

Manhattan Corporation Limited

2023 CORPORATE GOVERNANCE STATEMENT

Pursuant to ASX Listing Rule 4.10.3

2023 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 2023.

Good governance is important to business success and Manhattan's corporate governance framework keeps evolving to adapt to a developing and growing business. The Board ensures Manhattan complies with the Corporations Act 2001 (Cth), ASX Listing Rules, constitution and other applicable laws.

The directors of Manhattan being Non-Executive and Executive undertake to perform their duties with honesty, integrity, care and due diligence, to act in good faith in the best interests of the Company in a manner that reflects the highest standards of corporate governance.

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 2023 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.

The Statement is current at 29 September 2023 in accordance with ASX Listing Rule 4.10.3 and as this Statement is the responsibility of the Directors, has Board approval.

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	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	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	Adopted	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 Manhattan Board is empowered to manage the business of the Company, subject to numerous laws and regulations because the Board are responsible to the shareholders for the performance of Manhattan.</p> <p>Managing the business of the Company brings with it the responsibility of monitoring the operational and financial performance, establishing Company values, setting strategic objectives, identifying areas of risk of the Company's operations, mitigating, and managing the risks, in addition to other regulatory and ethical roles.</p> <p>To ensure the Board is equipped to carry out its role and responsibilities, a Board Charter has been adopted. 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>Due to the stage of the Company's operations, the Board is not assisted in carrying out its responsibilities by Board Committees.</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>Decisions concerning the Company's compliance with material legal and regulatory requirements and any conduct that is materially inconsistent with the values or Code of Conduct of the Company are collectively made by the Manhattan Board.</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>The full Board undertakes the duties that would otherwise be handled by a Nomination Committee including director elections.</p> <p>Under the direction and supervision of the Chairman, background checks to ascertain and verify a potential candidate's education, qualifications, experience the ability to make independent judgement 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 2023.</p> <p>The Company ensures that all material information relevant to a shareholder's decision whether or not to elect or re-elect a director, is provided in the Explanatory Statement of the Company's Notice of Meeting which addresses the election or re-election of a director.</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	Adopted 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 on all matters to do with the processes and procedures to ensure the Board runs efficiently and effectively and therefore 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>The Manhattan evaluation of performance 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 30 August 2023 to review and discuss the results of the 2023 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 2023.</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>Following the acquisition of the Chebogue Lithium Project in the later part of the 2023 financial year, the Board will have to consider how to evaluate the performance evaluation process will be expanded for inclusion of the Canadian personnel.</p> <p>The performance of the senior executive was completed in August 2023 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>NO</p>	<p>Manhattan does not currently have a separate nomination committee. The Board carries out the duties that would otherwise be undertaken by the nomination committee.</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 or cost basis there are efficiencies to be gained from dividing the Board further to a committee structure.</p> <p>The chair of the Committee is Mr Cardaci, an independent director but who is also chair of the Board.</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.</p> <p>The full board did not meet during the 2023 financial year to discuss nomination matters but going forward such matters will be included as a standing agenda item.</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>Strategy and policy development: ability to think strategically, identify and critically assess strategic opportunities and threats to the Company 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="884 1204 2134 1375"> <thead> <tr> <th data-bbox="884 1204 1512 1236">Skills</th> <th data-bbox="1512 1204 2134 1236">Name of Directors with the particular skill</th> </tr> </thead> <tbody> <tr> <td data-bbox="884 1236 1512 1268">Corporate finance and capital investment</td> <td data-bbox="1512 1236 2134 1268">Marcello Cardaci and John Seton</td> </tr> <tr> <td data-bbox="884 1268 1512 1300">Financial</td> <td data-bbox="1512 1268 2134 1300">Marcello Cardaci and John Seton</td> </tr> <tr> <td data-bbox="884 1300 1512 1332">Exploration</td> <td data-bbox="1512 1300 2134 1332">Kell Neilsen</td> </tr> <tr> <td data-bbox="884 1332 1512 1364">Positioning and crisis management</td> <td data-bbox="1512 1332 2134 1364">Marcello Cardaci, John Seton and Kell Neilsen</td> </tr> <tr> <td data-bbox="884 1364 1512 1375">Executive management</td> <td data-bbox="1512 1364 2134 1375">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
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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																						
		Strategy and policy development		Marcello Cardaci, John Seton and Kell Neilsen																						
<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>Detailed biographies are set out in the Directors' Report of the Company's Annual Report.</p> <p>As a team, the Manhattan Board brings together 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>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>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 16 years</td> <td>Yes</td> <td>Yes</td> </tr> <tr> <td>John SETON</td> <td>Non-Executive Director</td> <td>20 July 2009 14 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 3 years</td> <td>No</td> <td>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 16 years	Yes	Yes	John SETON	Non-Executive Director	20 July 2009 14 years	Yes	Yes	Kell NEILSEN	Executive Director and Chief Executive Officer	06 April 2020 3 years	No	No
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<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> <p>It is thought by the Board that to appoint further directors or to procure the departure of one of the existing directors is unnecessary.</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>Given the stage of Manhattan's development and operations, the Board has developed business values which are a mix of principles, beliefs, and standards of behaviour.</p> <p>Manhattan's business values can be summarized as.</p> <p>We are a Company:</p> <ul style="list-style-type: none"> • Fostering a productive and collaborative culture. • Exploring new ground. • Committed to environmental sustainability – where possible. • Making bold choices. • Striving to improve. • Acting now <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>
<p>3.2 The Company should:</p> <p>(a) Have and disclose a code of conduct for its directors, senior executives and employees; and</p> <p>(b) Ensure that the board or a committee of the board is informed of any material breaches of that code</p>	<p>YES</p> <p>YES</p>	<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>
