

Manhattan Corporation Limited

2025 CORPORATE GOVERNANCE STATEMENT

Pursuant to ASX Listing Rule 4.10.3

Corporate Governance Compliance

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 2025.

The Statement outlines the Company's corporate governance practices that were in place throughout the 2025 financial year against the ASX Corporate Governance Council's Principles and Recommendations, 4th Edition (**Recommendations**), which the Board supports the intent of and considers to be an appropriate benchmark for Manhattan.

The Company's corporate governance framework reflects its current size, stage of development and available resources. Where the Company does not comply with a Recommendation, disclosure is made of this fact and an explanation provided in accordance with the "if not, why not" regime.

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

The information in the 2025 Statement is current at and was approved by a resolution of the Board on 29 September 2025 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	Partly
1.7	Senior executive performance evaluation undertaken	Partly
Principle 2 Structure the Board to add value		
2.1	Nomination committee requirements met	No
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	No
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	No
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
	✓ / X	<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>✓</p> <p>✓</p>	<p>The pivotal document guiding the operations of Manhattan’s Board of Directors together with their 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 operates without formal committees. Directors work collaboratively between scheduled meetings and are responsible for setting standards and procedures to ensure effective governance and conduct.</p> <p>Day-to-day management is overseen directly by the Board with the support of the Executive Director and Chief Executive Officer fulfilled 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>✓</p> <p>✓</p>	<p>The Company has engaged an Australian service provider to conduct background and reference checks on Directors and senior executives prior to their appointment. Access to the platform is restricted to authorised Company representatives, who are responsible for initiating and overseeing the completion of these checks. Ultimately, the Manhattan Board appoints the 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 the 2025 financial year.</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 2025 financial year.</p>
<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>✓</p>	<p>Written agreements setting out the terms and conditions of appointment are in place.</p> <p>Directors – Receive appointment letters setting out each Director’s role, responsibilities, time commitment, entitlements, remuneration and include the ASX Listing Rule 3.19B agreement confirming their obligations to provide information required under Listing Rule 3.19A together with a Deed of Indemnity.</p> <p>Executive – Signs an executive services agreement setting out the terms of employment together with a Deed of Indemnity.</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 d</p>	<p>✓</p>	<p>In accordance with clause 9(e) of the Board Charter, the Company Secretary is accountable directly to the Board through the Chair on compliance and governance matters.</p> <p>The Company Secretary supports the effective functioning of the Board by coordinating meetings, preparing board materials, attending meetings to ensure the business of meetings is accurately captured in the minutes.</p>

