

Manhattan Corporation Limited

2024 CORPORATE GOVERNANCE STATEMENT

Pursuant to ASX Listing Rule 4.10.3

2024 Corporate Governance Statement

The Board of Manhattan Corporation Limited (**Manhattan** or **the Company**) presents the Corporate Governance Statement (**Statement**) pursuant to ASX Listing Rule 4.10.3 for the financial year ended 30 June 2024.

The Manhattan Board recognizes that good governance is important to guiding Company operations – the Company has established governance frameworks and policies including comprehensive codes of conduct, risk assessment, company policies, and internal controls. The Company also maintains open lines of communication with its Shareholders, providing regular updates on its governance practices and performance.

Ethical conduct and integrity are at the core of GST's corporate values. The Company has zero tolerance for unethical behavior and has put in place stringent measures to prevent, detect, and address any instances of misconduct.

For Manhattan, corporate governance means implementing a collection of processes, policies, structures and relationships to control and direct the business and hold the Board accountable, which are set out in the 2024 Corporate Governance Statement.

The Company maintains information about its Corporate Governance Policies on the Company's website at <https://manhattcorp.com.au/corporate/corporate-governance/>

Corporate Governance Compliance

The Statement outlines the Company's corporate governance practices that were in place throughout the 2024 financial year and unless otherwise stated, reports against the fourth edition of the ASX Corporate Governance Council's Corporate Governance Principles and Recommendations (**Recommendations**), which the Board supports the intent of and considers to be an appropriate benchmark for Manhattan.

In instances, where Manhattan has determined not to meet the recommendation at present time, this is because the Board considers the recommendation to be impractical for Manhattan's stage of corporate development. As activities grow in nature, size and scope, these recommendations will be considered further.

The information in the 2024 Statement is current at and was approved by a resolution of the Board on 30 September 2024 in accordance with ASX Listing Rule 4. 10.

Corporate Governance Recommendation		Is the Recommendation followed
Principle 1 Lay solid foundations for management and oversight		
1.1	Disclose roles and responsibilities of board and management	Yes
1.2	Undertake appropriate checks before appointing or electing a person as director	Yes
1.3	Written agreement with each director and senior executive	Yes
1.4	Company Secretary accountable directly to Board	Yes
1.5	Diversity Policy disclosures reported	Partly
1.6	Board performance evaluation undertaken	Yes
1.7	Senior executive performance evaluation undertaken	Yes
Principle 2 Structure the Board to add value		
2.1	Nomination committee requirements met	Partly
2.2	Board skills matrix disclosed	Yes
2.3	Director Independence and tenure disclosed	Yes
2.4	Majority of the board are independent directors	Yes
2.5	Chair of the board is an independent director and not the same person as the MD	Yes
2.6	Director induction and ongoing training program	Yes
Principle 3 Instill a culture of acting lawfully, ethically and responsibly		
3.1	Disclosure of values	Yes
3.2	Disclosure of code of conduct	Yes
3.3	Disclosure of whistleblower policy	Yes
3.4	Disclosure of anti-bribery and corruption policy	Yes
Principle 4 Safeguard integrity in corporate reporting		
4.1	Audit committee requirements met	Partly
4.2	MD and CFO financial statement declarations received	Yes
4.3	Verification of integrity of public documents released not reviewed or audited by external auditor	
4.3	External auditors attend AGM and available to answer questions from securityholders	Yes
Principle 5 Make timely and balanced disclosure		
5.1	Continuous Disclosure Policy available on website	Yes
5.2	Distribution of material market announcements to Board	Yes
5.3	Release of investor or analyst presentations	Yes
Principle 6 Respect the rights of securityholders		
6.1	Corporate and governance information available on website	Yes
6.2	Investor relations program	Yes
6.3	Processes to facilitate and encourage participation at shareholder meetings	Yes
6.4	All Listing Rule resolutions to be decided by a poll at shareholder meetings	Yes
6.5	Electronic securityholder communications functionality	Yes
Principle 7 Recognise and manage risk		
7.1	Risk committee requirements met	No
7.2	Annual review of risk management framework	Yes
7.3	No internal audit function but internal control processes in place	Yes
7.4	Disclosure of material exposure to and management of economic, environmental and social sustainability risk	Yes

Principle 8 Remunerate fairly and responsibly		
8.1	Remuneration committee requirements	No
8.2	Remuneration practices disclosed	Yes
8.3	Remuneration Policy disclosures regarding equity based remuneration	Yes

