

ASX Announcement

27 May 2024

ASX: MKR



Notice of General Meeting of Shareholders

Please find attached the notice of a general meeting and proxy for Manuka Resources Limited (“**Manuka**” or the “**Company**”) being held at 10:00am (Sydney time) on Wednesday 26th June 2024.

The documents are also available for you to view and download on the Manuka website at <https://www.manukaresources.com.au/site/meeting>, where you can also find instructions on how to attend the virtual meeting and how to lodge a proxy vote online with the company’s share registry.

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

For further information contact:

**Dennis Karp
Executive Chairman
Manuka Resources Limited
02 7253 2020**

**Media Contact
Ben Henri
M+C Partners
0473 246 040**

MANUKA RESOURCES LIMITED
ACN 611 963 225

NOTICE OF GENERAL MEETING

A general meeting of Manuka Resources Limited will be held virtually via webinar conferencing facilities.

This Notice (and the accompanying Explanatory Memorandum) should be read carefully. If a Shareholder is in any doubt as to how they should vote on the Resolutions, they should seek advice from their accountant, solicitor or other professional adviser without delay.

Should you wish to discuss any matter set out in this Notice (or in the Explanatory Memorandum), please do not hesitate to contact the Company Secretary, Ms Toni Gilholme by telephone on 02 7253 2020 during business hours.

Shareholders are urged to attend the virtual Meeting and vote by lodging the proxy form attached to this Notice.

MANUKA RESOURCES LIMITED

NOTICE OF GENERAL MEETING

Notice is hereby given that a general meeting of shareholders (**Shareholders**) of Manuka Resources Limited ACN 611 963 225 (**Company**) will be held at 10am (Sydney time) on Wednesday, 26th June 2024 as a virtual meeting via live webinar conferencing facilities (**Meeting**).

Instructions on how to join and participate in the Meeting virtually and vote on the Resolutions electronically through the Automic webcast are set out in the Online Meeting Guide found on the Company's website at www.manukaresources.com.au/site/meeting.

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

The Board has determined that persons who are registered as holders of Shares as at 7pm (Sydney time) on Monday, 24th June 2024 will be entitled to attend and, subject to the terms of the voting exclusion statement applicable to each Resolution, vote at the Meeting.

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

AGENDA

1. RESOLUTION 1 – RATIFICATION OF PRIOR ISSUE OF SHORT-TERM FINANCIER OPTIONS

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

“That, for the purposes of ASX Listing Rule 7.4 (and for all other purposes), Shareholders ratify the issue of 1,000,000 Short-Term Financier Options to Claymore Capital Pty Ltd (which occurred on 20 December 2023) on the terms and subject to the conditions set out in the Explanatory Memorandum.”

Voting Exclusion Statement

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

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

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

2. RESOLUTION 2 – RATIFICATION OF PRIOR ISSUE OF SHARES FOR DEBT CONVERSION

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), Shareholders ratify the prior issue of 6,212,908 Debt Conversion Shares to Tennant Metals South Africa Pty Ltd which were issued 13 March 2024 on the terms and subject to the conditions set out in the Explanatory Memorandum.”

Voting Exclusion Statement

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

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

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

3. RESOLUTION 3 – RATIFICATION OF PRIOR ISSUE OF SHARES FOR DEBT CONVERSION

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), Shareholders ratify the prior issue of 900,000 Creditor Conversion Shares to Jonesys Earthworxs Pty Ltd which were issued 13 March 2024) on the terms and subject to the conditions set out in the Explanatory Memorandum.”

Voting Exclusion Statement

The Company will disregard any votes cast in favour of Resolution 3 by or on behalf of Jonesys Earthworxs Pty Ltd and/or by or on behalf of any person who is an Associate of Jonesys Earthworxs Pty Ltd.

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

- (d) 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;
- (e) 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
- (f) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - 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
 - the holder votes on Resolution 3 in accordance with directions given by the beneficiary to the holder to vote in that way.

4. RESOLUTION 4 – RATIFICATION OF PRIOR ISSUE OF TRANCHE 1 PLACEMENT SHARES

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

“That, for the purposes of ASX Listing Rule 7.4 (and for all other purposes), Shareholders ratify the prior issue of 87,789,962 Placement Shares which were issued on 15th May 2024 to sophisticated and professional investors under the Placement (as announced to the market on 9 May 2024) on the terms and subject to the conditions set out in the Explanatory Memorandum.”

Voting Exclusion Statement

The Company will disregard any votes cast in favour of Resolution 4 by or on behalf of any person who participated in Tranche 1 of the Placement and/or by or on behalf of any person who is an Associate of any person who participated in the Tranche 1 of Placement. 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:
 - 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
 - the holder votes on Resolution 4 in accordance with directions given by the beneficiary to the holder to vote in that way.

5. RESOLUTION 5 – APPROVAL OF PROPOSED ISSUE OF TRANCHE 2 PLACEMENT SHARES

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

“That, for the purposes of ASX Listing Rule 7.1 (and for all other purposes), Shareholders approve the proposed issue of up to 45,543,371 shares to sophisticated and professional investors under the Placement (as announced to the market on 9 May 2024) on the terms and subject to the conditions set out in the Explanatory Memorandum.”

Voting Exclusion Statement

The Company will disregard any votes cast in favour of Resolution 5 by or on behalf of any person who participated in Tranche 2 of the Placement and/or by or on behalf of any person who is an Associate of any person who participated in Tranche 2 of the Placement. 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:
 - 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
 - the holder votes on Resolution 5 in accordance with directions given by the beneficiary to the holder to vote in that way.

6. RESOLUTION 6 – APPROVAL OF PROPOSED ISSUE OF PLACEMENT OPTIONS

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

“That, for the purposes of ASX Listing Rule 7.1 (and for all other purposes), Shareholders approve the proposed issue of 133,333,333 Shares to sophisticated and professional investors under the Placement (as announced to the market on 9 May 2024) on the terms and subject to the conditions set out in the Explanatory Memorandum.”

Voting Exclusion Statement

The Company will disregard any votes cast in favour of Resolution 6 by or on behalf of any person who participated in the Placement and/or by or on behalf of any person who is an Associate of any person who participated in the Placement. However, this voting exclusion does not apply to a vote cast in favour of Resolution 6 by:

- (d) 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;
- (e) 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
- (f) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - 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
 - the holder votes on Resolution 6 in accordance with directions given by the beneficiary to the holder to vote in that way.

7. RESOLUTION 7 – APPROVAL OF PROPOSED ISSUE OF ADDITIONAL PLACEMENT SHARES

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

“That, for the purposes of ASX Listing Rule 7.1 (and for all other purposes), Shareholders approve the proposed issue of 41,666,667 Additional Placement Shares to Claymore Capital Pty Ltd under the Placement (as announced to the market on 9 May 2024) on the terms and subject to the conditions set out in the Explanatory Memorandum.”

Voting Exclusion Statement

The Company will disregard any votes cast in favour of Resolution 7 by or on behalf of Claymore Capital Pty Ltd and/or by or on behalf of any person who is an Associate of Claymore Capital Pty Ltd.

However, this voting exclusion does not apply to a vote cast in favour of Resolution 7 by:

- (d) a person as a proxy or attorney for a person who is entitled to vote on Resolution 7, in accordance with directions given to the proxy or attorney to vote on Resolution 7 in that way;
- (e) the Chair 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
- (f) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - 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
 - the holder votes on Resolution 7 in accordance with directions given by the beneficiary to the holder to vote in that way.

8. RESOLUTION 8 – APPROVAL OF PROPOSED ISSUE OF ADDITIONAL PLACEMENT OPTIONS

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

“That, for the purposes of ASX Listing Rule 7.1 (and for all other purposes), Shareholders approve the proposed issue of up to 41,666,667 Additional Placement Options to Claymore Capital Pty Ltd under the Placement (as announced to the market on 9 May 2024) on the terms and subject to the conditions set out in the Explanatory Memorandum.”

Voting Exclusion Statement

The Company will disregard any votes cast in favour of Resolution 8 by or on behalf of Claymore Capital Pty Ltd and/or by or on behalf of any person who is an Associate of Claymore Capital Pty Ltd.

However, this voting exclusion does not apply to a vote cast in favour of Resolution 8 by:

- (g) a person as a proxy or attorney for a person who is entitled to vote on Resolution 8, in accordance with directions given to the proxy or attorney to vote on Resolution 8 in that way;
- (h) the Chair 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
- (i) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - 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
 - the holder votes on Resolution 8 in accordance with directions given by the beneficiary to the holder to vote in that way.

9. RESOLUTION 9 – APPROVAL OF PROPOSED ISSUE OF FINANCIER OPTIONS

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

“That, for the purposes of ASX Listing Rule 7.1 (and for all other purposes), Shareholders approve the proposed issue of up to 5,000,000 Financier Options to TransAsia Private Capital Limited (or its nominee) on the terms and subject to the conditions set out in the Explanatory Memorandum.”

Voting Exclusion Statement

The Company will disregard any votes cast in favour of Resolution 9 by or on behalf of TransAsia Private Capital Limited, by or on behalf of any person who will obtain a material benefit as a result of the issuance the subject of Resolution 9 (except a benefit solely by reason of being a holder of Shares) and/or by or on behalf of any person who is an Associate of any such person.

However, this voting exclusion does not apply to a vote cast in favour of Resolution 9 by:

- (g) a person as a proxy or attorney for a person who is entitled to vote on Resolution 9, in accordance with directions given to the proxy or attorney to vote on Resolution 9 in that way;
- (h) the Chair as proxy or attorney for a person who is entitled to vote on Resolution 9, in accordance with a direction given to the Chair to vote on Resolution 9 as the Chair decides; or
- (i) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - 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 9; and
 - the holder votes on Resolution 9 in accordance with directions given by the beneficiary to the holder to vote in that way.

