ASX Announcement
14 September 2026

ASX: MKR

Dispatch of Share Purchase Plan Documents

Manuka Resources Limited (**ASX: MKR, NZX: MKR**) (the **Company** or **Manuka**) announces that its Share Purchase Plan (**SPP**), announced on 7 September 2026 is now open.

The SPP is expected to close at 5pm (Sydney time) on Wednesday, 23 September 2026 unless extended or closed earlier at the discretion of the Board.

Eligible Shareholders will receive a letter (**SPP Access Letter**) or, if they have elected to receive electronic communications, an email containing instructions on how to view and download a copy of the SPP Offer Booklet and their personal application form. The Company confirms the SPP Access Letter was dispatched to Eligible Shareholders on 14 September 2026. A copy of which is attached to this announcement.

Eligible Shareholders can access the SPP Offer Booklet and their personalised Application Form at: https://portal.automic.com.au/investor/home.

A copy of the SPP Access Letter together with the SPP Offer Booklet are **attached**.

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

Dennis Karp
Executive Chairman
Tel. +61 2 72532020

Cautionary Statement

Nothing contained in this announcement constitutes investment, legal, tax or other advice. You should make your own assessment and consult your independent broker, solicitor, accountant, financial adviser or other professional adviser in relation to the information in this announcement and any action to be taken on the basis of that information.

This announcement 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 SPP 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 application 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 announcement may not be released or distributed in the United States or to U.S. Persons.

This announcement 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 announcement speak only as of the date of this announcement.

14 September 2026

Share Purchase Plan
Access to Share Purchase Plan Offer Booklet and Application Form

The Board of Manuka Resources Limited **(ASX: MKR) (NZX: MKR**) (**Manuka** or **the Company**) is pleased to invite Eligible Shareholders to participate in the Company's Share Purchase Plan (**SPP**).

The SPP follows the Company's successful institutional placement of New Shares under which the Company received firm commitments from several new and existing sophisticated investors to raise approximately $14.5 million (**Placement**[1] and, together with the SPP, the **Offer**).

The SPP is raising up to a further $1 million on the terms and conditions contained in the Share Purchase Plan Offer Booklet (**SPP Offer Booklet**).

Participation under the SPP is optional and is available exclusively to Manuka Shareholders who are registered as holders of fully paid ordinary shares at 7pm Sydney time on 4 September 2026 (**Record Date**) and whose registered address is in Australia or New Zealand (**Eligible Shareholders**).

Under the SPP, Eligible Shareholders will have the opportunity to apply for a maximum of $30,000 worth of new fully paid ordinary shares (each, a **New Share**) and a minimum of $500 worth of New Shares at an issue price of $0.07 per share, irrespective of the size of shareholding in Manuka, without incurring brokerage or transaction costs.

The SPP allows Eligible Shareholders to purchase New Shares at the same price per New Share as investors paid under the Placement.

The market price of shares in the Company may rise or fall between the date of the Offer under the SPP and the date that the New Shares, the subject of the SPP, are issued. This means that the amount paid for the New Shares may be below or exceed the market price of the shares at the date of issue. If there is any uncertainty with SPP, Shareholders should seek their own financial advice.

Manuka will not be printing / dispatching hard copies of the SPP Offer Booklet or Application Forms. Instead, an electronic copy of the SPP Offer Booklet and your Application Form is available and accessible using your Securityholder Reference Number (SRN) or Holder Identification Number (HIN) from your latest Holding Statement, and your postcode at the following link: https://portal.automic.com.au/investor/home.

Accessing the SPP Offer Booklet and Application Form

The SPP Offer Booklet and Application Form are now available and can be accessed:

- **Online from the Company's Share Registry's website: https://portal.automic.com.au/investor/home**
- **Contacting the Company's Share Registry, Automic on 1300 288 664 (within Australia) or +61 2 9698 5414 (international), between Monday to Friday, 8.30am to 7.00pm (Sydney time), or email corporate.actions@automicgroup.com.au**
- **Contacting the Company on +61 2 7253 2020 or admin@manukaresources.com.au**

Applications under the SPP must be made by making payment in accordance with the payment instructions.

