

21 July 2025



Dear Shareholder

Fully Underwritten Non-Renounceable Entitlement Offer Letter to Ineligible Shareholders

On 8 July 2025, Manuka Resources Ltd ACN 611 963 225 (ASX: MKR) (**Company**) announced that it was conducting a fully underwritten non-renounceable entitlement offer of new shares in the Company (each, a **New Share**) to Eligible Shareholders at an offer price of \$0.043 per New Share to raise approximately \$8 million (**Entitlement Offer**).

Eligible Shareholders are those persons who:

- are registered as a holder of Shares in the Company as at 7pm (Sydney time) on Thursday, 17 July 2025;
- have a registered address on the Company's share register in Australia or New Zealand;
- are not in the United States and are not acting for the account or benefit of a person in the United States; and
- can make (and by submitting their Entitlement and Acceptance Form) will be deemed to have made the representations set out in Section 2.7 of the Offer Booklet.

Shareholders who are not Eligible Shareholders for the purposes of the Entitlement Offer are regarded by the Company to be **Ineligible Shareholders**.

The Company has determined, pursuant to section 9A of the *Corporations Act 2001* (Cth) (**Corporations Act**) and Listing Rule 7.7.1(a), that it would be unreasonable to extend the Entitlement Offer to Shareholders in any country other than Australia and New Zealand. This is due to the legal and regulatory requirements in other countries and the expected costs to the Company of complying with these requirements, compared with the number of Shareholders in those other countries, the number of shares in the Company that they hold and the value of New Shares which those Shareholders would otherwise have been entitled to subscribe for.

Unfortunately, according to the Company's records, you do not satisfy the eligibility criteria for an Eligible Shareholder. Accordingly, in compliance with Listing Rule 7.7.1(b) and section 9A(3) of the Corporations Act, the Company wishes to advise you that it will not be extending the Entitlement Offer to you and you will not be able to subscribe for New Shares.

Please do not hesitate to contact the Company on 02 7253 2020 if there are any queries.

Yours faithfully

Dennis Karp
Executive Chairman

For personal use only

Important information

This letter does not constitute an offer to sell, or a solicitation of an offer to buy, securities in the United States or to any person that is, or is acting for the account or benefit of, a "U.S. person" (as defined in Regulation S under the U.S. Securities Act of 1933 (**U.S. Securities Act**)) (**U.S. Person**) or in any other jurisdiction in which such an offer would be illegal. The securities to be offered and sold under the Entitlement Offer have not been, and will not be, registered under the U.S. Securities Act or the securities laws of any state or other jurisdiction of the United States. Accordingly, no New Shares (or any entitlements thereto) may be offered or sold, directly or indirectly, in the United States or to any person that is, or is acting for the account or benefit of, a U.S. Person unless they have been registered under the Securities Act (which the Company has no obligation to do or procure) or are offered or sold pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities Act and the securities laws of any applicable state or other jurisdiction of the United States. This letter may not be released or distributed in the United States or to U.S. Persons.

Forward-looking statements

This letter includes certain forward-looking statements. Forward-looking statements can generally be identified by the use of forward-looking words such as "may", "will", "expect", "intend", "plan", "estimate", "anticipate", "believe", "continue", "objective", "outlook", "guidance" or other similar words and include statements regarding plans, strategies and objectives of management, trends and outlook. Indications of, and guidance on, future earnings and financial position and performance are also forward-looking statements. These forward-looking statements involve known and unknown risks, uncertainties and other factors that may cause the Company's actual results, performance and achievements to differ materially from any future results, performance or achievements expressed or implied by these forward-looking statements. Forward-looking statements are based upon management's good faith assumptions relating to the financial, market, regulatory and other relevant environments that will exist and affect the Company's business and operations in the future. The Company cannot give any assurance that the assumptions upon which management based its forward-looking statements will prove to be correct or that the Company's business and operations will not be affected by other factors not currently foreseeable by management or beyond its control. Any forward-looking statements contained in this letter speak only as of the date of this letter.