

**MANHATTAN CORPORATION LIMITED
ACN 123 156 089**

PROSPECTUS

For the Offer of 1 New Option at an issue price of 0.5 cents

This Prospectus has been prepared for the purposes of section 708A(11)(b)(i) of the Corporations Act to remove any secondary trading restrictions on the sale of the Listed Options which are of the same class as the New Option to be issued under this Prospectus.

This Prospectus is a transaction-specific prospectus issued in accordance with section 713 of the Corporations Act. This Prospectus contains important information about the Offer. The securities offered under this Prospectus should be considered highly speculative.

IMPORTANT NOTICE

This Prospectus is dated 10 September 2018 and was lodged with ASIC on that date. Neither ASIC, ASX nor any of their respective officers take any responsibility for the contents of this Prospectus or the merits of the investment to which this Prospectus relates.

No securities will be allotted or issued on the basis of this Prospectus later than 13 months after the date of this Prospectus.

Application will be made to ASX within 7 days after the date of this Prospectus for the quotation of the Option the subject of this Prospectus.

The Company is an ASX listed company whose securities are granted official quotation by ASX.

In preparing this Prospectus regard has been had to the fact that the Company is a disclosing entity for the purposes of the Corporations Act and that certain matters may reasonably be expected to be known to investors and professional advisers who investors may consult.

No person is authorised to give any information or to make any representations in connection with this Offer that is not contained in this Prospectus. Any information or representation that is not contained in this Prospectus may not be relied upon as having been authorised by the Company or its Directors.

The distribution of this Prospectus in jurisdictions outside Australia may be restricted by law and persons who come into possession of this Prospectus should seek advice on and observe any of these restrictions. Failure to comply with these restrictions may violate securities laws. If an Applicant is resident in a country other than Australia it should consult its professional advisers as to whether any governmental or other consents are required or whether any other formalities need to be considered and followed.

This Prospectus does not constitute an offer in any place in which, or to any person to whom, it should not be lawful to make such an offer.

It is important that investors read this Prospectus in its entirety and seek professional advice where necessary. An investment in the securities the subject of this Prospectus should be considered highly speculative.

Certain terms and abbreviations used in this Prospectus have defined meanings which are explained in the Glossary.

CORPORATE DIRECTORY

DIRECTORS

Mr Marcello Cardaci (Non-Executive
Chairman)
Mr John Seton (Non-Executive Director)
Mr Robert Perring (Non-Executive Director)

COMPANY SECRETARY

Ms Eryn Kestel

BUSINESS OFFICE

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SOLICITORS TO THE OFFER

Fairweather Corporate Lawyers
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***SHARE REGISTRY**

Computershare Investor Services Pty Ltd
Level 2, Reserve Bank Building
45 St George's Terrace
PERTH WA 6000

* Computershare Investor Services Pty Ltd has not been involved in the preparation of this Prospectus and has not consented to being named in this Prospectus. Its name is included for information purposes only

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1. INVESTMENT OVERVIEW

Question	Response	Where to find more information
What is the Offer?	The Company is offering to issue 1 New Option at an issue price of 0.5 cents under this Prospectus.	Sections 2.1 and 4.1
What is the purpose of the Offer?	<p>Following Shareholder approval the Company completed a placement of Shares and attaching Listed Options on or about 1 August 2018 without a prospectus to institutional, sophisticated and professional style investors under section 708 of the Corporations Act and which investors were not related parties of the Company. The Listed Options have subsequently been listed as a class of options on ASX.</p> <p>The purpose of the Offer is to issue the New Option under this Prospectus being on the same terms as the Listed Options. This will have the effect under Section 708A(11)(b)(i) of the Corporations Act of removing secondary sale restrictions on the Listed Options that have been issued.</p>	Section 2.1
Who should apply?	The Company will invite an investor to apply. You should not apply for the Option unless you are invited to do so.	Section 4.1
What are the terms of the New Option to be issued under this Offer?	<p>The New Option has an exercise price of 1 cent and an expiry date of 1 August 2023. The full terms of the New Option is set out in Section 5.2.</p> <p>The terms of the New Option are the same as the Listed Options.</p>	Section 5.2
What is the effect of the Offer?	<p>The effect of the Offer is to remove the secondary trading sale restrictions on the Listed Options.</p> <p>The Offer will further increase the number of Options on issue by 1 Option and decrease the cash reserves of the Company by approximately \$7,500 (being the estimated expenses of the Offer).</p>	Section 2.2
What are the risks associated with an investment in the Company?	<p>The Company's key focus is the Joshua Copper Porphyry Project in Chile, South America. The Company has an agreement with Helix Resources Limited (ASX:HLX) for the right to earn up to an 80% interest in the Joshua Project as announced on 8 June 2008.</p> <p>Some of the key risks associated with an investment in the Company are set out below. The Applicant for the securities should consider these risks and the risks set out in Section 3 when considering whether to apply for the securities being offered.</p> <ul style="list-style-type: none"> • Exploration and Development - the Company is planning to conduct exploration and drilling programs on the Joshua 	Section 3

