MANHATTAN

MANHATTAN CORPORATION LIMITED

2013

ANNUAL REPORT

ABN 61 123 156 089

www.manhattancorp.com.au

CONTENTS

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Australian Securities Exchange (“**ASX**”)
ASX Code: **MHC**

CHAIRMAN'S REVIEW

19 September 2013

Dear Shareholders and Investors

I'm pleased to, on behalf of the Board and our executive team, present Manhattan's 2013 Annual Report, Financial Statements for the year ended 30 June 2013 and my review of the uranium sector.

The year in review

It's been a tough year in the capital markets and especially for junior uranium exploration companies. The uranium sector has continued to lose ground with short term oversupply in the fuel market sapping investor optimism and confidence that has seen both producer, and explorer, enterprise values slashed across the board as investor confidence is tested.

The uranium price has continued to weaken with the spot price now down by 50% since the Japanese earthquake and Fukushima incident in March 2011. Yellowcake is now at a seven year low of US$34lb, down from around $50lb this time last year.

Despite the state of the equities markets, making it difficult to source funds, Manhattan successfully completed a placement of shares in April 2013, at the then market price of 14 cents a share, to sophisticated and institutional investors to raise $1 million cash.

Uranium Sector Outlook

Expert commentary and industry analysts generally continue to be positive with the fundamentals of the sector sound.

UBS Global Equity research predicted, earlier in 2013, the death of the China led commodity "Super Cycle" with the long standing key driver, constraints on supply growth, over the price outlook for most metals either flat or negative going forward. By default, exceptions to this outlook were niche metals uranium and alumina where constraints on supply continue into the foreseeable future.

This view is underwritten by the fact that there are 432 nuclear power plants operable in 31 countries and the new build underway at an all time record level with 68 reactors now under construction around the world.

Nuclear power development programs include 28 new plants under construction in China, 10 in Russia, 7 in India, 5 in South Korea, 3 in USA, 3 in Japan, 2 in Slovakia, 2 in Pakistan, 2 in UAE and a number of countries including France, Argentina, Brazil and Finland with 1 each.

A further 162 plants, where approvals, funding or major commitments are in place are expected to be in operation in the next 8 to 10 years.

Japan accounted for 12% of global fuel demand prior to March 2011. The shutdown announced following Fukushima tipped the uranium market into oversupply. However, following the Japanese election result in late December 2012 the outlook improved significantly when Japan moved to reverse its commitment to phase out nuclear power by 2040. The new Japanese government announced their reactors are to be restarted as they pass safety tests and they now have three new plants under construction.

Soaring coal and LNG imports into Japan, and Germany, have significantly increased their energy costs, increased emissions and coal generated pollution whilst, in both countries, renewables fail to meet targets. In Europe the shift towards renewables is proving costly for Germany's utilities whilst the German government continues to fund nuclear power plant construction abroad and imports nuclear power from France to meet its energy needs.

Uranium Supply and Price Outlook

Uranium primary fuel supply squeeze is on the horizon with world production only able to supply around two thirds of existing needs. With the current uranium price being well below the incentive level to bring on new mine supply to fill the widening gap there remains a serious challenge with most new mines needing a minimum of $60 to $70lb to consider development.

Inventories and recycling are unable to meet the shortfall and the cessation of Russian HEU weapons grade material in late 2013 will contribute to the supply crunch.

Primary mine supply is currently delivering around 120Mlbs a year with secondary HEU weapons material and MOX recycling meeting the balance of the 200Mlb reactor requirements. Uranium demand is predicted to be 320Mlbs a year in 10 years with a fuel supply shortfall looming of 85Mlbs possible by as soon as late 2014 and as much as 165Mlbs shortfall by 2022.

In April 2013 when the uranium spot price was $40lb the industry price consensus for uranium oxide, by 12 independent global financial institutions, was an increase of 33% to US$53.60 by December 2013, 47% to US$59.30 by December 2014 and up to 59% to US$64.20 by June 2015.

Exploration Access Approval to Granted Licences within QVSNR

Your company continues to engage with the Western Australian government to gain exploration access to the key granted exploration licence, E28/1898, located within the Queen Victoria Spring Nature Reserve. Access to this tenement is essential to the future development of our Ponton uranium ISL project.

The Western Australian State government's commitment to support and develop the emerging WA uranium mining sector is positive and Manhattan remains committed to gaining access approval to recommence resource definition drilling on its Double 8, Stallion, Highway and Ponton uranium deposits and its advanced prospects at Ponton.

Resource Estimates and Upgrades

Manhattan has reported Inferred Resources for Double 8 of 17.2Mlb of uranium oxide with additional drilled Exploration Targets with Mineralisation Potential totalling 33 to 67Mlb uranium, at 200ppm U_3O_8 cutoff, for the Double 8, Stallion South, Highway South and Ponton prospects.

DNA uranium analyses and disequilibrium determinations on 205 sonic and aircore drill samples confirmed the positive disequilibrium factors of 1 to over 3 above 80ppm U_3O_8 from Stallion and Highway drilling. This factor is significantly higher than the x1.2 currently applied to the reported resources and targets and, when applied, will significantly lift the reported resource base at Ponton.

High resolution down hole Germanium HpGe probe data is now required to complete the resource estimate modelling for Manhattan's deposits. The HpGe probe data will establish (with the required statistical confidence) the conversion of the high resolution gamma logs to uranium grades for future reporting of JORC mineral resources, ore reserves and upgrades at Ponton by the Company's independent resource consultants.

Project Assessment and Future Development

The sand hosted uranium mineralisation at Ponton is located in shallow, 40 to 70 metres deep, palaeochannels along 55km of strike within Manhattan's 100% owned 2,610km^2 project area. Tetra Tech's 2011 desktop scoping study confirmed the deposits have potential to be viable, sustainable low cost ISL uranium producers with modest capital requirements to develop and a lower quartile operational cost profile.

On resumption of drilling at Ponton work will also commence on an environmental impact statement and a bankable feasibility study in preparation for the uranium mine development approval process.

Access approval to exploration licence E28/1898 (enabling resource definition drilling to recommence) will trigger investor interest in Manhattan. The resource upgrades and access approval will put Manhattan in the position to get on with defining and developing the large, low cost uranium resource at Ponton.

Based on recent takeovers by ARMZ for Uranium One and Denison Mines for Fission Energy Corp at above US$10lb in the ground, Manhattan with 17Mlb reported and 33 to 67Mlb targets, has substantial latent value to be realised for investors on exploration access being granted to its key licence areas in WA.

The Project, Uranium Recovery and Commitment

The potential scale of our project, located in Western Australia where the newly re-elected State government has reconfirmed its commitment to develop the uranium mining industry, has the potential to be developed into a world class low cost sustainable ISL uranium producer.

On a positive note broker predictions are the uranium market balance will tip into undersupply by late 2014 to 2015 and prices will recover.

The Board, and management team, at Manhattan are up to the challenge, aware of the urgency and committed to achieving the outcomes required to establish a competitive substantial resource base, gain the necessary social, State and Federal approvals and backing to finance and deliver the project which will generate value for our investors.

ALAN J EGGERS
Executive Chairman
19 September 2013

REVIEW OF OPERATIONS

Introduction

Manhattan Corporation Limited's ("**Manhattan**") flagship project is the Ponton project in WA where the Company is drill testing and developing palaeochannel sand hosted uranium mineralisation amenable to in-situ leach ("**ISL**") metal recovery (Figure 1).

Drilling within the palaeochannels has established extensive continuity of the carbonaceous sand hosted uranium mineralisation for over 55km of strike within the Company's 100% owned 2,610km² exploration licences at Ponton.

Manhattan continues to work with the Western Australian government to have ground exploration access approved on its key granted tenement, E28/1898, in the northwest corner of the Queen Victoria Spring Nature Reserve ("**QVSNR**") where Manhattan has reported a JORC Inferred Resource estimate of 17.2 million pounds ("**Mlb**") uranium oxide ("$\mathbf{U_3O_8}$") and Exploration Targets totalling 33 to 67Mlb U_3O_8, at a 200ppm U_3O_8 cutoff, in four prospects. On gaining exploration access the Company will recommence drilling to expand and upgrade its reported sand hosted uranium resources and to define new uranium deposits at Ponton.

Manhattan also retains a 40% interest in the Gardner Range uranium, rare earth and gold project in WA (Figure 1) where Northern Minerals Limited are operators and earning up to an 80% interest by sole funding and completing a mining prefeasibility study.

FIGURE 1: MANHATTAN'S AUSTRALIAN URANIUM PROJECTS

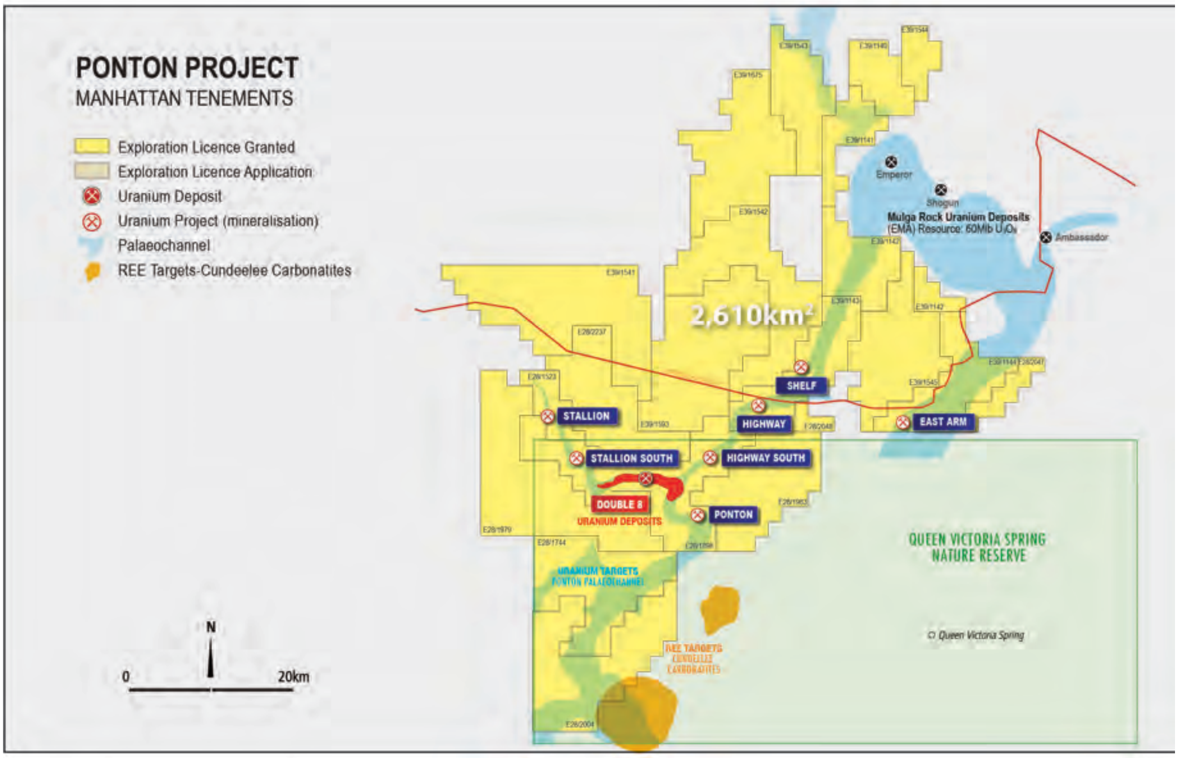
Manhattan's strategy for growth is to expand and upgrade its reported sand hosted uranium resources and define new uranium deposits at its flagship Ponton uranium project in Western Australia.

1. PONTON PROJECT (WA)

Interest: Manhattan 100%
Operator: Manhattan Corporation Limited

Manhattan's Ponton project is located approximately 200km northeast of Kalgoorlie on the edge of the Great Victoria Desert in WA. The Company has 100% control of around 2,610km² of applications and granted exploration tenements underlain by Tertiary palaeochannels within the Gunbarrel Basin. These palaeochannels are known to host a number of uranium deposits and drilled uranium prospects (Figure 2).

FIGURE 2: MANHATTAN'S PONTON TENEMENTS



The Ponton Project includes the Double 8 uranium deposit that has a JORC Inferred Resource of 17.2Mlb U_3O_8 at a 200ppm cutoff. The deposit is located on E28/1898 within the QVSNR (Figures 2 & 3).

In addition, Exploration Results reported by Manhattan in 2011 identified Mineralisation Potential totalling 33 to 67Mlb U_3O_8 at the 200ppm U_3O_8 cutoff in four prospects at:

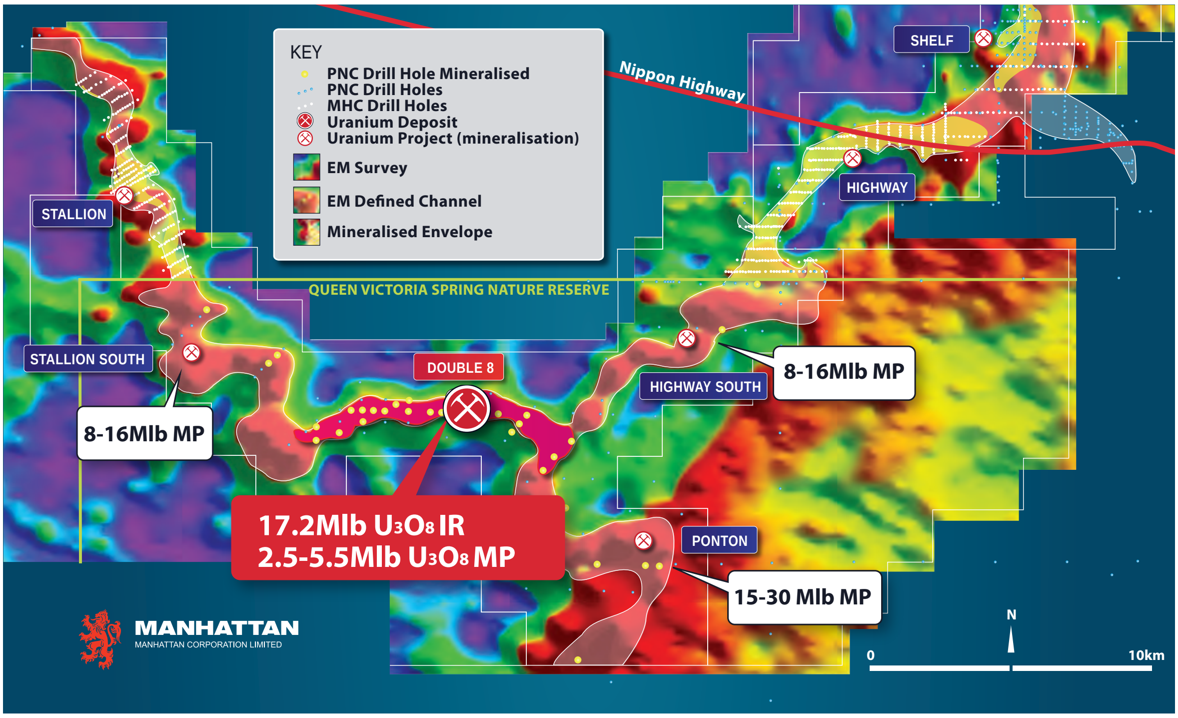
- Double 8 of between 2.5 and 5.5Mlb U_3O_8;
- Stallion South of between 8 and 16Mlb U_3O_8;
- Highway South of between 8 and 16Mlb U_3O_8; and
- Ponton of between 15 and 30Mlb U_3O_8

The resource potential for Stallion, Highway and Shelf are being assessed by the Company's independent resource consultants. The secular disequilibrium data indicates a positive disequilibrium factor of 1 to over 3 above 80ppm U_3O_8 and confirms that a disequilibrium factor for the deposits may be significantly higher than the x1.2 currently assumed for the reported resource estimates at Ponton. The application of the high resolution Germanium HpGe probe, that detects protactinium isotope Pa^{214} which reaches equilibrium with U^{238} within days, will establish (with the required statistical confidence) the conversion of the high resolution gamma logs to uranium grades for reporting of resource estimates at Ponton.

Carbonaceous sand hosted uranium mineralisation, below 40 to 70 metres of cover, has now been defined by drilling along 55 kilometres of Tertiary palaeochannels at Stallion, Stallion South, Double 8, Ponton, Highway and Highway South prospects (Figure 3). At a depth of 40 to 70 metres the uranium mineralisation is in shallow reduced sand hosted tabular uranium deposits in a confined palaeochannel that is potentially amenable to ISL metal recovery, the lowest cost method of producing yellowcake with the least environmental impact.

These palaeochannels connect with Energy and Minerals Australia's lignite hosted Mulga Rock uranium deposits with a reported inferred resource estimate of 27,100 tonnes (60Mlb) U_3O_8 (Figures 1 & 2).

FIGURE 3: DOUBLE 8 RESOURCE, STALLION SOUTH, HIGHWAY SOUTH & PONTON PROSPECTS



Manhattan's aircore and sonic drilling program was targeted at sand hosted uranium mineralisation in over 100km of conductive palaeochannels defined by the Company's airborne EM and magnetic surveys and around uranium mineralised sands discovered in previous drilling by Manhattan, PNC Exploration ("**PNC**") and Uranerz in the area.

Manhattan's five Exploration Licences, that encroach on or are within the QVSNR (EL's 28/1898, 1979, 1983 & 2004), were granted in August 2011 and (E28/1744) October 2012. Manhattan is now seeking exploration access approval to the key licence E28/1898 located mostly within the QVSNR. On gaining exploration access to E28/1898 Manhattan will recommence drill testing and evaluation of the Double 8 uranium deposit and the Exploration Targets identified at Double 8, Stallion South, Highway South and Ponton prospects that will underpin the future development of the project.

2. DOUBLE 8 URANIUM DEPOSIT (WA)

Interest: Manhattan 100%
Operator: Manhattan Corporation Limited

The Double 8 uranium deposit is located in granted tenement E28/1898 in the southwest of the project area within the QVSNR (Figures 2 & 3).

DOUBLE 8 INFERRED RESOURCE ESTIMATES

An Inferred Resource of 7,800 tonnes (17.2Mlb) of uranium oxide at a 200ppm U_3O_8 cutoff for the Double 8 uranium deposit was reported in 2011. The reported resources are based on RC drilling by PNC in the mid 1980's and are classified as Inferred in accordance with the JORC Code (2004).

