

MANUKA RESOURCES LIMITED
ACN 611 963 225

**NOTICE OF 2020 ANNUAL
GENERAL MEETING**

An annual general meeting of Manuka Resources Limited will be held at Suite 405 Level 4, Grafton Bond Building, 201 Kent Street, Sydney NSW on Wednesday, 25 November 2020 at 12:30pm (Sydney time)

This Notice should be read in its entirety. If a Shareholder is in any doubt as to how they should vote on the Resolutions contained in this Notice, they should seek advice from their accountant, solicitor or other professional adviser without delay and prior to voting.

Should you wish to discuss any matter set out in this Notice, please do not hesitate to contact the Joint Company Secretary, Mr Dennis Wilkins by telephone on +61 (0)8 9389 2111

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

MANUKA RESOURCES LTD

ACN 611 963 225

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that an annual general meeting of Shareholders of Manuka Resources Ltd will be held on Wednesday, 25 November 2020 at 12:30pm (Sydney time) as a virtual meeting via a live webcast (**Meeting**).

As a result of the potential health risks from the Coronavirus (COVID-19) pandemic, it is not currently advisable to host shareholders and members of the public in person at the AGM. The Company will therefore be holding a virtual meeting through an online webcast powered by the Company's share registry, Automic, where Shareholders will be able to watch, listen, submit written questions and vote online. Instructions on how to join the meeting and vote on the resolutions through the Automic webcast are set out in the Online Meeting Guide found on the Company's website at <https://www.manukaresources.com.au/site/agm>.

Regulation 7.11.37 of the Corporations Regulations permits the Company to specify a time, not more than 48 hours before a general 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 holders of Shares as at 8:00pm (Sydney time) on Monday, 23 November 2020 will be entitled to attend and vote at the Meeting.

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

The Resolutions set out in this Notice should be read together with the accompanying Explanatory Memorandum.

AGENDA

1. FINANCIAL STATEMENTS AND REPORTS

To receive and consider the Financial Report, together with the Directors' Report and the Auditors' Report for the financial year ended 30 June 2020.

2. RESOLUTION 1 – ADOPTION OF REMUNERATION REPORT

To consider and, if thought fit, to pass, with or without amendment, the following **advisory only resolution**:

"That, for the purpose of section 250R(2) of the Corporations Act, and for all other purposes, the Remuneration Report forming part of the Company's 2020 Annual Report be adopted."

Note: the vote on this Resolution is advisory only and does not bind the Directors or the Company.

Voting prohibition: In accordance with the Corporations Act, the Company will disregard any votes cast on Resolution 1:

- (a) by or on behalf of a member of the Key Management Personnel, details of whose remuneration are included in the Remuneration Report, or their Closely Related Parties, regardless of the capacity in which the votes are cast; or
- (b) by a person who is a member of the Key Management Personnel at the date of the Meeting, or their Closely Related Parties, as a proxy.

However, the Company will not disregard a vote if the vote is cast as a proxy for a person entitled to vote on Resolution 1:

- (a) in accordance with a direction as to how to vote on the Proxy Form; or
- (b) by the Chair pursuant to an express authorisation to exercise the proxy even if Resolution 1 is connected directly or indirectly with the remuneration of a member of Key Management Personnel.

3. RESOLUTION 2 – RE-ELECTION OF DIRECTORS (ANTHONY MCPAUL)

To consider and, if thought fit, to pass, as an ordinary resolution, the following:

"That, for the purposes of clause 13.3 of the Constitution and for all other purposes, Anthony Raymond McPaul, a Director, retires by rotation, and being eligible, is re-elected as a Director."

Dated: **26 October 2020**

By order of the Board



Dennis Wilkins
Joint Company Secretary

MANUKA RESOURCES LTD
ACN 611 963 225
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 to be held at Level 4, Grafton Bond Building, 201 Kent Street, Sydney NSW on Wednesday, 25 November 2020 at 12:30pm (Sydney time).

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

As a result of the potential health risks from the Coronavirus (COVID-19) pandemic, it is not currently advisable to host shareholders and members of the public in person at the AGM. The Company will therefore be holding a virtual meeting through an online webcast powered by the Company's share registry, Automic, where Shareholders will be able to watch, listen, submit written questions and vote online. Instructions on how to join the meeting and vote on the resolutions through the Automic webcast are set out in the Online Meeting Guide found on the Company's website at <https://www.manukaresources.com.au/site/agm>.

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 AGM materials

In accordance with the Australian Government's temporary modifications provided under the Corporations (Coronavirus Economic Response) Determination (No. 3) 2020, the Notice of Meeting, the accompanying explanatory statement and 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: <https://www.manukaresources.com.au/site/agm>. The Company has also provided the meeting materials on the Company's ASX announcements page and are therefore available through the ASX Market Announcements Platform by inserting the Company's ASX code (MKR) into the search function on www2.asx.com.au/markets/announcements.

