



EURO MANGANESE INC.

NOTICE OF SPECIAL MEETING OF SHAREHOLDERS

NOTICE IS HEREBY GIVEN (the "**Notice**") that a special meeting (the "**Meeting**") of holders (the "**Shareholders**") of common shares (including common shares held as CHESS Depositary Interests) of Euro Manganese Inc. (the "**Corporation**") will be held at the offices of Stikeman Elliott LLP at **1700 - 666 Burrard Street, Vancouver, British Columbia, V6C 2X8**, on **Friday, May 1, 2020**, at **10:00 a.m.** (Vancouver time). The Meeting is being convened for the sole purpose of approving an issuance of common shares of the Corporation ("**Shares**") and /or CHESS Depositary Interests ("**CDIs**") to related parties ("**Related Parties**") in connection with the private placement offering (the "**Offering**") by the Corporation for aggregate gross proceeds of approximately \$1,005,300, which was announced by the Corporation on March 24, 2020, as required by and as that term is defined by the Australian Securities Exchange ("**ASX**"), and as more particularly described in the management information circular of the Corporation dated March 26, 2020 (the "**Circular**") accompanying this Notice.

At the Meeting, Shareholders will be asked to vote on the following resolutions. Pursuant to Listing Rules 15.1 and 15.1.4 of the ASX, the issuance of shares to Related Parties requires the approval of Shareholders of the Corporation. Related Parties of the Corporation, being certain directors of the Corporation, subscribed for an aggregate of \$487,780 of the Offering, representing 48.5% of the Offering (the "**Related Parties Tranche**"). The first tranche of the Offering for aggregate gross proceeds of \$517,489, which does not require Shareholder approval, is expected to close on or about April 3, 2020. Provided that the Related Parties Tranche receives Shareholder approval at the Meeting, as more particularly described in the Circular, the Related Parties Tranche is expected to close on or about May 5 2020.

The Shares and CDIs to be issued under the Related Parties Tranche, as described in each of the resolutions below, are subscribed for on identical terms to the rest of the Offering. The Corporation intends to use the net proceeds of the Offering to further advance its Chvaletice Manganese Project in the Czech Republic (the "**Project**"), including advancing the feasibility study on the Project, advancing studies and related work in preparation of the Environmental Impact Assessment submission for the Project, and for other general corporate purposes.

Resolution 1

Subscription of Shares by JJW Investments Ltd., a company controlled by a director of the Corporation, which is considered a related party for the purposes of Australian Securities Exchange ("ASX**") rules.** Shareholders will be asked to approve the subscription by JJW Investments Ltd. of 181,818 Shares on or about May 5, 2020, under and for the purposes of ASX Listing Rule 10.11, for subscription proceeds of C\$19,999.98, representing a subscription price of C\$0.11 per Share, to be issued as part of the Related Parties Tranche of the Offering, on terms identical to all other subscribers under the Offering, which was announced by the Corporation on March 24, 2020.

Resolution 2

Subscription of Shares by Marco Antonio Romero, a director of the Corporation, which is considered a related party for the purposes of ASX rules. Shareholders will be asked to approve the subscription by Marco Antonio Romero of 1,200,000 Shares on or about May 5, 2020, under and for the purposes of ASX Listing Rule 10.11, for subscription proceeds of C\$132,000.00, representing a subscription price of C\$0.11 per Share, to be issued as part of the Related Parties Tranche of the Offering, on terms identical to all other subscribers under the Offering, which was announced by the Corporation on March 24, 2020.

Resolution 3

Subscription of Shares by Shklanka Holdings Ltd., a company controlled by a director of the Corporation, which is considered a related party for the purposes of ASX rules. Shareholders will be asked to approve the subscription by Shklanka Holdings Ltd. of 1,000,000 Shares on or about May 5, 2020, under and for the purposes of ASX Listing Rule 10.11, for subscription proceeds of C\$110,000.00, representing a subscription price of C\$0.11 per Share, to be issued as part of the Related Parties Tranche of the Offering, on terms identical to all other subscribers under the Offering, which was announced by the Corporation on March 24, 2020.

Resolution 4

Subscription of Shares by David Bruce Dreisinger, a director of the Corporation, which is considered a related party for the purposes of ASX rules. Shareholders will be asked to approve the subscription by David Bruce Dreisinger of 47,272 Shares on or about May 5, 2020, under and for the purposes of ASX Listing Rule 10.11, for subscription proceeds of C\$5,199.92, representing a subscription price of C\$0.11 per Share, to be issued as part of the Related Parties Tranche of the Offering, on terms identical to all other subscribers under the Offering, which was announced by the Corporation on March 24, 2020.

Resolution 5

Subscription of Shares by Harvey Neil McLeod, a director of the Corporation, which is considered a related party for the purposes of ASX rules. Shareholders will be asked to approve the subscription by Harvey Neil McLeod of 945,454 Shares on or about May 5, 2020, under and for the purposes of ASX Listing Rule 10.11, for subscription proceeds of C\$103,999.94, representing a subscription price of C\$0.11 per Share, to be issued as part of the Related Parties Tranche of the Offering, on terms identical to all other subscribers under the Offering, which was announced by the Corporation on March 24, 2020. .

Resolution 6

Subscription of Shares by Daniel Joseph Rosicky, a director of the Corporation, which is considered a related party for the purposes of ASX rules. Shareholders will be asked to approve the subscription by Daniel Joseph Rosicky of 118,181 Shares on or about May 5, 2020, under and for the purposes of ASX Listing Rule 10.11, for subscription proceeds of C\$12,999.91, representing a subscription price of C\$0.11 per Share, to be issued as part of the Related Parties Tranche of the Offering, on terms identical to all other subscribers under the Offering, which was announced by the Corporation on March 24, 2020.

