

ANNUAL MEETING OF SHAREHOLDERS OF
MANHATTAN BRIDGE CAPITAL, INC.

Wednesday, June 21, 2023

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IMPORTANT NOTICE REGARDING AVAILABILITY OF PROXY MATERIALS
FOR THE SHAREHOLDER MEETING TO BE HELD ON WEDNESDAY, JUNE 21, 2023

The proxy materials for the Annual Meeting, including the Annual Report and the Proxy Statement are also available at <http://www.manhattanbridgecapital.com/meeting.php>

Please sign, date and mail
your proxy card in the
envelope provided as soon
as possible.

↓ Please detach along perforated line and mail in the envelope provided. ↓

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The Board of Directors recommends a vote **FOR** all the nominees listed in Proposal 1 and a vote **FOR** Proposal 2.
PLEASE SIGN, DATE AND RETURN PROMPTLY IN THE ENCLOSED ENVELOPE. PLEASE MARK YOUR VOTE IN BLUE OR BLACK INK AS SHOWN HERE ☒

1. ELECTION OF DIRECTORS

☐ **FOR ALL NOMINEES**

☐ **WITHHOLD AUTHORITY
FOR ALL NOMINEES**

☐ **FOR ALL EXCEPT**
(See instructions below)

NOMINEES:

- ☐ Assaf Ran
☐ Lyron Bentovim
☐ Eran Goldshmit
☐ Michael J. Jackson
☐ Phillip Michals

INSTRUCTIONS: To withhold authority to vote for any individual nominee(s), mark "FOR ALL EXCEPT" and fill in the circle next to each nominee you wish to withhold, as shown here: ●

To change the address on your account, please check the box at right and indicate your new address in the address space above. Please note that changes to the registered name(s) on the account may not be submitted via this method.

☐

2. Advisory approval of the appointment of Hoberman & Lesser CPA's, LLP as the Company's independent auditors for the fiscal year ending December 31, 2023.

FOR AGAINST ABSTAIN

☐ ☐ ☐

The shares represented by this Proxy will be voted as directed or if no direction is indicated, will be voted FOR all the nominees listed in Proposal 1, and FOR Proposal 2.

The undersigned hereby acknowledges receipt of the Notice of, and Proxy Statement for, the aforesaid Annual Meeting.

MARK "X" HERE IF YOU PLAN TO ATTEND THE MEETING.

☐

Signature of Shareholder

Date:

Signature of Shareholder

Date:

Note: Please sign exactly as your name or names appear on this Proxy. When shares are held jointly, each holder should sign. When signing as executor, administrator, attorney, trustee or guardian, please give full title as such. If the signer is a corporation, please sign full corporate name by duly authorized officer, giving full title as such. If signer is a partnership, please sign in partnership name by authorized person.

□



MANHATTAN BRIDGE CAPITAL, INC.

**This proxy is solicited on behalf of the Board of Directors
for the Annual Meeting of Shareholders
to be held on Wednesday, June 21, 2023**

The undersigned hereby constitutes and appoints Assaf Ran and Vanessa Kao, with full power of substitution, as proxies of the undersigned to attend the Annual Meeting of Shareholders of Manhattan Bridge Capital, Inc. (the “Company”) to be held on Wednesday, June 21, 2023 at 9:00 a.m., local time, at the offices of Sullivan & Worcester LLP, 1633 Broadway, 32nd Floor, New York, NY 10019 (the “Annual Meeting”), and at any adjournment thereof, hereby revoking any proxies heretofore given, to vote all common shares of the Company held or owned by the undersigned as indicated on the proposals as more fully set forth in the Notice and Proxy Statement for the Annual Meeting, and in their discretion upon such other matters as may come before the meeting.

(Continued and to be signed on reverse side)