



**MANHATTAN**

MANHATTAN CORPORATION LIMITED

**NOTICE OF ANNUAL GENERAL MEETING  
PROXY FORM  
and  
EXPLANATORY MEMORANDUM**

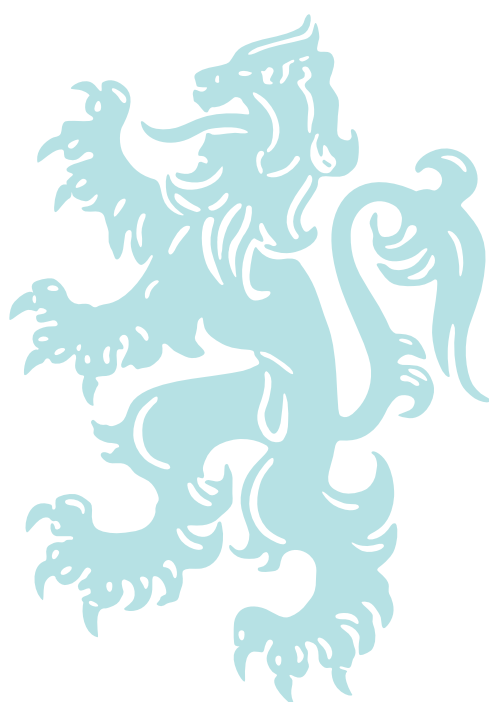
TO ASSIST SHAREHOLDERS IN THEIR CONSIDERATION OF RESOLUTIONS TO BE PUT AT  
THE ANNUAL GENERAL MEETING OF THE COMPANY  
**TO BE HELD AT THE COMPANY'S BUSINESS OFFICE  
LEVEL 1, 37 ORD STREET, WEST PERTH WA 6005  
ON FRIDAY, 28 NOVEMBER 2014 AT 1630 (4:30PM WST)**

**THIS DOCUMENT IS IMPORTANT**

*This Notice should be read in its entirety. If you do not understand this document or are in any doubt as to how to deal with this document or how you should vote, you should consult your stockbroker, solicitor, accountant or other professional adviser immediately*

ABN 61 123 156 089

[www.manhattancorp.com.au](http://www.manhattancorp.com.au)



**MANHATTAN CORPORATION LIMITED**  
**NOTICE OF MEETING**

Notice is hereby given that the Annual General Meeting of Shareholders of Manhattan Corporation Limited ABN 61 123 156 089 ("Manhattan") will be held at the Company's Business Office, Level 1, 37 Ord Street, West Perth WA 6005 on Friday 28 November 2014 at 1630 (4:30pm WST) for the purpose of transacting the following business:

**AGENDA**

**ORDINARY BUSINESS**

**2014 FINANCIAL REPORT**

To receive and consider the Directors' Report, Auditor's Report, Financial Statements and Directors' Statement for the year ended 30 June 2014 as set out in Manhattan's 2014 Annual Report.

**REMUNERATION REPORT**

**NON BINDING RESOLUTION 1: Adoption of Remuneration Report**

To consider and if thought fit to pass, with or without amendment, the following resolution as a **non binding resolution**:

***"That in accordance with section 250R(2) of the Corporations Act 2001 the Remuneration Report for the Financial Year ended 30 June 2014 as set out in the Annual Report be adopted."***

*Note: The vote on this Resolution is advisory only and non binding on the Directors or Manhattan. Shareholders are encouraged to read the Explanatory Memorandum for further details on the consequences of voting on this Resolution.*

Manhattan will disregard any votes cast on Resolution 1 by or on behalf of a Restricted Voter. However, Manhattan need not disregard a vote if:

- (a) it is cast by a person as a proxy appointed by writing that specifies how the proxy is to vote on the proposed resolution; and
- (b) it is not cast on behalf of a Restricted Voter.

*Further, a Restricted Voter who is appointed as a proxy will not vote on Resolution 1 unless:*

- (c) the appointment specifies the way the proxy is to vote on Resolution 1; or
- (d) the proxy is the chair of the meeting and the appointment expressly authorises the Chairman to exercise the proxy even though the Resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel. Shareholders should note that the Chairman intends to vote any undirected proxies in favour of Resolution 1. Shareholders may also choose to direct the Chairman to vote against Resolution 1 or abstain from voting.

If you are a Restricted Voter and purport to cast a vote, other than as permitted above, the vote will be disregarded by Manhattan (as indicated above) and you may be liable for breaching the voting restrictions that apply to you under the *Corporations Act 2001*.

**RE ELECTION OF DIRECTOR**

**RESOLUTION 2: Re election of Mr Alan J Eggers as a Director**

To consider and if thought fit to pass, with or without amendment, the following resolution as an **ordinary resolution**:

***"To elect Mr Alan J Eggers, who retires by rotation in accordance with clause 13.2 of Manhattan's Constitution and, being eligible, offers himself for re election"***

**GRANT OF OPTIONS TO A DIRECTOR**

**RESOLUTION 3: Grant of Options to Mr Alan J Eggers**

To consider and if thought fit to pass, with or without amendment, the following resolution as an **ordinary resolution**:

***"That pursuant to Listing Rule 10.11 of the ASX and Section 208 of the Corporations Act 2001 and for all other purposes, the Company approves and authorises the grant to Mr Alan Eggers, or his nominee(s), for no consideration 9,000,000 Options with an exercise price of \$0.10 and an expiry date being 5 years after the date of grant on the terms and conditions described in the Explanatory Memorandum that forms part of this Notice (including Annexure A to the Explanatory Memorandum accompanying this Notice of Meeting)."***

The Company will disregard any votes cast on Resolution 3 by Alan J Eggers and any Associate of Mr Eggers. However, the Company need not disregard a vote if:

- (a) it is cast by a person as a proxy appointed in writing that specifies how the proxy is to vote on Resolution 3; and
- (b) it is not cast on behalf of Mr Eggers or an Associate of Mr Eggers.

*Further, a Restricted Voter who is appointed as a proxy will not vote on Resolution 3 unless:*

(c) the appointment specifies the way the proxy is to vote on Resolution 3; or  
 (d) the proxy is the chair of the meeting and the appointment expressly authorises the Chairman to exercise the proxy even though the Resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel. Shareholders should note that the Chairman intends to vote any undirected proxies in favour of Resolution 3. Shareholders may also choose to direct the Chairman to vote against Resolution 3 or abstain from voting.  
 If you are a Restricted Voter and purport to cast a vote other than as permitted above, the vote will be disregarded by Manhattan (as indicated above) and you may be liable for breaching the voting restrictions that apply to you under the *Corporations Act 2001*.