Resolution 7

Subscription of Shares by Jan Votava, a director of the Corporation, which is considered a related party for the purposes of ASX rules. Shareholders will be asked to approve the subscription by Jan Votava of 94,545 Shares on or about May 5, 2020, under and for the purposes of ASX Listing Rule 10.11, for subscription proceeds of C\$10,399.95, representing a subscription price of C\$0.11 per Share, to be issued as part of the Related Parties Tranche of the Offering, on terms identical to all other subscribers under the Offering, which was announced by the Corporation on March 24, 2020.

Resolution 8

Subscription of Shares by Hogan's Bluff Capital Pty Ltd., a company controlled by a director of the Corporation, which is considered a related party for the purposes of ASX rules. Shareholders will be asked to approve the subscription by Hogan's Bluff Capital Pty Ltd. of 174,615 CDIs on or about May 5, 2020, under and for the purposes of ASX Listing Rule 10.11, for subscription proceeds of A\$22,699.95, representing a subscription price of A\$0.13 per CDI, to be issued as part of the Related Parties Tranche of the Offering, on terms identical to all other subscribers under the Offering, which was announced by the Corporation on March 24, 2020.

Resolution 9

Subscription of Shares by PRK Raft s.a., a holding company controlled by Czech law firm in which a director of the Corporation is a senior partner, and which is considered a related party for the purposes of ASX rules. Shareholders will be asked to approve the subscription by PRK Raft s.a. of 673,872 Shares on or about May 5, 2020, under and for the purposes of ASX Listing Rule 10.11, for subscription proceeds of C\$74,125.92, representing a subscription price of C\$0.11 per Share, to be issued as part of the Related Parties Tranche of the Offering, on terms identical to all other subscribers under the Offering, which was announced by the Corporation on March 24, 2020.

Other Business. Shareholders may be asked to consider and transact such other matters that may be brought before the Meeting.

While as of the date of this Circular, we are intending to hold the Meeting in physical face to face format, we are continuously monitoring the current coronavirus (COVID-19) outbreak. In light of the rapidly evolving news and guidelines related to COVID-19, we ask that, in considering whether to attend the Meeting in person, shareholders follow, among other things, the instructions of the Public Health Agency of Canada (<https://www.canada.ca/en/public-health/services/diseases/coronavirus-disease-covid-19.html>) and any applicable additional provincial and local instructions. You should not attend the Meeting in person if you are experiencing any cold or flu-like symptoms, or if you or someone with whom you have been in close contact has travelled to/from outside of Canada within the 14 days prior to the Meeting. All shareholders are strongly encouraged to vote prior to the Meeting by any of the means described on pages 3 and 4 of the Circular accompanying this Notice.

We reserve the right to take any additional precautionary measures we deem appropriate in relation to the Meeting in response to further developments in respect of the COVID-19 outbreak including, if we consider necessary or advisable, providing a webcast version of the Meeting and/or hosting the Meeting solely by means of remote communication. Changes to the Meeting date and/or means of holding the Meeting may be announced by way of press release. Please monitor our Company press releases as well as our Company website at www.mn25.ca for updated information. We advise you to check our Company website one week prior to the Meeting date for the most current information. We do not intend to prepare or mail an amended Circular in the event of changes to the Meeting format.

Website Where Meeting Materials are Posted

The Circular may be viewed online via the System for Electronic Document Analysis and Retrieval at www.sedar.com or on the Corporation's website at www.mn25.ca.

Obtaining Paper Copies of Materials

Shareholders may also obtain paper copies of the Circular free of charge upon request to the Corporation's Corporate Secretary at 1500 - 1040 West Georgia Street, Vancouver, British Columbia V6E 4H8, or by phone at 604-681-1010.

A request for paper copies which are required in advance of the Meeting should be sent so that they are received by the Corporation by April 24, 2020 to allow sufficient time for Shareholders to receive the paper copies and to return their proxies or voting instruction forms to Intermediaries not later than 48 hours (excluding Saturdays, Sundays and statutory holidays in the City of Vancouver, British Columbia) prior to the time set for the Meeting or any adjournments or postponements thereof.

Voting

The board of directors of the Corporation has fixed the close of business on March 26, 2020 as the record date (the "**Record Date**") for the purpose of determining Shareholders entitled to receive notice of, and vote at, the Meeting. The failure of any Shareholder to receive notice of the Meeting does not deprive such Shareholder of the right to vote at the Meeting. Only Shareholders of record at the close of business on March 26, 2020 are entitled to vote at the Meeting.

All Shareholders are invited to attend the Meeting and may attend in person or may be represented by proxy. However, a "beneficial" or "non-registered" Shareholder will not be recognized directly at the Meeting for the purposes of voting common shares registered in the name of his/her/its broker. Instead, a beneficial Shareholder may attend the Meeting as proxyholder for a registered Shareholder and vote the common shares in that capacity.

Only Shareholders as of the Record Date are entitled to receive notice of and vote at the Meeting. Shareholders who are unable to attend the Meeting in person, or any adjournments or postponements thereof, are requested to complete, date and sign the form of proxy (registered holders) or voting instruction form (beneficial holders).

SHAREHOLDERS ARE REMINDED TO REVIEW THE CIRCULAR BEFORE VOTING.

Dated at Vancouver, British Columbia this 26th day of March, 2020.

BY ORDER OF THE BOARD OF DIRECTORS

(Signed) "*John Webster*"
Interim Chairman



EURO MANGANESE INC.