Principle 1	Complies	Lay solid foundations for management and oversight
	YES / NO	<i>Establish and disclose the respective roles and responsibilities of the board and management and how their performance is monitored and evaluated</i>
<p>1.1 The Company should disclose</p> <p>(a) the respective roles and responsibilities of the board and management; and</p> <p>(b) those matters expressly reserved to the board and those delegated to management</p>	<p>YES</p> <p>YES</p>	<p>The pivotal document guiding how Manhattan's Board of Directors should operate together with the role and responsibilities, is set out in the Board Charter. A copy of the Charter is available in the Corporate Governance section of the Company's website at https://manhattcorp.com.au/corporate/corporate-governance/</p> <p>The Board of Directors meets regularly to consider strategic matters and the overall direction of the Company's business activities. Due to the stage of the Company's operations, the Board is not assisted in carrying out its responsibilities by Board Committees. The Directors interact as required between formal meetings and are clear in their role in setting standards and procedures to maintain effective and appropriate standards of conduct.</p> <p>The management of the Company during the financial year comprised the Executive Director and Chief Executive Officer (ED & CEO) performed by Mr Nielsen.</p> <p>The role of management for Manhattan is to promulgate the Company's values, implement the strategic exploration objectives as approved by the Manhattan Board and organise the day-to-day running of exploration operations, subject to oversight by the Manhattan Board.</p> <p>The ED & CEO supplies the Board with information in a form, timeframe and quality that enables the Board to make informed decisions around exploration activities, opportunities, and threats.</p>
<p>1.2 The Company should</p> <p>(a) undertake appropriate checks before appointing a person, or putting forward to shareholders a candidate for election as a director; and</p> <p>(b) provide security holders with all material information in its possession relevant to a decision on whether or not to elect or re-elect a director.</p>	<p>YES</p> <p>YES</p>	<p>Under the direction and supervision of the Chairman, background checks to ascertain and verify a potential candidate's education, qualifications, experience and the availability to commit to the time to fulfil the responsibilities as a Manhattan director will be undertaken on each potential candidate for directorship.</p> <p>The Manhattan Board collectively appoints the most suitable candidate who has the appropriate mix of skills and experience and the aptitude to contribute to the strategic direction of Manhattan. No new directors were appointed during 2024.</p> <p>The Company ensures that all material information in its possession concerning the Director standing for election or re-election, is provided in the Explanatory Statement of the Company's Notice of Meeting.</p> <p>The Directors' Report within the Company's Annual Report provides fulsome information on all Directors who have served the Company within the financial year.</p>

Principle 1 Continued	Complies YES / NO	Lay solid foundations for management and oversight Continued
<p>1.3 The Company should have a written agreement with each director and senior executive setting out the terms of their appointment</p>	<p>YES</p>	<p>Written agreements setting out the terms and conditions of appointment are in place for the Company's Executive and Non-Executive Directors ensuring all have a clear understanding of their duties, roles, responsibilities, and expectations.</p> <p>Directors - Appointment letters establish the roles and responsibilities of each director, the time commitment required, confirmation of entitlements, remuneration details and the inclusion of the agreement required by ASX Listing Rule 3.19B ensuring each director is aware of and understands their obligation to provide the necessary information for Manhattan to prepare the notifiable interest documents under ASX Listing Rule 3.19A.</p> <p>Executive – Signs an executive services agreement setting out the terms of employment.</p>
<p>1.4 The Company Secretary should be accountable directly to the board, through the chair, on all matters to do with the proper functioning of the board</p>	<p>YES</p>	<p>Clause 9(e) of the Board Charter ensures the Company Secretary is accountable to the Board through the Chair – the Secretary attends all Board meetings ensuring the Board functions properly.</p> <p>The Company Secretary reports directly to the Manhattan Chair whilst maintaining two-way communication between the Executive and Non-Executive Directors.</p>

Principle 1 Continued	Adopted YES / NO	Lay solid foundations for management and oversight Continued
<p>1.6 The Company should</p> <p>(a) Have and disclose a process for periodically evaluating the performance of the board, its committees and individual directors; and</p> <p>(b) Disclose for each reporting period, whether a performance evaluation was undertaken in the reporting period in accordance with that process.</p>	<p>YES</p> <p>YES</p>	<p>The Board has adopted a policy for evaluating the performance of the Board and all Directors, which is available in the Corporate Governance section of the Company's website at https://manhattcorp.com.au/corporate/corporate-governance/</p> <p>Acting in its ordinary capacity, the Manhattan Board carries out the process of evaluating performance, which is not a formal evaluation in the strictest sense but is a process which the Board deems appropriate given size and composition.</p> <p>The evaluation and assessment process takes the form of an individual questionnaire completed by every Board member relating to the role, composition, procedures, practices and behavior of the Board, Executive Director, Chairman and the individual directors.</p> <p>Following collation, the results are considered and discussed by the directors at a board meeting, and follow-up actions will be determined. The Manhattan Board met on 5 September 2024 to review and discuss the results of the 2024 evaluation and assessment process.</p> <p>The performance of the Board and individual Directors was undertaken and completed in accordance with the above process during August 2024.</p>
<p>1.7 The Company should</p> <p>(a) Have and disclose a process for periodically evaluating the performance of its senior executives; and</p> <p>(b) Disclose, in relation to each reporting period, whether a performance evaluation was undertaken in the reporting period in accordance with that process.</p>	<p>YES</p> <p>YES</p>	<p>Manhattan has one senior executive, whose performance was evaluated as noted in section 1.6 above.</p> <p>The performance of the senior executive was completed in September 2024 in accordance with the procedure outlined in section 1.6 above.</p>