There are three (3) ways to download a personalised Application Form:

[1] For further information in relation to the Placement (and the proposed use of proceeds raised under the Offer), please see Manuka's ASX announcement dated 7 September 2026.

Yes, online account with Automic	No, online account with Automic and wish to register for one	No, online account with Automic – but wish to use Automic for this Offer only
https://portal.automic.com.au/investor/home Select: "Existing Users Sign In". Once you have successfully signed in, click on "Documents and Statements". Download the Offer Booklet and Entitlement and Acceptance Form. Submit your payment using the payment details provided on your personalised Entitlement and Acceptance Form. **Do not return your Entitlement and Acceptance Form.**	https://investor.automic.com.au/#/signup Select *Manuka Resources Limited* from the dropdown list in the ISSUER field. Enter your holder number SRN / HIN (from your latest Holding Statement). Enter a single identifying word from your holder's name. Enter your Postcode (Australia) or Country of Residence (Outside Australia). Tick box "I am not a robot", then 'Next' and complete any prompts. Once you have successfully signed in, click on "Documents and Statements". Download the Offer Booklet and Entitlement and Acceptance Form. Submit your payment using the payment details provided on your personalised Entitlement and Acceptance Form. **Do not return your Entitlement and Acceptance Form.**	https://investor.automic.com.au/#/loginsah Select *Manuka Resources Limited* from the dropdown list in the ISSUER field. Enter your holder number SRN / HIN (from your latest Holding Statement). Enter a single identifying word from your holder name. Enter your Postcode (Australia) or Country of Residence (Outside Australia). Tick box "I am not a robot", then 'Next' and complete any prompts. Once you have successfully signed in, click on "Documents and Statements". Download the Offer Booklet and Entitlement and Acceptance Form. Submit your payment using the payment details provided on your personalised Entitlement and Acceptance Form. **Do not return your Entitlement and Acceptance Form.**

Applications must be received by **5pm (Sydney time) on Wednesday, 23 September 2026.**

Key Dates

Event	Date
SPP Record Date	7pm (Sydney time), Friday, 4 September 2026
SPP Opening Date	Monday, 14 September 2026
SPP Closing Date	5pm (Sydney time), Wednesday, 23 September 2026
SPP Results announced	Friday, 25 September 2026
Issue Date	Monday, 28 September 2026
New Shares expected to commence trading on ASX	Wednesday, 30 September 2026

The above dates are indicative only and the Company reserves the right to vary the timetable in accordance with the SPP Offer Booklet, the ASX Listing Rules and applicable law.

The Directors, in their absolute discretion, may reject or scale back any application. If the Company rejects or scales back an application or purported application, the Company will promptly return to the Shareholder, the relevant application monies, without interest. The SPP is not underwritten.

Important information

The SPP is subject to the terms and conditions set out in the SPP Offer Booklet. Eligible Shareholders should read the SPP Offer Booklet in full before applying.

Neither the Company nor its directors make any recommendation as to whether Eligible Shareholders should participate in the SPP. Eligible Shareholders should consider their own circumstances and obtain their own professional advice before deciding whether to participate.

If you have any questions regarding the SPP, please contact the Company on +61 2 7253 2020 or Automic on the number provided above.

Thank you for your continued support of Manuka.

Dennis Karp
Executive Chair

Manuka Resources Limited

ACN 611 963 225

Share Purchase Plan

Including the Terms and Conditions

Opening Date: 14 September 2026

Closing Date: 5pm (Sydney time) / 7pm (New Zealand time) on 23 September 2026

This is an important document and should be read carefully and in its entirety. The Share Purchase Plan does not take into account the individual investment objectives, financial situation or particular needs of any Eligible Shareholder. If you are in any doubt about what action you should take (if any) or the contents of this SPP Offer Booklet, please seek advice from your broker, accountant, solicitor or other professional adviser without delay. The contents of this SPP Offer Booklet have not been reviewed by any regulatory authority. An investment in the Company's shares should be regarded as a speculative investment.

