



**MANHATTAN**  
MANHATTAN CORPORATION LIMITED

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16 May 2017

Dear Shareholder,

**OFFER BY MANHATTAN CORPORATION LIMITED  
for shareholders to  
PARTICIPATE IN A SHARE PURCHASE PLAN**

The Directors of Manhattan Corporation Limited ("**Manhattan**" or "the **Company**") are pleased to invite you, as an eligible shareholder of Manhattan at 5:00pm (WST) on the record date of Wednesday, 10 May 2017 ("**Record Date**") and whose registered address is in Australia or New Zealand ("**Eligible Shareholder**") to subscribe for new fully paid ordinary shares in Manhattan ("**New Shares**") at an issue price of Australian 3.3 cents (\$0.033) per New Share ("**Issue Price**"), free of all brokerage and commission costs, under the terms and conditions of Manhattan's Share Purchase Plan ("**SPP**") enclosed with this Offer.

Manhattan completed a drilling program at Ponton in September 2016 that delivered the required information to complete and report, on 23 January 2017, an upgraded JORC Code 2012 Inferred Resource for the Double 8 uranium deposit at Ponton in WA of 17.2 million pounds of uranium oxide.<sup>1</sup>

As well, maiden JORC Code 2012 combined Inferred Resource estimates at Ponton were reported in January 2017 totalling 6.97Mlb uranium oxide for the Stallion, Highway and Shelf uranium deposits to the north of the QVSNR.<sup>1</sup> The four Inferred Mineral Resources reported in January 2017 of over 24Mlb uranium oxide at Ponton are additional to the four Exploration Targets at Double 8, Stallion South, Highway South and Ponton previously reported on 7 February 2014 of 33 to 67Mlb uranium oxide.<sup>2</sup>

A scoping study, undertaken by Tetra Tech Consultants in 2011, indicated the geology and mineralogy of the relatively shallow sand hosted deposits at Ponton are amenable to in-situ metal recovery ("**ISR**") solution mining at relatively low cost, with minimal capital requirements making the project comparatively fast and economic to build, and relatively simple to operate.

Manhattan's key licence at Ponton, E28/1898, is located mostly within the remote Queen Victoria Spring Nature Reserve ("**QVSNR**"), 200km east northeast of Kalgoorlie.

Whilst a proposal has been developed to excise granted E28/1898 (that equates to 6% or 160km<sup>2</sup> of the 2,700km<sup>2</sup> QVSNR) from the reserve by a Reserves Amendment Bill in the WA parliament this proposal is being reviewed in light of the recently elected WA Labor government's stated policy of not to approve any new uranium mines. The policy is at odds with the four new uranium development projects at Yeelirrie, Kintyre, Wiluna and Mulga Rock in WA that have WA state and federal environmental approvals to be developed when world prices improve.

<sup>1 & 2</sup> The Company first announced the inferred Mineral Resources in its 23 January 2017 and the Exploration Targets in its 7 February 2014 ASX announcements. In accordance with ASX Listing Rule 5.23, the Company confirms it is not aware of any new information or data that materially affects the information included in its 23 January 2017 or 7 February 2014 ASX announcements, and that all material assumptions and technical parameters underpinning the estimates in the two ASX announcements referred to continue to apply and have not materially changed.

As announced to the ASX on 11 May 2017, the Company is offering to Eligible Shareholders New Shares at an Issue Price of 3.3 cents (\$0.033) per New Share by way of the SPP, to raise up to \$1,346,759 before costs. Funds raised will be applied towards exploration and development of its Ponton uranium project, to cover the costs of the capital raising and provide working capital.

The Directors wish to give Eligible Shareholders the opportunity to participate in the SPP as part of the Company's capital raising initiative. Eligible Shareholders will each be entitled to apply for up to \$15,000 worth of New Shares, at an Issue Price of 3.3 cents (\$0.033) per New Share.

The Issue Price of 3.3 cents per New Share represents a discount of approximately 6% to the Volume Weighted Average Price ("**VWAP**") of 3.5 cents per share for the last five (5) days on which sales in Manhattan's shares were recorded prior to the SPP being announced 11 May 2017 ("**the Offer**"). It also represents a discount of approximately 14% to the VWAP of 3.8 cents per share over the last twenty (20) days on which sales in Manhattan's shares were recorded prior to the SPP announcement.