Principle 1 Continued	Adopted ✓ / X	Lay solid foundations for management and oversight Continued																		
<p>1.5 The Company should:</p> <p>(a) Have and disclose a diversity policy</p> <p>(b) Through its board or a committee of the board set measurable objectives for achieving gender diversity in the composition of its board, senior executives and workforce generally; and</p> <p>(c) Disclose in relation to each reporting period</p> <p>i. the measurable objectives set for that period to achieve gender diversity;</p> <p>ii. The entity's progress towards achieving those objectives; and</p> <ul style="list-style-type: none"> The respective proportions of men and women on the board, in senior executive positions and across the whole organization; or The most recent "Gender Equity Indicators" as defined in the Workplace Gender Equality Act. 	<p>✓</p> <p>X</p> <p>X</p>	<p>Manhattan has adopted a Diversity Policy, providing the framework to achieve an inclusive and respectful working environment. 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>Vacancies are filled without regard to targets because Manhattan aims to recruit the best people fairly, openly and inclusively, without any discrimination or prejudice.</p> <p>The Diversity Policy allows the Board to set measurable gender diversity objectives, if considered appropriate, and to continually monitor both the objectives, if any have been set, and the Company's progress in achieving them - Manhattan has not adopted measurable gender diversity objectives for the past financial year in light of the Company's small workforce and early stage of operations would provide beneficial reporting. The Board remains committed to fostering an inclusive workplace and will establish measurable objectives when appropriate to the size and complexity of the business.</p> <p>Manhattan predominately utilises external contractors and setting measurable objectives for gender diversity seems meaningless – once the Company establishes solid human resource numbers, measurable objectives will then have content in terms of reporting.</p> <p>Manhattan supports the fundamental premise of the recommendation contained in the ASX Principles requiring diversity in the workplace.</p> <p><u>Gender Diversity Disclosure</u> Manhattan provides the following information regarding the proportion of gender diversity as at 30 June 2025:</p> <table border="1" data-bbox="882 874 2116 1161"> <thead> <tr> <th>Representation</th> <th>Portion of Females / Total Number</th> <th>Portion of Females / Total Number</th> </tr> <tr> <td></td> <th>2025</th> <th>2024</th> </tr> </thead> <tbody> <tr> <td>Board</td> <td>0/3 (0%)</td> <td>0/3 (0%)</td> </tr> <tr> <td>Key management personnel</td> <td>0/2 (0%)</td> <td>0/2 (0%)</td> </tr> <tr> <td>Professional contract service providers</td> <td>2/3 (67%)</td> <td>2/3 (67%)</td> </tr> <tr> <td>Geological contract service providers</td> <td>0/1 (0%)</td> <td>0/1 (0%)</td> </tr> </tbody> </table> <p>Manhattan is not a "relevant employer" under the Workplace Gender Equality Act 2012(Cth) because it is not a registered higher education provider or an employer of 100 or more employees in Australia. The Company is not part of the S&P/ASX 300 Index at the commencement of the reporting period.</p>	Representation	Portion of Females / Total Number	Portion of Females / Total Number		2025	2024	Board	0/3 (0%)	0/3 (0%)	Key management personnel	0/2 (0%)	0/2 (0%)	Professional contract service providers	2/3 (67%)	2/3 (67%)	Geological contract service providers	0/1 (0%)	0/1 (0%)
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<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>Partly</p> <p>✓</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. As a result of Board changes including the resignation of one Director and the appointment of a new Director in July 2025, the discussion of the results of the 2025 performance evaluation process will be conducted on a one-on-one basis between the Chair and the previous Board</p> <p>The performance of the Board and individual Directors was undertaken and completed in accordance with the above process during August 2025.</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>Partly</p> <p>✓</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 2025 in accordance with the procedure outlined in section 1.6 above.</p>