<p>3.3 The Company should:</p> <p>(a) Have and disclose a whistleblower policy; and</p> <p>(b) Ensure the board or a committee of the board is informed of any material breaches of that code</p>	<p>YES</p> <p>YES</p>	<p>A Whistleblower Policy was adopted by the Board in 2019. 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 incidences under the Policy. To date there has been no reporting to the Board on this matter.</p>
<p>3.3 The Company should:</p> <p>(a) Have and disclose an anti-bribery and corruption policy; and</p> <p>(b) Ensure that the board or a committee of the board is informed of any material breaches of that code</p>	<p>YES</p> <p>YES</p>	<p>An Anti-Bribery and Corruption Policy was adopted by the Board in 2019. 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 YES / NO	Safeguard integrity in corporate reporting <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 does not currently have a separate audit committee. The Board carries out the duties that would otherwise be undertaken by the audit committee. The Manhattan version of an Audit and Risk Committee comprises of the full Board.</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 Committee is Mr Cardaci, an independent director but who is also chair of the Board.</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.</p> <p>The full board met twice during the 2023 financial year to review, discuss and approve the December 2022 Interim Financial Report and the June 2023 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><u>Financial Reporting</u> 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> 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, formed on the basis of a sound system of risk management and internal control which is operating effectively.</p>	<p>YES</p>	<p>In accordance with Manhattan's Risk Management Policy, 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>In addition, clause 6(e) of the Audit and Risk Committee Charter requires the CEO and the CFO to provide a sign off on these terms.</p> <p>The written declaration is provided prior to board sign off of the Annual and Interim Financial Reports.</p> <p>The required declarations have been given for the half-year ended 31 December 2022 and the financial year ended 30 June 2023.</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 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 acknowledges the importance of effective two-way communication with shareholders through ASX announcements and the Company website.</p> <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>The majority of 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 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</p> <ul style="list-style-type: none"> • Continuous disclosure reporting to the ASX; • Quarterly, half yearly and annual reports; and • Media releases <p>The Company actively encourages engagement with interested brokers and meeting with them upon request.</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 email and phone.</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 shareholder participation and identification at all Annual and General Meetings. 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 or not present 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.
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 rather than a show of hands.</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 does not have a separate committee which oversees risk. 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 but who is also chair of the Board.</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 2023 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>The Board manages risks in accordance with the Company's risk profile, ensuring all risks inherent in mineral exploration are identified, measured and then managed or kept as low as reasonably practicable.</p> <p>The Board recognises there are inherent risks associated with Manhattan's operations and the Board endeavors to mitigate such risks by continually reviewing the activities of the Company to identify key business and operational risks and ensuring that they are appropriately assessed and managed.</p> <p>The Company's risk management framework has been under review for the majority of the reporting period as the board assess the exploration and finance risks associated with growing the Tibooburra Gold Project. The Company's risk management framework has been under review for the majority of the reporting period as the board assess the exploration and finance risks associated with growing the Tibooburra Gold Project and embarking on the Chebogue Lithium Project.</p> <p>The Board has reviewed Manhattan's risk profile during the 2023 year and identified a potential financial risk around cashflow and completed a Placement in February 2023 together with the need to diversify operations and completed the acquisition of the Chebogue Lithium Project in March 2023.</p> <p>As at the date of this Statement, the Board are satisfied cashflow the Company's risk management framework continues to be sound.</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 YES</p>	<p>The current size of the Company does not support the establishment of a separate 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 Company 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 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 including environmental, financial, and social sustainability risks.</p> <p>There may be a requirement for Manhattan to raise funding 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 the Company.</p> <p>The Board's approach to managing financial risks is identified in the Going Concern Note of the Notes to the Financial Statements contained in the Company's Annual and Interim Reports as part of its continuous disclosure obligations.</p> <p>The Company has in place risk management procedures and processes to identify, manage, and minimize its exposure to these financial risks.</p> <p>The Company's activities Once the Company becomes an economic producer, its activities may have an impact on the environment, particularly if advanced exploration or mine development proceeds. It is the Company's intention to conduct its activities to the highest standards of environmental obligation.</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 2023 financial year.</p> <p>Presently, the Board are not aware of any exposure to social sustainability risk.</p> <p>The Company has a Board approved 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	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>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>Manhattan does not have 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 but who is also chair of the Board.</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 2023 financial year to discuss remuneration matters.</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 2023 Annual Report, audited as required by section 308(3C) of the Corporations Act 2001.</p> <p>The Company's Constitution provides that the remuneration of non-executive directors is fixed, they do not participate in any incentive plans, and do not receive any retirement benefits.</p> <p>The Board is responsible for determining the remuneration of any director or senior executive without the participation of the concerned director or executive.</p>

Principle 8 Continued	Adopted YES / NO	Remunerate fairly and responsibly
<p>8.3 The Company if it has an equity-based remuneration scheme should:</p> <p>(a) Have a policy on whether participants are permitted to enter into transactions (whether through the use of derivatives or otherwise) which limit the economic risk of participating in the scheme; and</p> <p>(b) Disclose that policy or a summary of it</p>	<p>YES</p> <p>YES</p>	<p>Manhattan directors are prohibited in accordance with the Company's Security Trading Policy from entering into any protection arrangements and should the unlikely need arise, then consent under clause 3.3 of the Policy is required.</p> <p>Currently, Manhattan does not have an equity-based remuneration scheme.</p> <p>The Company's Securities Trading Policy prohibits participants from entering into any transaction which would have the effect of hedging or otherwise transferring to any other person the risk of any fluctuation in the value of any unvested scheme entitlement.</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>