11 June 2026

ASX ANNOUNCEMENT

Notice of Access to 2026 General Meeting Documentation

Manhattan Gold Corporation Limited (ASX: MHC) ('**Manhattan**' or '**the Company'**) is providing Shareholders with online access to the Notice of Meeting, Explanatory Memorandum and Proxy Form (**Meeting Documents)** for the upcoming General Meeting.

Details of the Meeting

Meeting:	General Meeting
Date:	Monday, 13 July 2026
Time:	3.00pm (AWST)
Venue:	Ground Floor, 41 Colin Street West Perth, WA 6005 (In person)

Accessing the Meeting Documents

The Meeting Documents are now available to view and download:

- Online at the Company's website: https://mhc.gold
- Online from ASX announcements website: https://www.asx.com.au/markets/company/mhc
- By contacting the Company on +61 8 9322 6677 or email: brezos@mhc.gold

Voting

Shareholders are encouraged to vote online at www.investorvote.com.au or return the completed Proxy Form to Computershare Investor Services Pty Limited, GPO Box 242, Melbourne VIC 3001.

Proxy voting instructions must be received by 3.00pm (AWST) on Saturday, 11 July 2026. Proxy forms received later than this day will be invalid.

Authorised for Release

This announcement has been authorised for release by the Board.

Gavin Rezos, Non-Executive Chairman

For further information

Phone: +61 8 9322 6677 or Email: brezos@mhc.gold

Level 17, Exchange Tower
2 The Esplanade, Perth WA 6000
ABN: 61 123 156 089

About Manhattan Gold Corporation Ltd

Manhattan Gold Corporation Ltd (ASX: MHC) is an early-stage gold and polymetallic exploration company focused on emerging exploration projects in tier 1 jurisdictions. Current exploration projects include Hook Lake in Nunavut, Canada (665km^2) within the Rankin-Ennadai greenstone belt, the second largest greenstone belt in Canada, and Tibooburra in New South Wales, Australia (2,195km^2) within the emerging Koonenberry Gold District. The Company is committed to responsible exploration in partnership with Inuit and First Nations communities.


Nunavut
Hook Lake 665km²
Au & VMS
CANADA


Western Australia
AUSTRALIA
Ponton 460km²
U
New South Wales
Tibooburra 2,195km²
Au

Manhattan Gold Corporation Limited

ABN 61 123 156 089

NOTICE OF GENERAL MEETING

Date of Meeting
Monday, 13 July 2026

Time of Meeting
3:00pm (AWST)

Place of Meeting
Ground Floor
41 Colin Street
West Perth, WA 6005

The Notice of Meeting can be viewed and downloaded from the Company's website at https://mhc.gold

Notice of General Meeting

Notice is given that a General Meeting (**Meeting**) of Shareholders of Manhattan Gold Corporation Limited ABN 61 123 156 089 (the **Company**) will be held at Ground Floor, 41 Colin Street West Perth, WA 6005 on Monday**, 13 July 2026 at 3:00pm** (AWST) for the purpose of transacting the following business referred to in this Notice of General Meeting.

The Explanatory Memorandum provides additional information on matters to be considered at the Meeting. The Explanatory Memorandum and the Proxy Form are part of this Notice.

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AGENDA

Resolutions 1(a) and (b)

Ratification of Prior Issue of Placement Shares

To consider and, if thought fit, to pass the following resolution as an **ordinary resolution**:

***That**, for the purpose of ASX Listing Rule 7.4 and all other purposes, Shareholders approve the issue of:*

(a) 83,715,659 Placement Shares issued under ASX Listing Rule 7.1; and

(b) 13,434,341 Placement Shares issued under ASX Listing Rule 7.1A

at an issue price of $0.024 per Share on 24 March 2026 to professional and sophisticated investors, on the terms and conditions set out in the Explanatory Memorandum.

Voting Exclusion Statement
The Company will disregard any votes cast in favour of the Resolution by or on behalf of any person who participated in the issue of the Shares, or who will obtain a material benefit as a result of, the issue of the Shares (except a benefit solely by reason of being a holder of ordinary securities in the Company), or (b) any Associate of that person or those persons.

However, this does not apply to a vote cast in favour of the Resolution by (a) a person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with the directions given to the proxy or attorney to vote on the Resolution in that way; or (b) the Chair of the Meeting as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the Chair to vote on the Resolution as the Chair decides; or (c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met (i) the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an Associate of a person excluded from voting, on the Resolution; and (ii) the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

Resolution 2

Approval for Proposed Issue of Lead Manager Options

To consider and, if thought fit, to pass the following resolution as an **ordinary resolution**:

***That**, for the purpose of ASX Listing Rule 7.1 and all other purposes, Shareholders approve the proposed issue of up to 18,750,000 Lead Manager Options to Alpine Capital Pty Ltd (or their nominee/s) on the terms and conditions set out in the Explanatory Memorandum.*

Voting Exclusion Statement
The Company will disregard any votes cast in favour of the Resolution by or on behalf of Alpine Capital Pty Ltd or their nominee/s and any other person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue of the Lead Manager Options (except a benefit solely by reason of being a holder of ordinary securities in the Company), or (b) any Associate of that person or those persons.

However, this does not apply to a vote cast in favour of the Resolution by (a) a person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with the directions given to the proxy or attorney to vote on the Resolution in that way; or (b) the Chair of the Meeting as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the Chair to vote on the Resolution as the Chair decides; or (c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met (i) the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an Associate of a person excluded from voting, on the Resolution; and (ii) the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

Resolution 3

Approval for Proposed Issue of Placement Shares to Director – Mr Gavin Rezos

To consider and, if thought fit, to pass, the following resolution as an **ordinary resolution**:

***That**, for the purposes of Listing Rule 10.11, section 195(4) of the Corporations Act and for all other purposes, Shareholders approve the issue of up to 25,000,000 Placement Shares at an issue price of 2.4 cents per Share to Mr Gavin Rezos or his nominee(s) under the Placement, on the terms and conditions set out in the Explanatory Memorandum.*

Voting Exclusion Statement

The Company will disregard any votes cast in favour of the Resolution by or on behalf of (a) Mr Gavin Rezos or his nominee(s) and any other person who will obtain a material benefit as a result of the issue of the securities (except a benefit solely by reason of being a holder of ordinary securities in the Company); or (b) any Associate of that person or those persons.

However, this does not apply to a vote cast in favour of the Resolution by (a) a person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with the directions given to the proxy or attorney to vote on the Resolution in that way; or (b) the Chair of the Meeting as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the Chair to vote on the Resolution as the Chair decides; or (c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met (i) the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an Associate of a person excluded from voting, on the Resolution; and (ii) the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

Resolution 4

Approval for Proposed Issue of Placement Shares to Director – Mrs Danielle Kelly

To consider and, if thought fit, to pass, the following resolution as an **ordinary resolution**:

***That**, for the purposes of Listing Rule 10.11, section 195(4) of the Corporations Act and for all other purposes, Shareholders approve the issue of up to 825,000 Placement Shares at an issue price of 2.4 cents per Share to Mrs Danielle Kelly or her nominee(s) under the Placement, on the terms and conditions set out in the Explanatory Memorandum.*

Voting Exclusion Statement

The Company will disregard any votes cast in favour of the Resolution by or on behalf of (a) Mrs Danielle Kelly or her nominee(s) and any other person who will obtain a material benefit as a result of the issue of the securities (except a benefit solely by reason of being a holder of ordinary securities in the Company); or (b) any Associate of that person or those persons.

However, this does not apply to a vote cast in favour of the Resolution by (a) a person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with the directions given to the proxy or attorney to vote on the Resolution in that way; or (b) the Chair of the Meeting as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the Chair to vote on the Resolution as the Chair decides; or (c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met (i) the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an Associate of a person excluded from voting, on the Resolution; and (ii) the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

Resolution 5

Approval for Proposed Issue of Placement Shares to Technical Manager

To consider and, if thought fit, to pass, the following resolution as an **ordinary resolution**:

***That**, for the purposes of Listing Rule 7.1 and for all other purposes, Shareholders approve the issue of up to 2,025,000 Placement Shares at an issue price of 2.4 cents per Share to Mr Eric Sondergaard or his nominee(s) under the Placement, on the terms and conditions set out in the Explanatory Memorandum.*

Voting Exclusion Statement
The Company will disregard any votes cast in favour of the Resolution by or on behalf of Mr Eric Sondergaard or his nominee/s and any other person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue of these Placement Shares (except a benefit solely by reason of being a holder of ordinary securities in the Company), or (b) any Associate of that person or those persons.

However, this does not apply to a vote cast in favour of the Resolution by (a) a person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with the directions given to the proxy or attorney to vote on the Resolution in that way; or (b) the Chair of the Meeting as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the Chair to vote on the Resolution as the Chair decides; or (c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met (i) the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting and is not an Associate of a person excluded from voting, on the Resolution; and (ii) the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

Resolution 6

Approval for Proposed Issue of STI Shares to Related Party

To consider and, if thought fit, to pass, the following resolution as an **ordinary resolution**:

***That**, for the purposes of Listing Rule 10.11 and for all other purposes, Shareholders approve the issue of 1,500,000 STI Shares to the Company's General Manager, Mr Bayard Rezos, or his nominee(s), being a related party of the Company, on the terms and conditions set out in the Explanatory Memorandum.*

Voting Exclusion Statement
The Company will disregard any votes cast in favour of the Resolution by or on behalf of Mr Bayard Rezos or his nominee/s and any other person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue of the STI Shares (except a benefit solely by reason of being a holder of ordinary securities in the Company), or (b) any Associate of that person or those persons.