**1500 - 1040 West Georgia Street
Vancouver, British Columbia V6E 4H8
Telephone: 604-681-1010**

MANAGEMENT INFORMATION CIRCULAR

FOR THE SPECIAL MEETING OF SHAREHOLDERS

(Containing Information as at March 26, 2020, unless otherwise stated)

SOLICITATION OF PROXIES

This management information circular (the "Circular") is furnished in connection with the solicitation of proxies by the management of Euro Manganese Inc. (the "Corporation") for use at the special meeting (the "Meeting") of holders (the "Shareholders") of common shares in the capital of the Corporation (the "Shares") (including holders of common shares who hold their shares through CHESS Depositary Interests ("CDIs")), to be held on Friday, May 1, 2020, at the time and place and for the purposes set forth in the accompanying notice of meeting (the "Notice") or at any adjournment or postponement thereof. It is expected that the solicitation of proxies on behalf of management will be primarily by mail; however, proxies may be solicited personally or by telephone by the regular officers, employees or agents of the Corporation. The cost of soliciting proxies on behalf of management will be borne by the Corporation. The Corporation may also reimburse brokers and other persons holding Shares in their names or in the name of nominees, for their costs incurred in sending proxy materials to beneficial owners and obtaining their proxies or voting instructions.

CHESS Depositary Nominees Pty Ltd. ("CDN") is the Shareholder of record for all Shares beneficially owned by holders of CDIs. Holders of CDIs are entitled to receive notice of the Meeting and attend the Meeting and may direct CDN to vote at the Meeting by using the method described in the special voting instructions for CDI holders below. Holders of CDIs are not directly registered Shareholders and must vote through CDN as described below under the heading "*Special Voting Instructions for CDI Holders*".

APPOINTMENT OF PROXIES

The persons named in the accompanying form of proxy (the "Proxy") are representatives of management of the Corporation and are directors and/or officers of the Corporation. **A SHAREHOLDER HAS THE RIGHT TO APPOINT A PERSON (WHO NEED NOT BE A SHAREHOLDER) TO ATTEND AND ACT FOR HIM/HER ON HIS/HER BEHALF AT THE MEETING OTHER THAN THE PERSONS NAMED IN THE ENCLOSED PROXY. TO EXERCISE THIS RIGHT, A SHAREHOLDER MAY STRIKE OUT THE NAMES OF THE PERSONS NAMED IN THE PROXY AND INSERT THE NAME OF HIS/HER NOMINEE IN THE BLANK SPACE PROVIDED OR COMPLETE ANOTHER PROXY. A PROXY WILL NOT BE VALID UNLESS IT IS DEPOSITED WITH COMPUTERSHARE, AT ATTENTION: PROXY DEPARTMENT, AT 100 UNIVERSITY AVENUE, 8TH FLOOR, TORONTO, ONTARIO, M5J 2Y1, NO LATER THAN 10:00 A.M. (VANCOUVER TIME) ON WEDNESDAY, APRIL 29, 2020, WHICH IS NOT LESS THAN 48 HOURS**

(EXCLUDING SATURDAYS, SUNDAYS AND HOLIDAYS) BEFORE THE TIME OF THE MEETING (OR ANY ADJOURNMENT OR POSTPONEMENT THEREOF, AS APPLICABLE) (THE "PROXY DEADLINE"). ALTERNATIVELY, A SHAREHOLDER MAY SUBMIT THEIR PROXY PRIOR TO THE PROXY DEADLINE ONLINE AT WWW.INVESTORVOTE.COM BY REGISTERING WITH THE CONTROL NUMBER PROVIDED ON THEIR FORM OF PROXY OR PROXIES MAY BE FAXED TO COMPUTERSHARE AT 1-866-249-7775 (WITHIN NORTH AMERICA) OR 1-416-263-9524 (INTERNATIONAL).

The Proxy must be signed by the Shareholder or by his/her attorney in writing, or, if the Shareholder is a corporation, it must either be under its common seal or signed by a duly authorized officer. Only Registered Shareholders (as defined below) are entitled to sign and deposit a Proxy.

NON-REGISTERED HOLDERS

Only those Shareholders whose names appear on the central security register of the Corporation (the "**Registered Shareholders**"), or the persons they appoint as their proxies, are permitted to attend and vote at the Meeting. However, in many cases, Shares beneficially owned by a holder (a "**Non-Registered Holder**") are registered either:

- (a) in the name of an intermediary (an "**Intermediary**") that the Non-Registered Holder deals with in respect of the Shares, such as, among others, banks, trust companies, securities dealers or brokers and trustees or administrators of self-administered RRSPs, RRIFs, RESPs and similar plans; or
- (b) in the name of a clearing agency (such as CDS Clearing and Depository Services Inc.) of which the Intermediary is a participant.

All holders of CDIs are Non-Registered Holders. See "*Special Voting Instructions for CDI Holders*".

In accordance with the requirements of NI 54-101, the Corporation has distributed copies of this Circular and the Notice (together, the "**Meeting Materials**") to the clearing agencies and Intermediaries for onward distribution to Non-Registered Holders.

Intermediaries are required to forward Meeting Materials to Non-Registered Holders unless a Non-Registered Holder has waived the right to receive them. Intermediaries will often use service companies to forward the Meeting Materials to Non-Registered Holders. Generally, Non-Registered Holders who have not waived the right to receive Meeting Materials will either:

- (a) be given a voting instruction form which must be completed and signed by the Non-Registered Holder in accordance with the directions on the voting instruction form (which may in some cases permit the completion of the voting instruction form by telephone); or
- (b) be given a Proxy which has already been signed by the Intermediary (typically by a facsimile, stamped signature) which is restricted as to the number of Shares beneficially owned by the Non-Registered Holder, but which is otherwise uncompleted. This Proxy need not be signed by the Non-Registered Holder. In this case, the Non-Registered Holder who wishes to submit a Proxy should otherwise properly complete the form of Proxy and deposit it with Computershare, as described above.