Principle 2	Adopted	Structure the board to add value
	YES / NO	<i>The board should be of an appropriate size, composition, skills and commitment to enable it to discharge its duties effectively.</i>
<p>2.1 The Company should</p> <p>(a) Have a nomination committee</p> <ul style="list-style-type: none"> With a least three (3) members, a majority of who are independent directors; Chaired by an independent director <p>And discloses:</p> <ul style="list-style-type: none"> The charter of the committee; The members of the committee; and The number of times the committee met throughout the period and the individual attendance of the members at those meetings If the Company has no nomination committee, there must be disclosure of that fact and the processes it employs to address board succession issues and to ensure that the board has the appropriate balance of skills, knowledge, experience independent and diversity to enable it to discharge its duties and responsibilities effectively. 	<p>NO</p> <p>YES</p> <p>NO</p> <p>YES</p> <p>YES</p> <p>YES</p>	<p>Manhattan has not constituted a separate nomination committee. Acting in its ordinary capacity, as required, the Board carries out the process of determining the need for and appointing new directors.</p> <p>Manhattan has a 3-person Board, with two independent Directors, who administer the duties of the nomination committee in accordance with the Remuneration and Nomination Committee Charter. The Company does not believe from an operational cost basis or the resources available there are efficiencies to be gained from dividing the Board further to a committee structure.</p> <p>The chair of the Board is Mr Cardaci, an independent director who oversees the Nomination Committee meetings.</p> <p>A copy of the Charter is available within the Corporate Governance Policies located at https://manhattcorp.com.au/corporate/corporate-governance/</p> <p>The Director's details are reported in the Annual Reports and on the Company's website.</p> <p>There were four Board Meetings held during the 2024 financial year with the full Board in attendance. Whilst nomination matters were a standing agenda item; no remuneration matters were raised.</p> <p>As current and new projects morph, the Board will inevitably change in terms of numbers and succession planning will then come to the fore.</p> <p>The Remuneration and Nomination Committee Charter sets out the processes the Board employs to address board succession issues.</p> <p>The Board regularly reviews whether it has in place the "right" mix of skills and resources suitable for the junior resources sector.</p>

Principle 2 Continued	Adopted YES / NO	Structure the board to add value Continued												
<p>2.2 The Company should have and disclose a board skills matrix of skills and diversity that the board currently has or is looking to achieve in its membership.</p>	<p>YES</p>	<p>The current Board is highly credentialed with diversity of skills and perspectives which supports and delivers good governance and sustainable Company performance.</p> <p>The skills determined as relevant by the Board are:</p> <p>Corporate finance and capital investment: proven experience in assessing capital projects, investments and merger and acquisition opportunities, and their financing and performance.</p> <p>Financial: proven financial qualifications (such as a degree in commerce, finance, accounting, CA, CPA) and/or former CFO role with the ability to analyse key financial statements, critically assess the Company's financial performance, and contribute to strategic financial planning.</p> <p>Exploration: broad range of experience in exploration, mining, refining, development, production, distribution, metallurgy, processing and environmental, joint venture experience, product marketing and commercial.</p> <p>Positioning and crisis management: ability to contribute to the positioning of the Company to assist in high level communications and crisis management, lateral thinker, pro-active, public and private sector experience.</p> <p>Executive management: experience at an executive level including the ability to appoint and evaluate the CEO and oversee strategic, human resource management together with industry knowledge.</p> <p>Corporate governance: understanding and experience in best practice corporate governance particularly as it relates to an exploration and mining company and an ability to apply that to continually improve the Company's corporate governance.</p> <p>Legal compliance: knowledge of relevant laws and regulatory frameworks, and an ability to identify and oversee the Company's management of its legal and contractual obligations and compliance management.</p> <p>Risk management: ability to identify key risks to the Company in a wide range of areas (including cash resources, exploration, governance, information technology, reputation, capital investment, OH&S), and monitor risk management frameworks and systems.</p> <p>Thinking strategically: the ability to see the big picture, understand market trends, anticipate future challenges and opportunities and develop strategies in response and ability to identify key issues for the Company and develop appropriate policy parameters within which the Company should operate.</p> <p>How these skills translate to the current Board is as follows:</p> <table border="1" data-bbox="882 1206 2136 1382"> <thead> <tr> <th data-bbox="882 1206 1507 1238">Skills</th> <th data-bbox="1507 1206 2136 1238">Name of Directors with the particular skill</th> </tr> </thead> <tbody> <tr> <td data-bbox="882 1238 1507 1270">Corporate finance and capital investment</td> <td data-bbox="1507 1238 2136 1270">Marcello Cardaci and John Seton</td> </tr> <tr> <td data-bbox="882 1270 1507 1302">Financial</td> <td data-bbox="1507 1270 2136 1302">Marcello Cardaci and John Seton</td> </tr> <tr> <td data-bbox="882 1302 1507 1334">Exploration</td> <td data-bbox="1507 1302 2136 1334">Kell Neilsen</td> </tr> <tr> <td data-bbox="882 1334 1507 1366">Positioning and crisis management</td> <td data-bbox="1507 1334 2136 1366">Marcello Cardaci, John Seton and Kell Neilsen</td> </tr> <tr> <td data-bbox="882 1366 1507 1382">Executive management</td> <td data-bbox="1507 1366 2136 1382">Marcello Cardaci, John Seton</td> </tr> </tbody> </table>	Skills	Name of Directors with the particular skill	Corporate finance and capital investment	Marcello Cardaci and John Seton	Financial	Marcello Cardaci and John Seton	Exploration	Kell Neilsen	Positioning and crisis management	Marcello Cardaci, John Seton and Kell Neilsen	Executive management	Marcello Cardaci, John Seton
Skills	Name of Directors with the particular skill													
Corporate finance and capital investment	Marcello Cardaci and John Seton													
Financial	Marcello Cardaci and John Seton													
Exploration	Kell Neilsen													
Positioning and crisis management	Marcello Cardaci, John Seton and Kell Neilsen													
Executive management	Marcello Cardaci, John Seton													