Question	Response	Where to find more information
	<p>Project. Mineral exploration and development is a speculative and high-risk undertaking that may be impeded by circumstances and factors beyond the control of the Company.</p> <p>The Joshua Project has no JORC Code Resources delineated. There can be no assurance that exploration on the Joshua Project will result in the discovery of an economic mineral resource. Even if an apparently viable mineral resource is identified, there is no guarantee that it can be economically exploited.</p> <ul style="list-style-type: none"> • Contractual/Joint Venture Risk - the Company has a binding heads of agreement with Helix Resources Limited setting out the terms by which the Company has the right to earn up to an 80% interest in the Joshua Project. The success of the Company is dependent on working effectively with Helix Resources Limited which will be a joint venture partner in the event the Company earns an interest in the Joshua Project. • Future capital needs and additional funding – the Company will need to raise further capital (equity or debt) in the future. No assurance can be given that future funding will be available to the Company on favourable terms or at all. If adequate funds are not available on acceptable terms the Company may not be able to further develop its Projects and it may impact on the Company's ability to continue as a going concern. • Copper Price - the Joshua Project is primarily prospective for copper. Copper and other commodity prices can fluctuate significantly and the copper price is exposed to numerous factors beyond the control of the Company. A significant decrease in the copper price is likely to adversely affect sentiment and market support towards a copper exploration company. If the Company achieves copper mining production, the Company's financial performance will be dependent in part on the copper price. • Reliance on key personnel - the Company's success largely depends on the core competencies of its Directors and its ability to retain these people. 	

What are the key dates of the Offer?

Prospectus lodged with ASIC.

10 September 2018

Opening Date

10 September 2018

Question	Response	Where to find more information
	Closing Date	11 September 2018
	Despatch of holding statement	12 September 2018
	Please note that these dates are subject to change. The Company reserves the right, subject to the Corporations Act and the Listing Rules to amend the timetable at any time, and in particular, to extend the Closing Date.	

2. PURPOSE AND EFFECT OF THE OFFER

2.1 Purpose of Offer

By this Prospectus the Company offers 1 New Option at an issue price of 0.5 cents.

Following Shareholder approval the Company completed a placement of Shares and attaching Listed Options on or about 1 August 2018 without a prospectus to institutional, sophisticated and professional style investors under section 708 of the Corporations Act and which investors were not related parties of the Company. The Listed Options have subsequently been listed as a class of options on ASX.

The purpose of the Offer is to issue the New Option under this Prospectus being on the same terms as the Listed Options. This will have the effect under Section 708A(11)(b)(i) of the Corporations Act of removing secondary sale restrictions on the Listed Options that have been issued.

2.2 Effect of the Offer

The effect of the Offer will be to remove the secondary trading sale restrictions on the Listed Options.

The Offer will further:

- (a) increase the number of securities on issue by 1 New Option; and
- (b) decrease the cash reserves of the Company by approximately \$7,500, being the estimated costs of the Offer.

2.3 Capital Structure

The issued capital of the Company after the issue of the securities under this Prospectus is set out below.

SHARES¹	Number
Existing Shares	741,278,693
Total	741,278,693
<hr/>	
OPTIONS¹	
Listed Options (1 cent exercise price and 1 August 2023 expiry date)	100,000,000
Unlisted Options (0.1 cent exercise price and 15 April 2019 expiry date)	3,000,000
Unlisted Options (10 cents exercise price and 28 November 2019 expiry date)	13,000,000
New Option (1 cent exercise price and 1 August 2023 expiry date)	1
Total	116,000,001

2.4 **Effect on Financial Position**

The issue of the securities under this Prospectus with no raising of funds will not have a material impact on the Company's financial position. For this reason a pro-forma statement of financial position of the Company showing the financial effect of the Offer has not been included in this Prospectus.

2.5 **No material effect on Control**

The issue of the securities under this Offer will have no material effect on control of the Company.

3. RISK FACTORS

3.1 Introduction

The Applicant for securities under this Prospectus should be aware that an investment in the Company is highly speculative.

The Company's key focus is the Joshua Project in Chile, South America which is prospective for copper. The Company has the right to earn up to 80% interest in the Joshua Project as announced on 8 June 2008.

Additionally, the Company owns 100% of the Ponton Uranium Project in Western Australia which has inferred mineral resources of uranium oxide. The low historical uranium price and the Western Australian State Labor Government policies means that the Ponton Uranium Project is not the key focus of the Company. The Company currently intends to maintain the Ponton Uranium Project with a view that the uranium price may improve and the Western Australian Government will change or its policies on uranium approvals and exploration access to reserves will change.