The purpose of these procedures is to permit Non-Registered Holders to direct the voting of the Shares they beneficially own. Should a Non-Registered Holder who receives either a Proxy or a voting instruction form wish to attend and vote at the Meeting in person (or have another person attend and vote on behalf of the Non-Registered Holder), the Non-Registered Holder should strike out the names of the persons named in

the Proxy and insert the Non-Registered Holder's (or such other person's) name in the blank space provided or, in the case of a voting instruction form, follow the corresponding instructions on the form. ***In either case, Non-Registered Holders should carefully follow the instructions of their Intermediaries and their service companies.***

REVOCATION

A Registered Shareholder who has given a Proxy may revoke the Proxy by:

- (a) completing and signing a Proxy bearing a later date and depositing it with Computershare as described above;
- (b) depositing an instrument in writing executed by the Shareholder or by the Shareholder's attorney authorized in writing: (i) at the registered office of the Corporation at any time up to and including the last business day preceding the day of the Meeting, or any adjournment or postponement of the Meeting, at which the Proxy is to be used, or (ii) with the chairman of the Meeting prior to the commencement of the Meeting on the day of the Meeting or any adjournment or postponement of the Meeting; or
- (c) in any other manner permitted by law.

A Non-Registered Shareholder may revoke a voting instruction form or a waiver of the right to receive meeting materials and to vote given to an Intermediary at any time by written notice to the Intermediary, except that an Intermediary may not be required to act on a revocation of a voting instruction form or of a waiver of the right to receive meeting materials and to vote that is not received by the Intermediary in accordance with the internal procedures of such Intermediary.

VOTING OF PROXIES

The management representatives designated in the enclosed Proxy will vote or withhold from voting the Shares in respect of which they are appointed by Proxy on any ballot that may be called for in accordance with the instructions of the Shareholder as indicated on the Proxy and, if the Shareholder specifies a choice with respect to any matter to be acted upon, the Shares will be voted accordingly. **In the absence of such instructions, such Shares will be voted by the management representatives FOR the issuance of Shares to each of the Related Parties (as defined below) listed below in this Circular.**

The enclosed Proxy confers discretionary authority upon the management representatives designated in the Proxy with respect to amendments to or variations of matters identified in the notice of Meeting and with respect to other matters which may properly come before the Meeting. At the date of this Circular, management of the Corporation know of no such amendments, variations or other matters.

Voting by proxy may also occur over the Internet. The enclosed Proxy or voting instruction form you may receive from your broker or other Intermediary contains details on how to vote over the Internet.

SPECIAL VOTING INSTRUCTIONS FOR CDI HOLDERS

CDI holders may attend the Meeting; however, they are unable to vote in person at the Meeting. Each CDI represents one Share. Therefore, each CDI holder will be entitled to one vote for every CDI that they hold. In order to have votes cast at the Meeting on their behalf, CDI holders must complete, sign and return the enclosed CDI voting instruction form (the "**CDI Voting Instruction Form**") in accordance with the instructions below.

CDI Voting Instruction Forms may be lodged in one of the following ways:

Mail

Complete, sign and date the CDI Voting Instruction Form and sent it to:

Computershare Investor Services Pty Limited
GPO Box 242
Melbourne VIC 3001

Fax

Complete, sign and date the CDI Voting Instruction Form and fax it to: 1800 783 447 within Australia or +61 3 9473 2555 outside Australia

Internet

Lodge online at www.investorvote.com.au

Completed CDI Voting Instruction Forms must be provided to Computershare Investor Services Pty Limited no later than 10:00 a.m. on April 28, 2020 (Vancouver time) / 4:00 a.m. on April 29, 2020 (Melbourne time) or four full business days before any adjourned or postponed Meeting, in accordance with the instructions on that form. The CDI voting deadline is two business days prior to the date that Proxies are due so that CDN may vote the Shares underlying the applicable CDIs.

A CDI holder may revoke a CDI Voting Instruction Form by giving written notice to CDN, or by submitting a new CDI Voting Instruction Form bearing a later date, well in advance of the Meeting.

FORWARD-LOOKING STATEMENTS

Certain statements in this Circular that are not statements of historical fact, including statements relating to each as more particularly described herein, may constitute "forward-looking statements". Forward-looking statements involve known and unknown risks, uncertainties and other factors which may cause the Corporation's actual results, performance or achievements to be materially different from any future results, performance or achievements expressed or implied by such forward-looking statements. When used in this Circular, such statements use such words as "may", "will", "expect", "believe", "plan", "intend", "should", "anticipate" and other similar terminology. These statements reflect current assumptions and expectations regarding future events and operating performance as of the date of this Circular. Forward-looking statements involve significant risks and uncertainties, should not be read as guarantees of future performance or results, and will not necessarily be accurate indications of whether or not such results will be achieved. A number of factors could cause actual results to vary significantly from the results discussed in the forward-looking statements. Although the forward-looking statements contained in this Circular are based upon what management believes are reasonable assumptions, there can be no assurance that actual results will be consistent with such forward-looking statements. All forward-looking statements are made as of the date of this Circular, and the Corporation assumes no obligation to update or revise them to reflect new events or circumstances, unless required by law. Accordingly, readers should not place undue reliance on forward-looking statements.

VOTING SECURITIES AND PRINCIPAL HOLDERS OF VOTING SECURITIES

The authorized share capital of the Corporation consists of an unlimited number of Shares. The record date for the determination of Shareholders entitled to receive notice of the Meeting has been fixed at

March 26, 2020 (the "**Record Date**"). As at the Record Date, the Corporation had 176,265,435. Shares issued and outstanding, each Share carrying the right to one vote.