#### GRANT OF OPTIONS TO A DIRECTOR

##### RESOLUTION 4: Grant of Options to Mr Marcello Cardaci

To consider and if thought fit to pass, with or without amendment, the following resolution as an **ordinary resolution**:

***"That pursuant to Listing Rule 10.11 of the ASX and Section 208 of the Corporations Act 2001 and for all other purposes, the Company approves and authorises the grant to Mr Marcello Cardaci, or his nominee(s), for no consideration 2,000,000 Options with an exercise price of \$0.10 and an expiry date being 5 years after the date of grant on the terms and conditions described in the Explanatory Memorandum that forms part of this Notice (including Annexure A to the Explanatory Memorandum accompanying this Notice of Meeting)."***

The Company will disregard any votes cast on Resolution 4 by Marcello Cardaci and any Associate of Mr Cardaci. However, the Company need not disregard a vote if:  
 (a) it is cast by a person as a proxy appointed in writing that specifies how the proxy is to vote on Resolution 4; and  
 (b) it is not cast on behalf of Mr Cardaci or an Associate of Mr Cardaci.  
*Further, a Restricted Voter who is appointed as a proxy will not vote on Resolution 4 unless:*  
 (c) the appointment specifies the way the proxy is to vote on Resolution 4; or  
 (d) the proxy is the chair of the meeting and the appointment expressly authorises the Chairman to exercise the proxy even though the Resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel. Shareholders should note that the Chairman intends to vote any undirected proxies in favour of Resolution 4. Shareholders may also choose to direct the Chairman to vote against Resolution 4 or abstain from voting.  
 If you are a Restricted Voter and purport to cast a vote other than as permitted above, the vote will be disregarded by Manhattan (as indicated above) and you may be liable for breaching the voting restrictions that apply to you under the *Corporations Act 2001*.

#### GRANT OF OPTIONS TO A DIRECTOR

##### RESOLUTION 5: Grant of Options to Mr John A G Seton

To consider and if thought fit to pass, with or without amendment, the following resolution as an **ordinary resolution**:

***"That pursuant to Listing Rule 10.11 of the ASX and Section 208 of the Corporations Act 2001 and for all other purposes, the Company approves and authorises the grant to Mr John A G Seton, or his nominee(s), for no consideration 2,000,000 Options with an exercise price of \$0.10 and an expiry date being 5 years after the date of grant on the terms and conditions described in the Explanatory Memorandum that forms part of this Notice (including Annexure A to the Explanatory Memorandum accompanying this Notice of Meeting)."***

The Company will disregard any votes cast on Resolution 5 by John A G Seton and any Associate of Mr Seton. However, the Company need not disregard a vote if:  
 (a) it is cast by a person as a proxy appointed in writing that specifies how the proxy is to vote on Resolution 5; and  
 (b) it is not cast on behalf of Mr Seton or an Associate of Mr Seton.  
*Further, a Restricted Voter who is appointed as a proxy will not vote on Resolution 5 unless:*  
 (c) the appointment specifies the way the proxy is to vote on Resolution 5; or  
 (d) the proxy is the chair of the meeting and the appointment expressly authorises the Chairman to exercise the proxy even though the Resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel. Shareholders should note that the Chairman intends to vote any undirected proxies in favour of Resolution 5. Shareholders may also choose to direct the Chairman to vote against Resolution 5 or abstain from voting.  
 If you are a Restricted Voter and purport to cast a vote other than as permitted above, the vote will be disregarded by Manhattan (as indicated above) and you may be liable for breaching the voting restrictions that apply to you under the *Corporations Act 2001*.

#### GRANT OF OPTIONS TO A CONSULTANT

##### RESOLUTION 6: Grant of Options to Mr Sam Middlemas

To consider and if thought fit to pass, with or without amendment, the following resolution as an **ordinary resolution**:

***"That pursuant to Listing Rule 7.1 of the ASX and for all other purposes, the Company approves and authorises the grant to consultants nominated by the Company, or his nominee(s), for no consideration 2,000,000 Options with an exercise price of \$0.10 and an expiry date being 5 years after the date of grant on the terms and conditions described in the***

***Explanatory Memorandum that forms part of this Notice (including Annexure A to the Explanatory Memorandum accompanying this Notice of Meeting)."***

The Company will disregard any votes cast on Resolution 6 by Sam Middlemas, any person who might obtain a benefit, except a benefit solely in the capacity of a holder of ordinary securities if Resolution 6 is passed, and any person who is an Associate of those persons. However, the Company need not disregard a vote if it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form or the vote is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.

**OTHER BUSINESS**

To deal with any other business which may be brought forward in accordance with Manhattan's Constitution and the *Corporations Act 2001*.

**By order of the Board**

**Alan J Eggers**

Executive Chairman

Dated: 15 October 2014



## HOW TO VOTE

### SHAREHOLDERS CAN VOTE BY

Attending the Meeting and voting in person or by attorney or, in the case of corporate Shareholders, by appointing a Corporate Representative to attend and vote; or

Appointing a proxy to attend and vote on their behalf using the Proxy Form accompanying this Notice of Meeting and by submitting their proxy appointment and voting instructions in person, mail, facsimile or email.

### VOTING IN PERSON OR BY ATTORNEY

Shareholders, or their Attorneys, who plan to attend the Meeting are asked to arrive at the venue 15 minutes prior to the time designated for the Meeting, if possible, so that their holding may be checked against Manhattan Corporation Limited's share register and attendance recorded. To be effective, an original or certified copy of the Power of Attorney under which they have been authorised to attend and vote at the Meeting must be received by Manhattan by 4:30pm (WST) on Wednesday, 26 November 2014.

### VOTING BY A CORPORATION

A Shareholder that is a corporation may appoint an individual to act as its representative and vote in person at the meeting. The appointment must comply with the requirements of section 250D of the *Corporations Act 2001*. The representative should bring to the Meeting a "Certificate of Appointment of Corporate Representative", including any authority under which it is signed.

### VOTING BY PROXY

A Proxy Form, with instructions for shareholders on how to appoint a proxy and how to instruct a proxy to vote, for the Meeting is included with, and forms part of, this Notice of Meeting.

### SHAREHOLDERS WHO ARE ENTITLED TO VOTE

In accordance with Regulations 7.11.37 and 7.11.38 of the Corporations Regulations 2001, the Board has determined that a person's entitlement to vote at the Annual General Meeting will be the entitlement of that person set out in the Register of Shareholders as at 4:30pm (WST) on Wednesday 26 November 2014.

**PROXY FORM**  
**2014 ANNUAL GENERAL MEETING**

**MANHATTAN CORPORATION LIMITED**  
ABN 61 123 156 089

**STEP 1: COMPLETE SHAREHOLDER DETAILS**

Name: \_\_\_\_\_  
Address: \_\_\_\_\_  
\_\_\_\_\_

**STEP 2: APPOINTMENT OF PROXY**

If appointing a proxy to attend the Annual General Meeting of the Company to be held at **4:30pm on Friday, 28 November, at the Company's Business Office, Level 1, 37 Ord Street, West Perth WA 6005** (the Meeting) on your behalf, please complete the Proxy Form and submit it in accordance with the directions on the reverse side of this Proxy Form.