Principle 2	Adopted	Structure the board to add value
	✓ / X	<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 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 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>X</p> <p>✓</p>	<p>Manhattan has not constituted a separate nomination committee, historically, the full Board oversees director appointments and succession matters. Consistent with the Company's limited operational activities and resource levels during 2025, there are efficiencies to be gained from dividing the Board further to a committee structure.</p> <p>During 2025, Manhattan had a 3-person Board, with two independent Directors, who administered the duties of the nomination committee in accordance with the Remuneration and Nomination Committee Charter.</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 Remuneration and Nomination Committee Charter is available within the Corporate Governance Policies located at https://manhattcorp.com.au/corporate/corporate-governance/</p> <p>Directors' details are reported in the Annual Report and on the Company's website.</p> <p>There were three Board Meetings held during the 2025 financial year with the full Board in attendance. Nomination matters are a standing agenda item and nomination matters were raised in one meeting considering the new acquisition transaction completed in July 2025 which saw Board changes.</p> <p>As projects morph, the Board will continue to change in terms of numbers and personnel.</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 ✓ / X	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>✓</p>	<p>The Board skills determined as relevant for Manhattan 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 1145 2134 1321"> <thead> <tr> <th data-bbox="882 1145 1507 1177">Skills</th> <th data-bbox="1507 1145 2134 1177">Name of Directors with the particular skill</th> </tr> </thead> <tbody> <tr> <td data-bbox="882 1177 1507 1209">Corporate finance and capital investment</td> <td data-bbox="1507 1177 2134 1209">Marcello Cardaci and Gavin Rezos</td> </tr> <tr> <td data-bbox="882 1209 1507 1241">Financial</td> <td data-bbox="1507 1209 2134 1241">Marcello Cardaci and Gavin Rezos</td> </tr> <tr> <td data-bbox="882 1241 1507 1273">Exploration</td> <td data-bbox="1507 1241 2134 1273">Kell Neilsen</td> </tr> <tr> <td data-bbox="882 1273 1507 1305">Positioning and crisis management</td> <td data-bbox="1507 1273 2134 1305">Marcello Cardaci, Gavin Rezos and Kell Neilsen</td> </tr> <tr> <td data-bbox="882 1305 1507 1321">Executive management</td> <td data-bbox="1507 1305 2134 1321">Marcello Cardaci, Gavin Rezos</td> </tr> </tbody> </table>	Skills	Name of Directors with the particular skill	Corporate finance and capital investment	Marcello Cardaci and Gavin Rezos	Financial	Marcello Cardaci and Gavin Rezos	Exploration	Kell Neilsen	Positioning and crisis management	Marcello Cardaci, Gavin Rezos and Kell Neilsen	Executive management	Marcello Cardaci, Gavin Rezos
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Principle 2 Continued	Adopted ✓ / X	Structure the board to add value Continued																								
		Corporate governance		Marcello Cardaci, Gavin Rezos and Kell Neilsen																						
		Legal compliance		Marcello Cardaci and Gavin Rezos																						
		Risk management		Marcello Cardaci, Gavin Rezos and Kell Neilsen																						
		Thinking strategically		Marcello Cardaci, Gavin Rezos and Kell Neilsen																						
		Detailed biographies are set out in the Directors' Report of the Company's Annual Report.																								
<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>✓</p> <p>✓</p> <p>✓</p>	<p>The Board Charter gives formal recognition to a detailed definition of independence being "independence of thought and decision making".</p> <p>For the 2025 financial year, the three-man Manhattan Board comprised two non-executive independent directors: Mr Marcello Cardaci and Mr John Seton.</p> <table border="1" data-bbox="893 611 2114 860"> <thead> <tr> <th>Director</th> <th>Position on the Board</th> <th>Term in Office</th> <th>Non-Executive</th> <th>Independent</th> </tr> </thead> <tbody> <tr> <td>Marcello CARDACI</td> <td>Non-Executive Chair and Director</td> <td>18 December 2006 17 years</td> <td>Yes</td> <td>Yes</td> </tr> <tr> <td>John SETON</td> <td>Non-Executive Director</td> <td>20 July 2009 15 years</td> <td>Yes</td> <td>Yes</td> </tr> <tr> <td>Kell NEILSEN</td> <td>Executive Director and Chief Executive Officer</td> <td>06 April 2020 4 years</td> <td>No</td> <td>No</td> </tr> </tbody> </table> <p>The Board considers the receipt of both Director fees and consulting fees by the Executive Director does not compromise his independence in Board decision-making. These arrangements are consistent with the Company's size and stage of operations, are on arm's length terms, and reflect the additional technical and operational expertise provided to the Company. The Board is satisfied that this relationship does not adversely impact the Director's ability to exercise independent judgment in the best interests of all shareholders.</p> <p>Tenure of more than 10 years is a factor that the ASX recognises can impact upon Director independence.</p> <p>Manhattan's belief is the Company benefits from, and it is in the interests of shareholders for directors on the board to have a mix of tenures as was represented during 2025, 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
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Principle 2 Continued	Adopted ✓ / X	Structure the board to add value Continued
2.4 A majority of the board should be independent directors	✓	<p>During the 2025 financial year, the Board comprised two independent Directors.</p> <p>Following the completion of the corporate acquisition transaction (Hook Lake) on 24 July 2025, the composition of the Board has changed and now only one of the three Directors is considered independent.</p> <p>The Board considers the current composition appropriate for the Company's stage of operations and believes it has access to sufficient external advice and expertise to ensure independent decision-making.</p>
2.5 The chair of the board should be an independent director and, in particular should not be the same person as the CEO.	✓	<p>The roles of the Chairman and ED & CEO were performed by two separate individuals for the entire 2025 financial year.</p> <p>Mr Marcello Cardaci is Non-Executive Chairman of Manhattan and was elected from the independent Non-Executive Directors.</p> <p>Mr Cardaci is well qualified to provide leadership and promote effective performance of the Board, to encourage and facilitate the contribution of all directors and promote respectful relations between the Board and ED & CEO.</p> <p>The Chairman's responsibilities are set out in more detail in the Board Charter.</p>
2.6 The Company should have a program for inducting new directors and provide appropriate professional development opportunities for directors to develop and maintain the skills and knowledge needed to perform their role as directors effectively.	<p>✓</p> <p>PARTLY</p>	<p>Manhattan has an informal induction process - board appointees attend a briefing with the Chairman and review the nature of the business, current issues, the corporate strategy, and the mining industry as it relates to the Company. They also meet with the ED & CEO.</p> <p>New directors have access to the Company Secretary to review and or discuss the Company's corporate governance framework.</p> <p>Directors receive written appointment letters setting out, amongst other things, the expectations of their appointment as described in Recommendation 1.3.</p> <p>Manhattan does not have a formal program for providing appropriate professional development opportunities, therefore professional development requirements are addressed as circumstances require.</p> <p>Directors are expected to maintain the skills required to effectively discharge their obligations to Manhattan and are encouraged to undertake continuing professional education and to nominate themselves for specific professional development activities from time to time. The board considers each such proposal on its merits.</p> <p>As part of the 2025 evaluation and assessment process, the Board reviewed whether there is a need for existing directors to undertake professional development.</p> <p>Current board policy is for the cost of approved professional development activities to be fully paid for by the Company.</p>