Each Share entitles the holder thereof to one vote on all matters to be acted upon at the Meeting. All such holders of record of Shares on the Record Date are entitled either to attend and vote in person the Shares held by them or, provided a completed and executed proxy shall have been delivered to the Corporation's transfer agent, Computershare Investor Services Inc., within the time specified in the Notice of Meeting, to attend and to vote by proxy the Shares held by them.

To the knowledge of the directors and executive officers of the Corporation, as of the date hereof, no person or Corporation beneficially owns, controls or directs, directly or indirectly, voting securities of the Corporation carrying 10% or more of the voting rights attached to all outstanding Shares.

INTEREST OF CERTAIN PERSONS IN MATTERS TO BE ACTED UPON

Except as otherwise disclosed herein, none of:

- (a) the directors or senior officers of the Corporation at any time since the beginning of the last financial year of the Corporation; or
- (b) any associate or affiliate of the foregoing persons,

has any material interest, direct or indirect, by way of beneficial ownership of securities or otherwise, in any matters to be acted upon at the Meeting other than the issuance of Shares to Related Parties.

PARTICULARS OF MATTERS TO BE ACTED UPON - ISSUANCE OF SHARES TO RELATED PARTIES

On March 24, 2020, the Corporation announced a non-brokered private placement consisting of 8,738,312 Shares and 401,888 CDIs of the Corporation (the "**Offering**") at a price of C\$0.11 per Share and A\$0.13 per CDI for gross proceeds of approximately C\$1,005,300 (A\$1,197,600). The Offering is intended to close in two or more tranches with the first tranche, currently comprising the issuance of 4,477,170 Shares at a price of C\$0.11 per Share and 227,273 CDIs at a price of A\$0.13 per CDI, to parties who are not Related Parties of the Corporation (as defined in the ASX rules), for gross proceeds of C\$517,489 (A\$616,498), expected to close on or about April 3, 2020. The Corporation has received conditional approval from the TSX Venture Exchange ("TSXV") to list the Shares issuable pursuant to the Offering. The Corporation has also applied to the ASX to list the CDIs issuable pursuant to the Offering.

The second tranche of the Offering (the "**Related Parties Tranche**"), consisting of subscriptions by related parties ("**Related Parties**") of the Corporation (as defined in the ASX rules) of 4,261,142 Shares at a price of C\$0.11 per Share and 174,615 CDIs at a price of A\$0.13 per CDI for gross proceeds of C\$487,735 (A\$581,105) based on the Bank of Canada exchange rate of 0.8394 Canadian dollars to \$1 Australian dollar on March 23, 2020, is expected to close on or about May 5, 2020, in compliance with Listing Rule 10.11.5 of the ASX. The Related Parties Tranche consists of subscriptions on identical terms to those of the rest of the Offering. Provided Shareholder approval of the issuances to Related Parties under the Related Parties Tranche is obtained at this Meeting, the Corporation will apply to list the CDIs issuable under the Related Parties Tranche on the ASX. Listing will be subject to the Corporation fulfilling all the listing requirements of the ASX.

The Shares and CDIs to be issued to Related Parties will be issued pursuant to subscription agreements that will be used for all subscribers under the Offering. The subscription agreements contain representations, warranties and covenants customary for a private placement offering of this nature. The terms of the subscription agreement are limited to those required to ensure that the Corporation complies with all applicable laws, TSXV policies and ASX rules in issuing the Shares and CDIs under the Offering. The

Corporation intends to use the net proceeds of the Offering to further advance its Chvaletice Manganese Project in the Czech Republic (the "**Project**"), including advancing the feasibility study, advancing studies and related work in preparation of the Environmental Impact Assessment submission, and for other general corporate purposes. Cash fees payable by the Corporation in connection with the Offering consist of a management fee of 1% of the aggregate cash proceeds from the Offering.

The board of directors of the Corporation recommends that Shareholders vote in favour of the issuance of Shares or CDIs, as applicable, to the Related Parties whose names are set forth in Table 1 below as per Resolutions 1 to 9 below. Shareholders have the option to (i) vote for the issuance of Shares or CDIs to all of the Related Parties listed in Table 1 below; (ii) vote for the issuance of Shares or CDIs to certain of the Related Parties and against others; or (iii) vote against the issuance of Shares or CDIs to all or some of the Related Parties. **Unless the Shareholder has specifically instructed in the enclosed form of proxy that the Shares represented by such Proxy are to be voted otherwise, the persons named in the accompanying Proxy will vote FOR Resolutions 1 to 9 below in respect of the issuance of Shares to each of the Related Parties set forth Table 1 below.**

Summary of Listing Rule 10.11

Listing Rule 10.11 provides that unless one of the exceptions in Listing Rule 10.12 applies, a listed company must not issue or agree to issue equity securities to:

- 10.11.1 a Related Party;
- 10.11.2 a person who is, or was at any time in the 6 months before the issue or agreement, a substantial (30%+) holder in the company;
- 10.11.3 a person who is, or was at any time in the 6 months before the issue or agreement, a substantial (10%+) holder in the company and who has nominated a director to the board of the company pursuant to a relevant agreement which gives them a right or expectation to do so;
- 10.11.4 an associate of a person referred to in Listing Rules 10.11.1 to 10.11.3; or
- 10.11.5 a person whose relationship with the company or a person referred to in Listing Rules 10.11.1 to 10.11.4 is such that, in ASX's opinion, the issue or agreement should be approved by its shareholders,

unless it obtains the approval of its Shareholders (the "**Shareholder Approval**").

The Related Party Tranche of the Offering falls within Listing Rule 10.11.1 and does not fall within any of the exceptions in Listing Rule 10.12. It therefore requires the Shareholder Approval under Listing Rule 10.11.

