Announcement Summary

Entity name

MANHATTAN CORPORATION LIMITED

Announcement Type

New announcement

Date of this announcement

Thursday April 23, 2020

The Proposed issue is:

☑ A placement or other type of issue

Total number of +securities proposed to be issued for a placement or other type of issue

ASX +Security Code	+Security Description	Maximum Number of +securities to be issued
n/a	MHCAC	14,000,000

Proposed +issue date

Tuesday April 28, 2020

Refer to next page for full details of the announcement

Part 1 - Entity and announcement details

1.1 Name of +Entity

MANHATTAN CORPORATION LIMITED

We (the entity named above) give ASX the following information about a proposed issue of +securities and, if ASX agrees to +quote any of the +securities (including any rights) on a +deferred settlement basis, we agree to the matters set out in Appendix 3B of the ASX Listing Rules.

1.2 Registered Number Type	**Registration Number**
ABN	61123156089

1.3 ASX issuer code

MHC

1.4 The announcement is

☑ New announcement

1.5 Date of this announcement

Thursday April 23, 2020

1.6 The Proposed issue is:

☑ A placement or other type of issue

Part 7 - Details of proposed placement or other issue

Part 7A - Conditions

7A.1 - Are any of the following approvals required for the placement or other type of issue?
- **+Security holder approval**
- **Court approval**
- **Lodgement of court order with +ASIC**
- **ACCC approval**
- **FIRB approval**
- **Another approval/condition external to the entity**

☑ No

Part 7B - Issue details

Is the proposed security a 'New class' (+securities in a class that is not yet quoted or recorded by ASX) or an 'Existing class' (additional securities in a class that is already quoted or recorded by ASX)?
☑ New class

Will the proposed issue of this +security include an offer of attaching +securities?
☑ No

Details of +securities proposed to be issued

ISIN Code (if Issuer is a foreign company and +securities are non CDIs)

Have you received confirmation from ASX that the terms of the proposed +securities are appropriate and equitable under listing rule 6.1?
☑ Yes

Will the entity be seeking quotation of the 'new' class of +securities on ASX?
☑ No

ASX +Security Code	+Security Description
New class-code to be confirmed	MHCAC

+Security Type

Options

Maximum Number of +securities proposed to be issued

14,000,000

Purpose of the issue

The Options are being issued by a resolution of the Directors to contract service providers of the Company to reward, incentivise and retain.

Offer price details for retail security holders

In what currency is the cash consideration being paid?	**What is the issue price per +security?**

Will all the +securities issued in this class rank equally in all respects from their issue date?
☑ Yes

Oversubscription & Scale back details

May a scale back be applied to this event?
☑ No

Options details

+Security Currency	**Exercise Price**	**Expiry date**
AUD - Australian Dollar	AUD 0.0100	Friday April 28, 2023

Details of the existing class of +security that will be issued upon exercise or conversion of this new class of company option

MHC : ORDINARY FULLY PAID

Please provide any further information relating to the principal terms of the +securities

The Incentive Options entitle the holder to subscribe for one (1) ordinary fully paid share (Share) in Manhattan Corporation Ltd (ACN 123 156 089) (Company) upon exercise of an Incentive Option;
The Incentive Options have an exercise price of $0.010 (Exercise Price) and will lapse at 5.00pm (WST) on the date 3 years after the date of issue of the Incentive Options (Expiry Date); and
The Incentive Options to be issued to the Chief Executive Officer. Mr Neilson do not lapse if the Consultancy Agreement is terminated in the first 12 months.

Part 7C - Timetable

7C.1 Proposed +issue date

Tuesday April 28, 2020

Part 7D - Listing Rule requirements

7D.1 Has the entity obtained, or is it obtaining, +security holder approval for the issue under listing rule 7.1?
No

7D.1b Are any of the +securities proposed to be issued without +security holder approval using the entity's 15% placement capacity under listing rule 7.1?
Yes

7D.1b (i) How many +securities are proposed to be issued without security holder approval using the entity's 15% placement capacity under listing rule 7.1?

14,000,000

7D.1c Are any of the +securities proposed to be issued without +security holder approval using the entity's additional 10% placement capacity under listing rule 7.1A (if applicable)?
No

7D.2 Is a party referred to in listing rule 10.11.1 participating in the proposed issue?
No

7D.3 Will any of the +securities to be issued be +restricted securities for the purposes of the listing rules?
No

7D.4 Will any of the +securities to be issued be subject to +voluntary escrow?
No

Part 7E - Fees and expenses

7E.1 Will there be a lead manager or broker to the proposed issue?
No

7E.2 Is the proposed issue to be underwritten?
No

7E.4 Details of any other material fees or costs to be incurred by the entity in connection with the proposed issue

Part 7F - Further Information

7F.1 Will the entity be changing its dividend/distribution policy if the proposed issue proceeds?
No

7F.2 Any other information the entity wishes to provide about the proposed issue

There is no additional information in relation to the issue of the Unlisted Incentive Options, not previously provided in the Appendix 3B