I/We being a Shareholder of Manhattan Corporation Limited (the Company) pursuant to my/our right to appoint not more than two proxies, appoint:

<b>THE CHAIR OF THE MEETING</b>	<b>OR</b>	<b>A PROXY</b>
<div style="border: 1px solid black; width: 40px; height: 20px; margin-bottom: 10px; display: inline-block;"></div> <b>APPOINT THE CHAIRMAN OF THE MEETING</b> (mark box with "X")		<div style="border: 1px solid black; width: 350px; height: 20px; margin-bottom: 10px; display: inline-block;"></div> <b>PROXY 1</b>  Write here the name of the person you are appointing if this person is someone other than the Chair of the Meeting.  <div style="border: 1px solid black; width: 350px; height: 20px; margin-bottom: 10px; display: inline-block;"></div> <b>PROXY 2</b>  Write here the name of the person you are appointing as a second proxy (if any).

Or failing him/her, (if no proxy specified above), the Chair of the Meeting, as my/our proxy to vote for me/us and on my/our behalf at the Company's Annual General Meeting and at any adjournment of the Meeting.

**STEP 3: VOTING DIRECTIONS TO YOUR PROXY**

Important for Resolutions 1, 3, 4, 5 and 6 - If the Chair of the Meeting is your proxy or is appointed as your proxy by default: Where I/we have appointed the Chair of the Meeting as my/our proxy (or the Chair becomes my/our proxy by default), I/we expressly authorise the Chair of the Meeting to vote in accordance with the Chair's voting intentions on Resolutions 1, 3, 4, 5 and 6 (except where I/we have indicated a different voting intention) even though Resolutions 1, 3, 4, 5 and 6 are connected directly or indirectly with the remuneration of a member of Key Management Personnel, which includes the Chair of the Meeting.

**The Chairman of the Meeting intends to vote all available undirected proxies in favour of Resolutions 1, 3, 4, 5 and 6.**

	FOR	AGAINST	ABSTAIN
<b>RESOLUTION 1:</b> Non Binding Resolution to Adopt the Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<b>RESOLUTION 2:</b> Re election of Alan J Eggers as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<b>RESOLUTION 3:</b> Grant of Options to Alan J Eggers	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<b>RESOLUTION 4:</b> Grant of Options to Marcello Cardaci	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<b>RESOLUTION 5:</b> Grant of Options to John A G Seton	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<b>RESOLUTION 6:</b> Grant of Options to Sam Middlemas	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

*\*If you mark the "Abstain" Box for a particular Resolution, you are directing your proxy not to vote on your behalf on a show of hands or on a poll and your votes will not be counted in computing the required majority on a poll.*

**If no directions are given my proxy may vote as the proxy thinks fit or may abstain.**

**STEP 4: SIGNATURES OF SHAREHOLDERS MUST BE COMPLETED**

This must be signed in accordance with the instructions overleaf to enable your directions to implemented. If executed by a company, the Form must be executed in accordance with section 127 of the *Corporations Act 2001*.

<b>Shareholder 1 (Individual)</b>	<b>Joint Shareholder 2 (Individual)</b>	<b>Joint Shareholder 3 (Individual)</b>
<div style="border: 1px solid black; width: 220px; height: 20px; margin-bottom: 5px; display: inline-block;"></div> <b>Sole Director &amp; Sole Company Secretary</b>	<div style="border: 1px solid black; width: 220px; height: 20px; margin-bottom: 5px; display: inline-block;"></div> <b>Director/Company Secretary (Delete one)</b>	<div style="border: 1px solid black; width: 220px; height: 20px; margin-bottom: 5px; display: inline-block;"></div> <b>Director</b>
<b>Dated:</b> <div style="border: 1px solid black; width: 220px; height: 20px; display: inline-block;"></div>	<b>day of:</b> <div style="border: 1px solid black; width: 220px; height: 20px; display: inline-block;"></div>	<div style="border: 1px solid black; width: 220px; height: 20px; display: inline-block; text-align: center;">2014</div>
<b>Contact Name:</b> <div style="border: 1px solid black; width: 220px; height: 20px; display: inline-block;"></div>	<b>Telephone/Mobile:</b> <div style="border: 1px solid black; width: 220px; height: 20px; display: inline-block;"></div>	<b>Email:</b> <div style="border: 1px solid black; width: 220px; height: 20px; display: inline-block;"></div>



## HOW TO COMPLETE THIS SHAREHOLDER PROXY FORM

1. Completion of a Proxy Form will not prevent individual Shareholders from attending the Annual General Meeting in person if they wish. Where a Shareholder completes and lodges a valid Proxy Form and attends the Annual General Meeting in person, then the proxy's authority to speak and vote for that Shareholder is suspended while the Shareholder is present at the Annual General Meeting.
2. A Shareholder of the Company entitled to attend and vote is entitled to appoint not more than two proxies. Where more than one proxy is appointed, each proxy must be appointed to represent a specified proportion of the Shareholder's voting rights. If the Shareholder appoints two proxies and the appointment does not specify this proportion, each proxy may exercise half of the votes.
3. A proxy need not be a Shareholder of the Company.
4. If you mark the abstain box for a particular item, you are directing your proxy not to vote on that item on a show of hands or on a poll and that your Shares are not to be counted in computing the required majority on a poll.
5. Should any resolution, other than those specified in this Notice, be proposed at the Meeting, a proxy may vote on that resolution as they think fit.
6. If a representative of a company Shareholder is to attend the Meeting, a properly executed original (or certified copy) of evidence of appointment is required. The appointment must comply with section 250D of the *Corporations Act 2001*. The representative should bring to the Meeting evidence of his or her appointment to including any authority under which it is signed.
7. If a representative as power of attorney of a Shareholder is to attend the Meeting, a certified copy of the Power of Attorney, or the original Power of Attorney, must be received by the Company in the same manner, and by the same time as outlined for proxy forms in paragraph 9 below.

### 8. SIGNING INSTRUCTIONS

You must sign this form as follows in the spaces provided:

**Individual:** Where the holding is in one name, the holder must sign.

**Joint Holding:** Where the holding is in more than one name, all of the Shareholders should sign.

**Power of Attorney:** If you are signing under a Power of Attorney, you must lodge an original or certified photocopy of the appropriate Power of Attorney with your completed Proxy Form.

**Companies:** Where the company has a Sole Director who is also the Sole Company Secretary, this Proxy Form must be signed by that person. If the company (pursuant to section 204A of the *Corporations Act 2001*) does not have a Company Secretary, a Sole Director can also sign alone. Otherwise this Proxy Form must be signed by a Director jointly with either another Director or a Company Secretary. Please indicate the office held by signing in the appropriate place.

### 9. LODGEMENT OF A PROXY FORM

This Proxy Form (and any Power of Attorney under which it is signed) must be received at the address below not later than 4.30pm (WST) on Wednesday, 26 November 2014 (48 hours before the commencement of the Meeting). Any Proxy Form received after that time will not be valid for the scheduled Meeting.