10. RESOLUTION 10 – APPROVAL OF PROPOSED ISSUE OF SHARES AND OPTIONS TO ANTHONY MCPAUL

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 10.11 (and for all other purposes), Shareholders approve the proposed issue of 620,944 Shares and 620,944 Options to Anthony McPaul, (or his nominees) on the terms and subject to the conditions set out in the Explanatory Memorandum.”

Voting Exclusion Statement

The Company will disregard any votes cast in favour of Resolution 10 by or on behalf of

- Anthony McPaul, or his Associates (or their nominees);
- or on behalf of any other person who will obtain a material benefit as a result of the grant of securities the subject of Resolution 10 (except a benefit solely by reason of being a holder of Shares) and/or by or on behalf of any person who is an Associate of any such person.

However, this voting exclusion does not apply to a vote cast in favour of Resolution 10 by:

- (a) a person as a proxy or attorney for a person who is entitled to vote on Resolution 10, in accordance with directions given to the proxy or attorney to vote on Resolution 10 in that way;
- (b) the Chair as proxy or attorney for a person who is entitled to vote on Resolution 10, in accordance with a direction given to the Chair to vote on Resolution 10 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:
 - 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 10; and
 - the holder votes on Resolution 10 in accordance with directions given by the beneficiary to the holder to vote in that way.

11. RESOLUTION 11 – APPROVAL OF PROPOSED ISSUE OF SHARES AND OPTIONS TO JURA TRUST

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 10.11 (and for all other purposes), Shareholders approve the proposed issue of 541,677 Shares and 541,677 Options to Shares to John Seton (being a related entity)(or its nominee) on the terms and subject to the conditions set out in the Explanatory Memorandum.”

Voting Exclusion Statement

The Company will disregard any votes cast in favour of Resolution 11 by or on behalf of

- John Seton, or his Associates (or their nominees);
- Jura Trust or its Associates (or its nominees)
- or on behalf of any other person who will obtain a material benefit as a result of the grant of securities the subject of Resolution 11 (except a benefit solely by reason of being a holder of Shares) and/or by or on behalf of any person who is an Associate of any such person.

However, this voting exclusion does not apply to a vote cast in favour of Resolution 11 by:

- (a) a person as a proxy or attorney for a person who is entitled to vote on Resolution 11, in accordance with directions given to the proxy or attorney to vote on Resolution 11 in that way;

- (b) the Chair as proxy or attorney for a person who is entitled to vote on Resolution 11, in accordance with a direction given to the Chair to vote on Resolution 11 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:
 - 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 11; and
 - the holder votes on Resolution 11 in accordance with directions given by the beneficiary to the holder to vote in that way.

12. RESOLUTION 12 – APPROVAL OF PROPOSED ISSUE OF ADVISER OPTIONS

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

“That, for the purposes of ASX Listing Rule 7.1 (and for all other purposes), Shareholders approve the proposed issue of 5,000,000 Adviser Options to Burnvoir Corporate Finance Ltd (or its nominee) on the terms and subject to the conditions set out in the Explanatory Memorandum.”

Voting Exclusion Statement

The Company will disregard any votes cast in favour of Resolution 12 by or on behalf of Burnvoir Corporate Finance Ltd, any person who will obtain a material benefit as a result of the issuance the subject of Resolution 12 (except a benefit solely by reason of being a holder of Shares) and/or by or on behalf of any person who is an Associate of any such person.

However, this voting exclusion does not apply to a vote cast in favour of Resolution 12 by:

- (d) a person as a proxy or attorney for a person who is entitled to vote on Resolution 12, in accordance with directions given to the proxy or attorney to vote on Resolution 12 in that way;
- (e) the Chair as proxy or attorney for a person who is entitled to vote on Resolution 12, in accordance with a direction given to the Chair to vote on Resolution 12 as the Chair decides; or
- (f) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - 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 12; and
 - the holder votes on Resolution 12 in accordance with directions given by the beneficiary to the holder to vote in that way.

13. RESOLUTION 13 – APPROVAL OF PROPOSED ISSUE OF ADVISER SHARE

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

“That, for the purposes of ASX Listing Rule 7.1 (and for all other purposes), Shareholders approve the proposed issue of 1,327,077 Adviser Shares to Burnvoir Corporate Finance Ltd (or its nominee) on the terms and subject to the conditions set out in the Explanatory Memorandum.”

Voting Exclusion Statement

The Company will disregard any votes cast in favour of Resolution 13 by or on behalf of Burnvoir Corporate Finance Ltd, any person who will obtain a material benefit as a result of the issuance the subject of Resolution 13 (except a benefit solely by reason of being a holder of Shares) and/or by or on behalf of any person who is an Associate of any such person.

However, this voting exclusion does not apply to a vote cast in favour of Resolution 13 by:

- (g) a person as a proxy or attorney for a person who is entitled to vote on Resolution 13, in accordance

with directions given to the proxy or attorney to vote on Resolution 13 in that way;

- (h) the Chair as proxy or attorney for a person who is entitled to vote on Resolution 13, in accordance with a direction given to the Chair to vote on Resolution 13 as the Chair decides; or
- (i) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - 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 13; and
 - the holder votes on Resolution 13 in accordance with directions given by the beneficiary to the holder to vote in that way.

DATED: 27 MAY 2024

By order of the Board

Toni Gilholme
Company Secretary

MANUKA RESOURCES LIMITED

EXPLANATORY MEMORANDUM

INTRODUCTION

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 virtually via webinar conferencing facilities) at 10am (Sydney time) on Wednesday, 26th June 2024.

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

1. ACTION TO BE TAKEN BY SHAREHOLDERS

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

1.1 Provision of Meeting materials

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

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

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

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

1.2 Participation at the Meeting - Shareholders

Shareholders who wish to participate in the Meeting may do so online at investor.automic.com.au. In order to access the Automic online platform, Shareholders should login with their username and password or click 'register' if you haven't already created an account. Shareholders are encouraged to create an account prior to the start of the Meeting to ensure there is no delay in attending the Meeting virtually. Further instructions on how to participate in the Meeting are set out in the Online Meeting Guide.

1.3 Voting procedure

As part of the live webcast of the Meeting, Shareholders will be able to vote on the Resolutions to be considered at the Meeting, either at the Meeting via the online platform or by appointing a proxy to vote on their behalf.

1.4 Voting on the Resolutions

If you attend the Meeting webcast, you will be able to vote directly during the Meeting. Voting on each Resolution will be by poll. Instructions on how to vote via the online platform are set out in the Online Meeting Guide.

The Chair will open the poll shortly after the Meeting commences and you will be able to vote at any time during the Meeting and for 10 minutes afterwards. If you have lodged a direct vote and then vote online again during the Meeting, your first direct vote lodged will be cancelled.

Voting on the Resolutions at the Meeting is important, and the Board encourages all Shareholders to either vote at the Meeting via the online platform or nominate a proxy. Shareholders can either lodge the proxy appointment online at <https://investor.automic.com.au/#/loginsah> or sign and return the Proxy Form to the Company or to Automic, in accordance with the instructions on the form, so that it is received by 10am (Sydney time) on 24th June 2024.

1.5 Shareholder questions

Shareholders will be able to ask questions relevant to the business of the Meeting at the Meeting. Instructions on how to submit questions are set out in the Online Meeting Guide on the Company's website at www.manukaresources.com.au/site/meeting.

Shareholders who are unable to attend the Meeting or wish to submit questions prior to the Meeting may submit written questions by emailing admin@manukaresources.com.au. Questions must be received by 10am (Sydney time) on 25th June 2024.

1.6 Proxies

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

A Proxy Form is attached to the Notice. The Proxy Form is to be used by Shareholders if they wish to appoint a representative (i.e. a 'proxy') to vote in their place.

Please note that:

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

Proxy Forms must be received by the Company no later than 10am (Sydney time) on 24th June 2024, being at least 48 hours before the Meeting.

2. RESOLUTION 1 – RATIFICATION OF PRIOR ISSUE OF SHORT-TERM FINANCIER OPTIONS

2.1 Background

On 14 November 2022, the Company entered into a short-term funding agreement with Claymore Capital Pty Ltd the terms of which are as follows:

- Loan drawdown amount of \$500,000 with a repayment date of 31 May 2023;
- Interest rate of 12% per annum;
- Establishment Fee and Facility Fee for Short-Term Debt Facility to be paid via issue of 700,000 ordinary shares (i.e. the “Financier Shares”). The issue of shares occurred on 3 February 2023 as approved by shareholders at a General Meeting held on 14 April 2023.

On 20 December 2023, the Company negotiated an extension of facility to 30 September 2024 as announced to the ASX on that date. The Company issued 1,000,000 Short-Term Financier Options on 20 December 2023 with an exercise price of \$0.0574 and expiry date of 30th June 2025.

The purpose of this Resolution 1 is to seek Shareholder ratification of the above noted issuance of Short-Term Financier Options for the purposes of Listing Rule 7.4.

2.2 Listing Rule information

As noted above, the Company issued 1,000,000 Short-Term Financier Options to Claymore Capital Pty Ltd on 20 December 2023 in consideration for Claymore agreeing to the Extension referred to in Section 2.1. This issuance of Short-Term Financier Options was made out of the Company’s then available placement capacity under Listing Rule 7.1.

Broadly speaking, and subject to a number of exceptions, Listing Rule 7.1 limits the amount of equity securities that a listed company can issue without the approval of its shareholders over any 12 month period to 15% of the fully paid ordinary shares that the listed entity had on issue 12 months prior to the proposed issuance.