The activities of the Company are subject to various risks that may impact on the future performance of the Company. The following is a non-exhaustive list of the risks that may have a material effect on the financial position and performance of the Company and the value of its securities.

The specific risks below are some of the risks to the Company of a specific nature by reason of its resource industry activities. The general investment risks below are some of the risks to the Company of a general economic nature.

3.2 Specific risks

Exploration and Development

The Company is planning to conduct exploration and drilling programs on the Joshua Project. Mineral exploration and development is a speculative and high-risk undertaking that may be impeded by circumstances and factors beyond the control of the Company.

The Joshua Project has no JORC Code Resources delineated. There can be no assurance that exploration on the Joshua Project will result in the discovery of an economic mineral resource. Even if an apparently viable mineral resource is identified, there is no guarantee that it can be economically exploited.

Contractual/Joint Venture Risk

The Company has a binding heads of agreement with Helix Resources Limited setting out the terms by which the Company has the right to earn up to an 80% interest in the Joshua Project. The success of the Company is dependent on working effectively with Helix Resources Limited which will be a joint venture partner in the event the Company earns an interest in the Joshua Project.

Future capital needs and additional funding

The Company will need to raise further capital (equity or debt) in the future. No assurance can be given that future funding will be available to the Company on favourable terms or at all. If adequate funds are not available on acceptable terms the Company may not be able to further develop its Projects and it may impact on the Company's ability to continue as a going concern.

Copper Price

The Joshua Project is primarily prospective for copper. Copper and other commodity prices can fluctuate significantly and the copper price is exposed to numerous factors beyond the control of the Company. A significant decrease in the copper price is likely to adversely affect sentiment and market support towards a copper exploration company. If the Company achieves copper mining production, the Company's financial performance will be dependent in part on the copper price.

Reliance on key personnel

The Company's success largely depends on the core competencies of its Directors and any management and its ability to retain these people.

Exchange rate

Commodities are principally sold throughout the world in United States dollars. In the event of revenue from any operations in Chile, it is likely to be in United States dollars while costs will be payable either in Chilean pesos or Australian dollars.

The exchange rates between the various currencies are affected by numerous factors beyond the control of the Company. These factors include economic conditions in the relevant country and elsewhere and the outlook for interest rates, inflation and other economic factors. These factors may have a positive or negative effect on the Company's exploration, project development and production plans and activities, together with the ability to fund those plans and activities.

Licence renewal risk

The Joshua Project licence interests are held in Chile. The licences will be subject to applications for renewal. The renewal of the terms of each licence is usually at the discretion of the relevant government authority. Additionally, licences are subject to a number of specific legislative conditions. The inability to meet these conditions could affect the standing of a licence or restrict its ability to be renewed.

Chile Sovereign risk

Chile is a representative democracy. Commodity exports, and copper in particular, make up a significant proportion of gross domestic product.

The political conditions in Chile are generally stable, however changes may occur in the political, fiscal and legal systems which may affect the ownership or operations of the Company including changes in exchange rates, control or fiscal regulations, regulatory regimes, political insurrection or labour unrest, inflation or economic recession.

Environmental Risk

Development of any of the Company's Projects will be dependent on the Company satisfying relevant environmental guidelines and, where required, being approved by government authorities.

Failure to obtain such approvals will prevent the Company from undertaking its desired activities. The Company is unable to predict the effect of additional environmental laws and

regulations that may be adopted in the future, including whether any such laws or regulations would materially increase the Company's costs of doing business or affect its operations in any area.

Acquisitions

The Company may make acquisitions of, or investment in, companies or assets that are complementary to its business. Any such future transactions are accompanied by the risks commonly encountered in making acquisitions of companies or assets, such as integrating cultures and systems of operation, relocation of operations, short term strain on working capital requirements, achieving mineral exploration success and retaining key staff.

Insurance

The Company may maintain insurance within ranges of coverage that it believes to be consistent with industry practice and having regard to the nature of activities being conducted. However, it is not always possible to cost-effectively insure against all risks associated with such activities. The Company may decide not to take out insurance against certain risks as a result of high premiums or for other reasons. Should liabilities arise on uninsured risks, the Company's business, financial condition and results of operations and the market price of the Shares may be materially adversely affected.

Legal Proceedings

Legal proceedings may arise from time to time in the course of the business of the Company. As at the date of this Prospectus, there are no material legal proceedings affecting the Company and the Directors are not aware of any legal proceedings pending or threatened against or affecting the Company.

Ponton Uranium Project

As described above, the Ponton Uranium Project is not a key focus of the Company due to key risks currently present being a low historical uranium price and the Western Australian State Labor Government policies of not approving new uranium mines or allowing mineral exploration in reserves. The Company intends to maintain the Ponton Uranium Project with a view that the uranium price may improve and the Western Australian Government policies on uranium approvals and exploration access to reserves will change.

