EURO MANGANESE INC.

Annual Information Form

For the year ended September 30, 2025

December 18, 2025

TABLE OF CONTENTS

FORWARD LOOKING STATEMENTS **1**

DEFINITIONS AND OTHER INFORMATION **4**
Currency 4
Definitions 4
Scientific and Technical Information 4

CORPORATE STRUCTURE OF THE COMPANY **4**
Name, Address and Incorporation 4
Intercorporate Relationships 4

GENERAL DEVELOPMENT OF THE BUSINESS **5**
Overview 5
Three Year History 5

DESCRIPTION OF THE BUSINESS **9**
General 9
Chvaletice Manganese Project 17
1.1 Introduction 18
1.2 Property Description and Location 18
1.3 History 22
1.4 Mineral Resources 23
1.5 Mineral Processing and Metallurgical Testing 27
1.6 Mineral Reserve Estimate 30
1.7 Tailings Extraction Methods 31
1.8 Recovery Methods 33
1.9 Project Infrastructure 35
1.10 Environmental Studies, Permitting and Social or Community Impact 42
1.11 Project Execution Plan 42
1.12 Logistics 43
1.13 Capital and Operating Cost Estimates 43
1.14 Highlights of Independent HPEMM and HPMSM Market Study 46
1.15 Economic Analysis 52
1.16 Recommendations 53

RISK FACTORS **54**

DIVIDENDS AND DISTRIBUTIONS **67**

DESCRIPTION OF CAPITAL STOCK **67**

MARKET FOR SECURITIES **68**
Markets 68
Trading Price and Volume of the Shares 68
Prior Sales 68

DIRECTORS AND EXECUTIVE OFFICERS **69**
Cease Trade Orders, Bankruptcies, Penalties or Sanctions 71
Conflicts of Interest 71

LEGAL PROCEEDINGS AND REGULATORY ACTIONS **72**

AUDIT COMMITTEE INFORMATION **72**
Audit Committee Charter 72

Composition of the Audit Committee and Independence 72
Relevant Education and Experience 72
Audit Committee Oversight 72
Pre-Approval Policies and Procedures 73
External Auditor Service Fees 73

INTERESTS OF MANAGEMENT AND OTHERS IN MATERIAL TRANSACTIONS 73

TRANSFER AGENTS AND REGISTRARS 74

MATERIAL CONTRACTS 74

INTERESTS OF EXPERTS 74

ADDITIONAL INFORMATION 75

SCHEDULE "A" 76

SCHEDULE "B" 79

FORWARD LOOKING STATEMENTS

Certain statements in this AIF constitute "forward-looking statements" or "forward-looking information" within the meaning of applicable securities laws. Such statements and information involve known and unknown risks, uncertainties and other factors that may cause the actual results, performance or achievements of Euro Manganese Inc. (the "Company"), its Chvaletice Manganese Project, its proposed Bécancour Project or industry results, to be materially different from any future results, performance or achievements expressed or implied by such forward-looking statements or information. Such statements can be identified by the use of words such as "may", "would", "could", "will", "intend", "expect", "believe", "plan", "anticipate", "estimate", "scheduled", "forecast", "predict" and other similar terminology, or state that certain actions, events or results "may", "could", "would", "might" or "will" be taken, occur or be achieved.

Regarding the Chvaletice Manganese Project, results of the Feasibility Study constitutes forward-looking information or statements, including but not limited to estimates of internal rates of return payback periods, net present values, future production, assumed prices for HPMSM and HPEMM, ability of the Company to achieve a pricing premium for its products, proposed extraction plans and methods, operating life estimates, cash flow forecasts, metal recoveries and estimates of capital and operating costs. Such forward-looking information or statements also include, statements about the optimization program any expected efficiencies, the anticipated timing of various regulatory approvals, statements regarding the ability of the Company to obtain remaining surface rights and various permits, the ability to enter into offtake agreements with potential customers, ability to gain any benefits from testing of its products, the benefits of remediating the historic tailings areas, the ability of the Company to meet the conditions of its secured financing, the growth and development of the high purity manganese products market, the desirability of the Company's products, any anticipated changes in battery chemistries and associated cost benefits for chemistries using manganese, the ability to benefit from growth in energy storage solutions, any expected benefits from companies diversifying away from a single source of supply of battery materials, the growth of the EV industry, the use of manganese in batteries, the manganese project supply line, support from European financial institutions, any anticipated benefits from strategic project or strategic project status or other legislation, and the Company's ability to sustain sufficient working capital and obtain financing.