Double 8 Reported Inferred Resources

DOUBLE 8 INFERRED RESOURCE ESTIMATES				
CUTOFF GRADE U_3O_8 (ppm)	TONNES (MILLION)	GRADE U_3O_8 (ppm)	TONNES U_3O_8 (t)	POUNDS (MILLION) U_3O_8 (Mlb)
100	110	170	18,700	42.0
150	51	240	12,240	26.0
200	26	300	7,800	17.2
250	14	360	5,040	11.0

Where U_3O_8 is reported it relates to grade values calculated from down hole radiometric gamma logs. Double 8 drill holes were logged by PNC using Austral L300 Middiloggers for natural gamma radiation. Four Austral L300 loggers were used by PNC in the area, calibrated against each other on a regular basis, and gamma responses compared to chemical assays from a number of core holes. Conversion factors for gamma response to U assays assuming secular equilibrium were then established. eU_3O_8 grades are then estimated by converting down hole radiometric gamma logs to equivalent uranium eU and multiplied by 1.179 to convert to equivalent uranium grades eU_3O_8. A further disequilibrium factor is applied by multiplying eU_3O_8 by 1.2 to establish U_3O_8. Down hole radiometric gamma logging in sand hosted uranium deposits, similar to Double 8, is a common and well established method of estimating uranium grades. All U_3O_8 grade results reported are subject to possible disequilibrium factors that should be taken into account when assessing the reported grades.

DOUBLE 8 MINERALISATION POTENTIAL

Exploration Results, reported in 2011, identified drilled Exploration Targets with additional uranium Mineralisation Potential at Double 8.

At a 200ppm U_3O_8 cutoff reported Mineralisation Potential at Double 8 includes 4 to 8Mt grading 250 to 450ppm U_3O_8 containing 1,100 to 2,500 tonnes or 2.5 to 5.5Mlb of contained U_3O_8.

Double 8 Reported Mineralisation Potential

DOUBLE 8 MINERALISATION POTENTIAL				
CUTOFF GRADE U_3O_8 (ppm)	TONNAGE RANGE (MILLION)	GRADE RANGE U_3O_8 (ppm)	TONNAGE RANGE U_3O_8 (t)	POUNDS RANGE (MILLION) U_3O_8 (Mlb)
200	4 - 8	250 - 450	1,100 - 2,500	2.5 - 5.5

In accordance with clause 18 of the JORC Code (2004), tonnage and grade ranges reported as Mineralisation Potential in this report must be considered conceptual in nature as there has been insufficient exploration and drilling to define a mineral resource and it is uncertain if further exploration and drilling will result in the determination of a reportable resource.

The uranium mineralisation at Double 8 remains open and is yet to be closed off by drilling. Manhattan considers that further drilling of the Double 8 deposit will expand on the reported resource and the confidence levels of resources will improve and report to higher confidence categories under the JORC Code (2004).

3. STALLION SOUTH (WA)

Interest: Manhattan 100%
Operator: Manhattan Corporation Limited

Stallion South is located immediately to the south of Stallion and northwest of Double 8 along the Ponton palaeochannel. This prospect is within granted licence E28/1898 within the QVSNR (Figures 2 & 3).

The drilled uranium mineralisation at Stallion South is also hosted in palaeochannels within reduced carbonaceous sands and weathered granitic sands in a confined aquifer overlying crystalline granite basement.

STALLION SOUTH MINERALISATION POTENTIAL

Exploration Results, reported in 2011, identified drilled Exploration Targets with uranium Mineralisation Potential, at a 200ppm U_3O_8 cutoff, for Stallion South of 12 to 24Mt grading 250 to 350ppm U_3O_8 containing 3,600 to 7,300 tonnes or 8 to 16Mlb of contained U_3O_8.

Stallion South Reported Mineralisation Potential

STALLION SOUTH MINERALISATION POTENTIAL				
CUTOFF GRADE U_3O_8 (ppm)	TONNAGE RANGE (MILLION)	GRADE RANGE U_3O_8 (ppm)	TONNAGE RANGE U_3O_8 (t)	POUNDS RANGE (MILLION) U_3O_8 (Mlb)
200	12 - 24	250 - 350	3,600 - 7,300	8 - 16

In accordance with clause 18 of the JORC Code (2004), tonnage and grade ranges reported as Mineralisation Potential in this report must be considered conceptual in nature as there has been insufficient exploration and drilling to define a mineral resource and it is uncertain if further exploration and drilling will result in the determination of a reportable resource.

On Manhattan gaining exploration access to E28/1898 further resource definition drilling will commence at the Stallion South prospect.

4. HIGHWAY SOUTH (WA)

Interest: Manhattan 100%
Operator: Manhattan Corporation Limited

Highway South is centred 5km along the palaeochannel to the northeast of Double 8. This prospect is within granted licence E28/1898 within the QVSNR (Figures 2 & 3).

The drilled uranium mineralisation at Highway South is also hosted in palaeochannels within reduced carbonaceous sands and weathered granitic sands in a confined aquifer overlying crystalline granite basement.

HIGHWAY SOUTH MINERALISATION POTENTIAL

Exploration Results, reported in 2011, identified drilled Exploration Targets with uranium Mineralisation Potential, at a 200ppm U_3O_8 cutoff, for Highway South of 12 to 24Mt grading 250 to 350ppm U_3O_8 containing 3,600 to 7,300 tonnes or 8 to 16Mlb of contained U_3O_8.

Highway South Reported Mineralisation Potential

HIGHWAY SOUTH MINERALISATION POTENTIAL				
CUTOFF GRADE U_3O_8 (ppm)	TONNAGE RANGE (MILLION)	GRADE RANGE U_3O_8 (ppm)	TONNAGE RANGE U_3O_8 (t)	POUNDS RANGE (MILLION) U_3O_8 (Mlb)
200	12 - 24	250 - 350	3,600 - 7,300	8 - 16

In accordance with clause 18 of the JORC Code (2004), tonnage and grade ranges reported as Mineralisation Potential in this report must be considered conceptual in nature as there has been insufficient exploration and drilling to define a mineral resource and it is uncertain if further exploration and drilling will result in the determination of a reportable resource.

On Manhattan gaining exploration access to E28/1898 further resource definition drilling will commence at the Highway South prospect.

5. PONTON (WA)

Interest: Manhattan 100%
Operator: Manhattan Corporation Limited

Ponton is located along the palaeochannel to the southeast of Double 8. This prospect is within granted licence E28/1898 within the QVSNR (Figures 2 & 3).

The drilled uranium mineralisation at Ponton is also hosted in palaeochannels within reduced carbonaceous sands and weathered granitic sands in a confined aquifer overlying crystalline granite and Patterson Group shale basement.

PONTON MINERALISATION POTENTIAL

Exploration Results, reported in 2011, identified drilled Exploration Targets with uranium Mineralisation Potential, at a 200ppm U_3O_8 cutoff, for Ponton of 23 to 45Mt grading 250 to 350ppm U_3O_8 containing 6,800 to 13,600 tonnes or 15 to 30Mlb of contained U_3O_8.

Ponton Reported Mineralisation Potential

PONTON MINERALISATION POTENTIAL				
CUTOFF GRADE U_3O_8 (ppm)	TONNAGE RANGE (MILLION)	GRADE RANGE U_3O_8 (ppm)	TONNAGE RANGE U_3O_8 (t)	POUNDS RANGE (MILLION) U_3O_8 (Mlb)
200	23 - 45	250 - 350	6,800 - 13,600	15 - 30

In accordance with clause 18 of the JORC Code (2004), tonnage and grade ranges reported as Mineralisation Potential in this report must be considered conceptual in nature as there has been insufficient exploration and drilling to define a mineral resource and it is uncertain if further exploration and drilling will result in the determination of a reportable resource.

On Manhattan gaining exploration access to E28/1898 further resource definition drilling will commence at the Ponton prospect.

6. STALLION (WA)

Interest: Manhattan 100%
Operator: Manhattan Corporation Limited

The Stallion uranium prospect is located in E28/1523 and centred 14 kilometres northwest of the Double 8 uranium deposit at Ponton (Figures 2 & 3).

In 2010 Manhattan completed 221 vertical aircore drill holes totalling 16,914m and 16 duplicate sonic drill holes totalling 1,177m of drilling along 8 kilometres of the palaeochannel at Stallion (Figure 3). Drilling has been completed on 200m and 400m spaced lines with holes drilled at 100m centres along each grid line across the palaeochannel within mineralised zones. All drill holes were gamma logged.

The resource potential for the Stallion prospect is being assessed by the Company's independent resource consultants. The secular disequilibrium data for 205 sonic and aircore drill samples show a positive disequilibrium factor of 1 to over 3 above 80ppm U_3O_8 and confirms that a disequilibrium factor for the Stallion prospect may be significantly higher than the x1.2 currently assumed for the reported Inferred Resources and Mineralisation Potential in Manhattan's uranium deposits at Ponton. Due to the mobility of the uranium daughter isotopes in the Ponton sands, as measured by a conventional gamma probe, Manhattan will now undertake down hole gamma logging using a high resolution Germanium HpGe probe that detects protactinium isotope Pa^{214} which reaches equilibrium with U^{238} within days. The Germanium HpGe probe data will establish (with the required statistical confidence) the conversion of the high resolution gamma logs to uranium grades for reporting of resource estimates at Stallion.

The geological controls and style of the palaeochannel sand hosted uranium mineralisation at Stallion are similar to the mineralisation encountered at Double 8.

7. HIGHWAY (WA)

Interest: Manhattan 100%
Operator: Manhattan Corporation Limited

The Highway uranium prospect is located in E28/1523 and E39/1143 centred 15 kilometres northwest of the Double 8 uranium deposit at Ponton (Figures 2 & 3).

In 2010 Manhattan completed 275 vertical aircore drill holes totalling 17,670m and 3 duplicate sonic drill holes totalling 144m of drilling along 10 kilometres of the palaeochannel at Highway (Figure 3). Drilling has been completed on 400m spaced lines with holes drilled at 100m centres along each grid line across the palaeochannel within mineralised zones. All drill holes were gamma logged.

As at Stallion, the resource potential for Highway is being assessed by the Company's independent resource consultants. The secular disequilibrium data also indicates a positive disequilibrium factor of 1 to over 3 above 80ppm U_3O_8 and confirms that a disequilibrium factor for the Highway prospect may be significantly higher than the x1.2 currently assumed for the reported resource estimates at Ponton. Again, the application of the high resolution Germanium HpGe probe, that detects protactinium isotope Pa^{214} which reaches equilibrium with U^{238} within days, will establish (with the required statistical confidence) the conversion of the high resolution gamma logs to uranium grades for reporting of resource estimates at Highway.

Apart from some shallow lignite hosted uranium mineralisation encountered along the northern part of the palaeochannel at Highway, the geological controls and style of the channel sand hosted uranium mineralisation at Highway are similar to the mineralisation encountered at Double 8 and Stallion.

8. SHELF (WA)

Interest: Manhattan 100%
Operator: Manhattan Corporation Limited

The Shelf prospect is located along the palaeochannel approximately 10km northeast of Highway in E39/1143.

At Shelf previous drilling by PNC and Uranerz on 200m x 100m centres identified shallower lignite hosted uranium mineralisation within the upper sandstone and claystone. In 2010 Manhattan drilled 8 duplicate aircore holes into, and confirmed, the lignite mineralisation at Shelf.

As well, in 2010 Manhattan drilled on lines approximately 800m and 1.2km apart along 20km of the palaeochannel to the north of Shelf and Highway to test the potential for additional resources within the palaeochannel to the north.

The resource potential for Shelf is being reviewed. As at Stallion and Highway, the application of the high resolution Germanium HpGe probe down hole logging will establish (with the required statistical confidence) the conversion of the high resolution gamma logs to uranium grades for reporting of resource estimates at Shelf.

9. EAST ARM (WA)

Interest: Manhattan 100%
Operator: Manhattan Corporation Limited

Manhattan has undertaken 3,210m of reconnaissance aircore drilling across the palaeochannel at East Arm located 16km east of Highway on E39/1144. To date, no significant uranium mineralisation has been encountered in drill holes at East Arm.

10. GARDNER RANGE PROJECT (WA)

Interest: Manhattan 40%
Operator: Northern Minerals Limited

The Gardner Range project is located in the Tanami region of WA approximately 150km southeast of Halls Creek. Manhattan holds a 40% interest in three granted exploration licences covering 550km^2 bordering the Northern Territory. Northern Minerals Limited ("**Northern**") retains a 60% interest, are operators and can earn up to an 80% interest in the joint venture by sole funding and completing a mining prefeasibility study.

The targets are high grade unconformity related uranium mineralisation similar to the Athabasca Basin deposits and the Ranger uranium mine in NT, rare earth elements ("**REE**") and gold mineralisation similar to the world class Tanami Arunta province Callie, Granites and Tanami gold mines. Exploration results include rock chip samples assaying up to 16.8ppm gold at Venus, drilling at the Don Uranium prospect intersecting 0.44m of 1.5% U_3O_8 and 2m of 1.74ppm gold at a depth of 40m and soil sampling, in late 2011, near the Don and Venus prospects returned positive gold results that included anomalous gold up to 228ppbAu.

SUMMARY

In 2011 Manhattan reported a revised Inferred Resource for Double 8 of 17.2Mlb of uranium oxide with additional drilled Exploration Targets with Mineralisation Potential totalling 33 to 67Mlb U_3O_8, at the 200ppm U_3O_8 cutoff, for the Double 8, Stallion South, Highway South and Ponton prospects.

Secular disequilibrium data for 205 sonic and aircore drill samples confirmed the positive disequilibrium factors of 1 to over 3 above 80ppm U_3O_8 from Stallion and Highway drilling. This factor is significantly higher than the x1.2 currently assumed for the reported Inferred Resources and Mineralisation Potential in Manhattan's uranium deposits at Ponton. Manhattan will now undertake down hole gamma logging using a high resolution Germanium HpGe probe that detects protactinium isotope Pa^{214} which reaches equilibrium with U^{238} within days. The Germanium HpGe probe data will establish (with the required statistical confidence) the conversion of the high resolution gamma logs to uranium grades for future reporting of resource estimates at Ponton.

The sand hosted uranium mineralisation is located in shallow, 40 to 70 metres deep, contiguous palaeochannels along 55km of strike within Manhattan's 100% owned 2,610km^2 project area at Ponton.

Tetra Tech's 2011 desktop scoping study confirms Manhattan's shallow near surface sand hosted palaeochannel uranium deposits at Ponton have potential to be viable, sustainable low cost ISL uranium producers with modest capital requirements to develop.

On resumption of drilling at Ponton work will also commence on an environmental impact statement ("**EIS**") and a bankable feasibility study ("**BFS**") in preparation for the uranium mine development approval process.

The Western Australian State government's commitment to support and develop the emerging WA uranium mining sector is positive and Manhattan is now focussed on gaining their approval to re access and commence resource definition drilling on its Double 8, Stallion, Highway and Ponton uranium deposits and advanced prospects in WA.

The Company continues to review a number of M&A proposals and advanced uranium project acquisition opportunities to grow the Company and generate additional shareholder value.

Manhattan's Ponton uranium project, with an Inferred Resource of 17Mlb and Mineralisation Potential assessed of 33Mlb to 67Mlb, has the potential to be developed into a sustainable ISL uranium producer. Recent uranium M&A activity is valuing in ground resources in excess of US$10lb. On gaining the necessary WA government approvals and delivering resource upgrades Manhattan is poised to deliver significant returns to the Company's shareholders.

ALAN J EGGERS
Executive Chairman
19 September 2013

COMPETENT PERSON'S STATEMENT

The information in this report that relates to reported Exploration Results or Mineral Resources is based on information compiled by Mr Alan J Eggers, who is a Corporate Member of the Australasian Institute of Mining and Metallurgy ("AusIMM"). Alan Eggers is a professional geologist and an executive director of Manhattan Corporation Limited. Mr Eggers has sufficient experience that is relevant to the style of mineralisation and type of mineral deposits being reported on in this report and to the activity which he is undertaking to qualify as a Competent Person as defined in the 2004 Edition of the Australasian Code for Reporting of Exploration Results, Mineral Resources and Ore Reserves "JORC Code (2004)". Mr Eggers consents to the inclusion in this report of the information on the Exploration Results or Mineral Resources based on his information in the form and context in which it appears.

DIRECTOR'S REPORT

The Directors have pleasure in presenting their Annual Report and Financial Statements for Manhattan Corporation Limited ("**Manhattan**") for the year ended 30 June 2013.

PRINCIPAL ACTIVITIES

The principal continuing activity of Manhattan during the year was mineral exploration and development and evaluation of mineral projects and corporate opportunities in the resource sector world wide.

There has been no significant change in the nature of Manhattan's business activities during the year under review.

OPERATING RESULTS

The loss of the Company for the year, after provision for income tax, amounted to $704,081 (2012: $1,215,970)

DIVIDENDS

No dividend has been paid or recommended by the Directors since the commencement of the year.

REVIEW OF OPERATIONS

Manhattan listed on the Australian Securities Exchange ("**ASX**") on 29 January 2008 following an Initial Public Offering.

In the last Financial Year to 30 June 2013 the Company has focussed on exploration and development of its two Western Australian uranium projects at Ponton and Gardner Range.

Manhattan's flagship project is the Ponton project in WA where the Company is drill testing and developing palaeochannel sand hosted uranium mineralisation amenable to in-situ leach ("**ISL**") metal recovery.

The Ponton project is located approximately 200km northeast of Kalgoorlie on the edge of the Great Victoria Desert in WA. The Company has 100% control of around 2,610km^2 of applications and granted exploration tenements underlain by Tertiary palaeochannels within the Gunbarrel Basin. These palaeochannels are known to host a number of uranium deposits and drilled uranium prospects. Drilling within the palaeochannels has established extensive continuity of the carbonaceous sand hosted uranium mineralisation for over 55km of strike within the Company's licences at Ponton.

The Ponton Project includes the Double 8 uranium deposit that has a JORC Inferred Resource of 17.2Mlb U_3O_8 at a 200ppm cutoff. The deposit is located on E28/1898 within the QVSNR (Figures 2 & 3).

In addition, Exploration Results reported by Manhattan in 2011 identified Mineralisation Potential totalling 33 to 67Mlb U_3O_8 at the 200ppm U_3O_8 cutoff in four prospects at:

- Double 8 of between 2.5 and 5.5Mlb U_3O_8;
- Stallion South of between 8 and 16Mlb U_3O_8;
- Highway South of between 8 and 16Mlb U_3O_8; and
- Ponton of between 15 and 30Mlb U_3O_8

The resource potential for Stallion, Highway and Shelf are being assessed by the Company's independent resource consultants. The secular disequilibrium data indicates a positive disequilibrium factor of 1 to over 3 above 80ppm U_3O_8 and confirms that a disequilibrium factor for the deposits may be significantly higher than the x1.2 currently assumed for the reported resource estimates at Ponton. The application of the high resolution Germanium HpGe probe, that detects protactinium isotope Pa^{214} which reaches equilibrium with U^{238} within days, will establish (with the required statistical confidence) the conversion of the high resolution gamma logs to uranium grades for reporting of resource estimates at Ponton.