3.3 General investment risks

Securities investments and share market conditions

There are risks associated with any securities investment. The trading prices of securities trade fluctuate in response to a number of factors.

Furthermore, the stock market, and in particular the market for resource exploration and development companies may experience extreme price and volume fluctuations that may be unrelated or disproportionate to the operating performance of such companies. These factors may materially adversely affect the market price of the securities of the Company regardless of the Company's operational performance. Neither the Company nor the Directors warrant the future performance of the Company, or any return of an investment in the Company.

Economic risk

Changes in both Australia, Chile and world economic conditions may adversely affect the financial performance of the Company. Factors such as inflation, currency fluctuations, interest rates, industrial disruption and economic growth may impact on future operations and earnings.

Legislative

Changes in relevant taxes, legal and administration regimes, accounting practice and government policies may adversely affect the financial performance of the Company.

4. DETAILS OF THE OFFER

4.1 The Offer

By this Prospectus the Company offers 1 New Option at an issue price of 0.5 cents.

The New Option has an exercise price of 1 cent and an expiry date of 1 August 2023. The full terms of the New Option is set out in Section 5.2.

The Offer is not underwritten. There is no sponsoring broker. No broker or financial services licensee will be paid any fee in relation to this Offer.

A person should only apply at the direction of the Company. The details of how to apply for the securities are set out below.

4.2 Application for Securities

An application for the securities may only be made at the direction of the Company and must be made using an Application Form.

A completed Application Form must be mailed or delivered to the Company as directed.

A completed Application Form must reach the Company by no later than the Closing Date.

4.3 No Minimum Subscription

There is no minimum subscription under the Offer.

4.4 Allotment

Allotment of the securities will take place as soon as practicable after the Closing Date to the Applicant.

4.5 Opening Date and Closing Date of the Offer

The Opening Date is 10 September 2018 and the Closing Date is estimated to be 5.00pm WST on 11 September 2018. The Directors reserve the right to extend the Closing Date and the Offer or close the Offer early without notice.

4.6 Official Quotation by ASX

Application for official quotation by ASX of the New Option to be issued by this Prospectus will be made within 7 days after the date of this Prospectus. If the New Option to be issued by this Prospectus are not admitted to official quotation by ASX before the expiration of 3 months after the date of the Prospectus, or such period as is varied by ASIC, the Company will not issue the New Option and will repay all application money within the time prescribed under the Corporations Act, without interest.

The fact that ASX may grant official quotation to the New Option to be issued pursuant to this Prospectus is not to be taken in any way as an indication of the merits of the Company or the New Option offered.

4.7 ASX Listed Company

The Company is included in the official list of ASX and the Listing Rules apply to securities issued by the Company.

4.8 Applicants outside Australia

This Prospectus does not, and is not intended to, constitute an offer in any place or jurisdiction, or to any person to whom, it would not be lawful to make such an offer to issue this Prospectus. The distribution of this Prospectus in jurisdictions outside Australia may be restricted by law and persons who come into possession of this Prospectus should seek advice on and observe any such restrictions. Any failure to comply with such restrictions may constitute a violation of applicable securities law. No action has been taken to register or qualify the securities or otherwise permit a public offering of the securities the subject of this Prospectus in any jurisdiction outside Australia.

It is the responsibility of any Applicant outside Australia to obtain all necessary approvals for the allotment and issue of the securities under this Prospectus. The return of a completed Application Form will be taken by the Company to constitute a representation and warranty by the Applicant that all relevant approvals have been obtained.

4.9 CHESS

The Company participates in the Clearing House Electronic Subregister System (CHESS). CHESS is operated by ASX Settlement Pty Ltd (ASPL), a wholly owned subsidiary of ASX.

Under CHESS, the Company does not issue certificates to securityholders. Instead, securityholders receive a statement of their holdings in the Company. If an Applicant is broker sponsored, ASPL will send a CHESS statement.

4.10 Rights Attaching to Shares and the New Option

A summary of the rights attaching to Shares and the New Option is set out in Section 5.

5. RIGHTS ATTACHING TO SHARES AND NEW OPTION UNDER THIS PROSPECTUS

5.1 Rights attaching to Shares

Full details of the rights and liabilities attaching to the Shares are:

- detailed in the Constitution, a copy of which can be inspected, free of charge, at the registered office of the Company during normal business hours; and
- in certain circumstances, regulated by the Corporations Act, the Listing Rules and the general law.

The following is a summary of the more significant rights and liabilities attaching to Shares. This summary is not exhaustive and does not constitute a definitive statement of the rights and liabilities of Shareholders. To obtain such a statement, persons should seek independent legal advice.