Since the issue of the 1,000,000 Short-Term Financier Options did not fit within any of the exceptions to Listing Rule 7.1, it effectively used up part of the 15% limit in Listing Rule 7.1, thereby reducing the Company’s capacity to issue further equity securities without approval under that rule by the number of Financier Options issued for the 12 months following their issue.

Listing Rule 7.4 allows shareholders to ratify an issue of equity securities after it has been made or agreed to be made so long as that issue or agreement to issue did not breach Listing Rule 7.1. If the resolution is passed, the issue is taken to have been approved under Listing Rule 7.1 and so does not reduce the company’s capacity to issue further equity securities without approval.

The Company wishes to retain as much flexibility as possible to issue additional equity securities in the future without having to obtain approval for such future issues under Listing Rule 7.1. To this end, Resolution 1 seeks Shareholder ratification under Listing Rule 7.4 of the issue of 1,000,000 Short-Term Financier Options to Claymore Capital Pty Ltd which occurred on 20 December 2023.

If Resolution 1 is passed, the issue of the 1,000,000 Short-Term Financier Options will be excluded in calculating the Company’s 15% capacity to issue equity securities under Listing Rule 7.1 without Shareholder approval over the following 12 months. If this Resolution is not passed, the issue of these Short-Term Financier Options will continue to be included in calculating the Company’s 15% capacity to issue equity securities for the 12 months following their issue.

The following information is provided to Shareholders for the purposes of satisfying the disclosure requirements in Listing Rule 7.5:

Listing Rule	Required information
7.5.1	The Company issued the Short-Term Financier Options to Claymore Capital Pty Ltd.
7.5.2	The Company issued 1,000,000 Short-Term Financier Options to Claymore Capital Pty Ltd.
7.5.3	The terms of the Short-Term Financier Options are set out in Annexure A.
7.5.4	The Company issued the Short-Term Financier Options to Claymore Capital Pty Ltd on 20 December 2023.
7.5.5	The Short-Term Financier Options were issued to Claymore Capital Pty Ltd for nil cash consideration. However, any funds raised from the exercise of any Short-Term Financier Options will be used by the Company for working capital purposes.
7.5.6	Please refer to Section 2.1 for the purpose of the issue the subject of Resolution 1.
7.5.7	The Short-Term Financier Options were issued to Claymore Capital Pty Ltd in consideration of the extension of the Debt Facility. The original loan was \$500,000 at an interest rate of 12% per annum expiring March 2023. Please refer to Section 2.1 for the terms of the extension.
7.5.8	Please refer to the voting exclusion statement included in the Notice.

2.3 Board recommendation

The Directors recommend that Shareholders vote in favour of Resolution 1.

3. RESOLUTION 2 – RATIFICATION OF PRIOR ISSUE OF SHARES FOR DEBT CONVERSION

3.1 Background

As announced to the market on 13 March 2024 and noted above, the Company negotiated a part repayment of \$AU497,032 (\$US300,000) of its working capital facility with Tennant Metals South Africa Pty Ltd (**Tennant**) to be repaid through the issue of 6,212,908 Ordinary Fully Paid Shares in MKR at \$AU0.08 per share (**Debt Conversion Shares**).

Tennant Metals South Africa Pty Ltd provides a USD denominated working capital facility which has a minimum term of 3 years. Drawdowns under the facility are repayable within 180 days. The interest rate attributable to this facility is set at the 3 Month Secured Overnight Financing Rate (SOFR) plus 4% per annum. A facility fee of 4.8% per quarter is payable on drawdowns under the facility. After issue of the shares the balance of the facility was approximately \$US6 million.

The purpose of this Resolution 2 is to seek Shareholder ratification of the above noted issuance of the Debt Conversion Shares for the purposes of Listing Rule 7.4.

3.2 Listing Rule information

As noted above, the Company issued a 6,212,908 Debt Conversion Shares to Tennant Metals South Africa Pty Ltd on 13 March 2024 in consideration for the repayment of \$AU497,032 (\$US300,000) of its working capital facility outlined above. These issuances of Debt Conversion Shares are made out of the Company's available placement capacity under Listing Rule 7.1.

Broadly speaking, and subject to a number of exceptions, Listing Rule 7.1 limits the amount of equity securities that a listed company can issue without the approval of its shareholders over any 12 month period to 15% of the fully paid ordinary shares that the listed entity had on issue 12 months prior to the proposed issuance.

Since the issue of 6,212,908 Debt Conversion Shares did not fit within any of the exceptions to Listing Rule 7.1, it effectively used up part of the 15% limit in Listing Rule 7.1, thereby reducing the Company's capacity to issue further equity securities without approval under that rule by the number of Financier Shares issued for the 12 months following their issue.

Listing Rule 7.4 allows shareholders to ratify an issue of equity securities after it has been made or agreed to be made so long as that issue or agreement to issue did not breach Listing Rule 7.1. If the resolution is passed, the issue is taken to have been approved under Listing Rule 7.1 and so does not reduce the company's capacity to issue further equity securities without approval.

The Company wishes to retain as much flexibility as possible to issue additional equity securities in the future without having to obtain approval for such future issues under Listing Rule 7.1. To this end, Resolution 2 seeks Shareholder ratification under Listing Rule 7.4 of the issue of 6,212,908 Debt Conversion Shares to Tennant Metals South Africa Pty Ltd, which occurred on 13 March 2024.

If Resolution 2 is passed by Shareholders, the issue of 6,212,908 Debt Conversion Shares will be excluded in calculating the Company's 15% capacity to issue equity securities under Listing Rule 7.1 without Shareholder approval over the following 12 months. If this Resolution is not passed, the issue of these Financier Shares will continue to be included in calculating the Company's 15% capacity to issue equity securities for the 12 months following their issue.

The following information is provided to Shareholders for the purposes of satisfying the disclosure requirements in Listing Rule 7.5:

Listing Rule	Required information
7.5.1	The Company issued Debt Conversion Shares to Tennant Metals South Africa Pty Ltd.
7.5.2	The Company issued 6,212,908 Ordinary Fully Paid Shares (Debt Conversion Shares) to Tennant Metals South Africa Pty Ltd.
7.5.3	N/A
7.5.4	The Company issued 6,212,908 Debt Conversion Shares to Tennant Metals South Africa Pty Ltd on 13 March 2024.
7.5.5	The Debt Conversion Shares were issued to Tennant Metals South Africa Pty Ltd for nil cash consideration at a deemed issue price of \$AU0.08 per share.
7.5.6	The Debt Conversion Shares were issued for nil cash consideration and were issued for repayment of \$AU497,032 (\$US300,000) of its working capital facility. Refer to Section 3.1 for the details of the purpose of the issue the subject of Resolution 2.
7.5.7	The Debt Conversion Shares were issued to Tennant Metals South Africa Pty Ltd in consideration for repayment of \$AU497,032 of its working capital facility. Please refer to Section 3.1 for the terms of the agreement.
7.5.8	Please refer to the relevant voting exclusion statement included in the Notice.

3.3 Board recommendation

The Directors recommend that Shareholders vote in favour of Resolution 2.

4. RESOLUTION 3 – RATIFICATION OF PRIOR ISSUE OF SHARES FOR DEBT CONVERSION

4.1 Background

As announced to the market on 13 March 2024 and noted above, the Company negotiated a part repayment of \$AU72,000 of its Creditor amount with Jonesys Earthworxs Pty Ltd to be repaid through the issue of 900,000 Ordinary Fully Paid Shares in MKR at \$0.08 per share (**Creditor Shares**). Shares were issued on 13 March 2024. After issue of the shares, the Creditor balance owing to Jonesys Earthworxs Pty Ltd was approximately \$390,000.

The purpose of this Resolution 3 is to seek Shareholder ratification of the above noted issuance of the Creditor Shares for the purposes of Listing Rule 7.4.

4.2 Listing Rule information

As noted above, the Company issued 900,000 Creditor Shares to Jonesys Earthworxs Pty Ltd on 13 March 2024 in consideration for the repayment of \$AU70,000 of its working capital facility outlined above. These issuances of Creditor Shares are made out of the Company's available placement capacity under Listing Rule 7.1.

Broadly speaking, and subject to a number of exceptions, Listing Rule 7.1 limits the amount of equity securities that a listed company can issue without the approval of its shareholders over any 12 month period to 15% of the fully paid ordinary shares that the listed entity had on issue 12 months prior to the proposed issuance.

Since the issue of 900,000 Creditor Shares did not fit within any of the exceptions to Listing Rule 7.1, it effectively used up part of the 15% limit in Listing Rule 7.1, thereby reducing the Company's capacity to issue further equity securities without approval under that rule by the number of Creditor Shares issued for the 12 months following their issue.

Listing Rule 7.4 allows shareholders to ratify an issue of equity securities after it has been made or agreed to be made so long as that issue or agreement to issue did not breach Listing Rule 7.1. If the resolution is passed, the issue is taken to have been approved under Listing Rule 7.1 and so does not reduce the company's capacity to issue further equity securities without approval.

The Company wishes to retain as much flexibility as possible to issue additional equity securities in the future without having to obtain approval for such future issues under Listing Rule 7.1. To this end, Resolution 3 seeks Shareholder ratification under Listing Rule 7.4 of the issue of 900,000 Creditor Shares to Jonesys Earthworxs Pty Ltd, which occurred on 13 March 2024.

If Resolution 3 is passed by Shareholders, the issue of 900,000 Creditor Shares will be excluded in calculating the Company's 15% capacity to issue equity securities under Listing Rule 7.1 without Shareholder approval over the following 12 months. If this Resolution is not passed, the issue of these Creditor Shares will continue to be included in calculating the Company's 15% capacity to issue equity securities for the 12 months following their issue.