Principle 3:	Adopted	Instill a culture of acting lawfully, ethically, and responsibly
	✓ / X	<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.	😊	<p>Manhattan is committed to conducting its operations in accordance with its core values: Integrity, Respect, Environmental Responsibility, Accountability, Collaboration, and Excellence are embedded in the Board's decision-making processes and Shareholder engagement practices.</p> <p>Manhattan is 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
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	✓ ✓	<p>A Code of Conduct Policy for directors and senior executives has been adopted and 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 with operations: 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	✓ ✓	<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>
3.4 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	✓ ✓	<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. To date there has been no reporting to the Board on this matter.</p>

Principle 4:	Adopted	Safeguard integrity in corporate reporting
<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>✓ X</p> <p>X</p> <p>✓</p>	<p><i>The Company should have formal and rigorous processes that independently verify and safeguard the integrity of its corporate reporting</i></p> <p>The Board has not established a separate audit committee. Given the current scale of the Company, including its limited operations, small number of directors, and early-stage focus on mineral exploration rather than revenue-generating activities, the Board considers that the functions ordinarily undertaken by an audit committee can be efficiently and effectively carried out by the full Board.</p> <p>All directors are provided with regular financial information, and the Board directly oversees the Company's financial reporting, risk management, and internal controls. The Board believes this approach provides transparency while avoiding the additional cost and complexity of establishing a separate 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.</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 as the Audit Committee to review, discuss and approve the December 2024 Interim Financial Report and the new Board will review, discuss and approve the June 2025 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><u>Financial Reporting</u></p> <p>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><u>External Auditor</u></p> <p>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>

Principle 4 Continued	Adopted ✓ / X	Safeguarding integrity in corporate reporting Continued
<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>✓</p>	<p>Consistent with the Company's Risk Management Policy and clause 6(e) of the Audit and Risk Committee Charter, the Board receives written declarations from the Chairman and the external CFO (or equivalent) as required under section 295A of the Corporations Act.</p> <p>These declarations confirm that, in their opinion, the financial records of the Company have been properly maintained and that the financial statements comply with the relevant accounting standards and give a true and fair view of the financial position and performance of the Company.</p> <p>The Board confirms that the required declarations were received for the December 2024 Interim Financial Report and June 2025 Annual Report.</p>
<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>✓</p>	<p>The Company prepares and releases a range of periodic corporate reports, some of which are not subject to audit or external review (for example, quarterly activity and cashflow reports). To ensure the integrity of these reports, the Company has implemented a verification process overseen by the Board.</p> <p>Draft reports are prepared by management (the Executive Director & CEO for quarterly activity reports and the Company Secretary for quarterly cashflow reports) and are reviewed internally against source information, including exploration results previously released to the market and monthly financial management reports. The Board then considers and approves the reports prior to release, to ensure they are materially accurate, balanced and provide investors with appropriate information.</p>