In the event that less than 40,810,882 shares, equivalent to 30% of the Company's issued capital, are applied for under the SPP the Directors reserve the right to place any shortfall to professional and sophisticated investors at the Director's discretion. The issue of any such shortfall shares would be subject to the Company's placement capacity pursuant to ASX Listing Rule 7.1.

The market price of Manhattan's shares may rise or fall between now and the date when the New Shares are issued in accordance with the SPP. If the market price of Manhattan's shares falls, the Issue Price of the New Shares to be issued pursuant to this Offer may not be at a discount to the market price on the date of issue.

The Directors see the following advantages for Eligible Shareholders in subscribing for New Shares under the SPP:

1. Shareholders may 'top up' their holdings to a marketable parcel;
2. No brokerage or transaction costs are payable on New Shares; and
3. The Issue Price will be at an approximately 14% discount to the VWAP calculated over the last twenty (20) days on which sales were recorded on the ASX before the SPP was announced on ASX.

The Company's Directors have indicated they intend to subscribe for New Shares under the SPP.

The Offer is non-renounceable, in that you cannot transfer your right to buy shares under the SPP to another person. However, your participation under the SPP is optional and you may elect not to participate at all, by doing nothing.

Each Eligible Shareholder may participate by completing the enclosed Share Purchase Plan Application Form ("**SPP Application Form**") and subscribing for one of the following offers of New Shares:

	Subscription Amount	Number of New Shares Applied For
Offer A:	\$2,000.00	60,606
Offer B:	\$5,000.00	151,515
Offer C:	\$10,000.00	303,030
Offer D:	\$15,000.00	454,545

The Directors have resolved to seek to raise up to \$1,346,759 under the SPP. However, the Directors reserve the right to reject any applications in whole or in part. Manhattan will return any application monies paid in relation to unsuccessful applications without interest.

#### SPP Timetable and Key Dates:

Date	Details
Wednesday, 10 May 2017	<b>Record Date 5.00pm (WST)</b> The date on which Manhattan determined shareholders eligible to participate in the SPP, being shareholders registered on that date with an address in Australia or New Zealand
Thursday, 11 May 2017	<b>SPP Announced to ASX</b>
Tuesday, 16 May 2017	<b>Opening Date</b> The date the SPP Offer is made – SPP opens
Wednesday, 31 May 2017	<b>Closing Date</b> The date on which the SPP Offer closes. Applications and payments (including BPay® or EFT) must be received by 4.00pm (WST)
Tuesday, 6 June 2017	<b>Issue Date</b> The date New Shares are issued.
Wednesday, 7 June 2017	<b>Share Trading Date</b> The date on which it is expected that the New Shares will commence trading on the ASX
Thursday, 8 June 2017	<b>Holding Statement Mailing Date</b> The date on which Holding Statements are sent to shareholders who subscribed for New Shares under the SPP

*The timetable is indicative only and Manhattan may, at its discretion, vary any of the above dates except for the Record Date.*

You should note that Manhattan may elect to close the offer at any time.

#### To Take Up this Offer:

1. Please read the enclosed Terms and Conditions of the SPP;

2. Complete the enclosed personalised **SPP Application Form** specifying the number of New Shares you wish to apply for (up to a maximum value of \$15,000.00 of New Shares) and the total subscription price for those New Shares; and
3. Send the completed SPP Application Form by 4:00pm (WST) on Wednesday 31 May 2017, in the reply paid envelope provided, with your cheque, bank draft or money order made payable to Manhattan Corporation Limited, and crossed Not Negotiable to Manhattan's Share Registry at:

**Computershare Investor Services Pty Limited**  
**GPO Box 505**  
**Melbourne VIC 3001**  
**Australia**

Alternatively, you can use the BPay® facility as set out on the SPP Application Form. If you make a BPay® payment, you do not need to return the SPP Application Form. Please note that New Zealand shareholders having an Australian bank account can also use BPay® or can pay by EFT international bank transfer using their personalised Entitlement Reference Number.