Resolutions 1 to 9 seek the required Shareholder Approval to the Related Party Tranche under and for the purposes of Listing Rule 10.11.

If any (or all) of resolutions 1 to 9 are passed, the Corporation will be able to proceed with the Related Party Tranche to the relevant Related Party/Parties who received the Shareholder Approval and the Corporation will receive the relevant consideration from that Related Party/Parties set out in Table 1 below. All subscription proceeds from the Related Party Tranche of the Offering will be applied to the same use of

proceeds as the rest of the proceeds from the Offering and will be used to advance the objectives of the Corporation.

If any (or all) of resolutions 1 to 9 are not passed, the Corporation will not be able to proceed with the Related Party Tranche to the relevant Related Party/Parties and will not receive the relevant consideration set out in Table 1 below. This may affect the progression of the Project. If the Corporation is unable to complete the Related Party Tranche subscriptions and effect a fully subscribed Offering, the Corporation will need to obtain additional proceeds from other sources. To date, the Corporation has not been able to obtain such proceeds from other sources and is therefore relying on the subscription proceeds it expects to receive from Related Parties under the Related Party Tranche to continue funding its business.

Information Concerning Proposed Issuance of Shares to Related Parties

Table 1 sets out the names of the directors and companies controlled by directors (all of whom are considered Related Parties as defined by the ASX), the ASX Listing Rule under which each Related Party falls, the number and class of securities to be issued to each Related Party, the price per Share or CDI and in the aggregate to be received by the Corporation. The terms of the subscriptions to Related Parties are identical to those offered to all other subscribers under the Offering.

Table 1: Information on Proposed Issuance of Shares

Resolution number	Name of Related Party	Category under which Each Related Party Falls	Number and Class of Securities to be Issued	Price Per Security to be Received by the Corporation	Aggregate Price to be Received by the Corporation
1	JJW Investments Ltd. ⁽¹⁾	ASX LR 10.1.1	181,818 Shares	C\$0.11 per Share	C\$19,999.98
2	Marco Antonio Romero, Director, Chief Executive Officer and President	ASX LR 10.1.1	1,200,000 Shares	C\$0.11 per Share	C\$132,000.00
3	Shklanka Holdings Ltd. ⁽²⁾	ASX LR 10.1.1	1,000,000 Shares	C\$0.11 per Share	C\$110,000.00
4	David Bruce Dreisinger Director	ASX LR 10.1.1	47,272 Shares	C\$0.11 per Share	C\$5,199.92
5	Harvey Neil McLeod Director	ASX LR 10.1.1	945,454 Shares	C\$0.11 per Share	C\$103,999.94
6	Daniel Joseph Rosický Director	ASX LR 10.1.1	118,181 Shares	C\$0.11 per Share	C\$12,999.91
7	Jan Votava Director, Managing Director of Mangan Chvaletice s.r.o., the Corporation's wholly-owned subsidiary	ASX LR 10.1.1	94,545 Shares	C\$0.11 per Share	C\$10,399.98
8	Hogan's Bluff Capital Pty Ltd. ⁽³⁾	ASX LR 10.1.1	174,615 CDIs	A\$0.13 per CDI	A\$22,699.95
9	PRK Raft a.s. ⁽⁴⁾	ASX LR 10.1.1	673,872 Shares	C\$0.11 per Share	C\$74,125.92

Notes:

(1) A company controlled by John Webster, a director and Interim Chairman of the Corporation.

(2) A company controlled by Roman Shklanka, a director of the Corporation

(3) A company controlled by Gregory Pentland Martyr, a director of the Corporation.

(4) A holding company controlled by a Czech law firm, in which Daniel Joseph Rosický, a director of the Corporation, is a senior partner.

Voting Exclusion Statement

Pursuant to ASX Listing Rule 10.13, the Corporation will disregard any votes cast in favour of the above resolutions by or on behalf of:

- (a) a director of the Corporation excluded from voting; or
- (b) any entities controlled by a director of the Corporation excluded from voting (unless the entity is also controlled by the Corporation); or
- (c) an associate of a director referred to in (a); or
- (d) an associate of an entity referred to in (b).

However, this does not apply to a vote cast in favour of a resolution by:

- a person as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with the directions given to the proxy or attorney to vote on the resolution in that way; or
- the chair of the meeting as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with a direction given to the chair to vote on the resolution as the chair decides; or
- a holder acting in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - the beneficiary provides a written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the resolution; and
 - the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

Resolutions 1 to 9

At the Meeting, Shareholders will be asked to vote on the following ordinary resolutions:

Resolution 1

“BE IT RESOLVED, as an ordinary resolution, that the subscription of 181,818 Shares by JJW Investments Ltd., a company controlled by a director of the Corporation, for subscription proceeds of C\$19,999.98 is confirmed and approved, subject to regulatory approval, as more particularly described in the Corporation’s management information circular.”

Resolution 2

“BE IT RESOLVED, as an ordinary resolution, that the subscription of 1,200,000 Shares by Marco Antonio Romero, a director of the Corporation, for subscription proceeds of C\$132,000.00 is confirmed and approved, subject to regulatory approval, as more particularly described in the Corporation’s management information circular.”

Resolution 3

“BE IT RESOLVED, as an ordinary resolution, that the subscription of 1,000,000 Shares by Shklanka Holdings Ltd., a company controlled by a director of the Corporation, for subscription proceeds of C\$110,000.00 is confirmed and approved, subject to regulatory approval, as more particularly described in the Corporation’s management information circular.”

Resolution 4

“BE IT RESOLVED, as an ordinary resolution, that the subscription of 47,272 Shares by David Bruce Dreisinger, a director of the Corporation, for subscription proceeds of C\$5,199.92 is confirmed and approved, subject to regulatory approval, as more particularly described in the Corporation’s management information circular.”