Any Shareholders that have nominated an email address and have elected to receive electronic communications from the Company, will also receive an email to their nominated account with a link to an electronic copy of the Notice of Meeting (including the Proxy Form).

If you are unable to access the relevant meeting materials online, please contact the Company on +61 (0)412 268 114 between 9:00am and 5:00pm AEST Monday to Friday. If you wish to receive a paper copy of the meeting materials, please contact the Company on +61 (0)412 268 114 or email the Company at admin@manukaresources.com.au and the Company will mail one to you. Please remember to provide your name, address and contact phone number.

1.2 Participation at the Meeting - Shareholders

Shareholders who wish to participate in the Meeting online 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 virtual meeting.

Further instructions on how to participate in the Meeting are set out in the Online Meeting Guide on the Company's website at [www.manukaresources.com.au/agm/].

1.3 Voting procedure

In accordance with temporary modification provided under Corporations (Coronavirus Economic Response) Determination (No. 3) 2020, and recent changes to ASX Guidance, the Resolutions must be decided by a poll rather than a show of hands.

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.

An Online Meeting Guide that provides instructions for Shareholders on how to join the webcast, vote on the Resolutions and ask questions can be found on the Company's website at <https://www.manukaresources.com.au/site/agm>.

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 item of business will be by poll.

Instruction on how to vote on the resolutions via the online platform are set out in the Online Meeting Guide on the Company's website at <https://www.manukaresources.com.au/site/agm>.

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 the Company's share registry, Automic, in accordance with the instructions on the form, so that it is received by 12:30pm (AEST) on 23 November 2020.

Shareholders experiencing difficulties accessing the virtual Meeting can call the Company on +61 (0)412 268 114 on the day of the meeting to request assistance.

1.5 Shareholder questions

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

Instructions on how to submit questions are set out in the Online Meeting Guide on the Company's website at <https://www.manukaresources.com.au/site/agm>.

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 12.30pm (AEST), 24 November 2020.

The more frequently raised Shareholder issues will be addressed by the Chair during the Meeting. While there will be an allotted time for questions, the Board will endeavour to respond to as many Shareholder questions as possible. However, there may still not be enough time available at the meeting to address all the questions raised. Please note that individual responses will not be sent to Shareholders.

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. A Proxy Form is on the Company's website at <https://www.manukaresources.com.au/site/agm>. 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.

All Shareholders are invited and encouraged to attend the Meeting or, if they are unable to attend the Meeting in person, sign the Proxy Form and return it to the Company in accordance with the instructions set out on that form.

Returning the Proxy Form will not preclude a Shareholder from attending and voting at the Meeting in person.

Please note that:

- (a) a member of the Company entitled to attend and vote at the Meeting is entitled to appoint a proxy;
- (b) a proxy need not be a member of the Company; and
- (c) a member of the Company 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 23 November 2020 at 12:30pm (Sydney time), being at least 48 hours before the Meeting.

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

1.7 Electronic communication

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

2. FINANCIAL STATEMENTS AND REPORTS

In accordance with section 317 of the Corporations Act, Shareholders will be offered the opportunity to discuss the Annual Report, including the Financial Report, the Directors' Report and the Auditor's Report, for the financial year ended 30 June 2020.

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

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

- (a) discuss the Annual Report which is available online from the Company's website www.manukaresources.com.au;
- (b) ask questions about, or comment on, the management of the Company; and
- (c) ask the auditor questions about the conduct of the audit, the preparation and content of the Auditor's Report, accounting policies adopted by the Company in relation to the preparation of the financial statements and the independence of the auditor in relation to the conduct of the audit.

In addition to taking questions at the Meeting, written questions to the Company's auditor if the question is relevant to:

- (a) the content of the Auditor's Report; or
- (b) the conduct of the audit of the Annual Report to be considered at the Meeting,

may be submitted no later than 5 business days before the Meeting to the Joint Company Secretary (+61 8 9389 2111).

3. RESOLUTION 1 – ADOPTION OF REMUNERATION REPORT

3.1 General

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

The Remuneration Report has been sent to Shareholders who have made an election to receive the Annual Report. Copies of the Annual Report are available by contacting the Company's share registry or visiting the Company's website www.manukaresources.com.au.

In accordance with subsection 250R(3) of the Corporations Act, Resolution 1 is advisory only and does not bind the Directors. If Resolution 1 is not passed, the Directors will not be required to alter any of the arrangements in the Remuneration Report. However, Shareholders will have the opportunity to remove the whole Board (except the managing director) if the Remuneration Report receives a 'no' vote of 25% or more (**Strike**) at two consecutive AGM's.

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

As the Company is recently listed on ASX, the Company's Remuneration Report did not receive a Strike at the 2019 AGM. If the Remuneration Report receives a Strike at this Meeting, Shareholders should be aware that if a second Strike is received at the 2021 AGM, this may result in the re-election of the Board.