NOT FOR DISTRIBUTION OR RELEASE IN THE UNITED STATES

Letter from the Executive Chairman

14 September 2026

Dear Shareholder,

OPPORUNITY TO PARTCIPATE IN SHARE PURCHASE PLAN

On behalf of the board of directors (**Board**) of Manuka Resources Limited ACN 611 963 225 (**Manuka** or **Company**), I am pleased to offer Eligible Shareholders (defined below) the opportunity to participate in the Company's recently announced share purchase plan (**Share Purchase Plan** or **SPP**).

The SPP follows the Company's successful institutional placement of New Shares (defined below) under which the Company raised a total of approximately A$14.5 million (before costs) from several new and existing sophisticated and professional investors (**Placement**[1] and, together with the SPP, the **Offer**).

The Share Purchase Plan gives Eligible Shareholders the opportunity to subscribe for up to A$30,000 (equivalent to approximately NZ$36,420) worth of new fully paid ordinary shares in the Company (each, a **New Share**) without incurring any brokerage or other transaction costs. The SPP aims to raise up to A$1 million[2] and is not underwritten.

To the extent it is necessary to scale back the number of New Shares that will be issued to Eligible Shareholders under the SPP, the Company intends to do so having regard to the pro rata shareholdings of Eligible Shareholders (i.e. as at the SPP Record Date) who apply for New Shares[3].

The funds raised under the Offer, will be used by the Company to:

- de-slime circuit to commissioning;
- office, camp and working capital; and
- pay the costs of the Offer.

Issue Price

Eligible Shareholders may subscribe for up to A$30,000 (equivalent to approximately NZ$36,420) worth of New Shares under the SPP at the issue price per New Share of A$0.07/NZ$0.085 (**Issue Price**).

The Australian dollar Issue Price per New Share under the SPP is the same as the issue price that institutional investors paid for New Shares under the Placement.

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[1] For further information in relation to the Placement (and the proposed use of proceeds raised under the Offer), please see Manuka's ASX and NZX announcement dated 7 September 2026.

[2] Manuka may (in its absolute discretion) decide to accept applications (either in whole or in part) under the SPP that results in it raising more or less than this amount.

[3] However, Manuka may also, where considered appropriate, scale back the number of New Shares that will be issued to Eligible Shareholders who apply for New Shares in its absolute discretion.

The New Shares to be issued under the SPP are expected to be issued by the Company on 28 September 2026 (**Issue Date**).

Eligibility

The Company is giving existing holders of its shares who have a registered address in Australia or New Zealand and who are on the Company's share register at 7pm (Sydney time) / 9 pm (New Zealand time) on the SPP Record Date (defined below) (**Eligible Shareholders**) the opportunity to participate in the Share Purchase Plan. Participation in the SPP is optional.

The SPP is also open to Eligible Shareholders who are custodians who apply for New Shares on behalf of "**participating beneficiaries**" (as that term is defined in *ASIC Corporations (Share and Interest Purchase Plans) Instrument 2019/547* (**ASIC SPP Instrument**)) if they do so on the terms and subject to the conditions of the SPP.

The right of an Eligible Shareholder to participate in the SPP is not transferable to any other person.

How to apply

The SPP opens on Monday, 14 September 2026 and, unless the closing date for the SPP is extended or the SPP is closed earlier or withdrawn by the Company, is expected to close at 5pm (Sydney time) / 7pm (New Zealand time) on Wednesday, 23 September 2026. Applications for New Shares can only be made in A$500/NZ$500 increments and must be for a minimum of A$500/NZ$500 and a maximum of A$30,000 (equivalent to approximately NZ$36,420 based on the AUD/NZD exchange rate of 1.214).

Eligible Shareholders on the Australian Register may participate in the SPP by following the instructions on their personalised SPP Application Form which is accessible at https://investor.automic.com.au/#/home. Payment must be made via BPAY® (i.e. for Eligible Shareholders on the Australian register with a registered address in Australia) or by electronic funds transfer (**EFT**) (i.e. for Eligible Shareholders on the Australian register with a registered address in New Zealand).