Resolution 5

“BE IT RESOLVED, as an ordinary resolution, that the subscription of 945,454 Shares by Harvey Neil McLeod, a director of the Corporation, for subscription proceeds of C\$103,999.94 is confirmed and approved, subject to regulatory approval, as more particularly described in the Corporation’s management information circular.”

Resolution 6

“BE IT RESOLVED, as an ordinary resolution, that the subscription of 118,181 Shares by Daniel Joseph Rosicky, a director of the Corporation, for subscription proceeds of C\$12,999.91 is confirmed and approved, subject to regulatory approval, as more particularly described in the Corporation’s management information circular.”

Resolution 7

“BE IT RESOLVED, as an ordinary resolution, that the subscription of 94,545 Shares by Jan Votava, a director of the Corporation, for subscription proceeds of C\$10,399.95 is confirmed and approved, subject to regulatory approval, as more particularly described in the Corporation’s management information circular.”

Resolution 8

“BE IT RESOLVED, as an ordinary resolution, that the subscription of 174,615 CDIs by Hogan's Bluff Capital Pty Ltd, a company controlled by a director of the Corporation, for subscription proceeds of A\$22,699.95 is confirmed and approved, subject to regulatory approval, as more particularly described in the Corporation’s management information circular.”

Resolution 9

“BE IT RESOLVED, as an ordinary resolution, that the subscription of 673,872 Shares by PRK s.a., a holding company controlled by a Czech law firm in which a director of the Corporation is a senior partner, for subscription proceeds of C\$74,125.92 is confirmed and approved, subject to regulatory approval, as more particularly described in the Corporation’s management information circular.”

The Board recommends that Shareholders vote in favor of each of Resolutions 1 to 9.

OTHER MATTERS

Management of the Corporation knows of no amendment, variation or other matter to come before the Meeting other than the matters referred to in the Notice. However, if any other matter properly comes before

the Meeting, the form of proxy furnished by the Corporation will be voted on such matters in accordance with the best judgment of the persons voting the proxy.

INTEREST OF INFORMED PERSONS IN MATERIAL TRANSACTIONS

For purposes of the following discussion, "Informed Person" means (a) a Director or Executive Officer of the Corporation; (b) a Director or Executive Officer of a person or company that is itself an Informed Person or a subsidiary of the Corporation; (c) any person or company who beneficially owns, directly or indirectly, voting securities of the Corporation or who exercises control or direction over voting securities of the Corporation or a combination of both carrying more than 10 percent of the voting rights attached to all outstanding voting securities of the Corporation, other than the voting securities held by the person or company as underwriter in the course of a distribution; and (d) the Corporation itself if it has purchased, redeemed or otherwise acquired any of its securities, for so long as it holds any of its securities.

Except as disclosed in this Circular with respect to the Related Party Tranche issuances to Related Parties or otherwise in the notes to the Corporation's financial statements for the financial year ended September 30, 2019, none of:

- (a) the Informed Persons of the Corporation; or
- (b) any associate or affiliate of the foregoing persons,

has any material interest, direct or indirect, in any transaction since the commencement of the last financial year of the Corporation or in a proposed transaction which has materially affected or would materially affect the Corporation or any subsidiary of the Corporation.

ADDITIONAL INFORMATION

Copies of this Circular may be obtained on the System for Electronic Document Analysis and Retrieval at www.sedar.com or free of charge from the Corporation upon request, at 1500 - 1040 West Georgia Street, Vancouver, British Columbia V6E 4H8, by telephone at 604-681-1010, or by email at info@mn25.ca; and such copies of this Circular will be sent by mail or electronically by email as may be specified at the time of the request.

BOARD APPROVAL

The contents of this Circular and the sending thereof to the Shareholders of the Corporation have been approved by the board of directors.

Dated at Vancouver, British Columbia this 26th day of March 2020.

BY ORDER OF THE BOARD OF DIRECTORS

Signed "*John Webster*"
Interim Chairman

EMN

MR SAM SAMPLE
FLAT 123
123 SAMPLE STREET
THE SAMPLE HILL
SAMPLE ESTATE
SAMPLEVILLE VIC 3030

Lodge your vote:



Online:

www.investorvote.com.au



By Mail:

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

Alternatively you can fax your form to
(within Australia) 1800 783 447
(outside Australia) +61 3 9473 2555

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For all enquiries call:

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

CDI Voting Instruction Form

XX



Vote online or view the notice of meeting, 24 hours a day, 7 days a week:

www.investorvote.com.au



Cast your vote



Access the notice of meeting



Review and update your securityholding

Your secure access information is:

Control Number: 999999

SRN/HIN: I9999999999

PIN: 99999



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

For your vote to be effective it must be received by 10:00a.m. on April 28, 2020 (Vancouver time) / 4:00a.m. on April 29, 2020 (Melbourne time)

How to Vote on Items of Business

Each CHES Depositary Interest (CDI) is equivalent to one share of Company Common Stock, so that every 1(one) CDI registered in your name at 26 March 2020 entitles you to 1(one) vote.

You can vote by completing, signing and returning your CDI Voting Instruction Form. This form gives your voting instructions to CHES Depositary Nominees Pty Ltd, which will vote the underlying shares on your behalf. You need to return the form no later than the time and date shown above to give CHES Depositary Nominees Pty Ltd enough time to tabulate all CHES Depositary Interest votes and to vote on the underlying shares.

Signing Instructions

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

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

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

Companies: Only duly authorised officer/s can sign on behalf of a company. Please sign in the boxes provided, which state the office held by the signatory, ie Sole Director, Sole Company Secretary or Director and Company Secretary. Delete titles as applicable.