Forward-looking statements in connection with the Bécancour Project include, but are not limited to, statements concerning the Company's plans for advancing the Bécancour Project and results of the Scoping Study including estimates of internal rates of return, net present values, and estimates of costs. Such forward-looking information or statements also include, but are not limited to, statements regarding anticipated completion of the Bécancour feasibility study, the Company's ability to acquire the Bécancour land parcel, the Company's estimated engineering/construction timelines to build the Bécancour Project and ability to arrange necessary infrastructure, the Company's ability to provide HPEMM feedstock to the Bécancour Project from the Chvaletice Project and source other feedstock, the technical capability of the Bécancour Project and the Company's ability to operate the Bécancour Project and produce both HPMSM products and any associated cash flow and timelines for cash flow, the projected growth of the North American demand for high-purity manganese products, any benefits of legislation, the Company's ability to secure offtake agreements from North American customers, the Company's ability to raise the necessary financing, and the timing of any permit application submissions and approvals and continuing successful cooperation with the W8banaki Nation.

Readers are cautioned not to place undue reliance on forward-looking information or statements. Forward-looking statements are subject to a number of risks and uncertainties that may cause the actual results of the Company to differ materially from those discussed in the forward-looking statements and, even if such actual results are realized or substantially realized, there can be no assurance that they will have the expected consequences to, or effects on, the Company.

Factors that could cause actual results or events to differ materially from current expectations include, among other things for the Chvaletice Project, lack of sufficient funding; the inability to meet conditions under the Company's secured credit facility and risks related to granting security; poor market conditions; the inability to develop adequate processing capacity and production; the availability of equipment, facilities, and suppliers necessary to complete development; risks and uncertainties related to the ability to obtain, amend, or maintain necessary licenses, or permits, risks related to acquisition of surface rights; the potential for unknown or unexpected events to cause contractual conditions to not be satisfied; the failure of parties to contract with the Company to perform as agreed; risks and uncertainties related to the accuracy of mineral resource and reserve estimates, variations in rates of recovery and extraction, the price of HPEMM and HPMSM; the inability to secure offtake agreements; delays in progressing work under the Engineering, Procurement, Construction Management ("**EPCM**") contract; results from optimization program not being favorable, and changes in project parameters as plans continue to be refined. For the Bécancour Project, factors include, among other things: assumptions in the scoping study not proving accurate over time and negatively affecting results; an inability to obtain financing, unanticipated operational difficulties including failure of the Bécancour Project; inability to secure offtake agreements; a delay or inability to obtain or maintain necessary licenses or permits; the potential for unknown or unexpected events to cause contractual conditions to not be satisfied; inability to complete feasibility study or other technical studies or unexpected results; and risks and uncertainties related to limited feedstock supply options.

Additional factors that could cause results or events to differ materially from current expectations include risks related to developments in EV battery markets and chemistries and decreasing demand for manganese; global epidemics or pandemics and other health crises; availability and productivity of skilled labour; risks and uncertainties related to interruptions in production; unforeseen technological and engineering problems; the adequacy of infrastructure; risks related to working conditions, accidents or labour disputes; social unrest or war; the possibility that future results will not be consistent with the Company's expectations; increase in competition; risks related to fluctuations in currency exchange rates, changes in laws or regulations; and regulation by various governmental agencies and changes or deterioration in general economic conditions. For a further discussion of risks relevant to the Company, refer to the "*Risk Factors*" section of this AIF.

All forward-looking statements are made based on the Company's current beliefs as well as various assumptions made by the Company and information currently available to the Company. For the Chvaletice Manganese Project, these assumptions include, among others: the ability of the Company to meet the conditions under the Convertible Loan facility and advance the Chvaletice Manganese Project; the ability to sustain working capital and obtain financing; the presence of and continuity of manganese at estimated grades; the ability of the Company to obtain all necessary land access rights and permits; the availability of personnel, machinery, and equipment at estimated prices and within estimated delivery times, and the advancement the Chvaletice Manganese Project with favorable economics. For the Bécancour Project, assumptions include demand for products develops as anticipated, that customers and other counterparties perform their contractual obligations, that operating and capital plans will not be disrupted by issues like lack of availability of personnel, machinery, equipment, there are no material variations in costs, successful completion and positive outcome of the feasibility study, and that the Company will be successful in securing offtake agreements and obtain required environmental and other permits. In addition, general assumptions include currency exchange rates; manganese sales prices; growth in the manganese market; appropriate discount rates applied to the cash flows in economic analyses; tax rates and royalty rates applicable to the proposed operations; the availability of acceptable financing; success in realizing proposed operations; and favorable regulatory environment.