However, this does not apply to a vote cast in favour of the Resolution by (a) a person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with the directions given to the proxy or attorney to vote on the Resolution in that way; or (b) the Chair of the Meeting as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the Chair to vote on the Resolution as the Chair decides; or (c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met (i) the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an Associate of a person excluded from voting, on the Resolution; and (ii) the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

Resolution 7

Approval for Proposed Issue of LTI Performance Rights to Related Party

To consider and, if thought fit, to pass, the following resolution as an **ordinary resolution**:

***That**, for the purposes of Listing Rule 10.11 and for all other purposes, Shareholders approve the issue of 11,000,000 LTI Performance Rights for no cash consideration, with each LTI Performance Right having a nil exercise price and an expiry date of 5 years from the date of issue, to the Company's*

General Manager, Mr Bayard Rezos, or his nominee(s), being a related party of the Company, on the terms and conditions set out in the Explanatory Memorandum.

Voting Exclusion Statement
The Company will disregard any votes cast in favour of the Resolution by or on behalf of Mr Bayard Rezos or his nominee/s and any other person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue of the LTI Performance Rights (except a benefit solely by reason of being a holder of ordinary securities in the Company), or (b) any Associate of that person or those persons.

However, this does not apply to a vote cast in favour of the Resolution by (a) a person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with the directions given to the proxy or attorney to vote on the Resolution in that way; or (b) the Chair of the Meeting as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the Chair to vote on the Resolution as the Chair decides; or (c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met (i) the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an Associate of a person excluded from voting, on the Resolution; and (ii) the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

Resolution 8

Ratification of Prior Issue of Shares for Investor Related Services

To consider and, if thought fit, to pass the following resolution as an **ordinary resolution**:

***That**, for the purpose of ASX Listing Rule 7.4 and all other purposes, Shareholders approve the issue of 576,923 Shares at nil consideration on 10 February 2026 to Undiscovered Alpha Limited on the terms and conditions set out in the Explanatory Memorandum.*

Voting Exclusion Statement
The Company will disregard any votes cast in favour of the Resolution by or on behalf of Undiscovered Alpha Limited or their nominee/s who is expected to participate in, or who will obtain a material benefit as a result of, the issue of the Shares (except a benefit solely by reason of being a holder of ordinary securities in the Company), or (b) any Associate of that person or those persons.

However, this does not apply to a vote cast in favour of the Resolution by (a) a person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with the directions given to the proxy or attorney to vote on the Resolution in that way; or (b) the Chair of the Meeting as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the Chair to vote on the Resolution as the Chair decides; or (c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met (i) the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an Associate of a person excluded from voting, on the Resolution; and (ii) the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

By order of the Board

Jessamyn Lyons and Carla Healy
Joint Company Secretaries

Dated: 11 June 2026

How to Vote

Shareholders can vote by either:

- attending the Meeting and voting in person or by attorney or, in the case of corporate Shareholders, by appointing a corporate representative to attend and vote; or
- appointing a proxy to attend and vote on their behalf using the Proxy Form accompanying this Notice and by submitting their proxy appointment and voting instructions in person, by post, electronically via the internet.

Voting in person (or by attorney)

Shareholders, or their attorneys, who plan to attend the Meeting are asked to arrive at the venue 15 minutes prior to the time designated for the Meeting, if possible, so that their holding may be checked against the Company's share register and their attendance recorded. In accordance with the Corporations Act, to be effective a certified copy of the Power of Attorney, or the original Power of Attorney, must be received by the Company in the same manner, and by the same time as outlined for proxy forms below.

Voting by a Corporation

A Shareholder that is a corporation may appoint an individual to act as its representative and vote in person at the Meeting. The appointment must comply with the requirements of section 250D of the Corporations Act. The representative should bring to the Meeting evidence of his or her appointment, including any authority under which it is signed.

Voting by proxy

- A Shareholder entitled to attend, and vote is entitled to appoint a proxy and if the Shareholder is entitled to cast two or more votes, they can appoint not more than two proxies. Each proxy will have the right to vote on a poll and to speak at the Meeting.
- The appointment of the proxy may specify the proportion or the number of votes that the proxy may exercise. Where more than one proxy is appointed and the appointment does not specify the proportion or number of the Shareholder's votes each proxy may exercise, the votes will be divided equally among the proxies (i.e. where there are two proxies, each proxy may exercise half of the votes).
- A proxy need not be a Shareholder.
- The proxy can be either an individual or a body corporate.
- If a proxy is not directed how to vote on an item of business, the proxy may generally vote, or abstain from voting, as they think fit.
- Should any resolution, other than those specified in this Notice, be proposed at the Meeting, a proxy may vote on that resolution as they think fit.
- If a proxy is instructed to abstain from voting on an item of business, they are directed not to vote on the Shareholder's behalf on the poll and the Shares that are the subject of the proxy appointment will not be counted in calculating the required majority.
- Shareholders who return their Proxy Forms with a direction how to vote, but who do not nominate the identity of their proxy, will be taken to have appointed the Chair of the Meeting as their proxy to vote on their behalf. If a Proxy Form is returned but the nominated proxy does not attend the Meeting, the Chair of the Meeting will act in place of the nominated proxy and vote in accordance with any instructions. Proxy appointments in favour of the Chair of the Meeting, the secretary or any Director that do not contain a direction how to vote will be used, where possible, to support each of the Resolutions proposed in this Notice, provided they are entitled to cast votes as a proxy under the voting exclusion rules which apply to some of the proposed Resolutions. These rules are explained in this Notice.
- To be effective, proxies must be received by 3:00pm (AWST) on Saturday 11 July 2026. Proxies received after this time will be invalid.

  Online: www.investorvote.com.au to use this facility, Shareholders will need their holder number (HIN or SRN), postcode and the control number shown on their proxy form.

  Mail: Computershare Investor Services Pty Ltd, GPO Box 242, Melbourne, Victoria 3001

  Fax: 1800 783 447 within Australia or +61 3 9473 2555 (international)

  Custodians: Intermediary Online subscribers only, cast the Shareholder’s vote online by visiting www.intermediaryonline.com

- The Proxy Form must be signed by the Shareholder or the Shareholder's attorney. Proxies given by corporations must be executed in accordance with the Corporations Act. Where the appointment of a proxy is signed by the appointer's attorney, a certified copy of the Power of Attorney, or the power itself, must be received by the Company at the above address, or by facsimile, and by 3.00pm (AWST) on Saturday, 11 July 2026.

Shareholders who are entitled to vote

In accordance with paragraphs 7.11.37 and 7.11.38 of the Corporations Regulations, the Board has determined that a person's entitlement to vote at the General Meeting will be the entitlement of that person set out in the Register of Shareholders as at 5pm (AWST time) on Saturday 11 July 2026.

Chair's voting intentions

The Chair intends to exercise all available proxies in favour of all Resolutions, unless the Shareholder has expressly indicated a different voting intention

Explanatory Memorandum

This Explanatory Memorandum has been prepared to provide information to assist Shareholders in considering the merits of the Resolutions set out in the Notice of Meeting.

The purpose of the Meeting is to:

- Ratify prior Share issues;
- Approve participation of certain parties in recent capital raising; and
- Approve remuneration arrangements to a related party.

Resolutions 1(a) and (b)

Ratification of Prior Issue of Placement Shares

1.1 General

On 18 March 2026, the Company announced it had secured commitments to raise $3,000,000 (before costs) from existing Shareholders and domestic and international institutional investors via a placement (**Placement**).

The Placement was completed to raise funds for the drill campaign at the Hook Lake High Grade Gold and Polymetallic Project including establishing an exploration camp, conducting reverse circulation (RC) and diamond drilling and the balance for working capital requirements.

A total of 125,000,000 Shares were available for issue under the Company's existing placement capacity pursuant to Listing Rules 7.1 and 7.1A. The Company received valid applications for 97,150,000 Shares (**Placement Shares**) following the close of the Placement on 17 March 2026.

Certain of the Directors have subscribed for a total of 25,825,000 Placement Shares raising up to a further $619,800 (before costs) in aggregate pursuant to the Placement. The issue of the 25,825,000 Shares to the Directors is conditional on Shareholder approval pursuant to Resolutions 3 and 4. Shares to the Directors will be issued at $0.024 per Share being the same price as the Placement Shares.

A further 2,025,000 Placement Shares have been subscribed for by Mr Eric Sondergaard, Technical Manager of the Company, with the issue of these Shares subject to Shareholder approval pursuant to Resolution 5.

Further to the Company's announcement of 22 May 2026, the Company notes that three (3) adult sons of the Non-Executive Chair Mr Gavin Rezos (the **Related Parties**) were inadvertently included in the Tranche 1 Placement allocations and issued a combined total of 283,333 Placement Shares being $6,800 at the Placement price of $0.024. Due to an administrative oversight this participation was not in compliance with Listing Rule 10.11 on the basis that the Related Parties are related parties of the Company and so cannot participate in issues of the Company's securities without prior Shareholder approval.