Eligible Shareholders on the New Zealand Register may participate in the SPP by completing the online version of their personalised SPP Application Form at https://manuka.capitalraise.co.nz and by making payment in accordance with the instructions provided. If you are a Custodian, you must also complete a Custodian Certificate which may be obtained from Manuka's Share Registrar, MUFG Pension & Market Services.

As noted above, the SPP is expected to open on Monday, 14 September 2026 and close at 5pm (Sydney time) / 7pm (New Zealand time) on Wednesday, 23 September 2026 (unless varied or extended) and payment must be received before this time. Please take into account BPAY® or EFT and Direct Debit (New Zealand Register holders) for processing times. Please note the Company will not be accepting payment by cheque.

As noted below, the Board urges you to read the SPP Offer Booklet carefully and in its entirety before deciding to subscribe for New Shares under the SPP.

To download your application form you have the following 3 choices for holders holding their shares on the Australian Register:

I already have an online account with the Automic Share registry	**I don't have an online account with Automic – but wish to register for one**	**I don't have an online account with Automic – but want to use Automic for the SPP only**
https://investor.automic.com.au Select: "Existing Users Sign In". Once you have successfully signed in, click on "Documents and Statements". Download the Terms and Conditions and application form. Submit your payment using the payment details provided on your application form. **Do not return your application form.**	https://investor.automic.com.au/#/signup Select *Manuka Resources Ltd* from the dropdown list in the ISSUER field. Enter you holder number SRN / HIN (from your latest Holding Statement). Enter your Postcode (Australia) or Country of Residence (Outside Australia). Tick box "I am not a robot", then Next Complete prompts. Once you have successfully signed in, click on "Documents and Statements". Download the Terms and Conditions and application form. Submit your payment using the payment details provided on your application form. **Do not return your application form.**	https://investor.automic.com.au/#/loginsah Select *Manuka Resources Ltd* from the dropdown list in the ISSUER field. Enter you holder number SRN / HIN (from your latest Holding Statement). Enter your Postcode (Australia) or Country of Residence (Outside Australia). Tick box "I am not a robot", then Next Complete prompts. Once you have successfully signed in, click on "Documents and Statements". Download the Terms and Conditions and application form. Submit your payment using the payment details provided on your application form. **Do not return your application form.**

Important Information

Eligible Shareholders who have elected to receive documents issued by the Company in electronic form will receive an email which will include a link to this SPP Offer Booklet and to their personalised SPP Application Form. All other Eligible Shareholders will receive a letter which will include details explaining how they may access these materials and apply online.

The SPP is governed by the terms and conditions in the SPP Offer Booklet. The Board urges you to read the SPP Offer Booklet carefully and in its entirety, together with announcements made by the Company to ASX and NZX, before deciding whether to participate in the SPP and seek your own investment or taxation advice if applicable to you.

Enquiries

If you have any queries in relation to your application, please contact the share registry applicable to you on the details set out below.

Australian Share Registry

Automic Group on 1300 288 664 (within Australia) or +61 2 9698 5414 (international) between 8:30am - 7pm (Sydney time) Monday to Friday.

New Zealand Share Registry

MUFG Pension & Market Services on +64 9 375 5998 between 8.30am and 5.30pm (New Zealand time) Monday to Friday.

If you have any queries regarding the SPP, please contact the Company's head office on +61 2 7253 2020.

On behalf of the Board, I thank you for your continued support of the Company and invite you to consider participating in the SPP.

Yours sincerely

Dennis Karp
Executive Chairman

SPP | Terms and Conditions

This SPP offer booklet (**SPP Offer Booklet**) and the accompanying personalised SPP Application Form set out the terms and conditions of the SPP (**Terms and Conditions**). By accepting the invitation to subscribe for New Shares under the SPP, you agree to be bound by these Terms and Conditions and to the Company's constitution.