Voting Rights

Subject to any rights or restrictions for the time being attached to any class or classes of shares, at a general meeting of members every member has one vote on a show of hands and one vote per share on a poll. The person who holds a share which is not fully paid shall be entitled to a fraction of a vote equal to that proportion of a vote that the amount paid (not credited) on the relevant share is of the total amounts paid and payable in respect of those shares (excluding amounts credited). Voting may be in person or by proxy, attorney or representative.

Dividends

Subject to the rights of holders of shares issued with any special rights to dividends (at present there are none) and the Corporations Act, the profits of the Company which the Board may from time to time determine to distribute by way of dividend are divisible to each share of a class on which the Board resolves to pay a dividend.

Future issues of securities

Subject to the Corporations Act and the Listing Rules, the Directors may issue, grant options over unissued shares in the Company at the times and on the terms that the Directors think proper and a share may be issued with preferential or special rights.

Transfer of Shares

A shareholder may transfer Shares by a market transfer in accordance with any computerised or electronic system established or recognised by ASX for the purpose of facilitating transfers in Shares or by an instrument in writing in a form approved by the Board.

Meetings and Notices

Each shareholder is entitled to receive notice of, and to attend, general meetings for the Company and to receive all notices, accounts and other documents required to be sent to shareholders under the Constitution, the Corporations Act or the Listing Rules.

Shareholders may requisition meetings in accordance with the Corporations Act.

Election of Directors

There must be a minimum of 3 Directors. At every annual general meeting one third of Directors or, if the number is not a multiple of 3, then the number nearest one-third (rounded up if necessary) must retire from office, provided that no Director shall hold office for more than 3 years. These retirement rules do not apply to certain appointments including the managing director.

Alteration to the Constitution

The Constitution can only be amended by a special resolution passed by at least three quarters of shareholders present and voting at the general meeting. At least 28 days written notice specifying the intention to propose the resolution as a special resolution must be given.

Predominance of Listing Rules

Despite anything in the Constitution, if the Listing Rules prohibit an act being done, the act must not be done. Nothing in the Constitution prevents an act being done that the Listing Rules require to be done. If the Listing Rules require an act to be done or not to be done, authority is given for that act to be done or not to be done (as the case may be). If the Listing Rules require the Constitution to contain a provision and it does not contain such a provision, the Constitution is deemed to contain that provision. If the Listing Rules require the Constitution not to contain a provision and it contains such a provision, the Constitution is deemed not to contain that provision. If a provision of the Constitution is inconsistent with the Listing Rules, the Constitution is deemed not to contain that provision to the extent of the inconsistency.

5.2 Terms of New Option to be issued under this Prospectus

- (a) The Option entitles the holder to subscribe for one Share upon exercise of the Option.
- (b) The Option has an exercise price of 1 cent (Exercise Price) and the expiry date is 1 August 2023 (Expiry Date).
- (c) The Option is exercisable at any time after grant and on or prior to the Expiry Date.
- (d) The Option may be exercisable by notice in writing to the Company (Notice of Exercise) and payment of the Exercise Price for the Option being exercised. Any Notice of Exercise of the Option received by the Company will be deemed to be a Notice of Exercise of that Option as at the date of receipt.
- (e) The Share issued on exercise of the Option will rank equally with the then Shares of the Company.
- (f) Application will be made by the Company to ASX for quotation of the Share issued upon the exercise of the Option.
- (g) There are no participation rights or entitlements inherent in the Option and the holder will not be entitled to participate in new issues of capital offered to Shareholders during the currency of the Option. The holder of the Option has the right to exercise its Option prior to the date for determining entitlements to participate in any such issue.
- (h) If the Company makes a bonus issue of Shares or other securities to existing Shareholders (other than an issue in lieu or in satisfaction of dividends or by way of dividend reinvestment):

- (i) the number of Shares which must be issued on the exercise of the Option will be increased by the number of shares which the Optionholder would have received if the Optionholder had exercised the Option before the record date for the bonus issue; and
 - (ii) no change will be made to the Exercise Price.
- (i) If the Company makes an issue of Shares pro rata to existing Shareholders there will be no adjustment of the Exercise Price of the Option.
 - (j) If there is any reconstruction of the issued share capital of the Company, the rights of the Optionholder will be varied to comply with the Listing Rules which apply to the reconstruction at the time of the reconstruction.
 - (k) The Option is transferable.
 - (l) Cheques shall be in Australian currency made payable to the Company and crossed "Not Negotiable". The application for a Share on exercise of the Option with the appropriate remittance should be lodged at the Company's Share registry.

6. ADDITIONAL INFORMATION

6.1 Board and Management

The Board consists of:

- Mr Marcello Cardaci (Non-Executive Chairman)
- Mr John Seton (Non-Executive Director)
- Mr Robert Perring (Non-Executive Director)

6.2 Interests of Directors

Other than as set out below or elsewhere in this Prospectus, no Director or proposed Director holds at the date of this Prospectus, or held at any time during the last two years before the date of lodgement of this Prospectus with ASIC, any interest in:

- (a) the formation or promotion of the Company; or
- (b) any property acquired or proposed to be acquired by the Company in connection with its formation or promotion of the Company or the Offer; or
- (c) the Offer,

and no amounts have been paid or agreed to be paid by any person and no benefits have been given or agreed to be given by any person:

- (d) to a Director or proposed Director to induce him or her to become, or to qualify as, a Director; or
- (e) for services provided by a Director or proposed Director in connection with the formation or promotion of the Company or the Offer.