After promptly notifying the ASX upon becoming aware of the non-compliance, the Company agreed with the ASX to undertake remedial action in respect to the non-compliance with the 283,333 Placement Shares being disposed of by way of on-market sales to unrelated third parties and the profits donated in full to charity. Refer to the Company's announcement of 22 May 2026 for further details.

The 97,150,000 Shares were issued on 24 March 2026 as follows:

(i) 83,715,659 Placement Shares using the Company's available placement capacity under ASX Listing Rule 7.1; and

(ii) 13,434,341 Placement Shares using the Company's available placement capacity under ASX Listing Rule 7.1A

Resolutions 1(a) and (b) (inclusive) seek Shareholder approval pursuant to ASX Listing Rule 7.4 to ratify the issue of the 97,150,000 Placement Shares. Ratification will refresh the Company's placement capacity under Listing Rules 7.1 and 7.1A

1.2 Listing Rules 7.1, 7.1A and 7.4

Broadly speaking, and subject to several exceptions, Listing Rule 7.1 limits the amount of Equity Securities that a listed company can issue without the approval of its shareholders over any 12-month period to 15% of the fully paid ordinary shares it had on issue at the start of that period.

Under Listing Rule 7.1A, an eligible entity can seek approval from its Shareholders, by way of a special resolution passed at its annual general meeting, to increase its 15% placement capacity under Listing Rule 7.1 by an extra 10% to 25%. The Company obtained this approval at its Annual General Meeting (AGM) held on 28 November 2025.

The issue of the Placement Shares did not breach Listing Rules 7.1 and 7.1A at the time of issue.

The issue of the Placement Shares does not fit within any of the exceptions in Listing Rule 7.2, and as it has not yet been approved by Shareholders, effectively uses up part of the Company's placement capacities under Listing Rules 7.1 and 7.1A. This reduces the Company's capacity to issue further Equity Securities without Shareholder approval under Listing Rules 7.1 and 7.1A for the 12-month period following the issue of the Placement Shares.

Listing Rule 7.4 allows shareholders of a listed company to approve an issue of Equity Securities after it has been made or agreed to be made. If shareholders approve the resolution, the issue is taken to have been approved under Listing Rule 7.1 and so does not reduce the company's capacity to issue further Equity Securities without shareholder approval under Listing Rules 7.1 and 7.1A.

The effect of Shareholders passing Resolutions 1(a) and (b) (inclusive) will be to allow the Company to retain the flexibility to issue Equity Securities in the future up to the 15% placement capacity set out in Listing Rule 7.1 and the 10% additional placement capacity set out in Listing Rule 7.1A without the requirement to obtain prior Shareholder approval.

1.3 Listing Rule 14.1A

If Resolution 1(a) is passed, the 83,715,659 Placement Shares will be excluded in calculating the Company's 15% placement capacity in Listing Rule 7.1, effectively increasing the number of Equity Securities, the Company can issue without Shareholder approval over the 12-month period following the issue date.

If Resolution 1(b) is passed, the 13,434,341 Placement Shares will be excluded in calculating the Company's 10% placement capacity in Listing Rule 7.1A, effectively increasing the number of Equity Securities the Company can issue without Shareholder approval over the 12-month period following the issue date.

If Resolution 1(a) is not passed, the 83,715,659 Placement Shares will continue to be included in calculating the Company's 15% placement capacity in Listing Rule 7.1, effectively decreasing the number of Equity Securities the Company can issue without Shareholder approval over the 12-month period following the issue date.

If Resolution 1(b) is not passed, the 13,434,341 Placement Shares will continue to be included in calculating the Company's 10% placement capacity in Listing Rule 7.1A, effectively decreasing the number of Equity Securities the Company can issue without Shareholder approval over the 12-month period following the issue date.

1.4 Listing Rule 7.5

Pursuant to and in accordance with Listing Rule 7.5, the following information is provided in relation to Resolution 1(a) and (b):

Manhattan Gold

Listing Rule		Disclosure Required
Allottees and basis of selection	**7.5.1**	The Placement was completed through a combination of allocation channels. A portion of the Placement Shares (61,750,000) were allocated to unrelated investors introduced through the Company's lead manager as part of the Placement bookbuild process. Additional allocations (35,400,000) were made to existing Shareholders and other sophisticated and professional investors within the Company's network. The Company notes that of the 35,400,000 shares referred to above, 283,333 were inadvertently issued to Related Parties as detailed in Section 1.1 above. ASX Guidance Note 21 notes that shareholder ratification under Listing Rule 7.4 is available in respect of issues of securities under Listing Rule 7.1 including where recipients are related parties, a member of Key Management Personnel, substantial holders, advisers or their respective associates, provided that appropriate disclosure is made and any voting exclusions required are applied. In accordance with Listing Rule 7.5, the Company confirms that all material information in respect of the Placement, including the identity of allottees, the basis of allocation and the terms of issues, has been disclosed in this Notice. The relevant parties referred to in this Resolution and their associates have been disclosed and excluded from voting on this Resolution, where required under the Listing Rules. Allocation decisions were made by the Company in connection with the Placement process, with all Shares issued under the Placement at the discretion of the Company in consultation with the Lead Manager.
Number of securities issued	**7.5.2**	97,150,000 Placement Shares as follows: (i) 83,715,659 Placement Shares using the Company's available placement capacity under ASX Listing Rule 7.1; and (ii) 13,434,341 Placement Shares using the Company's available placement capacity under ASX Listing Rule 7.1A.
Class of security	**7.5.2**	Fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares.
Date of issue	**7.5.4**	24 March 2026.
Issue Price	**7.5.5**	$0.024 per Placement Share.
Purpose and intended use of funds	**7.5.6**	Proceeds will be applied to establishing an exploration camp and conducting reverse circulation (RC) and diamond drilling across key prospects at the Hook Lake Project with the balance being utilised for working capital.
Issued under an Agreement	**7.5.7**	Participants completed Application Forms.

Listing Rule		Disclosure Required
Voting exclusion statement	**7.5.8**	A voting exclusion statement for Resolutions 1(a) and (b) has been included in the Agenda.

Board Recommendation
The Directors, other than the Chair, recommend that Shareholders vote in favour of Resolution 1(a) and 1(b).

The Chair does not make a recommendation in respect of Resolution 1(a) and 1(b) due to his association with certain participants in the Placement.

The ratification of the issue restores the Company's placement capacity under ASX Listing Rule 7.1 and 7.1A and provides continued flexibility to raise additional capital, if required, without the delay or expense of seeking further Shareholder approval.

The issue was completed on arm's length commercial terms and conditions, and ratification is in the best interest of the Company and therefore, Shareholders.

Additional Information
Resolutions 1(a) and 1(b) are ordinary resolutions, requiring it to be passed by a simple majority of votes cast by the Shareholders present and eligible to vote (in person, by proxy, by attorney or, in the case of a corporate Shareholder, by a corporate representative).

The Chair intends to vote undirected proxies in favour of Resolutions 1(a) and 1(b).

Resolution 2
Approval for Proposed Issue of Lead Manager Options

Overview
The Company is proposing, subject to obtaining Shareholder approval, to issue up to 18,750,000 Options (**Lead Manager Options**) to Alpine Capital Pty Ltd (Alpine) (or its nominee/s) in consideration for acting as lead manager and bookrunner to the Placement, completed on 18 March 2026.

Pursuant to the Letter of Engagement with Alpine (**Letter of Engagement**) and in consideration for acting as Sole Lead Manager to the Placement, the Company has agreed to issue the Lead Manager Options to Alpine (or their nominee/s), subject to receipt of Shareholder approval. The Letter of Engagement contains additional provisions which are considered standard for an engagement of this nature.

The key terms and conditions of the Lead Manager Options are set out in Schedule 1.

Listing Rule 7.1
A summary of Listing Rule 7.1 is set out in Section 1.2 above

The issue does not fit within any of the exceptions set out in Listing Rule 7.2.

Listing Rule 14.1A
If Resolution 2 is passed, the Company will be able to proceed with the issue of the 18,750,000 Lead Manager Options to Alpine (or their nominee/s) without using up any of its 15% limit on issuing Equity Securities without Shareholder approval under Listing Rule 7.1.

In addition, the Lead Manager Options will be excluded from the calculation of the number of Equity Securities that the Company can issue without Shareholder approval under Listing Rule 7.1.

If Resolution 2 is not passed, the Company will not be able to issue the Lead Manager Options and the Board may have to reach an alternative commercial arrangement with Alpine which may include a cash payment equivalent.

Shareholders should note that without approval, the Company may need to seek further Shareholder approval or delay the issue if it wishes to issue Securities outside the existing 15% capacity.