**Hand:** Manhattan Corporation Limited, Level 1, 37 Ord Street, West Perth, WA 6005  
**Mail:** Manhattan Corporation Limited, PO Box 1038, West Perth, WA 6872  
**Facsimile:** +61 8 9322 1961  
**Email:** [info@manhattancorp.com.au](mailto:info@manhattancorp.com.au)



## EXPLANATORY MEMORANDUM

This Explanatory Memorandum is intended to provide Shareholders with sufficient information to assess the merits of the Resolutions contained in the accompanying 2014 Notice of Annual General Meeting of Manhattan Corporation Limited ABN 61 123 156 089 ("Manhattan").

Certain abbreviations and other defined terms are used throughout this Explanatory Memorandum. Defined terms are generally identifiable by the use of an upper case first letter. Details of definitions and abbreviations are set out in the Glossary to the Explanatory Memorandum.

The Directors recommend that Shareholders read this Explanatory Memorandum in full before making any decision on voting in relation to the Resolutions.

### FINANCIAL REPORTS

The first item of the Notice of Annual General Meeting deals with the presentation of the Consolidated Annual Financial Report of Manhattan for the Financial Year ended 30 June 2014 together with the Directors' Declaration and Report in relation to that Financial Year and the Auditor's Report on those Financial Statements. Shareholders should consider these documents and raise any matters of interest with the Directors when this item is being considered.

No resolution is required to be moved in respect of this item.

Shareholders will be given a reasonable opportunity at the Annual General Meeting to ask questions and make comments on the accounts and on the business, operations and management of Manhattan.

The Chairman will also provide Shareholders a reasonable opportunity to ask the Auditor questions relevant to:

- the conduct of the Audit;
- the preparation and content of the Independent Audit Report;
- the accounting policies adopted by Manhattan in relation to the preparation of accounts; and
- the Independence of the Auditor in relation to the conduct of the Audit.

**The Chairman will also allow a reasonable opportunity for the Auditor, or their representative, to answer any written questions submitted to the Auditor under section 250PA of the *Corporations Act 2001*.**

### RESOLUTION 1: Non Binding Resolution to Adopt the Remuneration Report

Pursuant to section 250R(2) of the *Corporations Act 2001* a resolution adopting the Remuneration Report contained within the Directors' Report must be put to the vote.

The Remuneration Report is set out in the Company's 2014 Directors' Report and is also available on the Company's web site at [www.manhattancorp.com.au](http://www.manhattancorp.com.au)

Shareholders are advised that pursuant to section 250R(3) of the *Corporations Act 2001* this resolution is advisory only and does not bind the Directors or Manhattan. However, if at least 25% of the votes cast are against adoption of the Remuneration Report at the 2014 Annual General Meeting, then again at the 2015 Annual General Meeting, the Company will be required to put a Resolution to the 2015 Annual General Meeting ("**Spill Resolution**"), to approve calling a general meeting ("**Spill Meeting**"). If more than 50% of Shareholders vote in favour of the Spill Resolution, the Company must then convene a Spill Meeting within 90 days of the 2015 Annual General Meeting. All of the Directors who were in office when the 2015 Directors' Report was approved, other than the Managing Director, will need to stand for re-election at the Spill Meeting if they wish to continue as Directors.

The Remuneration Report is set out within the Directors' Report. The Report;

- Explains the Board's policy for determining the nature and amount of remuneration of Executive and Non Executive Directors and senior executives of Manhattan;
- Sets out remuneration details for each Director and the senior executives of Manhattan;

- Details and explains any performance conditions applicable to the remuneration of Executive and Non Executive Directors and senior executives of Manhattan; and
- Provides an explanation of share based compensation payments for each Executive and Non Executive Director and senior executives of Manhattan.

The Chairman will give Shareholders a reasonable opportunity to ask questions about, or make comments on, the Remuneration Report at the Meeting.

## VOTING

Note that a voting exclusion applies to Resolution 1 in the terms set out in the Notice of Meeting. In particular, the Directors and other Restricted Voters may not vote on this Resolution and may not cast a vote as proxy, unless the appointment gives a direction on how to vote or the proxy is given to the Chairman and *expressly authorises* the Chairman to exercise your proxy *even if* the Resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel. The Chairman will use any such proxies to vote in favour of the Resolution.

Shareholders are urged to carefully read the Proxy Form and provide a direction to the proxy on how to vote on this Resolution.

## RESOLUTION 2: Re election of Mr Alan J Eggers as a Director

Clause 13.2 of Manhattan's Constitution provides that at every Annual General Meeting of Shareholders one third of the Directors (other than the Managing Director) shall retire from office provided always that no Director shall hold office for a period in excess of three years without submitting himself for re election. The Directors to retire at the Annual General Meeting are those who have been longest in office since their last election. A retiring Director is eligible for re election.

Accordingly, pursuant to clause 13.2 of Manhattan's Constitution, Mr Alan J Eggers being a Director retires by rotation, and being eligible, offers himself for re election as a Director.

**Alan J Eggers B.Sc, B.Sc(Hons), M.Sc, F.S.E.G., MAusIMM, MAIG**

**EXECUTIVE CHAIRMAN**

Alan Eggers is a professional geologist with over 35 years of international experience in exploration for uranium, base metals, precious metals and industrial minerals. He was the founding director and managing director for 20 years of listed uranium company Summit Resources Limited. He built Summit into an ASX top 200 company with a market capitalisation of \$1.2 billion until its takeover by Paladin Energy Ltd in May 2007 when he resigned from the board. His professional experience has included management of mineral exploration initiatives and corporate administration of private and public companies. Alan is managing director of Wesmin Corporate Pty Ltd, formerly a director of ASX listed Zedex Minerals Limited (resigned January 2010), was a founding director of the Australian Uranium Association and holds a number of directorships in private companies.

As Mr Eggers is an executive of the Company, he is not considered by the Board to be an independent director. Mr Eggers has been a director of Manhattan since 20 July 2009.

**The Directors of Manhattan recommend that Shareholders vote in favour of the re election of Mr Eggers as a Director.**

## RESOLUTIONS 3, 4 and 5: Grant of Options to Directors

### Introduction

The Company proposes to grant a total of 13,000,000 Options to Directors Alan J Eggers, Marcello Cardaci and John A G Seton (together the "**Participating Directors**"), or their nominees, as follows.

Name	Number of Options
Mr Alan J Eggers	9,000,000
Mr Marcello Cardaci	2,000,000
Mr John A G Seton	2,000,000

The Options are exercisable at \$0.10 each and have an expiry date of 5 years from the date of grant. The full terms of these Options are set out in Annexure A to this Explanatory Memorandum.

## Related Party Transactions

Chapter 2E of the *Corporations Act 2001* prohibits a public company from giving a financial benefit to a related party of the public company unless either:

- (a) the giving of the financial benefit falls within one of the nominated exceptions to the provision; or
- (b) shareholder approval is obtained prior to the giving of the financial benefit and the benefit is given within 15 months after obtaining such approval.

For the purposes of Chapter 2E, the Participating Directors are considered to be related parties of the Company.

Resolutions 3, 4 and 5 provide for the grant of Options to the Participating Directors which is a financial benefit for the purposes of Chapter 2E of the *Corporations Act 2001*.