SPP Record Date	**7pm** (Sydney time) Friday, 4 September 2026
Opening Date	Monday, 14 September 2026
Closing Date	**5pm** (Sydney time) on Wednesday, 23 September 2026[4]
Results Announcement	Friday, 25 September 2026
Issue Date	Monday, 28 September 2026
New Shares quoted on ASX	Wednesday, 30 September 2026

The above timetable is indicative only and is subject to change. The commencement of quotation of the New Shares the subject of the SPP is conditional upon confirmation from ASX. Subject to the requirements of the *Corporations Act 2001* (Cth) (**Corporations Act**), the Listing Rules and other applicable rules, the Company reserves the right to amend this timetable at any time, including extending the period for the SPP or accepting late applications, either generally or in particular cases, without notice. Any extension of the Closing Date will have a consequential impact on the dates that follow the Closing Date.

1. What is the SPP?

The SPP gives Eligible Shareholders the opportunity to subscribe for up to A$30,000 (equivalent to approximately NZ$36,420) worth of New Shares at the Issue Price without brokerage or other transaction costs.

New Shares issued under the SPP will rank equally with all other fully paid ordinary shares in the Company on issue on the Issue Date.

2. How much will be raised under the SPP and how will the funds be used?

The Company is seeking up to A$1 million (before costs) under the SPP. The Company may however (in its absolute discretion) decide to accept applications (either in whole or in part) under the SPP that results in the Company raising more or less than this amount. The funds raised under the SPP will be used by the Company to:

- de-slime Circuit to commissioning;
- office, camp and working capital; and
- pay the costs of the Offer.

[4] 9pm New Zealand time.

3. Am I eligible to participate in the SPP?

You will be considered to be an "**Eligible Shareholder**" (and therefore will be eligible to participate in the SPP) if you were a registered holder of the Company's shares at 7pm (Sydney time) / 9pm (New Zealand time) on Friday, 4 September 2026 (**SPP Record Date**) with a registered address in Australia or New Zealand provided that you are not acting for the account or benefit of a person in the United States. The Board has determined that it is not practical for holders of the Company's shares with registered addresses outside of Australia or New Zealand to participate in the SPP.

Persons who hold Company shares on behalf of a person who resides outside of Australia or New Zealand or who are "**US persons**" as defined in Regulation S under the United States Securities Act of 1933 (**Securities Act**) or who act for the account or benefit of a US Person are not entitled to participate in the SPP. The New Shares to be issued under the SPP have not been and will not be registered under the Securities Act (or any other Act). Persons who are acting for the account or benefit of US Persons are not Eligible Shareholders and are not entitled to participate in the SPP.

4. Do I have to participate?

No. Participation in the SPP is entirely voluntary.

5. How much can I invest and how many New Shares will be issued to me?

Under the SPP, you may apply for New Shares in A$500/NZ$500 increments from a minimum of A$500/NZ$500 up to a maximum of A$30,000 (equivalent to approximately NZ$36,420). The A$30,000 limit applies irrespective of the number of Company shares you held on the SPP Record Date or the register on which your shares are registered.

Subject to any scale backs or rejections as described in Section 14, the number of New Shares to be issued by the Company to each applicant will be calculated by dividing the dollar value provided by the applicant by the Issue Price.

No fractions of New Shares will be issued by the Company. Any resulting fraction of a New Share will be rounded down to the nearest whole number of New Shares. The Company will not be accepting payment by cheque.

6. Can I transfer my right to purchase New Shares?

No. Your invitation to subscribe for New Shares under the SPP is non-renounceable. This means that you cannot transfer your right to subscribe for New Shares under the SPP to anyone else.

7. Will the New Shares rank equally with my existing Manuka shares?

Yes. New Shares issued under the SPP will rank equally with existing Manuka shares and will carry the same voting rights, dividend rights and other entitlements as at the Issue Date.

8. What is the Issue Price?

Eligible Shareholders may subscribe for up to A$30,000 (equivalent to approximately NZ$36,420) worth of New Shares under the SPP at the Issue Price per New Share of A$0.07/NZ$0.085. The Australian dollar Issue Price per New Share under the SPP is the same as the issue price that investors paid for New Shares under the Placement.

The current (and historical) share price for the Company's existing shares can be found at www.asx.com.au and www.nzx.com under the ticker code MKR.

You should note that the price of the Company's shares on ASX and NZX might rise or fall between the date that you subscribe for New Shares and the date on which the New Shares are issued (i.e. the Issue Date). This means that the price you pay for a New Share may be higher or lower than the market price of the Company's shares at the time the New Shares are issued to you.