Carbonaceous sand hosted uranium mineralisation, below 40 to 70 metres of cover, has now been defined by drilling along 55 kilometres of Tertiary palaeochannels at Stallion, Stallion South, Double 8, Ponton, Highway and Highway South prospects. At a depth of 40 to 70 metres the uranium mineralisation is in shallow reduced sand hosted tabular uranium deposits in a confined palaeochannel that is potentially amenable to ISL metal recovery, the lowest cost method of producing yellowcake with the least environmental impact.

These palaeochannels connect with Energy and Minerals Australia's lignite hosted Mulga Rock uranium deposits with a reported inferred resource estimate of 27,100 tonnes (60Mlb) U_3O_8 (Figures 1 & 2).

Manhattan continues to work with the Western Australian government to have ground exploration access approved on its key granted tenement, E28/1898, in the northwest corner of the Queen Victoria Spring Nature Reserve ("**QVSNR**") where Manhattan has reported a JORC Inferred Resource estimate of 17.2 million pounds ("**Mlb**") uranium oxide ("$\mathbf{U_3O_8}$") and Exploration Targets totalling 33 to 67Mlb U_3O_8, at a 200ppm U_3O_8 cutoff, in four prospects. On gaining exploration access the Company will recommence drilling to expand and upgrade its reported sand hosted uranium resources and to define new uranium deposits at Ponton.

Manhattan also retains a 40% interest in the Gardner Range uranium, rare earth and gold project in WA (Figure 1) where Northern Minerals Limited are currently operators and earning up to an 80% interest by sole funding and completing a mining prefeasibility study.

During 2013 Northern proposed to divest of its 60% interest in the Gardner Range JV tenements to its major shareholder Australian Conglin International Investment Group Pty Ltd ("**Conglin Yue**"). Subject to the receipt of an acceptable Deed of Covenant for Northern to transfer its Gardner Range JV interest to Conglin Yue ("**Deed**") Manhattan agreed to waive its pre-emptive rights with respect to the sale on 12 April 2013.

The Conglin Yue sale by Northern was approved by Northern shareholders on 28 June 2013.

The Company continues to review a number of M&A proposals and advanced uranium project acquisition opportunities to grow the Company and generate additional shareholder value.

Manhattan has continued to advance its exploration and development projects and examine acquisition opportunities in the resource sector, with particular focus on advanced uranium projects, with the potential to deliver an early cash flow or a substantial uplift in shareholder value.

A full review of operations for the Financial Year, together with future prospects that form part of this Report, are presented in the Chairman's Review and the Review of Operations on pages 2 to 15 of this Annual Report.

SIGNIFICANT CHANGES IN STATE OF AFFAIRS

In the opinion of the Directors there were no significant changes in the state of affairs of the Company that occurred during the Financial Year under review.

MATTERS SUBSEQUENT TO THE END OF THE FINANCIAL YEAR

There has not arisen since the end of the Financial Year any item, transaction or event of a material nature, in the opinion of the Directors of the Company, to affect significantly the operation of the Company, the results of those operations, or the state of affairs of the Company in future Financial Years.

LIKELY DEVELOPMENTS AND EXPECTED RESULTS OF OPERATIONS

There is no likely or expected change to the operations of the Company to systematically explore the Company's key projects, in particular the Ponton projects. The Company will continue to review all business development opportunities that present themselves in an effort to enhance the exploration and development portfolio. This activity may or may not lead to future acquisitions, divestments, joint ventures and other changes to the Company's project portfolio.

ENVIRONMENTAL OBLIGATIONS

The Company operates within the resources sector and conducts its business activities with respect for the environment while continuing to meet the expectations of the shareholders, employees and suppliers. The Company's exploration activities are currently regulated by significant environmental regulation under laws of the Commonwealth and states and territories of Australia. The Company aims to ensure that the highest standard of environmental care is achieved, and that it complies with all relevant environmental legislation. The Directors are mindful of the regulatory regime in relation to the impact of the organisational activities on the environment. There have been no known breaches by the Company during the Financial Year.

In February 2011 Manhattan adopted an Environmental Policy, that included an Environmental Management Plan for Queen Victoria Spring Nature Reserve, and included the Environmental Policy in its Corporate Governance Statement.

CORPORATE GOVERNANCE

In recognising the need for the highest standards of corporate behaviour and accountability, the Directors of Manhattan support and have adhered to the ASX principles of corporate governance (as appropriate for a company of Manhattan's size). Manhattan's Corporate Governance Statement is contained in this Annual Report and posted on its web site.

DIRECTORS AND COMPANY SECRETARY

The following persons held office as Directors and Company Secretary of Manhattan during the year. All Directors, and the Company Secretary, were in office for the entire period unless otherwise stated:

Alan J Eggers
Marcello Cardaci
John A G Seton
Robert (Sam) Middlemas

PROFILE OF DIRECTORS AND COMPANY SECRETARY

Alan J Eggers B.Sc, B.Sc(Hons), M.Sc, F.S.E.G., MAusIMM, MAIG — **EXECUTIVE CHAIRMAN**

Alan Eggers is a professional geologist with over 35 years of international experience in exploration for uranium, base metals, precious metals and industrial minerals. He was the founding director and managing director for 20 years of listed uranium company Summit Resources Limited. He built Summit into an ASX top 200 company with a market capital of $1.2 billion until its takeover by Paladin Energy Ltd in May 2007 when he resigned from the board. His professional experience has included management of mineral exploration initiatives and corporate administration of private and public companies. Alan is managing director of Wesmin Consulting Pty Ltd, formerly a director of ASX listed Zedex Minerals Limited (resigned January 2010), was a founding director of the Australian Uranium Association and holds a number of directorships in private companies.

Marcello Cardaci B.Juris, LLB, B.Com — NON EXECUTIVE DIRECTOR

Marcello Cardaci is a partner in the Australian legal practice of Gilbert + Tobin. Mr Cardaci holds degrees in law and commerce and is experienced in a wide range of corporate and commercial matters with a particular emphasis on public and private equity raisings and mergers and acquisitions. Gilbert + Tobin specialises in the provision of legal advice to companies involved in various industries including resources and manufacturing. Mr Cardaci is a non executive director of Forge Group Limited (4 June 2007 to current) and Lemur Resources Ltd (8 November 2010 to current). He was formerly a director of Sphere Investments Limited (2 June 1999 to 17 November 2010) and Tianshan Goldfields Limited (2 February 2009 to 13 November 2010).

John A G Seton LLM(Hons) — NON EXECUTIVE DIRECTOR

John Seton is an Auckland based solicitor with extensive experience in commercial law, stock exchange listed companies and the mineral resource sector. He is chief executive officer of TSX and ASX listed Besra Gold Inc, a former director of Besra (July 1999 to February 2012), former director and chairman of ASX listed Summit Resources Limited (until May 2007), Zedex Minerals Limited (resigned January 2010) and NZX listed SmartPay Limited (resigned January 2011). John holds or has held directorships in several companies listed on the ASX and NZX including Kiwi Gold NL, Kiwi International Resources NL, Iddison Group Vietnam Limited and Max Resources NL. John was also the former chief executive of IT Capital Limited, former Chairman of the Vietnam/New Zealand Business Council and former Chairman of The Mud House Wine Group Limited (resigned 10 September 2010), an unlisted public company. Mr Seton also holds a number of private company directorships.

Robert (Sam) Middlemas B.Com, PGradDipBus., CA — COMPANY SECRETARY

Sam Middlemas was appointed Company Secretary and Chief Financial Officer in March 2009. Sam is a chartered accountant with more than 15 years experience in various financial and company secretarial roles with a number of listed public companies operating in the resources sector. He is the principal of a corporate advisory company which provides financial and secretarial services specialising in capital raisings and initial public offerings. Previously Mr Middlemas worked for an international accountancy firm. His fields of expertise include corporate secretarial practice, financial and management reporting in the mining industry, treasury and cash flow management and corporate governance.

REMUNERATION REPORT

The remuneration report for the Financial Year ended 30 June 2012 is set out under the following main headings:

(A) Principles Used to Determine the Nature and Amount of Remuneration;
(B) Details of Remuneration;
(C) Service Agreements;
(D) Share Based Compensation;
(E) Additional Information; and
(F) Loans to Directors and Executives.

The information provided in this remuneration report has been audited as required by section 308(3C) of the *Corporations Act 2001*.

(A) Principles Used to Determine the Nature and Amount of Remuneration

The primary functions of the Remuneration Committee are to:

- Make specific recommendations to the Board on remuneration of Director's and senior officers;
- Recommend the terms and conditions of employment for the Executive Chairman;
- Undertake a review of the Executive Chairman's performance, at least annually, including setting with the Executive Chairman's goals for the coming year and reviewing progress in achieving those goals;
- Consider and report to the Board on the recommendations of the Executive Chairman on the remuneration of all direct reports; and
- Develop and facilitate a process for Board and Director evaluation.

The Board has elected not to establish a remuneration committee based on the size of the organisation and has instead agreed to meet as deemed necessary and allocate the appropriate time at its regular Board meetings.

Non Executive Directors

Fees and payments to Non Executive Directors reflect the demands which are made on, and the responsibilities of, the Directors. Non Executive Directors' fees and payments are reviewed annually by the Board. The Executive Chairman's fees are determined independently to the fees of Non Executive Directors based on comparative roles in the external market. The Executive Chairman is not present at any discussions relating to determination of his own remuneration.

Directors' Fees

The current base remuneration was reviewed in July 2010 in light of current conditions and the cash reserves of the Company. Non Executive Directors' fees are determined within an aggregate Directors' fee pool limit, which is periodically recommended for approval by shareholders. The maximum Directors fees approved by shareholders and payable currently stands at $200,000 per annum.

The following fees have applied during the Financial Year:

Base Fees	2013	2012
Non Executive Directors	**$35,000**	$35,000

Additional Fees

A Director may also be paid fees or other amounts as the Directors determine if a Director performs special duties or otherwise performs services outside the scope of the ordinary duties of a Director. A Director may also be reimbursed for out of pocket expenses incurred as a result of their directorship or any special duties.

Retirement Allowances for Directors

Superannuation contributions required under the Australian superannuation guarantee legislation (currently 9%) are made as part of Directors' overall fee entitlements.

Executive Pay

The Executive pay and reward framework has two components:

- Base pay and benefits, including superannuation; and
- Long term incentives through issue of share options.

The combination of these comprises the Executive's total remuneration. The Company revisits its long term equity linked performance incentives for Executives as deemed necessary by the Board. The equity linked performance incentives take the form of share options to provide incentives for the Directors and senior management to drive shareholder value through growth in share price.

Base Pay

Structured as a total employment cost package which may be delivered as a combination of cash and prescribed non financial benefits at the Executives' discretion. Executives are offered a competitive base pay that comprises the fixed component of pay and rewards. Base pay for Executives is reviewed annually to ensure the Executive's pay is competitive with the market. An Executive's pay is also reviewed every 12 months and will be adjusted in line with the Executive's performance and current market conditions.

Benefits

Executives and Key Management Personnel are entitled to receive additional benefits or allowances.

Long Term Incentives

The Executives are entitled to share options as approved by shareholders.

(B) Details of Remuneration

Amounts of Remuneration

Details of the remuneration of the Directors, the Key Management Personnel (as defined in AASB 124 Related Party Disclosures) and Executives of Manhattan Corporation Limited for the Financial Year are set out in the following tables.

The Key Management Personnel are the Directors of Manhattan Corporation Limited during the Financial Year which were:

Alan J Eggers	**Executive Chairman**
Marcello Cardaci	**Non Executive Director**
John A G Seton	**Non Executive Director**

In addition, the following persons must be disclosed under the *Corporations Act 2001* as Company Executives:

Robert (Sam) Middlemas	**Company Secretary**

Directors and Executives Remuneration

EXECUTIVE REMUNERATION	SHORT TERM BENEFITS	EQUITY COMPENSATION	TOTAL	PERCENTAGE OPTIONS
	Cash Salary & Fees	Options		
30 June 2013				
Directors	$	$	$	%
Alan J Eggers[1]	349,998	-	349,998	-
Marcello Cardaci	35,000	-	35,000	-
John A G Seton[2]	35,000	-	35,000	-
Key Management Personnel				
Sam Middlemas[3]	28,920	-	28,920	-
Total Compensation	**448,918**	**-**	**448,918**	**-**
30 June 2012				
Directors	$	$	$	%
Alan J Eggers[1]	349,992	17,692	367,684	5
Marcello Cardaci	35,000	3,932	38,932	10
John A G Seton[2]	35,000	3,932	38,932	10
Key Management Personnel				
Sam Middlemas[3]	35,200	3,932	39,132	10
Total Compensation	**455,192**	**29,488**	**484,680**	

1 Mr Eggers was appointed Executive Chairman on 21 July 2009. All fees were paid under a Consultancy Agreement with Wesmin Consulting Pty Ltd.

2 Mr Seton was appointed as a Non Executive Director on 21 July 2009. All fees paid to his private Company Jura Trust Limited.

3 Mr Middlemas was appointed Company Secretary on 3 March 2009. All fees were paid under a Consultancy Agreement with Sparkling Investments Pty Ltd.

There were no other executive officers who received emoluments during the Financial Year ended 30 June 2013.

(C) Service Agreements

On appointment to the Board, all Non Executive Directors enter into a service agreement with the Company in the form of a letter of appointment. The letter summarises the Board policies and terms, including compensation, relevant to the office of Director.

Remuneration and other terms of employment for Executive Directors and Key Management Personnel are formalised in service agreements. Each of these agreements provide for the provision of performance related conditions and other benefits including an allocation of options. Other major provisions of the agreements relating to remuneration are set out below.

Alan J Eggers Executive Chairman

- Services provided by consulting company Wesmin Consulting Pty Ltd ("**Wesmin**");
- Term of agreement. Continues indefinitely until cancelled by the Company or the Executive;
- Base Consulting fees of $350,000 per annum (increased from $300,000 on 1 September 2010) plus reimbursement of relevant expenses and costs;
- Agreement and fees reviewed annually by the Board of Directors;
- 2,250,000 options to acquire ordinary shares in the capital of the Company (60 cents, expire 21 July 2014);
- 2,250,000 options to acquire ordinary shares in the capital of the Company ($1.00, expire 21 July 2014); and
- Termination of employment by the Company requires 12 month notice without cause and immediately for cause related events.

(D) Share Based Compensation

Options

Options over shares in Manhattan are granted to Directors, consultants and employees as consideration and are approved by a general meeting of shareholders. The Options are designed to provide long term incentives for Executives and non Executives to deliver long term shareholder returns. Participants are granted options which are granted for no issue price and the exercise prices will be such price as determined by the Board (in its discretion) on or before the date of issue. Options are granted for no consideration.

The terms and conditions of each grant of options (up to 30 June 2013) affecting remuneration in the previous, this or future reporting periods are as follows:

GRANT DATE	DATE VESTED AND EXERCISABLE	EXPIRY DATE	EXERCISE PRICE	VALUE PER OPTION AT GRANT DATE	PERCENT VESTED
21 July 2009	21 July 2010	21 July 2014	$0.60	$0.35	100%
21 July 2009	21 July 2011	21 July 2014	$1.00	$0.32	100%

Options granted carry no dividend or voting rights.

There were no options over ordinary shares in the Company provided as remuneration to Directors of Manhattan or the Key Management Personnel of the Company during the current or previous financial year. All options issued prior to this time were fully vested. When exercisable, each option is convertible into one ordinary share of Manhattan. There were no new shares issued on exercise of employee incentive options (2012: Nil) by a Company Director or officer during the Financial Year ended 30 June 2013.

Further information on the options is set out in Note 24 to the Financial Statements.

The assessed fair value at grant date of options granted to the individuals is allocated equally over the period from grant date to vesting date, and the amount is included in the remuneration tables above. Fair values at grant date are independently determined using a Black and Scholes option pricing model that takes into account the exercise price, the term of the option, the impact of dilution, the share price at grant date and expected price volatility of the underlying share, the expected dividend yield and the risk free interest rate for the term of the option.

(E) Additional Information

Details of Remuneration: Options

Options are issued to Directors and Executives as part of their remuneration. The options are not issued based on performance criteria, but are issued to the majority of Directors and Executives of Manhattan Corporation Limited to increase goal congruence between Executives, Directors and shareholders.

DIRECTORS OF MANHATTAN	YEAR GRANTED	VESTED PERCENTAGE	FINANCIAL YEARS IN WHICH OPTIONS VESTED	NUMBER OF OPTIONS ISSUED	MAXIMUM TOTAL VALUE OF GRANT YET TO VEST
					$
Alan J Eggers	2009	100	2011, 2012	4,500,000	-
Marcello Cardaci	2009	100	2011, 2012	1,000,000	-
John A G Seton	2009	100	2011, 2012	1,000,000	-
Key Management Personnel					
Sam Middlemas	2009	100	2011, 2012	1,000,000	-

(F) Loans to Directors and Executives

There were no loans to Directors and Executives during the Financial Year.

This is the end of the Audited Remuneration Report.

DIRECTORS' INTERESTS

The relevant interest of each Director in the shares or options issued by the Company as notified by the Directors to the ASX in accordance with S205G(1) of the *Corporations Act 2001*, at the date of this report are as follows:

DIRECTORS	ORDINARY SHARES	OPTIONS OVER ORDINARY SHARES	
Alan J Eggers	31,201,461	2,250,000	($0.60, 21 July 2014)
		2,250,000	($1.00, 21 July 2014)
Marcello Cardaci	2,815,726	500,000	($0.60, 21 July 2014)
		500,000	($1.00, 21 July 2014)
John A G Seton	26,658,721	500,000	($0.60, 21 July 2014)
		500,000	($1.00, 21 July 2014)

SHARES UNDER OPTION

Unissued ordinary shares of Manhattan under option at the date of this Report are as follows:

DATE OPTIONS GRANTED	EXPIRY DATE	ISSUE PRICE OF SHARES	NUMBER UNDER OPTION
21 July 2009	21 July 2014	$0.60	5,050,000
21 July 2009	21 July 2014	$1.00	4,050,000
12 March 2010	12 March 2015	$1.80	100,000
12 March 2010	12 March 2015	$2.20	100,000

No option holder has any right under the options to participate in any other share issue of the Company or any other entity.