ASX Listing Rule 7.3
Pursuant to and in accordance with ASX Listing Rule 7.3, the following information is provided in relation to Resolution 2:

Listing Rule		Disclosure Required
Allottee	**7.3.1**	Alpine Capital Pty Ltd (or their nominee/s). Alpine Capital Pty Ltd are **not** a related party, a member of the Key Management Personnel, an adviser to the Company, substantial holder, or issued more than 1% of the Company's issued capital (or an associate of any of the foregoing).
Number of securities issued	**7.3.2**	A maximum of 18,750,000 Lead Manager Options.
Class of security	**7.3.3**	Unlisted Options issued on the terms and conditions in Schedule 1. Each Option entitles the holder to (upon exercise) one Share. Each Option expires in 3 years from the date of issue and an exercise price of $0.048. For the terms of the Options, refer Schedule 1.
Date of issue	**7.3.4**	Issued no later than three (3) months after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the Listing Rules.
Issue price	**7.3.5**	The Lead Manager Options will be issued for nil cash consideration.
Purpose and intended use of funds	**7.3.6**	Being issued to Alpine for acting as Lead Manager and bookrunner to the Placement. No funds will be received upon the issue of the Lead Manager Options. Funds will be received if and when the Options are exercised.
Issued under an Agreement	**7.3.7**	The lead Manager Options will be issued in accordance with the Letter of Engagement, summarised on page 11 above.
Voting exclusion statement	**7.3.8**	A voting exclusion statement for Resolution 2 has been included in the Agenda.

Board Recommendation
The Directors recommend Shareholders vote in favour of Resolution 2.

Additional Information
Resolution 2 is an ordinary resolution, requiring it to be passed by a simple majority of votes cast by the Shareholders present and eligible to vote (in person, by proxy, by attorney or, in the case of a corporate Shareholder, by a corporate representative).

The Chair intends to vote undirected proxies in favour of Resolution 2.

Resolutions 3 and 4

Issue of Placement Shares to Directors

As detailed above in Section 1.1, Mr Gavin Rezos and Mrs Danielle Kelly (or their respective nominee(s)) intend to subscribe for up to an aggregate total of 25,825,000 Placement Shares under the Placement, subject to Shareholder approval. The Shares will be issued at an issue price of $0.024 per Share, being the same issue price as the Shares issued under the Placement.

Resolutions 3 and 4 seek Shareholder approval for the proposed issue of:

(a) up to 25,000,000 Placement Shares to Mr Gavin Rezos (or his nominee(s)); and

(b) up to 825,000 Placement Shares to Mrs Danielle Kelly (or her nominee(s)),

under and for the purposes of Listing Rule 10.11.1.

Chapter 2E of the Corporations Act

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

(a) the giving of the financial benefit falls within one of the nominated exceptions to the requirement in section 208 of the Corporations Act to obtain shareholder approval; or

(b) shareholder approval is obtained prior to the giving of the financial benefit and the benefit is given within 15 months after obtaining such approval.

For the purposes of Chapter 2E of the Corporations Act, Mr Rezos and Mrs Kelly are Directors, and therefore, related parties of the Company.

Under section 208 of the Corporations Act, for a public company, or an entity that the public company controls, to give a financial benefit to a related party of the public company, the public company or entity must:

(a) obtain the approval of the public company's members; and

(b) give the benefit within 15 months following such approval,

unless the giving of the financial benefit falls within an exception set out in sections 210 to 216 of the Corporations Act. Section 210 provides that Shareholder approval is not required for the purposes of section 208 in circumstances where the Company and related party are dealing at arm's length or on terms less favourable to the related party.

The Board (other than Mr Rezos) considers Shareholder approval pursuant to Chapter 2E of the Corporations Act is not required in respect of Mr Rezos's participation in the Placement because the Placement Shares will be issued to Mr Rezos (or his nominee(s)) on the same terms as the Shares issued to the other Shareholders unrelated to the Company under the Placement and as such the giving of the financial benefit is on arm's length terms and the exception in section 210 of the Corporations Act applies.

The Board (other than Mrs Kelly) considers Shareholder approval pursuant to Chapter 2E of the Corporations Act is not required in respect of Mrs Kelly's participation in the Placement because the Placement Shares will be issued to Mrs Kelly (or her nominee(s)) on the same terms as the Shares issued to the other Shareholders unrelated to the Company under the Placement and as such the giving of the financial benefit is on arm's length terms and the exception in section 210 of the Corporations Act applies.

Section 195(4) of the Corporations Act

Section 195(1) of the Corporations Act essentially provides that a director of a public company may not vote or be present during meetings of directors when matters in which that director holds a "material personal interest" are being considered.

The Directors who will be issued Placement Shares pursuant to Resolutions 3 and 4, may have a material personal interest in the outcome of those Resolutions and the Directors may not be able to form a quorum to carry out the terms of Resolutions 3 and 4. Accordingly, the Directors exercise their right under section 195(4) of the Corporations Act to put the issue to Shareholders to resolve.

Listing Rule 10.11

Listing Rule 10.11 provides that unless one of the exceptions in Listing Rule 10.12 applies, the Company must not issue or agree to issue Equity Securities to:

(a) a related party (Listing Rule 10.11.1);

(b) a person who is, or was at any time in the 6 months before the issue or agreement, a substantial (30%+) holder in the Company (Listing Rule 10.11.2);

(c) a person who is, or was at any time in the 6 months before the issue or agreement, a substantial (10%+) holder in the Company and who has nominated a Director to the Board pursuant to a relevant agreement which gives them a right or expectation to do so (Listing Rule 10.11.3);

(d) an associate of a person referred to in Listing Rules 10.11.1 to 10.11.3 (Listing Rule 10.11.4); or

(e) a person whose relationship with the Company or a person referred to in Listing Rules 10.11.1 to 10.11.4 is such that, in ASX's opinion, the issue or agreement should be approved by Shareholders (Listing Rule 10.11.5),

unless it obtains the approval of its Shareholders.

The proposed issue of Placement Shares to Mr Rezos and Mrs Kelly (or their respective nominee(s)) under the Placement falls within Listing Rule 10.11.1, as Mr Rezos and Mrs Kelly are related parties of the Company, and the issue does not fall within any of the exceptions in Listing Rule 10.12. Therefore, the approval of Shareholders under Listing Rule 10.11 is required.

Resolutions 3 and 4 seek the required Shareholder approval for the purposes of Listing Rule 10.11 and for all other purposes to allow Mr Rezos and Mrs Kelly (or their respective nominee(s)) to participate in the Placement by permitting:

(a) Mr Rezos (or his nominee(s)) to be issued up to 25,000,000 Placement Shares; and

(b) Mrs Danielle Kelly (or her nominee(s)) to be issued up to 825,000 Placement Shares.

The impact of passing Resolutions 3 and 4 on Mr Rezos and Mrs Kelly's respective voting power in the Company is set out in the following table, assuming they are issued the Placement Shares the subject of those Resolutions.

Director	Number of Shares	Percentage voting power in the Company on an undiluted basis[1]	Percentage voting power in the Company on a fully diluted basis[2]
Mr Gavin Rezos	126,070,000	18.31%	13.83%
Mrs Danielle Kelly	825,000	0.12%	0.09%

Notes:
1. *Assumes the total issued share capital of the Company is 688,450,545.*
2. *Assumes the total issued share capital of the Company is 911,575,545.*

Mr Gavin Rezos and Mrs Danielle Kelly currently have voting power in the Company of 14.68% and nil, respectively. Assuming all other Resolutions set out in this Notice are passed and no additional Shares are issued by the Company, Mr Gavin Rezos and Mrs Danielle Kelly's voting power in the Company could increase up to 18.31% and 0.12% on an undiluted basis (and up to 13.83% and 0.09% on a fully diluted basis), respectively, as a result of the issue of the Placement Shares the subject of Resolutions 3 and 4.

Listing Rule 14.1A

If Resolution 3 is passed, and Mr Rezos (or his nominee(s)) applies for Placement Shares under the Placement, the Company will be able to proceed with the issue of Placement Shares to Mr Rezos (or his nominee(s)) and the Company's cash reserves will increase by up to approximately $600,000 (before costs) following settlement of the Placement.

If Resolution 4 is passed, and Mrs Kelly (or her nominee(s)) applies for Placement Shares under the Placement, the Company will be able to proceed with the issue of Placement Shares to Mrs Kelly (or her nominee(s)) and the Company's cash reserves will increase by up to approximately $19,800 (before costs) following settlement of the Placement.

As approval pursuant to Listing Rule 7.1 is not required for the issue of the Placement Shares – because approval is being obtained under Listing Rule 10.11, the proposed issue of Placement Shares to Mr Rezos and Mrs Kelly will not use up any of the Company's 15% placement capacity.

If Resolutions 3 and/or 4 are not passed, the Company will not be able to proceed with the issue of the Placement Shares to Mr Rezos and Mrs Kelly (or their respective nominee(s)) (as applicable) and the Company will not raise any funds from the issue of the Placement Shares the subject of Resolution 3 and 4.

Listing Rule 10.13

The following further information is provided to Shareholders for the purposes of Listing Rule 10.13:

(a) the Placement Shares will be issued to Mr Rezos and Mrs Kelly (or their respective nominee(s));

(b) Mr Rezos and Mrs Kelly are related parties of the Company by virtue of each being a Director of the Company;

(c) up to 25,000,000 Placement Shares will be issued to Mr Rezos (or his nominee(s));

(d) up to 825,000 Placement Shares will be issued to Mrs Kelly (or her nominee(s));

(e) the Placement Shares will be fully paid ordinary shares in the capital of the Company and will rank equally in all respects with the existing fully paid ordinary shares on issue;

(f) the Placement Shares will be issued on a date which will be no later than 1 month after the date of this Meeting;

(g) the Company will receive $0.024 per Placement Share, being the same price as the Shares issued under the Placement. Total consideration received will be $619,800.