Applicants should be aware that their own financial institution may implement earlier cut off times with regards to electronic payments, and should therefore take this into consideration when making payment. You may also have your own limit on the amount that can be paid via BPay® or EFT. It is your responsibility to check that the amount you wish to pay via BPay® or EFT does not exceed your limit.

Shareholders are responsible for making sure that any BPay® or EFT payments are made in time to become cleared funds in the account before close of business on the Closing Date. Delays may be experienced such that a BPay® or EFT transfer on the Closing Date is unlikely to be cleared funds by close of business on the Closing Date. Neither the Share Registry nor Manhattan accepts any responsibility for loss incurred through incorrectly completed BPay® or EFT payments. It is the responsibility of the Applicant to ensure that funds submitted through BPay® or EFT are received by 4:00pm WST on the Closing Date.

Please contact the Company on +61 8 9214 7500 or via e-mail at [info@manhattancorp.com.au](mailto:info@manhattancorp.com.au) if you have any queries in relation to this Offer or how to accept it.

Yours sincerely

**Manhattan Corporation Limited**



**Alan J Eggers**  
Executive Chairman

#### COMPETENT PERSON'S STATEMENT

*The information in this SPP Letter of Offer that relates to reported Exploration Results or Mineral Resources is based on information compiled by Mr Alan J Eggers, who is a Corporate Member of the Australasian Institute of Mining and Metallurgy ("AusIMM"). Alan Eggers is a professional geologist and an executive director of Manhattan Corporation Limited. Mr Eggers has sufficient experience that is relevant to the style of mineralisation and type of mineral deposits being reported on in this SPP Letter of Offer and to the activity which he is undertaking to qualify as a Competent Person as defined in the 2012 Edition of the Australasian Code for Reporting of Exploration Results, Mineral Resources and Ore Reserves "JORC Code 2012". Mr Eggers consents to the inclusion in this SPP Letter of Offer of the information on the Exploration Results or Mineral Resources based on his information in the form and context in which it appears.*

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## SHARE PURCHASE PLAN TERMS AND CONDITIONS

These terms and conditions are the terms and conditions of the Manhattan Corporation Limited ACN 123 156 089 ("**Company**") 2017 Share Purchase Plan ("**SPP**") (as contemplated by Regulatory Guide 125 of the Australian Securities & Investments Commission and Class Order 09/425) and are binding on any shareholder completing a Share Purchase Plan Application Form ("**SPP Application Form**") attached hereto. This SPP is conducted under ASIC Class Order 09/425 ("**CO 09/425**").

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### 1. The Offer

The Offer is an invitation to offer to subscribe for fully paid ordinary shares in the Company ("**Shares**") at an Issue Price of Australian 3.3 cents (\$0.033) per share ("**New Share**") up to a maximum subscription of 454,545 New Shares (\$15,000) ("**Offer**").

You do not have to participate in the Offer.

The Offer is not underwritten.

The Offer to each eligible shareholder is made on the same terms and conditions. The Offer is non-renounceable (i.e. you may not transfer your right to acquire a New Share to anyone else).

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### 2. Opening and Closing Date

The Offer opens at 9.00am WST on Tuesday 16 May 2017. The Offer closes at 4.00pm WST on Wednesday 31 May 2017. The Directors of the Company reserve the right to change the closing date of the Offer.

No late applications will be accepted.

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### 3. Eligibility

You are eligible to apply for the New Shares if:

- (a) Your registered address in the Company's register of members is in Australia or New Zealand; and
  - (b) You were registered as a holder of fully paid shares in the Company as at 5.00pm WST on Wednesday, 10 May 2017.
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### 4. Issue Price

The issue price for each New Share under the Offer is Australian 3.3 cents (\$0.033) ("**Issue Price**"). The current share price can be obtained from the ASX website at [www.asx.com.au](http://www.asx.com.au) (ASX code: MHC). As required by CO 09/425, it is confirmed that the Issue Price is less than the market price for the Company's fully paid ordinary shares on 10 May 2017 (at close of trade the day prior to the ASX announcement of the SPP).

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The Issue Price represents a discount of approximately 6% to the Volume Weighted Average Price (“**VWAP**”) of 3.5 cents per share for the last five (5) days on which sales in Manhattan’s shares were recorded prior to the announcement of the SPP and approximately 14% to the VWAP of 3.8 cents per share over the last twenty (20) days on which sales in Manhattan’s shares were recorded prior to the announcement of the SPP.