The following information is provided to Shareholders for the purposes of satisfying the disclosure requirements in Listing Rule 7.5:

Listing Rule	Required information
7.5.1	The Company issued the Creditor Shares to Jonesys Earthworxs Pty Ltd.
7.5.2	The Company issued 900,000 Fully Paid Ordinary Shares to Jonesys Earthworxs Pty Ltd (Creditor Shares).
7.5.3	N/A
7.5.4	The Company issued the Creditor Shares to Jonesys Earthworxs Pty Ltd on 13 March 2024.
7.5.5	The Creditor Shares were issued for \$Nil cash consideration to Jonesys Earthworxs Pty Ltd at a deemed issue price of \$AU0.08 per share.
7.5.6	The Shares were issued for \$Nil cash consideration and were issued for repayment of \$72,000 of a Creditor amount. Refer to Section 4.1 for the details of the purpose of the issue the subject of Resolution 3.
7.5.7	The Creditor amount owing to Jonesys Earthworxs Pty Ltd was approximately \$462,000. The Creditor Shares were issued for nil cash consideration to Jonesys Earthworxs Pty Ltd in repayment of \$72,000 of the Creditor amount owing. After the issue of these shares the creditor amount owing to Jonesys Earthworxs Pty Ltd is approximately \$390,000.
7.5.8	Please refer to the relevant voting exclusion statement included in the Notice.

4.3 Board recommendation

The Directors recommend that Shareholders vote in favour of Resolution 3.

5. RESOLUTION 4 – RATIFICATION OF PRIOR ISSUE OF TRANCHE 1 PLACEMENT SHARES

5.1 Background

As announced by the Company to the ASX on 9 May 2024, the Company agreed to issue a total of 133,333,333 Shares (**Placement Shares**) and 133,333,333 Options (**Placement Options**) to a number of sophisticated and professional investors being the shares issued under the placement to raise gross proceeds of \$8,000,000 (**Placement**). The funds raised under the Placement will be used by the Company for Plant and Equipment and expenses to facilitate the establishment of an on-site processing facility to recover gold from oxidised ore at Mt Boppy including funds for working capital and contingencies.

On 15 May 2024 the Company issued a total of 87,789,962 Shares (**Tranche 1 Placement Shares**) to a number of sophisticated and professional investors to raise gross proceeds of \$5,267,397 pursuant to Tranche 1 of the Placement.

Under the Placement the Company also agreed to issue 45,543,371 Tranche 2 shares to be issued by the Company following (but subject to) shareholder approval of Resolution 5. In addition, the Company also agreed to issue 133,333,333 options the terms of which are set out in Annexure A (**Placement Options**). The Placement Options are proposed to be issued by the Company following (but subject to) Shareholder approval of Resolution 6.

Bell Potter Securities Limited and Shaw and Partners Limited have acted as Joint Lead Managers to the Placement. Sophisticated and professional investors who participated in the Placement were clients of the Lead Managers, existing shareholders and sophisticated investors introduced to the Company by Directors and/or existing shareholders.

The purpose of this Resolution 4 is to seek Shareholder ratification of the above noted issuance of Tranche 1 Placement Shares for the purposes of Listing Rule 7.4.

5.2 Listing Rule information

As noted above, the Company completed a Placement for the issue of a total of 87,789,962 Tranche 1 Placement Shares to a number of sophisticated and professional investors, being the shares issued under Tranche 1 of the Placement to raise gross proceeds of \$5,267,397. This issuance of Tranche 1 Placement Shares was made out of the Company's then available placement capacity under Listing Rule 7.1.

Broadly speaking, and subject to a number of exceptions, Listing Rule 7.1 limits the amount of equity securities that a listed company can issue without the approval of its shareholders over any 12 month period to 15% of the fully paid ordinary shares that the listed entity had on issue 12 months prior to the proposed issuance.

Since the issue of the Tranche 1 Placement Shares did not fit within any of the exceptions to Listing Rule 7.1, it effectively used up part of the 15% limit in Listing Rule 7.1, thereby reducing the Company's capacity to issue further equity securities without approval under that rule by the number of Placement Shares issued for the 12 months following their issue.

Listing Rule 7.4 allows shareholders to ratify an issue of equity securities after it has been made or agreed to be made so long as that issue or agreement to issue did not breach Listing Rule 7.1. If the resolution is passed, the issue is taken to have been approved under Listing Rule 7.1 and so does not reduce the company's capacity to issue further equity securities without approval.

The Company wishes to retain as much flexibility as possible to issue additional equity securities in the future without having to obtain approval for such future issues under Listing Rule 7.1. To this end, Resolution 4 seeks Shareholder ratification under Listing Rule 7.4 of the issue of the Placement Shares which were issued on 15 May 2024.

If Resolution 4 is passed by Shareholders, the issue of the 87,789,962 Tranche 1 Placement Shares will be excluded in calculating the Company's 15% capacity to issue equity securities under Listing Rule 7.1 without Shareholder approval over the following 12 months. If this Resolution is not passed, the issue of these Placement Shares will continue to be included in calculating the Company's 15% capacity to issue equity securities for the 12 months following their issue.

The following information is provided to Shareholders for the purposes of satisfying the disclosure requirements in Listing Rule 7.5:

Listing Rule	Required information
7.5.1	<p>The Tranche 1 Placement Shares were issued under the Placement to a small number of sophisticated and professional investors in Australia. The placees were clients of the Joint Lead Managers, existing shareholders and sophisticated investors introduced to the Company by Directors and existing shareholders. None of the placees are considered to be material investors.</p> <p>Bell Potter Securities Limited and Shaw and Partners Limited have acted as Joint Lead Managers to the Placement.</p> <p>None of the placees under the Placement were related parties of the Company or Associates of related parties of the Company.</p>

7.5.2	87,789,962 Tranche 1 Placement Shares (each of which is a fully paid ordinary share in the equity capital of the Company) were issued under the Placement.
7.5.3	N/A
7.5.4	The Tranche 1 Placement Shares were issued by the Company on 15 May 2024
7.5.5	The Tranche 1 Placement Shares were issued by the Company for \$0.06 each.
7.5.6	Please refer to Section 5.1 for the purpose of the issue the subject of Resolution 4.
7.5.7	N/A
7.5.8	Please refer to the relevant voting exclusion statement included in the Notice.

5.3 Board recommendation

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

6. RESOLUTION 5 – APPROVAL OF PROPOSED ISSUE OF TRANCHE 2 PLACEMENT SHARES

6.1 Background

As announced by the Company to the ASX on 9 May 2024, the Company agreed to issue a total of 133,333,333 Shares (**Placement Shares**) and 133,333,333 Options (**Placement Options**) to a number of sophisticated and professional investors being the shares issued under the placement to raise gross proceeds of \$8,000,000 (**Placement**). The funds raised under the Placement will be used by the Company for Plant and Equipment and expenses to facilitate the establishment of an on-site processing facility to recover gold from oxidised ore at Mt Boppy including funds for working capital and contingencies.

Given the constraints imposed by Listing Rule 7.1, The Company issued 87,789,962 Tranche 1 Placement Shares on 15 May 2024, with the remaining 45,543,371 Tranche 2 Placement Shares to be issued by the Company following (but subject to) shareholder approval of this Resolution 5. In addition, the Company also agreed to issue 133,333,333 options the terms of which are set out in Annexure A (**Placement Options**). The Placement Options are proposed to be issued by the Company following (but subject to) Shareholder approval of Resolution 6.

Bell Potter Securities Limited and Shaw and Partners Limited have acted as Joint Lead Managers to the Placement. Sophisticated and professional investors who participated in the Placement were clients of the Lead Managers, existing shareholders and sophisticated investors introduced to the Company by Directors and/or existing shareholders.

The purpose of this Resolution 5 is to seek Shareholder approval of the above proposed issuance of 45,543,371 Tranche 2 Placement Shares for the purposes of Listing Rule 7.1.

6.2 Listing Rule information

As noted above, the Company agreed to issue a total of 133,333,333 Placement Shares to a number of sophisticated and professional investors to raise gross proceeds of \$8 million (**Placement**). Given the constraints imposed by Listing Rule 7.1 however, the Company issued only 87,789,962 Placement Shares and the issue of the remaining Placement Shares is subject to shareholder approval.

Broadly speaking, and subject to a number of exceptions, Listing Rule 7.1 limits the amount of equity securities that a listed company can issue without the approval of its shareholders over any 12 month period to 15% of the fully paid ordinary shares that the listed entity had on issue

12 months prior to the proposed issuance.

Since the proposed issue of the 45,543,371 Placement Shares does not fit within any of the exceptions to Listing Rule 7.1 and exceeds the 15% limit in Listing Rule 7.1, it therefore requires the approval of Shareholders under Listing Rule 7.1.

If this Resolution 5 is passed by Shareholders, the issue the subject of this resolution will proceed without using up any of the Company's placement capacity under Listing Rule 7.1. If this Resolution 5 is not passed by Shareholders it may still proceed, however if it does proceed, it will reduce the Company's available Listing Rule 7.1 placement capacity by 45,543,371 for the following 12 months.

The following information is provided to Shareholders for the purposes of satisfying the disclosure requirements in Listing Rule 7.3:

Listing Rule	Required information
7.3.1	<p>The Company is proposing to issue the Tranche 2 Placement Shares to a small number of sophisticated and professional investors. The proposed placees are clients of the Joint Lead Managers, existing shareholders and sophisticated investors introduced to the Company by Directors and existing shareholders. None of the placees are considered to be material investors.</p> <p>Bell Potter Securities Limited and Shaw and Partners Limited have acted as Joint Lead Managers to the Placement.</p> <p>None of the placees under the Placement were related parties of the Company or Associates of related parties of the Company.</p>
7.3.2	The company is proposing to issue 45,543,371 Tranche 2 Placement Shares (each of which is a fully paid ordinary share in the equity capital of the Company).
7.3.3	N/A
7.3.4	The Company is proposing to issue the Tranche 2 Placement Shares to sophisticated and professional investors as soon as possible following receipt of Shareholder approval and shortly after 26 th June 2024 and in any event will be issued on the date which is within 3 months from the date of the Meeting.
7.3.5	The Placement Shares will be issued by the Company for \$0.06 each.
7.3.6	Please refer to Section 6.1 for the purpose of the issue the subject of Resolution 5.
7.3.7	N/A
7.3.8	N/A
7.3.9	Please refer to the relevant voting exclusion statement included in the Notice.

