

## Form 603

Corporations Act 2001  
Section 671B

### Notice of initial substantial holder

To Company Name/Scheme Manuka Resources Ltd

ACN/ARSN 611 963 225

#### 1. Details of substantial holder (1)

Name DENNIS KARP

ACN/ARSN (if applicable) \_\_\_\_\_

The holder became a substantial holder on 14/07/2020

#### 2. Details of voting power

The total number of votes attached to all the voting shares in the company or voting interests in the scheme that the substantial holder or an associate (2) had a relevant interest (3) in on the date the substantial holder became a substantial holder are as follows:

Class of securities (4)	Number of securities	Person's votes (5)	Voting power (6)
<b>Ordinary shares</b>	<b>91,814,557</b>	<b>91,814,557</b>	<b>36.82%</b>

#### 3. Details of relevant interests

The nature of the relevant interest the substantial holder or an associate had in the following voting securities on the date the substantial holder became a substantial holder are as follows:

Holder of relevant interest	Nature of relevant interest (7)	Class and number of securities
<b>See Annexure "A"</b>		

#### 4. Details of present registered holders

The persons registered as holders of the securities referred to in paragraph 3 above are as follows:

Holder of relevant interest	Registered holder of securities	Person entitled to be registered as holder (8)	Class and number of securities
<b>See Annexure "A"</b>			

#### 5. Consideration

The consideration paid for each relevant interest referred to in paragraph 3 above, and acquired in the four months prior to the day that the substantial holder became a substantial holder is as follows:

Holder of relevant interest	Date of acquisition	Consideration (9)		Class and number of securities
		Cash	Non-cash	
<b>See Annexure "A"</b>				

**6. Associates**

The reasons the persons named in paragraph 3 above are associates of the substantial holder are as follows:

Name and ACN/ARSN (if applicable)	Nature of association
<b>N/A</b>	

**7. Addresses**


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

Name	Address
<b>See Annexure "A"</b>	

**Signature**

print name      **Dennis Karp**      capacity

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sign here            date      30 / 7 / 20

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**DIRECTIONS**

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

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

Signed:

  
Dennis Karp

Dated:

30 July 2020

### 3. Details of Relevant Interests

Holder of Relevant Interest	Nature of Relevant Interest	Class and Number of Securities	
Dennis Karp	Director and Shareholder of registered holder	91,814,557	Ordinary Shares

### 4. Details of present Registered Holders

Holder of Relevant Interest	Registered Holder of Securities	Person entitled to be registered as holder	Class and Number of Securities	
Dennis Karp	Rescap Investments Pty Ltd		30,583,174	Ordinary Shares
Dennis Karp	Rescap Processing Projects Pty Ltd		59,690,106	Ordinary Shares
Dennis Karp	Cockatoo Island Iron Ore Project Pty Ltd	Cockatoo Island Unit Trust	1,365,376	Ordinary Shares
Dennis Karp	Soothgrove Pty Ltd		144,260	Ordinary Shares
Dennis Karp	Pathold No. 53 Pty Ltd	Dennis Karp Super Fund	31,641	Ordinary Shares

### 5. Consideration

Holder of Relevant Interest	Registered Holder of Securities	Date of Acquisition	Consideration		Class and Number of Securities
			Cash	Non-Cash	
Dennis Karp	Rescap Investments Pty Ltd	25/06/2019		3,000,000	20,143,174 Ordinary Shares (issued for purchase of Mt Boppy Resources)
Dennis Karp	Rescap Investments Pty Ltd	13/05/2020		2,088,000	10,440,000 Ordinary Shares (debt conversion at \$0.20 per share)
Dennis Karp	Rescap Processing Projects Pty Ltd	20/04/2016	0		59,690,106 Ordinary Shares
Dennis Karp	Cockatoo Island Iron Ore Project Pty Ltd	9/08/2016	50,000		1,036,287 Ordinary Shares
Dennis Karp	Cockatoo Island Iron Ore Project Pty Ltd	8/07/2020	50,000		329,089 Ordinary Shares (conversion of convertible notes)
Dennis Karp	Soothgrove Pty Ltd	12/05/2020		10,423	52,114 Ordinary Shares (in lieu of cash settlement for options)
Dennis Karp	Soothgrove Pty Ltd	8/07/2020	14,000		92,146 Ordinary Shares (conversion of convertible notes)
Dennis Karp	Pathold No. 53 Pty Ltd	12/05/2020		6,328	31,641 Ordinary Shares (in lieu of cash settlement for options)

### 7. Addresses

Name	Address
Rescap Investments Pty Ltd	Level 4, Grafton Bond Building, 201 Kent Street Sydney NSW 2000
Rescap Processing Projects Pty Ltd	Level 4, Grafton Bond Building, 201 Kent Street Sydney NSW 2000
Cockatoo Island Iron Ore Project Pty Ltd	Level 4, Grafton Bond Building, 201 Kent Street Sydney NSW 2000
Soothgrove Pty Ltd	34 George Street Greenwich NSW 2036
Pathold No. 53 Pty Ltd	34 George Street Greenwich NSW 2036