As required by ASX Listing Rule 7.2 Exception 15, the Issue Price of 3.3 cents per New Share represents at least 80% of the VWAP of 3.5 cents per share for the last five (5) days on which sales in Manhattan’s shares were recorded prior to the announcement of the SPP.

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## **5. Rights Attached**

The rights and obligations of the New Shares are contained in the Constitution of the Company (which is available for inspection at the Registered Office of the Company during the period of the Offer). The New Shares will be issued on the same terms as all other ordinary shares in the Company and the Company will apply for the New Shares to be quoted on ASX.

If the New Shares are not quoted on ASX, the New Shares will not be issued and funds will be refunded.

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## **6. Number of Shares**

If you are an eligible shareholder, you can purchase up to a maximum of 454,545 New Shares for a consideration of \$15,000. Shareholders can select one of the following four alternatives:

<b>Offer A</b>	<b>60,606</b> New Shares	Total amount payable at \$0.033 per New Share:	<b>\$2,000</b>
<b>Offer B</b>	<b>151,515</b> New Shares	Total amount payable at \$0.033 per New Share:	<b>\$5,000</b>
<b>Offer C</b>	<b>303,030</b> New Shares	Total amount payable at \$0.033 per New Share:	<b>\$10,000</b>
<b>Offer D</b>	<b>454,545</b> New Shares	Total amount payable at \$0.033 per New Share:	<b>\$15,000</b>

The total costs of New Shares purchased by each eligible shareholder (including through joint holding(s), multiple share accounts or any holding in which they have a beneficial interest) must not exceed \$15,000. The Directors reserve the right to issue to an eligible shareholder less New Shares than the number specified in an SPP Application Form for whatever reason, including to avoid the possible subscription of over \$15,000 worth of New Shares by a shareholder through multiple applications or joint holdings. No fractions of New Shares will be issued.

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## **7. Maximum Number of New Shares to be Issued**

The total number of New Shares under the SPP must not exceed 30% of the number of Shares

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currently on issue. The Directors have resolved to seek to raise up to \$1,346,759 before costs under the Offer. However, the Directors reserve the right to reject or scale back any applications in whole or in part.

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## **8. Participation Costs**

You must pay the Issue Price per New Share and any fees or charges incurred by you in completing the SPP Application Form, for example, bank fees or fees of professional advisors. No commission is payable by the Company on the issue of the New Shares and no brokerage applies.

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## **9. Allotment of Shares**

Subject to point 7 above, the New Shares will be allotted as soon as possible after the Closing Date. The Company will send, or cause to be sent, to you a Holding Statement in due course.

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## **10. Payment for the New Shares**

If paying by cheque, bank draft or money order, you will need to send the enclosed SPP Application Form with payment attached, so that it is received by no later than 4:00pm (WST) on the Closing Date, to:

Computershare Investor Services Pty Limited  
GPO Box 505  
Melbourne VIC 3001  
Australia

If you use BPay®, or for New Zealand shareholders the EFT Option, to pay for the New Shares you will not need to return the SPP Application Form. A Customer Reference Number and Biller Code are provided on your personalised BPay® SPP Application Form and for New Zealand applications a personalised Entitlement Reference Number (“**ERN**”) is provided for international bank transfer. You should be aware that your own financial institution may implement earlier cut-off times with regard to electronic payment, and you should therefore take this into consideration when making payment. Your financial institution may also have set a daily limit on the amount that you can pay by BPay® or EFT. It is your responsibility to ensure that the amount you wish to pay via BPay® or EFT does not exceed your limit. You must ensure that the amount you wish to pay for New Shares under the SPP is received by the Share Registry by no later than 4:00pm (WST) on the Closing Date Wednesday 31 May 2017.

Please provide payment for the exact amount. If you do not provide the exact amount, the Company reserves the right to return or reject your SPP Application Form (in which case you will receive no New Shares) or issue you a lesser number of New Shares and (if necessary) return a portion of your funds. No interest will be paid on money returned.