In accordance with section 219 of the *Corporations Act 2001*, the following information is provided to Shareholders:

**(a) The Related Party to Whom the Proposed Resolution would Permit the Financial Benefit to be Given**

Subject to Shareholder approval, the Options will be issued as set out in the table below:

Name	Number of Options
Mr Alan J Eggers	9,000,000
Mr Marcello Cardaci	2,000,000
Mr John A G Seton	2,000,000

**(b) The Nature of the Financial Benefit Proposed to be Given**

The nature of the financial benefit proposed to be given is the grant of the Options as noted above for no consideration on the terms and conditions set out in Resolutions 3, 4 and 5 and Annexure A to this Explanatory Memorandum.

**(c) The Details of the Financial Benefit Including Reasons for Giving the Type and Quantity of the Benefit**

The grant of the Options is designed to encourage the Directors to continue their involvement in the achievement of the Company's objectives and to provide an incentive to strive to that end by participating in the future growth and prosperity of the Company through share ownership. Under the Company's current circumstances, the Directors consider that the incentive represented by the grant of the Options to Mr Eggers, is a cost effective and efficient reward and incentive for the Company to provide, as opposed to alternative forms of incentive, such as the payment of additional cash compensation.

Under the Company's current circumstances, the Directors consider that the grant of Options represents a cost effective way for the Company to remunerate the Company's non-executive directors, Mr Cardaci and Mr Seton, as opposed to cash remuneration. In addition, the grant of Options to Messrs Cardaci and Seton is designed to retain suitably qualified non-executive directors.

The number of Options to be issued to the Directors has been determined based on a number of factors including a review of the total remuneration that will be payable to the Executive Chairman, the Directors and market standards. The Directors have reviewed a selection of comparable companies to determine market conditions generally and consider the proposed number of Options to be granted will ensure that the Directors' overall remuneration is in line with market standards. The exercise price of the Options is set at 10 cents, which was 200% in excess of the last traded price of Shares on 22 September 2014, which was the date the Directors set the exercise price for the Options the subject of Resolutions 3, 4, 5 and 6. It was considered this was a significant hurdle comparing well with other options issued by comparable companies.

Further, the Company considers that it is in the interests of Shareholders to align the interest of the Directors and Shareholders by encouraging them, subject to appropriate conditions, to have equity holdings in the Company. However the Company considers that similar to other Shareholders, this interest should arise through direct investment by Directors. In this regard, if all of the Options are exercised, the Directors will be investing a total of \$1,300,000 in the Company.

Shareholders should note that for the reasons previously stated in this Explanatory Memorandum, it is proposed to issue Incentive Options to Messrs Cardaci and Seton (who are non-executive Directors) notwithstanding the

guidelines contained in Box 8.2 of the ASX Corporate Governance Council's *Corporate Governance Principles and Recommendations* which state that non-executive directors should not receive options. However, the Board considers the grant of Options to Messrs Cardaci and Seton to be reasonable in the circumstances, given the necessity to attract the highest calibre of professionals to the Company, while maintaining the Company's cash reserves.

**(d) Other Information that is Reasonably Required by Shareholders**

Further information that is reasonably required by Shareholders to make a decision whether it is in the best interests of the Company to pass Resolutions 3, 4 and 5 and that is known to the Company or any of its Directors:

**(i) Dilution effect of grant of Options on existing member's interests:**

The proposed Resolutions 3, 4 and 5 would have the effect of giving power to the Directors to grant up to 13,000,000 Options on the terms and conditions as set out in Resolutions 3, 4 and 5 and in Annexure A to this Explanatory Memorandum.

As at the date of this Notice of Meeting, Manhattan has 111,476,273 Shares on issue. There are no escrowed Shares.

Manhattan also has the following unquoted employee options on issue:

Number of Options	Option Price	Expiry Date
100,000	\$1.80	12 March 2015
100,000	\$2.20	12 March 2015

If Resolutions 3, 4 and 5 are passed, the Company will be authorised to grant a total of 13,000,000 Options to the Participating Directors. Assuming all the existing employee options on issue been exercised and 111,676,273 Shares will be on issue at the time of the exercise of the Options to be granted under Resolutions 3, 4 and 5 (111,476,273 plus exercise of 200,000 existing employee options), the dilution effect of the exercise of the Options granted under Resolutions 3, 4 and 5 would be approximately 11.13%.

The market price of the Shares during the term of the Options will normally determine whether or not the Option Holder exercises the Option. At the time any Options are exercised, and Shares issued pursuant to the exercise of the Options, Shares may be trading on the ASX at a price which is higher than the exercise price of the Options.

**(ii) Valuation of Options:**

The Company has engaged Stantons International Securities to value the Options using the Black-Scholes Option Pricing Model. The valuation of the Options has been prepared based on the following assumptions:

- the Share price is \$0.05, which was the share price as at the valuation date of 22 September 2014;
- the risk free rate of return is 3.18% (estimation based on the Reserve Bank 5 year Treasury bond indicator as at 22 September 2014);
- the volatility of the Share price has been set at 60% (it is quite common for junior exploration companies to have volatilities between 50% and 70% and sometimes volatilities outside that range). A mid point of 60% has been used as a fair estimate of volatility given the industry in which the Company operates, its financial position and the volatility of listed shares of other companies comparable to the Company;
- the exercise price of the Options is 10 cents; and
- the Options will have an expiry date of 5 years from the date of grant.

Based on the above assumptions, the Black-Scholes Option Pricing Model attributes a theoretical value to each Option of 1.82 cents each. Any change in the variables applied in the Black-Scholes Option Pricing Model calculation between the date of the valuation and the date the Options are granted would have an impact on their value.

Based on the above assumptions, the estimated value of the 13,000,000 Options to be granted to the Participating Directors, or their nominee(s) is a total of \$236,886 as follows:

Name	Value of Options (\$)
Mr Alan J Eggers	163,998
Mr Marcello Cardaci	36,444
Mr John A G Seton	36,444
<b>Total</b>	<b>236,886</b>

**(iii) Participating Directors' current holdings:**

As at the date of this Notice the Participating Directors have the following relevant interests in securities in the Company:

Name	Shares	Options
Mr Alan J Eggers	30,901,461 <sup>(1)</sup>	Nil
Mr Marcello Cardaci	2,815,726 <sup>(2)</sup>	Nil
Mr John A G Seton	26,658,721 <sup>(3)</sup>	Nil

Note 1: 100,000 Shares are held by Mr Eggers directly, 23,251,461 Shares are held by Minvest Securities (New Zealand) Limited and 7,550,000 Shares are held by Alan J Eggers Super Fund.

Note 2: The Shares are held by Pollara Pty Ltd as trustee of the Pollara Trust, which Mr Cardaci is associated with.

Note 3: 23,251,461 Shares are held by Minvest Securities (New Zealand) Limited and 3,407,260 Shares are held by Claymore Trustees Limited.