Your application for New Shares, once made, is irrevocable and may not be withdrawn even if the market price of the Company's shares falls below the Issue Price. The invitation to subscribe for New Shares under the SPP is not a recommendation. Before you decide whether to participate in the SPP, the Company recommends that you seek independent professional advice.

9. How do I apply for New Shares under the SPP?

Please see the letter from the Company's Executive Chairman or the covering letter that accompanies this SPP Offer Booklet for detailed instructions on how to apply for New Shares under the SPP. All applications for New Shares must be made electronically.

Eligible Shareholders who have elected to receive documents issued by the Company in electronic form will receive an email which will include a link to this SPP Offer Booklet and to their personalised SPP Application Form. All other Eligible Shareholders will receive a letter which will include details explaining how they may access these materials and apply online.

In deciding whether to participate in the SPP, please the take time to read the enclosed Terms and Conditions and seek your own advice as necessary.

Applications received after 5pm (Sydney time) / 7pm (New Zealand time) on the Closing Date will not be accepted.

Applications and any payments received under the SPP may not be withdrawn once they have been received. Application money will not bear interest in any circumstances.

By applying for New Shares under the SPP, you:

(a) will be deemed to have accepted the invitation under the SPP and irrevocably and unconditionally agreed to the Terms and Conditions;

(b) warrant that all details and statements on your completed SPP Application Form are true and complete and not misleading;

(c) acknowledge that no interest will be paid on any application money held pending the issue of New Shares or subsequently refunded to you for any reason;

(d) confirm that you are lawfully permitted to apply for New Shares and that you are not applying for New Shares on behalf of any person not so permitted;

(e) acknowledge and agree that:

  (i) you are not in the United States and are not acting for the account or benefit of any US Person;

(ii) the New Shares have not been, and will not be, registered under the Securities Act or any other Act;

(iii) you have not, and will not, send this SPP Offer Booklet or any materials relating to the SPP to any person who is not a resident of Australia or New Zealand;

(iv) if in the future you decide to sell any New Shares issued to you, you will only do so in regular way transactions on ASX and NZX where neither you nor the person acting on your behalf know, or have reason to know, that the sale has been pre-arranged with, or that the purchaser is, a US Person; and

(v) if you are acting as a trustee, nominee or custodian, each beneficial holder on whose behalf you are subscribing for New Shares is a resident of Australia or New Zealand, and that you have not sent this SPP Offer Booklet or any materials relating to the SPP to any person outside of Australia or New Zealand;

(f) agree to be bound by the Company's constitution;

(g) acknowledge that none of the Company, its officers, employees, advisers or agents, have provided you with any financial product or investment or taxation advice in relation to the SPP or have any obligation to provide such advice;

(h) authorise the Company and its officers and agents to do anything on your behalf necessary or desirable for the New Shares to be issued to you in accordance with the Terms and Conditions;

(i) acknowledge that none of the information contained in this SPP Offer Booklet is investment advice or a recommendation that New Shares are suitable for you, given your investment objectives, financial situation or particular needs;

(j) acknowledge that an investment in the Company is speculative and involves many risks (many of which are outside of the control of the Company) and that any such investment may result in the loss of some or all of your invested capital;

(k) acknowledge that none of the Company, or any of its related bodies corporate, affiliates, directors, officers, employees, agents, consultants or advisers, guarantees the performance of the Company (or of the New Shares) or the repayment of capital;

(l) without limiting paragraph (h) above, authorise the Company and its officers and agents to correct minor or easily rectified errors in, or omissions from, your SPP Application Form; and

(m) acknowledge that the Company may determine that your application for New Shares is valid, in accordance with the Terms and Conditions, even if your SPP Application Form is incomplete, contains errors or is otherwise defective.

10. What are the participation costs of the SPP?

No brokerage or other transaction costs are payable by participants in the SPP. These costs will be paid by the Company.

11. When will I receive the New Shares?

It is expected that the New Shares the subject of the SPP will be issued on Monday, 28 September 2026 and will be quoted on ASX and NZX on a normal (i.e. "T+2") settlement basis on Wednesday, 30 September 2026.