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## **11. Offers Under the SPP**

The Company may make more than 1 invitation to acquire New Shares under the SPP in any twelve (12) month period. Shareholders will not be able to acquire New Shares to a value exceeding \$15,000 pursuant to the SPP in any twelve (12) month period. The Company may amend the terms of the SPP to provide for different terms to apply to different invitations. The Company may terminate the SPP at any time. Notice of invitations, the terms of invitations and termination of the SPP will be provided to ASX. (Although, failure to give notice will not invalidate the event.)

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## **12. Application of SPP**

The Company may act or omit to act in relation to the SPP (including applying the terms of the SPP) in its absolute discretion. The Company may settle any difficulty of question of fact or interpretation in relation to the SPP in any matter it thinks fit, whether generally or in relation to any participant, application or New Share. The Company's decision will be conclusive and binding. The Company reserves the right to waive strict compliance with the terms of the SPP. The Directors of the Company or any delegate of them may exercise the powers of the Company under the terms of the SPP.

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## **13. Risk**

While the Issue Price is, at the time of this Offer, at an approximately 6% discount to the volume weighted average market price of 3.5 cents per share over the last five (5) days on which sales in Manhattan shares were recorded before the date of announcement of the Offer on 11 May 2017, subscription under the SPP is a speculative investment and the market price may change between the dates you apply for New Shares and the issue of New Shares to you. Accordingly, the value of New Shares applied for may rise or fall.

This Offer is not a prospectus and does not require the types of disclosures required under the *Corporations Act 2001*. You must rely on your own knowledge of the Company, previous disclosures made by the Company to ASX, and, if necessary, consult your professional advisor when deciding whether or not to accept the Offer and participate in the SPP.

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## **14. Privacy**

By receiving completed SPP Application Forms, the Company collects personal information about shareholders. The Company will use this information for the purposes of processing the SPP Application Form and updating the records of the Company. Unless required by the law, the Company will not disclose the personal information for another purpose without the consent of the shareholder. Except as stated by the law, shareholders are able to access, upon request, their personal information held by the Company. For further information about how we manage your personal information or if you wish to obtain a copy of the Company's Privacy policy, please contact us.

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## 15. Use of Funds

The application of funds raised pursuant to the SPP is described in the letter to shareholders dated Tuesday 16 May 2017 inviting them to participate in the SPP.

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## 16. Important Dates

The important dates in relation to this Offer are summarised below. These dates are indicative only and subject to change at the discretion of the Directors.

SPP Record Date (to determine who Eligible Shareholders are)	Wednesday, 10 May 2017
SPP announced to market	Thursday, 11 May 2017
SPP Offer is made – SPP opens	Tuesday, 16 May 2017
SPP Offer closing date	Wednesday, 31 May 2017
New Shares issue date	Tuesday, 6 June 2017
Expected commencement date of trading New Shares on ASX	Wednesday, 7 June 2017
Holding Statements mailing date	Thursday, 8 June 2017

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## 17. Waiver, Amendment Suspension and Withdrawal

- (a) The Directors of the Company may, at their discretion, waive compliance with any provision of these terms and conditions or suspend or withdraw the Offer made under this SPP at any time in their absolute discretion. Any such waiver, amendment, variation, suspension or withdrawal will be binding on all eligible shareholders even where the Company does not give notice of the event. However, the rights of any shareholder in connection with any New Shares that have been duly issued to that person prior to the occurrence of any such waiver, amendment, variation, suspension or withdrawal will not be affected as a result of any such occurrence; and
  - (b) The Company is not liable for any loss, cost, expense, liability or damage arising out of exercise of any of its discretions under these terms and conditions.
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## 18. Scale Back

- (a) The SPP is capped at a maximum issue of 40,810,882 New Shares equivalent to 30% of the Company's Issue Capital that will raise up to \$1,346,759; and
- (b) If the Company receives applications in excess of \$1,346,759 the Company's current intention is to reduce the number of New Shares allotted to each applicant to the extent and in the manner that it sees fit ("**Scale Back**"). If undertaken, the Scale Back will apply to all applications received on a pro-rata basis, based on each application size. If there is a Scale Back, the difference between the application monies received from you, and the

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number of New Shares allocated to you multiplied by the Issue Price, will be refunded by the Company by cheque, without interest, as soon as practicable following the issue of New Shares.

