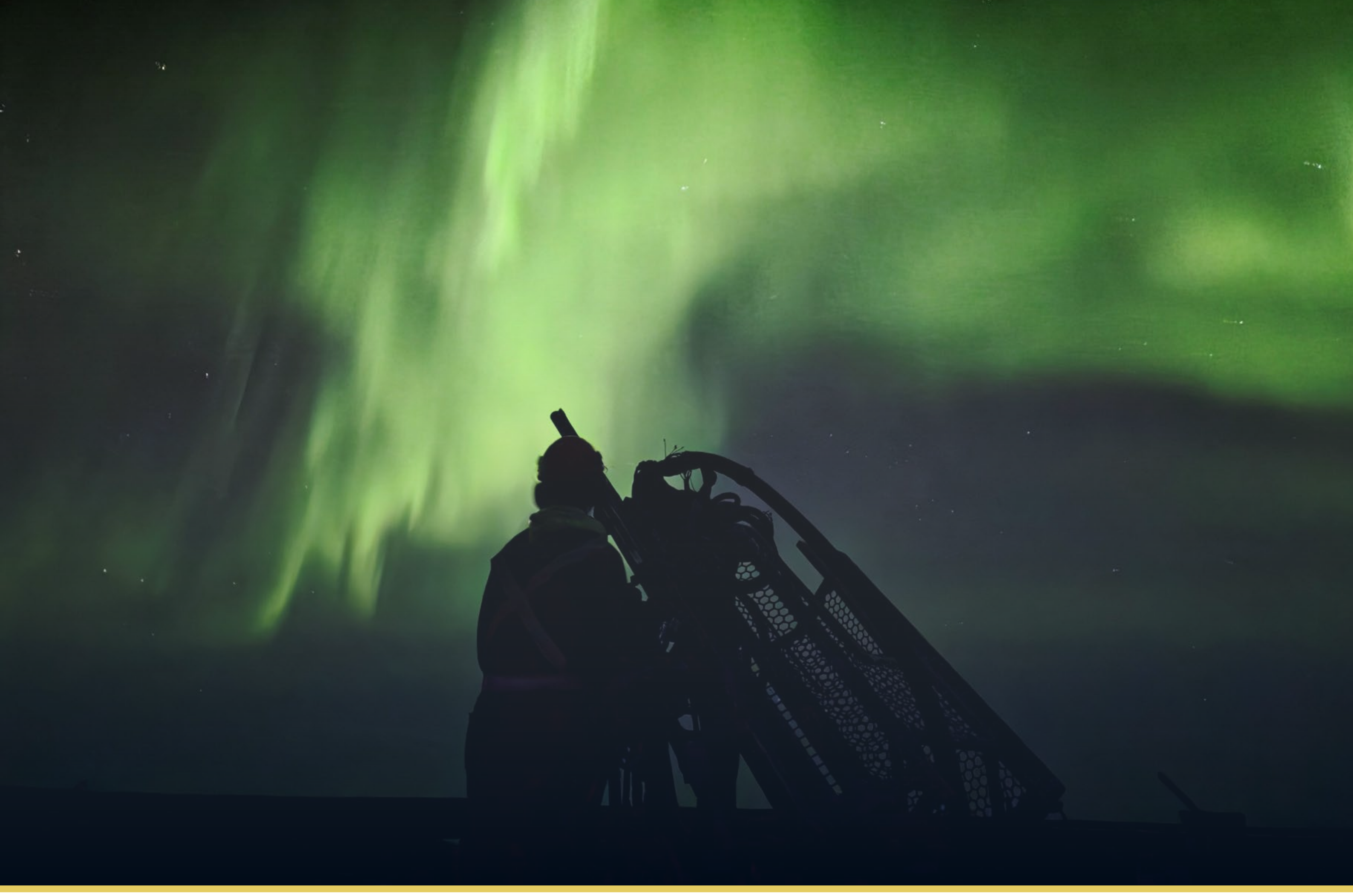

Manhattan Gold Corporation Limited

(previously known as Manhattan Corporation Limited)

Annual Report

30 June 2026

ABN: 61 123 156 089

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CORPORATE DIRECTORY

Directors

Mr Gavin Rezos	(Non-Executive Chairman)
Mr Kell Nielsen	(Non-Executive Director)
Mrs Danielle Kelly	(Non-Executive Director)

Company Secretaries
Ms Jessamyn Lyons
Ms Carla Healy

Registered Office
Level 17, Exchange Tower
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Perth WA 6000

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Website:	https://mhc.gold/
Email:	brezos@mhc.gold

Share Registry
Computershare Investor Services Pty Ltd
Level 17
221 St Georges Terrace
Perth WA 6000

Telephone:	1300 850 505
Facsimile:	+ 61 8 9323 2033

Auditors
In.Corp Audit & Assurance Pty Ltd
Suite 11, Level 1
4 Ventnor Avenue
West Perth WA 6005

Securities Exchange
The Company’s securities are quoted
on the official list of the Australian Securities
Exchange Limited, the home branch being Perth.
ASX Code: MHC

DIRECTORS' REPORT

The Directors present their report for **Manhattan Gold Corporation Limited** ("**Manhattan**" or "the **Company**") (previously Manhattan Corporation Ltd) and its subsidiaries ("the Group") for the year ended 30 June 2026.

DIRECTORS

Directors were in office for this entire year unless otherwise stated. The names, qualifications, and experience of the Company's Directors in office during the year and until the date of this report are as follows:

Mr Gavin Rezos B. Juris, LLB, BA (Appointed as Chairman on 5 February 2026, previously Non-Executive Director, appointed 24 July 2025)
Non-Executive Chairman

Gavin Rezos has held Chairman, Board and CEO positions of companies in the resources, materials and technology sectors in Australia, Europe, the United Kingdom, the United States and Singapore and was formerly Chairman of Vulcan Energy Resources Limited, a non-executive director of Iluka Resources Limited and of Rowing Australia, the peak Olympics sports body for rowing in Australia.

Mr Rezos has extensive Australian and international investment banking experience and is a former investment banking Director of HSBC Group with regional roles during his career in London, Sydney and Dubai. Mr Rezos has been involved in successful large scale project development for resource sector companies across remote, rural and higher density areas as well as early stage exploration in remote areas.

Mr Rezos is CEO of Astrotricha Capital SEZC, a Cayman Islands based Family Office and is a principal of Viaticus Capital Pty Ltd, a Perth based corporate advisory company that has arranged capital and completed IPO and RTO roles for a number of ASX companies since 2001, including being a founding investor in 3 companies that grew from start up into the ASX300.

Mr Rezos is also currently the Chair of Kuniko Ltd (ASX: KNI), White Cliff Minerals Limited (ASX: WCN) and Resources Energy Group Ltd (ASX: REZ). In the past three years Mr Rezos has also held directorships in Vulcan Energy Resources Limited (resigned 31 December 2024).

Mr Kell Nielsen BSc (Geol), MSc (MinEcon), (Fausimm)
Non-Executive Director (Appointed as Director on 5 February 2026, previously CEO)

Mr Nielsen is an Australian Geologist with over 30 years' experience in project generation, exploration, and development across a broad range of minerals including gold, copper and base metals. Mr Nielsen has worked extensively in Australia, Canada, Mongolia, West and East Africa and Myanmar covering a diverse range of experiences and roles from grass roots exploration to being at the forefront of discoveries and managing large resource development teams for Placer Dome (Wallaby resource definition >10Moz Au) and consulting to BHP's iron ore and coal divisions.

DIRECTORS' REPORT

Mrs Danielle Kelly BSc (Geol & Archaeology), GCertEconGeol, GAICD (Appointed as Director on 5 February 2026)
Non-Executive Director

Mrs Kelly is an accomplished geologist with a strong background in gold exploration, most recently at Gold Road Resources Ltd, (acquired by Gold Fields). Mrs Kelly has technical expertise in mineral systems, evaluation and exploration, as well as portfolio growth through business development in the resources sector. She also has a well-rounded background in financial services, compliance and ASX reporting. Mrs Kelly holds a Bachelor of Science in Geology and Archaeology from the University of Western Australia and a Graduate Certificate in Economic Geology from the Centre of Excellence in Ore Deposits (CODES). She is a Graduate of the Australian Institute of Company Directors and a member of the AIG.

Mr John Seton LLM (Hons) (Resigned as Director on 24 July 2025)
Non-Executive Director

Mr Seton is an Auckland based solicitor with extensive business experience in technology, mining, wine and investment companies both with listed and private directorships and chairmanships, including ASX, NZX and TSX listed entities. A former Chartered Fellow of the New Zealand Institute of Directors, Mr Seton is experienced in corporate asset acquisitions and divestments, transaction negotiations, fund raising and steering businesses to significant growth. He also has over 35 years' experience in commercial law. Mr Seton has an extensive skill set together with vast experience gained from sitting on many boards in Australia, New Zealand, and overseas based companies both as an Executive and Non-Executive Director.

Mr Marcello Cardaci B Juris, LLB, BCom (Resigned as Director and Chairman on 5 February 2026)
Non-Executive Chairman

Mr Cardaci was previously a partner of 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 capital equity raisings and mergers and acquisitions.

COMPANY SECRETARIES

Ms Jessamyn Lyons (FGIA ACG (CS) BComm)

Ms Lyons is a Chartered Secretary with 15 years' prior experience in the stockbroking and banking industries. She is also a Fellow of the Governance Institute of Australia and holds a Bachelor of Commerce from the University of Western Australia with majors in Investment Finance, Corporate Finance and Marketing. Formerly, Jessamyn held various positions with Macquarie Bank, UBS Investment Bank (London) and more recently Patersons Securities (now Canaccord Genuity Ltd).

Ms Carla Healy (GAICD, AGIA, CA, BComm)

Ms Healy has a Bachelor of Commerce from the University of Western Australia, is a Chartered Accountant and a Graduate of the Australian Institute of Company Directors. Carla has twenty-five years' experience in accounting, finance, governance, company secretarial and advisory roles in Perth, Singapore and London.

DIRECTORS' REPORT

INTERESTS IN THE SECURITIES OF THE COMPANY

As at the date of this report the interests of the Directors in the securities of Manhattan Gold Corporation Limited are:

Director	Ordinary Shares	Performance Rights	Unlisted Options
Mr G Rezos	152,308,000	52,476,000	-
Mr. K Nielsen	1,968,750	-	250,000
Mrs D. Kelly	825,000	-	-

Note: Includes shares held directly, indirectly and beneficially by Key Management Personnel

DIVIDENDS

No dividends were paid or declared by the Group in the year and up to the date of this report.

CORPORATE STRUCTURE

Manhattan Gold Corporation Limited is a Company limited by shares, which is incorporated and domiciled in Australia.

NATURE OF OPERATIONS AND PRINCIPAL ACTIVITIES

The principal activity was mineral exploration and development and evaluation of mineral projects and corporate opportunities in the resource sector worldwide.

DIRECTORS' REPORT

RESULTS OF OPERATIONS

The Group's net loss after taxation attributable to the members of Manhattan for the year to 30 June 2026 was \$8,897,937 (30 June 2025: \$923,352).

OVERVIEW

The financial year ended 30 June 2026 was transformational for Manhattan. Following completion of the acquisition of the Hook Lake Project in Nunavut, Canada in July 2025, the Company spent the year systematically advancing Hook Lake from a newly acquired greenstone gold and volcanogenic massive sulphide (VMS) package to a drill-ready flagship, culminating in the commencement of the first modern drilling at the Project in more than 30 years. During the year, the Company also changed its name from Manhattan Corporation Limited to Manhattan Gold Corporation Limited, reflecting its sharpened focus on gold, divested its non-core lithium interests, and progressed its Tibooburra Gold Project in New South Wales through its farm-in and joint venture with Novo Resources Corporation.

The Company's exploration portfolio at 30 June 2026 comprised the Hook Lake Gold Project (Nunavut, Canada), the Tibooburra Gold Project (New South Wales) and the Ponton Uranium Project (Western Australia). Consistent with the Company's reporting practice, this review includes material drilling results received subsequent to the end of the financial year, principally the outstanding maiden reverse circulation (RC) drilling results from the Jaws gold target at Hook Lake, which are noted throughout as post balance-date events.

HOOK LAKE GOLD PROJECT

Nunavut (Canada)

Manhattan completed the acquisition of a 100% interest in the Hook Lake Project on 24 July 2025 (announced 27 July 2025), following execution of a binding agreement on 12 May 2025. Hook Lake hosts the Jaws high-grade gold deposit (previously referred to as the Turquetil Lake High Grade Gold deposit) together with a number of further orogenic gold and polymetallic VMS prospects and sits within the underexplored Rankin–Ennadai greenstone belt, the second largest greenstone belt in Canada. The same belt hosts Agnico Eagle's multi-million-ounce Meliadine mine located to the northeast.

Through the year the Company consolidated and expanded its landholding at Hook Lake. Following further staking and the expansion of its Inuit Owned Land agreements, the Project grew from approximately 423 km² at acquisition to approximately 665 km² at year end, now comprising 12 separate targets within all mineral claims and exploration agreements.

The most advanced target, Jaws, was predominantly drill tested by diamond drilling in the late 1980s and hosts a 'foreign' estimate of 3.4 Mt @ 2.38g/t Au, including 0.55Mt @ 6.31g/t Au, ~285,000 oz Au (not reported in accordance with the JORC Code, 2012)[1].