Holdings of Directors

Directors' relevant interests in securities of the Company at the date of the Prospectus and prior to the issue of the securities to the Directors under this Offer are:

Director	Shares	Options
Marcello Cardaci	3,567,241	2,000,000 ¹
John Seton	24,002,976	2,000,000 ¹
Robert Perring	15,000,000	0

1. The Options have an exercise price of 8 cents and an expiry date of 28 November 2019

Remuneration of Directors

Marcello Cardaci is paid a director's fee of \$36,000 per annum inclusive of statutory superannuation. In the two years prior to the date of this Prospectus Mr Cardaci has received a total cash remuneration of \$44,183.

John Seton is paid a director's fee of \$24,000 per annum inclusive of statutory superannuation. In the two years prior to the date of this Prospectus Mr Seton has received a total cash remuneration of \$38,210.

Robert Perring is paid a director's fee of \$24,000 per annum inclusive of statutory superannuation. Mr Perring will also be paid consultancy fees totalling \$15,000 plus GST for the 5 month period from August to December 2018. In the two years prior to the date of this Prospectus Mr Perring has received a total cash remuneration of \$5,500.

Directors are entitled to be paid reasonable expenses incurred by them on business of the Company.

The Directors are not required to hold any Shares in the Company under the Constitution.

6.3 Interests of Experts and Advisors

Except as disclosed in this Prospectus, no expert, promoter or any other person named in this Prospectus as performing a function in a professional advisory or other capacity in connection with the preparation or distribution of the Prospectus, nor any firm in which any of those persons is or was a partner nor any company in which any of those persons is or was associated with, has now, or has had, in the two year period ending on the date of this Prospectus, any interest in:

- (a) the formation or promotion of the Company; or
- (b) property acquired or proposed to be acquired by the Company in connection with its formation or promotion or the Offer; or
- (c) the Offer.

Except as disclosed in this Prospectus, no amounts of any kind (whether in cash, securities or otherwise) have been paid or agreed to be paid to any expert, promoter or any other person named in this Prospectus as performing a function in a professional advisory or other capacity in connection with the preparation or distribution of the Prospectus, or to any firm in which any of those persons is or was a partner or to any company in which any of those persons is or was associated with, for services rendered by that person in connection with the formation or promotion of the Company or the Offer.

Fairweather Corporate Lawyers has acted as solicitors to the Company in relation to the Offer. In respect of this work, the Company will pay approximately \$5,000 exclusive of GST and disbursements. Subsequently fees will be paid in accordance with normal hourly rates. Fairweather Corporate Lawyers has been paid fees of approximately \$12,050 exclusive of GST in the 2 years prior to the date of this Prospectus.

6.4 Expenses of the Offer

The total expenses connected with the Offer including legal fees, ASX and ASIC fees and other miscellaneous expenses will be approximately \$7,500.

6.5 Consents

The following party has given its written consent to be named in this Prospectus and for the inclusion of statements made by that party (as described below in the form and context in which they are included), and has not withdrawn such consent before lodgement of this Prospectus with ASIC.

FW Legal Pty Ltd trading as Fairweather Corporate Lawyers has consented to being named as the Solicitors to the Offer.

The party referred to above in this Section:

- does not make, or purport to make any statement in this Prospectus, or on which a statement made in this Prospectus is based other than as specified in this Section;
- to the maximum extent permitted by law, expressly disclaims and takes no responsibility for any part of this Prospectus or any omissions from this Prospectus other than a reference to its name and a statement included in the Prospectus with the consent of that party as specified in this Section; and
- has not caused or authorised the issue of this Prospectus.

6.6 Share Trading History

The Company is a disclosing entity for the purposes of the Corporations Act and its Shares are enhanced disclosure securities quoted on ASX.

The highest and lowest market price of the Company's quoted Shares on ASX during the 3 months immediately preceding the date of lodgement of this Prospectus with ASIC and the respective dates of those sales and the last sale on the day prior to lodgement of this Prospectus with ASIC were :

	Price	Date
Highest	3 cents	1 August 2018
Lowest	1.2 cents	7 September 2018
Latest	1.2 cents	7 September 2018

6.7 Transaction Specific Prospectus and Continuous Disclosure Obligations

The Company is a disclosing entity under the Corporations Act and, as such, is subject to regular reporting and disclosure obligations. Specifically, like all listed companies, the Company is required to continuously disclose any information it has to the market which a reasonable person would expect to have a material effect on the price or the value of the Company's securities.