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## 19. Dispute Resolution

The Company may settle in any manner it thinks fit, any difficulties, anomalies or disputes that may arise in connection with or by reason of the operation of the SPP. The decision of the Company will be conclusive and binding on all participants and other persons to whom the determination relates. The Company's rights may be exercised by the Directors of the Company or any delegate of the Directors of the Company.

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## 20. Governing Law

These terms and conditions are governed by the laws in force in Western Australia. Any dispute arising out of or in connection with these terms and conditions, or the Offer of New Shares, will be determined by the courts of Western Australia. By accepting this Offer, you agree to submit to the exclusive jurisdiction of the courts in Western Australia.

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## 21. Joint Holders

If you are a joint holder of existing Shares, you are taken to be a single registered holder of existing Shares for the purposes of determining whether you are an Eligible Shareholder and joint holders are entitled to participate in the SPP in respect of that single holding only.

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## 22. Custodians

Eligible shareholders who hold Shares as a "custodian" (as defined in ASIC Class Order 09/425) ("**Custodian**") may participate in the SPP on behalf of one or more persons whom the Custodian holds Shares on behalf of ("**Custodian Beneficiaries**"). If a Custodian applies for New Shares on behalf of a Custodian Beneficiary, the Company may not issue New Shares to the Custodian under the SPP unless the Custodian gives the following (or substantially the following) ("**Custodian Certificate**") in writing to the Company. The Company will supply an appropriate Custodian Certificate upon request to the Company Secretary:

- (a) either or both of the following:
  - (i) that the Custodian holds the Shares on behalf of one or more persons that are not custodians ("**Participating Beneficiaries**"); or
  - (ii) that another custodian ("**Downstream Custodian**") holds beneficial interests in Shares on behalf of one or more Participating Beneficiaries, and the Custodian holds the Shares to which those beneficial interests relate on behalf of the

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Downstream Custodian or another custodian, on the Record Date and that each Participating Beneficiary has subsequently instructed the following persons;

- (iii) where sub-paragraph (a)(i) applies the Custodian; and
  - (iv) where sub-paragraph (a)(ii) applies the Downstream Custodian, to apply for New Shares under the SPP on their behalf.
- (b) the number of Participating Beneficiaries;
- (c) the name and address of each Participating Beneficiary, and that each Participating Beneficiary's address is located in Australia or New Zealand;
- (d) that each Custodian Beneficiary is not in the United States and that the Custodian has not sent any materials relating to the SPP to any person in the United States;
- (e) in respect of each Participating Beneficiary:
- (i) where sub-paragraph (a)(i) applies the number of Shares that the Custodian holds on their behalf; and
  - (ii) where sub-paragraph (a)(ii) applies – the number of Shares to which the beneficial interests relate;
- (f) in respect of each Participating Beneficiary:
- (i) where sub-paragraph (a)(i) applies the number or the dollar amount of New Shares they instructed the Custodian to apply for on their behalf; and
  - (ii) where sub-paragraph (a)(ii) applies the number or the dollar amount of New Shares they instructed the Downstream Custodian to apply for on their behalf;
- (g) there are no Participating Beneficiaries in respect of which the total of the application price for the following exceeds A\$15,000:
- (i) the New Shares applied for by the Custodian under the SPP in accordance with the instructions referred to in sub-paragraph (f); and
  - (iii) any other Shares issued to the Custodian in the 12 months before the application as a result of an instruction given by them to the Custodian or the Downstream Custodian to apply for Shares on their behalf under an arrangement similar to the SPP;
- (h) that a copy of the Offer document (including these Terms and Conditions) was given to each Participating Beneficiary; and
- (i) where sub-paragraph (a)(ii) applies the name and address of each Custodian who holds beneficial interests in the Shares held by the Custodian in relation to each Participating Beneficiary.
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## **23. Certification**

Subject to paragraph 22, an eligible shareholder, by submitting an SPP Application Form, together with the appropriate payment in the manner specified in paragraph 10, or by making a BPay® or EFT payment in the manner specified in paragraph 10, does certify, acknowledge, warrant and represent as true, correct and not misleading to the Company that if you are not a Custodian, the total of the application price for the following does not exceed \$15,000:

