

## Notice under Section 708AA(2)(f) of the Corporations Act 2001 (CTH)

Manhattan Corporation Limited ABN 61 123 156 089 (ASX: MHC) (**Company**) has today announced a pro-rata non-renounceable entitlement offer of 1 new fully paid ordinary share in the Company (**New Share**) for every 2 existing Company fully paid ordinary shares (**Shares**) held as at 5:00pm (AWST) on Friday, 2 August 2024 (**Record Date**) by Company shareholders (**Shareholders**) with a registered address in Australia or New Zealand who are not in the United States and are not acting for the account or benefit of a person in the United States (**Eligible Shareholders**) at an offer price of \$0.001 per New Share (**Offer Price**) to raise up to approximately \$1.5 million (before costs) (**Entitlement Offer**).

The Company is also proposing to undertake a consolidation of its securities on a 20:1 basis (**Consolidation**) after completion of the Entitlement Offer, subject to shareholder approval. Full details regarding the Consolidation, including the proposed timetable, will be announced to ASX in due course, including in a notice of meeting to be dispatched to Shareholders at a later date.

Further details regarding the Entitlement Offer are set out in the Company's announcement and offer booklet released to ASX today Tuesday, 30 July 2024. The offer booklet for the Entitlement Offer is expected to be made available to Eligible Shareholders on Wednesday, 7 August 2024.

This notice is given by the Company under section 708AA(2)(f) of the *Corporations Act 2001* (Cth) (**Corporations Act**) as notionally modified by ASIC Corporations (Non-Traditional Rights Issues) Instrument 2016/84 (**ASIC Instrument 2016/84**).

Where applicable, references in this notice to sections of the Corporations Act are to those sections as modified by ASIC Instrument 2016/84 and ASIC Corporations (Disregarding Technical Relief) Instrument 2016/73.

For the purposes of section 708AA(7) of the Corporations Act, the Company gives notice that:

- (a) the Company will offer the New Shares under the Entitlement Offer without disclosure to investors under Part 6D.2 of the Corporations Act;
- (b) this notice is being given under section 708AA(2)(f) of the Corporations Act;
- (c) as at the date of this notice, the Company has complied with:
  - (i) the provisions of chapter 2M of the Corporations Act; and
  - (ii) sections 674 and 674A of the Corporations Act,in each case, as they apply to the Company;
- (d) as at the date of this notice, there is no excluded information of the type referred to in sections 708AA(8) and 708AA(9) of the Corporations Act that is required to be disclosed in this notice under section 708AA(7)(d) of the Corporations Act; and
- (e) the potential effect that the issue of the New Shares will have on the control of the Company, and the consequences of that effect, will depend on a number of factors, including existing shareholdings and the extent to which Eligible Shareholders take up their entitlements.

Further to paragraph (e) above, the Company notes that:

- 1 As at the date of this notice and based on information made available to the Company, the current substantial Shareholders of the Company are set out below.

Substantial shareholder	Shareholding	Voting power
Tribeca Investment Partners Pty Ltd	248,000,000 <sup>1</sup>	8.45% <sup>1</sup>
UBS Nominees Pty Ltd	240,310,768 <sup>2</sup>	8.18% <sup>2</sup>
HSBC Custody Nominees (Australia) Limited – A/C2	203,355,045 <sup>3</sup>	6.92% <sup>3</sup>
Continental Mining Australia Pty Ltd <Continental A/c>	186,750,000 <sup>4</sup>	6.36% <sup>4</sup>

