

## **ASX Announcement**

6<sup>th</sup> January 2023

**ASX: MKR**



### **Lodgement of Appendix 3Y and Form 604 - ResCap Investments issued Manuka shares in-species with no change in beneficial ownership.**

Following the completion of its recent capital raise, Manuka's major shareholder, ResCap Investments Pty Ltd (ResCap) shareholding was 18%. This represents ResCap's single significant investment. ResCap has been a shareholder in Manuka since 2016 and has not sold any of its shares in the Company. ResCap is also Manuka's largest unsecured lender.

ResCap has made an in-specie distribution of a substantial portion of its shareholding in Manuka to its five existing shareholders. Two key executives of Manuka, Executive Chairman, Dennis Karp and, Chief Operating Officer, Haydn Lynch are collectively the majority shareholders of ResCap.

**This announcement has been approved for release by the Chairman of Manuka Resources Limited.**

**For further information contact:**

**Dennis Karp  
Executive Chairman  
Manuka Resources Limited  
0412 268 114**

**Media Contact  
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**Form 604**Corporations Act 2001  
Section 671B**Notice of change of interests of substantial holder**To Company Name/Scheme **Manuka Resources Ltd**ACN/ARSN **611 963 225****1. Details of substantial holder (1)**Name **ResCap Investments Pty Ltd**ACN/ARSN (if applicable) **199 061 522**There was a change in the interests of the  
substantial holder on **29/12/2022**The previous notice was given to the company on **21/12/2022**The previous notice was dated **21/12/2022****2. Previous and present voting power**

The total number of votes attached to all the voting shares in the company or voting interests in the scheme that the substantial holder or an associate (2) had a relevant interest (3) in when last required, and when now required, to give a substantial holding notice to the company or scheme, are as follows:

Class of securities (4)	Previous notice		Present notice	
	Person's votes	Voting power (5)	Person's votes	Voting power (5)
<b>Ordinary Shares</b>	<b>90,273,280</b>	<b>18.2%</b>	<b>10,440,000</b>	<b>2.1%</b>

**3. Changes in relevant interests**

Particulars of each change in, or change in the nature of, a relevant interest of the substantial holder or an associate in voting securities of the company or scheme, since the substantial holder was last required to give a substantial holding notice to the company or scheme are as follows:

Date of change	Person whose relevant interest changed	Nature of change (6)	Consideration given in relation to change (7)	Class and number of securities affected	Person's votes affected
22/12/2022	ResCap Investments Pty Ltd	Tranche 2 of Share placement to sophisticated investors reduced Voting power	n/a	Ordinary Shares n/a	no change in number of shares held, voting power reduced by 0.25%
29/12/2022	ResCap Investments Pty Ltd	Inspecie distribution by ResCap Investments Pty Ltd of shares to its existing shareholders. No change in beneficial ownership.	n/a	79,833,280 ordinary shares	Reduced by 15.8%

**4. Present relevant interests**

Particulars of each relevant interest of the substantial holder in voting securities after the change are as follows:

Holder of relevant interest	Registered holder of securities	Person entitled to be registered as holder (8)	Nature of relevant interest (6)	Class and number of securities	Person's votes
ResCap Investment s Pty Ltd	ResCap Investments Pty Ltd		Registered holder of shares	Ordinary Shares - 10,440,000	2.1%

### 5. Changes in association

The persons who have become associates (2) of, ceased to be associates of, or have changed the nature of their association (9) with, the substantial holder in relation to voting interests in the company or scheme are as follows:

Name and ACN/ARSN (if applicable)	Nature of association
n/a	

### 6. Addresses

The addresses of persons named in this form are as follows:

Name	Address
ResCap Investments Pty Ltd	Level 4, Grafton Bond Building, 201 Kent St Sydney NSW 2000

### Signature

print name

Dennis Karp



capacity

Director

sign here

date

05/01/2023

### DIRECTIONS

- (1) If there are a number of substantial holders with similar or related relevant interests (eg. a corporation and its related corporations, or the manager and trustee of an equity trust), the names could be included in an annexure to the form. If the relevant interests of a group of persons are essentially similar, they may be referred to throughout the form as a specifically named group if the membership of each group, with the names and addresses of members is clearly set out in paragraph 6 of the form.
- (2) See the definition of "associate" in section 9 of the Corporations Act 2001.
- (3) See the definition of "relevant interest" in sections 608 and 671B(7) of the Corporations Act 2001.
- (4) The voting shares of a company constitute one class unless divided into separate classes.
- (5) The person's votes divided by the total votes in the body corporate or scheme multiplied by 100.
- (6) Include details of:
  - (a) any relevant agreement or other circumstances because of which the change in relevant interest occurred. If subsection 671B(4) applies, a copy of any document setting out the terms of any relevant agreement, and a statement by the person giving full and accurate details of any contract, scheme or arrangement, must accompany this form, together with a written statement certifying this contract, scheme or arrangement; and
  - (b) any qualification of the power of a person to exercise, control the exercise of, or influence the exercise of, the voting powers or disposal of the securities to which the relevant interest relates (indicating clearly the particular securities to which the qualification applies).