6.3 Board recommendation

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

7. RESOLUTION 6 – APPROVAL OF PROPOSED ISSUE OF PLACEMENT OPTIONS

7.1 Background

As announced by the Company to the ASX on 9 May 2024, the Company agreed to issue a total of 133,333,333 Shares (**Placement Shares**) and 133,333,333 Options (**Placement Options**) to a number of sophisticated and professional investors being the shares issued under the placement to raise gross proceeds of \$8,000,000 (**Placement**). Given the constraints imposed by Listing Rule 7.1, The Company issued 87,789,962 Tranche 1 Placement Shares on 15 May 2024, with the remaining 45,543,371 Tranche 2 Placement Shares to be issued by the Company following (but subject to) shareholder approval of Resolution 5. In addition, the Company also agreed to issue 133,333,333 options the terms of which are set out in Annexure A (**Placement Options**). The Placement Options are proposed to be issued by the Company following (but subject to) Shareholder approval of this Resolution 6.

The purpose of this Resolution 6 is to seek Shareholder approval of the proposed issuance of 133,333,333 Placement Options under and for the purposes of Listing Rule 7.1, the terms of which are set out in Annexure A (**Placement Options**).

Any funds raised from the exercise of these Placement Options will be used by the Company for working capital purposes.

7.2 Listing Rule information

As noted above, the Company agreed to issue a total of 133,333,333 Placement Shares and 133,333,333 Placement Options to a number of sophisticated and professional investors to raise gross proceeds of \$8 million (**Placement**). Given the constraints imposed by Listing Rule 7.1 however, the Company issued only 87,789,962 Placement Shares and the issue of the remaining Placement Shares and all of the Placement Options is subject to shareholder approval.

Broadly speaking, and subject to a number of exceptions, Listing Rule 7.1 limits the amount of equity securities that a listed company can issue without the approval of its shareholders over any 12 month period to 15% of the fully paid ordinary shares that the listed entity had on issue 12 months prior to the proposed issuance.

Since the proposed issue of the 133,333,333 Placement Options does not fit within any of the exceptions to Listing Rule 7.1, and exceeds the 15% limit in Listing Rule 7.1, it therefore requires the approval of Shareholders under Listing Rule 7.1..

If this Resolution 6 is passed by Shareholders, the issue the subject of this resolution will proceed without using up any of the Company's placement capacity under Listing Rule 7.1. However, if this Resolution 6 is not passed by Shareholders it may still proceed, however if it does proceed, it will reduce the Company's available Listing Rule 7.1 placement capacity by 133,333,333 for the following 12 months.

The following information is provided to Shareholders for the purposes of satisfying the disclosure requirements in Listing Rule 7.3:

Listing Rule	Required information
7.3.1	<p>The Company is proposing to issue Placement Options to sophisticated and professional investors. The proposed placees are clients of the Joint Lead Managers, existing shareholders and sophisticated investors introduced to the Company by Directors and existing shareholders. None of the placees are considered to be material investors.</p> <p>Bell Potter Securities Limited and Shaw and Partners Limited have acted as Joint Lead Managers to the Placement.</p>

	None of the places under the Placement were related parties of the Company or Associates of related parties of the Company.
7.3.2	The Company is proposing to issue 133,333,333 Placement Options.
7.3.3	The terms of the Placement Options are set out in Annexure A.
7.3.4	The Company is proposing to issue the Placement Options as soon as possible following receipt of Shareholder approval and shortly after 26 th June 2024 and in any event will be issued on the date which is within 3 months from the date of the Meeting.
7.3.5	The Placement Options will be issued to sophisticated and professional investors for nil cash consideration. However, any funds raised from the exercise of any Placement Options will be used by the Company for working capital purposes.
7.3.6	Please refer to Section 7.1 for the purpose of the issue the subject of Resolution 6.
7.3.7	The terms of the Placement Options are set out in Annexure A.
7.3.8	N/A
7.3.9	Please refer to the relevant voting exclusion statement included in the Notice.

7.3 Board recommendation

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

8. RESOLUTION 7 – APPROVAL OF PROPOSED ISSUE OF ADDITIONAL PLACEMENT SHARES

8.1 Background

As announced by the Company to the ASX on 9 May 2024, the Company agreed to issue a total of 133,333,333 Shares (**Placement Shares**) and 133,333,333 Options (**Placement Options**) to a number of sophisticated and professional investors being the shares issued under the placement to raise gross proceeds of \$8,000,000 (**Placement**). In addition, the Company agreed to issue a total of 41,666,667 Additional Placement Shares at the Placement Price of \$0.06 per share and 41,666,667 Additional Placement Options, to Claymore Capital Pty Limited (**Claymore**) subject to the satisfaction of the Conditions Precedent including shareholder approval and Claymore being satisfied (acting reasonably) that the proceeds of the Placement (including Tranche 2 Placement shares) are sufficient to complete construction of the Mt. Boppy Gold Mine and restart production.

Given the constraints imposed by Listing Rule 7.1, The Company issued 87,789,962 Tranche 1 Placement Shares on 15 May 2024, with the remaining 45,543,371 Tranche 2 Placement Shares to be issued by the Company following (but subject to) shareholder approval of Resolution 5. In addition, the Company also agreed to issue 41,666,667 Additional Placement Shares. The Additional Placement Shares are proposed to be issued by the Company following (but subject to) Shareholder approval of this Resolution 7.

The purpose of this Resolution 7 is to seek Shareholder approval of the proposed issuance of 41,666,667 Additional Placement Shares under and for the purposes of Listing Rule 7.1.

Any funds raised from the issue of these Additional Placement Shares will be used by the Company for working capital purposes.

8.2 Listing Rule information

As noted above, the Company agreed to issue a total of 41,666,667 Additional Placement Shares at the Placement Price of \$0.06 per share, to Claymore Capital Pty Limited (**Claymore**) subject to the satisfaction of the Conditions Precedent including shareholder approval and Claymore being satisfied (acting reasonably) that the proceeds of the Placement (including Tranche 2 Placement shares) are sufficient to complete construction of the Mt. Boppy Gold Mine and restart production to raise a further \$2.5 million. Given the constraints imposed by Listing Rule 7.1 however, the additional Placement Shares are subject to shareholder approval.

Broadly speaking, and subject to a number of exceptions, Listing Rule 7.1 limits the amount of equity securities that a listed company can issue without the approval of its shareholders over any 12 month period to 15% of the fully paid ordinary shares that the listed entity had on issue 12 months prior to the proposed issuance.

Since the proposed issue of the 41,666,667 Additional Placement Shares does not fit within any of the exceptions to Listing Rule 7.1, and exceeds the 15% limit in Listing Rule 7.1, it therefore requires the approval of Shareholders under Listing Rule 7.1.

If this Resolution 7 is passed by Shareholders, the issue the subject of this resolution will proceed without using up any of the Company's placement capacity under Listing Rule 7.1. However, if this Resolution 7 is not passed by Shareholders it may still proceed, however if it does proceed, it will reduce the Company's available Listing Rule 7.1 placement capacity by 41,666,667 Additional Placement Shares for the following 12 months.

The following information is provided to Shareholders for the purposes of satisfying the disclosure requirements in Listing Rule 7.3:

Listing Rule	Required information
7.3.1	The Company is proposing to issue the Additional Placement Shares to Claymore Capital Pty Limited.
7.3.2	The Company is proposing to issue 41,666,667 Additional Placement Shares.
7.3.3	N/A
7.3.4	The Company is proposing to issue the Additional Placement Shares to Claymore Capital Pty Limited as soon as possible following satisfaction of the conditions precedent shortly after 26 th June 2024 and in any event should be issued on a date which is within 3 months from the date of the Meeting.
7.3.5	The Additional Placement Shares will be issued for \$0.06 per share.
7.3.6	Please refer to Section 8.1 for the purpose of the issue the subject of Resolution 7.
7.3.7	N/A
7.3.8	N/A
7.3.9	Please refer to the relevant voting exclusion statement included in the Notice.

8.3 Board recommendation

The Directors recommend that Shareholders vote in favour of Resolution 7.

9. RESOLUTION 8 – APPROVAL OF PROPOSED ISSUE OF ADDITIONAL PLACEMENT OPTIONS

9.1 Background

As announced by the Company to the ASX on 9 May 2024, the Company agreed to issue a total of 133,333,333 Shares (**Placement Shares**) and 133,333,333 Options (**Placement Options**) to a number of sophisticated and professional investors being the shares issued under the placement to raise gross proceeds of \$8,000,000 (**Placement**). In addition, the Company agreed to issue a total of 41,666,667 Additional Placement Shares at the Placement Price of \$0.06 per share and 41,666,667 Additional Placement Options, to Claymore Capital Pty Limited (**Claymore**) subject to the satisfaction of the Conditions Precedent including shareholder approval and Claymore being satisfied (acting reasonably) that the proceeds of the Placement (including Tranche 2 Placement shares) are sufficient to complete construction of the Mt. Boppy Gold Mine and restart production.