**(iv) Participating Directors' total remuneration package:**

The Participating Directors' fees per annum (including superannuation) and the total financial benefit to be received by them in this current period, as a result of the grant of the Options the subjects of Resolutions 3, 4, and 5 are as follows:

Name	Fees per annum	Value of Options	Total Financial Benefit
Mr Alan Eggers	\$360,000 <sup>(1)</sup>	\$163,998	\$523,998
Mr Marcello Cardaci	\$35,000 <sup>(2)</sup>	\$36,444	\$71,444
Mr John A G Seton	\$35,000 <sup>(2)</sup>	\$36,444	\$71,444

Note 1: Services provided via Wesmin Corporate Pty Ltd. Letter of Variation dated 2 January 2014 reduces Wesmin's fees 50% subject to regular review.

Note 2: Non executive Director's Fees currently reduced by 50%.

**(v) Manhattan's historical share price:**

The following table gives details of the highest, lowest and latest price of the Company's Shares trading on the ASX over the last 12 months:

Security	Highest Price	Date of Highest Price	Lowest Price	Date of Lowest Price	Latest Price on 23/09/14
Shares	6.7 cents	22/07/14	4.0 cents	28/02/14	5.0 cents

**(vi) Other information:**

Under the Australian Equivalent of IFRS, the Company is required to expense the value of the Options in its income statement over the vesting periods. Other than as disclosed in this Explanatory Memorandum, the Directors do not consider that from an economic and commercial point of view, there are any costs or detriments including opportunity costs or taxation consequences for the Company or benefits foregone by the Company in granting the Options pursuant to Resolutions 3, 4 and 5. Other than as set out elsewhere in this Explanatory Memorandum, neither the Directors nor the Company are aware of any other information that would be reasonably required by Shareholders to make a decision in relation to the financial benefits contemplated by the proposed Resolutions 3, 4 and 5.

**(e) Directors' Recommendation**

All Directors were available to consider Resolutions 3, 4 and 5.

All the Directors were available to make a recommendation. Mr Eggers declines to make a recommendation about Resolution 3 as he has a material personal interest in the outcome of that particular Resolution as it relates to the proposed grant of Options to him individually (or his nominee(s)). Mr Cardaci and Mr Seton also decline to make a recommendation about Resolution 3. ASIC Regulatory Guide 76: Related Party Transactions notes at paragraph 76.103 that it is good practice for directors to avoid making a recommendation for resolutions about each other's remuneration as there may be a conflict of interest. Whilst Mr Cardaci and Mr Seton do not have a material personal interest in the outcome of Resolution 3, given it is proposed that they also be issued with Options under Resolutions 4 and 5 respectively, they have declined to make a recommendation about Resolution 3 in line with the ASIC guidance.

Mr Cardaci declines to make a recommendation about Resolution 4 as he has a material personal interest in the outcome of that particular Resolution as it relates to the proposed grant of Options to him individually (or his nominee(s)). Mr Eggers and Mr Seton also decline to make a recommendation about Resolution 4. Whilst Mr Eggers and Mr Seton do not have a material personal interest in the outcome of Resolution 4, given it is proposed that they also be issued with Options under Resolutions 3 and 5 respectively, they have declined to make a recommendation about Resolution 4 in line with the ASIC guidance outlined above.

Mr Seton declines to make a recommendation about Resolution 5 as he has a material personal interest in the outcome of that particular Resolution as it relates to the proposed grant of Options to him individually (or his nominee(s)). Mr Eggers and Mr Cardaci also decline to make a recommendation about Resolution 5. Whilst Mr Eggers and Mr Seton do not have a material personal interest in the outcome of Resolution 5, given it is proposed that they also be issued with Options under Resolutions 3 and 4 respectively, they have declined to make a recommendation about Resolution 5 in line with the ASIC guidance outlined above.

### **Listing Rules 10.11 and 10.13**

Listing Rule 10.11 requires shareholder approval by ordinary resolution to any issue by a listed company of securities to a related party. Accordingly, Listing Rule 10.11 requires shareholders to approve the issue of Options to the Participating Directors.

For the purposes of Listing Rule 10.13, the following information is provided to shareholders:

- (a) the Options will be granted to the Participating Directors or their respective nominee(s), as detailed above;
- (b) the maximum number of Options to be granted pursuant to Resolutions 3, 4 and 5 is 13,000,000;
- (c) the Options will be issued on one date which will be no later than one month after the date of this meeting or such later date as approved by ASX;
- (d) the Options will be granted for no consideration;
- (e) no funds will be raised by the grant of the Options; and
- (f) the terms and conditions of the Options are set out in Annexure A to this Explanatory Memorandum.

If approval is given for the issue of the Options under Listing Rule 10.11, approval is not required under Listing Rule 7.1.

### **Voting**

Note that a voting exclusion applies to Resolutions 3, 4 and 5 in the terms set out in the Notice of Meeting. In particular, the Directors and other Restricted Voters may not vote on this Resolution and may not cast a vote as proxy, unless the appointment gives a direction on how to vote or the proxy is given to the Chair and *expressly authorises* the Chair to exercise your proxy, *even if* the Resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel. The Chair will use any such proxies to vote in favour of the Resolutions.

Shareholders are urged to carefully read the Proxy Form and provide a direction to the proxy on how to vote on these Resolutions.

### **RESOLUTIONS 6: Grant of Options to Sam Middlemas**

The Company proposes to grant a total of 2,000,000 Options to Mr Sam Middlemas, the Chief Financial Officer & Company Secretary, or his nominees.

The Options are exercisable at \$0.10 each and have an expiry date of 5 years from the date of grant. The full terms of these Options are set out in Annexure A to this Explanatory Memorandum.

Under the Company's current circumstances, the Directors consider that the grant of the Options to Mr Middlemas is a cost effective and efficient reward for the Company to provide, as opposed to alternative forms of incentive, such as the payment of additional cash compensation.

Further, the Company considers that it is in the interests of Shareholders to align the interest of Mr Middlemas and Shareholders by encouraging him, subject to appropriate conditions, to have equity holdings in the Company. However the Company considers that similar to other Shareholders, this interest should arise through direct investment by Mr Middlemas. In this regard, if all of the Options are exercised, the Consultant will be investing a total of \$200,000 in the Company.

#### **Listing Rule 7.1**

Listing Rule 7.1 broadly provides, subject to certain exceptions, that shareholder approval is required for any issue of securities where the securities proposed to be issued represent more than 15% of the Company's fully paid ordinary shares then on issue. Listing Rule 7.1 approval is being sought so that the 15% threshold is maintained and available for use by the Company in the future should the circumstances require it.

For the purposes of Listing Rules 7.3, the following information is provided to Shareholders:

- (a) the Options will be granted to Mr Middlemas or his respective nominee(s);
- (b) the maximum number of Options to be granted pursuant to Resolution 6 is 2,000,000;
- (c) the Options will be issued on one date which will be no later than three months after the date of this meeting or such later date as approved by ASX;
- (d) the Options will be granted for no consideration;
- (e) no funds will be raised by the grant of the Options; and
- (f) the terms and conditions of the Options are set out in Annexure A to this Explanatory Memorandum.