In general terms "transaction specific prospectuses" are required to contain information in relation to the effect of the offer on the Company and the rights and liabilities attaching to the securities offered. It is not necessary to include general information in relation to all of the assets and liabilities, financial position, profits and losses or prospects of the issuing company on the basis that, as at the date of this Prospectus, the Company has not withheld from its continuous disclosure reporting any information about such matters that investors and their professional advisers would reasonably require to make an informed assessment of such matters and expect to find in this Prospectus.

Information that is already in the public domain has not been reported in this Prospectus other than that which is considered necessary to make this Prospectus complete.

The Company, as a disclosing entity under the Corporations Act, states that:

- (a) it is subject to regular reporting and disclosure obligations;
- (b) copies of documents lodged with ASIC in relation to the Company (not being documents referred to in section 1274(2)(a) of the Corporations Act) may be obtained from, or inspected at, the offices of ASIC; and
- (c) it will provide a copy of each of the following documents, free of charge, to any person on request between the date of issue of this Prospectus and the Closing Date:
 - (i) the annual financial report most recently lodged by the Company with ASIC;
 - (ii) any half year financial report lodged with ASIC by the Company after the lodgement of the annual financial report referred to in paragraph (i) and before the lodgement of this Prospectus with ASIC; and
 - (iii) any continuous disclosure notices given by the Company after the lodgement of the annual financial report and before the lodgement of the copy of the Prospectus with ASIC.

The Company lodged its latest annual financial report with ASX on 22 September 2017. The following documents have been lodged with ASX since the date of lodgement of the Company's latest annual financial report:

Date	Description of Announcement
22/09/2017	2017 Appendix 4G and Corporate Governance Statement
10/10/2017	Notice of 2017 Annual General Meeting and Proxy Form
31/10/2017	Activities Report for September 2017 Quarter
31/10/2017	Cashflow Report for September 2017 Quarter
10/11/2017	Results of 2017 Annual General Meeting
23/01/2018	Manhattan to Acquire Trans-Tasman Resources Limited
25/01/2018	Appendix 3B for Share Placement Issue
25/01/2018	Notice under Section 708(5)(e) of the Corporations Act
31/01/2018	Quarterly Activities Report
31/01/2018	Quarterly Cashflow Report
12/03/2018	Half Yearly Report and Accounts
11/04/2018	Manhattan Update on TTR Merger and Acquisition
30/04/2018	Cashflow Report for March 2018 Quarter
30/04/2018	Activity Report for March 2018 Quarter
08/06/2018	Manhattan Terminates Agreement to Acquire TTR

Date	Description of Announcement
08/06/2018	Manhattan Executes Agreement on Joshua Copper Project - Chile
08/06/2018	HLX: Helix Secures JV Partner at Joshua Project – Chile
08/06/2018	Manhattan Signs Landmark Agreement on Joshua Copper Project
08/06/2018	Manhattan Joshua Copper Project JORC Code Table 1
14/06/2018	Appendix 3B
14/06/2018	Cleansing Notice
14/06/2018	Change in Substantial Holding
14/06/2018	Change in Substantial Holding
14/06/2018	Change in Substantial Holding
21/06/2018	Notice of General Meeting/Proxy Form
26/06/2018	Manhattan Presentation Joshua Copper Project Chile
25/07/2018	Results of Meeting
25/07/2018	Initial Director's Interest Notice for Mr Perring
31/07/2018	Quarterly Activities Report
31/07/2018	Quarterly Cashflow Report
01/08/2018	Appendix 3B
01/08/2018	Placement
01/08/2018	Placement
01/08/2018	HLX: Joint Venture Underway at Joshua Project – Chile
01/08/2018	Initial Director's Interest Notice
01/08/2018	Final Director's Interest Notice Alan J Eggers
01/08/2018	Ceasing to be a Substantial Holder
01/08/2018	Ceasing to be a Substantial Holder
01/08/2018	Ceasing to be a Substantial Holder
06/08/2018	Joshua Copper Project Update
07/08/2018	Aralad Management Pty Ltd Becomes a Substantial Holder
03/09/2018	Joshua Copper Project Update
07/09/2018	Diamond Drilling Commences on Joshua Project in Chile
07/09/2018	HLX: Exploration Drilling Underway at the Joshua Copper Proj
07/09/2018	Appendix 3B for Quotation of Options

7. DIRECTORS' AUTHORISATION AND CONSENT

This Prospectus is authorised by the Company and lodged with the ASIC pursuant to section 718 of the Corporations Act.

Each Director has consented to lodgement of this Prospectus with ASIC in accordance with the terms of section 720 of the Corporations Act and has not withdrawn that consent.