(h) the funds raised from the issue of the Placement Shares will be applied to establishing an exploration camp and conducting reverse circulation (RC) and diamond drilling across key prospects at the Hook Lake Project with the balance being utilised for working capital;

(i) the issue of the Placement Shares is not intended to remunerate or incentivise Mr Rezos and Mrs Kelly; and

(j) a voting exclusion statement applies to Resolutions 3 and 4 as set out in the Notice.

Board Recommendation
The Board (other than Mr Rezos in respect of Resolution 3 and Mrs Kelly in respect of Resolution 4, who each have a material personal interest in the outcome of their respective Resolutions) recommend Shareholders vote in favour of Resolutions as participation of the Directors in the Placement demonstrates confidence in the Company's strategy and prospects and aligns the interests of the Directors with those of Shareholders.

Additional Information
Resolutions 3 and 4 are ordinary resolutions, requiring them to be passed by a simple majority of votes cast by the Shareholders present and eligible to vote (in person, by proxy, by attorney or, in the case of a corporate Shareholder, by a corporate representative).

The Chair intends to vote undirected proxies in favour of Resolutions 3 and 4.

Resolution 5
Approval for Proposed Issue of Placement Shares to Technical Manager

The Company completed the Placement as announced on 18 March 2026.

Mr Eric Sondergaard, the Company's Technical Manager and a substantial (15.35%)[1] shareholder, due to timing and logistical constraints associated with being overseas at the time the Placement was finalised, was unable to participate in the Placement on the same timetable as other investors. Accordingly, and for good corporate governance and to preserve the Company's placement capacity going forward, the Company is seeking Shareholder approval for the proposed issue of Placement Shares to Mr Eric Sondergaard under Listing Rule 7.1.

Shareholder approval is sought for the proposed issue of 2,025,000 Placement Shares to Mr Sondergaard (or his nominee/s) for the purposes of Listing Rule 7.1. If approval is obtained, the issue of the Placement Shares will not utilise the Company's available placement capacity.

The Shares will be issued at an issue price of $0.024 per Share, being the same issue price as the Shares issued under the Placement.

Listing Rule 7.1
A summary of Listing Rule 7.1 is set out in Section 1.2 above.

The issue does not fit within any of the exceptions set out in Listing Rule 7.2.

Listing Rule 14.1A
If Resolution 5 is passed, the Company will be able to proceed with the issue of Placement Shares to Mr Sondergaard (or his nominee(s)) and the Company's cash reserves will increase by up to approximately $48,600 (before costs) following settlement of the Placement.

If Resolution 5 is not passed, the Company will not be able to proceed with the issue of the Placement Shares to Mr Sondergaard (or his nominee/s) and the Company will not raise any funds from the issue of the Placement Shares.

Listing Rule 7.3
Pursuant to and in accordance with ASX Listing Rule 7.3, the following information is provided in relation to Resolution 5:

Listing Rule		Disclosure Required
Allottee	**7.3.1**	Mr Eric Sondergaard (or his nominee/s) who is the Company's Technical Manager and a substantial (15.35%) Shareholder of the Company.

[1] Based on the Form 603: Notice of initial substantial holder dated 7 August 2025.

		Mr Sondergaard is **not** a related party of the Company (or another party to which Listing Rule 10.11 applies) for the purposes of Listing Rule 10.11. The Company confirms no preferential terms have been offered to Mr Sondergaard and the issue reflects participation on the same basis as investors who participated in the Placement.
Number of securities issued	**7.3.2**	2,025,000 Placement Shares.
Class of security	**7.3.3**	Fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares.
Date of issue	**7.3.4**	Issued no later than three (3) months after the date of the Meeting.
Issue price	**7.3.5**	$0.024 per Placement Share, being the same price as the Shares issued under the Placement. Total consideration of $48,600 will be received.
Purpose and intended use of funds	**7.3.6**	The funds raised from the issue of the Placement Shares will be applied to establishing an exploration camp and conducting reverse circulation (RC) and diamond drilling across key prospects at the Hook Lake Project with the balance being utilised for working capital.
Issued under an Agreement	**7.3.7**	Mr Sondergaard has completed an Application Form.
Voting exclusion statement	**7.3.8**	A voting exclusion statement for Resolution 5 has been included in the Agenda.

Board Recommendation
The Directors recommend that Shareholders vote in favour of Resolution 5. The issue of Placement Shares to Mr Sondergaard is considered by the Board to be appropriate having regard to his role as a senior employee of the Company, his existing shareholding and the Placement Shares are being issued on the same terms as the Placement.

Additional Information
Resolution 5 is an ordinary resolution, requiring it to be passed by a simple majority of votes cast by the Shareholders present and eligible to vote (in person, by proxy, by attorney or, in the case of a corporate Shareholder, by a corporate representative).

The Chair intends to vote undirected proxies in favour of Resolution 5.

Resolutions 6 and 7
Approval for Proposed Issue of STI Shares and LTI Performance Rights to Related Party

The Company has entered into a consultancy agreement (**Consultancy Agreement**) with Mr Bayard Rezos (or his nominee/s), pursuant to which Mr Rezos is engaged to act as, and provide services in the capacity of, General Manager (**GM**) of the Company. The material terms of the Consultancy Agreement are set out below.

Material terms of Consultancy Agreement

Item	Details
Term and role	The engagement is for an initial 12-month term, continuing thereafter unless terminated in accordance with the Consultancy Agreement.

Item	Details
	Mr Rezos is to undertake the role of a general manager, reporting to the CEO or in the absence of a CEO, the Board, to plan, organise, direct, control and review the day-to-day operations of the Company and major functions including undertaking investor relations work, operations support work, regulatory and ASX reporting oversight (continuous disclosure obligations) and assist in capital raisings and M&A work.
Remuneration	The GM receives a consulting fee of $16,750 per month (exclusive of GST), equivalent to $201,000 per annum (exclusive of GST). Subject to the absolute discretion of the Board, after six months from the commencement of the Consultancy Agreement (**Commencement Date**) the fee will increase to $250,000 per annum (exclusive of GST). The Company will also reimburse the GM for all reasonable travel, accommodation and general expenses incurred in the performance of his duties.
Short-Term Incentive – STI Shares	Subject to Shareholder approval, the GM is entitled to a short-term incentive (**STI**) component, linked to capital raising performance – he is entitled to receive 500,000 Shares for each $1,000,000 of capital raised by the Company during the relevant measurement period, being from his appointment and up to and including 31 December 2026. The STI entitlement is cumulative, such that where the Company completes multiple capital raising during the measurement period, the GM's entitlement is calculated on the aggregate amount of capital raised. Following the Company's recent capital raising of $3,000,000, the GM has become entitled to receive 1,500,000 Shares (**STI Shares**), under the STI arrangement. The STI is a performance-based equity incentive designed to align the GM's contractual remuneration with capital raising outcomes and incentivise successful execution of the Company's funding strategy. The entitlement is not discretionary and is determined strictly in accordance with the agreed formula set out above.
Long-Term Incentive – LTI Performance Rights	Subject to Shareholder approval, as part of a long-term incentive the GM will be granted a total of 11,000,000 performance rights (**LTI Performance Rights**), divided into four tranches of 2,750,000 LTI Performance Rights each. Each LTI Performance Right entitles the GM to one Share upon satisfaction of the applicable Vesting Conditions, at a nil exercise price. The Vesting Conditions are based on increases to the Company's market capitalisation on any trading day (measured at the closing price of Shares), compared to the 15-day VWAP of shares prior to the Commencement Date, where the Company's base market capitalisation is $13,000,000, being a base Share price of $0.024 per Share (**Base Market Capitalisation**) as follows: (a) Tranche A (2,750,000 LTI Performance Rights): Base Market Capitalisation increases by 150%;

Item	Details
	(b) Tranche B (2,750,000 LTI Performance Rights): Base Market Capitalisation increases by 200%; (c) Tranche C (2,750,000 LTI Performance Rights): Base Market Capitalisation increases by 300%; and (d) Tranche D (2,750,000 LTI Performance Rights): Base Market Capitalisation increases by 375%. Each tranche will automatically lapse if the applicable Vesting Condition is not achieved within five years from the Commencement Date, unless the Board determines otherwise. The LTI Performance Rights are granted subject to the GM's continuous engagement with the Company during the vesting period. The LTI Performance Rights automatically vest upon a Change of Control Event (or the Board resolving that such an event will or is likely to occur) (as defined in Schedule 2). Refer to Schedule 2 for the terms and conditions of the LTI Performance Rights.
Termination	During the first six months of the engagement, either party may terminate the Consultancy Agreement on one month's written notice. After the expiry of six months from the Commencement Date, the notice period from either party increases to three months. The Company may terminate the Consultancy Agreement immediately without notice if the GM engages in misconduct or dishonesty, engages in conduct which in the reasonable opinion of the Company may injure the business or reputation of the Company, or is unlikely to be able to fulfil the requirements of the role. Either party may also terminate immediately without notice if the other party is in material breach of the Consultancy Agreement and fails to remedy that breach.
Other	The Consultancy Agreement is otherwise on terms and conditions considered customary for an agreement of its type.