Principle 2 Continued	Adopted YES / NO	Structure the board to add value Continued																								
		Corporate governance		Marcello Cardaci, John Seton and Kell Neilsen																						
		Legal compliance		Marcello Cardaci and John Seton																						
		Risk management		Marcello Cardaci, John Seton and Kell Neilsen																						
		Thinking strategically		Marcello Cardaci, John Seton and Kell Neilsen																						
		<p>Detailed biographies are set out in the Directors' Report of the Company's Annual Report.</p> <p>As a team, the Manhattan Board brings a broad range of experience but to the extent that any skills are not directly represented on the Board, they are augmented through external advisors.</p>																								
<p>2.3 The Company should disclose:</p> <p>(a) The names of the directors considered by the board to be independent;</p> <p>(b) If a director has an interest, position, association or relationship that might cause doubts about the independence of a director but the board is of the opinion that it does not compromise the independence of the director, the nature of the interest, position, association or relationship in question and explanation of why the board is of that opinion; and</p> <p>(c) The length of service of each director</p>	<p>YES</p> <p>YES</p> <p>YES</p>	<p>The Board Charter gives formal recognition to a detailed definition of independence being "independence of thought and decision making".</p> <p>Due to the desire to contain costs and establish the Company's future strategic direction, the Board is comprised of three directors, two of whom are non-executive independent directors, including the Chairman.</p> <p>A review of the independence criteria detailed in Recommendation 2.3 in relation to each director is made on a regular basis.</p> <table border="1" data-bbox="891 667 2114 916"> <thead> <tr> <th data-bbox="891 667 1106 724">Director</th> <th data-bbox="1106 667 1491 724">Position on the Board</th> <th data-bbox="1491 667 1751 724">Term in Office</th> <th data-bbox="1751 667 1890 724">Non-Executive</th> <th data-bbox="1890 667 2114 724">Independent</th> </tr> </thead> <tbody> <tr> <td data-bbox="891 724 1106 804">Marcello CARDACI</td> <td data-bbox="1106 724 1491 804">Non-Executive Chair and Director</td> <td data-bbox="1491 724 1751 804">18 December 2006 17 years</td> <td data-bbox="1751 724 1890 804">Yes</td> <td data-bbox="1890 724 2114 804">Yes</td> </tr> <tr> <td data-bbox="891 804 1106 858">John SETON</td> <td data-bbox="1106 804 1491 858">Non-Executive Director</td> <td data-bbox="1491 804 1751 858">20 July 2009 15 years</td> <td data-bbox="1751 804 1890 858">Yes</td> <td data-bbox="1890 804 2114 858">Yes</td> </tr> <tr> <td data-bbox="891 858 1106 916">Kell NEILSEN</td> <td data-bbox="1106 858 1491 916">Executive Director and Chief Executive Officer</td> <td data-bbox="1491 858 1751 916">06 April 2020 4 years</td> <td data-bbox="1751 858 1890 916">No</td> <td data-bbox="1890 858 2114 916">No</td> </tr> </tbody> </table> <p>Tenure of more than 10 years is a factor that the ASX recognises can impact upon Director independence.</p> <p>The Manhattan belief is the management of the Company benefits from, and it is in the interests of shareholders for directors on the board to have a mix of tenures as currently represented, such that some directors have served on the board for a long period and have a deep understanding of the Company.</p> <p>While the board does not consider that independence can be assessed with reference to an arbitrary and set period of time, the board has addressed the independence of longer-serving Non-Executive Directors during the financial year and determined these directors are independent and their periods of tenure do not interfere with the capacity of each of these directors to bring independent judgement to bear on issues before the Board and to act in the best interests of Manhattan as a whole.</p>					Director	Position on the Board	Term in Office	Non-Executive	Independent	Marcello CARDACI	Non-Executive Chair and Director	18 December 2006 17 years	Yes	Yes	John SETON	Non-Executive Director	20 July 2009 15 years	Yes	Yes	Kell NEILSEN	Executive Director and Chief Executive Officer	06 April 2020 4 years	No	No
Director	Position on the Board	Term in Office	Non-Executive	Independent																						
Marcello CARDACI	Non-Executive Chair and Director	18 December 2006 17 years	Yes	Yes																						
John SETON	Non-Executive Director	20 July 2009 15 years	Yes	Yes																						
Kell NEILSEN	Executive Director and Chief Executive Officer	06 April 2020 4 years	No	No																						
<p>2.4 A majority of the board should be independent directors</p>	<p>YES</p>	<p>The Board is comprised of three directors, two of whom are non-executive directors and one executive.</p> <p>Marcello Cardaci and John Seton consider themselves to be independent directors as they are not part of the management team and are free of any relationship (other than that of shareholder of the Company) that could materially interfere with the independent exercise of their judgement.</p>																								

Principle 3:	Adopted	Instill a culture of acting lawfully, ethically, and responsibly
	YES / NO	<i>The Company should act lawfully, ethically and have formal and rigorous processes that independently verify and safeguard the integrity of its corporate reporting</i>
3.1 The Company should articulate and disclose its values.	YES	<p>Manhattan's values can be summarized as.</p> <p>We are a Company:</p> <ul style="list-style-type: none"> • With Integrity. • Engaged. • That works together. • That is bold. • Owning our commitments. • Keeping it simple. • Always improving; seeking new information • Which shows empathy <p>Manhattan's cornerstone principle is to act honestly, fairly and with empathy.</p> <p>As the business morphs, the Board will review the business values to ensure their appropriateness.</p>
3.2 The Company should: (a) Have and disclose a code of conduct for its directors, senior executives and employees; and (b) Ensure that the board or a committee of the board is informed of any material breaches of that code	YES YES	<p>A Code of Conduct Policy for directors and senior executives has been adopted. The Board approved Code of Conduct provides a framework which outlines the expected practices and conduct to be displayed by all in the Manhattan work environment together with how directors and senior executives are to act legally, ethically, and responsibly in all Company matters. A copy of the Charter is available in the Corporate Governance section of the Company's website at https://manhattcorp.com.au/corporate/corporate-governance/</p> <p>The Company expects all who are involved directors, the senior executive and consultants to practice honesty, integrity and observe highest standards of business and personal ethics in fulfilling their duties and responsibilities.</p> <p>The Shareholder Communications Strategy, the Securities Trading Policy, and the Continuous Disclosure Policy, collectively form a solid ethical foundation for Company practices, which must always be complied with.</p> <p>Clause 18(d) of the Code of Conduct requires, where appropriate, the Board is informed of material breaches of the Code of Conduct.</p>
3.3 The Company should: (a) Have and disclose a whistleblower policy; and (b) Ensure the board or a committee of the board is informed of any material breaches of that code	YES YES	<p>A Whistleblower Policy is in place. A copy of the Policy is available from the Company's website.</p> <p>Clause 9 of the Whistleblower Policy provides for at least semi-annually reporting to the Board, where appropriate, on all active whistleblower matters. The Board is informed of any material incidents under the Policy.</p> <p>To date there has been no reporting to the Board on this matter.</p>
3.3 The Company should: (a) Have and disclose an anti-bribery and corruption policy; and (b) Ensure that the board or a committee of the board is informed of any material breaches of that code	YES YES	<p>An Anti-Bribery and Corruption Policy is in place. A copy of the Policy is available from the Company's website.</p> <p>Under Clause 4 of the Policy, all material breaches of the Policy must be reported to the Board.</p> <p>To date there has been no reporting to the Board on this matter.</p>

