

Appendix 5B

Mining exploration entity quarterly report

Introduced 1/7/96. Origin: Appendix 8. Amended 1/7/97, 1/7/98, 30/9/2001.

Name of entity

| |
|--------------------------------------|
| MANHATTAN CORPORATION LIMITED |
|--------------------------------------|

ABN

| |
|----------------|
| 61 123 156 089 |
|----------------|

Quarter ended ("current quarter")

| |
|---------------------|
| 30 June 2016 |
|---------------------|

Consolidated statement of cash flows

| Cash flows related to operating activities | Current quarter \$A'000 | Year to date (12 months) \$A'000 |
|---|----------------------------|--|
| 1.1 Receipts from product sales and related debtors | - | - |
| 1.2 Payments for | | |
| (a) exploration and evaluation | (64) | (282) |
| (b) development | - | - |
| (c) production | - | - |
| (d) administration | (65) | (264) |
| 1.3 Dividends received | - | - |
| 1.4 Interest and other items of a similar nature received | 2 | 4 |
| 1.5 Interest and other costs of finance paid | - | - |
| 1.6 Income taxes paid | - | - |
| 1.7 Other – R&D Refund (Net of Costs) | - | 73 |
| Net Operating Cash Flows | (127) | (469) |
| Cash flows related to investing activities | | |
| 1.8 Payment for purchases of: | | |
| (a) prospects | - | - |
| (b) equity investments | - | - |
| (c) other fixed assets | - | - |
| 1.9 Proceeds from sale of: | | |
| (a) prospects | - | - |
| (b) equity investments | - | - |
| (c) other fixed assets | - | - |
| 1.10 Loans from other entities | - | - |
| 1.11 Loans repaid to other entities | - | - |
| 1.12 Other – Security deposits | - | - |
| Net Investing Cash Flows | - | - |
| 1.13 Total operating and investing cash flows (carried forward) | (127) | (469) |

+ See chapter 19 for defined terms.

Appendix 5B

Manhattan Corporation Limited June 2016 Quarterly Report

| | | | |
|------|--|------------|------------|
| 1.13 | Total operating and investing cash flows (brought forward) | (127) | (469) |
| | Cash flows related to financing activities | | |
| 1.14 | Proceeds from issues of shares, options, etc. | 614 | 614 |
| 1.15 | Proceeds from sale of forfeited shares | - | - |
| 1.16 | Proceeds from funds held on trust | - | - |
| 1.17 | Repayment of borrowings | - | - |
| 1.18 | Dividends paid | - | - |
| 1.19 | Other | - | - |
| | Net Financing Cash Flows | 614 | 614 |
| | Net increase (decrease) in cash held | 487 | 145 |
| 1.20 | Cash at beginning of quarter/year to date | 97 | 439 |
| 1.21 | Exchange rate adjustments to item 1.20 | - | - |
| 1.22 | Cash at End of Quarter | 584 | 584 |

Payments to directors of the entity and associates of the directors

Payments to related entities of the entity and associates of the related entities

| | | |
|------|--|----------------------------|
| | | Current quarter \$A'000 |
| 1.23 | Aggregate amount of payments to the parties included in item 1.2 | (70) |
| 1.24 | Aggregate amount of loans to the parties included in item 1.10 | Nil |
| 1.25 | Explanation necessary for an understanding of the transactions | |

1.23 Includes the following payments:

- Payments to Director related companies for Executive Chairman's fees \$52,500
- Payments of non Executive Directors' Fees \$17,500

Non-cash financing and investing activities

- 2.1 Details of financing and investing transactions which have had a material effect on consolidated assets and liabilities but did not involve cash flows

N/A

- 2.2 Details of outlays made by other entities to establish or increase their share in projects in which the reporting entity has an interest

N/A

Financing facilities available

Add notes as necessary for an understanding of the position.

| | | |
|-----|-----------------------------|------------------------|
| | Amount available \$A'000 | Amount used \$A'000 |
| 3.1 | Loan Aggregate amount | - |
| 3.2 | Credit standby arrangements | - |

Estimated cash outflows for next quarter

| | \$A'000 |
|------------------------------|------------|
| 4.1 Exploration & Evaluation | 60 |
| 4.2 Development | - |
| 4.3 Production | - |
| 4.4 Administration | 40 |
| Total | 100 |

Reconciliation of cash

| Reconciliation of cash at the end of the quarter (as shown in the consolidated statement of cash flows) to the related items in the accounts is as follows. | Current quarter \$A'000 | Previous quarter \$A'000 |
|---|----------------------------|-----------------------------|
| 5.1 Cash on hand and at bank | 36 | 25 |
| 5.2 Deposits at call | 548 | 72 |
| 5.3 Bank overdraft | - | - |
| 5.4 Other (money held on behalf of shareholders) | - | - |
| Total: Cash at End of Quarter (Item 1.22) | 584 | 97 |

Changes in interests in mining tenements (Full Tenement Schedule Attached)

| | Tenement reference | Nature of interest (note (2)) | Interest at beginning of quarter | Interest at end of quarter |
|---|--------------------|-------------------------------|----------------------------------|----------------------------|
| 6.1 Interests in mining tenements relinquished, reduced or lapsed | | | | |
| 6.2 Interests in mining tenements acquired or increased | | | | |

+ See chapter 19 for defined terms.