Given the constraints imposed by Listing Rule 7.1, The Company issued 87,789,962 Tranche 1 Placement Shares on 15 May 2024, with the remaining 45,543,371 Tranche 2 Placement Shares to be issued by the Company following (but subject to) shareholder approval of Resolution 5. In addition, the Company also agreed to issue 41,666,667 Additional Placement Shares and 41,666,667 Additional Placement Options the terms of which are set out in Annexure A (Additional Placement Options). The Additional Placement Options are proposed to be issued by the Company following (but subject to) Shareholder approval of this Resolution 8.

Any funds raised from the exercise of these Placement Options will be used by the Company for working capital purposes.

Since the Company wishes to preserve its future issuance capacity under Listing Rule 7.1 (which will be entirely refreshed assuming that Shareholders pass all 7 Resolutions), the purpose of this Resolution 8 is to seek Shareholder approval of the proposed issuance of Placement under and for the purposes of Listing Rule 7.1.

9.2 Listing Rule information

As noted above, the Company agreed to issue a total of 41,666,667 Additional Placement Options to Claymore Capital Pty Limited (**Claymore**) subject to the satisfaction of the Conditions Precedent. Given the constraints imposed by Listing Rule 7.1 however, the Additional Placement Options is subject to shareholder approval.

Broadly speaking, and subject to a number of exceptions, Listing Rule 7.1 limits the amount of equity securities that a listed company can issue without the approval of its shareholders over any 12 month period to 15% of the fully paid ordinary Options that the listed entity had on issue 12 months prior to the proposed issuance.

Since the proposed issue of the 41,666,667 Additional Placement Options does not fit within any of the exceptions to Listing Rule 7.1, and exceeds the 15% limit in Listing Rule 7.1, it therefore requires the approval of Shareholders under Listing Rule 7.1..

If this Resolution 8 is passed by Shareholders, the issue the subject of this resolution will proceed without using up any of the Company's placement capacity under Listing Rule 7.1. However, if this Resolution 8 is not passed by Shareholders it may still proceed, however if it does proceed, it will reduce the Company's available Listing Rule 7.1 placement capacity by 41,666,667 Additional Placement Options for the following 12 months.

The following information is provided to Shareholders for the purposes of satisfying the disclosure requirements in Listing Rule 7.3:

Listing Rule	Required information
7.3.1	The Company is proposing to issue the Placement Options to Claymore Capital Pty Limited.
7.3.2	The Company is proposing to issue 41,666,667 Placement Options (the terms of which are set out in Annexure A).
7.3.3	The terms of the Additional Placement Options are set out in Annexure A.
7.3.4	The Company is proposing to issue the Additional Placement Options to Claymore Capital Pty Limited as soon as possible following satisfaction of the conditions precedent shortly after 26 th June 2024 and in any event should be issued on a date which is within 3 months from the date of the Meeting.
7.3.5	The Placement Options will be issued for nil cash consideration. However, any funds raised from the exercise of any Placement Options will be used by the Company for working capital purposes.
7.3.6	Please refer to Section 9.1 for the purpose of the issue the subject of Resolution 8.
7.3.7	N/A
7.3.8	N/A
7.3.9	Please refer to the relevant voting exclusion statement included in the Notice.

9.3 Board recommendation

The Directors recommend that Shareholders vote in favour of Resolution 8.

10. RESOLUTION 9 –APPROVAL OF PROPOSED ISSUE OF FINANCIER OPTIONS

10.1 Background

On 8th September 2023, the Company announced that TransAsia Private Capital Limited (**TranAsia**) had agreed to extend the maturity date of the Company’s existing US\$10.1 million debt facility (Debt Facility) to 30 September 2024 (**Extension**). TransAsia also agreed to:

- waive any and all early repayment penalties if the Company were to repay the Debt Facility before the above noted (revised) maturity date; and
- remove any and all obligations included in the Debt Facility which required the Company to enter into hedging arrangements in relation to its expected future production.

In consideration for the Extension and the other revisions to the Debt Facility referred to above, the Company agreed to issue TransAsia (or its nominee) with an initial tranche of 10,000,000 Financier Options on or shortly after the date of the AGM. Additional tranches were agreed to be issued at 5million options where monies are still owing under the facility on each of the 6th January 2024, 31 March 2024 and 30 June 2024 (**Relevant Dates**).

The Company has issued the initial tranche of 10 million options and the April 2024 tranche of 5 million options. The Company proposes to issue the June 2024 tranche of 5,000,000 options on the terms and conditions noted in Annexure A.

The purpose of this Resolution 9 is to seek Shareholder approval of the proposed issuance of the above noted initial issuance of Financier Options to TransAsia under and for the purposes of Listing Rule 7.1.

10.2 Listing Rule information

As noted above, the Company proposes to issue 5,000,000 Financier Options to TransAsia (or its nominee) on or shortly after 30 June 2024 in part consideration for TransAsia agreeing to the Extension and the other revisions to the Debt Facility referred to in Section 10.1.

Broadly speaking, and subject to a number of exceptions, Listing Rule 7.1 limits the amount of equity securities that a listed company can issue without the approval of its shareholders over any 12 month period to 15% of the fully paid ordinary shares that the listed entity had on issue 12 months prior to the proposed issuance.

Since the proposed issue of the 5,000,000 Financier Options does not fit within any of the exceptions to Listing Rule 7.1, it will effectively use up part of the 15% limit in Listing Rule 7.1, thereby reducing the Company's capacity to issue further equity securities without approval under that rule by the number of Financier Options issued for the 12 months following their issue.

The Company wishes to retain as much flexibility as possible to issue additional equity securities in the future without having to obtain approval for such future issues under Listing Rule 7.1. To this end, Resolution 9 seeks Shareholder approval under Listing Rule 7.1 for the future issue of a 5,000,000 Financier Options to TransAsia Private Capital Limited (or its nominee) to occur shortly after 30 June 2024 and in any event within 3 months from the date of the Meeting.

If Resolution 9 is passed by Shareholders, the issue of 5,000,000 Financier Options will be excluded in calculating the Company's 15% capacity to issue equity securities under Listing Rule 7.1 without Shareholder approval over the following 12 months. If this Resolution is not passed, the issue of these Financier Options will continue to be included in calculating the Company's 15% capacity to issue equity securities for the 12 months following their issue.

The following information is provided to Shareholders for the purposes of satisfying the disclosure requirements in Listing Rule 7.3:

Listing Rule	Required information
7.3.1	The Company is proposing to issue Financier Options to TA Private Capital Security Agent Ltd (as nominee for TransAsia).
7.3.2	The Company is proposing to issue 5,000,000 Financier Options to TA Private Capital Security Agent Ltd (as nominee for TransAsia).
7.3.3	The terms of the Financier Options are set out in Annexure A.
7.3.4	The Company is proposing to issue the Financier Options to TA Private Capital Security Agent Ltd (as nominee for TransAsia Private Capital Ltd) as soon as possible following receipt of Shareholder approval and shortly after 30 June 2024 and in any event will be issued on the date which is within 3 months from the date of the Meeting.
7.3.5	The Financier Options will be issued to TA Private Capital Security Agent Ltd (as nominee for TransAsia) for nil cash consideration. However, any funds raised from the exercise of any Financier Options will be used by the Company for working capital purposes.
7.3.6	Please refer to Section 10.1 for the purpose of the issue the subject of Resolution 9.
7.3.7	The Financier Options are to be issued to TA Private Capital Security Agent Ltd (as nominee for TransAsia) in consideration of the extension of the Debt Facility. Please refer to Section 10.1 for the terms of the extension.

7.3.8	N/A
7.3.9	Please refer to the relevant voting exclusion statement included in the Notice.

10.3 Board recommendation

The Directors recommend that Shareholders vote in favour of Resolution 9.

11. RESOLUTION 10 – APPROVAL OF PROPOSED ISSUE OF SHARES AND OPTIONS TO ANTHONY MCPAUL

11.1 Background

The Company has agreed, subject to shareholder approval, to issue 620,944 Shares and 620,944 Options to Mr Anthony McPaul, a non-executive Director, (or his nominee) in lieu of \$37,256.60 in cash payments of Directors’ fees accrued over the period December 2023 to June 2024 resulting in cash being retained in the Company and demonstrating a commitment to the future success of the Company.

The issue of shares and options to Anthony McPaul, the subject of Resolution 10, requires Shareholder approval under Listing Rule 10.11 for the reasons set out below.

11.2 Listing Rule information

ASX Listing Rule 10.11 provides that unless one of the exceptions in ASX Listing Rule 10.12 applies, a listed company must not issue or agree to issue equity securities to:

- **LR 10.11.1**: a Related Party;
- **LR 10.11.2**: a person who is, or was at any time in the 6 months before the issue or agreement, a “substantial (30%+)” holder in the company;
- **LR 10.11.3**: a person who is, or was at any time in the 6 months before the issue or agreement, a “substantial (10%+)” holder in the company and who has nominated a director to the board of the company pursuant to a relevant agreement which gives them a right or expectation to do so;
- **LR 10.11.4**: an Associate of a person referred to in Listing Rules 10.11.1 to 10.11.3; or
- **LR 10.11.5**: a person whose relationship with the company or a person referred to in Listing Rules 10.11.1 to 10.11.4 is such that, in ASX’s opinion, the issue or agreement should be approved by its shareholders, unless it obtains the approval of its shareholders.

As Mr Anthony McPaul is a Director of the Company, he is a related party to whom Listing Rule 10.11.1 applies and because the proposed issue of securities the subject of Resolution 10 does not fall within any of the exceptions to Listing Rule 10.11 (which are set out in Listing Rule 10.12), Shareholder approval under Listing Rule 10.11 is required.