Principle 5:	Adopted	Make timely and balanced disclosure
	✓ / X	<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>✓</p> <p>✓</p>	<p>The Company has adopted a Continuous Disclosure Policy, which sets out the processes in place to ensure compliance with the Company's obligations under the ASX Listing Rules and the Corporations Act, including the timely and balanced disclosure of market-sensitive information.</p> <p>The policy outlines the responsibilities of the Board, the Executive Director & CEO, the Company Secretary and senior management in identifying, escalating and authorising the release of information to the market. It also provides guidance on safeguarding confidentiality, managing analyst and investor briefings, and ensuring that all investors have equal and timely access to material information.</p> <p>Through this policy, the Company seeks to promote transparent communication with shareholders and to uphold the highest standards of market integrity</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>5.2 The Company should ensure that its board receives copies of all material market announcements promptly after they have been made.</p>	<p>✓</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>✓</p>	<p>Clause 9(b) of the Continuous Disclosure Policy requires that ahead of any new and substantive investor or analyst presentation, 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	Respect the rights of Shareholders
6.1 The Company should provide information about itself and its governance to investors via its website.	✓ / X	<p><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></p> <p>Access to the Manhattan website is at https://manhattcorp.com.au/ which provides information about the Company, including: an overview of the business, biographical information for each director and the executive team, corporate governance policies, announcements, all financial reports and the mechanism for shareholders to contact the Company via email</p> <p>The Company information is under the “Investor Centre” tab on the website, the structure of Manhattan’s business is under the “Projects” tab and the corporate governance charters, policies and yearly governance statements is 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.	✓	<p>The Company has adopted a Shareholder Communication and Investor Relations Policy designed to facilitate effective two-way communication with investors and to ensure Shareholders are kept fully informed about the Company’s performance and activities.</p> <p>Under this policy, the Company seeks to provide Shareholders with timely, accurate and accessible information through multiple reports, including:</p> <ul style="list-style-type: none"> • quarterly, half-yearly and annual reports; • ASX announcements and media releases; and • other investor updates as appropriate. <p>The policy also provides Shareholders with opportunities to engage with the Company, including at Shareholder meetings and through direct communication with the Company Secretary or Executive Director & CEO.</p> <p>Through these measures, the Board aims to ensure that all Shareholders have equal and timely access to material information and that investor relations are conducted in a fair, transparent and responsive manner.</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>
6.3 The Company should disclose the policies and processes it has in place to facilitate and encourage participation at meetings of shareholders.	✓	<p>The Company has adopted a Shareholder Communication and Investor Relations Policy which sets out the processes in place to promote effective Shareholder engagement.</p> <p>Shareholders are given full and timely access to meeting materials, which are provided in clear and concise language and made available electronically via the ASX platform and the Company’s website. The Company provides Shareholders with the option to lodge proxy votes electronically and encourages the use of online facilities to facilitate participation.</p> <p>At meetings, Shareholders are given the opportunity to ask questions of the Board together with the Company’s external auditors.</p> <p>The Chairman ensures that shareholders have a reasonable opportunity to participate in the meeting and to exercise their rights as owners of the Company</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.	✓	<p>The Company has adopted the process required by ASX Guidance Note 35 that all Listing Rule resolutions be decided by a poll.</p> <p>Furthermore, in accordance with clause 6(g) of the Company’s Shareholder Communication and Investor Relations Policy, all substantive resolutions at a meeting of security holders are decided by a poll.</p>