SHARES ISSUED ON THE EXERCISE OF OPTIONS

There were no options exercised during the Financial Year (2012: 2,250,000).

DIRECTORS' MEETINGS

The number of Directors' board meetings and the number of board meetings attended by each of the Directors of the Company for the time the Director held office during the Financial Year were:

DIRECTORS	NUMBER ELIGIBLE TO ATTEND	NUMBER ATTENDED
Alan J Eggers	5	5
Marcello Cardaci	5	5
John A G Seton	5	5

PROCEEDINGS ON BEHALF OF THE COMPANY

No person has applied to the Court under section 237 of the *Corporations Act 2001* for leave to bring proceedings on behalf of the Company, or to intervene in any proceedings to which the Company is a party, for the purpose of taking responsibility on behalf of the Company for all or part of those proceedings.

No proceedings have been brought or intervened in on behalf of the Company with leave of the Court under section 237 of the *Corporations Act 2001*.

NON AUDIT SERVICES

The Company may decide to employ the Auditor on assignments additional to their statutory audit duties where the Auditor's expertise and experience with the Company is important. The Board has considered the position and is satisfied that the provision of non audit services is compatible with the general standard of independence for auditors imposed by the *Corporations Act 2001*, and would not compromise the Auditor's independence.

During the year the following fees were paid or payable for services provided by the Auditor of the Company, its related practices and non related audit firms:

AUDIT SERVICES	2013	2012
Rothsay Chartered Accountants	**$**	**$**
Audit and Review of Financial Statements	**13,500**	13,500
Tax Work under the *Corporations Act 2001*	**3,000**	6,000
Total Remuneration for Audit Services	**16,500**	19,500

DIRECTORS' AND OFFICERS INSURANCE

During the Financial Year, Manhattan paid a premium to insure the Directors and the Company Secretary.

The liabilities insured are legal costs that may be incurred in defending civil or criminal proceedings that may be brought against the officers in their capacity as officers of the Company, and any other payments arising from liabilities incurred by the officers in connection with such proceedings. This does not include such liabilities that arise from conduct involving a wilful breach of duty by the officers or the improper use by the officers of their position or of information to gain advantage for themselves or someone else or to cause detriment to the Company. It is not possible to apportion the premium between amounts relating to the insurance against legal costs and those relating to other liabilities.

AUDITORS' INDEPENDENCE DECLARATION

A copy of the Auditors' Independence Declaration as required under section 307C of the *Corporations Act 2001* is set out on page 30 of the Annual Report.

Rothsay Chartered Accountants are appointed to office in accordance with section 327 of the *Corporations Act 2001.*

Signed in accordance with a Resolution of the Directors.

DATED at Perth on 19 September 2013

ALAN J EGGERS
Executive Chairman

ROTHSAY

Level 1, Lincoln House, 4 Ventnor Avenue, West Perth WA 6005
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Phone (08) 9486 7094 www.rothsayresources.com.au

INDEPENDENT AUDIT REPORT TO THE MEMBERS OF MANHATTAN CORPORATION LIMITED

Report on the financial report

We have audited the accompanying financial report of Manhattan Corporation Limited (the Company") which comprises the balance sheet as at 30 June 2013 and the statement of comprehensive income, statement of changes in equity and statement of cash flows for the year ended on that date, a summary of significant accounting policies, other explanatory notes and the directors' declaration of the consolidated entity comprising the company and the entities it controlled at the year's end or from time to time during the year.

Directors Responsibility for the Financial Report

The Directors of the Company are responsible for the preparation and true and fair presentation of the financial report in accordance with the Australian Accounting Standards (including the Australian Accounting Interpretations) and the *Corporations Act 2001*. This includes responsibility for the maintenance of adequate accounting records and internal controls that are designed to prevent and detect fraud and error, and for the accounting policies and accounting estimates inherent in the financial report. The Directors are also responsible for the remuneration disclosures contained in the directors' report.

Auditor's Responsibility

Our responsibility is to express an opinion on the financial report based on our audit. We conducted our audit in accordance with Australian Auditing Standards. These Auditing Standards require that we comply with relevant ethical requirements relating to audit engagements and plan and perform the audit to obtain reasonable assurance as to whether the financial report is free of material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial report. The procedures selected depend on our judgement, including the assessment of the risks of material misstatement of the financial report, whether due to fraud or error. In making those risk assessments, we consider internal controls relevant to the entity's preparation and fair presentation of the financial report in order to design audit procedures that are appropriate to the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal controls. An audit also includes evaluating the appropriateness of accounting policies used in and the reasonableness of accounting estimates made by the directors as well as evaluating the overall presentation of the financial report.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Independence

We are independent of the Company, and have met the independence requirements of Australian professional ethical requirements and the *Corporations Act 2001*.

Chartered Accountants

Audit opinion

In our opinion the financial report of Manhattan Corporation Limited is in accordance with the *Corporations Act 2001*, including:

a) (i) giving a true and fair view of the consolidated entity's financial position as at 30 June 2013 and of their performance for the year ended on that date; and
(ii) complying with Australian Accounting Standards (including the Australian Accounting Interpretations) and the *Corporations Regulations 2001*;

b) the consolidated financial report also complies with International Financial Reporting Standards as issued by the International Accounting Standards Board

Report on the remuneration report

We have audited the remuneration report included in the directors' report for the year ended 30 June 2013. The directors of the Company are responsible for the preparation and presentation of the remuneration report in accordance with section 300A of the *Corporations Act 2001*. Our responsibility is to express an opinion on the remuneration report, based on our audit conducted in accordance with Australian Auditing Standards.

Audit opinion

In our opinion the remuneration report of Manhattan Corporation Limited for the year ended 30 June 2013 complies with section 300A of the *Corporations Act 2001*.

Rothsay

Rothsay

Graham Swan
Partner

Dated 19th September 2013

Chartered Accountants

Liability limited by the Accountants Scheme, approved under the Professional Standards Act 1994 (NSW).

ROTHSAY

Level 1, Lincoln House, 4 Ventnor Avenue, West Perth WA 6005
P.O. Box 8716, Perth Busienss Centre WA 6849
Phone (08) 9486 7094 www.rothsayresources.com.au

The Directors
Manhattan Corporation Limited
15 Rheola Street
West Perth WA 6005

Dear Sirs

In accordance with Section 307C of the Corporations Act 2001 (the "Act") I hereby declare that to the best of my knowledge and belief there have been:

i) no contraventions of the auditor independence requirements of the Act in relation to the audit of the 30 June 2013 financial statements; and

ii) no contraventions of any applicable code of professional conduct in relation to the audit.

Graham Swan (Lead auditor)

Rothsay Chartered Accountants

Dated 19th September 2013

Chartered Accountants

FINANCIAL STATEMENTS

CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME
For the Year Ended 30 June 2013

	Note	2013	2012
REVENUE		**$**	**$**
Revenue from Continuing Operations	5	**485,769**	855,052
EXPENSES			
Expenses Excluding Finance Costs	6	**(1,575,916)**	(2,730,805)
Finance Costs		**(2,219)**	(2,250)
Loss Before Income Tax		**(1,092,366)**	(1,878,003)
Income Tax Expense	8	**388,285**	662,033
Loss For The Year		**(704,081)**	(1,215,970)
Total Comprehensive Loss for the Year Attributable to Members of Manhattan Corporation Limited		**(704,081)**	(1,215,970)
Basic Earnings/(Loss) Per Share	7	**(0.7) cents**	(1.3) cents
Diluted Earnings/(Loss) Per Share	7	**(0.7) cents**	(1.3) cents

The Consolidated Statement of Comprehensive Income should be read in conjunction with the accompanying Notes that form part of these Financial Statements.

CONSOLIDATED STATEMENT OF FINANCIAL POSITION
As at 30 June 2013

	Note	2013	2012
ASSETS		$	$
Current Assets			
Cash and Cash Equivalents	10	**647,906**	677,534
Trade and Other Receivables	11	**180,415**	240,932
Financial Assets at Fair Value	12	**16,500**	523,000
Total Current Assets		**844,821**	1,441,466
Non Current Assets			
Property, Plant and Equipment	14	**2,185**	14,507
Exploration and Evaluation Expenditure	13	**8,922,510**	8,019,527
Total Non Current Assets		**8,924,695**	8,034,034
TOTAL ASSETS		**9,769,516**	9,475,500
LIABILITIES			
Current Liabilities			
Trade and Other Payables	15	**64,200**	64,631
Provisions	16	**6,790**	4,234
Total Current Liabilities		**70,990**	68,865
TOTAL LIABILITIES		**70,990**	68,865
NET ASSETS		**9,698,526**	9,406,635
EQUITY			
Contributed Capital	17	**16,343,633**	15,347,661
Reserves	18	**4,654,693**	4,654,693
Accumulated Losses		**(11,299,800)**	(10,595,719)
TOTAL EQUITY		**9,698,526**	9,406,635

The Consolidated Statement of Financial Position should be read in conjunction with the accompanying Notes that form part of these Financial Statements.

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY
For the Year Ended 30 June 2013

Consolidated	Note	Contributed Equity	Options Reserve	Accumulated Losses	Total
		$	$	$	$
Balance at 1 July 2011		14,897,661	4,599,163	(9,379,749)	10,117,075
Total Comprehensive Income		-	-	(1,215,970)	(1,215,970)
Transactions with Owners in Their Capacity as Owners					
Shares Issued During the Year		450,000	-	-	450,000
Directors, Employees and Consultants Options		-	55,530	-	55,530
Balance at 30 June 2012		**15,347,661**	**4,654,693**	**(10,595,719)**	**9,406,635**
Total Comprehensive Income		-	-	**(704,081)**	**(704,081)**
Transactions with Owners in their Capacity as Owners					
Shares Issued During the Year	17b	995,972	-	-	995,972
Balance at 30 June 2013		**16,343,633**	**4,654,693**	**(11,299,800)**	**9,698,526**

The Consolidated Statement of Changes in Equity should be read in conjunction with the accompanying Notes that form part of these Financial Statements.

CONSOLIDATED STATEMENT OF CASH FLOWS
For the Year Ended 30 June 2013

	Note	2013	2012
Cash Flows From Operating Activities		$	$
Payments to Suppliers and Employees		**(961,275)**	(1,413,669)
Interest Received		**19,736**	31,053
Net Cash Flows From/(Used In) Operating Activities	23	**(941,539)**	(1,382,616)
Cash Flows From Investing Activities			
Proceeds from R&D Refunds		**444,353**	1,202,943
Sale of Trading Securities		**466,033**	823,999
Payments For Exploration and Evaluation		**(994,447)**	(1,112,459)
Net Cash Flows Used In Investing Activities		**(84,061)**	914,483
Cash Flows From Financing Activities			
Proceeds From Issue of Shares		**995,972**	450,000
Cost of Shares Issued		**0**	0
Net Cash Flows From/(Used In) Financing Activities		**995,972**	450,000
Net (Decrease)/Increase In Cash and Cash Equivalents		**(29,628)**	(18,133)
Cash and Cash Equivalents at Beginning of Period		**677,534**	695,667
Cash and Cash Equivalents at End of Period	10	**647,906**	677,534

The Consolidated Statement of Cash Flows should be read in conjunction with the accompanying Notes that form part of these Financial Statements.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDING 30 JUNE 2013

1. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

The principal accounting policies adopted in the preparation of the financial report are set out below. These policies have been consistently applied to all the years presented, unless otherwise stated.

(a) Basis of Preparation

This general purpose financial report has been prepared in accordance with Australian Accounting Standards, other authoritative pronouncements of the Australian Accounting Standards Board, Australian Accounting Interpretations and the *Corporations Act 2001*.

Compliance with IFRS

The financial report of Manhattan Corporation Limited also complies with International Financial Reporting Standards ("**IFRS**") as issued by the International Accounting Standards Board.

Historical Cost Convention

These Financial Statements have been prepared under the historical cost convention.

Critical Accounting Estimates

The preparation of financial statements in conformity with AIFRS requires the use of certain critical accounting estimates. It also requires management to exercise its judgement in the process of applying the Company's accounting policies. The areas involving a higher degree of judgement or complexity, or areas where assumptions and estimates are significant to the Financial Statements are disclosed in Note 2.

Going Concern

The Company incurred a loss for the year of $704,081 (2012: $1,215,970) and a net cash outflow from operating activities of $941,539 (2012: $1,382,616).

At 30 June 2013 the Group had cash assets of $647,906 (2012: $677,534) and working capital of $773,831 (2012: $1,372,601).

Included in the working capital the Group holds trading securities in ASX listed companies with a value of $16,500 (2012: $523,000). These securities will be sold to fund the Group's activities as required and the Company is able to access funds through the equity markets. Based on this fact, the Directors consider it appropriate that the finance report be prepared on a going concern basis.

(b) Basis of Consolidation

The consolidated financial statements incorporate the assets and liabilities of the Company's wholly owned subsidiary Manhattan Resources Pty Ltd as at 30 June 2013 and the results of the subsidiary for the year then ended.

Subsidiaries are all those entities (including special purpose entities) over which the Group has the power to govern the financial and operating policies, so as to obtain benefits from its activities, generally accompanying a shareholding of more than one-half of the voting rights. The existence and effect of potential voting rights that are currently exercisable or convertible are considered when assessing whether the Group controls another entity.

The financial statements of the subsidiaries are prepared for the same reporting period as the Parent Entity, using consistent accounting policies. Accounting policies of subsidiaries have been changed where necessary to ensure consistency with the policies adopted by the Group.

Subsidiaries are fully consolidated from the date on which control is transferred to the Group. They are de-consolidated from the date that control ceases.

Intercompany transactions and balances, income and expenses and profits and losses between Group companies, are eliminated.

Minority interests in the net assets of consolidated subsidiaries are identified separately from the Group's equity therein. Minority interests consist of the amount of those interests at the date of the original business combination and the minority's share of changes in equity since the date of the combination. Losses applicable to the minority in excess of the minority's interest in the subsidiary's equity are allocated against the interests of the Group except to the extent that the minority has a binding obligation and is able to make an additional investment to cover the losses.

Investments in subsidiaries are accounted for at cost in the Statement of Financial Position of the Company.

(c) Segment Reporting

A business segment is identified for a group of assets and operations engaged in providing products or services that are subject to risks and returns that are different to those of other business segments. A geographical segment is identified when products or services are provided within a particular economic environment subject to risks and returns that are different from those of segments operating in other economic environments.

(d) Revenue Recognition

Revenue is measured at the fair value of the consideration received or receivable. Amounts disclosed as revenue are net of returns, trade allowances, rebates and amounts collected on behalf of third parties.

The Group recognises revenue when the amount of revenue can be reliably measured, it is probable that future economic benefits will flow to the entity and specific criteria have been met for each of the Group's activities as described below. The amount of revenue is not considered to be reliably measurable until all contingencies relating to the sale have been resolved. The Group bases its estimates on historical results, taking into consideration the type of customer, the type of transaction and the specifics of each arrangement.

(e) Income Tax

The income tax expense or revenue for the period is the tax payable on the current period's taxable income based on the national income tax rate for each jurisdiction adjusted by changes in deferred tax assets and liabilities attributable to temporary differences and to unused tax losses.

Deferred income tax is provided in full, using the liability method, on temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the Consolidated Financial Statements. However, the deferred income tax is not accounted for if it arises from initial recognition of an asset or liability in a transaction other than a business combination that at the time of the transaction affects neither accounting nor taxable profit or loss. Deferred income tax is determined using tax rates (and laws) that have been enacted or substantially enacted by the year ending 30 June and are expected to apply when the related deferred income tax asset is realised or the deferred income tax liability is settled.

Deferred tax assets are recognised for deductible temporary differences and unused tax losses only if it is probable that future taxable amounts will be available to utilise those temporary differences and losses. Deferred tax liabilities and assets are not recognised for temporary differences between the carrying amount and tax bases of investments in controlled entities where the parent entity is able to control the timing of the reversal of the temporary differences and it is probable that the differences will not reverse in the foreseeable future.

Deferred tax assets and liabilities are offset when there is a legally enforceable right to offset current tax assets and liabilities and when the deferred tax balances relate to the same taxation authority. Current tax assets and tax liabilities are offset where the entity has a legally enforceable right to offset and intends either to settle on a net basis, or to realise the asset and settle the liability simultaneously. Current and deferred tax balances attributable to amounts recognised directly in equity are also recognised directly in equity.

(f) Impairment of Assets

For the purposes of assessing impairment, assets are grouped at the lowest levels for which there are separately identifiable cash inflows which are largely independent of the cash inflows from other assets or company of assets (cash generating units). Non financial assets other than goodwill that suffered impairment are reviewed for possible reversal of the impairment at each reporting date.

(g) Acquisition of Assets

Assets including exploration interests acquired are initially recorded at their cost of acquisition on the date of acquisition, being the fair value of the consideration provided plus incidental costs directly attributable to the acquisition.

When equity instruments are issued as consideration, their market price at the end of acquisition is used as fair value, except where the notional price at which they could be placed in the market is a better indication of fair value.

(h) Cash and Cash Equivalents

For cash flow statement presentation purposes, cash and cash equivalents includes cash on hand, deposits held at call with financial institutions, other short term, highly liquid investments with original maturities of three months or less that are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value, and bank overdrafts. Bank overdrafts are shown within borrowings in current liabilities on the Consolidated Statement of Financial Position.

(i) Exploration and Evaluation Expenditure

Exploration, evaluation and development expenditure incurred is accumulated in respect of each identifiable area of interest. These costs are only carried forward to the extent that they are expected to be recouped through the successful development of the area or where activities in the area have not yet reached a stage that permits reasonable assessment of the existence of economically recoverable reserves.

Accumulated costs in relation to an abandoned area are written off in full against profit in the year in which the decision to abandon the area is made.

When production commences, the accumulated costs for the relevant area of interest are amortised over the life of the area according to the rate of depletion of the economically recoverable reserves.

A regular review is undertaken of each area of interest to determine the appropriateness of continuing to carry forward costs in relation to that area of interest.

(j) Trade and Other Payables

These amounts represent liabilities for goods and services provided to the Group prior to the end of Financial Year which are unpaid. The amounts are unsecured and are usually paid within 30 days of recognition.

(k) Contributed Equity

Ordinary shares are classified as equity. Incremental costs directly attributable to the issue of new shares or options are shown in equity as a deduction, net of tax, from the proceeds. Incremental costs directly attributable to the issue of new shares or options for the acquisition of a business are not included in the cost of the acquisition as part of the purchase consideration.