You should receive your updated holding statement shortly after the Issue Date.

12. I have multiple holdings. Can I purchase multiple parcels of New Shares?

No. If you receive more than one offer to participate in the SPP (for example, because you hold more than one shareholding under separate share accounts), the maximum you may invest under the SPP in all capacities is A$30,000 (equivalent to approximately NZ$36,420). If you are a custodian however, see Section 13.

If two or more persons are registered on the Company's register as jointly holding shares in the Company, they will be taken to be a single registered holder of the Company's shares for the purposes of determining whether they are an Eligible Shareholder.

13. What do I do if I am a custodian?

If you are a custodian holding shares in the Company as at the SPP Record Date on behalf of one or more persons who reside in Australia or New Zealand (each, a "**participating beneficiary**"), you may apply for up to a maximum of A$$30,000 (equivalent to approximately NZ$36,420) worth of New Shares under the SPP for each participating beneficiary.

You must submit a Custodian Certificate that contains further certifications and details as required by the ASIC SPP Instrument before your SPP Application Form will be accepted. Applications by custodians that are not accompanied by a Custodian Certificate will be rejected.

By applying as a custodian on behalf of participating beneficiaries to purchase New Shares under the SPP, you certify (amongst other things) that each participating beneficiary has not exceeded the A$30,000 (equivalent to approximately NZ$36,420) limit as required by the ASIC SPP Instrument.

To request a Custodian Certificate or to obtain further information about the custodian application process, please contact the Share Registry, Automic Group on 1300 288 664 (within Australia) or +61 2 9698 5414 (international) between 8:30am - 7pm (Sydney time) Monday to Friday.

Custodians must not participate in the SPP on behalf of any US Person. Furthermore, a custodian will be ineligible to participate in the SPP if their participation would be in breach of the ASIC SPP Instrument.

For the purposes of the SPP, a custodian is a "custodian" as that term is defined in the ASIC SPP Instrument. Custodians should request a "**Custodian Certificate**" from the Share Registry when making an application on behalf of a participating beneficiary.

If you hold shares in the Company as a trustee or nominee for another person, but are not a custodian, you cannot participate for beneficiaries in the manner described in this Section 13.

14. Scale back

The Company intends to raise up to A$1 million via the SPP. The Company may, however, in its absolute discretion, decide to accept applications (either in whole or in part) that result in the SPP raising more or less than this amount.

If it is necessary to scale back the number of New Shares that will be issued to Eligible Shareholders, the Company intends to do so after having regard to the pro rata shareholding of Eligible Shareholders (i.e. as at the SPP Record Date) who apply for New Shares.

However, the Company may also, where appropriate, scale back the number of New Shares to be issued in its absolute discretion. If there is a scale back you may receive fewer New Shares than you expected (i.e. at the time you applied for the New Shares) to be issued with.

If there is a scale back, the difference between the application monies received from you, and the number of New Shares issued to you multiplied by the Issue Price will be refunded unless the amount is less than A$5 and NZ$5, in which case it will be donated to a charity chosen by the Company.

15. Changes and/or termination

The Company may change or terminate the SPP or the Terms and Conditions at any time, whether because of a change of law, ASIC requirements, ASX requirements or policy or because of the occurrence of any other circumstance relevant to the SPP or the Company. If the Company terminates the SPP, it will notify ASX and NZX and refund any application moneys received.

16. Refusal of applications and refunds

The Company reserves the right to reject any application for New Shares or issue a fewer number of New Shares subscribed for under the SPP by any applicant in the Company's absolute discretion, including if:

(a) the Company has received applications from Eligible Shareholders which together amount to more than A$30,000;

(b) the Company believes that the Terms and Conditions have not been complied with by a particular applicant; or

(c) the application might otherwise breach applicable law or the ASX and NZX Listing Rules.

If the amount of any payment is not equal to the amount of an application, the Company may in its absolute discretion either refund the application money in full (and not issue any New Shares to the applicant), or issue to the applicant the number of New Shares which may be issued based on the payment made and refund the balance.