If Resolution 10 is passed, it will have the effect of allowing the Company to issue 620,944 Shares and 620,944 Options to Anthony McPaul (or their nominee) in lieu of \$37,256.60 in cash payments of Directors’ fees accrued over the period January 2024 to June 2024. If Resolution 10 is not passed, the Company will not be able to proceed with the proposed issue of shares and options in such circumstances and Mr McPaul will receive a cash payment of \$37,256.60.

To the above noted ends, the Company is seeking Shareholder approval for the proposed issue of 620,944 Shares and 620,944 Options to Anthony McPaul, or his nominee for the purposes of Listing Rule 10.11. The following information is provided to Shareholders for the purposes

of satisfying the disclosure requirements in Listing Rule 10.13:

Listing Rule	Required information
10.13.1	The name of the person the subject of Resolution 10 is Anthony McPaul, a non-executive Director.
10.13.2	Since the definition of “Related Party” includes a director of a listed entity, Mr McPaul is a person to whom Listing Rule 10.11.1 applies.
10.13.3	The Company is proposing to issue a total of 620,944 Fully Paid Ordinary Shares and 620,944 Options to Mr Anthony McPaul or his nominee.
10.13.4	The terms of the Options are in line with the terms of the Placement Options and are set out in Annexure A.
10.13.5	The Company expects that the Shares and Options the subject of Resolution 10 will be granted immediately after the passage of Resolution 10 and in any event the Company will do so no later than 1 month after the date of the Meeting.
10.13.6	The Shares the subject of Resolution 10 will be issued for nil cash consideration at a deemed issue price of \$0.06 per share. The Options the subject of Resolution 10 will be issued for nil cash consideration. The terms of the Options are in line with the terms of the Placement Options and are set out in Annexure A.
10.13.7	The Shares the subject of Resolution 10 will be issued for nil cash consideration at a deemed issue price of \$0.06 per share. The Options the subject of Resolution 10 will be issued for nil cash consideration. However, any funds raised from the exercise of the Options will be used by the Company for working capital purposes. The Shares and Options will be issued in lieu of \$37,256.60 in cash payments for Directors’ fees accrued.
10.13.8	Mr McPaul has a current total remuneration package of \$65,000 per annum and is entitled to Director’s fee of \$37,256 (excluding GST) in relation to the 6.5 month period December 2023 to June 2024.
10.13.9	The Shares and Options the subject of Resolution 10 will be issued for nil cash consideration at a deemed issue price of \$0.06 per share in lieu of \$37,256.60 in cash payments of Directors’ fees accrued. Refer Section 11.1 above.
10.13.10	Please refer to the relevant voting exclusion statement included in the Notice of Meeting.

11.3 Chapter 2E of the Corporations Act – Financial benefits

Chapter 2E of the Corporations Act prohibits a public company from giving a financial benefit to a Related Party of a public company unless either:

- a) the giving of the financial benefit falls within one of the exceptions to the provisions;
or
- b) prior Shareholder approval is obtained to the giving of the financial benefit.

A ‘Related Party’ is defined widely in section 228 of the Corporations Act and includes, relevantly, a director (or proposed director) of a public company, any entity that controls (or is reasonably likely to control) a public company, and any entity that is controlled by a person or entity which is otherwise a Related Party, or there are reasonable grounds to believe that a person/entity is likely to become a Related Party of the public company.

A ‘financial benefit’ for the purposes of the Corporations Act is defined widely and includes the public company paying money or issuing securities to a Related Party. In determining whether or not a financial benefit is being given, it is necessary to look to the economic and commercial substance and effect of what the public company is doing (rather than just the legal form). Any consideration which is given for the financial benefit is to be disregarded, even if it is full or adequate.

Resolution 10, if passed, will confer a financial benefit on Mr McPaul (who, as discussed above, is a Related Party of the Company). However, the Shares and Options for which approval is being sought are proposed to be issued in lieu of cash remuneration which would otherwise be payable to Mr McPaul and will not be issued in addition to his cash salaries. On this basis, the Directors are of the view that the issue of the Shares and Options to Mr McPaul, in lieu of cash payments, constitutes reasonable remuneration within the exception set out in section 211 of the Corporations Act.

Accordingly, the Directors are not seeking Shareholder approval under Chapter 2E of the Corporations Act for Resolution 10.

11.4 Board recommendation

The Directors (with Mr Anthony McPaul abstaining) recommend that Shareholders vote in favour of Resolution 10.

12. RESOLUTION 11 – APPROVAL OF PROPOSED ISSUE OF SHARES AND OPTIONS TO JOHN SETON

12.1 Background

The Company has agreed, subject to shareholder approval, to issue 541,667 Shares and 541,667 Options to Mr John Seton, a non-executive Director (or his nominee), in lieu of \$32,500 in cash payments of Directors’ fees accrued over the period July 2023 to December 2023 resulting in cash being retained in the Company and demonstrating a commitment to the future success of the Company.

The issue of shares and options to John Seton, the subject of Resolution 11, requires Shareholder approval under Listing Rule 10.11 for the reasons set out below.

12.2 Listing Rule information

ASX Listing Rule 10.11 provides that unless one of the exceptions in ASX Listing Rule 10.12 applies, a listed company must not issue or agree to issue equity securities to:

- **LR 10.11.1**: a Related Party;
- **LR 10.11.2**: a person who is, or was at any time in the 6 months before the issue or agreement, a “substantial (30%+)” holder in the company;
- **LR 10.11.3**: a person who is, or was at any time in the 6 months before the issue or agreement, a “substantial (10%+)” holder in the company and who has nominated a director to the board of the company pursuant to a relevant agreement which gives them a right or expectation to do so;
- **LR 10.11.4**: an Associate of a person referred to in Listing Rules 10.11.1 to 10.11.3; or
- **LR 10.11.5**: a person whose relationship with the company or a person referred to in Listing Rules 10.11.1 to 10.11.4 is such that, in ASX’s opinion, the issue or agreement should be approved by its shareholders, unless it obtains the approval of its shareholders.

As Mr John Seton is a Director of the Company, he is a related party to whom Listing Rule

10.11.1 applies and because the proposed issue of securities the subject of Resolution 11 does not fall within any of the exceptions to Listing Rule 10.11 (which are set out in Listing Rule 10.12), Shareholder approval under Listing Rule 10.11 is required.

If Resolution 11 is passed, it will have the effect of allowing the Company to issue 541,667 Shares and Options to John Seton (or their nominee) in lieu of \$32,500 in cash payments of Directors' fees accrued over the period January 2023 to December 2023. If Resolution 11 is not passed, the Company will not be able to proceed with the proposed issue of shares and options in such circumstances, Mr Seton will receive a cash payment of \$32,500.

To the above noted ends, the Company is seeking Shareholder approval for the proposed issue of 541,667 Shares and 541,667 Options to Mr John Seton, or his nominee for the purposes of Listing Rule 10.11. The following information is provided to Shareholders for the purposes of satisfying the disclosure requirements in Listing Rule 10.13:

Listing Rule	Required information
10.13.1	The name of the person the subject of Resolution 11 is John Seton (or his nominee), a non-executive Director.
10.13.2	Since the definition of "Related Party" includes a director of a listed entity, Mr Seton is a person to whom Listing Rule 10.11.1 applies.
10.13.3	The Company is proposing to issue a total of 541,667 Fully Paid Ordinary Shares and 541,667 Options to Mr John Seton or his nominee.
10.13.4	The terms of the Options are in line with the terms of the Placement Options and are set out in Annexure A.
10.13.5	The Company expects that the Shares and Options the subject of Resolution 11 will be granted immediately after the passage of Resolution 11 and in any event the Company will do so no later than 1 month after the date of the Meeting.
10.13.6	The Shares the subject of Resolution 11 will be issued for nil cash consideration at a deemed issue price of \$0.06 per share. The Options the subject of Resolution 11 will be issued for nil cash consideration. The terms of the Options are in line with the terms of the Placement Options and are set out in Annexure A.
10.13.7	The Shares the subject of Resolution 11 will be issued for nil cash consideration at a deemed issue price of \$0.06 per share. The Options the subject of Resolution 11 will be issued for nil cash consideration. However, any funds raised from the exercise of the Options will be used by the Company for working capital purposes. The Shares and Options will be issued in lieu of \$32,500 in cash payments for Directors' fees accrued.
10.13.8	Mr Seton has a current total remuneration package of \$65,000 per annum and is entitled to Director's fee of \$32,500 per annum (excluding GST) in relation to the 6 month period January 2024 to June 2024.
10.13.9	The Shares and Options the subject of Resolution 11 will be issued for nil cash consideration at a deemed issue price of \$0.06 per share in lieu of \$32,500 in cash payments of Directors' fees accrued. Refer Section 12.1 above.
10.13.10	Please refer to the relevant voting exclusion statement included in the Notice of Meeting.

12.3 Chapter 2E of the Corporations Act – Financial benefits

Chapter 2E of the Corporations Act prohibits a public company from giving a financial benefit to a Related Party of a public company unless either:

- c) the giving of the financial benefit falls within one of the exceptions to the provisions;
or
- d) prior Shareholder approval is obtained to the giving of the financial benefit.

A ‘Related Party’ is defined widely in section 228 of the Corporations Act and includes, relevantly, a director (or proposed director) of a public company, any entity that controls (or is reasonably likely to control) a public company, and any entity that is controlled by a person or entity which is otherwise a Related Party, or there are reasonable grounds to believe that a person/entity is likely to become a Related Party of the public company.

A ‘financial benefit’ for the purposes of the Corporations Act is defined widely and includes the public company paying money or issuing securities to a Related Party. In determining whether or not a financial benefit is being given, it is necessary to look to the economic and commercial substance and effect of what the public company is doing (rather than just the legal form). Any consideration which is given for the financial benefit is to be disregarded, even if it is full or adequate.