Listing Rule 10.11
As detailed on page 14, Listing Rule 10.11 requires shareholder approval for the issue of Equity Securities to (amongst other parties) a related party of the Company. The GM is the son of Mr Gavin Rezos, a Non-Executive Director of the Company. Accordingly, the GM is a related party of the Company for the purposes of Listing Rule 10.11.1. As the proposed issue of STI Shares and LTI Performance Rights involves a related party and no exception to Listing Rule 10.11 applies, Shareholder approval is required.

The STI Shares and LTI Performance Rights are proposed to be issued as part of a short-term incentive arrangement and long-term incentive arrangement, respectively, to reward and incentivise the GM.

The impact of passing Resolutions 6 and 7 on the GM's voting power in the Company is set out in the following table, assuming the GM (or his nominee(s)) is issued the STI Shares and the LTI Performance Rights the subject of those Resolutions.

General Manager	Number of Shares	Percentage voting power in the Company on an undiluted basis[1]	Percentage voting power in the Company on a fully diluted basis[2]
Mr Bayard Rezos	3,771,144	0.55%	0.41%

Notes:

1. *Assumes the total issued share capital of the Company is 688,450,545.*
2. *Assumes the total issued share capital of the Company is 911,575,545.*

The GM currently has voting power in the Company of 0.33%. Assuming all other Resolutions set out in this Notice are passed and no additional Shares are issued by the Company, the GM's voting power in the Company could increase up to 0.55% on an undiluted basis and up to 0.41% on a fully diluted basis, as a result of the issue of the securities the subject of Resolutions 6 and 7.

Listing Rule 14.1A

If Resolution 6 is passed, the Company will be able to proceed with the issue of the STI Shares to the GM (or his nominee(s)).

If Resolution 7 is passed, the Company will be able to proceed with the issue of the LTI Performance Rights to the GM (or his nominee(s)).

As approval pursuant to Listing Rule 7.1 is not required for the issue of the STI Shares and the LTI Performance Rights – because approval is being obtained under Listing Rule 10.11, the proposed issue of the STI Shares and LTI Performance Rights will not use up any of the Company's 15% placement capacity.

If Resolution 6 is not passed, the Company will not proceed with the issue of the STI Shares to the GM and will have to consider other methods to incentivise the GM (which will likely be in the form of cash bonuses).

If Resolution 7 is not passed, the Company will not proceed with the issue of the LTI Performance Rights to the GM and will have to consider other methods to incentivise the GM (which will likely be in the form of cash bonuses).

Listing Rule 10.13
The following further information is provided to Shareholders for the purposes of Listing Rule 10.13:

Listing Rule		Disclosure Required
Name of the person	**10.13.1**	The STI Shares and LTI Performance Rights will be issued to the GM, Mr Bayard Rezos (or his nominee(s)).
The reason why approval is required	**10.13.2**	The GM is a related party of the Company by virtue of being the son of Mr Gavin Rezos, a Director.
The number of shares being issued	**10.13.3**	Up to 1,500,000 STI Shares (under Resolution 6) and up to 11,000,000 LTI Performance Rights (under Resolution 7) will be issued to the GM (or his nominee(s)).
The material terms of the securities	**10.13.4**	The STI Shares will be fully paid ordinary shares in the capital of the Company and will rank equally in all respects with the existing fully paid ordinary shares on issue. The terms and conditions of the LTI Performance Rights to be issued to the GM (or his nominee(s)) are set out in Schedule 2.
The date on which the securities will be issued	**10.13.5**	The STI Shares and LTI Performance Rights will be issued on a date which will be no later than 1 month after the date of this Meeting.
The price or consideration the entity will receive	**10.13.6**	The Company will not receive any cash consideration for the issue of the STI Shares or LTI Performance Rights as they are being issued as part of a short-term incentive arrangement and long-term incentive arrangement for the GM, respectively. The STI Shares are proposed to be issued at a deemed issue price is $0.024 per Share, being the same price as the Shares issued under the Placement for a total deemed value of $36,000.
The purpose of the issue and remuneration package details	**10.13.7 and 10.13.8**	The STI Shares and LTI Performance Rights are proposed to be issued as part of a short-term incentive arrangement and long-term incentive arrangement, respectively, to reward and incentivise the GM. The full details of the GM's remuneration package are summarised on pages 18 to 20 above.
Agreement	**10.13.9**	The STI Shares and LTI Performance Rights are being issued pursuant to the Consultancy Agreement, the material terms of which are summarised on pages 18 to 20 above.
Voting exclusion statement	**10.13.10**	A voting exclusion statement applies to Resolutions 6 and 7 and is included in the Agenda.

Chapter 2E of the Corporations Act
Chapter 2E of the Corporations Act prohibits a public company from giving a financial benefit to a related party unless shareholder approval is obtained or an exception applies. For the purposes of Chapter 2E of the Corporations Act, the GM is a related party of the Company. Resolutions 6 and 7 relate to a proposed issue of STI Shares and LTI Performance Rights to the GM, respectively, which are financial benefits that require Shareholder approval for the purposes of section 208 of the Corporations Act.

Shareholder approval is not being sought for the purposes of section 208 of the Corporations Act on the basis that the benefits are considered by the Board (in the absence of Mr Gavin Rezos) to constitute reasonable remuneration and, therefore, the exception in section 211 of the Corporations Act applies. Section 211 provides that Shareholder approval is not required for the purposes of section 208 in circumstances where the benefit constitutes remuneration which would be reasonable given the Company's and the related party's circumstances.

Having considered the Company's circumstances and the GM's position with the Company, the Board (excluding Mr Gavin Rezos) considers that the terms of the Consultancy Agreement, and the financial benefits conferred by the issue of the STI Shares and LTI Performance Rights to the GM, represents reasonable remuneration and that the exception in section 211 applies for the following reasons:

- the consulting fee of $201,000 per annum (potentially increasing to $250,000 per annum subject to Board approval and satisfactory performance) is commensurate with the breadth of the role, which encompasses investor relations, capital raising, operations support, ASX and regulatory reporting oversight and M&A assistance;

- the STI is directly linked to capital raising performance, a critical function for an ASX-listed gold exploration company of the Company's size and development stage, and the STI Shares are issued only upon achievement of verifiable milestones;

- the LTI Performance Rights are structured to reward long-term shareholder value creation, with vesting tied to substantial increases in the Company's market capitalisation (150% to 375% above the base), thereby aligning the GM's interests with those of Shareholders. The LTI Performance Rights deliver value only if all Shareholders benefit from material increases in the Company's Share price; and

- the Consultancy Agreement is otherwise on terms and conditions considered customary for an agreement of its type.

Having regard to the above matters, the nature and scale of the Company's operations as an ASX-listed gold exploration company, and prevailing market practice for comparable roles, the Board (excluding Mr Gavin Rezos) is satisfied that the Consultancy Agreement and the issue of the STI Shares and LTI Performance Rights represents reasonable remuneration for the services provided by the GM.

Board Recommendation
The non-conflicted Directors recommend that Shareholders vote in favour of Resolutions 6 and 7 as the proposed issue of STI Shares and LTI Performance Rights is commercially reasonable having regard to the Company's circumstances and capital position.

Mr Gavin Rezos declines to make a recommendation due to his personal interest in the Resolutions.

Additional Information
Resolutions 6 and 7 are ordinary resolutions, requiring them to be passed by a simple majority of votes cast by the Shareholders present and eligible to vote (in person, by proxy, by attorney or, in the case of a corporate Shareholder, by a corporate representative).

The Chair intends to vote all available undirected proxies in favour of Resolutions 6 and 7.

Resolution 8
Ratification of Prior Issue of Shares for Investor Related Services

Background
On 7 February 2026, the Company entered into an investor relations agreement with Undiscovered Alpha Limited (**Undiscovered Alpha**) for the provision of investor relations services.

Under the agreement, Undiscovered Alpha will provide services including:

- Research and analysis of the Company
- Creation and publication of content; and
- Distribution of such content to enhance the Company's visibility, investor understanding and market engagement.

The services include the preparation and publication of six (6) articles relating to the Company. The 1st article has been prepared and released.

The total consideration payable under the agreement is $30,000, comprising:

- $15,000 in cash; and
- $15,000 satisfied by the issue of Shares.

576,923 Shares were issued at a deemed issue price of $0.026 per Share, being the price agreed at the time the agreement was entered into.

Listing Rule 7.1 and 7.4
The Shares were issued using the Company's placement capacity under Listing Rule 7.1, a summary of which is set out in Section 1.2 above.

The issue of the Shares did not breach Listing Rule 7.1 at the time of issue.

The issue of the Shares does not fall within any of the exceptions set out in Listing Rule 7.2 and, as the issue has not been approved by Shareholders, it effectively uses up the 15% limit in Listing Rule 7.1.

Shareholder approval is now sought under Listing Rule 7.4 to ratify the issue of the Shares. If ratified, the issue will not reduce the Company's future placement capacity and allow the Company to retain the flexibility to issue Equity Securities in the future up to the 15% additional placement capacity set out in Listing Rule 7.1 without the requirement to obtain prior Shareholder approval.

Listing Rule 14.1A
If Resolution 8 is passed, the 576,923 Shares will be excluded in calculating the Company's 15% placement capacity in Listing Rule 7.1, effectively increasing the number of Equity Securities, the Company can issue without Shareholder approval over the 12-month period following the issue date. The Company's financial flexibility in the future will be increased.