## GLOSSARY

"**Accounting Standards**" has the meaning given to that term in the *Corporations Act 2001*;

"**Annual General Meeting**" or "**Meeting**" means the annual general meeting the subject of the Notice;

"**Annual Report**" means the annual report of Manhattan for the year ended 30 June 2014;

"**ASIC**" means the Australian Securities and Investments Commission;

"**Associate**" has the meaning given in sections 12 and 16 of the *Corporations Act 2001*. Section 12 is to be applied as if paragraph 12(1)(a) included a reference to the Listing Rules and on the basis that the Company is the "designated body" for the purposes of that section. A related party of a director or officer of the Company or of a Child Entity of the Company is taken to be an associate of the director or officer unless the contrary is established.

"**ASX**" means ASX Limited ABN 98 008 624 691 and, where the context permits, the Australian Securities Exchange operated by ASX Limited;

"**Board**" means the board of Directors of Manhattan;

"**Child Entity**" has the meaning given to that term in the Listing Rules.

"**Closely Related Party**" has the meaning given to that term in the *Corporations Act 2001*;

"**Constitution**" means the constitution of Manhattan;

"**Corporations Act 2001**" means the *Corporations Act 2001* (Cth);

"**Directors**" means a directors of Manhattan;

"**Explanatory Memorandum**" means the explanatory memorandum accompanying this Notice;

"**Key Management Personnel**" has the meaning given to that term in the Accounting Standards;

"**Listing Rules**" means the Listing Rules of the ASX;

"**Manhattan**" or "**Company**" means Manhattan Corporation Limited ABN 61 123 156 089;

"**Meeting**" means the general meeting of shareholders of Manhattan convened by this Notice.

"**Notice**" or "**Notice of Meeting**" means the notice of annual general meeting which accompanies this Explanatory Memorandum;

"**Option**" means an option to acquire a Share, the terms and conditions of which are set out in Annexure A of the Explanatory Memorandum accompanying the Notice of Meeting.

"**Proxy Form**" means the proxy form attached to the Notice;

"**Remuneration Report**" means the remuneration report for the year ended 30 June 2014 as set out in the Directors' Report;

"**Resolution**" means a resolution proposed pursuant to the Notice;

"**Restricted Voter**" means Key Management Personnel and their Closely Related Parties;

"**Share**" means a fully paid ordinary share in the capital of Manhattan;

"**Shareholder**" means a registered holder of Shares;

"**Wesmin**" or "**Wesmin Corporate**" means Wesmin Corporate Pty Ltd ACN 166 421 763.

"**WST**" means Australian western standard time.



## ANNEXURE A TERMS OF OPTIONS

### 1. GENERAL

- 1.1 No monies will be payable for the issue of the Options.
- 1.2 A certificate will be issued for the Options.
- 1.3 Each Option shall carry the right to subscribe for one fully paid ordinary share in the Company ("**Share**") at an exercise price of 10 cents ("**Exercise Price**").
- 1.4 The Options shall expire at 5pm on the date that is 5 years after the date of issue of the Options ("**Expiry Date**").
- 1.5 Subject to clause 3, the Options may be exercised by the Option Holder at any time during the period between the date of allotment of the Options and the Expiry Date.
- 1.6 The Exercise Price of Shares shall be payable in full on exercise of these Options.
- 1.7 Options may only be exercised by the delivery to the registered office of the Company of a notice in writing. The notice must specify the number of Options being exercised and the exercise price for the Option specified and must be accompanied by:
  - (a) the Option certificate for those Options, for cancellation by the Company; and
  - (b) a cheque payable to the Company (or such other form of payment acceptable to the Board) for the aggregate Exercise Price for each Share to be issued on exercise of the Options specified in the notice.

The notice is only effective (and only becomes effective) when the Company has received value for the full amount of the Exercise Price (for example, if the Exercise Price is paid by cheque, by clearance of that cheque).
- 1.8 Subject to clause 4.1, within 10 Business Days after the notice referred to in clause 1.7 becomes effective, the Board must:
  - (a) allot and issue the number of Shares to be issued in respect of the options being exercised;
  - (b) cancel the Option certificate for the Options being exercised; and
  - (c) if applicable, issue a new Option certificate for any remaining Options covered by the certificate accompanying the notice.
- 1.9 The Options are not transferable other than to:
  - (a) a spouse of an Eligible Person;
  - (b) the trustee of a trust in which the Eligible Person is a beneficiary; or
  - (c) the trustee of a superannuation fund of which the Eligible Person is a shareholder.
- 1.10 Shares allotted pursuant to an exercise of Options shall rank, from the date of allotment, equally with existing Shares of the Company in all respects.
- 1.11 The Company shall, in accordance with the Listing Rules, make application to have Shares allotted pursuant to an exercise of Options listed for Official Quotation, if the Company is listed on the ASX at the time.

## 2. PARTICIPATION, BONUS ISSUES, REORGANISATION AND WINDING UP

- 2.1 The Option Holder is not entitled to participate in any new issue of securities to existing holders of Shares in the Company unless the Option Holder does so before the record date for the determination of entitlements to the new issue of securities and participate as a result of being holders of Shares.

The Company must give the Option Holder, in accordance with the Listing Rules, notice of any new issue of securities before the record date for determining entitlements to the new issue.

- 2.2 If there is a bonus share issue ("**Bonus Issue**") to the holders of Shares, the number of Shares over which an Option is exercisable will be increased by the number of Shares which the Option Holder would have received if the Option had been exercised before the record date for the Bonus Issue ("**Bonus Shares**").

The Bonus Shares must be paid up by the Company out of the profits or reserves (as the case may be) in the same manner as was applied in the Bonus Issue and upon issue rank pari passu in all respects with the other shares of that class on issue at the date of issue of the Bonus Shares.

- 2.3 If there is a pro rata issue (other than a Bonus Issue) to the holders of Shares during the currency of, and prior to the exercise of any Options, the Exercise Price of an Option will be adjusted in accordance with the formula provided in the Listing Rules (whether or not the Company is listed on the ASX at the time).

- 2.4 If, prior to the expiry of any Options, there is a reorganisation of the issued capital of the Company, then the rights of the Option Holder (including the number of Options to which each Option Holder is entitled and the Exercise Price) is changed to the extent necessary to comply with the Listing Rules applying to a reorganisation of capital at the time of the reorganisation.

- 2.5 If, prior to the expiry of the Options, a resolution for a shareholders' voluntary winding up of the Company is proposed (other than for the purpose of a reconstruction or amalgamation) the Board may, in its absolute discretion, give written notice to the Option Holder of the proposed resolution. The Option Holder may, during the period referred to in the notice, exercise the Options.

- 2.6 For the purposes of this clause 2, if Options are exercised simultaneously, then the Option Holder may aggregate the number of Shares or fractions of Shares for which the Option Holder is entitled to subscribe. Fractions in the aggregate number only will be disregarded in determining the total entitlement of the Option Holder.

- 2.7 Any calculations or adjustments which are required to be made under this clause 2 will be made by the Board and, in the absence of manifest error, are final and conclusive and binding on the Company and the Option Holder.