Resolution 11, if passed, will confer a financial benefit on Mr Seton (who, as discussed above, is a Related Party of the Company). However, the Shares and Options for which approval is being sought are proposed to be issued in lieu of cash remuneration which would otherwise be payable to Mr Seton and will not be issued in addition to his cash salaries. On this basis, the Directors are of the view that the issue of the Shares and Options to Mr Seton, in lieu of cash payments, constitutes reasonable remuneration within the exception set out in section 211 of the Corporations Act.

Accordingly, the Directors are not seeking Shareholder approval under Chapter 2E of the Corporations Act for Resolution 11.

12.4 Board recommendation

The Directors (with Mr John Seton abstaining) recommend that Shareholders vote in favour of Resolution 11.

13. RESOLUTION 12 – APPROVAL OF PROPOSED ISSUE OF ADVISER OPTIONS

13.1 Background

As announced to the market on 9th April 2024, the Company appointed Burnvoir Corporate Finance Ltd to assist in exploring a range of financing initiatives to facilitate near-term gold and silver production at Mt Boppy and Wonawinta. The terms of the engagement provided for the issue of 5,000,000 options (Adviser Options) subject to shareholder approval. Any funds raised from the exercise of the Adviser Options will be used by the Company for working capital purposes.

The purpose of this Resolution 12 is to seek Shareholder approval of the proposed issuance of 5,000,000 Adviser Options under and for the purposes of Listing Rule 7.1.

13.2 Listing Rule information

As noted above, limits the amount of equity securities that a listed company can issue without the approval of its shareholders over any 12 month period to 15% of the fully paid ordinary shares that the listed entity had on issue 12 months prior to the proposed issuance.

The proposed issue of 5,000,000 options (Adviser Options) does not fit within any of the exceptions to Listing Rule 7.1 and exceeds the 15% limit in Listing Rule 7.1, it therefore requires the approval of Shareholders under Listing Rule 7.1.

If this Resolution 12 is passed by Shareholders, the issue the subject of this resolution will proceed without using up any of the Company's placement capacity under Listing Rule 7.1. However, if this Resolution 12 is not passed by Shareholders it may still proceed, however if it does proceed, it will reduce the Company's available Listing Rule 7.1 placement capacity by 5,000,000 for the following 12 months. The following information is provided to Shareholders for the purposes of satisfying the disclosure requirements in Listing Rule 7.3:

Listing Rule	Required information
7.3.1	The Company is proposing to issue the Adviser Options to Burnvoir Corporate Finance Ltd (or its nominee).
7.3.2	The Company is proposing to issue 5,000,000 Adviser Options (the terms of which are set out in Annexure A) to Burnvoir Corporate Finance Ltd (or its nominee).
7.3.3	The terms of the Adviser Options are set out in Annexure A.
7.3.4	The Company expects that the Adviser Options the subject of this Resolution 12 will be issued on 26 June 2024 and in any event will be issued on before 5pm (Sydney time) on the date which is 3 months from the date of the Meeting.
7.3.5	The Adviser Options will be issued for nil cash consideration at an exercise price of \$0.107 per option. However, any funds raised from the exercise of any Adviser Options will be used by the Company for working capital purposes.
7.3.6	Please refer to Section 13.1 for the purpose of the issue the subject of Resolution 12.
7.3.7	The Adviser Options are being issued to Burnvoir Corporate Finance Ltd pursuant to the terms of the Corporate Adviser Engagement letter which allows for the payment of the Advisory fee of \$AU15,000 per month for 6 months via the issue of shares at the price of the 5 day VWAP immediately prior to the Commencement Date (being \$0.0746 per share) and for the issue of 5,000,000 Adviser Options with an expiry of 3 April 2027 and an exercise price of \$0.107.
7.3.8	N/A
7.3.9	Please refer to the relevant voting exclusion statement included in the Notice.

13.3 Board recommendation

The Directors recommend that Shareholders vote in favour of Resolution 12.

14. RESOLUTION 13 – APPROVAL OF PROPOSED ISSUE OF ADVISER SHARES

14.1 Background

As announced to the market on 9th April 2024, the Company appointed Burnvoir Corporate Finance Ltd to assist in exploring a range of financing initiatives to facilitate near-term gold and silver production at Mt Boppy and Wonawinta. The terms of the engagement provided for the payment of the Advisory fee of \$AU15,000 per month for 6 months via the issue of shares at the price of the 5 day VWAP immediately prior to the Commencement Date (being \$0.0746 per share).

The purpose of this Resolution 13 is to seek Shareholder approval of the proposed issuance of

1,327,077 Adviser Shares under and for the purposes of Listing Rule 7.1.

14.2 Listing Rule information

As noted above, limits the amount of equity securities that a listed company can issue without the approval of its shareholders over any 12 month period to 15% of the fully paid ordinary shares that the listed entity had on issue 12 months prior to the proposed issuance.

The proposed issue of 1,327,077 Shares (Adviser Shares) does not fit within any of the exceptions to Listing Rule 7.1 and exceeds the 15% limit in Listing Rule 7.1, it therefore requires the approval of Shareholders under Listing Rule 7.1.

If this Resolution 13 is passed by Shareholders, the issue the subject of this resolution will proceed without using up any of the Company's placement capacity under Listing Rule 7.1. However, if this Resolution 13 is not passed by Shareholders it may still proceed, however if it does proceed, it will reduce the Company's available Listing Rule 7.1 placement capacity by 1,327,077 Shares for the following 12 months. The following information is provided to Shareholders for the purposes of satisfying the disclosure requirements in Listing Rule 7.3:

Listing Rule	Required information
7.3.1	The Company is proposing to issue the Adviser Shares to Burnvoir Corporate Finance Ltd (or its nominee).
7.3.2	The Company is proposing to issue 1,327,077 Adviser Shares to Burnvoir Corporate Finance Ltd (or its nominee).
7.3.3	N/A
7.3.4	The Company expects that the Adviser Shares the subject of this Resolution 13 will be issued on 26 June 2024 and in any event will be issued on before 5pm (Sydney time) on the date which is 3 months from the date of the Meeting.
7.3.5	The Adviser Shares will be issued for nil cash consideration at a deemed issue price of \$0.0746 per share.
7.3.6	Please refer to Section 14.1 for the purpose of the issue the subject of Resolution 13.
7.3.7	The Adviser Shares are being issued to Burnvoir Corporate Finance Ltd pursuant to the terms of the Corporate Adviser Engagement letter which allows for the payment of the Advisory fee of \$AU15,000 per month for 6 months via the issue of shares at the price of the 5 day VWAP immediately prior to the Commencement Date (being \$0.0746 per share) and for the issue of 5,000,000 Adviser Options with an expiry of 3 April 2027 and an exercise price of \$0.107.
7.3.8	N/A
7.3.9	Please refer to the relevant voting exclusion statement included in the Notice.

14.3 Board recommendation

The Directors recommend that Shareholders vote in favour of Resolution 13.

15. FURTHER INFORMATION

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

SCHEDULE 1 – GLOSSARY

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.

Automic means Automic Pty Ltd, the Company's share registry.

Board means the board of Directors.

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

Company Secretary means the Company's company secretary, Ms Toni Gilholme.

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

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

Director means a director of the Company.

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

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

Notice means the notice of the Meeting.

Option means any of the Adviser Options, the Financier Options or the Placement Options, as the context requires.

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

Resolution means a resolution contained in the Notice.

Schedule means a schedule to this Explanatory Memorandum.

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

Shareholder means a holder of Shares.

ANNEXURE A – TERMS OF OPTIONS

Company	Manuka Resources Limited ACN 611 963 225.
Options	Each Option entitles its holder to subscribe for one Share in the Company: <ul style="list-style-type: none"> • at the (relevant) Exercise Price; and • at any time on or before the (relevant) Expiry Date.
Premium	All Options have been (or will be) issued for nil cash consideration.
Exercise Price	The Exercise Price for: <ul style="list-style-type: none"> • the Short-term Financier Options is \$0.0574 • the Placement Options is \$0.06 • the Additional Placement Options is \$0.06 • the Financier Options is the 5-day VWAP plus 10% premium immediately prior to the Relevant Date per Option; • the Adviser Options is A\$0.107
Expiry Date	The Expiry Date for: <ul style="list-style-type: none"> • the Short-term Financier Options is 12 months from the relevant Date; • the Placement Options is 15th May 2026 • the Additional Placement Options is 15th May 2026 • the Financier Options is 24 months from the Relevant Date; • the Adviser Options is 3rd April 2027
Exercise Period	All Options are exercisable at any time on or prior to their Expiry Date.
Vesting	All Options vest immediately.
Exercise Notice	The holder of Options may exercise their Options by delivering to the Company, at any time on or before the (relevant) Expiry Date: <ul style="list-style-type: none"> • a written notice of exercise specifying the number of Options to be exercised; and • evidence of an electronic funds transfer having been made for the (relevant) Exercise Price for each Option being exercised.
Issue of Shares	Within 10 business days of the receipt of the Exercise Notice (accompanied by receipt of the Exercise Price per Option being exercised), the Company will issue the required number of Shares to the holder of the Options being exercised.
Ranking	Shares issued on exercise of Options will rank equally with (then) existing ordinary shares of the Company.
Quotation	The Company will only apply for quotation of the options on ASX subject to the receipt of shareholder approval, the satisfaction of all applicable ASX requirements and following the preparation and issuance of a transaction-specific prospectus. The Company will however apply for quotation of any Shares issued following the exercise of Options as required by the Listing Rules (and will also do all other things to ensure that the newly issued Shares are able to be freely traded on ASX).
Participation in New Issues	None of the Options entitle its holder to participate in any new issue of securities in the Company unless the Option is exercised before the record date for determining entitlements to that new issue (if applicable) and the holder

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