[1] The Company notes that the Resource estimate quoted above for Jaws, is considered to be a "Foreign" estimate and is not reported in accordance with the JORC Code or previous iterations of acceptable reporting codes. Relevant information in relation to the work program, methodology, summary of key material assumptions and parameters utilized to calculate the estimate is not available to the Company at this time and the Company has relied on extracts from published reports in quoting the estimate. A competent person has not done sufficient work to classify the "Foreign" estimate as Exploration Results or Mineral Resources or Ore Reserves in accordance with the JORC Code. There are no more recent estimates available. It is uncertain that, following further evaluation and/or further work that the historical estimates will be able to be reported in accordance with the JORC Code (2012). Please refer to the ASX announcement 27th May 2025 – "High Grade Gold & Copper Acquisition – Amended" for further details

DIRECTORS' REPORT

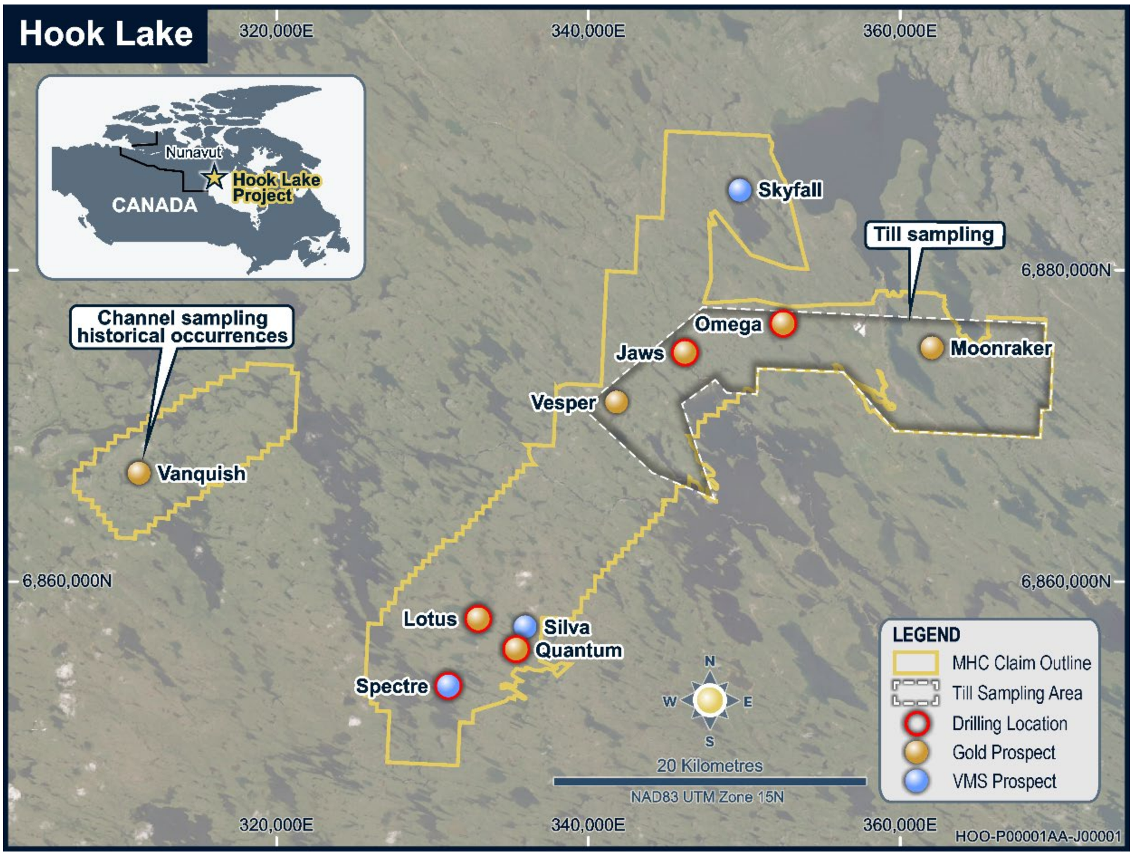

Figure 1: *Hook Lake project area with key gold and VMS prospects, including Jaws and Spectre. Figure highlights till sampling area around the Omega and Moonraker prospects interpreted BIF target zone.*

Expanded exploration agreements and regulatory approvals

On 1 April 2026, the Company announced the acquisition of a newly acquired prospect, Vanquish, that sits west of Hook Lake. The prospected added approximately 81km^2 to the Hook Lake Project and is made up of six mineral claims.

On 7 May 2026, the Company announced that the Kivalliq Inuit Association ("KIA") had approved an expansion of its Inuit Owned Lands minerals exploration agreement with Nunavut Tunngavik Incorporated ("NTI"), administered through Manhattan's wholly owned Canadian subsidiary 6106 Resources Limited. The updated agreement expanded Inuit owned land parcels AR-16 and AR-25 by approximately 15 km² to a total of 338 km², capturing the remaining banded iron formation (BIF) targets that host important shear zones and associated folding.

The Project also gained full support from the Hamlet of Arviat and KIA, this followed thorough reviews from the Arviat Community Lands and Resource Committee and the Nunavut Impact Review Board (NIRB). Following a positive screening decision by the NIRB, formal drilling permits were issued to the Company's wholly owned subsidiary, 6106 Resources Limited, for a period of seven years, allowing for all expected exploration activities at the Project. Subsequent to the year end, the Company was awarded a CA$250,000 cash grant under the Government of Nunavut's Discover, Invest, Grow (DIG) Program, to be applied directly to the Hook Lake drill program.

DIRECTORS' REPORT

Surface exploration, geophysics and remote sensing

Assay results from the Company's maiden fieldwork continued to confirm the scale and quality of the Project. Rock chip and channel sampling returned high-grade gold and polymetallic results across multiple prospects, including up to 14.55 g/t Au at Jaws[2], up to 16.75 g/t Au and 2,660 g/t Ag at the never-before-drilled Quantum and Lotus targets[3]. At the newly acquired Vanquish prospect, channel and rock chip sampling returned encouraging gold from surface, including 18.55 g/t Au over 0.3 m (VNQ-CH26-008) and 15.45 g/t Au over 0.4 m (VNQ-CH26-010), with grab samples up to 20.0 g/t Au[4].

A high-resolution airborne magnetic survey was completed on 100 m line spacing across the full Project footprint. The Company also completed a high-resolution LiDAR and orthophoto survey at 10 pulses/m², delivering a detailed digital terrain model and 10–15 cm orthophoto to support structural interpretation, drill targeting and future environmental and engineering studies. A project-scale till sampling program began after the year end to assess mineralisation beneath shallow glacial cover across the Jaws–Omega trend.

Maiden drilling program

Camp mobilisation commenced in late May 2026, with equipment staged through Arviat, and the Company's maiden RC drilling program commenced in June 2026, the first modern drilling at Hook Lake since 1988. The circa 4,000 m program, drilled by Northspan Explorations Ltd., was designed to rapidly test multiple targets across the Project, including confirmation and strike-extension drilling at Jaws, first-ever drill testing of the high-grade Quantum and Lotus gold-silver vein systems, testing of Spectre's polymetallic VMS lenses (last drilled in 1974), and structural targets at the Omega BIF.

Assay results from the maiden Jaws RC program were received and reported subsequent to the end of the financial year and are summarised below as post balance-date events. The results have materially upgraded the known scale and grade of the Jaws system, consistently returning wider and higher-grade intervals than the 1988 drilling. Drillhole JWS26006b intersected 41.15m @ 4.66g/t Au from 83.82m, including 7.62m @ 18.67g/t Au[5], whilst drillhole JWS26009 intersected 74.67m @ 1.61g/t Au from 21.34m, including 15.24m @ 5.35g/t Au[6]. Drillhole JWS26008 confirmed gold mineralisation at a depth greater than 223m below surface (vertical), well below historic drilling, and drillhole JWS26010 significantly expanded the gold-bearing system by more than 290m to the northeast beyond historic drilling[6]. Drilling at Jaws also importantly refined the geological model, indicating the main shear zone lies approximately 20–30 m north-west of its historically inferred position.

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[2] *Refer to MHC Announcement 23/10/2025 "Assays Confirm up to 14.5g/ton Gold at Jaws and Significant Expansion Potential Along Strike"*
[3] *Refer to MHC Announcement 27/10/2025 "Up to 16.75g/t Gold and 2,660g/t Silver Sampled at Untested Targets of the Hook Lake Project"*
[4] *Refer to MHC Announcement 21/07/2026 "High-Grade Gold Momentum Accelerates at Hook Lake with New Vanquish Prospect Delivering up to 20.0 g/t Au"*
[5] *Refer to MHC Announcement 20/08/2026 "First Drill Results Demonstrate Scale and Grade at Jaws: 41.15m at 4.66g/t Gold"*
[6] *Refer to MHC Announcement 07/03/2026 "Drilling Intercepts 15.24m at 5.35g/t Gold at Jaws Expanding the Mineralised System"*

DIRECTORS' REPORT

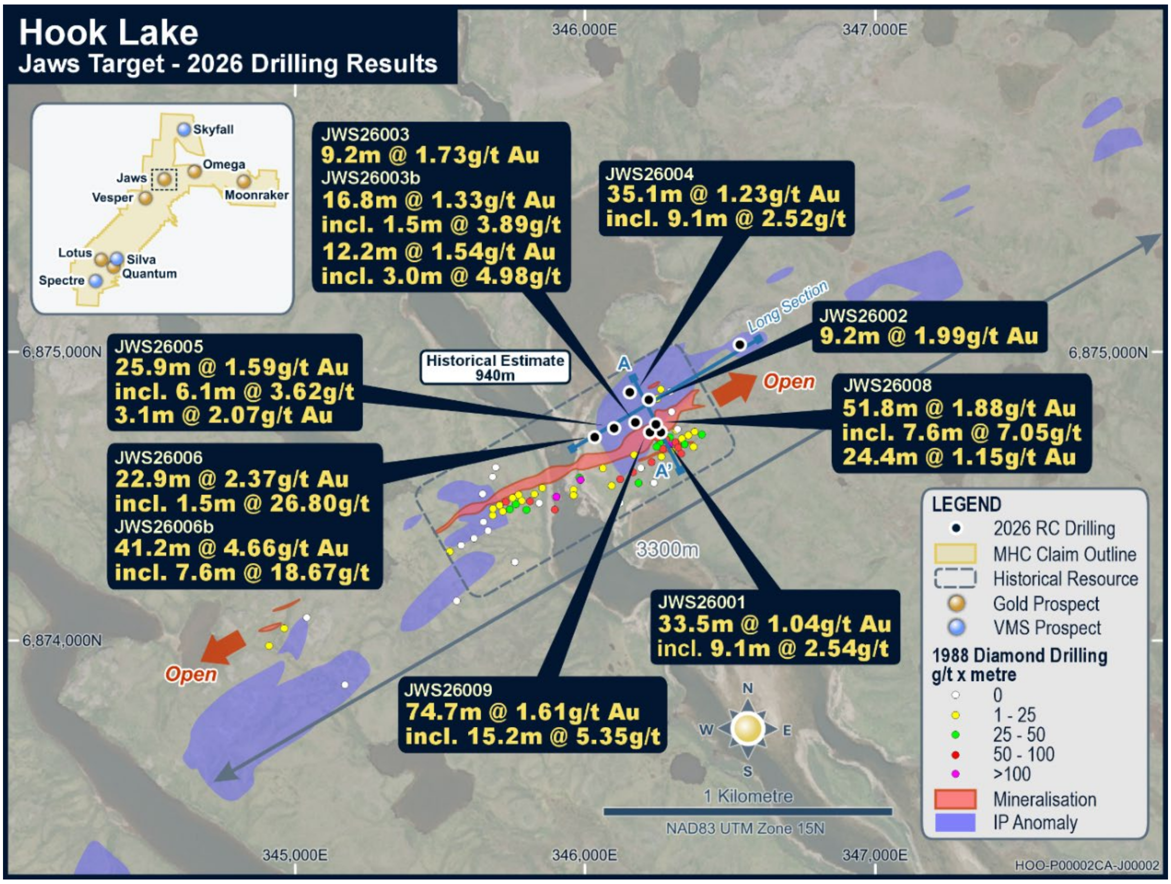

Figure 2: *Map of 2026 drilling intercepts at the Jaws target, highlighting high-grade mineralisation over a 220m NE/SW strike length.*[7]

[7] *Refer to MHC Announcement 07/03/2026 "Drilling Intercepts 15.24m at 5.35g/t Gold at Jaws Expanding the Mineralised System"*

DIRECTORS' REPORT

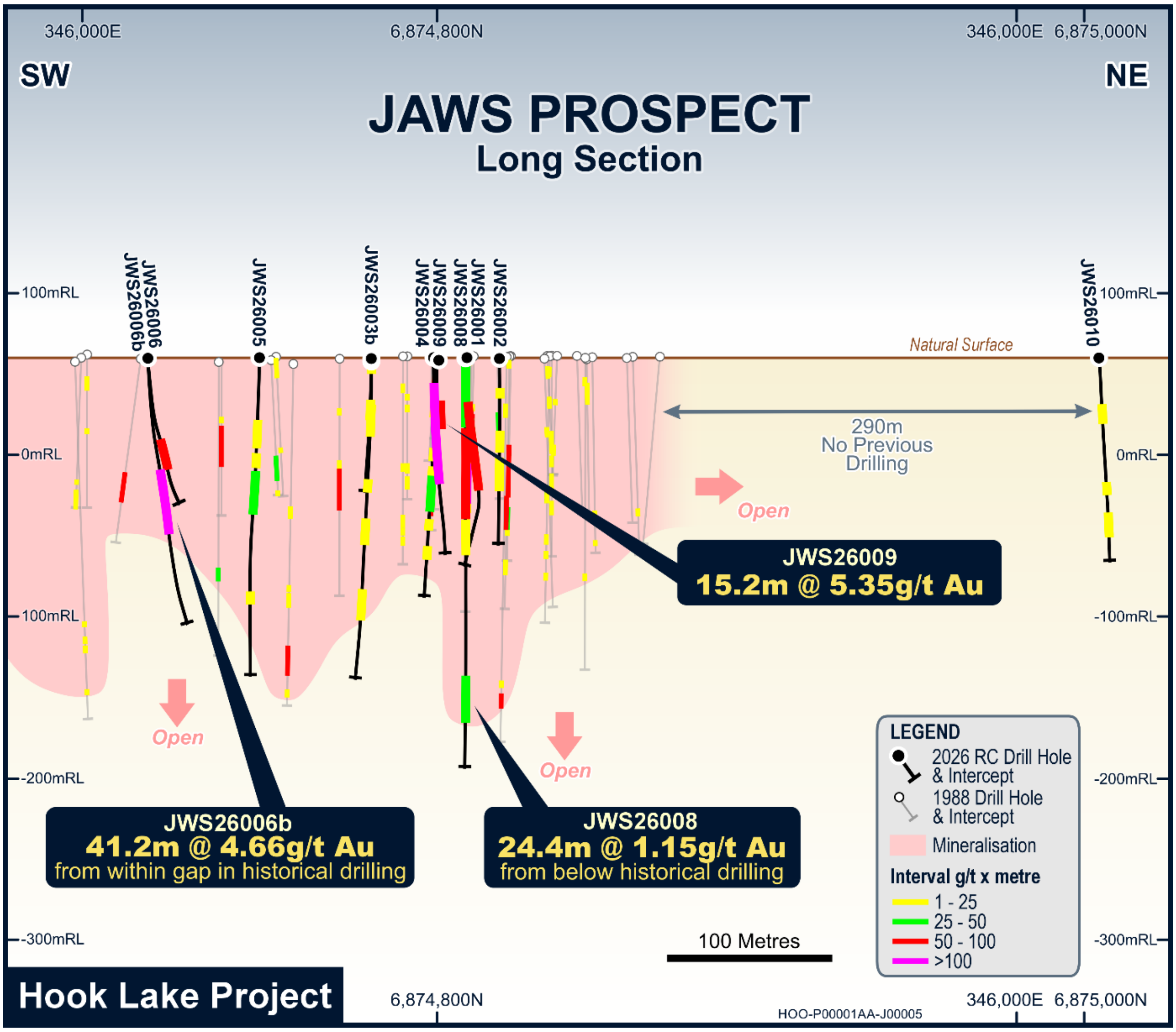

Figure 3: *Longitudinal section of the northeastern extents of the historic drilling at Jaws and the 2026 RC drilling that has delivered thicker, higher-grade intervals of gold mineralisation, alongside expanding the footprint of gold mineralisation 290m to the northeast, greatly increasing the potential of the Jaws[8].*

Beyond Jaws, the program will drill test three other prospects, including Quantum and Lotus, Spectre - the high-grade polymetallic Spectre VMS system where historic drilling returned 10.51m @ 2.91% Cu, 6.70% Zn, 95.67 g/t Ag and 1.04 g/t Au[9] - and Omega, the BIF target historically untested by drilling. Together with the completed magnetic and LiDAR surveys and the till sampling program, the expanding drill dataset is materially advancing the Company's geological model and target pipeline across the district-scale Hook Lake Project.