Comments & Questions: If you have any comments or questions for the company, please write them on a separate sheet of paper and return with this form.

GO ONLINE TO VOTE



or turn over to complete the form

MR SAM SAMPLE
FLAT 123
123 SAMPLE STREET
THE SAMPLE HILL
SAMPLE ESTATE
SAMPLEVILLE VIC 3030



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



I 9999999999

I ND

CDI Voting Instruction Form

Please mark ☒ to indicate your directions

Step 1

CHESS Depository Nominees Pty Ltd will vote as directed

XX

Voting Instructions to CHESS Depository Nominees Pty Ltd

I/We being a holder of CHESS Depository Interests of Euro Manganese Inc. hereby direct CHESS Depository Nominees Pty Ltd

OR _____ (Enter the name of the person you wish to appoint. Note: your vote will lapse if the Nominated Proxy fails to attend the meeting) to vote the shares underlying my/our holding at the Special Meeting of Euro Manganese Inc. to be held at the offices of Stikeman Elliott LLP at **1700 - 666 Burrard Street, Vancouver, British Columbia, V6C 2X8**, on **Friday, May 1, 2020, at 10:00a.m.** (Vancouver time) and at any adjournment or postponement of that meeting.

By execution of this CDI Voting Form the undersigned hereby authorises CHESS Depository Nominees Pty Ltd to appoint such proxies or their substitutes to vote in their discretion on such business as may properly come before the meeting. Unless the holder of CHESS Depository Interests specifically instructs that the shares represented by this proxy are to be voted otherwise, the persons named as proxies will vote FOR each of Resolutions 1 to 9 below.

Step 2

Items of Business

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

	For	Against	Abstain
1 Subscription of Shares by JJW Investments Ltd., a company controlled by a director of the Corporation	☐	☐	☐
2 Subscription of Shares by Marco Antonio Romero, a director of the Corporation	☐	☐	☐
3 Subscription of Shares by Shklanka Holdings Ltd, a company controlled by a director of the Corporation	☐	☐	☐
4 Subscription of Shares by David Bruce Dreisinger, a director of the Corporation	☐	☐	☐
5 Subscription of Shares by Harvey Neil McLeod, a director of the Corporation	☐	☐	☐
6 Subscription of Shares by Daniel Joseph Rosicky, a director of the Corporation	☐	☐	☐
7 Subscription of Shares by Jan Votava, a director of the Corporation	☐	☐	☐
8 Subscription of Shares by Hogan's Bluff Capital Pty Ltd, a company controlled by a director of the Corporation	☐	☐	☐
9 Subscription of Shares by PRK RAFT s.a., a holding company controlled by a Czech law firm in which a director of the Corporation is a senior partner	☐	☐	☐

Step 3

Signature of Securityholder(s) *This section must be completed.*

Individual or Securityholder 1

Sole Director & Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director/Company Secretary

/ /

Date

Update your communication details (Optional)

Mobile Number

Email Address

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

EMN

9 9 9 9 9 9 A



Computershare



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MR RETURN SAMPLE
123 SAMPLE STREET
SAMPLE SUBURB
SAMPLETOWN VIC 3030

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

Alternatively you can fax your form to
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(outside Australia) +61 3 9473 2555

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For all enquiries call:

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

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Cast your vote



Access the notice of meeting



Review and update your securityholding

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PIN: 99999



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Comments & Questions: If you have any comments or questions for the company, please write them on a separate sheet of paper and return with this form.

GO ONLINE TO VOTE 
or turn over to complete the form



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



IND

CDI Voting Instruction Form

Please mark ☒ to indicate your directions

Step 1

CHESS Depositary Nominees Pty Ltd will vote as directed

XX

Voting Instructions to CHESS Depositary Nominees Pty Ltd

I/We being a holder of CHESS Depositary Interests of Euro Manganese Inc. hereby direct CHESS Depositary Nominees Pty Ltd

OR _____ (Enter the name of the person you wish to appoint. Note: your vote will lapse if the Nominated Proxy fails to attend the meeting) to vote the shares underlying my/our holding at the Special Meeting of Euro Manganese Inc. to be held at the offices of Stikeman Elliott LLP at **1700 - 666 Burrard Street, Vancouver, British Columbia, V6C 2X8**, on **Friday, May 1, 2020, at 10:00a.m.** (Vancouver time) and at any adjournment or postponement of that meeting.

By execution of this CDI Voting Form the undersigned hereby authorises CHESS Depositary Nominees Pty Ltd to appoint such proxies or their substitutes to vote in their discretion on such business as may properly come before the meeting. Unless the holder of CHESS Depositary Interests specifically instructs that the shares represented by this proxy are to be voted otherwise, the persons named as proxies will vote FOR each of Resolutions 1 to 9 below.

Step 2

Items of Business

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4 Subscription of Shares by David Bruce Dreisinger, a director of the Corporation	☐	☐	☐
5 Subscription of Shares by Harvey Neil McLeod, a director of the Corporation	☐	☐	☐
6 Subscription of Shares by Daniel Joseph Rosicky, a director of the Corporation	☐	☐	☐
7 Subscription of Shares by Jan Votava, a director of the Corporation	☐	☐	☐
8 Subscription of Shares by Hogan's Bluff Capital Pty Ltd, a company controlled by a director of the Corporation	☐	☐	☐
9 Subscription of Shares by PRK RAFT s.a., a holding company controlled by a Czech law firm in which a director of the Corporation is a senior partner	☐	☐	☐

Step 3

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Individual or Securityholder 1

Sole Director & Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director/Company Secretary

/ /

Date

Update your communication details (Optional)

Mobile Number

Email Address

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

