltd as Auditor	☐	☐	☐

Please note: If you mark the abstain box for a particular Resolution, you are directing your proxy not to vote on that Resolution 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	Securityholder 2	Securityholder 3
Sole Director and Sole Company Secretary	Director	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).

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