Principle 4:	Adopted	Safeguard integrity in corporate reporting
	YES / NO	<i>The Company should have formal and rigorous processes that independently verify and safeguard the integrity of its corporate reporting</i>
<p>4.1 The Company should:</p> <p>(a) Have an audit committee</p> <ul style="list-style-type: none"> With a least three (3) members, all of whom are non-executive directors and the majority of who are independent directors; Chaired by an independent director who is not the chair of the board <p>And discloses:</p> <ul style="list-style-type: none"> The charter of the committee; The relevant qualifications and experience of the members of the committee; and The number of times the committee met throughout the period and the individual attendance of the members at those meetings <p>(b) If the Company has no audit committee, there must be disclosure of that fact and the processes it employs to independently verify and safeguard the integrity of its corporate reporting, including the processes for the appointment and removal of the external auditor and the rotation of the audit engagement partner.</p>	<p>NO</p> <p>YES</p> <p>NO</p> <p>YES</p> <p>YES</p> <p>YES</p>	<p>Manhattan has not constituted a separate audit committee. Acting in its ordinary capacity, as required, the Board carries out the responsibilities that would otherwise be undertaken by the audit committee.</p> <p>Manhattan has a 3-person Board, with two independent Directors, who administer the duties of the audit committee in accordance with the Audit and Risk Committee Charter. The Company does not believe from an operational or cost basis there are efficiencies to be gained from dividing the Board further to a committee structure.</p> <p>The chair of the Board is Mr Cardaci, an independent director who oversees the Audit Committee meetings.</p> <p>A copy of the Charter is available within the Corporate Governance Policies located at https://manhattcorp.com.au/corporate/corporate-governance/</p> <p>The Director's details are reported in the Annual Reports and on the Company's website.</p> <p>The full board met twice during the 2024 financial year as the Audit Committee to review, discuss and approve the December 2023 Interim Financial Report and the June 2024 Annual Report.</p> <p>The Board monitors the form and content of the Company's financial statements and maintains an overview of the Company's internal financial control and risk management systems.</p> <p>When considered appropriate, the Board will not hesitate to seek advice and guidance from the external auditors and professional advisors</p> <p><i>Financial Reporting</i> The Board monitors the Company's compliance with internal financial and associated risk controls and reviews the financial performance of the Company. This is achieved through the Board receiving regular updates at scheduled Board Meetings as to the financial "health" of the Company.</p> <p><i>External Auditor</i> The Company's policy is to appoint external auditors who clearly demonstrate independence. The performance of the external auditor is reviewed annually by the Board. The auditors have a policy of rotating the partner at least every five years.</p>
<p>4.2 Before the board approves the financial statements for a financial period, it should receive from its CEO and CFO a declaration that, in their opinion the financial records have been properly maintained comply with the appropriate accounting standards and gives a true and fair view of the financial position and performance of the Company.</p>	<p>YES</p>	<p>In accordance with Manhattan's Risk Management Policy and clause 6(e) of the Audit and Risk Committee Charter; the Board does receive written declarations from the Chairman and external CFO (or equivalent) prepared in accordance with section 295A of the Corporations Act in relation to the accounts for the relevant reporting period.</p> <p>The required declarations have been given for the half-year ended 31 December 2023 and the financial year ended 30 June 2024.</p>

Principle 4 Continued	Adopted YES / NO	Safeguarding integrity in corporate reporting Continued
<p>4.3 The Company should disclose its process to verify the integrity of any periodic corporate report it releases to the market that is not audited or reviewed by an external auditor</p>	<p>YES</p>	<p>The quarterly activity reports, prepared by the ED & CEO and the quarterly cashflow reports, prepared by the Company Secretary which have not been subject to audit or review by an external auditor are provided to the Board who review them against the exploration results released during the quarter and internally generated monthly reports, respectively.</p> <p>The Board ensures the reports are materially accurate, balanced, provides investors with appropriate information as well as ensuring their content is in accordance with the Company's Continuous Disclosure and Shareholder and Investor Relation Policies.</p> <p>External professional assistance, where appropriate is sought.</p>
<p>4.4 The external auditors are to attend the Company's AGM and are available to answer questions from shareholders relevant to the audit.</p>	<p>YES</p>	<p>The Company's external auditor is invited to attend and is duly represented at the Company's Annual General Meeting to answer questions from shareholders concerning the conduct of the audit, the preparation and content of the auditor's report, accounting policies adopted by the Company and the independence of the auditor in relation to the conduct of the audit.</p> <p>The Auditor's presence is made known to shareholders during the meeting and shareholders are provided with an opportunity to ask questions to the external auditor.</p>