Issued and quoted securities at end of current quarter

Description includes rate of interest and any redemption or conversion rights together with prices and dates.

| | Total number | Number quoted | Issue price per security (see note 3) (cents) | Amount paid up per security (see note 3) (cents) |
|--|--------------|---------------|---|--|
| 7.1 Preference securities <i>(description)</i> | Nil | | | |
| 7.2 Changes during quarter (a) Increases through issues (b) Decreases through returns of capital, buy-backs, redemptions | | | | |
| 7.3 *Ordinary securities | 136,036,273 | 136,036,273 | | |
| 7.4 Changes during quarter (a) Increases through issues (b) Decreases through returns of capital, buy-backs | 24,560,000 | 24,560,000 | | |
| 7.5 *Convertible debt securities <i>(description)</i> | Nil | | | |
| 7.6 Changes during quarter (a) Increases through issues (b) Decreases through securities matured, converted | | | | |
| 7.7 Options <i>(description and conversion factor)</i> | | | <u>Exercise Price</u> | <u>Expiry Date</u> |
| | 15,000,000 | Nil | \$0.10 | 28/11/2019 |
| | 3,000,000 | Nil | \$0.001 | 15/04/2019 |
| 7.8 Issued during quarter | 3,000,000 | | \$0.001 | 15/04/2019 |
| 7.9 Exercised during quarter | | | | |
| 7.10 Expired/Cancelled during quarter | | | | |
| 7.11 Debentures <i>(totals only)</i> | Nil | | | |
| 7.12 Unsecured notes <i>(totals only)</i> | Nil | | | |

+ See chapter 19 for defined terms.

Compliance statement

- 1 This statement has been prepared under accounting policies which comply with accounting standards as defined in the Corporations Act or other standards acceptable to ASX (see note 4).
- 2 This statement does give a true and fair view of the matters disclosed.



RS (Sam) Middlemas
Company Secretary

27 July 2016

Notes

- 1 The quarterly report provides a basis for informing the market how the entity's activities have been financed for the past quarter and the effect on its cash position. An entity wanting to disclose additional information is encouraged to do so, in a note or notes attached to this report.
- 2 The "Nature of interest" (items 6.1 and 6.2) includes options in respect of interests in mining tenements acquired, exercised or lapsed during the reporting period. If the entity is involved in a joint venture agreement and there are conditions precedent which will change its percentage interest in a mining tenement, it should disclose the change of percentage interest and conditions precedent in the list required for items 6.1 and 6.2.
- 3 **Issued and quoted securities** The issue price and amount paid up is not required in items 7.1 and 7.3 for fully paid securities.
- 4 The definitions in, and provisions of, *AASB 6: Exploration for and Evaluation of Mineral Resources* and *AASB 107: Cash Flow Statements* apply to this report.
- 5 **Accounting Standards** ASX will accept, for example, the use of International Accounting Standards for foreign entities. If the standards used do not address a topic, the Australian standard on that topic (if any) must be complied with.

TENEMENT SCHEDULE

As at 30 June 2016

| WESTERN AUSTRALIA | | | | | | | |
|-------------------|---------|----------------------|----------------------|--------------|-------------|----------------|-------|
| Tenement Number | Project | Registered Holder(s) | Manhattan's Interest | Date Granted | Expiry Date | Area | Notes |
| E39/1143 | Ponton | MHC | 100% | 24 Aug 2006 | 23 Aug 2016 | 35 sub blocks | |
| E28/1523 | Ponton | MHC | 100% | 26 Nov 2008 | 25 Nov 2017 | 20 sub blocks | |
| E28/1898 | Ponton | MHC | 100% | 11 Aug 2011 | 10 Aug 2016 | 56 sub blocks | |
| E39/1782 | Ponton | MHC | 100% | 10 July 2015 | 9 July 2020 | 189 sub blocks | |
| E28/2454 | Ponton | MHC | 100% | App | App | 121 sub blocks | |

| Notes | |
|-------|--|
| (1) | |
| (2) | |

| Abbreviations | | | |
|-----------------|------------------------|-----|--|
| E | Exploration Licence WA | DMP | Western Australian Department of Mines and Petroleum |
| km ² | Square Kilometre | MHC | Manhattan Corporation Limited ABN 61 123 156 089 |
| App | Application Lodged | | |

| Areas | | | |
|-------------------|----------------|-------------|----------------------|
| Western Australia | | 1 Sub block | 2.97km ² |
| Ponton Project | 421 sub blocks | Total Area | 1,250km ² |