(l) Investments and Other Financial Assets

Financial assets in the scope of AASB 139 Financial Instruments: Recognition and Measurement are classified as either financial assets at fair value through profit or loss, loan and receivables, or available for sale investments, as appropriate. When financial assets are recognised initially they are measured at fair value, plus, in the case of investments not at fair value through profit or loss, directly attributable transaction costs. The Group determines the classification of its financial assets after initial recognition and, when allowed and appropriate, re-evaluates this designation at each financial year end.

Financial Assets at Fair Value Through Profit or Loss
This category has two sub-categories: financial assets held for trading, and those designated at fair value through profit or loss on initial recognition. A financial asset is classified in this category if acquired principally for the purpose of selling in the short term or if so designated by management. The policy of management is to designate a financial asset at fair value through profit or loss if there exists the possibility it will be sold in the short term and the asset is subject to frequent changes in value. Derivatives are also categorised as held for trading unless they are designated as hedges. Assets in this category are classified as current assets if they are either held for trading or are expected to be realised within twelve months of the year ending 30 June.

Loans and Receivables

Loans and receivables are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market. They arise when the Group provides money, goods or services directly to a debtor with no intention of selling the receivable. They are included in current assets, except for those with maturities greater than twelve months after the year ending 30 June which are classified as non current assets. Loans and receivables are included in receivables in the year ending 30 June.

Available for Sale Financial Assets

Available for sale financial assets, comprising principally marketable equity securities, are non-derivatives that are either designated in this category or not classified in any of the other categories. They are included in non current assets unless management intends to dispose of the investment within twelve months of the year ending 30 June.

Purchases and sales of investments are recognised on trade date being the date on which the Group commits to purchase or sell the asset. Investments are initially recognised at fair value plus transaction costs for all financial assets not carried at fair value through profit or loss. Financial assets are derecognised when the rights to receive cash flows from the financial assets have expired or have been transferred and the Group has transferred substantially all the risks and rewards of ownership.

Available for sale financial assets and financial assets designated through profit or loss are subsequently carried at fair value. Loans and receivables and held to maturity investments are carried at amortised cost using the effective interest rate method. Realised and unrealised gains and losses arising from changes in the fair value of the "financial assets at fair value through profit or loss" category are included in the income statement in the period in which they arise. Unrealised gains and losses arising from changes in the fair value of non monetary securities classified as available for sale are recognised in equity in the net unrealised gains reserve. When securities classified as available for sale are sold or impaired, the accumulated fair value adjustments previously reported in equity are included in the income statement as gains and losses on disposal of investment securities.

The Group assesses at each balance date whether there is objective evidence that a financial asset or group of financial assets is impaired. In the case of equity securities classified as available for sale, a significant or prolonged decline in the fair value of a security below its cost is considered in determining whether the security is impaired. If any such evidence exists for available for sale financial assets, the cumulative loss, measured as the difference between the acquisition cost and the current fair value, less any impairment loss on that financial asset previously recognised in profit and loss is transferred from equity to the income statement. Impairment losses recognised in the income statement on equity instruments classified as held for sale are not reversed through the income statement.

(m) Plant and Equipment

Plant and equipment is stated at historical cost less accumulated depreciation and any accumulated impairment losses. Historical cost includes expenditure that is directly attributable to the acquisition of the items.

Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Group and the cost of the item can be measured reliably. All other repairs and maintenance are charged to the income statement during the financial period in which they are incurred.

Plant and equipment are depreciated on a reducing balance or straight line basis at rates based upon their effective lives up to five years.

The assets' residual values and useful lives are reviewed, and adjusted if appropriate, at each year ending 30 June.

(n) Goods and Services Tax (GST)

Revenues, expenses and assets are recognised net of the amount of associated GST, unless the GST incurred is not recoverable from the taxation authority. In this case it is recognised as part of the cost of acquisition of the asset or as part of the expense.

Receivables and payables are stated inclusive of the amount of GST receivable or payable. The net amount of GST recoverable from, or payable to, the taxation authority is included with other receivables or payables in the year ending 30 June.

Cash flows are presented on a gross basis. The GST components of cash flows arising from investing or financing activities which are recoverable from, or payable to the taxation authority, are presented as operating cash flow.

(o) Employee Benefit Provisions

Wages and Salaries, Annual Leave and Sick Leave
Liabilities for wages and salaries, including non monetary benefits, annual leave and accumulating sick leave expected to be settled within 12 months of the year ending 30 June are recognised in respect of employees' services rendered up to the year ending 30 June and measured at amounts expected to be paid when the liabilities are settled. Liabilities for non accumulating sick leave are recognised when leave is taken and measured at the actual rates paid or payable. Liabilities for wages and salaries, and annual leave are included as part of Other Payables.

Long Service Leave
Liabilities for long service leave are recognised as part of the provision for employee benefits and measured as the present value of expected future payments to be made in respect of services provided by employees to the year ending 30 June using the projected unit credit method. Consideration is given to expected future salaries and wages levels, experience of employee departures and periods of service. Expected future payments are discounted using national government bond rates at the year ending 30 June with terms to maturity and currency that match, as closely as possible, the estimated future cash outflows.

Share Based Payments
The Group provides benefits to employees (including Directors) in the form of share based payment transactions, whereby employees render services in exchange for shares or options over shares ("equity settled transactions").

The fair value of options granted is recognised as an employee benefit expense with a corresponding increase in equity (share option reserve). The fair value is measured at grant date and recognised over the period during which the employees become unconditionally entitled to the options. Fair value is determined by an independent valuator using a Black and Scholes option pricing model. In determining fair value, no account is taken of any performance conditions other than those related to the share price of Manhattan ("Market Conditions").

(p) Earnings Per Share

Basic Earnings Per Share

Basic earnings per share is calculated by dividing profit/(loss) attributable to equity holders of the Group, excluding any costs of servicing equity other than ordinary shares, by the weighted average number of ordinary shares outstanding during the Financial Year, adjusted for bonus elements in ordinary shares issued during the year.

Diluted Earnings Per Share

Diluted earnings per share adjust the figures used in the determination of basic earnings per share to take into account the after income tax effect of interest and other financing costs associated with dilutive potential ordinary shares and the weighted average number of additional ordinary shares that would have been outstanding assuming the conversions of all dilutive potential ordinary shares.

(q) New Accounting Standards and UIG Interpretations

Certain new accounting standards and interpretations have been published that are not mandatory for the 30 June 2013 reporting period.

The Group has assessed the impact of these new standards and interpretations not to be material to the Group's Financial Statements.

2. CRITICAL ACCOUNTING ESTIMATES AND JUDGEMENTS

Estimates and judgements are continually evaluated and are based on historical experience and other factors, including expectations of future events that may have a financial impact on the entity and that are believed to be reasonable under the circumstances.

Key Estimates: Impairment of Exploration and Exploration Expenditure

The Group assesses impairment at each reporting date by evaluating conditions specific to the Group that may lead to impairment of assets. Where an impairment trigger exists, the recoverable amount of the asset is determined by Value in use calculations performed in assessing recoverable amounts and incorporate a number of key estimates. The Group has made an impairment charge for the year which has been recognised in the Income Statement.

Share Based Payment Transactions

The Group measures the cost of equity settled share based payments at fair value at the grant date using the Black and Scholes model taking into account the exercise price, the term of the option, the impact of dilution, the share price at the grant date, the expected volatility of the underlying share, the expected dividend yield and risk free interest rate for the term of the option.

3. SEGMENT INFORMATION

The Group operates in one industry, mineral resource exploration and assessment of mineral projects and in one main geographical segment, being Australia.

4. FINANCIAL RISK MANAGEMENT

The Group's activities expose it to a variety of financial risks: market risk (including currency risk, interest rate risk and price risk), credit risk and liquidity risk. The Group's overall risk management program focuses on the unpredictability of the financial markets and seeks to minimise potential adverse effects on the financial performance of the Group. The Group does not use derivative financial instruments, however the Group uses different methods to measure different types of risk to which it is exposed. These methods include sensitivity analysis in the case of interest rate and other price risks, aging analysis for credit risk and at present are not exposed to price risk.

Risk management is carried out by the Board of Directors with assistance from suitably qualified external and internal advisors. The Board provides written principles for overall risk management and further policies will evolve commensurate with the evolution and growth of the Group.

(a) Market Risk

(i) Foreign Exchange Risk

The Group does not currently operate internationally and therefore its exposure to foreign exchange risk arising from currency exposures is limited.

(ii) Price Risk

The Group holds a number of available for sale equity investments. These material investments are managed on an individual basis and all buy and sell decisions are approved by the Board of Directors. The Group is not exposed to commodity price risk as the Group is still carrying out exploration.

(iii) Cash Flow and Fair Value Interest Rate Risk

The Group's only interest rate risk arises from cash and cash equivalents and borrowings. Term deposits and current accounts held with variable interest rates expose the Group to cash flow interest rate risk. The Group does not consider this to be material to the Group and have therefore not undertaken any further analysis of risk exposure.

(b) Credit Risk

Credit risk is managed by the Board for the Group. Credit risk arises from cash and cash equivalents as well as credit exposure including outstanding receivables and committed transactions. All cash balances held at banks are held at internationally recognised institutions, with minimum independently rated rates of 'A'. The majority of receivables are immaterial to the Group. Given this the credit quality of financial assets that are neither past due or impaired can be assessed by reference to historical information about default rates.

The maximum exposure to credit risk is the carrying amount of the financial assets of cash and trade and other receivables to the value of $828,321 (2012: $918,466).

The following financial assets of the Group are neither past due or impaired:

FINANCIAL ASSETS	2013	2012
	$	$
Cash and Cash Equivalents	**647,906**	677,534
Trade and Other Receivables	**180,415**	240,932
Total	**828,321**	918,466

(c) Liquidity Risk

Prudent liquidity risk management implies maintaining sufficient cash and marketable securities, the availability of funding through an adequate amount of committed credit facilities and the ability to close out market positions. The Group manages liquidity risk by continuously monitoring forecast and actual cash flows and matching the maturity profits of financial assets and liabilities. As at reporting date the Group had sufficient cash reserves to meet its requirements. The Group therefore had no credit standby facilities or arrangements for further funding in place.

The financial liabilities of the Group at reporting date were trade payables incurred in the normal course of the business of $64,200 (2012: $64,631). These were non interest bearing and were due within the normal 30 to 60 days terms of creditor payments. The Group had no borrowings during the year and have therefore not undertaken any further analysis of risk exposure.

(d) Fair Value Estimation

The fair value of financial assets and liabilities must be estimated for recognition and measurement or for disclosure purposes.

The fair value of financial instruments traded in active markets is based on current quoted market prices at reporting date. The quoted market price used for financial assets held by the Group is the current market price.

The carrying value less any required impairment provision of trade receivables and payables are assumed to approximate their fair values due to their short term nature.

5. REVENUES

REVENUES	2013	2012
Other Revenue From Continuing Operations	$	$
Interest	**19,736**	31,053
Revenue from Sale of Investments	**466,033**	823,999
Total	**485,769**	855,052

6. EXPENSES

(a) Expenses, Excluding Finance Costs, Included in the Income Statement

EXPENSES	2013	2012
	$	$
Cost of Investments	**506,500**	1,351,000
Legal Fees	**17,007**	2,838
Depreciation	**12,322**	16,287
ASX and Share Registry Fees	**36,071**	40,061
Consultant Fees	**28,920**	35,200
Rent	**346,010**	341,115
Employee Benefits	**302,875**	346,236
Exploration Impairment	**91,592**	31,289
R&D consultants fees	**81,683**	209,151
Share Based Payments	**0**	55,530
General and Administration Costs	**152,936**	302,098
Total Expenses, Excluding Finance Costs	**1,575,916**	2,730,805

(b) Finance Costs

FINANCE COSTS	2013	2012
	$	$
Total Finance Costs - bank fees and charges	**2,219**	2,250

7. EARNINGS (LOSS) PER SHARE

Basic earnings (loss) per share ("**EPS**") amounts are calculated by dividing net loss for the year attributable to ordinary equity holders of the parent by the weighted average number of ordinary shares outstanding during the period.

Diluted earnings (loss) per share amounts are calculated by dividing the net loss attributable to ordinary shareholders by the weighted average number of ordinary shares outstanding during the period (adjusted for the effects of dilutive options).

The following reflects the income and share data used in the total operations basic and diluted earnings (loss) per share computations:

EARNINGS (LOSS) PER SHARE	2013	2012
	$	$
Basic Loss Per Share	**(0.007)**	(0.013)
Loss Used in Calculating EPS	**(704,081)**	(1,215,970)
Weighted Average Number of Ordinary Shares	**Number**	Number
Outstanding During the Year Used in Calculating Basic EPS	**94,563,796**	92,206,081

Diluted EPS is not disclosed as potential ordinary shares are not dilutive as their potential conversion to fully paid shares would not increase the loss per share.

(a) Capital Allotment Subsequent To Year End

The Company has not undertaken any capital raising(s) post 30 June 2013.

8. INCOME TAX EXPENSE

(a) Income Tax Expense

INCOME TAX EXPENSE	2013	2012
	$	$
Current Tax	**(135,000)**	(190,340)
Deferred Tax	-	-
Under (Over) Provided in Prior Years	**(253,285)**	(471,693)
Total Income Tax Expense	**(388,285)**	(662,033)

(b) Deferred Income Tax Expense Comprises

DEFERRED INCOME TAX EXPENSE	2013	2012
	$	$
(Decrease)/Increase in Deferred Tax Asset	-	-
(Decrease)/Increase in Deferred Tax Liability	-	-
Total Deferred Income Tax Expense	-	-

No deferred tax has been recognised in either the Income Statement or directly in equity.

(c) Reconciliation of Income Tax Expense to Prima Facie Tax Payable

RECONCILIATION OF INCOME TAX	2013	2012
	$	$
Loss From Continuing Operations Before Income Tax	**(1,092,366)**	(1,878,004)
Tax at the Australian rate of 30%	**(327,710)**	(563,401)
Tax Effect of Permanent Differences:		
Exploration Expenses	**(270,857)**	(316,812)
Share Based Payments Expense	**-**	16,659
Unrealised losses	**12,140**	158,100
Realised Capital Gains	**-**	76,133
R&D Expenses Claimed as an Offset	**90,000**	152,272
Other Deductions	**(5,513)**	(32,398)
Benefits of Tax Losses Not Brought to Account	**502,673**	514,089
Temporary Differences	**(733)**	(4,642)
R&D Tax Offset	**(135,000)**	(190,340)
Total Tax Payable	**(135,000)**	(190,340)

(d) Tax Losses and Other Timing Differences for Which No Deferred Tax Asset has been Recognised

TAX LOSSES RECOGNISED	2013	2012
	$	$
Unused Tax Losses with no Deferred Tax Asset Recognised	**3,912,925**	3,139,257
Accrued Superannuation/Provision for Annual Leave	**5,037**	5,770
Total Tax Losses	**3,917,962**	3,145,027

The Group has tax losses arising in Australia of $13,043,083 ($3,912,925 at 30% tax rate) (2012: $3,139,257) of which no deferred tax asset has been recognised that are available indefinitely for offset against future taxable profits of the Group.

9. DIVIDENDS PAID OR PROPOSED

There were no dividends paid or proposed during the year.

10. CASH AND CASH EQUIVALENTS

CASH AND CASH EQUIVALENTS	2013	2012
	$	$
Cash at Bank and In Hand	**16,820**	13,370
Deposits at Call	**631,086**	664,164
Total Cash and Cash Equivalents	**647,906**	677,534

Cash at bank and in hand earns interest at floating interest rates based on the daily bank rates.

(a) Interest Rate Exposure

The Group's exposure to interest rate risk is discussed in Note 4.

(b) Reconciliation to Cash at the End of the Year

The above figures represent the cash at the end of the Financial Year as shown in the Statement of Cash Flows.

11. TRADE AND OTHER RECEIVABLES (CURRENT)

TRADE AND OTHER RECEIVABLES	2013	2012
	$	$
GST Receivable	**44,639**	45,904
Tax Receivable	**135,000**	190,340
Other Debtors	**776**	4,688
Total Trade and Other Receivables	**180,415**	240,932

(a) Fair Values and Credit Risk

Due to the short term nature of these receivables the carrying values represent their respective fair values at 30 June 2013.

The maximum exposure to credit risk at the reporting date is the carrying amount of each class of receivables mentioned above. Refer to Note 4 for more information on the risk management policy of the Group and the credit quality of the entity's receivables.

(b) Other Receivables

These amounts generally arise from transactions outside the usual operating activities of the Group. Collateral is not normally obtained.

12. FINANCIAL ASSETS AT FAIR VALUE THROUGH PROFIT AND LOSS (CURRENT)

TRADING SECURITIES	2013	2012
	$	$
Investments Held for Trading	**16,500**	523,000

All investments held in ASX listed companies using market values at year end.

13. EXPLORATION AND EVALUATION EXPENDITURE (NON CURRENT)

Recoverability of the carrying amount of exploration assets is dependent upon successful exploration and development or sale of mineral deposits of the respective areas of interest. Carrying values were assessed in light of exploration and current market conditions, and an impairment provision has been raised based on this review.

EXPLORATION AND EVALUATION EXPENDITURE	2013	2012
	$	$
As at 1 July	**8,019,527**	6,932,198
Capitalised During the Year	**994,575**	1,118,618
Impairment of Exploration Expenditure	**(91,592)**	(31,289)
As at 30 June	**8,922,510**	8,019,527

14. PROPERTY, PLANT AND EQUIPMENT (NON CURRENT)

PROPERTY, PLANT AND EQUIPMENT	2013	2012
Computer Equipment and Software	$	$
Cost or Fair Value	**48,909**	48,909
Accumulated Depreciation	**(46,724)**	(34,402)
Net Book Amount	**2,185**	14,507
Opening Net Book Amount	**14,507**	30,794
Additions	**0**	0
Disposals	**0**	0
Depreciation Charge for the Year	**(12,322)**	(16,287)
Closing Net Book Amount	**2,185**	14,507

15. TRADE AND OTHER PAYABLES (CURRENT)

TRADE AND OTHER PAYABLES	2013	2012
	$	$
Trade Payables	**10,764**	41,883
Other Creditors	**53,436**	22,748
Total Trade and Other Payables	**64,200**	64,631

Trade payables and other creditors are non interest bearing and will be settled on 30 to 60 day terms.