See the definition of "relevant agreement" in section 9 of the Corporations Act 2001.
- (7) Details of the consideration must include any and all benefits, money and other, that any person from whom a relevant interest was acquired has, or may, become entitled to receive in relation to that acquisition. Details must be included even if the benefit is conditional on the happening or not of a contingency. Details must be included of any benefit paid on behalf of the substantial holder or its associate in relation to the acquisitions, even if they are not paid directly to the person from whom the relevant interest was acquired.
- (8) If the substantial holder is unable to determine the identity of the person (eg. if the relevant interest arises because of an option) write "unknown".
- (9) Give details, if appropriate, of the present association and any change in that association since the last substantial holding notice.

# Appendix 3Y

## Change of Director's Interest Notice

*Information or documents not available now must be given to ASX as soon as available. Information and documents given to ASX become ASX's property and may be made public.*

Introduced 30/09/01 Amended 01/01/11

<b>Name of entity</b>	<b>Manuka Resources Ltd</b>
<b>ABN</b>	<b>80 611 963 225</b>

We (the entity) give ASX the following information under listing rule 3.19A.2 and as agent for the director for the purposes of section 205G of the Corporations Act.

<b>Name of Director</b>	Dennis Karp
<b>Date of last notice</b>	n/a

### Part 1 - Change of director's relevant interests in securities

*In the case of a trust, this includes interests in the trust made available by the responsible entity of the trust*

Note: In the case of a company, interests which come within paragraph (j) of the definition of "notifiable interest of a director" should be disclosed in this part.

<b>Direct or indirect interest</b>	Indirect
<b>Nature of indirect interest (including registered holder)</b> <small>Note: Provide details of the circumstances giving rise to the relevant interest.</small>	As below
<b>ResCap Investments Pty Ltd</b> (Director and Controlling Shareholder)	90,273,280 fully paid ordinary shares
<b>Soothgrove Pty Ltd</b> (Director and Shareholder)	144,260 fully paid ordinary shares
<b>Pathold No.53 Pty Ltd ATF Dennis Karp Super Fund</b> (Director of Trustee and Beneficiary)	31,641 fully paid ordinary shares
<b>Cockatoo Island Iron Ore Pty Ltd</b> (Director and Shareholder)	1,365,376 fully paid ordinary shares
<b>Date of change</b>	29/12/2022
<b>No. of securities held prior to change</b>	91,814,557
<b>Class</b>	Ordinary fully paid share
<b>Number acquired</b>	-
<b>Number disposed</b>	43,994,625 (via in specie distribution)

+ See chapter 19 for defined terms.

**Appendix 3Y**  
**Change of Director's Interest Notice**

<b>Value/Consideration</b> <small>Note: If consideration is non-cash, provide details and estimated valuation</small>	Inspecie distribution by ResCap Investments Pty Ltd of shares to its existing shareholders. No change in beneficial ownership.
<b>No. of securities held after change</b>	Total 47,819,932 fully paid ordinary shares as per below interests
<b>ResCap Investments Pty Ltd</b> (Director and Controlling Shareholder)	10,440,000 fully paid ordinary shares
<b>Soothgrove Pty Ltd</b> (Director and Shareholder)	35,982,915 fully paid ordinary shares
<b>Pathold No.53 Pty Ltd ATF Dennis Karp Super Fund</b> (Director of Trustee and Beneficiary)	31,641 fully paid ordinary shares
<b>Cockatoo Island Iron Ore Pty Ltd</b> (Director and Shareholder)	1,365,376 fully paid ordinary shares
<b>Nature of change</b> <small>Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back</small>	Inspecie distribution by ResCap Investments Pty Ltd of shares to its existing shareholders. No change in beneficial ownership.

**Part 2 – Change of director's interests in contracts**

Note: In the case of a company, interests which come within paragraph (ii) of the definition of "notifiable interest of a director" should be disclosed in this part.

<b>Detail of contract</b>	n/a
<b>Nature of interest</b>	
<b>Name of registered holder (if issued securities)</b>	
<b>Date of change</b>	
<b>No. and class of securities to which interest related prior to change</b> <small>Note: Details are only required for a contract in relation to which the interest has changed</small>	
<b>Interest acquired</b>	

+ See chapter 19 for defined terms.

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**Change of Director's Interest Notice**

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<b>Interest disposed</b>	
<b>Value/Consideration</b> Note: If consideration is non-cash, provide details and an estimated valuation	
<b>Interest after change</b>	

**Part 3 – +Closed period**

<b>Were the interests in the securities or contracts detailed above traded during a +closed period where prior written clearance was required?</b>	n/a
<b>If so, was prior written clearance provided to allow the trade to proceed during this period?</b>	
<b>If prior written clearance was provided, on what date was this provided?</b>	

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+ See chapter 19 for defined terms.