Principle 6 Continued	Adopted ✓ / X	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>✓</p>	<p>It is Manhattan's goal for 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 providing 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
<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;">✓ X</p> <p style="text-align: center; font-size: 2em;">X</p> <p style="text-align: center; font-size: 2em;">✓</p>	<p><i>The Company should establish a sound risk management framework and periodically review the effectiveness of that framework</i></p> <p>Manhattan has not established a separate risk committee. Oversight of risk management is conducted by the Board as a whole, with responsibility for risk management integrated into the functions of the Audit Committee, which, in Manhattan's case, comprises the full Board.</p> <p>Manhattan has a 3-person board with a tight management structure.</p> <p>The Chair of the Board is Mr Cardaci, an independent director who oversees 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 relevant qualifications and experience of the directors are reported in the Annual Reports.</p> <p>The Board recognises the principal risk facing the Company is the availability and access to financial resources necessary to fund operations and exploration activities. During the 2025 financial year, the Board met three times, and at each meeting, financial resources and associated risks were a standing agenda item.</p> <p>Through this process, the Board actively monitored the Company's funding position, considered potential impacts on operations, and implemented measures to mitigate financial risk. The Board believes that ongoing oversight of financial resources is essential to safeguarding the Company's ability to pursue its strategic objectives and manage its operational and exploration programs effectively.</p> <p>The Board in sitting during the 2025 financial year are experienced in 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, making 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 assessed 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 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 has 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 ✓ / X	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 additional capital.
<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>✓</p> <p>✓</p>	<p>As part of the due diligence for the Corporate Acquisition Transaction completed in July 2025, 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 2025 year and identified a potential financial risk around cashflow and completed an Entitlement Offer, Shortfall Placement in July 2024 and Placement to Directors approved in November 2024, consolidated Share Capital and diversified operations by completing the Corporate Acquisition Transaction of Hook Lake, completed on 24 July 2025.</p>
<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>X</p> <p>✓</p>	<p>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 regularly reviews the segregation of duties for payment authorisations and monitors compliance with the Company's delegated authority and internal controls policy.</p> <p>The Board oversees the Company's financial risk exposure, evaluates the effectiveness of the risk management framework, and ensures that internal control processes are adequate to safeguard the integrity of financial reporting and support the Company's operations.</p> <p>These measures provide the Board with confidence that risks are appropriately identified, managed, and mitigated in accordance with the Company's policies and governance obligations.</p>

Principle 7 Continued	Adopted ✓ / X	Recognise and Manage Risks Continued
<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>✓</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 is not aware of any breaches of the legislation during the 2025 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 L3 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
<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>✓ / X</p> <p>X</p> <p>✓</p>	<p><i>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.</i></p> <p>Manhattan has not established a separate remuneration committee. The functions typically performed by a remuneration committee are carried out by the full Board with all directors collectively reviewing and approving the remuneration of executives and non-executive directors to ensure it is fair, responsible, and aligned with the creation of long-term shareholder value</p> <p>Manhattan has a 3-person Board with a tight structure.</p> <p>The Chair of the Board is Mr Cardaci, an independent director who oversees 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 Board reviews executive and non-executive remuneration policies, performance-linked incentives, and compliance with statutory and regulatory requirements at scheduled Board meetings.</p> <p>The Board reviews and approves the remuneration of directors and senior executives, including base fees, incentive arrangements, and any equity-based remuneration. In doing so, the Board considers factors such as the Company's size, stage of operations, financial position, industry benchmarks, and performance of the individual and the Company.</p> <p>This process is designed to ensure that remuneration is fair, responsible, aligned with the creation of long-term shareholder value, and not excessive.</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>✓</p>	<p>Manhattan's approach to remunerating directors and executives is set out in the Remuneration Report in the Directors' Report contained in the 2025 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 director or executive concerned.</p>

Principle 9		Additional Recommendations
		<p>Principal 9 and its associated Recommendations apply only to listed entities established outside Australia. As Manhattan is incorporated in Australia, Principle 9 does not apply.</p>