16. PROVISIONS (CURRENT)

PROVISIONS	2013	2012
Current	**$**	$
Provisions for Annual Leave	**6,790**	4,234
Total Provisions	**6,790**	4,234

17. ISSUED CAPITAL

(a) Ordinary Shares

ISSUED CAPITAL	NOTE	2013	2012	2013	2012
Ordinary Shares		**Shares**	Shares	**$**	$
Issued and Fully paid	(a)	**100,476,273**	93,330,398	**16,343,633**	15,347,661
Total Contributed Equity		**100,476,273**	93,330,398	**16,343,633**	15,347,661

(b) Share Movements During the Year

SHARE MOVEMENTS	2013		2012	
	Number of Shares	**$**	Number of Shares	$
1 July	**93,330,398**	**15,347,661**	91,080,398	14,897,661
New Shares Issued During Year				
Placement of Securities at 14 cents	**7,145,875**	**1,000,423**		
Conversion of Vendor Options			2,250,000	450,000
Share Issue costs		**(4,451)**		
30 June	**100,476,273**	**16,343,633**	93,330,398	15,347,661

(c) Ordinary Shares

Ordinary shares entitle the holder to participate in dividends and the proceeds on winding up of the Group in proportion to the number of and amounts paid on the shares held. On a show of hands every holder of ordinary shares present at a meeting in person, or by proxy, is entitled to one vote, and upon a poll each share is entitled to one vote. There is no authorised or par value share as prescribed in the Group's constitution.

(d) Capital Risk Management

The Group's objectives when managing capital are to safeguard their ability to continue as a going concern, so that they can continue to provide returns to shareholders and benefits for other stakeholders and to maintain an optimal capital structure to reduce the cost of capital.

In order to maintain or adjust the capital structure, the Group may adjust the amount of dividends paid to shareholders, return capital to shareholders, issue new shares or sell assets to reduce debt.

PROVISIONS		2013	2012
		$	$
Total Borrowings		-	-
Less Cash and Cash Equivalents	10	**647,906**	677,534
Net Cash		**647,906**	677,534
Total Equity		**9,698,526**	9,406,635
Total Capital		**10,346,432**	10,084,169

18. RESERVES

PROVISIONS	2013	2012
	$	$
Balance at Beginning of the Year	**4,654,693**	4,599,163
Share Based Payments	**0**	55,530
Total Share Based Payments Reserve	**4,654,693**	4,654,693

Nature and Purpose of Reserves

The share based payment reserve is used to recognise the fair value of options issued to Directors, consultants and employees.

19. KEY MANAGEMENT PERSONNEL DISCLOSURES

(a) Directors

The following persons were Directors of Manhattan during the Financial Year:

Name	**Position**
Alan J Eggers	Executive Chairman
Marcello Cardaci	Non Executive Director
John A G Seton	Non Executive Director

(b) Key Management Personnel

The following persons were Key Management Personnel of Manhattan during the Financial Year:

Name	**Position**
Sam Middlemas	Company Secretary

(c) Key Management Personnel Compensation

PROVISIONS	2013	2012
	$	$
Short Term Employee Benefits	**448,918**	455,192
Post Employment Benefits	-	-
Share Based Payments	-	29,488
Total Compensation	**448,918**	484,680

(d) Remuneration of Directors and Key Management Personnel

(i) Remuneration of Directors and Key Management Personnel

Options provided as remuneration and shares issued on the exercise of such options, together with the terms and conditions of the options, can be found in Section D of the Remuneration Report.

(ii) Option Holdings

The number of options over ordinary shares in the Company held during the Financial Year by each Director of Manhattan and Key Management Personnel, including their personally related parties, are set out below:

OPTION HOLDINGS	BALANCE AT START OF YEAR	GRANTED AS COMPENSATION	EXERCISED	OTHER CHANGES	BALANCE AT END OF YEAR	VESTED AND EXERCISABLE	UNVESTED
			2013				
Directors							
Alan Eggers	4,500,000	-	-	-	4,500,000	4,500,000	0
Marcello Cardaci[1]	1,000,000	-	-	-	1,000,000	1,000,000	0
John Seton	1,000,000	-	-	-	1,000,000	1,000,000	0
Key Management Personnel							
Sam Middlemas	1,000,000	-	-	-	1,000,000	1,000,000	0
Total	**7,500,000**	**0**	**0**	**0**	**7,500,000**	**7,500,000**	**0**
			2012				
Directors							
Alan Eggers	4,500,000	-	-	-	4,500,000	4,500,000	0
Marcello Cardaci[1]	1,000,000	-	-	-	1,000,000	1,000,000	0
John Seton	1,000,000	-	-	-	1,000,000	1,000,000	0
Key Management Personnel							
Sam Middlemas	1,000,000	-	-	-	1,000,000	1,000,000	0
Total	**7,500,000**	**0**	**0**	**0**	**7,500,000**	**7,500,000**	**0**

[1] The options are held by Mr Marcello Cardaci as trustee for the MD Cardaci Family Trust.

(iii) ***Share Holdings***

The numbers of shares in the Company held during the Financial Year by each Director of Manhattan Limited and Key Management Personnel of the Company, including their personally related parties are set out below. There were no shares granted during the reporting period as compensation.

DIRECTORS AND OFFICERS SHARE HOLDINGS	BALANCE AT THE START OF THE YEAR	SHARE PURCHASES	SHARE SALES OR OTHER CHANGES	BALANCE AT THE END OF THE YEAR
2013				
Directors				
Alan Eggers	31,201,461	-	-	31,201,461
Marcello Cardaci	2,815,726	-	-	2,815,726
John Seton	3,407,260	-	-	3,407,260
Key Management Personnel				
Sam Middlemas	610,726	170,000	-	780,726
Total	**38,035,173**	**170,000**	**-**	**38,205,173**
2012				
Directors				
Alan Eggers	29,201,461	2,000,000	-	31,201,461
Marcello Cardaci	2,815,726	-	-	2,815,726
John Seton	3,407,260	-	-	3,407,260
Key Management Personnel				
Sam Middlemas	610,726	-	-	610,726
Total	**36,035,173**	**2,000,000**	**-**	**38,035,173**

(e) Loans to Key Management Personnel

There were no loans made or outstanding to Directors of Manhattan and Key Management Personnel of the Company, including their personally related parties.

(f) Other Transactions with Key Management Personnel

(i) ***Alan J Eggers***

Alan Eggers is a director of Wesmin Consulting Pty Ltd ("**Wesmin**"). Wesmin has provided his services as Executive Chairman, personnel, office premises and administration staff to a value of $909,991 (2012: $964,894) to Manhattan during the year on normal commercial terms.

(ii) ***Marcello Cardaci***

Marcello Cardaci is a partner in the firm of Gilbert + Tobin Lawyers. Gilbert + Tobin Lawyers has provided legal services of $20,592 (2012: $40,824) to Manhattan during the year on normal commercial terms.

(iii) ***Sam Middlemas***

Sam Middlemas is a director of Sparkling Investments Pty Ltd ("**Sparkling Investments**"). Sparkling Investments has provided company secretarial services of $28,920 (2012: $35,200) to Manhattan during the year on normal commercial terms.

20. NON CASH INVESTING AND FINANCING ACTIVITIES

There were no non cash investing or financing activities during the year ended 30 June 2013.

21. SUBSEQUENT EVENTS AFTER END OF FINANCIAL YEAR

Since the end of the Financial Year no matters have arisen that have significantly affected or may significantly affect the operations of the Group, results of those operations or the state of affairs in financial years subsequent to 30 June 2013.

22. AUDITOR'S REMUNERATION

AUDIT SERVICES	2013	2012
Rothsay Chartered Accountants	$	$
Audit and Review of Financial Statements	**13,500**	13,500
Tax Work under the *Corporations Act 2001*	**3,000**	6,000
Total Remuneration for Audit Services	**16,500**	19,500

23. RECONCILIATION OF CASH FLOWS FROM OPERATING ACTIVITIES

RECONCILIATION OF CASH FLOWS FROM OPERATING ACTIVITIES	2013	2012
	$	$
(Loss) after Income Tax for the Period	**(704,081)**	(1,215,970)
Adjustments for:		
Depreciation Expense	**12,322**	16,286
Exploration Provisions	**91,592**	31,289
(Profit)/Loss on Trading Securities	**40,467**	527,001
Share Based Payments Expense		55,530
Taxation movements	**(388,285)**	(662,033)
(Increase)/Decrease in Trade and Other Receivables	**(776)**	182
(Increase)/Decrease in Prepayments	**4,671**	(784)
(Increase)/Decrease in Provisions	**2,555**	-
(Increase)/Decrease in Trade and Other Payables	**(4)**	(134,117)
Cash Flow from/(Used In) Operations	**(941,539)**	(1,382,616)

24. SHARE BASED PAYMENTS

(a) Options

The following share based payment arrangements to Directors and employees existed at 30 June 2013.

All options granted to Director's and employees are for ordinary shares in Manhattan Corporation Limited, which confer a right of one ordinary share for every option held.

GRANT DATE	EXPIRY DATE	EXERCISE PRICE	BALANCE AT START OF YEAR	FORFIETED DURING THE YEAR	BALANCE AT END OF YEAR	VESTED & EXERCISABLE AT END OF YEAR
2013						
21 July 2009	21 July 2014	$0.60	5,050,000	-	5,050,000	5,050,000
21 July 2009	21 July 2014	$1.00	4,050,000	-	4,050,000	4,050,000
12 March 2010	12 March 2015	$1.80	100,000	-	100,000	100,000
12 March 2010	12 March 2015	$2.20	100,000	-	100,000	100,000
Total Options			**9,300,000**	**-**	**9,300,000**	**9,300,000**
2012						
21 July 2009	21 July 2014	$0.60	5,550,000	(500,000)	5,050,000	5,050,000
21 July 2009	21 July 2014	$1.00	4,550,000	(500,000)	4,050,000	4,050,000
12 March 2010	12 March 2015	$1.80	100,000	-	100,000	100,000
12 March 2010	12 March 2015	$2.20	100,000	-	100,000	100,000
Total Options			**10,300,000**	**(1,000,000)**	**9,300,000**	**9,300,000**

The weighted average remaining contractual life of share options outstanding at the end of the period was 1.07 years.

(b) Expenses Arising From Share Based Payment Transactions

EXPENSE FROM SHARE BASED PAYMENT TRANSACTIONS	NOTE	2013	2012
		$	$
Options Issued During the Year	18	**0**	55,530
Total Expense		**0**	55,530

25. PARENT ENTITY INFORMATION

PARENT ENTITY INFORMATION	2013	2012
	$	$
Current Assets	**685,848**	440,622
Total Assets	**17,007,387**	15,871,500
Current Liabilities	**507,826**	1,277,065
Total Liabilities	**6,723,490**	6,977,800
Net Assets	**10,283,897**	8,893,700
Issued Capital	**16,343,633**	15,347,661
Share Based Payments Reserve	**4,654,693**	4,654,693
Accumulated Losses	**(10,714,429)**	(11,108,654)
Total Equity	**10,283,897**	8,893,700
Loss of the Parent Entity	**394,225**	1,128,729
Total Comprehensive Loss of the Parent Entity	**394,225**	1,128,729

In 2009 Manhattan acquired a 100% interest in Manhattan Resources Pty Ltd and this subsidiary has been consolidated since the acquisition on 21 July 2009.

26. COMMITMENTS

(a) Exploration Expenditure

Committed expenditures in accordance with tenement lease grant conditions:

EXPLORATION EXPENDITURE COMMITMENT	2013	2012
	$	$
Annual Tenement Rental Obligations	**176,540**	100,194
Annual Exploration Expenditure Commitments	**1,094,000**	924,000
Total Exploration Expenditure Commitment	**1,270,540**	1,024,194

(b) Capital or Leasing Commitments

There are no capital or leasing commitments as at 30 June 2013.

27. CONTINGENT LIABILITIES AND CONTINGENT ASSETS

The Directors are of the opinion that there are no contingent liabilities or contingent assets as at 30 June 2013.

28. INTERESTS IN JOINT VENTURES

Manhattan has the following Joint Venture Interests:

(a) Exploration Joint Venture Agreements

During the year, Manhattan maintained its 100% interest in the Ponton Project and diluted in accordance with the Farm In and Joint Venture Agreement terms with Northern Minerals Limited (see below) to a 60% interest in the Gardner Range Project.

(b) Gardner Range Farm In and Joint Venture Agreement

The Gardner Range tenements are currently subject to the Gardner Range Farm In and Joint Venture Agreement dated 15 October 2009 ("**Gardner Range JV**").

The joint venture is not a separate legal entity. It is a contractual arrangement between the participants under the signed JV agreement.

The Gardner Range Project in Western Australia comprises four exploration licences E80/1735, E80/3275, E80/3817 and E80/4081. During 2011 Northern Uranium Limited ("**Northern**") earned a 60% interest in Manhattan's Gardner Range project by expenditure of $1.05 million. Northern is now operator of the project and in a strategic alliance with French nuclear group, Areva NC, via Areva's wholly owned Australian subsidiary Afmeco Mining and Exploration Pty Ltd ("**Afmeco**").

On Northern acquiring its 60% Farm In interest Northern and Manhattan have entered into a joint venture with Manhattan holding a 40% interest. Manhattan has elected not to contribute to exploration expenditure and have its interest free carried to the completion of a Pre Feasibility Study to develop a mine and retain a 20% interest. On completion of the Pre Feasibility Study Manhattan has the option to contribute to expenditure in accordance with its then interest or be free carried to the completion of a Definitive Feasibility Study to develop a mine and retain a 10% interest.

The Joint Venture does not hold any assets and accordingly the Company's share of exploration, evaluation and development expenditure is accounted for in accordance with the policy set out in Note 1. There are no capital commitments or contingent liabilities associated with the Gardner Range Farm In and Joint Venture Agreement.

DIRECTORS' STATEMENT

DIRECTORS' DECLARATION

In the opinion of the Directors of Manhattan Corporation Limited ("**Manhattan**"):

(a) The Financial Statements comprising the Consolidated Statements of Comprehensive Income, Financial Position, Cash Flows, Statement of Changes in Equity and the Notes to Accompany the Financial Statements as set out on pages 31 to 55 are in accordance with the *Corporations Act 2001*, and:

(i) comply with Accounting Standards, the Corporations Regulations 2001 and other mandatory professional reporting requirements; and

(ii) give a true and fair view of the financial position of Manhattan as at 30 June 2013 and of its performance for the Financial Year ended on that date;

(b) In the Directors' opinion, there are reasonable grounds to believe that Manhattan will be able to pay its debts as and when they become due and payable;

(c) The remuneration disclosures included in the Directors' report (as part of the Audited Remuneration report), for the year ended 30 June 2013, comply with section 300A of the *Corporations Act 2001*; and

(d) The Directors have been given the declarations required by section 295A of the *Corporations Act 2001* from the Chief Executive and Chief Financial Officers for the Financial Year ended 30 June 2013.

This declaration is made in accordance with a resolution of the Board of Directors and is signed on behalf of the Directors by:

ALAN J EGGERS
Executive Chairman
19 September 2013

CORPORATE GOVERNANCE STATEMENT

This Statement summarises the main corporate governance practices in place during the Financial Year, which comply with the ASX Corporate Governance Council recommendations unless otherwise stated.

Further information about the Company's corporate governance practices is set out on the Company's web site at www.manhattancorp.com.au. In accordance with the recommendations of the ASX, information published on the web site includes charters (for the Board and subcommittees), codes of conduct and other policies and procedures relating to the Board and its responsibilities.

1. BOARD OF DIRECTORS

1.1 Role of Board and Management — ASX Principle 1

The Board of Manhattan Corporation Limited ("**Manhattan**") is responsible for its corporate governance, that is, the system by which the Company is managed. In governing the Company, the Directors must act in the best interests of the Company as a whole. It is the role of senior management to manage the Company in accordance with the direction and delegations of the Board and the responsibility of the Board to oversee the activities of management in carrying out these delegated duties.

In carrying out its governance role, the main task of the Board is to drive the performance of the Company. The Board must also ensure that the Company complies with all of its contractual, statutory and any other legal obligations, including the requirements of any regulatory body. The Board has the final responsibility for the successful operations of the Company. In addition, the Board is responsible for identifying areas of significant business risk and ensuring arrangements are in place to adequately manage those risks.

To assist the Board to carry out its functions, it has developed a Code of Conduct to guide the Directors and key executives in the performance of their roles. The Code of Conduct is detailed in Section 3.1 of this report.

The Board represents shareholders' interests in developing and then continuing a successful mineral resources business, which seeks to optimise medium to long term financial gains for shareholders. By not focusing on short term gains for shareholders, the Board believes that this will ultimately result in the interests of all stakeholders being appropriately addressed when making business decisions.

The Board is responsible for ensuring that the Company is managed in such a way to best achieve this desired result. Given the size of the Company's exploration and development activities, the Board currently undertakes an active, not passive role.

The Board is responsible for evaluating and setting the strategic directions for the Company, establishing goals for management and monitoring the achievement of these goals. The Executive Chairman is responsible to the Board for the day to day management of the Company.

The Board has sole responsibility for the following:

- Appointing and removing the Executive Chairman and any other Executive Director and approving their remuneration;
- Appointing and removing the Company Secretary/Chief Financial Officer and approving their remuneration;
- Determining the strategic direction of the Company and measuring the performance of management against approved strategies;
- Reviewing the adequacy of resources for management to properly carry out approved strategies and business plans;
- Adopting operating and exploration expenditure budgets at the commencement of each Financial Year and monitoring the progress by both financial and non financial key performance indicators;
- Monitoring the Company 's medium term capital and cash flow requirements;
- Approving and monitoring financial and other reporting to regulatory bodies, shareholders and other organisations;
- Determining that satisfactory arrangements are in place for auditing the Company's financial affairs;

- Reviewing and ratifying systems of risk management and internal compliance and control, codes of conduct and compliance with legislative requirements; and
- Ensuring that policies and compliance systems consistent with the Company's objectives and best practice are in place and that the Company and its officers act legally, ethically and responsibly on all matters.

The Board's role and the Company's corporate governance practices are being continually reviewed and improved as the Company's business develops.

The Board convenes regular meetings with such frequency as is sufficient to appropriately discharge its responsibilities.

The Board may from time to time, delegate some of its responsibilities listed above to its senior management team.

The Executive Chairman is responsible for running the affairs of the Company under delegated authority from the Board and implementing the policies and strategy set by the Board. In carrying out his responsibilities the Executive Chairman must report to the Board in a timely manner and ensure all reports to the Board present a true and fair view of the Company's operational results and financial position.