Principle 5:	Adopted	Make timely and balanced disclosure
	YES / NO	<i>The Company should make timely and balanced disclosure of all matters concerning it that a reasonable person would expect to have a material effect on the price or value of its securities</i>
<p>5.1 The Company should</p> <p>(a) Have a written policy for complying with its Continuous disclosure obligations under the Listing Rules; and</p> <p>(b) Disclose that policy or a summary of it</p>	<p>YES</p> <p>YES</p>	<p>Manhattan has a formal Continuous Disclosure Policy, which ensures compliance with the continuous disclosure obligations in accordance with the ASX Listing Rules and to a lesser extent the Corporations Act.</p> <p>A copy of the Policy is available in the Corporate Governance section of the Company's website at https://manhattcorp.com.au/corporate/corporate-governance/</p> <p>The Chairman is responsible for Manhattan's continuous disclosure obligations and the Company Secretary is responsible for monitoring compliance with the Policy, including ensuring any relevant Manhattan information that is to be promptly announced to the ASX is reviewed for compliance with the Continuous Disclosure Policy.</p> <p>The co-ordination of releases to the ASX is conducted by the Company Secretary. Where the ASX contacts the Company, for example in the event of unusual share price fluctuations, communications are managed by the Company Secretary with reference to the Chairman.</p>
<p>5.2 The Company should ensure that its board receives copies of all material market announcements promptly after they have been made.</p>	<p>YES</p>	<p>The Board is provided with copies of all material market announcements for review and approval before they have been made.</p> <p>Once the Company Secretary receives confirmation from the ASX Announcements Office of the release to market of an announcement, the Company Secretary notifies the Board by email of the release; with the Announcement attached to the email.</p>
<p>5.3 When giving a new and substantive investor or analyst presentation, the Company should release a copy of the presentation on the ASX Market Announcements Platform ahead of the presentation.</p>	<p>YES</p>	<p>Clause 9(b) of the Continuous Disclosure Policy requires that ahead of any new and substantive investor or analyst presentation, a copy of the presentation materials is released to the ASX (even if the information in the presentation would not otherwise require market disclosure).</p>

Principle 6	Adopted YES / NO	Respect the rights of Shareholders <i>The Company should respect the rights of its shareholders by providing them with appropriate information and facilities to allow them to exercise those rights effectively</i>
6.1 The Company should provide information about itself and its governance to investors via its website.	YES	<p>Manhattan ensures the information on the Company's website is balanced, current and easy to understand. Access to the Manhattan website is at https://manhattcorp.com.au/ which provides various information about the Company, including: an overview of the business, biographical information for each director and the executive team, corporate governance policies, announcements to ASX, all financial reports and the mechanism for shareholders to contact the Company via email</p> <p>Most of the Company information can be found under the "Investor Centre" tab on the website, the structure of Manhattan's business is located under the "Projects" tab and the corporate governance charters, policies and yearly governance statements can be viewed under the "Corporate" tab.</p>
6.2 The Company should design and implement an investor relations program to facilitate effective two-way communication with investors.	YES	<p>The Company has established a formal Shareholder Communication and Investor Relations Policy which aims to facilitate effective two-way communication with investors and ensure that shareholders are fully informed by communicating with them through continuous disclosure reporting to the ASX quarterly, half yearly and annual reports; and media releases.</p> <p>The investor relations program is in the Shareholder Communication and Investor Relations Policy in the Corporate Governance Policies at https://manhattcorp.com.au/corporate/corporate-governance/</p> <p>Manhattan principally engages with its shareholders at the Annual General Meeting as well as any General Meeting held during the year and it at these Meetings that shareholders are given the opportunity to ask questions of the directors and executive.</p> <p>Manhattan encourages shareholders to make direct contact with the Company through the contact details provided on the Company website.</p>
6.3 The Company should disclose the policies and processes it has in place to facilitate and encourage participation at meetings of shareholders.	YES	<p>The Shareholder Communication and Investor Relations Policy aims to ensure shareholders have ready access to balanced information about Manhattan together with full participation at all Annual and General Meetings.</p> <p>All notices of meeting set out the time and place of each Meeting to promote maximum attendance by Shareholders.</p> <p>Questions from Shareholders, whether present or not at Meetings, are encouraged and the required Company response provided.</p> <p>At the Annual General Meeting, the Board ensures:</p> <ul style="list-style-type: none"> • a representative of the Company's auditors is in attendance to respond directly to questions on audit related matters; and • The ED/CEO is in attendance in person or electronically to encourage shareholders to ask questions about operations and exploration. <p>Shareholders vote on the appointment of Directors, remuneration of Non-Executive Directors, the granting of securities to Directors and other important Company issues.</p>
6.4 The Company should ensure that all substantive resolutions at a meeting of security holders are decided by a poll rather than by a show of hands.	YES	<p>The Company has adopted the process required by ASX Guidance Note 35 that all Listing Rule resolutions must be decided by a poll.</p> <p>Furthermore, clause 6(g) of the Company's Shareholder Communication Policy provides that all substantive resolutions at a meeting of security holders will be decided by a poll.</p>

