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**MANHATTAN BRIDGE CAPITAL, INC.**

**This proxy is solicited on behalf of the Board of Directors  
for the Annual Meeting of Stockholders**

The undersigned hereby constitutes and appoints Assaf Ran, with full power of substitution, the attorneys and proxies of the undersigned to attend the Annual Meeting of Stockholders of Manhattan Bridge Capital, Inc. (the "Company") to be held on Monday, June 21, 2010 at 9:00 a.m. Eastern Daylight Time, at the offices of Morse, Zelnick, Rose & Lander, LLP, 405 Park Avenue, Suite 1401, New York, New York 10022, and at any adjournment thereof, hereby revoking any proxies heretofore given, to vote all shares of common stock of the Company held or owned by the undersigned as indicated on the proposals as more fully set forth in the Notice of Annual Meeting of Stockholders and Proxy Statement for the Meeting, and in their discretion upon such other matters as may come before the meeting.

**(Continue and to be signed on Reverse Side.)**

ANNUAL MEETING OF STOCKHOLDERS OF  
**MANHATTAN BRIDGE CAPITAL, INC.**

June 21, 2010

**IMPORTANT NOTICE REGARDING AVAILABILITY OF PROXY MATERIALS  
FOR THE STOCKHOLDER MEETING TO BE HELD ON JUNE 21, 2010**

The proxy materials for the Annual Meeting, including the Annual Report and the Proxy Statement are also available at <http://www.manhattanbridgecapital.com/meeting-2010.html>

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 and a vote **FOR** Proposals 2 and 3.  
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 \_\_\_\_\_
- Michael Jackson \_\_\_\_\_
- Phillip Michals \_\_\_\_\_
- Eran Goldshmid \_\_\_\_\_
- Mark Alhadeff \_\_\_\_\_
- Lyron Bentovim \_\_\_\_\_

**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 cumulate your vote for one or more of the above nominee(s), write the manner in which such votes shall be cumulated in the space to the right of the nominee(s) name(s). If you are cumulating your vote, do not mark the circle.

2. To amend our 2009 Stock Option Plan to increase the number of shares of Common Stock reserved for issuance from 200,000 to 350,000. FOR  AGAINST  ABSTAIN
3. To ratify the appointment of Hoberman, Miller, Goldstein & Lesser, P.C. as independent auditors for the fiscal year ending December 31, 2010. FOR  AGAINST  ABSTAIN

**The shares represented by this Proxy will be voted as directed or if no direction is indicated, will be voted FOR the proposal.**

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.

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.

Signature of Stockholder \_\_\_\_\_ Date: \_\_\_\_\_ Signature of Stockholder \_\_\_\_\_ 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.