



Announcement Summary

Entity name

MANHATTAN CORPORATION LIMITED

Announcement Type

New announcement

Date of this announcement

12/5/2025

The Proposed issue is:

A placement or other type of issue

Total number of +securities proposed to be issued for a placement or other type of issue

ASX +security code	+Security description	Maximum Number of +securities to be issued
New class-code to be confirmed	5 Year Expiring Performance Rights	150,000,000
New class-code to be confirmed	Executive Performance Rights	18,000,000
MHC	ORDINARY FULLY PAID	200,000,000

Proposed +issue date

1/7/2025

Refer to next page for full details of the announcement

Part 1 - Entity and announcement details

1.1 Name of +Entity

MANHATTAN CORPORATION LIMITED

We (the entity named above) give ASX the following information about a proposed issue of +securities and, if ASX agrees to +quote any of the +securities (including any rights) on a +deferred settlement basis, we agree to the matters set out in Appendix 3B of the ASX Listing Rules.

If the +securities are being offered under a +disclosure document or +PDS and are intended to be quoted on ASX, we also apply for quotation of all of the +securities that may be issued under the +disclosure document or +PDS on the terms set out in Appendix 2A of the ASX Listing Rules (on the understanding that once the final number of +securities issued under the +disclosure document or +PDS is known, in accordance with Listing Rule 3.10.3C, we will complete and lodge with ASX an Appendix 2A online form notifying ASX of their issue and applying for their quotation).

1.2 Registered Number Type

ABN

Registration Number

61123156089

1.3 ASX issuer code

MHC

1.4 The announcement is

New announcement

1.5 Date of this announcement

12/5/2025

1.6 The Proposed issue is:

A placement or other type of issue



Part 7 - Details of proposed placement or other issue

Part 7A - Conditions

7A.1 Do any external approvals need to be obtained or other conditions satisfied before the placement or other type of issue can proceed on an unconditional basis?

Yes

7A.1a Conditions

Approval/Condition	Date for determination	Is the date estimated or actual?	** Approval received/condition met?
+Security holder approval	27/6/2025	Estimated	No

Comments

Shareholder approval is required for the purposes of Item 7 of Section 611 of the Corporations Act and Listing Rule 7.1 for the issue of 200,000,000 Ordinary Shares and 150,000,000 Performance Rights being the Consideration to acquire 100% of the Hook Lake Project.

Part 7B - Issue details

Is the proposed security a 'New class' (+securities in a class that is not yet quoted or recorded by ASX) or an 'Existing class' (additional securities in a class that is already quoted or recorded by ASX)?

Existing class

Will the proposed issue of this +security include an offer of attaching +securities?

No

Details of +securities proposed to be issued

ASX +security code and description

MHC : ORDINARY FULLY PAID

Number of +securities proposed to be issued

200,000,000

Offer price details

Are the +securities proposed to be issued being issued for a cash consideration?

No

Please describe the consideration being provided for the +securities

\$0.02 deemed issue price per Share.



Please provide an estimate of the AUD equivalent of the consideration being provided for the +securities

4,000,000.000000

Will these +securities rank equally in all respects from their issue date with the existing issued +securities in that class?

Yes

Is the proposed security a 'New class' (+securities in a class that is not yet quoted or recorded by ASX) or an 'Existing class' (additional securities in a class that is already quoted or recorded by ASX)?

New class

Will the proposed issue of this +security include an offer of attaching +securities?

No

Details of +securities proposed to be issued

ISIN Code (if Issuer is a foreign company and +securities do not have +CDIs issued over them)

Have you received confirmation from ASX that the terms of the proposed +securities are appropriate and equitable under listing rule 6.1?

Yes

Will the entity be seeking quotation of the 'new' class of +securities on ASX?

No

ASX +security code

New class-code to be confirmed

+Security description

5 Year Expiring Performance Rights

+Security type

Performance options/rights

Number of +securities proposed to be issued

150,000,000

Offer price details

Are the +securities proposed to be issued being issued for a cash consideration?

No

Please describe the consideration being provided for the +securities

The issue of Consideration Performance Rights in aggregate to the vendor group for the acquisition of the Hook Lake Project.

Please provide an estimate of the AUD equivalent of the consideration being provided for the +securities

750,000.000000

Will all the +securities issued in this class rank equally in all respects from their issue date?

Yes



Performance options/rights details

+Security currency	Exercise price	Expiry date
AUD - Australian Dollar	AUD 0.0000	1/7/2030

Details of the type of +security that will be issued if the option is exercised

MHC : ORDINARY FULLY PAID

Number of securities that will be issued if the option is exercised

150,000,000

Please provide a URL link for a document lodged with ASX setting out the material terms of the +securities proposed to be issued or provide the information by separate announcement.