[8] *Refer to MHC Announcement 12/05/2025 "High Grade Gold and Copper Acquisition" and 27/05/2025 "High Grade Gold & Copper Acquisition – Amended"*
[9] *Refer to MHC ASX Announcement 01/09/2025 "Completion of Maiden Fieldwork Programme"*

DIRECTORS' REPORT

TIBOOBURRA GOLD PROJECT

New South Wales, Australia

The Tibooburra Project comprises a near-contiguous package of granted exploration licences covering approximately 2,195 km^2 in the emerging Koonenberry Gold District of north-western New South Wales, located approximately 200 km north of Broken Hill. The Project incorporates a large proportion of the historic Albert Goldfields – which produced an estimated 50,000–100,000 ounces of gold from quartz vein networks and alluvial deposits during its short working life – along the gold-anomalous New Bendigo and Koonenberry Fault trends. The district is regarded as an orogenic gold system hosted within a turbidite-dominated sequence, considered analogous to the turbidite-hosted goldfields of Central Victoria.

In December 2024, Manhattan, through its wholly owned subsidiary Awati Resources Pty Ltd ("Awati"), entered into a binding farm-in and joint venture term sheet with Beatons Creek Gold Pty Ltd, a wholly owned subsidiary of Novo Resources Corporation (ASX/TSX: NVO) ("Novo"), over the six northern exploration licences (approximately 631 km^2). Manhattan retains 100% ownership of the nine southern exploration licences (approximately 1,564 km^2). During the year Novo advanced structural and geological work across the northern tenements, including downhole imaging at Clone, relogging of core from New Bendigo and mapping across the Pioneer–Phoenix trend, with drill targeting focused on high-grade shoots at Pioneer, Clone and New Bendigo.

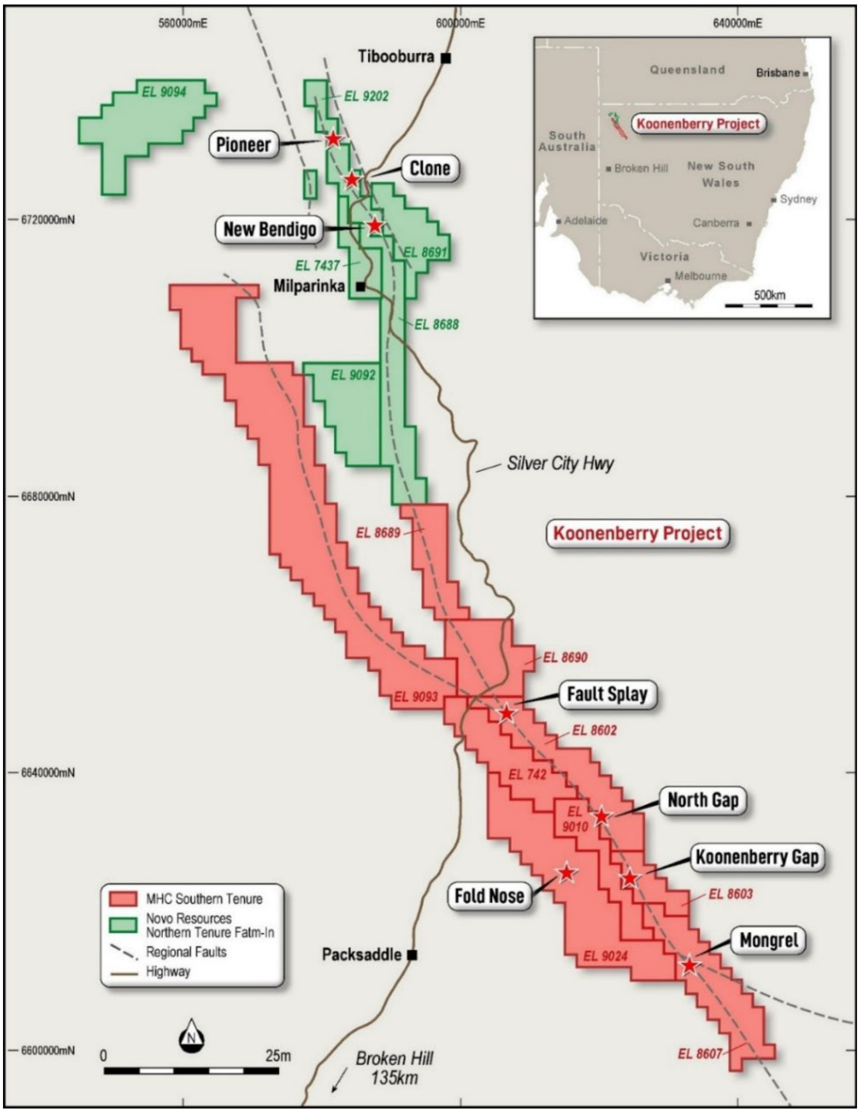

Figure 4: *Tibooburra Project Location & Breakdown of Tenure*

Farm-in advances to second stage (subsequent to 30 June 2026)

On 30 July 2026, the Company announced that it had executed a formal Joint Venture Agreement and an associated Coordination Deed with Novo, replacing the December 2024 term sheet, after Novo satisfied the initial farm-in requirements and elected to proceed to the second stage. Under the executed agreements:

- Novo will issue 1,500,000 fully paid Novo shares to Awati (subject to a four-month hold period, after which they convert to ASX-quoted CHESS Depositary Interests);
- Novo (via Beatons Creek Gold) must incur A$1.5 million of exploration expenditure on the six northern licences by 31 December 2026 to earn a 70% interest – approximately A$1.31 million of which had been incurred as at 30 June 2026;
- On formation of the joint venture, Manhattan retains a 30% interest, free-carried by Novo to completion of a Bankable Feasibility Study at no cost to Manhattan; and
- Manhattan retains 100% ownership of the nine southern Tibooburra licences (approximately 1,564 km²).

DIRECTORS' REPORT

The arrangement allows Manhattan to retain meaningful exposure to any discovery on the northern tenements without contributing exploration funding, while directing its own capital to Hook Lake and the southern Tibooburra ground it owns outright. As operator, Novo has advised that a ~2,700 m RC drilling program was scheduled to commence at Tibooburra late in the third quarter of 2026, testing the Clone (approximately 1,700 m) and Pioneer South (approximately 1,000 m) prospects. In previous drilling, Clone returned significant results such as 12m @ 5.90 g/t Au from 16m, including 5m @ 13.74 g/t Au, and 6m @ 8.39 g/t Au from 82m, supporting a shallow, north-plunging high-grade shoot that remains open down plunge[10].

PONTON PROJECT

Western Australia

Manhattan maintained its Ponton Uranium Project in Western Australia during the year. No exploration or development was carried out on the Project during the reporting period. Ponton is a potential future low-cost in-situ recovery (ISR) development opportunity comprising Exploration Licence E28/1898 and Exploration Licence Application E28/2454, located approximately 200 km east-north-east of Kalgoorlie.

The Double 8 uranium deposit hosts a JORC (2012) Inferred Resource of 26 Mt at 300 ppm U_3O_8 for 17.2 Mlb U_3O_8 at a 200 ppm cut-off (reported 23 January 2017), with wide-spaced exploration targets identified at Stallion South (8–16 Mlb U_3O_8), Highway South (8–16 Mlb U_3O_8) and Ponton (15–30 Mlb U_3O_8). There has been no change to these Mineral Resource estimates since they were first reported. The Company has applied for Ministerial consent to recommence exploration at Ponton to evaluate its potential to host Rare Earth Elements (REEs) and to test extensions to known mineralisation; Ministerial consent had not been received as at the date of this review. Given the Western Australian Government's current policies on new uranium mine approvals and exploration access within reserves, the Company will endeavour to maintain the Project with a view to a potential future improvement in the uranium price and/or a change in government policy.

CORPORATE

On 24 July 2025, the Company announced the successful completion of its acquisition of 100% of the Hook Lake Project, further strengthening its asset portfolio.

To coincide with the acquisition:

- Mr Gavin Rezos joined the Board as a Non-Executive Director
- Mr John Seton resigned as a Non-Executive Director
- Mr Eric Sondergaard was engaged as Technical Advisor
- 200,000,000 Fully Paid Ordinary Shares and 150,000,000 Consideration Performance Rights were issued to the Vendors of the Hook Lake Project
- 18,000,000 Executive Performance Rights were issued to Mr Rezos (9,000,000 Rights) and Mr Sondergaard (9,000,000 Rights)

In addition, on 24 July 2025, the Company issued 11,000,000 Introduction and Facilitation Shares in recognition of the consultants who brought the Hook Lake Project before the Board for consideration and 2,000,000 Unlisted Options were issued to incentivise and retain the in-country Project Manager – Canada.

[10] *Refer to Novo Resources Announcement 30/07/2026 "Tibooburra Gold Project Update"*

DIRECTORS' REPORT

On 5 August 2025, the Company announced the successful completion of a $2,229,495 Placement (before costs) to sophisticated and professional investors, comprising the issue of 111,474,724 fully paid ordinary shares at an issue price of $0.02 per share. $108,500 of the placement (5,425,000 ordinary shares) was used as consideration for the acquisition of the Hook Lake Project.

In December 2025 the Company divested its non-core L3 Lithium (Chebogue) Project in Nova Scotia, Canada, for consideration of up to A$342,000 upfront, A$500,000 within 12 months and A$500,000 contingent on the purchaser filing a compliant Mineral Resource, sharpening the Company's focus on gold.

On 16 January 2026, the Company announced it had changed its name from Manhattan Corporation Limited to Manhattan Gold Corporation Limited, following shareholder approval at the Annual General Meeting.

On 5 February 2026, the Company announced changes to the Board and management team to reflect the focus on the Hook Lake Project and to meet the Company's ongoing governance requirements:

- Mr Gavin Rezos, Non-Executive Director since July 2025 was appointed as Non-Executive Chairman
- Mr Kell Nielsen retired from his executive role but was appointed as Non-Executive Director
- Mrs Danielle Kelly was appointed as Non-Executive Director
- Mr Marcello Cardaci retired from the Board

On 18 March 2026, the Company completed a A$3 million (before costs) capital raise at an issue price of A$0.024 per share through an oversubscribed placement lead managed by Alpine Capital. The placement comprised the issue of 125,000,000 ordinary shares and was strongly supported by existing shareholders, clients of Viaticus Capital, a related party associated with Gavin Rezos, along with new domestic and internation institutional investors.

Of the 125,000,000 ordinary shares comprising the Placement, 27,850,000 shares (A$668,400), representing participation by Manhattan Directors and related parties, remained subject to shareholder approval. Shareholders approved the director participation at a General Meeting dated 13 July 2026. Net proceeds from the Placement are being applied to the 2026 drill campaign at Hook Lake.

On 21 May 2026, the Company announced the appointment of Ms Jessamyn Lyons and Ms Carla Healy as Joint Company Secretaries.

RISKS

Manhattan is subject to a number of risks, both specific to its business activities and of a general nature, which may impact its future performance. The material risks include, but are not limited to, the following:

Exploration and development risk

Mineral exploration and development are high-risk undertakings. There can be no assurance that exploration of the Company's projects, or of any tenements that may be acquired in the future, will result in the discovery of an economic ore deposit. Even where a potentially viable deposit is identified, there is no guarantee that it can be economically exploited. Success will depend on, among other things, the Company having access to sufficient development capital, being able to maintain title to its projects and obtaining all required approvals. Should exploration programs prove unsuccessful, this could lead to a diminution in the value of the tenements, a reduction in the Company's cash reserves and the possible relinquishment of projects.

DIRECTORS' REPORT

Additional requirements for capital

The Group has considered its ability to continue as a going concern for at least the next 12 months from the approval of its financial statements, based on an estimation of expected cash flows and the needs of the business. Future capital requirements depend on many factors. Additional equity financing may dilute existing shareholdings, and debt financing, if available, may impose restrictions on financing and operating activities. If the Company is unable to obtain additional financing as needed, it may be required to reduce the scope of its operations. There is no guarantee that the Company will be able to secure additional funding, or to secure funding on terms favourable to the Company.

Title risk

The mineral claims and licences in which the Company holds, or may in the future acquire, an interest are subject to applicable local laws and regulations and to the conditions applying in each jurisdiction. Failure to comply with these conditions may render tenure liable for forfeiture. Tenements are subject to periodic application for renewal and/or reduction under applicable legislation. Mineral claims carry their own conditions and terms. If tenements and mineral claims are not renewed the Company may lose the opportunity to explore for and discover Mineral Resources on that ground.

Foreign operations and jurisdiction risk

A material part of the Company's activities is conducted in Nunavut, Canada. Operating in a foreign jurisdiction exposes the Company to risks including changes in government policy, law, taxation and regulation; the need to obtain and maintain permits and approvals from multiple federal, territorial, Inuit and First Nations authorities; and the practical challenges of exploring in a remote environment. Delays or interruptions arising from any of these factors could increase costs or defer planned activities.

Community engagement and social licence risk

The Company's ability to explore and develop its projects depends on maintaining strong relationships and social licence with Inuit and First Nations communities and rights holders, and on continued support from relevant community and regulatory bodies. The Company is committed to responsible exploration in partnership with these communities, including the integration of traditional knowledge, local hiring, training and procurement, and the protection of culturally significant sites. A deterioration in these relationships, or changes to the conditions of Inuit Owned Land agreements, could adversely affect the Company's activities.

Environmental risk

The operations and proposed activities of the Company are subject to Australian and Canadian laws and regulations concerning the environment. As with most exploration projects and mining operations, the Company's activities are expected to have an impact on the environment, particularly if advanced exploration or mine development proceeds. It is the Company's intention to conduct its activities to the highest standard of environmental obligation, including compliance with all environmental laws. The disposal of mining and process waste and mine water discharge are subject to constant legislative scrutiny and regulation, and there is a risk that environmental laws and regulations become more onerous, making the Company's operations more expensive.