17. Discretion and Disputes

The Company reserves the right to waive strict compliance with the Terms and Conditions including incorrect completion of a SPP Application Form. The Company may resolve, in any manner it thinks fit, any difficulties, anomalies or disputes which may arise in connection with or by reason of the operation of the SPP whether generally or in particular cases. A resolution made by the Company will be conclusive and binding on all participants and other persons to whom the resolution relates.

18. Privacy

By applying for New Shares under the SPP, you acknowledge that you will be providing personal information to the Company and the Share Registry. The Company and the Share Registry may collect personal information to process your application for New Shares, implement the SPP and administer your shareholding. The personal information held by the Share Registry is also used to facilitate payments and to make corporate communications (including financial results, annual reports and other information to be communicated to holders of the Company's shares) and to ensure compliance with legal and regulatory requirements, including Australian taxation laws.

Chapter 2C of the Corporations Act requires information about you as securityholder (including your name, address and details of the securities you hold) to be included in the Company's public register (which is maintained by the Share Registry). This information must continue to be held in the public register even if you cease to be a shareholder. This information may be disclosed to stockbrokers, third party service providers, professional advisers, to related entities of the Company and its agents and contractors and to ASX, NZX and other regulatory authorities and in any case, where disclosure is otherwise required or allowed by law. In some cases, your personal information may be given to persons outside of Australia[5].

19. Currency

Any reference to "A$" or "NZ$" is a reference to the lawful currency of Australia and New Zealand, respectively.

20. Risks

An investment in New Shares is subject to investment and other known and unknown risks, some of which are beyond the control of Manuka, including possible loss of income and capital invested. Manuka does not guarantee any particular rate of return or the performance of Manuka and nor does it guarantee the repayment of capital from Manuka or any particular tax treatment. This SPP Offer Booklet should also be read in conjunction with Manuka's continuous and periodic disclosures given to ASX and NZX which are available on ASX's and NZX's website at www.asx.com.au and www.nzx.com, respectively.

Past performance should not be relied upon as (and is not) an indication of future performance.

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[5] A copy of the Company's privacy policy is available by request by emailing admin@manukaresources.com.au.

21. Not a prospectus or disclosure document

This SPP Offer Booklet is not a prospectus or disclosure document under the Corporations Act and has not (and will not) be lodged with ASIC or any other regulatory authority.

Cooling-off rights do not apply to an investment in New Shares. This means that applicants cannot withdraw their application for New Shares once it has been received by the Company.

22. New Zealand

The New Shares are not being offered or sold to the public in New Zealand other than to holders of Manuka shares who have a registered address in New Zealand as at 7pm (Sydney time) on the SPP Record Date. The SPP is being made in reliance on the Financial Markets Conduct (Incidental Offers) Exemption Notice 2021. This SPP Offer Booklet has been prepared in compliance with Australian law and has not been registered, filed with or approved by any New Zealand regulatory authority under the Financial Markets Conduct Act 2013. This document is not a product disclosure statement under New Zealand law and is not required to, and does not, contain all the information that a product disclosure statement is required to contain under New Zealand law.

23. Governing Law

The SPP is governed by the laws in force in New South Wales. By participating in the SPP, you submit to the non-exclusive jurisdiction of the courts of that jurisdiction.

24. Where can I obtain further information in relation to the SPP?

If you have any questions about the Terms and Conditions, how to make an application or in relation to the SPP more generally, please contact either:

<u>Australian Share Registry</u>

Automic Group on 1300 288 664 (within Australia) or +61 2 9698 5414 (international) between 8:30am - 7pm (Sydney time) Monday to Friday; or

<u>New Zealand Share Registry</u>

MUFG Pension & Market Services on +64 9 375 5998 between 8.30am and 5.30pm (New Zealand time) Monday to Friday.

None of the Company, either of its share registry services providers, or any of their respective officers, employees, agents or professional advisers are or are to be taken to be, giving any recommendation or advice in relation to the SPP.

Before you decide whether to participate in the SPP, the Company recommends that you seek independent financial advice from your broker, accountant, solicitor or other professional adviser and that you do so without delay.