- 2.8 The Company must within a reasonable period give to each Option Holder notice of any change under clause 2 to the Exercise Price of any Options held by the Option Holder or to the number of Shares which the Option Holder is entitled to subscribe for on exercise of an Option.

## 3. TAKEOVER PROVISIONS

- 3.1 Notwithstanding clause 1.5 all Options may be exercised by the Option Holder:

- (a) in the event a takeover bid (as defined in the *Corporations Act 2001*) to acquire any Shares becomes or is declared to be unconditional, irrespective of whether the takeover bid extends to Shares issued and allotted after the date of the takeover bid or not; or
- (b) at any time after a Change of Control Event has occurred; or
- (c) if a merger by way of scheme of arrangement under the *Corporations Act 2001* has been approved by the Court under section 411(4)(b) of the *Corporations Act 2001*.

## 4. LAPSE OF OPTIONS

- 4.1 Options not validly exercised on or before the Expiry Date will automatically lapse.

- 4.2 Subject to clause 1.5, unless otherwise determined by the Board, if the Eligible Person that is the Option Holder or that nominated the Option Holder as their nominee ceases to be an Eligible Person prior to the Options being exercised then:
- (a) if the Eligible Person ceases to be an Eligible Person for a Termination Reason, any such Options held by the Option Holder will automatically lapse;
  - (b) if the Eligible Person ceases to be an Eligible Person for a Specified Reason, the Option Holder, may exercise any such Options held by him or her within:
    - (i) 60 days of the date (as the case may be) Retirement, Redundancy, death or Total and Permanent Disablement; or
    - (ii) such longer period as the Board determines,
  - (c) Options the subject of clause 4.2(b) not exercised within 60 days or the longer period determined by the Board, will automatically lapse; and
  - (d) if the Eligible Person ceases to be an Eligible Person for:
    - (i) any reason other than a Specified Reason or a Termination Reason; or
    - (ii) a Change of Control Event,
- then the Options shall continue to be exercisable until the Expiry Date.
- 4.3 Subject to clause 4.2(b), if at any time prior to the Expiry Date of any Options an Option Holder dies, the deceased Option Holder's Legal Personal Representative may:
- (a) elect to be registered as the new holder of the deceased Option Holder's Options;
  - (b) whether or not he or she becomes so registered, exercise those Options in accordance with and subject to these terms as if he were the Option Holder of them; and
  - (c) if the deceased Option Holder had already given the Company a notice of exercise of his or her Options, pay the Exercise Price in respect of those Options.

## 5. INTERPRETATION

- 5.1 In these Terms and Conditions:

**"ASX"** means ASX Limited ACN 008 624 691 and where the context permits, the Australian Securities Exchange (operated by ASX Limited);

**"Board"** means the Board of Directors of the Company as constituted from time to time;

**"Business Day"** means a day other than a Saturday or a Sunday on which banks are open for business in Perth, Western Australia;

**"Change of Control Event"** means a shareholder, or group of associated shareholders, being entitled to sufficient shares in the Company to give it or them the ability, and that ability is successfully exercised, in a general meeting, to replace all or a majority of the Board;

**"Company"** means Manhattan Corporation Limited ACN 123 156 089;

**"Corporations Act 2001"** means *Corporations Act 2001* (Cth);

**"Director"** means a director of the Company from time to time;

**"Eligible Person"** means the person who, at the time of the grant of the Options to them or their nominee, is a Director or an employee or consultant (whether full-time or part-time) of the Company or of an associated body corporate of the Company;

**"Legal Personal Representative"** means the executor of the will or an administrator of the estate of a deceased person, the trustee of the estate of a person under a legal disability or a person who holds an enduring power of attorney granted by another person;

**"Listing Rules"** means the official listing rules of ASX as amended, varied, modified or waived from time to time;

**"Official Quotation"** has the meaning ascribed to it in the Listing Rules;

**"Option Holder"** means the person holding these Options, being the Eligible Person or their nominee;

**"Redundancy"** means, in relation to an Eligible Person, a determination by the Board that the Company's need to employ a person for the particular kind of work carried out by that Eligible Person has ceased (but, for the avoidance of any doubt, does not include the dismissal of an Eligible Person for personal or disciplinary reasons or where the Eligible Person leaves the employ of the Company of his or her own accord);

**"Retirement"** means, in relation to an Eligible Person, retirement by that Eligible Person from the Company at age 65 or over or such earlier age as considered appropriate by the Board;

**"Specified Reason"** means Retirement, Total and Permanent Disablement, Redundancy or death;

**"Termination Reason"** means in relation to an Eligible Person, dismissal by the Board of that Eligible Person for one of the following reasons:

- (a) where the Eligible Person has engaged in wilful misconduct, bringing the Company into disrepute;
- (b) repeated disobedience by the Eligible Person, after the Eligible Person has received prior written warning in relation to any disobedience on their part;
- (c) where the Eligible Person has engaged in fraud or dishonesty in respect of any the property or affairs of the Company; or
- (d) where the Eligible Person is:
  - (i) removed as a Director by a resolution of the shareholders of the Company; or
  - (ii) fails to be re-elected as a Director; and

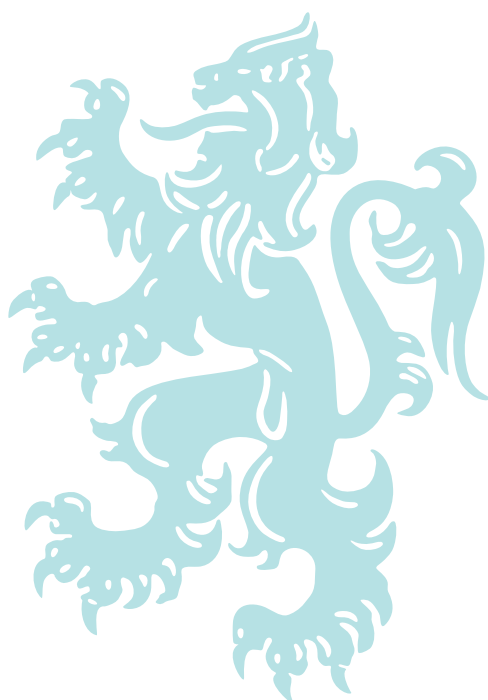
**"Total and Permanent Disablement"** means, in relation to an Eligible Person, that the Eligible Person has, in the opinion of the Board and with effect on a date determined by the Board, after considering such medical and other evidence as it sees fit, become incapacitated to such an extent as to render the Eligible Person unlikely ever to engage in any occupation for which he is reasonably qualified by education, training or experience.

## NOTES



## NOTES







**MANHATTAN**  
MANHATTAN CORPORATION LIMITED

Level 1  
37 Ord Street  
West Perth WA 6005

PO Box 1038  
West Perth WA 6872

Telephone: +61 8 9322 6677  
Facsimile: +61 8 9322 1961

Email: [info@manhattancorp.com.au](mailto:info@manhattancorp.com.au)  
Web Site: [www.manhattancorp.com.au](http://www.manhattancorp.com.au)