Commodity price and currency risk

The Company's prospects and its ability to raise capital and, ultimately, to develop an economic project are affected by movements in commodity prices, particularly the price of gold. Commodity prices fluctuate and are affected by numerous factors beyond the Company's control. As the Company incurs expenditure in Australian and Canadian dollars and reports in Australian dollars, movements in exchange rates may also affect its financial position and the cost of its exploration programs.

DIRECTORS' REPORT

Economic risk

General economic conditions, the introduction of tax reform or new legislation, and movements in interest rates, inflation and currency exchange rates may have an adverse effect on the Company, as well as on its ability to fund its operations.

Key personnel and contractor risk

The Company relies on a small number of key management personnel, technical advisers and specialist contractors, including drilling, geophysical, laboratory and logistics providers operating in remote locations. The loss of key personnel, or an inability to attract, retain or secure suitably qualified people and contractors on acceptable terms, could adversely affect the Company's ability to execute its exploration programs.

SIGNIFICANT CHANGES IN THE STATE OF AFFAIRS

There have been no significant changes in the state of affairs of the Company during the year to 30 June 2026 and up to the date of this report, other than the change of name from Manhattan Corporation Ltd to Manhattan Gold Corporation Ltd.

SIGNIFICANT EVENTS AFTER THE BALANCE DATE

No matters or circumstance have arisen since 30 June 2026 which significantly affected or could significantly affect the operations of the consolidated group in future financial years apart from the following:

- As announced on 18 March 2026, the Company completed a A$3 million (before costs) capital raise at an issue price of A$0.024 per share. Of the 125,000,000 ordinary shares comprising the Placement, 27,850,000 shares (A$668,400), representing participation by Manhattan Directors and related parties, remained subject to shareholder approval. Shareholders approved the director participation at a General Meeting dated 13 July 2026 and the shares were issued on 23 July 2026.

- On 30 July 2026, it was announced that the Company, its wholly-owned subsidiary Awati Resources Pty Ltd ('Awati') and Novo Resources Corp ('Novo') had signed a formal Joint Venture and Option Agreement as well as the Minerals Coordination Deed contemplated by the Term Sheet entered into on 13 December 2024. Under the agreements, Novo will issue 1,500,000 common shares to Awati which will be subject to a four-month hold pursuant to Canadian securities laws.

- On 28 August 2026, the Company issued 56,000,000 shares following the conversion of Tranche 1 of the Consideration and Executive Performance Rights issued following the acquisition of Hook Lake (refer to Note 15 for further information).

- On 15 September 2026, the Company announced it had received firm commitments for a placement of $4.5 million to be completed in two tranches – in September 2026 and following the Annual General Meeting in November 2026. The first tranche of placement shares totalling 168,000,000 ordinary shares were issued on 22 September 2026.

LIKELY DEVELOPMENTS AND EXPECTED RESULTS OF OPERATIONS

Likely developments in the operations of the Company are set out in the above review of operations in this annual report. Any future prospects are dependent upon the results of future exploration and evaluation.

ENVIRONMENTAL REGULATIONS AND PERFORMANCE

The Group carries or carried out operations that are subject to environmental regulations under legislation in Australia. The Group has formal procedures in place to ensure regulations are adhered to. The Group is not aware of any breaches in relation to environmental matters.

DIRECTORS' REPORT

SHARE OPTIONS AND PERFORMANCE RIGHTS

As at the date of this report, there were 52,125,000 unissued ordinary shares under option and 128,000,000 performance rights on issue. The details of the options and performance rights at the date of this report are as follows:

Options

Number	Exercise Price $	Expiry Date
875,000	0.30	28-Nov-2026
20,000,000	0.04	27-Nov-2027
2,000,000	0.04	24-Jul-2028
2,500,000	0.04	29-May-2028
18,750,000	0.048	15-Jul-2029
500,000	0.04	22-Jul-2028
500,000	0.06	22-Jul-2028
3,500,000	0.04	28-Aug-2028
3,500,000	0.06	28-Aug-2028
52,125,000		

Performance Rights

Number	Expiry Date
100,000,000	24-Jul-2030
12,000,000	24-Jul-2029
11,000,000	22-Jul-2031
5,000,000	01-Jul-2029
128,000,000	

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

INDEMNIFICATION AND INSURANCE OF DIRECTORS AND OFFICERS

The Company has made an agreement indemnifying all the Directors and officers of the Company against all losses or liabilities incurred by each Director or officer in their capacity as Directors or officers of the Company to the extent permitted by the Corporations Act 2001. The indemnification specifically excludes wilful acts of negligence. The Company paid insurance premiums in respect of Directors' and Officers' Liability Insurance contracts for current officers of the Company, including officers of the Company's controlled entities. The liabilities insured are damages and 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 entities in the Group. The total amount of insurance premiums paid has not been disclosed due to confidentiality reasons.

DIRECTORS' REPORT

DIRECTORS' MEETINGS

During the year ended 30 June 2026, the number of meetings of directors held and the number of meetings attended by each director were as follows:

Director	Number of Meetings Eligible to Attend	Number of Meetings Attended
Mr Gavin Rezos	2	2
Mr Kell Nielsen	2	2
Mrs Danielle Kelly	2	2
Mr Marcello Cardaci	-	-
Mr John Seton	-	-

In addition, the Board held regular Board discussions and passed 13 circular resolutions.

PROCEEDINGS ON BEHALF OF COMPANY

No person has applied for leave of court to bring proceedings on behalf of the Company or 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 any part of those proceedings. The Company was not a party to any such proceedings during the year.

CORPORATE GOVERNANCE

In recognising the need for the highest standards of corporate behaviour and accountability, the Directors of Manhattan Gold Corporation Limited support and have adhered to the principles of sound corporate governance. The Board recognises the recommendations of the Australian Securities Exchange Corporate Governance Council and considers that Manhattan Gold Corporation Limited complies with the recommendations set out in the ASX Corporate Governance Council's Corporate Governance Principles and Recommendations 4th edition to the extent possible, which are of importance to the commercial operation of a junior listed resources company.

In accordance with ASX Listing Rule 4.10.3 the Company has elected to publish its 2026 Corporate Governance Statement on the Company website at https://mhc.gold/corporate/corporate-governance/.

AUDITOR'S INDEPENDENCE DECLARATION AND NON-AUDIT SERVICES

Section 307C of the Corporations Act 2001 requires the Company's auditor to provide the Directors of Manhattan Gold Corporation Limited with an Independence Declaration in relation to the audit of the financial report for the year ended 30 June 2026. A copy of that declaration is included on page 24.

There were no non-audit services provided by the auditor.

REMUNERATION REPORT (AUDITED)

This report outlines the remuneration arrangements in place for Directors and Executives of Manhattan Gold Corporation Limited in accordance with the requirements of the Corporations Act 2001 and its Regulations. For the purpose of this report, Key Management Personnel (KMP) of the Company are defined as those persons having authority and responsibility for planning, directing and controlling the major activities of the Group, directly or indirectly, including any Director (whether executive or otherwise) of the Group.

DIRECTORS' REPORT

1. Key Management Personnel covered by this Remuneration Report

The following were KMPs of the Group at any time during the years ended 30 June 2025 and 30 June 2026 and unless otherwise indicated, KMPs for the entire period:

Mr Gavin Rezos	Appointed Non-Executive Director on 24 July 2025 Appointed Non-Executive Chairman on 5 February 2026
Mr Kell Nielsen	Chief Executive Officer to 5 February 2026 Appointed Non-Executive Director on 5 February 2026
Mrs Danielle Kelly	Appointed Non-Executive Director 5 February 2026
Mr Marcello Cardaci	Resigned Non-Executive Director 5 February 2026
Mr John Seton	Resigned Non-Executive Director 24 July 2025

2. Remuneration Governance

The Board is responsible for determining and reviewing compensation arrangements for the Directors. The Board assesses the appropriateness of the nature and amount of emoluments of such officers on a periodic basis by reference to relevant employment market conditions with the overall objective of ensuring maximum stakeholder benefit from the retention of a high-quality board and executive team. Currently the Group does not link the nature and amount of the emoluments of such officers to the Group's financial or operational performance. The expected outcome of this remuneration structure is to retain and motivate Directors.

As part of its Corporate Governance Policies and Procedures, the Board has adopted a formal Remuneration and Nomination Committee Charter. Due to the current size of the Group and number of Directors, the Board has elected not to create a separate Remuneration and Nomination Committee but has instead decided to undertake the function of the Committee as a full Board under the guidance of the formal Charter.

3. Details of Remuneration

Details of the nature and amount of each element of the emolument of each Director and Executive of the Group are as follows:

	Short-term					
	Directors Fees $	Consulting Fees $	Post employment $	Share Based Payments $	Total $	Performance Related %
30 June 2026						
Director						
Mr. G Rezos(1)	60,439	64,851	-	173,400(6)	298,690	58%
Mr. K Nielsen(2)	41,833	56,000	-	-	97,833	-
Mrs D. Kelly(3)	20,833	2,500	-	-	23,333	-
Mr M.Cardaci(4)	35,000	-	-	-	35,000	-
Mr J.Seton(5)	3,000	-	-	-	3,000	-
Total	161,105	123,351	-	173,400	457,856	58%
30 June 2025						
Director						
Mr. M Cardaci	60,000	-	-	-	60,000	-
Mr. K Nielsen	36,000	96,000	-	-	132,000	-
Mr. J Seton	36,000	-	-	-	36,000	-
Total	132,000	96,000	-	-	228,000	-

(1) Appointed 24 July 2025 as Non-Executive Director; Non-Executive Chairman from 5 February 2026
(2) Chief Executive Officer to 5 February 2026, Non-Executive Director from this date
(3) Appointed 5 February 2026
(4) Resigned Non-Executive Director 5 February 2026
(5) Resigned Non-Executive Director 24 July 2025
(6) Executive Performance Rights relating to the acquisition of Hook Lake – refer Note 15

DIRECTORS' REPORT

4. Share Based Remuneration – options

The details of each grant of options affecting remuneration in the previous, this or future reporting periods are as follows:

	Grant date	Grant number	Expiry date	Value per options at grant date	Value of options at grant date	Exercise price	No. Vested	No. Expired
Mr G.Rezos	-	-	-	-	-	-	-	-
Mr. K Nielsen	28/11/2023	250,000	28/11/2026	$0.0297	$7,432	$0.30	-	-
Mrs D.Kelly	-	-	-	-	-	-	-	-
Mr. M Cardaci	28/11/2023	500,000	28/11/2026	$0.0297	$14,863	$0.30	-	-
Mr. J Seton	28/11/2023	125,000	28/11/2026	$0.0297	$3,716	$0.30	-	-

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 consideration and the exercise prices will be such price as determined by the board, at its absolute discretion, on or before the date of issue.

There were no alterations to the terms and conditions of options granted as remuneration since their grant date. Options granted as part of remuneration have been valued using the Black-Scholes option pricing model, which takes account of factors such as the option exercise price, the current level and volatility of the underlying share price and the expected time to maturity of the option. Options granted under the plan carry no dividend or voting rights.

During the year there were no options provided as remuneration to Directors or other Key Management Personnel of the Company. When exercisable, each option is convertible into one ordinary share of Manhattan Gold Corporation Limited.

5. Additional disclosures relating to options and shares

Shareholdings of Key Management Personnel

The number of shares in the Company held during the period by each director of Manhattan Gold Corporation Limited, including their personally related parties, is set out below. There were no shares granted during the reporting period as compensation.

	Opening Balance	**On appointment/ resignation**	**Number Issued**	**Share Purchases**	**Share Sales or Other changes**	**Closing Balance**
30 June 2026						
Director						
Mr G. Rezos	-	84,202,000	-	16,868,000	-	101,070,000
Mr K Nielsen	1,968,750	-	-	-	-	1,968,750
Mrs D. Kelly	-	-	-	-	-	-
Mr M Cardaci	5,178,363	(5,178,363)	-	-	-	-
Mr. J Seton	118,184	(118,184)	-	-	-	-
Total	**7,265,297**	**78,905,453**	**-**	**16,868,000**	**-**	**103,038,750**
30 June 2025						
Director						
Mr M Cardaci	3,567,241	-	100,000,000	-	(98,388,878)[1]	5,178,363
Mr K Nielsen	6,250,000	-	33,125,000	-	(37,406,250)[1]	1,968,750
Mr. J Seton	1,575,785	-	787,893	-	(2,245,494)[1]	118,184
Total	**11,393,026**	**-**	**133,912,893**	**-**	**(138,040,622)**	**7,265,297**

(1) Reflects consolidation of securities completed on 12 December 2024

DIRECTORS' REPORT

Option holdings of Key Management Personnel

The numbers of options over ordinary shares in the Company held during the period by each director of Manhattan Gold Corporation Limited including their personally related parties, are set out below:

	Opening Balance	Number Issued	Number Exercised	Expired or other changes(1)	Closing Balance	Vested options: Exercisable	Vested options: Non-exercisable
30 June 2026							
Director							
Mr G. Rezos	-	-	-	-	-	-	-
Mr K Nielsen	250,000	-	-	-	250,000	-	-
Mrs D Kelly	-	-	-	-	-	-	-
Mr M Cardaci	500,000	-	-	(500,000)[1]	-	-	-
Mr. J Seton	125,000	-	-	(125,000)[1]	-	-	-
Total	875,000	-	-	(625,000)	250,000	-	-
30 June 2025							
Director							
Mr M Cardaci	-	10,000,000	-	(9,500,000)[2]	500,000	-	-
Mr K Nielsen	-	5,000,000	-	(4,750,000)[2]	250,000	-	-
Mr J Seton	-	2,500,000	-	(2,375,000)[2]	125,000	-	-
Total	-	17,500,000	-	(16,625,000)	875,000	-	-

(1) On resignation
(2) In 2025 reflects consolidation of securities completed on 12 December 2024

Performance Rights of Key Management Personnel

The number of shares in the Company held during the period by each director of Manhattan Gold Corporation Limited, including their personally related parties, is set out below. There were no performance rights held by Directors in the financial year ending 30 June 2025.

	Opening Balance	**On appointment/ resignation**	**Number Issued**	**Conversion or Other changes**	**Closing Balance**
30 June 2026					
Director					
Mr G. Rezos	-	78,714,000	-	-	78,714,000
Mr K Nielsen	-	-	-	-	-
Mrs D. Kelly	-	-	-	-	-
Mr M Cardaci	-	-	-	-	-
Mr. J Seton	-	-	-	-	-
Total	**-**	**78,714,000**	**-**	**-**	**78,714,000**

DIRECTORS' REPORT

6. Service Agreements

Non-Executive Directors

The Non-Executive Directors on appointment, enter into a service agreement with the Company in the form of a letter of appointment and are paid an annual fee on a monthly basis. The letter summarises the Board policies and terms, including compensation, relevant to the office of Non-Executive Director.