If Resolution 8 is not passed, the 576,923 Shares will continue to be included in calculating the Company's 15% placement capacity in Listing Rule 7.1, effectively decreasing the number of Equity Securities the Company can issue without Shareholder approval over the 12-month period following the issue date.

Listing Rule 7.5
Pursuant to and in accordance with ASX Listing Rule 7.5, the following information is provided in relation to Resolution 8:

Listing Rule		Disclosure Required
Allottee	**7.5.1**	Undiscovered Alpha Limited (or their nominee/s). Undiscovered Alpha is not a related party, a member of the Key Management Personnel, an adviser to the Company, substantial holder, or was issued more than 1% of the Company's issued capital (or an associate of any of the foregoing).
Number of securities issued	**7.5.2**	A maximum of 576,923 Shares.
Class of security	**7.5.3**	Fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares.

Listing Rule		Disclosure Required
Date of issue	**7.5.4**	10 February 2026.
Issue price	**7.5.5**	Nil cash consideration. Deemed issue price of $0.026 per Share.
Purpose and intended use of funds	**7.5.6**	Issued to satisfy part of the consideration payable under the investor relations agreement and to preserve the Company's cash resources. No funds were raised from the issue of the Shares as they were issued in lieu of cash consideration for services provided.
Issued under an Agreement	**7.5.7**	The Shares were issued in accordance with the agreement with Undiscovered Alpha, summarised on pages 22 to 23 above.
Voting exclusion statement	**7.5.8**	A voting exclusion statement for Resolution 8 has been included in the Agenda.

Board Recommendation
The Directors recommend that Shareholders vote in favour of Resolution 8. The issue of Shares to Undiscovered Alpha was a reasonable and appropriate method of satisfying part of the consideration for investor relations services, preserving the Company's cash resources.

Ratification of the issue is beneficial as it will restore the Company's placement capacity under Listing Rule 7.1.

Additional Information
Resolution 8 is an ordinary resolution, requiring it to be passed by a simple majority of votes cast by the Shareholders present and eligible to vote (in person, by proxy, by attorney or, in the case of a corporate Shareholder, by a corporate representative).

The Chair intends to vote undirected proxies in favour of Resolution 8.

Glossary

$ means Australian dollars.

Associate has the meaning given to that term in the Listing Rules.

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

AWST means western standard time as recognised in Perth, Western Australia.

Board means the Directors.

Chair means the individual elected to chair any meeting of the Company from time to time.

Company means Manhattan Gold Corporation Limited ABN 61 123 156 089.

Constitution means the Company's constitution, as amended from time to time.

Corporations Act means *Corporations Act 2001* (Cth).

Directors means the directors of the Company.

Equity Security has the meaning given to that term in the Listing Rules.

Explanatory Memorandum means the explanatory memorandum accompanying this Notice.

Key Management Personnel has the same meaning as in the accounting standards issued by the Australian Accounting Standards Board and means those persons having authority and responsibility for planning, directing and controlling the activities of the Company, or if the Company is part of a consolidated entity, of the consolidated entity, directly or indirectly, including any director (whether executive or otherwise) of the Company, or if the Company is part of a consolidated entity, of an entity within the consolidated group.

Lead Manager means Alpine Capital Pty Ltd.

Listing Rules means the ASX Listing Rules.

Meeting means the Meeting convened by the Notice.

Notice means this Notice of Meeting.

Option means an option to acquire a Share**.**

Placement Shares has the meaning given to that term in section 1.1 of the Explanatory Memorandum.

Proxy Form means the proxy form accompanying the Notice by way of email where the Shareholder has elected to receive notices by email, or the personalised proxy form accompanying the postcard circulated by way of post where the Shareholder has not elected to receive notices by email.

Resolution means a resolution contained in the Notice.

Share means a fully paid ordinary share in the capital of the Company.

Shareholder means a member of the Company from time to time.

Vesting Conditions has the meaning given in Schedule 2.

VWAP means volume weighted average market price.

SCHEDULE 1 – Terms of Lead Manager Unlisted Options

1. Each Option entitles the holder the right to subscribe for 1 Share upon: (a) exercise of the Option in accordance with these terms; and (b) payment of the Exercise Price.

2. The Options will expire at 5:00pm AWST 3 years from the date of issue (**Expiry Date**).

3. Any Option not exercised before the Expiry Date will automatically lapse at 5:00pm AWST on the Expiry Date.

4. Each Option is exercisable at $0.048 each (**Exercise Price**) payable in full on exercise of that Option.

5. Options may be exercised at any time from the date of issue until the Expiry Date.

6. The Company will not apply for the Options to be quoted on the ASX.

7. Subject to the Corporations Act and the ASX Listing Rules, the Options are freely transferrable.

8. Options may only be exercised by a holder by lodging with the Company:(a) a signed written notice of exercise of Options specifying the number of Options being exercised;(b) the holding statement for the Options; and(c) a cheque or electronic funds transfer notice for the Exercise Price for the number of Options being exercised ((a) – (c) collectively known as **Exercise Notice**)

9. An Exercise Notice is only effective when the Company has received the full amount of the Exercise Price in cleared funds.

10. Within 10 Business Days of receipt of the Exercise Notice and the full amount of the Exercise Price in cleared funds, the Company will issue the number of Shares to the holder in respect of the number of Options specified in the Exercise Notice.

11. All Shares issued upon the exercise of the Options will rank pari passu in all respects with other Shares.

12. The Company shall, in accordance with the ASX Listing Rules, make application to have the Shares issued pursuant to an exercise of Options quoted on ASX.

13. If at any time the issued capital of the Company is reconstructed, all rights of the holder are to be changed in a manner consistent with the Corporations Act and the ASX Listing Rules at the time of reconstruction.

14. There are no participating rights or entitlements inherent in the Options and the holder will not be entitled to participate in new issue of capital offered to Shareholders during the currency of the Options. However, the Company will ensure that for the purposes of determining entitlements to any such issue, the record date will be at least 6 Business Days after the issue is announced. This will give the holder the opportunity to exercise the Options prior to the date for determining entitlements to participate in any such issue.

15. In the event the Company proceeds with a pro rata issue (except a bonus issue) of securities to Shareholders after the date of issue of the Options, the exercise price of the Options may be reduced in accordance with the formula set out in ASX Listing Rule 6.22.2.

16. In the event the Company proceeds with a bonus issue of securities to Shareholders after the date of the Options, the number of securities over which an Option is exercisable may be increased in the manner permitted by the ASX Listing Rules applying at the time of the bonus issue.

17. The Options will not give any right to participate in dividends until Shares are allotted pursuant to the exercise of the relevant Options.

18. If at any time prior to the Expiry Date the holder dies, the deceased holder's legal personal representative may:

    (a) elect to be registered as the new holder of the deceased holder's Options.

    (b) whether or not he or she becomes so registered, exercise those Options as if he or she were the holder of them in accordance with these terms and conditions; and

    (c) if the deceased holder has already given a notice of exercise of his or her Options, pay the Exercise Price in respect of those Options.

19. There is no right to change the Exercise Price of an Option or the number of underlying Shares over which the Option can be exercised.

SCHEDULE 2 – Terms And Conditions of LTI Performance Rights

The LTI Performance Rights are subject to the following terms and conditions:

(a) Each LTI Performance Right entitles the holder to subscribe for and be issued one Share.

(b) The exercise price of an LTI Performance Right is nil.

(c) The LTI Performance Rights will expire at 5:00pm (AWST) on the date that is 5 years from the date of their issue (**Expiry Date**).

(d) Subject to clause (g), the LTI Performance Rights will vest and can be exercised by the holder upon satisfaction of the following conditions (together, the **Vesting Conditions**), in the numbers detailed below:

 (i) **Tranche A (2,750,000 Rights)**: Vest upon the Base Market Capitalisation increasing by 150% on any trading day (measured at the closing price of Shares), compared to the 15-day VWAP of Shares prior to the Commencement Date.

 (ii) **Tranche B (2,750,000 Rights)**: Vest upon the Base Market Capitalisation increasing by 200% on any trading day (measured at the closing price of Shares), compared to the 15-day VWAP prior to the Commencement Date.

 (iii) **Tranche C (2,750,000 Rights)**: Vest upon the Base Market Capitalisation increasing by 300% on any trading day (measured at the closing price of Shares), compared to the 15-day VWAP prior to the Commencement Date.

 (iv) **Tranche D (2,750,000 Rights)**: Vest upon the Base Market Capitalisation increasing by 375% on any trading day (measured at the closing price of Shares), compared to the 15-day VWAP prior to the Commencement Date.

(e) The LTI Performance Rights are not transferable.

(f) The LTI Performance Rights will not be quoted on ASX.

(g) The LTI Performance Rights automatically vest on the date on which a Change of Control Event (defined below) has occurred, or the Board resolves that, in the reasonable opinion of the Board, a Change of Control Event will or is likely to occur.