- (a) the New Shares the subject of the application under the SPP;
  - (b) any other New Shares issued to the eligible shareholder under the SPP or any similar arrangement in the 12 months before the application under the SPP;
  - (c) any other New Shares which the eligible shareholder has instructed a Custodian to acquire on their behalf under the SPP; and
  - (d) any other shares in the Company issued to a Custodian in the 12 months before the application under the SPP as a result of an instruction given by the eligible shareholder to the Custodian to apply for shares in the Company on their behalf under an arrangement similar to the SPP.
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# MANHATTAN

MANHATTAN CORPORATION LIMITED

ABN 61 123 156 089

## For all enquiries:

### Phone:



(within Australia) 08 9214 7500

(outside Australia) +61 8 9214 7500



**Web:** [www.investorcentre.com/contact](http://www.investorcentre.com/contact)

MHC

MR SAM SAMPLE  
123 SAMPLE STREET  
SAMPLETOWN VIC 3000

## Make your payment:



See overleaf for details of the Offer and how to make your payment

# Share Purchase Plan Application Form

**Your payment must be received by 4:00pm (WST) Wednesday 31 May 2017**

This is an important document that requires your immediate attention.

It can only be used in relation to the shareholding represented by the details printed overleaf. If you are in doubt about how to deal with this form, please contact your financial or other professional adviser.

By making payment you agree to be bound by the Constitution of Manhattan Corporation Limited and that the submission of this payment constitutes an irrevocable offer by you to subscribe for Manhattan Corporation Limited shares on the terms of the Share Purchase Plan (SPP).

In addition, by making payment you certify that the aggregate of the application price paid by you for:

- the New Shares the subject of the payment slip overleaf;
- any other shares and interests in the class applied for by you under the SPP or any similar arrangement in the 12 months prior to the date of submission of the payment;
- any other New Shares which you have instructed a custodian to acquire on their behalf under the SPP; and
- any other share in the Company issued to a custodian in the 12 months before the application under the SPP as a result of an instruction given by you to the custodian to apply for shares in the Company on your behalf under an arrangement similar to the SPP

does not exceed \$15,000.

## Step 1: Registration Name & Offer Details

Details of the shareholding and the Offer are shown overleaf.

Please check the details provided and update your address via [www.investorcentre.com](http://www.investorcentre.com) if any of the details are incorrect.

If you have a CHESS sponsored holding, please contact your Controlling Participant to notify a change of address.

## Step 2: Make Your Payment

Your payment must correspond to one of the options detailed overleaf. You may choose one option only. Note that the amount chosen may be subject to scale back in accordance with the terms of the SPP. **The Manhattan Corporation Limited Share Purchase Plan Application Form Payment must be received by 4:00pm (WST) Wednesday 31 May 2017.**

Manhattan Corporation Limited may make determinations in any manner it thinks fit, in relation to any difficulties which may arise in connection with the SPP whether generally or in relation to any participant or application.

Any determinations by Manhattan Corporation Limited will be conclusive and binding on all Eligible Shareholders and other persons to whom the determination relates. Manhattan Corporation Limited reserves the right to waive strict compliance with any provision of the terms and conditions of the SPP, to amend or vary those terms and conditions or to suspend or terminate the SPP at any time. Any such amendment, suspension or termination will be binding on all Eligible Shareholders even where Manhattan Corporation Limited does not notify you of that event.

## Choose one of the payment methods shown below:

**BPAY®:** See overleaf. Do not return the payment slip with BPAY payment.

**EFT Option:** New Zealand shareholders can make payment by international bank transfer deposit of the correct Australian dollar amount direct into Manhattan's Share Issue trust account using their personalised Entitlement Reference Number ("ERN").

**By Mail:** Complete the reverse side of this payment slip and detach and return with your payment. Make your cheque, bank draft or money order payable in Australian dollars to **"Manhattan Corporation Limited"** and cross **"Not Negotiable"**. The cheque must be drawn from an Australian bank. Cash is not accepted.

Payment will be processed on the day of receipt and as such, sufficient cleared funds must be held in your account as cheques received may not be re-presented and may result in your Application being rejected. Paperclip (do not staple) your cheque(s) to the payment slip. Receipts will not be forwarded. Funds cannot be debited directly from your account.

Entering your contact details is not compulsory, but will assist us if we need to contact you.