The Non-Executive Directors are also entitled to fees for other amounts as the board determines where they perform special duties or otherwise performs extra services or make special exertions on behalf of the Company. These fees are included as short-term consulting fees as outlined in the table included in the Remuneration Report.

In determining whether a Non-Executive Director should perform any additional services on behalf of the Company, the board takes into consideration factors such as the cash flow impact of employing an independent contractor, the relevant experience and technical expertise required in performing any services and relevant additional credentials required to perform a particular task.

The aggregate fee remuneration for Non-Executive Directors has been set at an amount not to exceed $450,000 per annum. This amount may only be increased with the approval of Shareholders at a general meeting.

Other transactions with Key Management Personnel and their related parties

Viaticus Capital Pty Ltd (a Company of which Mr Rezos is a director) charged the Group consulting fees for the year ended 30 June 2026 of $64,851 (2025: nil). This amount is included in the remuneration table within this remuneration report. $2,292 was outstanding at year end. In addition, Viaticus Capital Pty Ltd charged the Group fees of $86,466 in relation to the share placements which occurred in July 2025 and March 2026.

Vivien Enterprises Pte Ltd, a company beneficially owned by the spouse of Mr Rezos will receive a 25% share of a 2% net smelter return royalty as granted to the vendors over the Hook Lake Project (refer note 15 for further information).

Mannika Resources Pty Ltd (a Company of which Mr Nielsen is a director) charged the Group director and consulting fees for the year ended 30 June 2026 of $56,000 (2025: $96,000). This amount is included in the remuneration table within this remuneration report. $4,583 was outstanding at year end.

Swarm Consulting Pty Ltd (a Company of which Mrs Kelly is a director) charged the Group consulting fees for the year ended 30 June 2026 of $2,500 (2025: nil). This amount is included in the remuneration table within this remuneration report. Nil was outstanding at year end.

Jura Trust Limited (a Company of which Mr Seton is a director), as trustee of the Jura Trust, charged the Group director's fees for the year ended 30 June 2026 totalling $3,000 (2025: $36,000). This amount is included in the remuneration table within this remuneration report. Nil was outstanding at year end.

These transactions have been entered into on normal commercial terms.

End of Remuneration Report (Audited)

Signed on behalf of the board in accordance with a resolution of the Directors

Gavin Rezos
Non-Executive Chairman
28 September 2026

AUDITOR'S INDEPENDENCE DECLARATION UNDER SECTION 307C OF THE *CORPORATIONS ACT 2001*

In.Corp Audit & Assurance Pty Ltd
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To the directors of Manhattan Gold Corporation Limited:

As lead auditor of the audit of Manhattan Gold Corporation Limited for the year ended 30 June 2026, I declare that, to the best of my knowledge and belief, there have been:

- no contraventions of the auditor independence requirements of the *Corporations Act 2001* in relation to the audit; and
- no contraventions of any applicable code of professional conduct in relation to the audit.

This declaration is in respect of Manhattan Gold Corporation Limited and the entities it controlled during the year.

In.Corp Audit & Assurance Pty Ltd

Volha Romanchik
Director

28 September 2026

CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

For the year ended 30 June 2026

	Notes	Consolidated 30 June 2026 $	Consolidated 30 June 2025 $
Revenue			
Interest income		15,788	20,329
		15,788	20,329
Expenses			
Public company costs		(175,905)	(87,216)
Consulting and directors' fees		(494,165)	(444,965)
Legal fees		(53,940)	(132,381)
Exploration expenditure		(3,713,618)	-
Impairment of exploration expenditure		(6,926)	(67,190)
Administrative expenses		(384,968)	(194,001)
Loss on disposal of subsidiary		(4,110,268)	-
Interest expense		(3,210)	-
Gain on sale of plant and equipment		39,329	-
Depreciation		(10,054)	(17,928)
Loss before income tax		(8,897,937)	(923,352)
Income tax expense	8	-	-
Net loss for the year		(8,897,937)	(923,352)
Exchange differences on translating foreign operations		(209,407)	(5,973)
Other comprehensive income for the year		(209,407)	(5,973)
Total comprehensive income for the year		(9,107,344)	(929,325)
Loss per share attributable to owners of Manhattan Gold Corporation Limited			
Basic and diluted loss per share (cents per share)	7	1.6	0.44

The above Consolidated Statement of Profit or Loss and Other Comprehensive Income should be read in conjunction with the accompanying notes.

CONSOLIDATED STATEMENT OF FINANCIAL POSITION

As at 30 June 2026

	Notes	Consolidated 30 June 2026 $	Consolidated 30 June 2025 $
CURRENT ASSETS			
Cash and cash equivalents	9	2,008,898	1,862,286
Trade and other receivables	10	659,980	209,151
TOTAL CURRENT ASSETS		2,668,878	2,071,437
NON-CURRENT ASSETS			
Security deposits	10	280,728	198,410
Plant and equipment	11	-	53,979
Deferred exploration and evaluation expenditure	12	11,413,807	10,839,022
TOTAL NON-CURRENT ASSETS		11,694,535	11,091,411
TOTAL ASSETS		14,363,413	13,162,848
CURRENT LIABILITIES			
Trade and other payables	13	1,305,775	147,689
TOTAL CURRENT LIABILITIES		1,305,775	147,689
TOTAL LIABILITIES		1,305,775	147,689
NET ASSETS		13,057,638	13,015,159
EQUITY			
Issued capital	16	44,749,562	36,312,392
Reserves	17	6,584,028	6,080,782
Accumulated losses		(38,275,952)	(29,378,015)
TOTAL EQUITY		13,057,638	13,015,159

The above Consolidated Statement of Financial Position should be read in conjunction with the accompanying notes.

CONSOLIDATED STATEMENT OF CASH FLOWS

For the year ended 30 June 2026

	Notes	Consolidated 30 June 2026 $	Consolidated 30 June 2025 $
CASH FLOWS USED IN OPERATING ACTIVITIES			
Payments to suppliers and employees		(601,466)	(901,695)
Payments for exploration expenditure		(2,786,230)	-
Interest received		15,584	20,329
NET CASH USED IN OPERATING ACTIVITIES	9	(3,371,832)	(881,366)
CASH FLOWS USED IN INVESTING ACTIVITIES			
Expenditure on exploration		(475,032)	(726,631)
Net proceeds on disposal of subsidiary		224,876	-
Payments for exploration asset		(76,500)	-
Sale of fixed assets		65,000	-
NET CASH USED IN INVESTING ACTIVITIES		(261,656)	(726,631)
CASH FLOWS FROM FINANCING ACTIVITIES			
Proceeds from issue of securities		4,452,795	1,760,990
Share issue costs		(534,713)	(145,527)
NET CASH FROM FINANCING ACTIVITIES		3,918,082	1,615,463
Net increase in cash held		284,594	7,466
Exchange rate movements		(137,982)	1,656
Cash and cash equivalents at beginning of year		1,862,286	1,853,164
CASH AND CASH EQUIVALENTS AT END OF THE YEAR	9	2,008,898	1,862,286

The above Consolidated Statement of Cash Flows should be read in conjunction with the accompanying notes.

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

For the year ended 30 June 2026

	Notes	Issued capital $	Accumulated losses $	Foreign currency translation reserve	Share-based payment reserves $	Total $
At 1 July 2024		35,187,922	(28,454,663)	6,526	5,589,236	12,329,021
Loss for the year		-	(923,352)	-	-	(923,352)
Other comprehensive income		-	-	(5,973)	-	(5,973)
Total comprehensive income		-	(923,352)	(5,973)	-	(929,325)
Transactions with owners in their capacity as owners:						
Issue of share capital		1,760,991	-	-	-	1,760,991
Issue of options		-	-	-	490,993	490,993
Share issue costs		(636,521)	-	-	-	(636,521)
At 1 July 2025	16,17	36,312,392	(29,378,015)	553	6,080,229	13,015,159
Loss for the year		-	(8,897,937)	-	-	(8,897,937)
Other comprehensive income		-	-	(209,407)	-	(209,407)
Total comprehensive income		-	(8,897,937)	(209,407)	-	(9,107,344)
Transactions with owners in their capacity as owners:						
Issue of share capital		8,876,095	-	-	-	8,876,095
Issue of options		-	-	-	54,353	54,353
Issue of performance rights		-	-	-	658,300	658,300
Share issue costs		(438,925)	-	-	-	(438,925)
At 30 June 2026	16,17	44,749,562	(38,275,952)	(208,854)	6,792,882	13,057,638

The above Consolidated Statement of Changes in Equity should be read in conjunction with the accompanying notes.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

1. CORPORATE INFORMATION

The financial report of Manhattan Gold Corporation Limited ("Manhattan" or "the Company") and its controlled entities ("the Group") for the year ended 30 June 2026 was authorised for issue in accordance with a resolution of the Directors on 28 September 2026.

Manhattan Gold Corporation Limited is a for profit company limited by shares incorporated in Australia whose shares are publicly traded on the Australian Securities Exchange.

The nature of the operations and the principal activities of the Group are described in the Directors' Report.

2. MATERIAL ACCOUNTING POLICY INFORMATION

Accounting policies that are material for the preparation of the Financial Report are set out below. These policies have been consistently applied to all the years presented, unless otherwise stated.

The Financial Statements are for the consolidated entity consisting of Manhattan Gold Corporation Limited and its subsidiaries. The Financial Statements are presented in Australian currency. Manhattan Gold Corporation Limited is a company limited by shares, domiciled and incorporated in Australia. The Directors have the power to amend and reissue the financial statements.

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 Statements of Manhattan Gold Corporation Limited also comply 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 requires the use of certain critical accounting estimates. It also requires management to exercise its judgement in the process of applying the Group'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 3.

Going Concern

The Company incurred a loss for the year of $8,897,937 (2025: $923,352) which included exploration expenditure of $3,713,618 and a "one off" loss on disposal of subsidiary of $4,110,268. Net cash outflows from operating activities were $3,371,832 (2025: $881,366). At 30 June 2026 the Group had cash assets of $2,008,898 (2025: $1,862,286) and working capital of $1,643,831 (2025: $2,048,207) which includes non-current security deposits.

The Directors closely monitor the cash position and have the ability to manage discretionary expenditure and commitments as required. The Directors also note their ability in the past to raise capital and that they have support from their investor base if further capital is required. Subsequent to the year end, on 15 September 2026, the Company announced it had received firm commitments for a placement of $4.5 million to be completed in two tranches – in September 2026 and following the Annual General Meeting in November 2026. Based on the above, the Directors consider it appropriate that the financial report be prepared on a going concern basis.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

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 acquisition date 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.

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.

The Group assesses each area of interest individually in determining whether ongoing exploration and evaluation expenditure is capitalised or expensed as incurred, having regard to the specific facts and circumstances of that area, including its stage of exploration, the extent of data available, and management's assessment of the likelihood of economically recoverable reserves being identified.

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.

Employee Benefit Provisions

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 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").

New Accounting Standards and Interpretations not yet mandatory or early adopted

Australian Accounting Standards and Interpretations that have recently been issued or amended but are not yet mandatory have not been early adopted by the Group for the annual reporting period ended 30 June 2026. The Group's assessment of the impact of these new or amended Accounting Standards and Interpretations, most relevant to the Group, are set out below:

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

AASB 18 Presentation and Disclosure in Financial Statements
This standard is applicable to annual reporting periods beginning on or after 1 January 2027 and replaces IAS 1 'Presentation of Financial Statements' with many of the original disclosure requirements retained. There will be no impact on the recognition and measurement of items in the financial statements, however the standard will affect presentation and disclosure in the financial statements, including introducing five categories in the statement of profit or loss and other comprehensive income: operating, investing, financing, income taxes and discontinued operations. The Group will adopt this standard from 1 July 2027, and it is expected that there will be a significant change to the layout of the statement of profit or loss and other comprehensive income from this point.

Certain prior year amounts have been re-classified for consistency with the current year presentation. This change maintains the comparability among the periods presented.

3. 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. An impairment exists when the carrying amount of an area of interest exceeds its estimated recoverable amount. The area of interest is then written down to its recoverable amount. The Group has made an impairment charge for the year which has been recognised in the profit or loss.

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.

4. SEGMENT INFORMATION

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

5. 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 and aging analysis for credit risk.

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

Foreign Exchange Risk
The Group undertakes certain transactions denominated in Canadian Dollars, hence exposures to exchange rate fluctuations arise. The carrying amount of the Group's foreign currency denominated monetary assets and monetary liabilities at the reporting date is as follows:

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

	30 June 2026 $	30 June 2025 $
Assets – Canadian Dollars	1,201,952	2,122,553
Liabilities – Canadian Dollars	961,318	5,894

Price Risk

The Group does not currently hold any equity investments, so it is not exposed to equity securities price risk. The Group is not exposed to commodity price risk as the Group is still carrying out exploration.

Cash Flow and Fair Value Interest Rate Risk

The Group's only interest rate risk arises from cash and cash equivalents. 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.

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 $2,668,878 (2025: $2,246,617).

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

	30 June 2026 $	30 June 2025 $
Cash and cash equivalents	2,008,898	1,862,286
Trade and other receivables	659,979	430,791
	2,668,877	2,293,077

Liquidity Risk

Prudent liquidity risk management implies maintaining sufficient cash to meet liabilities. The Group manages liquidity risk by continuously monitoring forecast and actual cash flows and matching the maturity profiles 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 and other payables incurred in the normal course of the business of $1,305,775 (2025: $147,689). 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 has therefore not undertaken any further analysis of any risk exposure.

Fair Value Estimation

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

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.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

6. INVESTMENT IN SUBSIDIARIES

The consolidated financial statements incorporate the assets, liabilities and results of the following subsidiaries:

Name of Entity	Country of Incorporation	Equity Holding as at 30 June 2026	Equity Holding as at 30 June 2025
Manhattan Resources Pty Ltd	Australia	100%	100%
Awati Resources Pty Ltd	Australia	100%	100%
MHC Gold Holdings Pty Ltd (previously Afro Mining Pty Ltd)	Australia	100%	100%
6106 Resources Limited	Canada	100%	-
Continental Lithium Ltd[1]	Canada	-	100%

1) On 24 December 2025, the Group disposed of its 100% interest in Continental Lithium Ltd – refer Note 14

7. LOSS PER SHARE

	30 June 2026	30 June 2025
Loss used in calculating basic and dilutive EPS	(8,897,937)	(923,352)

	Number of Shares	
Weighted average number of ordinary shares used in calculating basic loss per share:	561,613,675	209,987,801

Note: Weighted average number of shares adjusted for 20:1 consolidation completed on 12 December 2024.

There is no impact from 25,375,000 options outstanding at 30 June 2026 on the loss per share calculation because they are anti-dilutive. These options could potentially dilute basic EPS in the future.