The role of management is to support the Executive Chairman and implement the running of the general operations and financial business of the Company, in accordance with the delegated authority of the Board.

1.2 Composition of the Board — ASX Principle 2

To add value to the Company, the Board has been formed so that it has effective composition, size and commitment to adequately discharge its responsibilities and duties. The names of the Directors and their qualifications and experience are disclosed in the Directors' Report. Directors are appointed based on the specific governance skills required by the Company and on the independence of their decision making and judgement.

The Company's Board during the year comprised one Executive and two Non Executive Directors. The executive Director was Mr Eggers, Executive Chairman. The Company recognises the importance of Non Executive Directors and the external perspective and advice that Non Executive Directors can offer.

None of the Board meets the independence criteria under the ASX Corporate Governance Council Recommendation 2.1 as all Directors are either executives, shareholders or have been material professional advisors or consultants to the Company within the last three years. The Board recognises the Corporate Governance Council's recommendation that a majority of a board should consist of independent directors. The Board views the shareholdings of Directors as important, although this is outside the ASX Recommendations criteria for independence, as it believes it more correctly aligns the Board with shareholder interests. In considering the independence of Directors, the Board considers issues of materiality and relies on thresholds for qualitative and quantitative materiality as contained in the Board Charter which is disclosed on the Company's web site.

The Board believes the current structure is appropriate given the Company's current size and activities. The existing Directors provide the necessary diversity of qualifications, skills and experience and bring quality and independent judgement to all relevant issues.

Mr Eggers currently holds the position of Executive Chairman which does not comply with ASX Corporate Governance Recommendations 2.2 and 2.3. While the Board recognises the importance of a division of responsibility and independence at the head of the Company, the existing structure is considered appropriate and provides a unified leadership structure. Mr Eggers is the controlling shareholder of the Company, and has been a major force in the current growth and direction of the Company. His in depth knowledge of the uranium industry, his past position in growing a small exploration company into an ASX Top 200 company and his experience in growth strategies as presented to the Board has led to the conclusion that at this stage of the Company's development he is able to bring quality and independent judgement to all relevant issues, and the Company benefits from his long standing experience of its operations and business relationships.

If the Company's activities increase in size, nature and scope the size of the Board will be reviewed and the optimum number of Directors required for the Board to properly perform its responsibilities and functions will be re assessed.

The Board acknowledges that a greater proportion of independent Directors is desirable over the longer term and will be seeking to demonstrate that it is monitoring the Board's composition as required.

The membership of the Board, its activities and composition is subject to periodic review. The criteria for determining the identification and appointment of a suitable candidate for the Board shall include the quality of the individual's background, experience and achievement, compatibility with other Board members, credibility within the Company's scope of activities, intellectual ability to contribute to Board duties and physical ability to undertake Board duties and responsibilities.

Directors are initially appointed by the full Board subject to election by shareholders at the next Meeting of shareholders. Under the Company's Constitution the tenure of Directors (other than a managing director) is subject to reappointment by shareholders not later than the third anniversary following their last appointment. Subject to the requirements of the *Corporations Act 2001*, the Board does not subscribe to the principle of retirement age and there is no maximum period of service as a Director. A managing director may be appointed for any period and on any terms the Directors think fit and, subject to the terms of any agreement entered into, the Board may revoke any appointment.

There are procedures in place, agreed to by the Board, to enable Directors in furtherance of their duties to seek professional advice at the expense of the Company.

The terms in office held by each Director at the date of this Corporate Governance Statement are as follows:

Name	**Position**	**Appointed**
Alan J Eggers	Executive Chairman	2009
Marcello Cardaci	Non Executive Director	2007
John A G Seton	Non Executive Director	2009

1.3 Responsibilities of the Board — ASX Principle 1

In general, the Board is responsible for, and has the authority to determine, all matters relating to the policies, practices, management and operations of the Company. It is required to do all things that may be necessary to be done in order to carry out the objectives of the Company.

Without intending to limit this general role of the Board, the principal functions and responsibilities of the Board include the following:

1.3.1 Leadership of the Company

Overseeing the Company and establishing codes that reflect the values of the Company and guide the conduct of the Board, management and employees.

1.3.2 Strategy Formulation

Working with senior management to set and review the overall strategy and goals for the Company and ensuring that there are policies in place to govern the operation of the Company.

1.3.3 Overseeing Planning Activities

Overseeing the development of the Company's strategic plans (including exploration programmes and initiatives) and approving such plans as well as the annual budget.

1.3.4 Shareholder Liaison

Ensuring effective communications with shareholders through an appropriate communications policy and promoting participation at general meetings of the Company.

1.3.5 Monitoring Compliance and Risk Management

Overseeing the Company's risk management, compliance, control and accountability systems and monitoring and directing the operational and financial performance of the Company.

1.3.6 Company Finances

Approving expenses in excess of those approved in the annual budget and approving and monitoring acquisitions, divestitures and financial and other reporting.

1.3.7 Human Resources

Appointing, and, where appropriate, removing a managing director as well as reviewing the performance of the managing director and monitoring the performance of senior management in their implementation of the Company's strategy.

1.3.8 Ensuring Health, Safety and Well Being of Employees

In conjunction with the senior management team, developing, overseeing and reviewing the effectiveness of the Company's occupational health and safety systems to ensure the well being of all employees.

1.3.9 Delegating Authority

Delegating appropriate powers to the Executive Chairman to ensure the effective day to day management of the Company and establishing and determining the powers and functions of the Committees of the Board.

1.4 Board Policies

1.4.1 Conflicts of Interest

Directors must:

- Disclose to the Board actual or potential conflicts of interest that may or might reasonably be thought to exist between the interests of the Director and the interests of any other parties in carrying out the activities of the Company; and
- If requested by the Board, within seven days or such further period as may be permitted, take such necessary and reasonable steps to remove any conflict of interest.

If a Director cannot or is unwilling to remove a conflict of interest then the Director must, as per the *Corporations Act 2001*, absent himself from the room when discussion and/or voting occurs on matters about which the conflict relates.

1.4.2 Commitments

Each member of the Board is committed to spending sufficient time to enable them to carry out their duties as a Director of the Company.

1.4.3 Confidentiality

In accordance with legal requirements and agreed ethical standards, Directors and key executives of the Company have agreed to keep confidential, information received in the course of the exercise of their duties and will not disclose non public information except where disclosure is authorised or legally mandated.

1.4.4 Independent Professional Advice

The Board collectively and each Director has the right to seek independent professional advice at the Company's expense, up to specified limits, to assist them to carry out their responsibilities.

1.4.5 Related Party Transactions

Related party transactions include any financial transaction between a Director and the Company. Unless there is an exemption under the *Corporations Act 2001* from the requirement to obtain shareholder approval for the related party transaction, the Board cannot approve the transaction.

1.4.6 Attestations by the Executive Chairman and Company Secretary

In accordance with the Board's policy, the Executive Chairman and the Company Secretary/Chief Financial Officer made the attestations recommended by the ASX Corporate Governance Council, and s295A of the *Corporations Act 2001* as to the Company's financial condition prior to the Board signing this Annual Report.

2. TRADING IN THE COMPANY'S SHARES

The Company's Securities Trading Policy imposes basic trading restrictions on all employees and consultants of the Company with 'inside information', and additional trading restrictions on the Directors of the Company. The Company's Securities Trading Policy was adopted by the Board of the Company and last updated on 16 September 2011.

'Inside information' is information that:

- Is not generally available; and
- If it were generally available, it would, or would be likely to, influence investors in deciding whether to buy or sell the Company's securities.

If an employee possesses inside information, the person must not:

- Trade in the Company's securities;
- Advise others or procure others to trade in the Company's securities; or
- Pass on the inside information to others, including colleagues, family or friends knowing (or where the employee or Director should have reasonably known) that the other persons will use that information to trade in, or procure someone else to trade in, the Company's securities.

This prohibition applies regardless of how the employee or Director learns the information (eg. even if the employee or Director overhears it or is told in a social setting).

In addition to the above, Directors must notify the Company Secretary as soon as practicable, but not later than 2 business days, after they have bought or sold the Company's securities or exercised options. In accordance with the provisions of the *Corporations Act 2001* and the ASX Listing Rules, the Company on behalf of the Directors must advise the ASX of any transactions conducted by them in the securities of the Company.

Please refer to the Company's web site to review the Company's Share Trading Policy.

3. BOARD COMMITTEES

The Board considers that the Company is not currently of a size, nor are its affairs of such complexity to justify the formation of separate or special committees at this time. The Board as a whole is able to address the governance aspects of the full scope of the Company's activities and to ensure that it adheres to appropriate ethical standards.

The Board has however established a framework for the management of the Company including a system of internal controls, a business risk management process and the establishment of appropriate ethical standards.

The full Board currently holds meetings at such times as may be necessary to address any general or specific matters as required.

If the Company's activities increase in size, scope and nature, the appointment of separate or special committees will be reviewed by the Board and implemented if appropriate.

3.1 Audit Committee — ASX Principle 4

The full Board carries out the role of the audit committee. While this is a departure from ASX Corporate Governance Council Recommendations 4.1 and 4.2, it provides a more efficient mechanism based on the size of the Board and the complexity of the Company. The Board follows the Audit Committee charter and there were two meetings during the year set aside to deal with the issues and responsibilities usually delegated to the audit committee so as to ensure the integrity of the Financial Statements of the Company and the independence of the external auditor.

The Board in its entirety reviews the audited Annual Financial Statements and the audit reviewed Half Yearly Financial Statements and any reports which accompany published Financial Statements.

The Board in its entirety considers the appointment of the external auditor and reviews the appointment of the external auditor, their independence, the audit fee and any questions of resignation or dismissal.

The Board is also responsible for establishing policies on risk oversight and management.

The Board members consider themselves to be financially literate and have industry knowledge, and the Company Secretary is a qualified accountant and has the requisite financial expertise to assist the Audit Committee with financial matters.

Please refer to the Company's web site to review the Audit Committee charter.

3.2 Remuneration Committee — ASX Principle 8

The full Board carries out the role of the remuneration committee. While this is a departure from ASX Corporate Governance Council Recommendation 9.1, it provides a more efficient mechanism based on the size of the Board and the complexity of the Company. The Board follows the Remuneration Committee charter and there was one meeting during the year set aside to deal with remuneration issues.

The responsibilities of the Board in its entirety include setting policies for senior officers' remuneration, setting the terms and conditions of employment for the Executive Chairman, reviewing and setting Manhattan's issue of options to employees and consultants, reviewing superannuation arrangements, reviewing the remuneration of Non Executive Directors and undertaking an annual review of the Executive Chairman's performance, including, setting with the Executive Chairman's goals for the coming year and reviewing progress in achieving those goals.

The Company is committed to remunerating its executives in a manner that is market competitive and consistent with best practice as well as supporting the interests of shareholders.

There is no scheme to provide retirement benefits, other than statutory superannuation, to Non Executive Directors.

For a full discussion of the Company's remuneration philosophy and framework and the remuneration received by Directors in the current period please refer to the Remuneration Report, which is contained within the Directors' Report.

Please refer to the Company's web site to review the Remuneration Committee charter.

3.3 Nomination Committee — ASX Principle 2

The full Board carries out the role of the nomination committee. While this is a departure from ASX Corporate Governance Council Recommendation 2.4, it provides a more efficient mechanism based on the size of the Board and the complexity of the Company. The Board follows the Nomination Committee charter and sets aside time at Board meetings to deal with nomination issues.

The responsibilities of the Board in its entirety include devising criteria for Board membership, regularly reviewing the need for various skills and experience on the Board and identifying specific individuals for nomination as Directors for review by the Board. The Board also oversees management succession plans including the Executive Chairman, and evaluates the Board's performance and makes recommendations for the appointment and removal of Directors.

Directors are appointed based on the specific governance skills required by the Company. Given the size of the Company and the business that it operates, the Company aims at all times to have at least one Director with experience in the mining and exploration industry, appropriate to the Company's market. In addition, Directors should have the relevant blend of personal experience in:

- Accounting and financial management;
- Legal skills; and
- For the Executive Chairman the appropriate business experience.

Please refer to the Company's web site to review the Nomination Committee charter.

4. ETHICAL STANDARDS

The Board acknowledges the need for continued maintenance of the highest standard of corporate governance practice and ethical conduct by all Directors and employees of the Company.

4.1 Code of Conduct for Directors and Key Executives — ASX Principle 3

The Board has adopted a Code of Conduct for Directors and key executives to promote ethical and responsible decision making. The code is based on a code of conduct for Directors prepared by the Australian Institute of Company Directors.

In accordance with legal requirements and agreed ethical standards, Directors and key executives of the Company:

- Will act honestly, in good faith and in the best interests of the whole Company;
- Owe a fiduciary duty to the Company as a whole;
- Have a duty to use due care and diligence in fulfilling the functions of office and exercising the powers attached to that office;
- Will act with a level of skill expected from Directors and key executives of a publicly listed company;
- Will use the powers of office for a proper purpose and in the best interests of the Company as a whole;
- Will demonstrate commercial reasonableness in decision making;
- Will not make improper use of information acquired as Directors and key executives;
- Will not disclose non public information except where disclosure is authorised or legally mandated;
- Will not take improper advantage of the position of Director or use the position for personal gain or to compete with the Company;
- Will not take advantage of Company property or use such property for personal gain or to compete with the Company;
- Will protect and ensure the efficient use of the Company's assets for legitimate business purposes;
- Will not allow personal interests, or the interests of any associated person, to conflict with the interests of the Company;
- Have an obligation to be independent in judgment and actions and Directors will take all reasonable steps to be satisfied as to the soundness of all decisions of the Board;
- Will make reasonable enquiries to ensure that the Company is operating efficiently, effectively and legally towards achieving its goals;
- Will not engage in conduct likely to bring discredit upon the Company;
- Will encourage fair dealing by all employees with the Company's suppliers, competitors and other employees;
- Will encourage the reporting of unlawful/unethical behaviour and actively promote ethical behaviour and protection for those who report violations in good faith;
- Will give their specific expertise generously to the Company; and
- Have an obligation, at all times, to comply with the spirit, as well as the letter of the law and with the principles of this Code.

4.2 Code of Ethics and Conduct — ASX Principle 3

The Company has implemented a Code of Ethics and Conduct, which provides guidelines aimed at maintaining high ethical standards, corporate behavior and accountability within the Company.

All Directors and employees are expected to:

- Respect the law and act in accordance with it;
- Respect confidentiality and not misuse Company information, assets or facilities;
- Value and maintain professionalism;
- Avoid real or perceived conflicts of interest;
- Act in the best interests of shareholders;
- By their actions, contribute to the Company's reputation as a good corporate citizen, which seeks the respect of the community and environment in which it operates;
- Perform their duties in ways that minimise environmental impacts and maximise workplace safety;
- Exercise fairness, courtesy, respect, consideration and sensitivity in all dealings within their workplace and with customers, suppliers and the public generally; and
- Act with honesty, integrity, decency and responsibility at all times.

An employee that breaches the Code of Ethics and Conduct may face disciplinary action. If an employee suspects that a breach of the Code of Ethics and Conduct has occurred or will occur, he or she must advise that breach to management. No employee will be disadvantaged or prejudiced if he or she reports in good faith a suspected breach. All reports will be acted upon and kept confidential.

As part of its commitment to recognising the legitimate interests of stakeholders, the Company has established the Code of Ethics and Conduct to guide compliance with legal and other obligations to legitimate stakeholders. These stakeholders include employees, government authorities, creditors and the community as whole. This Code includes the following:

4.2.1 Responsibilities to Shareholders and the Financial Community Generally

The Company complies with the spirit as well as the letter of all laws and regulations that govern shareholders' rights. The Company has processes in place designed to ensure the truthful and factual presentation of the Company's financial position and prepares and maintains its accounts fairly and accurately in accordance with the generally accepted accounting and financial reporting standards.

4.2.2 Employee Practices

The Company endeavours to provide a safe workplace in which there is equal opportunity for all employees at all levels of the Company. The Company does not tolerate the offering or acceptance of bribes or the misuse of the Company's assets or resources.

4.2.3 Responsibilities to the Community

As part of the community the Company:

- Is committed to conducting its business in accordance with applicable environmental laws and regulations and encourages all employees to have regard for the environment when carrying out their jobs;
- Encourages all employees to engage in activities beneficial to their local community; and
- Supports community charities.

The Company supports the Indigenous Community:

- Is committed to conducting its business in accordance with applicable heritage laws and regulations and encourages all employees to have regard for the specific rights of indigenous communities when carrying out their jobs; and
- Encourages all employees to engage in activities beneficial to the indigenous community.

4.2.4 Responsibilities to the Individual

The Company is committed to keeping private information, which has been provided by employees and investors confidential and protecting it from uses other than those for which it was provided.

4.2.5 Conflicts of interest

Employees and Directors must avoid conflicts as well as the appearance of conflicts between their personal interests and the interests of the Company.

4.2.6 How the Company Monitors and Ensures Compliance with its Code

The Board, management and all employees of the Company are committed to implementing this Code of Ethics and Conduct and each individual is accountable for such compliance.

Disciplinary measures may be imposed for violating the Code.

4.3 Diversity Policy — ASX Principle 3

The Company has implemented a Diversity Policy which is committed to an inclusive workplace that embraces and promotes diversity. Diversity may result from a range of factors including gender, age ethnicity and cultural backgrounds.

All Directors and employees are expected to:

- Ensure diversity is incorporated into behaviours and practises of the Company;
- Facilitate equal employment opportunities based on job requirements;
- Value and maintain professionalism;
- Create an inclusive workplace culture.

The board has not established measurable objectives for achieving gender diversity at this stage of the Company's development due to the size and nature of the Company's activities. The Policy focusses on identifying and removing any barriers to diversity to create a workplace culture of inclusion and equal opportunities. The proportion of women employees in the whole organisation is 40%, women in senior executive positions 0% and women on the board 0%.

5. DISCLOSURE OF INFORMATION

5.1 Continuous Disclosure to ASX — ASX Principle 5

The continuous disclosure policy requires all executives and Directors to inform the Executive Chairman or, in their absence, the Company Secretary of any potentially material information as soon as practicable after they become aware of that information.

Information is material if it is likely that the information would influence investors who commonly acquire securities on ASX in deciding whether to buy, sell or hold the Company's securities.