 "**Change of Control Event**" means:

 (i) the Company announces that its shareholders have at a Court convened meeting of shareholders voted in favour (by requisite majorities) of a proposed scheme of arrangement and the Court has (by order) approved the scheme of arrangement;

 (ii) a takeover bid has been announced and been declared unconditional, and the person(s) making the takeover bid has a relevant interest (as defined in the Corporations Act) in 50.1% or more of the Shares on issue; or

 (iii) any person acquires a relevant interest (as defined in the Corporations Act) in 50.1% or more of the Shares on issue by any other means.

(h) Subject to clause (i), the LTI Performance Rights may be exercised, in whole or in part (in multiples of no less than 100,000 LTI Performance Rights (or where the holder holds less than 100,000 that lesser amount)), at any time after vesting and on or before they lapse under clause (m) by lodging with the Company a notice of exercise in the form provided by the Company (**Exercise Notice**) which states the intention to exercise all or a specified number of vested LTI Performance Rights. An exercise of only some LTI Performance Rights shall not affect the rights of the holder to the balance of the LTI Performance Rights held by the holder. An Exercise Notice, once lodged with the Company, is irrevocable and by giving the Exercise Notice, the holder agrees:

(i) to subscribe for that number of Shares equivalent to the number of LTI Performance Rights exercised under the Exercise Notice; and

(ii) to become a member of the Company and be bound by the Constitution on the issue of Shares.

(i) An Exercise Notice will not be processed, and no Shares will be issued pursuant to an Exercise Notice, unless and until:

(i) the Company obtains any required shareholder approvals for the purposes of item 7, section 611 of the Corporations Act with respect to the issue of Shares to the holder; or

(ii) the Company confirms in writing to the holder that it is satisfied that no shareholder approval is required for the purposes of item 7, section 611 of the Corporations Act (and the holder agrees to produce reasonable evidence to assist the Company in making this assessment).

(j) The Company must:

(i) within five Business Days after the issue of Shares pursuant to an Exercise Notice, lodge a 'cleansing notice' with the ASX under section 708A(5) of the Corporations Act in respect of the Shares, such notice to comply with section 708A(6) of the Corporations Act; or

(ii) in circumstances where the Company cannot or elects not to lodge a 'cleansing notice', within fifteen Business Days after issue of Shares pursuant to an Exercise Notice, lodge a 'cleansing prospectus' under section 708A(11) of the Corporations Act.

(k) A holder of LTI Performance Rights must not sell, transfer, assign or otherwise deal with any Shares issued on exercise of those LTI Performance Rights until after the Company has issued a 'cleansing notice' or a 'cleansing prospectus' in accordance with this clause.

(l) The Shares will rank pari passu with the then issued fully-paid ordinary shares in the capital of the Company and deliver or arrange delivery of a statement of shareholdings with a holders' identification number.

(m) The Company will apply for listing on the ASX of the resultant Shares issued upon the exercise of any LTI Performance Rights.

(n) The LTI Performance Rights shall lapse on the Expiry Date.

(o) The LTI Performance Rights do not confer any right to vote at general meetings of the Company's shareholders, except as required by law.

(p) There are no participating rights or entitlements inherent in the LTI Performance Rights and the holder will not be entitled to participate in new issues of capital that may be offered to shareholders during the currency of the LTI Performance Right before valid vesting and exercise.

(q) The LTI Performance Rights do not confer any right to participate in the surplus profit or assets of the Company upon a winding up.

(r) Subject to clause (i) and all applicable laws and vesting of the LTI Performance Rights, the holder has the right to exercise their LTI Performance Rights prior to the date of determining entitlements to any capital issues to the then existing shareholders of the Company made during the currency of the LTI Performance Rights.

(s) In the event of any re-organisation (including reconstruction, consolidation, subdivision, reduction or return of capital) of the issued capital of the Company, the LTI Performance Rights will be re-organised as required by the Listing Rules, but in all other respects the terms of exercise will remain unchanged.

(t) If there is a bonus share issue (**Bonus Issue**) to the holders of Shares, the number of Shares over which an LTI Performance Right is exercisable will be increased by the number of Shares which the holder would have received if the LTI Performance Right had been exercised before the record date for the Bonus Issue (**Bonus Shares**). The Bonus Shares must be paid up by the Company out of the profits or reserves (as the case may be) in the same manner as was applied in the Bonus Issue and upon issue rank pari passu in all respects with the other shares of that class on issue at the date of issue of the Bonus Shares.

(u) The LTI Performance Rights will not give any right to participate in dividends until Shares are allotted pursuant to the valid vesting and exercise of the relevant LTI Performance Rights

Manhattan Gold

MANHATTAN GOLD CORPORATION LIMITED
ABN 61 123 156 089

Need assistance?

Phone:
1300 850 505 (within Australia)
+61 3 9415 4000 (outside Australia)

Online:
www.investorcentre.com/contact

YOUR VOTE IS IMPORTANT

For your proxy appointment to be effective it must be received by **3:00pm (AWST) on Saturday, 11 July 2026.**

Proxy Form

How to Vote on Items of Business

All your securities will be voted in accordance with your directions.

APPOINTMENT OF PROXY

Voting 100% of your holding: Direct your proxy how to vote by marking one of the boxes opposite each item of business. If you do not mark a box your proxy may vote or abstain as they choose (to the extent permitted by law). If you mark more than one box on an item your vote will be invalid on that item.

Voting a portion of your holding: Indicate a portion of your voting rights by inserting the percentage or number of securities you wish to vote in the For, Against or Abstain box or boxes. The sum of the votes cast must not exceed your voting entitlement or 100%.

Appointing a second proxy: You are entitled to appoint up to two proxies to attend the meeting and vote on a poll. If you appoint two proxies you must specify the percentage of votes or number of securities for each proxy, otherwise each proxy may exercise half of the votes. When appointing a second proxy write both names and the percentage of votes or number of securities for each in Step 1 overleaf.

A proxy need not be a securityholder of the Company.

SIGNING INSTRUCTIONS FOR POSTAL FORMS

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

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

Power of Attorney: If you have not already lodged the Power of Attorney with the registry, please attach a certified photocopy of the Power of Attorney to this form when you return it.

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

PARTICIPATING IN THE MEETING

Corporate Representative
If a representative of a corporate securityholder or proxy is to participate in the meeting you will need to provide the appropriate "Appointment of Corporate Representative". A form may be obtained from Computershare or online at www.investorcentre.com/au and select "Printable Forms".

Lodge your Proxy Form:

Online:

Lodge your vote online at www.investorvote.com.au using your secure access information or use your mobile device to scan the personalised QR code.

Your secure access information is

Control Number: 188837

SRN/HIN:

For Intermediary Online subscribers (custodians) go to www.intermediaryonline.com

By Mail:

Computershare Investor Services Pty Limited
GPO Box 242
Melbourne VIC 3001
Australia

By Fax:

1800 783 447 within Australia or
+61 3 9473 2555 outside Australia

PLEASE NOTE: For security reasons it is important that you keep your SRN/HIN confidential.

You may elect to receive meeting-related documents, or request a particular one, in electronic or physical form and may elect not to receive annual reports. To do so, contact Computershare.

Change of address. If incorrect, mark this box and make the correction in the space to the left. Securityholders sponsored by a broker (reference number commences with '**X**') should advise your broker of any changes.

Proxy Form

Please mark X to indicate your directions

Step 1 Appoint a Proxy to Vote on Your Behalf

I/We being a member/s of Manhattan Gold Corporation Limited hereby appoint

the Chair of the Meeting **OR**

PLEASE NOTE: Leave this box blank if you have selected the Chair of the Meeting. Do not insert your own name(s).

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chair of the Meeting, as my/our proxy to act generally at the meeting on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, and to the extent permitted by law, as the proxy sees fit) at the General Meeting of Manhattan Gold Corporation Limited to be held at Ground Floor, 41 Colin Street, West Perth, WA 6005 on Monday, 13 July 2026 at 3:00pm (AWST) and at any adjournment or postponement of that meeting.

Step 2 Items of Business

PLEASE NOTE: If you mark the **Abstain** box for an item, you are directing your proxy not to vote on your behalf on a show of hands or a poll and your votes will not be counted in computing the required majority.

		For	Against	Abstain
1a	Ratification of Prior Issue of Placement Shares issued under ASX Listing Rule 7.1			
1b	Ratification of Prior Issue of Placement Shares issued under ASX Listing Rule 7.1A			
2	Approval for Proposed Issue of Lead Manager Options			
3	Approval for Proposed Issue of Placement Shares to Director – Mr Gavin Rezos			
4	Approval for Proposed Issue of Placement Shares to Director – Mrs Danielle Kelly			
5	Approval for Proposed Issue of Placement Shares to Technical Manager			
6	Approval for Proposed Issue of STI Shares to Related Party			
7	Approval for Proposed Issue of LTI Performance Rights to Related Party			
8	Ratification of Prior Issue of Shares for Investor Related Services			

The Chair of the Meeting intends to vote undirected proxies in favour of each item of business. In exceptional circumstances, the Chair of the Meeting may change his/her voting intention on any resolution, in which case an ASX announcement will be made.

Step 3 Signature of Securityholder(s)

This section must be completed.

Individual or Securityholder 1	Securityholder 2	Securityholder 3	
			/ /
Sole Director & Sole Company Secretary	Director	Director/Company Secretary	Date

Update your communication details *(Optional)*

Mobile Number

Email Address

By providing your email address, you consent to receive future Notice of Meeting & Proxy communications electronically