	30 June 2026	30 June 2025
Loss per share	1.6	0.44

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

8. INCOME TAX EXPENSE

	Consolidated 30 June 2026 $	Consolidated 30 June 2025 $
Income tax expense		
Major component of tax expense for the year:		
Current tax	-	-
Deferred tax	-	-
Income tax as reported in the statement of comprehensive income	-	-

Numerical reconciliation between aggregate tax expense recognised in the statement of comprehensive income and tax expense calculated per the statutory income tax rate.

A reconciliation between tax expense and the product of accounting loss before income tax multiplied by the Group's applicable tax rate is as follows:

	30 June 2026 $	30 June 2025 $
Loss from continuing operations before income tax expense	(8,897,937)	(923,352)
Tax at the group rate of 25% (2025: 25%)	(2,224,484)	(230,838)
Increase in income tax due to:		
- Non-deductible expenses	1,019,466	33,509
- Changes in unrecognised temporary differences	(56,158)	(142,282)
- Unused tax losses not recognised	1,261,176	339,611
Income tax attributable to operating loss	-	-

Unrecognised deferred tax balances at 25% (2025: 25%)

The following deferred tax balances have not been recognised:

	30 June 2026 $	30 June 2025 $
Deferred tax assets		
Accruals	3,375	8,375
Prepayments	6,059	-
Unrealised foreign exchange loss	20,845	-
Capital raising costs	201,913	187,280
Carry forward revenue and capital losses	8,992,054	7,107,064
	9,224,246	7,302,719
Deferred tax liabilities		
Unrealised foreign exchange gain	-	8,492
Exploration expenditure	2,420,827	1,327,580
	2,420,827	1,336,072

The benefit for tax losses will only be obtained if:

(i) the Group derives future assessable income in Australia of a nature and of an amount sufficient to enable the benefit from the deductions for the expenditure to be realised

(ii) the Group continues to comply with the conditions for deductibility imposed by tax legislation in Australia

(iii) no changes in tax legislation adversely affect the Group in realising the benefit from the deductions for the expenditure

NOTES TO THE FINANCIAL STATEMENTS

Tax Consolidation

Manhattan and its wholly owned Australian subsidiaries are part of an income tax consolidated group and have entered into tax sharing and tax funding agreements. Under the terms of these agreements, the subsidiaries will reimburse Manhattan for any current income tax payable by Manhattan arising in respect of their activities. The reimbursements are payable at the same time as the associated income tax liability falls due and will therefore be recognised as a current tax-related receivable by Manhattan when they arise. In the opinion of the Directors, the tax sharing agreement is also a valid agreement under the tax consolidation legislation and limits the joint and several liability of the subsidiaries in the event of a default by Manhattan.

9. CASH AND CASH EQUIVALENTS

	Consolidated	
	30 June 2026	**30 June 2025**
	$	**$**
Reconciliation of Cash and Cash Equivalents		
Cash comprises of:		
Cash at bank	2,008,898	1,862,286

Cash at bank earns interest at floating rates based on daily bank deposit rates.

Short-term deposits are made for varying periods of between one day and three months, depending on the immediate cash requirements of the Group, and earn interest at the respective short-term deposit rates.

	Consolidated	
	30 June 2026	**30 June 2025**
	$	**$**
Reconciliation of operating loss after tax to the cash flows from operations		
Loss from ordinary activities after tax	(8,897,937)	(923,352)
Non-cash items		
Depreciation	10,054	17,928
Foreign currency losses / (gains)	230,858	(4,719)
Impairment of exploration expenditure	6,926	67,190
Other receivables written off	-	88,930
Activities re-classified to investing cash flow		
Loss on disposal of subsidiary	4,110,268	
Sale of plant and equipment	(39,329)	
Allocation trade and other receivables to exploration	-	(613)
Allocation trade and other payables to exploration	-	(16,359)
Change in assets and liabilities		
Decrease / (increase) in trade and other receivables	49,241	41,593
(Decrease) / increase in trade and other payables	1,158,087	(151,964)
Net cash outflow used in operating activities	(3,371,832)	(881,366)

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

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

10. TRADE AND OTHER RECEIVABLES

	Consolidated 30 June 2026 $	Consolidated 30 June 2025 $
Current		
GST receivable	40,143	166,421
Deferred consideration	500,000	-
Other	119,837	42,730
	659,980	209,151
Non-current		
Security deposits	280,728	198,410

Deferred consideration relates to the sale of 100% interest in Continental Lithium Ltd – refer Note 14 for further information.

Security deposits are provided for tenements as surety of potential rehabilitation works and have been classified as a non-current asset.

Other debtors and goods and services tax are non-interest bearing and generally receivable on 30-day terms. They are neither past due nor impaired. The amount is fully collectible.

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 2026.

The maximum exposure to credit risk at the reporting date is the carrying amount of each class of receivables mentioned above. Refer to Note 5 for more information on the risk management policy of the Group and the credit quality of the entity's receivables.

11. PLANT AND EQUIPMENT

	Consolidated 30 June 2026 $	Consolidated 30 June 2025 $
Motor vehicles		
Cost	-	152,195
Accumulated depreciation	-	(98,216)
Net book amount	-	53,979
Motor vehicles reconciliation of carrying amount		
Carrying amount at beginning of the year	53,979	71,419
Depreciation	(10,054)	(17,928)
Disposals	(43,925)	-
Foreign currency differences	-	488
Carrying amount at the end of the year	-	53,979

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

12. EXPLORATION AND EVALUATION EXPENDITURE

	Consolidated	
	30 June 2026	30 June 2025
	$	$
At beginning of the year	10,839,022	10,212,929
Acquisition of Hook Lake – refer Note 15	5,063,300	-
Exploration expenditure during the year	295,863	693,283
Exploration derecognised on sale of Continental	(4,777,452)	-
Impairment loss	(6,926)	(67,190)
Total exploration and evaluation	11,413,807	10,839,022

The impairment loss relates to the withdrawal from tenements held in Australia that the Group has made a decision not to continue exploration and wrote down the carrying value to nil. The ultimate recoupment of costs carried forward for exploration expenditure is dependent on the successful development and commercial exploitation or sale of the respective mining areas.

13. TRADE AND OTHER PAYABLES

	Consolidated	
	30 June 2026	30 June 2025
	$	$
Trade creditors	1,044,745	106,189
Accruals	261,030	41,500
	1,305,775	147,689

Trade payables and other creditors are non-interest bearing and will be settled on 30 to 60-day terms. Due to the short-term nature of these payables, their carrying value is assumed to approximate their fair value.

14. DISPOSAL OF A SUBSIDIARY

On 24 December 2025, the Group disposed of its 100% interest in Continental Lithium Ltd (“Continental”), a subsidiary operating in Canada. The disposal was part of the Group’s strategy to focus on its Hook Lake Project operations for gold.

Financial Impact

The results of Continental for the interim period until the date of disposal have been included in the consolidated statement of profit or loss and other comprehensive income as part of the Group’s continuing operations.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

Group loss on disposal	**30 June 2026**
	$
Gross consideration	350,000
Less: closing date adjustments – trade payables settled on completion	(48,106)
Less: closing date adjustments – other	(23,640)
Net cash consideration received	**278,254**
Deferred consideration receivable (note (i))	500,000
Total consideration	**778,254**
Net assets disposed of	(4,892,773)
Reclassification of foreign currency translation reserve	4,251
(Loss) on disposal before income tax	(4,110,268)

(i) The deferred consideration of $500,000 is receivable within 12 months of the disposal date and has been recognised at face value – refer Note 10. No discounting has been applied given the short-term nature of the receivable.

Assets and Liabilities Derecognised

The major classes of assets and liabilities of Continental, and consolidation eliminations, at the date of disposal were:

	30 June 2026
	$
Cash and cash equivalents	53,376
Trade and other receivables	1,030
Plant and equipment	17,822
Deferred exploration and evaluation expenditure	2,301,261
Trade Payables	(23,809)
Net assets of subsidiary	**2,349,680**
Investment in Continental eliminated on consolidation	2,500,000
Intercompany balances eliminated on consolidation	43,093
Net assets disposed of	**4,892,773**

Net Cash Flow on Disposal

	30 June 2026
	$
Cash consideration received	278,252
Less: Cash and cash equivalents disposed of	(53,376)
Net cash inflow on disposal	224,876

15. ACQUISITION OF HOOK LAKE PROJECT

On 24 July 2025, following Shareholder approval at the general meeting, the Group completed the acquisition of a 100% interest in the Hook Lake project, a gold and polymetallic exploration project located in eastern Nunavut, Canada, through the acquisition of 6106 Resources Limited.

The Directors assessed the acquisition and determined that the acquired entity did not constitute a business as defined under AASB 3 *Business Combinations*, as the acquisition comprised a group of assets without substantive processes attached. Accordingly, the transaction has been accounted for as an asset acquisition, with the total cost of acquisition allocated to exploration and evaluation assets in accordance with AASB 6 *Exploration for and Evaluation of Mineral Resources* and the Group's accounting policy for exploration and evaluation expenditure.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

Cost of Acquisition

The total cost of the acquisition comprised the following consideration:

Component	Notes	$
Cash consideration		76,500
Cash consideration – settled in shares (5,425,000 ordinary shares at $0.02 per share)		108,500
Consideration Shares — 200,000,000 ordinary shares issued at a deemed price of $0.02 per share	(i)	4,000,000
Consideration Performance Rights — 150,000,000 performance rights issued to vendors	(ii)	311,500
Executive Performance Rights — 18,000,000 performance rights	(iii)	346,800
Introduction and Facilitation Shares — 11,000,000 ordinary shares issued to the Facilitator at $0.02 per share	(iv)	220,000
2% Net Smelter Return Royalty granted to vendors	(v)	Nil
Total cost of acquisition — allocated to exploration and evaluation assets (Hook Lake Project)		**5,063,300**

Notes to the consideration table:

(i) *Consideration Shares* — 200,000,000 ordinary shares were issued to the vendors and their nominees at a deemed issue price of $0.02 per share as approved by shareholders at the General Meeting on 23 July 2025.

(ii) *Consideration Performance Rights* — 150,000,000 performance rights were issued to the principal vendors, with vesting conditions as set out in the acquisition agreement. These have been measured at fair value at the date of grant using the Monte Carlo model simulation by an independent expert. The key assumptions applied in the valuation are set out below:

Share price at grant date:	$0.024
Risk-free rate:	3.549%
Expected term:	5 Years

Vesting hurdles

Tranche 1:	The Company's share price increasing by 150% when compared to the 15-day Volume Weighted Average Price ("VWAP") prior to 12 May 2025; and assets and drilling on the tenements demonstrating true widths exceeding 30m at 2.5g/t gold equivalent grade.
Tranche 2:	The Company's share price increasing by 250% when compared to the 15-day VWAP prior to 12 May 2025; and metallurgical recovery test work on a sample from the tenements demonstrating potential gold.
Tranche 3:	The Company's share price increasing by 375% when compared to the 15-day VWAP prior to 12 May 2025; and the Company achieving an estimated resource reported in accordance with the 2012 Edition of the Australasian Code for Reporting of Exploration Results, Mineral Resources and Ore Reserves of 500,000oz or more gold equivalent on the tenements recovery exceeding 94%
Probability assumptions:	Tranche 1, 15%, Tranche 2 10% and Tranche 3 5%.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

(iii) *Executive Performance Rights* — 9,000,000 performance rights were issued in connection with the acquisition, comprising three equal tranches of 3,000,000 rights each, vesting upon the Company's share price achieving increases of 150%, 200%, and 300% respectively over the 15-day VWAP of ordinary shares prior to the date of the acquisition agreement, with an expiry of four years from date of issue. These have been measured at fair value at the date of grant using Monte Carlo simulation.

Of the 18,000,000 Executive Performance Rights, 9,000,000 were issued to Mr Gavin Rezos, a Director of the Company, or his nominees, representing a related party component of the acquisition cost. This transaction was approved by shareholders at the General Meeting on 23 July 2025.

(iv) *Facilitation Shares* — 11,000,000 ordinary shares were issued to the Facilitator or its nominees as approved by shareholders at the General Meeting on 23 July 2025. These shares represent a directly attributable transaction cost of the acquisition and have been included in the total cost of acquisition.

(v) *Net Smelter Return Royalty* — A 2% net smelter return royalty was granted to the vendors over the Hook Lake Project as part of the consideration. The fair value of the royalty at the date of grant has been assessed as nil. The royalty has been assessed as having a nominal fair value at the acquisition date given the early-stage nature of the project and the absence of any current mineral resource estimate or production activity.

Allocation Cost

The total acquisition cost of $5,063,300 has been allocated in full to exploration and evaluation assets representing the Hook Lake Project, in accordance with the Group's accounting policy.

16. ISSUED CAPITAL

	Consolidated	
	30 June 2026 $	30 June 2025 $
Issued capital		
Ordinary shares fully paid	44,749,562	36,312,392

	30 June 2026		30 June 2025	
	Number of shares	$	Number of shares	$
Movement in shares on issue				
At beginning of the year	234,898,898	36,312,392	2,936,979,775	35,187,922
Issued for cash	203,199,724	4,452,795	1,760,990,084	1,760,991
Cash consideration settled in shares(1)	5,425,000	108,500		
Acquisition of Hook Lake(2)	200,000,000	4,000,000	-	-
Facilitation Shares(3)	11,000,000	219,800	-	-
Lead Manager Shares(4)	3,000,000	60,000	-	-
Issued in lieu of services(5)	1,576,923	35,000	-	-
Less share issue costs	-	(438,925)	-	(636,521)
Consolidation(5)	-	-	(4,463,070,961)	-
At 30 June	659,100,545	44,749,562	234,898,898	36,312,392

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

(i) Refer to Note 15 Acquisition of Hook Lake
(ii) Consideration shares issued for the acquisition of the Hook Lake Project as approved at the General Meeting on 23 July 2026
(iii) Issue of introduction and facilitation shares as approved at the General Meeting on 23 July 2026
(iv) Broker shares related to the completion of the placement to advance the Hook Lake Project
(v) 1,000,000 shares issued in lieu of payment for marketing services and 576,923 shares issued in lieu of payment for investor relations services
(vi) As announced on 12 December 2024 the Company's securities were consolidated on a twenty for one basis

Ordinary shares

The Group does not have authorised capital nor par value in respect of its issued capital. Ordinary shares have the right to receive dividends as declared and, in the event of a winding up of the Group, to participate in the proceeds from sale of all surplus assets in proportion to the number of and amounts paid up on shares held. Ordinary shares entitle their holder to one vote, either in person or proxy, at a meeting of the Group.