Principle 6 Continued	Adopted YES / NO	Respect the rights of Shareholders Continued
<p>6.5 The Company should give shareholders the option to receive communications from and send communications to the Company and its share registry electronically.</p>	<p>YES</p>	<p>It is Manhattan's goal for most shareholders to receive communications electronically in the interests of the environment and constraining costs.</p> <p>In an endeavor to drive this objective the Company provides shareholders with the option to receive communications from, and to send communications to the Company electronically as provided for in the Shareholder Communication and Investor Relations Policy. Shareholders are encouraged to join the Company's mailing list to receive regular electronic updates from Manhattan.</p> <p>Manhattan's register of shareholders is maintained by Computershare Investor Services Pty Limited. In consultation with the Registry, periodic "flyers" are sent to Manhattan shareholders giving them the option to elect to receive documents by email including Notices of Meetings, Interim Financial and Annual Reports.</p>

Principle 7:	Adopted	Recognise and Manage Risk
	YES / NO	<i>The Company should establish a sound risk management framework and periodically review the effectiveness of that framework</i>
<p>7.1 The Company should:</p> <p>(a) Have a committee or committees to oversee risk, each of which</p> <ul style="list-style-type: none"> • Has at least three (3) members, a majority of who are independent directors; and • Chaired by an independent director <p>And discloses:</p> <ul style="list-style-type: none"> • The charter of the committee; • The members of the committee; and • The number of times the committee met throughout the period and the individual attendance of the members at those meetings <p>(b) If the Company has no risk committee or committees, that satisfy (a) above, disclose that fact and the processes it employs to oversee the Company's risk management framework.</p>	<p style="text-align: center;">NO</p> <p style="text-align: center;">YES</p> <p style="text-align: center;">NO</p> <p style="text-align: center;">YES</p> <p style="text-align: center;">YES</p> <p style="text-align: center;">YES</p>	<p>Manhattan has not constituted a separate risk management committee. The strategy around managing risk for Manhattan is a function combined with the Audit Committee which is comprised of the full board.</p> <p>Manhattan has a 3-person board with a tight management structure. The Company does not believe from an operational or cost basis there is any justification to divide the board further to a formal committee structure.</p> <p>The chair of the Committee is Mr Cardaci, an independent director who oversees the Audit and Risk Committee meetings.</p> <p>A copy of the Charter is available within the Corporate Governance Policies located at https://manhattcorp.com.au/corporate/corporate-governance/</p> <p>The relevant qualifications and experience of the directors are reported in the Annual Reports.</p> <p>The Risk Committee, comprising the full board met once during, the 2024 financial year to review risk.</p> <p>The Board are experienced with assessing and managing risk - Messrs. Cardaci and Seton are financially literate, and the auditor is available to attend any meetings dealing with financial risk matters. Mr Neilsen has relevant operational experience, technical and industry skills make him the most qualified and best suited director to be the Company's reference point on exploration, mining, refining, development, production, distribution, metallurgy, processing and environmental.</p> <p>Directors of Manhattan are responsible for establishing procedures that provide a reasonable basis for making proper judgements on an ongoing basis as to the operational, financial and governance positions and prospects of the Company.</p> <p>In carrying out this responsibility, the Board has conducted a risk assessment of the nature and circumstances of the business and determined the:</p> <ul style="list-style-type: none"> • information needed to monitor the business and manage risk so as to make proper judgement about Manhattan. • factors likely to impact on Manhattan operational, financial and governance position; and • preparation and communication of related information <p>Broadly, the Board have adopted the following measures to manage the Company's business risks:</p> <ul style="list-style-type: none"> • Authority limits have been established for the Chairman, when expenditure exceeds the limit, full Board approval is required. • All payments are made electronically and require the authorisation of 2 Directors or a Director and the Company Secretary.

Principle 7 Continued	Adopted YES / NO	Recognise and Manage Risks Continued
		<ul style="list-style-type: none"> • All claims for expense reimbursement must be signed by the Chairman. • The accounting records of the Company will be held via a cloud-based MYOB software package which will mean that the records are recoverable in the event of a catastrophic event. • Procedures for ensuring compliance with the Company's continuous disclosure obligations have been adopted. • Corporate governance procedures have been established which assist the Company in maintaining applicable governance policies. • The following decisions will be made by the Board at properly convened Board meetings: all acquisitions, modifications to the timeframe and milestones of key projects and raising of additional capital. <p>Risk management is specifically discussed by the full Board at the Company's board meetings during the year. The Board considers that this process adequately monitors the Company's risk management framework.</p> <p>The Board has approved and adopted an Audit and Risk Committee Charter which provides guidance and direction on the management of risk which is likely to impact the Company's mineral exploration activities and managing cashflow expectations.</p> <p>A copy of the Charter is available in the Corporate Governance section of the Company's website at https://manhattcorp.com.au/corporate/corporate-governance/</p>
<p>7.2 The board or a Committee of the board should:</p> <p>(a) Review the Company's risk management framework at least annually to satisfy itself that, it continues to be sound; and</p> <p>(b) Discloses, in relation to each reporting period, whether such a review has been taken.</p>	<p>YES</p> <p>YES</p>	<p>As part of the due diligence for the Entitlement Offer announced in July 2024, the Board completed an in-depth review of Manhattan's risk profile.</p> <p>The Company's risk management framework has been under review for most of the reporting period as the Board assesses the exploration and finance risks associated with holding the Tibooburra Gold Project, growing the Chebogue Lithium Project and pursuing new opportunities.</p> <p>The Board has reviewed Manhattan's risk profile during the 2024 year and identified a potential financial risk around cashflow and announced an Entitlement Offer and Shortfall Placement in July 2024. The Board search for new projects to diversify operations.</p>