The material terms and conditions of the Performance Rights will be set out in the Notice of Meeting seeking shareholder approval for their issue, copy of which will be available from <https://manhattcorp.com.au/>

Is the proposed security a 'New class' (+securities in a class that is not yet quoted or recorded by ASX) or an 'Existing class' (additional securities in a class that is already quoted or recorded by ASX)?

New class

Will the proposed issue of this +security include an offer of attaching +securities?

No

Details of +securities proposed to be issued

ISIN Code (if Issuer is a foreign company and +securities do not have +CDIs issued over them)

Have you received confirmation from ASX that the terms of the proposed +securities are appropriate and equitable under listing rule 6.1?

Yes

Will the entity be seeking quotation of the 'new' class of +securities on ASX?

No

ASX +security code

New class-code to be confirmed

+Security description

Executive Performance Rights

+Security type

Performance options/rights

Number of +securities proposed to be issued

18,000,000

Offer price details

Are the +securities proposed to be issued being issued for a cash consideration?

No

**Please describe the consideration being provided for the +securities**

9,000,000 Performance Rights to the proposed Specialist Technical Adviser, Mr Eric Sondergaard, to commence post the General Meeting.

9,000,000 Performance Rights to the proposed Non-Executive Director, Mr Gavin Rezos, to commence post the General Meeting.

Please provide an estimate of the AUD equivalent of the consideration being provided for the +securities

90,000.000000

Will all the +securities issued in this class rank equally in all respects from their issue date?

Yes

Performance options/rights details

+Security currency	Exercise price	Expiry date
AUD - Australian Dollar	AUD 0.0000	1/7/2029

Details of the type of +security that will be issued if the option is exercised

MHC : ORDINARY FULLY PAID

Number of securities that will be issued if the option is exercised

18,000,000

Please provide a URL link for a document lodged with ASX setting out the material terms of the +securities proposed to be issued or provide the information by separate announcement.

The material terms and conditions of the Performance Rights will be set out in the Notice of Meeting seeking shareholder approval for their issue, a copy of which will be available from <https://manhattcorp.com.au/>

Part 7C - Timetable

7C.1 Proposed +issue date

1/7/2025

Part 7D - Listing Rule requirements

7D.1 Has the entity obtained, or is it obtaining, +security holder approval for the entire issue under listing rule 7.1?
Yes

7D.1a Date of meeting or proposed meeting to approve the issue under listing rule 7.1
27/6/2025

7D.2 Is a party referred to in listing rule 10.11 participating in the proposed issue?
Yes

7D.3 Will any of the +securities to be issued be +restricted securities for the purposes of the listing rules?



No

7D.4 Will any of the +securities to be issued be subject to +voluntary escrow?

No

Part 7E - Fees and expenses

7E.1 Will there be a lead manager or broker to the proposed issue?

No

7E.2 Is the proposed issue to be underwritten?

No

7E.4 Details of any other material fees or costs to be incurred by the entity in connection with the proposed issue

Not Applicable

Part 7F - Further Information

7F.01 The purpose(s) for which the entity is issuing the securities

The consideration to be paid in aggregate for the Company to acquire 100% of the Hook Lake Project in Eastern Nunavut, Canada consisting of 200,000,000 Ordinary Shares and 150,000,000 Performance Rights.

7F.1 Will the entity be changing its dividend/distribution policy if the proposed issue proceeds?

No

7F.2 Any other information the entity wishes to provide about the proposed issue

The 150,000,000 Consideration Performance Rights vest as follows: 50,000,000 when the Company Share price increases by 150% compared to 15 day VWAP and assays from drilling on the Tenements showing true widths exceeding 30m at 2.5gpt gold equivalent grade (AuEq) (in aggregate); 50,000,000 when the Company Share price increases by 250% compared to 15 day VWAP and metallurgical recovery test work on a sample from the Tenements showing a potential gold recovery exceeding 94%; 50,000,000 when the Company Share price increases by 375% compared to 15 day VWAP and achieving an estimated resource reported in accordance with the 2012 Edition of the Australasian Code for Reporting of Exploration Results, Minerals Resources and Ore Reserves of 500,000oz of AuEq or more on the Tenements.

The 18,000,000 Executive Performance Rights vest as follows: 3,000,000 when the Company Share price increases by 150% compared to 15 day VWAP, 3,000,000 when then the Company Share price increases by 200% compared to 15 day VWAP and 3,000,000 when then the Company Share price increases by 300% compared to 15 day VWAP.

It is the 15 day VWAP prior to the date of the Share Sale and Purchase Agreement (10 May 2025)

7F.3 Any on-sale of the +securities proposed to be issued within 12 months of their date of issue will comply with the secondary sale provisions in sections 707(3) and 1012C(6) of the Corporations Act by virtue of:

The publication of a cleansing notice under section 708A(5), 708AA(2)(f), 1012DA(5) or 1012DAA(2)(f)