Capital risk management

The Group's capital comprises share capital, reserves less accumulated losses amounting to $13,057,638 at 30 June 2026 (2025: $13,015,159). The Group manages its capital to ensure its ability to continue as a going concern and to optimise returns to its shareholders. The Group was ungeared at year end and not subject to any externally imposed capital requirements. Refer to note 5 for further information on the Group's financial risk management policies.

Share options and performance rights

As at 30 June 2026, there were 25,375,000 unissued ordinary shares under options and 168,000,000 performance rights on issue.

Options

Number	Exercise Price $	Expiry Date
875,000	0.30	28-Nov-2026
20,000,000	0.04	27-Nov-2027
2,000,000	0.04	24-Jul-2028
2,500,000	0.04	29-May-2028
25,375,000		

Performance Rights

Number	Expiry Date
150,000,000	24-Jul-2030
18,000,000	24-Jul-2029
168,000,000	

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

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

17. RESERVES

	Consolidated	
	30 June 2026	30 June 2025
	$	$
Foreign currency translation reserve	(208,854)	553
Share-based payment reserve	6,792,882	6,080,229
	6,584,028	6,080,782

The share-based payment reserve is used to record the value of equity benefits provided to directors, executives and employees as part of their remuneration and non-employees for their services. Refer to note 20 for further details of the options issued during the year.

Foreign currency reserve is used to record exchange differences arising from the translation of the financial statements of foreign operations into Australian dollars.

18. RELATED PARTY TRANSACTIONS

Details of key management personnel

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

Mr Gavin Rezos	Appointed Non-Executive Director on 24 July 2025
	Appointed Non-Executive Chairman on 5 February 2026
Mr Kell Nielsen	Chief Executive Officer to 5 February 2026
	Appointed Non-Executive Director on 5 February 2026
Mrs Danielle Kelly	Appointed Non-Executive Director 5 February 2026
Mr Marcello Cardaci	Resigned Non-Executive Director 5 February 2026
Mr John Seton	Resigned Non-Executive Director 24 July 2025

Remuneration of Key Management Personnel

	Consolidated	
	30 June 2026	30 June 2025
	$	$
Short term employee benefits	284,456	228,000
Share-based payments	173,400	-
Total remuneration	457,856	228,000

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.

Other Transactions with Key Management Personnel

Viaticus Capital Pty Ltd (a Company of which Mr Rezos is a director) charged the Group consulting fees for the year ended 30 June 2026 of $64,851 (2025: nil). This amount is included in the remuneration table within this remuneration report. $2,292 was outstanding at year end. In addition, Viaticus Capital Pty Ltd charged the Group fees of $86,466 in relation to the share placements which occurred in July 2025 and March 2026.

Vivien Enterprises Pte Ltd, a company beneficially owned by the spouse of Mr Rezos will receive a 25% share of a 2% net smelter return royalty as granted to the vendors over the Hook Lake Project (refer note 15 for further information).

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

Mannika Resources Pty Ltd (a Company of which Mr Nielsen is a director) charged the Group director and consulting fees for the year ending 30 June 2026 of $56,000 (2025: $96,000). This amount is included in the remuneration table within this remuneration report. $4,583 was outstanding at year end.

Swarm Consulting Pty Ltd (a Company of which Mrs Kelly is a director) charged the Group consulting fees for the year ending 30 June 2026 of $2,500 (2025: nil). This amount is included in the remuneration table within this remuneration report. Nil was outstanding at year end.

Jura Trust Limited (a Company of which Mr Seton is a director), as trustee of the Jura Trust, charged the Group director's fees for the year ending 30 June 2026 totalling $3,000 (2025: $36,000). This amount is included in the remuneration table within this remuneration report. Nil was outstanding at year end.

These transactions have been entered into on normal commercial terms.

19. AUDITOR'S REMUNERATION

	Consolidated	
	30 June 2026	**30 June 2025**
	$	**$**
The auditor of Manhattan Gold Corporation Limited is In.Corp Audit & Assurance Pty Ltd		
Amounts paid or payable to In.Corp Audit & Assurance Pty Ltd for:		
- an audit and review of the financial report	45,175	38,000
	45,175	38,000

20. SHARE BASED PAYMENTS

Options

All options granted are for ordinary shares in Manhattan Gold Corporation Limited, which confer a right of one ordinary share for every option held.

	Unlisted director options[1]	Lead Manager Options[2]	In-Country Project Manager options[3]	Lead Manager Options[4]
Grant Date	28-Nov-2023	27-Nov-2024	24-07-2025	10-12-2025
Expiry Date	28-Nov-2026	27-Nov-2027	24-07-2028	28-05-2028
Exercise price	$0.30	$0.04	$0.04	$0.04
Value per security	$0.0297	$0.0245	$0.012	$0.012
At 30 June 2026	875,000	20,000,000	2,000,000	2,500,000

Notes:

1. *Unlisted director options approved at the AGM on 28 November 2023 and valued using the Black-Scholes option pricing model with the key inputs of the share price at grant date $0.004, risk-free rate 4.074% and volatility of 100.00%.*
2. *Unlisted lead manager to entitlement offer options issued on 28 November 2024 following shareholder approval. The entitlement offer was announced on 30 July 2024. Options were valued using the Black-Scholes option pricing model with the key inputs of the share price at grant date $0.002, risk-free rate 3.968% and volatility of 100.00%.*
3. *Unlisted options issued to in-country Manager of Chebogue Lithium Project following shareholder approval at General Meeting on 23 July 2025. Options were valued using the Black-Scholes option pricing model with the key inputs of the share price at grant date $0.024, risk-free rate 3.45% and volatility of 100.00%.*
4. *Unlisted options issued to lead manager in relation to August 2025 Placement. Options were valued using the Black-Scholes option pricing model with the key inputs of the share price at grant date $0.024, risk-free rate 3.45% and volatility of 100.00%.*

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

21. COMMITMENTS

Exploration Expenditure

	30 June 2026 $	30 June 2025 $
Annual tenement rental obligations	342,197	71,702
Annual exploration expenditure commitments	-	326,334
	342,197	398,036

Capital or Leasing Commitments

There are no commercial property lease commitments as at 30 June 2026.

22. CONTINGENT LIABILITIES AND CONTINGENT ASSETS

The Directors are of the opinion that there are no contingent liabilities or contingent assets as at 30 June 2026.

23. PARENT ENTITY INFORMATION

The following information related to the parent entity, Manhattan Gold Corporation Limited, at 30 June 2026. The information presented here has been prepared using consistent accounting policies as presented in Note 2.

	30 June 2026 $	30 June 2025 $
Current assets	1,340,888	1,811,802
Non-current assets	15,622,051	8,943,733
Total Assets	16,962,939	10,755,535
Current liabilities	(222,241)	99,952
Non-current liabilities	-	(2,415,411)
Total Liabilities	(222,241)	(2,315,459)
Net Assets	16,740,698	13,070,994
Issued capital	44,749,562	35,312,392
Share based payment reserve	6,792,882	5,880,229
Accumulated losses	(34,810,745)	(28,121,627)
Total Equity	16,740,698	13,070,994

	30 June 2026 $	30 June 2025 $
Loss for the year	(6,680,119)	(811,056)
Other comprehensive income for the year	-	-
Total comprehensive income for the year	(6,680,119)	(811,056)

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

24. SUBSEQUENT EVENTS AFTER END OF FINANCIAL YEAR

No matters or circumstance have arisen since 30 June 2026 which significantly affected or could significantly affect the operations of the consolidated group in future financial years apart from the following:

- As announced on 18 March 2026, the Company completed a A$3 million (before costs) capital raise at an issue price of A$0.024 per share. Of the 125,000,000 ordinary shares comprising the Placement, 27,850,000 shares (A$668,400), representing participation by Manhattan Directors and related parties, remained subject to shareholder approval. Shareholders approved the director participation at a General Meeting dated 13 July 2026.

- On 30 July 2026, it was announced that the Company, its wholly-owned subsidiary Awati Resources Pty Ltd (‘Awati’) and Novo Resources Corp (‘Novo’) had signed a formal Joint venture and Option Agreement as well as the Minerals Coordination Deed contemplated by the Term Sheet entered into on 13 December 2024. Under the agreements, Novo will issue 1,500,000 common shares to Awati which will be subject to a four-month hold pursuant to Canadian securities laws.

- On 28 August 2026, the Company issued 56,000,000 shares following the conversion of Tranche 1 of the Consideration and Executive Performance Rights issued following the acquisition of Hook Lake (refer to Note 15 for further information).

- On 15 September 2026, the Company announced it had received firm commitments for a placement of $4.5 million to be completed in two tranches – in September 2026 and following the Annual General Meeting in November 2026. The first tranche of placement shares totalling 168,000,000 ordinary shares were issued on 22 September 2026.

CONSOLIDATED ENTITY DISCLOSURE STATEMENT

As at 30 June 2026

Name of Entity	Entity Type	Country of Incorporation	% of share capital held	Australian Tax residency status	Foreign Countries tax residency
Manhattan Resources Pty Ltd	Body Corporate	Australia	100%	Australian	N/A
Awati Resources Pty Ltd (“Awati”)	Body Corporate	Australia	100%	Australian	N/A
MHC Gold Holdings Pty Ltd (previously Afro Mining Pty Ltd)	Body Corporate	Canada	100%	Australian	N/A
6106 Resources Ltd	Body Corporate	Canada	100%	Foreign	Canada

DIRECTORS' DECLARATION

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

(a) The Financial Statements comprising the Consolidated Statements of Profit or Loss and Other Comprehensive Income, Financial Position, Cash Flows, Statement of Changes in Equity and the Notes to Accompany the Financial Statements as set out on pages 25 to 46 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 2026 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 consolidated entity disclosure statement for the Company and its controlled entities as at 30 June 2026 is true and correct;

(d) A statement that the attached Financial Statements are in compliance with International Financial Reporting Standards has been included in the Notes to the Financial Statements; and

(e) 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 2026.

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

Gavin Rezos
Non-Executive Chairman
28 September 2026

In.Corp
An ascentium Company

CHARTERED ACCOUNTANTS
AUSTRALIA • NEW ZEALAND

MANHATTAN GOLD CORPORATION LIMITED

INDEPENDENT AUDITOR'S REPORT

To the members of Manhattan Gold Corporation Limited

In.Corp Audit & Assurance Pty Ltd
ABN 14 129 769 151

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Opinion

We have audited the financial report of Manhattan Gold Corporation Limited ("the Company") and its controlled entities ("the Group"), which comprises the consolidated statement of financial position as at 30 June 2026, the consolidated statement of profit or loss and other comprehensive income, the consolidated statement of changes in equity and the consolidated statement of cash flows for the year then ended, and notes to the consolidated financial statements, including material accounting policy information, the consolidated entity disclosure statement and the directors' declaration

In our opinion, the accompanying financial report of the Group, is in accordance with the *Corporations Act 2001*, including:

a) giving a true and fair view of the Group's financial position as at 30 June 2026 and of its financial performance for the year then ended; and

b) complying with Australian Accounting Standards and the *Corporations Regulations 2001*.

Basis for Opinion

We conducted our audit in accordance with Australian Auditing Standards. Our responsibilities under these standards are further described in the Auditor's Responsibilities for the Audit of the Financial Report section of this report. We are independent of the Group in accordance with the auditor independence requirements of the *Corporations Act 2001* and the ethical requirements of the Accounting Professional and Ethical Standards Board's APES 110 *Code of Ethics for Professional Accountants (Including Independence Standards)* (the "Code") that are relevant to our audit of the financial report in Australia. We have also fulfilled our other ethical responsibilities in accordance with the Code.

We confirm that the independence declaration required by the Corporations Act 2001, which has been given to the directors of the Company, would be in the same terms if given to the directors as at the time of this auditor's report.

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

Key Audit Matters

We have determined the matters described below to be key audit matters. Key audit matters are those matters that, in our professional judgement, were of most significance in our audit of the financial report of the current period. These matters were addressed in the context of our audit of the financial report as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

Key Audit Matter - Acquisition of Hook Lake Project	How our Audit Addressed the Key Audit Matter
As disclosed in Note 15, during the year, the Group acquired a 100% interest in the Hook Lake Project in Nunavut, Canada, for total consideration of $5,063,300 comprising cash, equity instruments, performance rights, and a net smelter return royalty granted to the vendors. We considered this a key audit matter due to the size of the transaction and its materiality to the financial report, we well as the significant judgement involved in its accounting treatment, specifically: • The classification of the transaction as an asset acquisition rather than a business combination under AASB 3 *Business Combinations*; • The measurement of the equity-settled consideration components under AASB 2 *Share Based Payments*, including performance rights subject to market-based vesting conditions; • The determination of costs directly attributable to the acquisition and appropriately capitalised under AASB 6 *Exploration for and Evaluation of Mineral Resources*; • The treatment of the NSR royalty, where fair value could not be reliably estimated; and • The identification and disclosure of related party components, specifically the Executive Performance Rights issued to a Director.	Our procedures in relation to the acquisition of the Hook Lake Project included, but were not limited to: • Obtaining and reviewing the acquisition agreement and the Notice of and Results of the General Meeting held on 23 July 2025; • Assessing management's determination that the transaction represents an asset acquisition rather than a business combination, and evaluating the basis for that conclusion against the requirements of AASB 3; • Agreeing all determinable consideration components to supporting documentation including share registry records and payment confirmations; • Evaluating the scope of the facilitator's engagement to assess whether facilitation shares are directly attributable to the acquisition and appropriately capitalised under AASB 6; • Reviewing the independent expert valuation of the Consideration Performance Rights and Executive Performance Rights, including evaluating the appropriateness of the valuation methodology and key assumptions applied; • Considering whether exploration activity and results at the Hook Lake Project during the year gave rise to any indicators of impairment under AASB 6, and evaluating management's assessment in that regard • Assessing the adequacy of disclosures in the annual financial statements including related party disclosures in respect of Consideration and Executive Performance Rights.

Key Audit Matter - Disposal of Continental Lithium	How our Audit Addressed the Key Audit Matter
As disclosed in Note 14, during the year, the Group completed the disposal of the L3 Lithium Project (Nova Scotia, Canada, formerly the Chebogue Project), for a consideration of $4,892,773 comprising upfront cash, deferred cash consideration, and contingent consideration. We consider this to be a key audit matter, as the transaction involves several areas of accounting complexity and judgement, including: • The calculation of the gain or loss on disposal based on the carrying value of the net assets at the disposal date; • The measurement and recognition of the deferred consideration receivable; • The assessment of whether the contingent consideration meets the criteria for recognition as a financial asset under AASB 9 *Financial Instruments*, and if not, whether the probability threshold for disclosure as a contingent asset under AASB 137 *Provisions, Contingent Liabilities and Contingent Assets* has been met; and • The completeness of any retained obligations, indemnities, or warranties flowing from the disposal agreement.	Our procedures in relation to the disposal of Continental Lithium included, but were not limited to: • Obtaining and reviewing the sale agreement; • Agreeing net proceeds received to bank records and confirming the closing date adjustments applied to the upfront consideration; • Recalculating the gain or loss on disposal and agreeing the carrying value of the net assets to the accounting records at the disposal date; • Assessing the measurement of the deferred consideration receivable of $500,000; • Evaluating management's assessment of the contingent consideration of $500,000 against the recognition criteria under AASB 9 and AASB 137; • Reviewing the disposal agreement for any retained obligations, indemnities, or warranties that may give rise to a liability or contingent liability of the Group; and • Assessing the adequacy of disclosures in the annual financial statements.