Principle 7 Continued	Adopted YES / NO	Recognise and Manage Risks Continued
<p>7.3 The Company should disclose:</p> <p>(a) If it has an internal audit function, how the function is structured and what role it performs; or</p> <p>(b) If it does not have an internal audit function, that fact and the processes it employs for evaluating and continually improving the effectiveness of its risk management and internal control processes.</p>	<p>NO</p> <p>YES</p>	<p>The current size of the Company together with the stage of development of exploration activities does not support the establishment of a dedicated internal audit function.</p> <p>The purpose of this function would be to provide independent assurance as to the effectiveness of how Manhattan handles risks and controls. This assurance is provided to the Board by the annual and interim audit process.</p> <p>The Board reviews the level of segregation in relation to payment authorisations and limits of authority and compliance with the authority levels and internal controls policy.</p> <p>The Board oversees the Company's financial risk, the risk management framework and internal control processes.</p>
<p>7.4 The Company should disclose whether it has any material exposure to economic, environmental and social sustainability risks and if it does, how it manages or intends to manage those risks.</p>	<p>YES</p>	<p>The activity of Manhattan exposes the Company to the inherent risks associated with being in the exploration and mining industry and includes the following as outlined in the risk register: land access, currency volatility, future capital requirements to access opportunities, payment obligations, loss of key personnel, unforeseen expenses and lack of productivity.</p> <p>There may be a requirement for Manhattan to raise funds to pursue the business objectives consistent with the strategic plan. The ability to raise capital may be affected by commodity prices, which proposes a financial risk to Manhattan.</p> <p>The Board's approach to managing financial risks is identified in the Going Concern Note contained in the Annual and Interim Reports.</p> <p>Manhattan engages an insurance brokering firm as part of the Company's annual assessment of the coverage for insured assets and risks. The results of these reviews are reported to the Board at least annually.</p> <p>The Company's operations in relation to the Tibooburra Gold Project are subject to various environmental regulations under both Commonwealth and State legislation in Australia. The ED/CEO is responsible for ensuring compliance with these regulations and the Company are not aware of any breaches of the legislation during the 2024 financial year.</p> <p>Exploration and development activities are a high risk undertaking and the Board have no assurance that either the Tibooburra Gold and/or the Chebogue Lithium projects will result in commercially viable operations.</p> <p>Manhattan has adopted a formal Code of Business Conduct and Ethics for all directors, officers, employees, consultants, contractors, and associates. This Code addresses, among other things, the Company's commitment to integrity, fair dealing, and equal opportunity in all its business affairs.</p>

Principle 8	Adopted	Remunerate fairly and responsibly
	YES / NO	
<p>8.1 The Board should</p> <p>(a) Have a remuneration committee which</p> <ul style="list-style-type: none"> Has at least three (3) members, a majority of who are independent directors; Chaired by an independent director <p>And discloses:</p> <ul style="list-style-type: none"> The charter of the committee; The members of the committee; and The number of times the committee met throughout the period and the individual attendance of the members at those meetings <p>(b) If the Company has no remuneration committee disclose that fact and the processes it employs for setting the level and composition of remuneration for directors and senior executives and ensuring that such remuneration is appropriate and not excessive.</p>	<p>NO</p> <p>YES</p> <p>NO</p> <p>YES</p> <p>YES</p> <p>YES</p>	<p>The Company should pay director remuneration sufficient to attract and retain high quality directors and design its executive remuneration to attract, retain and motivate high quality senior executives and to align their interests with the creation of value for Shareholders.</p> <p>Manhattan has not constituted e a separate remuneration committee. The Board carries out the duties that would otherwise be undertaken by a Remuneration Committee, in accordance with the adopted Remuneration and Nomination Committee Charter.</p> <p>Manhattan has a 3-person board with a tight management structure. The Company does not believe from an operational or cost basis there is any justification to divide the board further to a formal committee structure.</p> <p>The chair of the Committee is Mr Cardaci, an independent director who oversees the Remuneration Committee meetings.</p> <p>A copy of the Charter is available within the Corporate Governance Policies located at https://manhattcorp.com.au/corporate/corporate-governance/</p> <p>The relevant qualifications and experience of the directors are reported in the Annual Reports.</p> <p>The Remuneration Committee, comprising the full board met once during the 2024 financial year to consider if remuneration matters would be reflected through the 2024 Notice of Annual General Meeting.</p> <p>The Board undertakes this role with the assistance of any external advice which may be required from time to time. Having regard for current Company performance, remuneration levels are set accordingly.</p>
<p>8.2 The Company should separately disclose its policies and practices regarding the remuneration of non-executive directors and the remuneration of executive directors and other senior executives.</p>	<p>YES</p>	<p>Manhattan's approach to remunerating directors and executives is set out in the Remuneration Report in the Directors' Report contained in the 2024 Annual Report, audited as required by section 308(3C) of the Corporations Act 2001.</p> <p>The Annual Reports are located at https://manhattcorp.com.au/investor-centre/asx-announcements/</p> <p>The Company's Constitution provides the remuneration of Non-Executive Directors is fixed, they do not participate in any incentive plans, and do not receive any retirement benefits, with this in mind the Board references comparable industry levels but within the maximum amount approved by shareholders in Meeting.</p> <p>The remuneration of the ED & CEO is formalized in a service agreement which links the nature and amount of executive remuneration to Manhattan's financial and operational performance.</p> <p>Decisions around the remuneration of any director or senior executive are made without the participation of the concerned director or executive.</p>