**Notes:**

1. As at 7 June 2023 (per the Form 604 dated 7 June 2023). Comprises 190,310,698 Shares held by UBS Nominees Pty Ltd and 57,689,232 Shares held by Citicorp Nominees Pty Ltd which Tribeca Investment Partners Pty Ltd has a relevant interest in as investment manager.
  2. As at 8 September 2023 (per internal information available as at that date and included in the 2023 Annual Report). Includes 190,310,968 which Tribeca Investment Partners Pty Ltd has a relevant interest in as investment manager. As at the date of this notice, UBS Nominees Pty Ltd has not lodged a substantial shareholder notice with the Company.
  3. As at 8 September 2023 (per internal information available as at that date and included in the 2023 Annual Report). As at the date of this notice, HSBC Custody Nominees (Australia) Limited – A/C2 has not lodged a substantial shareholder notice with the Company.
  4. As at 8 September 2023 (per internal information available as at that date and included in the 2023 Annual Report). As at the date of this notice, Continental Mining Australia Pty Ltd <Continental A/c> has not lodged a substantial shareholder notice with the Company.
- 2 The Entitlement Offer may have the following impact on Shareholders and on control of the Company:
    - (a) If all Eligible Shareholders take up their full entitlement under the Entitlement Offer, they will maintain their existing percentage interest in the total issued share capital of the Company.
    - (b) The Entitlement Offer is not underwritten, and therefore, in the event that there is a shortfall, Eligible Shareholders who do not take up their entitlement in full may be diluted relative to those Shareholders who apply for some or all of their entitlement. The extent of dilution will depend on the extent to which Eligible Shareholders take up their entitlement and the extent to which any remaining shortfall is placed by the Company (which it reserves the right to do, subject to the Corporations Act and ASX Listing Rules, within the three months following close of the Entitlement Offer (at a price which is not less than the Offer Price).

- (c) The table below sets out each substantial Shareholder's current voting power (based on information made available to the Company), entitlement to New Shares under the Entitlement Offer and voting power if the substantial Shareholder subscribes for their Entitlement in full and no other Eligible Shareholders take up any of their rights and no other New Shares are issued (including any remaining shortfall).

Substantial shareholder	Shareholding	Voting power	Entitlement	Voting power (if full Entitlement subscribed for and no other Eligible Shareholders take up any of their Entitlements and no shortfall is placed)
Tribeca Investment Partners Pty Ltd	248,000,000 <sup>1</sup>	8.45% <sup>1</sup>	124,000,000	12.15%
UBS Nominees Pty Ltd	240,310,768 <sup>2</sup>	8.18% <sup>2</sup>	120,155,384	11.79%
HSBC Custody Nominees (Australia) Limited – A/C2	203,355,045 <sup>3</sup>	6.92% <sup>3</sup>	101,677,523	10.04%
Continental Mining Australia Pty Ltd <Continental A/c>	186,750,000 <sup>4</sup>	6.36% <sup>4</sup>	93,375,000	9.24%

**Notes:**

- As at 7 June 2023 (per the Form 604 dated 7 June 2023). Comprises 190,310,698 Shares held by UBS Nominees Pty Ltd and 57,689,232 Shares held by Citicorp Nominees Pty Ltd which Tribeca Investment Partners Pty Ltd has a relevant interest in as investment manager.
- As at 8 September 2023 (per internal information available as at that date and included in the 2023 Annual Report). Includes 190,310,968 which Tribeca Investment Partners Pty Ltd has a relevant interest in as investment manager. As at the date of this notice, UBS Nominees Pty Ltd has not lodged a substantial shareholder notice with the Company.
- As at 8 September 2023 (per internal information available as at that date and included in the 2023 Annual Report). As at the date of this notice, HSBC Custody Nominees (Australia) Limited – A/C2 has not lodged a substantial shareholder notice with the Company.
- As at 8 September 2023 (per internal information available as at that date and included in the 2023 Annual Report). As at the date of this notice, Continental Mining Australia Pty Ltd <Continental A/c> has not lodged a substantial shareholder notice with the Company.

So far as the Company is aware, no one Shareholder will, as a result of the Entitlement Offer, increase its voting power in the Company from below 20% to above 20%.

3 Given:

- the size and pricing of the Entitlement Offer;
- that the Entitlement Offer is structured as a pro-rata issue; and
- the current level of holdings of substantial Shareholders in the Company (based on information made available to the Company),

The issue of New Shares under the Entitlement Offer is not expected to have a material effect or consequence on the control of the Company.

**Authorised for release to the ASX by the board of directors of the Company.**

For further information, please contact the Company on +61 8 9322 6677 or email: [info@manhattcorp.com.au](mailto:info@manhattcorp.com.au)