Information Other than the Financial Report and Auditor's Report Thereon

The Directors are responsible for the other information. The other information comprises the information included in the Group's annual report for the year ended 30 June 2026, but does not include the financial report and our auditor's report thereon.

Our opinion on the financial report does not cover the other information and accordingly we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial report, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial report or our knowledge obtained in the audit or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Responsibilities of the Directors for the Financial Report

The directors of the Company are responsible for the preparation of:

a) the financial report (other than consolidated entity disclosure statement) that gives a true and fair view in accordance with Australian Accounting Standards and the *Corporations Act 2001*; and

b) the consolidated entity disclosure statement that is true and correct in accordance with the *Corporations Act 2001*, and

for such internal control as the directors determine is necessary to enable the preparation of:

i) the financial report (other than consolidated entity disclosure statement) that gives a true and fair view and is free from material misstatement, whether due to fraud or error; and

ii) the consolidated entity disclosure statement that is true and correct and is free of misstatement, whether due to fraud or error.

In preparing the financial report, the directors are responsible for assessing the Group's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the directors either intend to liquidate the Group or to cease operations, or have no realistic alternative but to do so.

MANHATTAN GOLD CORPORATION LIMITED

INDEPENDENT AUDITOR'S REPORT (continued)

Auditor's Responsibilities for the Audit of the Financial Report

Our objectives are to obtain reasonable assurance about whether the financial report as a whole is free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with Australian Auditing Standards will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of this financial report.

A further description of our responsibilities for the audit of the financial report is located at the Auditing and Assurance Standards Board website at:

https://www.auasb.gov.au/admin/file/content102/c3/ar1_2020.pdf. This description forms part of our auditor's report.

Opinion on the Remuneration Report

We have audited the remuneration report included in the directors' report for the year ended 30 June 2026.

In our opinion the remuneration report of Manhattan Gold Corporation Limited for the year ended 30 June 2026 complies with section 300A of the *Corporations Act 2001*.

Responsibilities for the Remuneration Report

The directors of the Group 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.

In.Corp Audit & Assurance Pty Ltd

Volha Romanchik
Director

28 September 2026

ASX ADDITIONAL INFORMATION

Additional information required by the Australian Stock Exchange Ltd and not shown elsewhere in this report is as follows. The information is current as at 4 September 2026.

Substantial Holders

Substantial holders in the Company are set out below:

Ordinary Shares	**Number held**	**% Units**
VIVIEN ENTERPRISES PTE LTD	134,158,000	17.91
MR ERIC MARTIN SONDERGAARD	115,310,000	15.40
MR COLIN PETROULAS	86,810,646	11.59
BNP PARIBAS NOMS PTY LTD	48,971,410	6.54

Distribution of Share Holders

	Ordinary Shares	
	Number of Holders	Number of Shares
1 - 1,000	418	162,121
1,001 - 5,000	529	1,608,483
5,001 - 10,000	204	1,585,225
10,001 - 100,000	629	24,027,128
100,001 – 500,000	195	46,901,761
500,001 – 1,000,000	50	39,315,882
1,000,001 - over	68	635,349,945
TOTAL	**2,093**	**748,950,545**

There were 1,336 holders of ordinary shares holding less than a marketable parcel.

On-Market Buy Back

There is no current on-market buy back.

Voting Rights

All ordinary shares carry one vote per share without restriction.

Top Twenty Share Holders

Rank	Name	Units	% Units
1	VIVIEN ENTERPRISES PTE LTD	134,158,000	17.91
2	MR ERIC MARTIN SONDERGAARD	115,310,000	15.40
3	MR COLIN PETROULAS	86,810,646	11.59
4	BNP PARIBAS NOMS PTY LTD	48,971,410	6.54
5	NETWEALTH INVESTMENTS LIMITED <WRAP SERVICES A/C>	21,610,065	2.89
6	BNP PARIBAS NOMINEES PTY LTD <CLEARSTREAM>	19,032,195	2.54
7	ASTROTRICA CAPITAL SEZC	16,900,000	2.26
8	MR JASON BONTEMPO + MRS TIZIANA BATTISTA <MORRISTON SUPER FUND A/C>	14,000,000	1.87
9	J & J BANDY NOMINEES PTY LTD <BANDY P/F A/C>	12,500,000	1.67
10	BR CORPORATION PTY LTD	10,006,000	1.34
11	MR SAMUEL PRYCE VAUGHAN	9,575,000	1.28
12	ASB NOMINEES LIMITED <123619 A/C>	6,573,571	0.88
13	CITICORP NOMINEES PTY LIMITED	6,006,490	0.80
14	CAPPIG FINANCE PTY LTD	5,625,000	0.75
14	TUSK NOMINEES PTY LTD <SHEPPEARD FAMILY SMSF A/C>	5,625,000	0.75
16	MR JOHN LANGLEY HANCOCK	5,325,000	0.71
17	CAPERI PTY LTD <CAPERI A/C>	5,000,000	0.67
17	JALAVER PTY LTD <FALCON PENSION A/C>	5,000,000	0.67
17	R-TEK GROUP PTY LTD	5,000,000	0.67
17	SYRACUSE CAPITAL PTY LTD <TENACITY A/C>	5,000,000	0.67
TOTAL		**538,028,377**	**71.84**

TENEMENTS

Interests in Tenements held at 30 June 2026

Hook Lake Project Claims

Tenure ID	Claim Type	Area (Ha)	Target
AR-16	Exploration Agreement	24,170	Jaws, Vesper, Omega, Skyfall
		7,465	Moonraker
AR-25	Exploration Agreement	2,144	Spectre
103133	Mineral Claim	1,648	Greenstone Au and VMS
103134	Mineral Claim	574	Greenstone Au and VMS
103135	Mineral Claim	77	Greenstone Au and VMS
104972	Mineral Claim	1,275	Jaws
104973	Mineral Claim	1,128	Quantum, Silva
105070	Mineral Claim	1,717	Thunderball
105071	Mineral Claim	1,177	Thunderball
105072	Mineral Claim	1,641	Defender
105073	Mineral Claim	1,812	Defender
105074	Mineral Claim	1,798	Lotus
105075	Mineral Claim	1,625	Greenstone Au and VMS
105076	Mineral Claim	1,814	Greenstone Au and VMS
105077	Mineral Claim	1,202	Greenstone Au and VMS
105352	Mineral Claim	1,376	Greenstone Au and VMS
105353	Mineral Claim	1,757	Greenstone Au and VMS
105354	Mineral Claim	1,641	Greenstone Au and VMS
105355	Mineral Claim	972	Greenstone Au and VMS
105356	Mineral Claim	1,321	Greenstone Au and VMS
105432	Mineral Claim	1,355	Greenstone Au
105433	Mineral Claim	1,279	Greenstone Au
105434	Mineral Claim	1,450	Greenstone Au
105435	Mineral Claim	1,583	Greenstone Au
105436	Mineral Claim	1,658	Greenstone Au
105437	Mineral Claim	819	Greenstone Au
TOTAL		**66,478**	

Tibooburra Gold Project Tenements

Project Area	Registered Holder	Tenement Number	Grant/Application Date	Expiry Date	Area (km^2)	Area (Units)
Northern Licences (Subject to Farm-In with Novo, 70%)	Awati Resources Pty Ltd (100%)	EL 9202	28/06/2021	28/06/2027	73.9	25
		EL 7437	23/12/2009	23/12/2026	32.8	11
		EL 8691	02/02/2018	02/02/2027	137.3	46
		EL 8688	02/02/2018	02/02/2027	110.2	37
		EL 9092	15/03/2021	15/03/2027	118.7	40
		EL 9094	16/03/2021	16/03/2027	158.1	53
Southern Licences	Awati Resources Pty Ltd (100%)	EL 8602	23/06/2017	23/06/2026	145.2	49
		EL 8603	23/06/2017	23/06/2026	50.3	17
		EL 8607	27/06/2017	27/06/2026	147.8	50
		EL 8689	02/02/2018	02/02/2027	80.2	27
		EL 8690	02/02/2018	02/02/2027	115.7	39
		EL 8742	04/05/2018	04/05/2027	115.6	39
		EL 9010	17/11/2020	17/11/2026	83.0	28
		EL 9024	13/01/2021	13/01/2027	251.0	85
		EL 9093	16/03/2021	16/03/2027	576.0	104
TOTAL					**2,196**	**650**

Ponton Uranium Project Tenements

Project Area	Registered Holder	Tenement Number	Grant/Application Date	Expiry Date	Area (Units)
Ponton	Manhattan Corp. Ltd (100%)	E28/1898	11/08/2011	10/08/2027	34
		E28/2454	04/03/2014		121
TOTAL					**155**

JORC Code, 2012 Edition – Table 1

As required by ASX Listing Rule 5.7, the relevant information and Tables required for previously announced results under the JORC Code can be found in the stated announcements released by the Company.

ANNUAL MINERAL RESOURCES STATEMENT

Please see enclosed for Manhattan Gold Corporation Limited's (ASX: MHC) ("Manhattan" or "the Company") annual review and summary of the Company's Mineral Resources for the full year ended 30 June 2026.

The Company's Mineral Resources are reported in accordance with the 'Australasian Code for Reporting of Exploration Results, Mineral Resources and Ore Reserves' (JORC Code 2012). All information compiled in this statement has been previously announced and this statement fairly represents a summary of the supporting information and documentation.

Manhattan ensures that the Mineral Resources quoted are subject to governance arrangements and internal controls. The Company's Mineral Resource was estimated by independent resource consultants H&S Consultants Pty Ltd ("H&SC") and are detailed in the announcement dated 23 January 2017 'Ponton Mineral Resource Estimates'.

The drilling, sampling and analytical procedures underpinning the Mineral Resource estimate were reviewed by H&SC at the time of estimation. The Company confirms that it is not aware of any new information or data that materially affects the information included in the market announcement referred to above and that all material assumptions and technical parameters underpinning the estimates of mineral resources referenced in the market announcement continue to apply and have not materially changed.

Double 8 Uranium Deposit (Ponton Uranium Project, 100% Manhattan, Western Australia)

No Change to Previously Released Mineral Resource Estimate ("MRE")

There was no change to the Company's Double 8 Inferred MRE, which was released in January 2017 containing 17.2Mlb U_3O_8 at 300ppm U_3O_8 (Inferred, 200ppm U_3O_8 cut-off) (see MHC ASX Announcement dated 23 January 2017 'Ponton Mineral Resource Estimates').

The Double 8 deposit comprises relatively shallow (50 to 70 metres below surface) Tertiary palaeochannel sand-hosted uranium mineralisation within the Gunbarrel Basin, considered amenable to in-situ recovery (ISR). The deposit is located on granted Exploration Licence E28/1898 within the Queen Victoria Spring Nature Reserve, approximately 200km east-north-east of Kalgoorlie.

Deposit	Classification	Cut-off (ppm U_3O_8)	Tonnes (Mt)	U_3O_8 (ppm)	U_3O_8 (Mlb)
Double 8	Inferred	200	26	300	17.2
TOTAL	**Inferred**		**26**	**300**	**17.2**

Table 1: Double 8 Uranium Deposit Inferred MRE (200ppm U_3O_8 cut-off).
Note: Totals may not add due to rounding differences.

Double 8 MRE cut-off grade: The MRE is reported above a cut-off grade of 200ppm U_3O_8. Refer to the MHC ASX announcement dated 23 January 2017 for the material assumptions and technical parameters, including those relating to the reasonable prospects for eventual economic extraction by ISR methods.

Western Australian Government Policy: The Western Australian Government's current policies of not approving new uranium mines and restricting mineral exploration access within nature reserves may affect the timing of any further exploration or development at Ponton. The Company has applied for Ministerial consent to recommence exploration at Ponton; consent had not been received as at the date of this statement.

References

Additional details including JORC Code 2012 reporting tables, where applicable, can be found in the following release lodged with ASX and available on the Company's website (www.mhc.gold), and referred to in this announcement:

1. MHC ASX Announcement dated 23 January 2017 'Ponton Mineral Resource Estimates'

2. MHC ASX Announcement date 7 February 2014 'Ponton Project Exploration Targets'

Competent Persons Statement

The information in this report that relates to historical estimates and exploration results is an accurate representation of the available data and studies for the Project, is based on, and fairly represents, information either compiled or reviewed by Mr Kell Nielsen who is a Fellow of the Australasian Institute of Mining and Metallurgy. Mr Nielsen is a Non-Executive Director of Manhattan Gold Corporation Limited. Mr Nielsen has sufficient experience which is relevant to the style of mineralisation and type of deposit under consideration and to the activity which he is undertaking to qualify as a Competent Person (CP) as defined in the 2012 Edition of the Joint Ore Reserves Committee (JORC) "Australasian Code for Reporting of Exploration Results, Mineral Resources and Ore Reserves". Mr Nielsen consents to the inclusion in the announcement of the matters based on his information in the form and context in which it appears.

The Company confirms that it is not aware of any further new information or data that materially affects the information included in the original market announcements by Manhattan Gold Corporation Limited referenced in this report and that all material assumptions and technical parameters underpinning the estimates in the relevant market announcements continue to apply and have not materially changed. To the extent disclosed above, the Company confirms that the form and context in which the Competent Person's findings are presented have not been materially modified from the original market announcements.

Forward looking statements

This announcement may contain certain "forward-looking statements" which may not have been based solely on historical facts but rather may be based on the Company's current expectations about future events and results. Where the Company expresses or implies an expectation or belief as to future events or results, such expectation or belief is expressed in good faith and believed to have a reasonable basis. However, forward looking statements are subject to risks, uncertainties, assumptions and other factors, which could cause actual results to differ materially from future results expressed, projected or implied by such forward-looking statements. Such risks include, but are not limited to third party actions, metals price volatility, currency fluctuations and variances in exploration results, ore grade or other factors, as well as political and operational risks, and governmental regulation and judicial outcomes. For a more detailed discussion of such risks and other factors, see the Company's Annual Reports, as well as the Company's other releases. The Company does not undertake any obligation to release publicly any revisions to any "forward-looking statement" to reflect events or circumstances after the date of this announcement, or to reflect the occurrence of unanticipated events, except as may be required under applicable securities laws.