Dated: 10 September 2018



.....
Signed for and on behalf of Manhattan Corporation Limited
By Mr Marcello Cardaci
Non-Executive Chairman

8. GLOSSARY

Where the following terms are used in this Prospectus they have the following meanings:

Applicant	a person(s) who submits a valid Application Form pursuant to this Prospectus.
Application	a valid application made on an Application Form to subscribe for securities pursuant to this Prospectus.
Application Form	An application form attached to or accompanying this Prospectus.
ASIC	the Australian Securities & Investments Commission.
ASX	the ASX Limited (ACN 008 624 691).
Board	the Board of Directors.
Closing Date	the closing date for receipt of Application Forms under this Prospectus, estimated to be 5.00pm WST on 11 September 2018 or an amended time as set by the Board.
Company or MHC	Manhattan Corporation Limited (ACN 123 156 089).
Constitution	the constitution of the Company.
Corporations Act	the Corporations Act 2001 (Cth).
Director	a director of the Company.
Listed Options	The Options with an exercise price of 1 cent and an expiry date of 1 August 2023 which have been granted quotation on ASX.
Listing Rules	the official listing rules of the ASX.
New Option	the Option offered under this Prospectus.
Offer	the offer of securities pursuant to this Prospectus.
Official List	the official list of ASX.
Opening Date	10 September 2018.
Option	an option to subscribe for a Share.
Prospectus	this Prospectus.
Share	a fully paid ordinary share in the Company.
Shareholder	a person who holds one or more Shares.
WST	Western Standard Time, Perth, Western Australia.
\$ or Dollars	Australian dollars unless otherwise stated.

APPLICATION FORM

Only complete this Application Form if you are directed to do so by the Company.

This Application Form relates to the issue of 1 New Option in Manhattan Corporation Limited at an issue price of 0.5 cents pursuant to a Prospectus dated 10 September 2018.

The expiry date of the Prospectus is the date which is 13 months after the date of the Prospectus. The Prospectus contains information about investing in the securities of the Company and it is advisable to read this document before applying for securities. A person who gives another person access to this Application Form must at the same time and by the same means give the other person access to the Prospectus, and any supplementary prospectus (if applicable).

We the undersigned (the "Applicant") hereby apply to the Company for:

One (1) New Option applied for:

Broker Stamp

Title	Given Names/Company Name	Surname/ACN
.....
Joint applicants or account designation		
.....
.....

Postal Address

City/Town State Postcode.....

Contact Name Daytime Contact No.

Email contact

CHESS Details: PID HIN

Tax File No/Exemption Category		
Applicant 1	Applicant 2	Applicant 3
.....

Payment Details			
Drawer	Bank	Branch	Amount
.....	\$
.....	\$

DECLARATION

By lodging this Application Form and a cheque for the Application money the Applicant hereby:

- a) applies for 1 New Option;
- b) agrees to be bound by the Constitution of the Company; and
- c) authorises the Directors to complete or amend this Application Form where necessary to correct any errors or omissions.

INSTRUCTIONS

1. Enter the number of Placement Options you wish to apply for.
2. Enter the full name(s) of all legal entities that are to be recorded as the registered holders.
3. Enter the postal address for all communications from the Company.
4. Enter the name and telephone number of the person who should be contacted if there are any questions with respect to this application.
5. If you are CHESS sponsored, enter your Participant Identification Number (PID) and Holder Identification Number (HIN), otherwise leave this box blank.
6. Enter the tax file number(s) of the Applicant(s) - this is not mandatory.
7. This Application Form does not need to be signed. Return of this Application Form with the required application moneys will constitute acceptance of that number of Shares stated on this form.

If you have received an Application Form without a complete and unaltered copy of this prospectus, please contact the Company who will send you, free of charge, either a printed or electronic version of this Prospectus (or both).

CORRECT FORMS OF REGISTRABLE TITLE

Note that only legal entities are allowed to hold securities. Application Forms must be in the name(s) of a natural person(s), companies or other legal entities acceptable to the Company. At least one full name and the surname are required for each natural person. Application Forms cannot be completed by persons less than 18 years of age. Examples of the correct form of registrable title are set out below:

Type of Investor	Correct Form of Registrable Title	Incorrect Form of Registrable Title
Trusts	Mr John David Brown <John David Brown A/C>	John Brown Family Trust
Deceased Estates	Mr John David Brown <Est John David Brown A/C>	John Brown <Deceased>
Partnerships	Mr John David Brown and Mr Michael James Brown	John Brown & Son
Clubs/ Unincorporated Bodies	Mr John David Brown <ABC Tennis Association A/C>	Brown Investment Club or ABC Tennis Association
Super Funds	John Brown Pty Ltd <Super Fund A/C>	John Brown Superannuation Fund

Please return the completed Application Form at any time prior to the Closing Date to the Company to the address set out in the Prospectus.

Applications must be received by the Closing Date.

Please contact the Company if you have any questions with respect to this Application Form.