Information is not material and need not be disclosed if:

5.1.1 A reasonable person would not expect the information to be disclosed or it is material but due to a specific valid commercial reason is not to be disclosed; and

5.1.2 The information is confidential; or

5.1.3 One of the following applies:

- It would breach a law or regulation to disclose the information;
- The information concerns an incomplete proposal or negotiation;
- The information comprises matters of supposition or is insufficiently definite to warrant disclosure;
- The information is generated for internal management purposes;
- The information is a trade secret;
- It would breach a material term of an agreement, to which the Company is a party, to disclose the information;
- It would harm the Company's potential application or possible patent application; or
- The information is scientific data that release of which may benefit the Company's potential competitors.

The Executive Chairman is responsible for interpreting and monitoring the Company's Disclosure policy and where necessary informing the Board. The Company Secretary is responsible for all communications with ASX.

5.2 Communication with Shareholders — ASX Principle 6

The Company places considerable importance on effective communications with shareholders.

The Company's communication strategy requires communication with shareholders and other stakeholders in an open, regular and timely manner so that the market has sufficient information to make informed investment decisions on the operations and results of the Company. The strategy provides for the use of systems that ensure a regular and timely release of information about the Company to be provided to shareholders. Mechanisms employed include:

- Announcements lodged with ASX;
- ASX Quarterly Reports;
- Half Yearly Report and Annual Report; and
- Presentations at the Annual General Meeting and General Meetings of shareholders.

The Board encourages the full participation of shareholders at the Annual General Meeting and any General Meetings of shareholders to ensure a high level of accountability and understanding of the Company's strategy and goals.

Manhattan provides updates on any changes in its circumstances as and when they occur by continuous disclosure in compliance with the ASX Listing Rules, press releases, investor presentations and making all announcements and corporate information available on the Company's web site.

The Company also posts all reports, ASX and media releases and copies of business and investor presentations on the Company's web site.

6. RISK MANAGEMENT

6.1 Identification of Risk

ASX Principle 7

Manhattan operates in the mineral resource and energy sectors where there are a number of risk factors inherent to the Company's operations. The Company mitigates its risk factors primarily by ensuring it has a suitably qualified and experienced Board of Directors with a range of professional qualifications appropriate to the industry and business sector in which it operates.

Recognition of these risk factors and subsequent effective management, control and reporting of risk are an essential part of the Company's day to day operations to minimise potential losses and create medium to long term shareholder wealth. The Board is responsible for the oversight, adequacy and implementation of the Company's risk management and control framework. Responsibility for internal control and risk management is delegated to the appropriate level of management within the Company with the Executive Chairman and Company Secretary having ultimate responsibility to the Board for the identification of risk, risk management and internal control framework.

Areas of strategic, operational, legal, reporting, compliance, business and financial risks are identified, assessed and continually monitored by executive management to assist the Company to achieve its business objectives. These areas of risk are highlighted in the Business Plan presented to the Board by the Executive Chairman on a regular basis. Arrangements put in place by the Board to monitor risk management include monthly reporting by executive management to the Board in respect of operations and the financial position of the Company and ensuring all legal, reporting and compliance matters and obligations are met.

The main operational risks for Manhattan in the industry and business sector in which it operates have been identified as:

- Sovereign risk, legislation and political issues;
- Government policies and changes to those policies;
- Financial and equity markets stability;
- Fluctuating commodity prices and demand;
- Fluctuating exchange rates;
- Compliance with licence and permit conditions;
- Land access, environmental and Native Title issues;
- Availability of specialist drilling, laboratory, exploration support and transport services;
- Availability of specialist airborne geophysical survey contractors and consultants;
- Availability of suitably experienced and qualified professionals, personnel and consultants;
- Increasing costs of operations;
- Availability of capital and debt facilities; and
- Retention of key executives and staff.

These risks areas identified by the Company's Board are provided here to assist shareholders better understand the nature of the risks faced by the Company, and other companies, in the industry sector in which it operates. They are not necessarily an exhaustive list.

6.2 Integrity of Financial Reporting — ASX Principle 7

In accordance with section 295A of the *Corporations Act 2001* the Company's Executive Chairman and Chief Financial Officer report in writing to the Board that:

- The Financial Statements of the Company for each Half Year and Financial Year present a true and fair view, in all material aspects, of the Company's financial condition and operational results and are in accordance with accounting standards;
- The financial records of the Company for each Half Year and Financial Year have been properly maintained and the financial reporting is in accordance with section 295A(2) of the *Corporations Act 2001*;
- The above statement is founded on a sound system of risk management and internal compliance and control which implements the policies adopted by the Board; and
- The Company's risk management and internal compliance and control framework is operating efficiently and effectively in all material respects.

The Board notes that due to its nature, internal control assurance from the Executive Chairman and Chief Financial Officer can only be reasonable and not absolute. This is due to such factors as the need to apply judgment, reasonable enquiry and practical and efficient internal control systems, inherent limitations to internal control and because much of the evidence available is persuasive and changing rather than conclusive and set and therefore is not and cannot be designed to detect all weaknesses in control procedures.

Internal management accounts are prepared on a monthly basis, full Cash Flow Statements on a quarterly basis and lodged with the ASX and a Half Year audit reviews and Financial Year audits are completed by the Company's independent Auditors. The Half Year and Financial Year Financial Statements are lodged with ASX and posted on the Company's web site.

6.3 Audit and Role of Auditor — ASX Principle 6

The Company's internal preparation for the Half Yearly audit review and the Financial Year audit includes preparing the Financial Statements and accompanying explanatory notes, conducting a series of routine reviews and financial tests and reviewing the carrying values of all assets. The Company's Auditor is required to attend the Annual General Meeting and be available to answer shareholder questions about the conduct of the audit and the preparation and content of the Auditor's Report.

7. PERFORMANCE REVIEW — ASX Principle 8

The Board has adopted and undertaken a self evaluation process to measure its own performance during the Financial Year. This process included a review of the performance of the Board individually and as a whole, and includes a review in relation to the composition and skills mix of the Directors of the Company.

Arrangements undertaken during the year to monitor the performance of the Company's executives included:

- A review by the Board of the Company's financial performance; and
- Annual performance appraisal meetings incorporating analysis of key performance indicators with each individual to ensure that the level of reward is aligned with respective responsibilities and individual contributions made to the success of the Company.

8. ENVIRONMENTAL POLICY

The Company's Board of Directors has formerly adopted an Environmental Policy that includes Environmental Management Plans for its proposed resource exploration and development activities, the adoption of the Australian Uranium Association Code of Practice and a comprehensive Radiation Management Plan for its proposed exploration and development activities. The full Environmental Policy including Management Plans and the Code of Practice are posted on the Company's web site at www.manhattancorp.com.au.

8.1 Applicability

All Manhattan Corporation Limited ("**Manhattan**") Directors, officers, employees, consultants, contractors, business partners and suppliers are responsible for ensuring Manhattan's Environmental policy is adhered to.

8.2 Introduction

Manhattan has developed the Environmental Policy, that has been adopted by the Company's Board, as the Company believes excellence in environmental management performance and the adoption of best practice in implementing its Environmental Policy is essential to business success and compatible with delivering sustainable long term economic benefits to its shareholders along with balancing the economic, social, community and environmental needs of sustainable development. Manhattan also seeks to reduce the environmental footprint whilst generating wealth and delivering value to shareholders.

The aim of the Environmental Policy is to provide an overarching framework for Manhattan to achieve a sustainable high standard of environmental performance.

The Board will review this Environmental Policy regularly to ensure that it is current and that the requirements of the Environmental Policy at all times meet resource industry standards of excellence for environmental performance.

Manhattan is a Member of the Australian Uranium Association and has adopted its Code of Practice that includes:

1. Continuous Improvement to Best Practice in Management;
2. Safely Manage, Contain and Transport all Hazardous Materials, Tailings and Other Wastes;
3. Provide Adequately for Mine Closure and Rehabilitation;
4. Continuous Improvement in Best Practice in Radiation Control;
5. Adhere to all Applicable International, National, State and Local Authority Regulatory Obligations; and
6. Provide Information about Uranium and its properties to Stakeholders.

The Australian Uranium Association's Code of Practice is appended to this Policy and forms part of this Company's Environmental Policy.

Manhattan has further developed a specific Environmental Management Plan for its proposed resource exploration and development activities within the Queen Victoria Spring Nature Reserve at Ponton in Western Australia. This Environmental Management Plan is appended to this Policy and forms part of the Company's Environmental Policy.

These guidelines have been prepared by Manhattan Corporation Limited to provide information relating to planning and implementing exploration activities within A Class reserves in Western Australia to avoid, manage and mitigate impacts on conservation values, including Department of Environment and Conservation (DEC) managed land.

8.3 Environmental Objectives

Manhattan's environmental objectives are achieved by:

(a) Complying with applicable environmental legislation as a minimum standard and applying industry standards;

(b) Developing and implementing an Environmental Management System, including Environmental and Radiation Management Plans for all its operations;

(c) Developing standards and building management systems to identify, assess and manage environmental risks within its operations;

(d) Implementing and assigning Board and management accountability for Manhattan's environment standards, guidelines, procedures, reporting and performance;

(e) Striving to achieve continuous improvement in environmental performance;

(f) Ensuring all Manhattan's Directors, officers, employees, consultants, contractors, business partners and suppliers are fully aware of their environmental responsibilities;

(g) Consulting with government, local communities, land owners, local authorities, native title claimants and holders, indigenous groups, interest groups and stakeholders in relation to Manhattan's operations, projects and proposed business and development activities;

(h) Undertaking regular inspections, compliance reviews and audits on the Company's environmental performance and reporting; and

(i) Reporting environmental performance and compliance openly and transparently.

8.4 Responsibilities

The Company's Board of Directors is responsible for the development, implementation, compliance and reporting of Manhattan's Environmental Policy and Environmental Management Plans and the Company's Chief Executive Officer and or Managing Director is accountable to the Board of Directors for ensuring the Policy and plans are effectively implemented and monitored through annual performance reviews.

ASX ADDITIONAL INFORMATION

Additional information required by ASX Limited Listing Rules not disclosed elsewhere in this 2013 Annual Report is set out below.

1. ANALYSIS OF SHAREHOLDINGS

As at 19 September 2013 Manhattan Corporation Limited has on issue 100,476,273 ordinary shares. All issued ordinary fully paid shares carry one vote per share. There are six hundred and sixty four (664) holders of fully paid ordinary shares on Manhattan's share register as at 19 September 2013.

1.1 Top Twenty Shareholders

The names of shareholders in Manhattan's Top Twenty as at 19 September 2013 are as follows:

TOP 20 SHAREHOLDERS

Rank	Holder	Number	Percentage
1	Minvest Securities (New Zealand) Limited	23,251,461	23.14
2	Nicholas P S Olissoff	9,059,462	9.02
3	Alan J Eggers & Associates	7,650,000	7.61
4	E S & J T Arron <Bikini A/C>	4,238,260	4.22
5	Thomas Allright	4,229,000	4.21
6	Claymore Trustees Limited	3,407,260	3.39
7	HSBC Custody Nominees (Australia) Limited	3,128,538	3.11
8	Marcello Cardaci <MD Cardaci Family A/C>	2,815,726	2.80
9	Forbar Custodians Limited <Forsyth Barr Ltd-Nominee A/C>	2,802,047	2.79
10	Residuum Nominees Pty Ltd	2,350,000	2.34
11	Custodial Services Limited <Beneficiaries Holding A/C>	2,224,456	2.21
12	HSBC Custody Nominees (Australia) Limited <A/C 3>	1,950,000	1.94
13	UBS Wealth Management Australia Nominees Pty Ltd	1,831,453	1.82
14	Sundowner International Limited	1,303,452	1.30
15	Nefco Nominees Pty Ltd	1,223,000	1.22
16	Robert Simeon Lord	1,000,000	1.00
17	Dr Robert Wrixon	1,000,000	1.00
18	Michael Ashforth	947,178	0.94
19	Investment Custodial Services Limited <990038572 A/C>	900,000	0.90
20	Susan J Campbell	836,939	0.83
	TOTAL	**76,148,232**	**75.79**

1.2 Spread of Security Holders

As at 19 September 2013 Manhattan had 664 holders of ordinary shares with the spread of security holders as follows:

SPREAD OF SECURITY HOLDERS

Size of Holding			Number of Holders	Shares Held	Percentage Held
1	-	1,000	57	36,596	0.04
1,001	-	5,000	169	522,773	0.52
5,001	-	10,000	125	1,068,345	1.06
10,001	-	100,000	233	7,996,369	7.96
100,001	-	Over	80	90,852,190	90.42
TOTAL			**664**	**100,476,273**	**100.00**

1.3 Minimum Holdings and Marketable Parcels

As at 19 September 2013 there were two hundred and eighty three (283) holders holding less than a Marketable Parcel of ordinary shares as defined in Chapter 19 of the ASX Listing Rules. A marketable Parcel is a parcel of securities (ordinary shares) of not less than A$500.00 based on the closing price on SEATS.

1.4 Unlisted Options

The unissued ordinary shares of Manhattan under option as at 19 September 2013 total 9,300,000 options. The options do not carry a right to vote at a general meeting of shareholders. Manhattan's unlisted option details are as follows:

UNLISTED OPTIONS

Vesting Date	Exercise Price	Number of Options	Number of Holders	Expiry Date
N/A	$0.20	2,250,000	2	21 January 2012
20 July 2010	$0.60	5,050,000	6	21 July 2014
20 July 2011	$1.00	4,050,000	5	21 July 2014
12 March 2011	$1.80	100,000	1	12 March 2015
12 March 2012	$2.20	100,000	1	12 March 2015
TOTAL		**11,550,000**		

1.5 Restricted Securities Subject to Escrow Period

As at 19 September 2013 the Company had no ordinary shares or options with rights to acquire ordinary shares the subject of escrow.

1.6 Substantial Shareholders

The following are registered by the Company as at 19 September 2013 as substantial security holders in the Company, having declared the following relevant interests in voting securities in terms of section 671B of the *Corporations Act 2001*:

SUBSTANTIAL SHAREHOLDERS

Substancial Security Holder	Number	Percentage
Alan J Eggers and Associates	31,201,461	31.05
John Andrew Gowans Seton and Associates	26,658,721	26.53
Nicholas P S Olissoff	9,059,462	9.02
TOTAL	**66,919,644**	**66.60**

1.7 Share Registrar

Manhattan's share register is maintained in Perth at:

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

Investor Enquiries: 1300 850 505 (within Australia)
International: +61 3 9415 4000
Facsimile: +61 8 9323 2033
Web Site: www.computershare.com.au

1.8 Voting Rights

On a show of hands every shareholder present in person or by a proxy shall have one vote and upon a poll each fully paid ordinary share shall have one vote.

1.9 Stock Exchange Listings

Manhattan's ordinary shares have been granted quotation on the Australian Stock Exchange Limited ("**ASX**"). ASX code MHC.

1.10 On Market Buyback

Currently, there is no on market buy back of the Company's securities.

2. TENEMENT SCHEDULE

As at 19 September 2013 Manhattan held interests in the following exploration tenements:

WESTERN AUSTRALIA							
Tenement Number	Project	Registered Holder(s)	Manhattan's Interest	Date Granted	Expiry Date	Area	Notes
E39/1140	Ponton	MHC	100%	24 Aug 2006	23 Aug 2013	18 sub blocks	
E39/1141	Ponton	MHC	100%	24 Aug 2006	23 Aug 2013	18 sub blocks	
E39/1142	Ponton	MHC	100%	24 Aug 2006	23 Aug 2013	35 sub blocks	
E39/1143	Ponton	MHC	100%	24 Aug 2006	23 Aug 2013	35 sub blocks	
E39/1144	Ponton	MHC	100%	24 Aug 2006	23 Aug 2013	35 sub blocks	
E28/1523	Ponton	MHC	100%	26 Nov 2008	25 Nov 2013	20 sub blocks	
E28/1744	Ponton	FEL	100%	16 Oct 2012	15 Oct 2017	53 sub blocks	(1)
E28/1898	Ponton	MHC	100%	11 Aug 2011	10 Aug 2016	56 sub blocks	
E28/1979	Ponton	MHC	100%	21 July 2010	20 July 2015	74 sub blocks	
E28/1983	Ponton	MHC	100%	17 Aug 2011	16 Aug 2016	48 sub blocks	
E28/2004	Ponton	MHC	100%	17 Aug 2011	16 Aug 2016	62 sub blocks	
E28/2047	Ponton	MHC	100%	3 Nov 2010	2 Nov 2015	11 sub blocks	
E28/2048	Ponton	MHC	100%	3 Nov 2010	2 Nov 2015	6 sub blocks	
E39/1541	Ponton	MHC	100%	21 May 2012	20 May 2017	76 sub blocks	
E39/1542	Ponton	MHC	100%	05 Oct 2010	04 Oct 2015	59 sub blocks	
E39/1543	Ponton	MHC	100%	28 Apr 2011	27 Apr 2016	31 sub blocks	
E39/1544	Ponton	MHC	100%	28 Apr 2011	27 Apr 2016	11 sub blocks	
E39/1545	Ponton	MHC	100%	05 Oct 2010	04 Oct 2015	47 sub blocks	
E39/1593	Ponton	MHC	100%	19 May 2011	18 May 2016	71 sub blocks	
E39/1675	Ponton	MHC	100%	7 Aug 2012	6 Aug 2017	54 sub blocks	
E28/2237	Ponton	MHC	100%	24 Jun 2013	23 Jun 2018	46 sub blocks	
E80/3275	Gardner Range	MHC/NML	40%	11 Nov 2005	10 Nov 2014	54 sub blocks	(2)
E80/3817	Gardner Range	MHC/NML	40%	23 Oct 2008	22 Oct 2013	70 sub blocks	(2)
E80/4081	Gardner Range	MHC/NML	40%	03 Mar 2009	02 Mar 2014	43 sub blocks	(2)

NOTES	
(1)	Manhattan holds signed tenement transfers for lodgement following first anniversary of grant on 16 October 2013
(2)	Northern Minerals Limited has right to earn 80% interest by sole funding and completing mining prefeasibility study

ABBREVIATIONS

E	Exploration Licence WA	**DMP**	Western Australian Department of Mines and Petroleum
km^2	Square Kilometre	**MHC**	Manhattan Corporation Limited ABN 61 123 156 089
App	Application Lodged	**FEL**	Fission Energy Ltd ACN 119 057 457
		NML	Northern Minerals Limited ABN 61 119 966 353

AREAS

Western Australia		**1 Sub block**	**2.97km^2**
Ponton Project	867 sub blocks	Total Area	**2,610km^2**
Gardner Range Project	167 sub blocks	Total Area	**500km^2**

NOTES

MANHATTAN

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