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

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

3.2 Voting on the Remuneration Report

Please refer to the voting prohibition set out in the Notice for the persons who are not entitled to vote on Resolution 1.

The Chair intends to exercise all available proxies in favour of Resolution 1.

If the Chair is appointed as your proxy and you have not specified the way the Chair is to vote on Resolution 1, by signing and returning the Proxy Form, you are considered to have provided the Chair with an express authorisation for the Chair to vote the proxy in accordance with the Chair's intention, even though the Resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel of the Company.

3.3 Board recommendation

The Directors recommend that Shareholders vote in favour of adopting the Remuneration Report.

4. RESOLUTION 2 – RE-ELECTION OF DIRECTORS (ANTHONY MCPAUL)

4.1 General

Mr Anthony McPaul was appointed as a non-executive Director on 25 November 2016.

In accordance with Listing Rule 14.4, no director of the Company may hold office (without re-election) past the third AGM following the director's appointment or 3 years, whichever period is longer. The Company's Constitution also requires that there must be an election of Directors at each AGM. Accordingly, Mr Anthony McPaul will retire by rotation and, being eligible, offers himself for re-election.

Resolution 2 is an ordinary resolution, requiring it to be passed by a simple majority of votes cast by the Shareholders entitled to vote on it.

4.2 Qualifications, experience and other material directorships

Mr Anthony McPaul is a senior mining executive with over 39 years' experience in mining operations and mineral processing. Mr McPaul has worked in and led both open cut and

underground operations and was most recently the general manager for Newcrest's Cadia Valley Operations, in Orange NSW.

Mr McPaul commenced his career as an automotive engineer and progressed to maintenance and then onto operations management at various companies, including CRA, Denehurst, MIM and more recently Newcrest. He has successfully managed a wide range of operating projects from base through to precious metals in both surface and underground mines and has been directly responsible for all aspects of production and scheduling.

Mr McPaul formally retired from Newcrest in July 2016 and has since devoted his time to non-executive and contract roles. Mr McPaul has represented Newcrest and the resources industry on many boards, such as NSW Minerals Council, NSW Minerals Council Executive Committee, and was the NSW Minerals Council representative on the Mine Safety Advisory Council. Mr McPaul has chaired many of these committees.

Mr McPaul is the current Chair of the NSW Minerals Council Board and Executive Committee and a member of the recently formed Mineral Industry Advisory Council.

Mr McPaul has formal qualifications in automotive engineering from Goulburn TAFE. Mr McPaul does not hold any current and has not held any former directorships in other listed companies in the last three years.

4.3 Board recommendation

All the Directors consider that Resolution 2 is in the best interests of the Company, as Mr McPaul's skills, knowledge and experience of mining operations and processing is valuable to the Company. All the Directors, except Mr McPaul, who has an interest in this Resolution, recommend that Shareholders vote in favour of Resolution 2.

The Chair intends to exercise all undirected proxies in favour of Resolution 2.

5. FURTHER INFORMATION

The Directors are not aware of any other information which is relevant to the consideration by Shareholders of the proposed Resolutions set out in the Notice.

The Directors recommend that Shareholders read this Explanatory Memorandum in full and, if desired, seek advice from their own independent financial or legal adviser before making any decision in relation to the proposed Resolutions.

SCHEDULE 1 - GLOSSARY

AGM means an annual general meeting.

Annual Report means the Directors' Report, the Financial Report and Auditor's Report, in respect of the financial year ended 30 June 2020.

Associate has the same meaning as defined in section 11 and section 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.

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

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.

Closely Related Party of a member of the Key Management Personnel means:

- a spouse or child of the member;
- a child of the member's spouse;
- a dependent of the member or the member's spouse;
- anyone else who is one of the member's family and may be expected to influence the member, or be influenced by the member, in the member's dealing with the entity;
- a company the member controls; or
- a person prescribed by the *Corporations Regulations*.

Company means Manuka Resources Limited ACN 611 963 225.

Constitution means the constitution of the Company as amended from time to time.

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

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

Director means a director of the Company.

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

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

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

Joint Company Secretary means the Company's joint company secretary, Mr Dennis Wilkins.

Key Management Personnel has the same meaning as in the accounting standards issued by the Australian Accounting Standards Board and means those persons having authority and responsibility

for planning, directing and controlling the activities of the Company, directly or indirectly, including any director (whether executive or otherwise) of the Company.

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

Meeting has the meaning in the introductory paragraph of the Notice.

Notice means this notice of annual general meeting.

Proxy Form means the proxy form attached to the Notice.

Remuneration Report means the section of the Directors' Report contained in the Annual Report entitled 'remuneration report'.

Resolution means a resolution contained in the Notice.

Schedule means a schedule to this Explanatory Memorandum.

Section means a section of this Explanatory Memorandum.

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

Shareholder means a holder of Shares.

Spill Resolution has the meaning set out in Section 3.1 of the Explanatory Memorandum;

Strike has the meaning set out in Section 3.1 of the Explanatory Memorandum.