Although the forward-looking statements contained in this AIF are based upon what management of the Company believes are reasonable assumptions, the Company cannot assure investors that actual results will be consistent with these forward-looking statements. These forward-looking statements are made as of the date of this AIF and are expressly qualified in their entirety by this cautionary statement. Subject to applicable securities laws, the Company does not assume any obligation to update or revise the forward-looking statements contained herein to reflect events or circumstances occurring after the date of this AIF.

DEFINITIONS AND OTHER INFORMATION

Currency

All references to "$", "CAD$" or "dollars" in this AIF mean Canadian dollars. References to "A$" are to Australian dollars, references to "USD$" are to United States dollars, references to "CZK" are to Czech Koruna, and references to "€" are to Euros.

Definitions

Terms used but not otherwise defined in this AIF have the meanings given to them in Schedule "A" attached hereto.

Scientific and Technical Information

The scientific and technical information with respect to the Chvaletice Manganese Project contained in this AIF is derived from the independent NI 43-101 technical report with an effective date of July 27, 2022 (released September 9, 2022) entitled "*Technical Report and Feasibility Study for the Chvaletice Manganese Project Chvaletice, Czech Republic*" prepared by Mr. James Barr, P. Geo, Senior Geologist, Mr. Jianhui (John) Huang, Ph.D., P. Eng., Senior Metallurgical Engineer, Mr. Hassan Ghaffari, P. Eng., M.A.Sc., Senior Process Engineer, Mr. Chris Johns, P. Eng., Senior Geotechnical Engineer, and Mrs. Maureen Marks, P. Eng., Senior Mining Engineer (the "**Technical Report**").

The full text of the Technical Report has been filed with Canadian securities regulatory authorities pursuant to NI 43-101 and is available for review under the Company's SEDAR+ profile at www.sedarplus.ca.

Mr. David Dreisinger, P.Eng, has reviewed and approved the scientific and technical information in respect of the Chvaletice Manganese Project contained in this AIF. Mr. Dreisinger, P. Eng is considered, by virtue of his education, experience and professional association, to be a qualified person for the purposes of NI 43-101.

CORPORATE STRUCTURE OF THE COMPANY

Name, Address and Incorporation

Euro Manganese Inc. was incorporated under the BCBCA on November 24, 2014.

The Shares were listed for trading on the TSXV on October 2, 2018, under the symbol "EMN". The Shares, in the form of CDIs, were admitted to the Official List of the ASX effective September 28, 2018 and trade under the symbol "EMN" on the ASX. On October 11, 2018, the Shares became eligible to trade on the Frankfurt Stock Exchange under the trading symbol "E06". The Company is a reporting issuer in Canada in British Columbia, Alberta and Ontario.

The registered office of the Company is located at Suite 1700 – 666 Burrard Street, Vancouver, British Columbia V6C 2X8 and its head office is located at Suite 709 – 700 West Pender Street, Vancouver, BC V6C 1G8.

Intercorporate Relationships

References in this AIF to the business of the Company include the business conducted by its subsidiaries, Mangan Chvaletice s.r.o. ("Mangan"), EP Chvaletice s.r.o., and North American Manganese Inc. ("NAM"). The Company holds 100% of the capital of Mangan, a company formed under the laws of the Czech Republic. Mangan holds 100% of the capital of EP Chvaletice s.r.o., a company formed under the laws of the Czech

Republic, and the Company holds 100% of the capital of NAM, a company incorporated under the BCBCA. Mangan holds a 100% interest in the Chvaletice Manganese Project.

GENERAL DEVELOPMENT OF THE BUSINESS

Overview

EMN is a publicly-traded company whose principal business is the evaluation and potential development of the Chvaletice Manganese Project in the Czech Republic, which involves the re-processing of a manganese deposit hosted in historic mine tailings. The Company's activities in the Czech Republic are conducted through its wholly-owned subsidiary, Mangan, which holds a 100% interest in the Chvaletice Manganese Project. The Company has also started to progress an opportunity to develop a project to produce high-purity manganese products in Canada for the North American market (the "**Bécancour Project**"). The Company's goal is to produce high-purity manganese products in an economically, socially and environmentally-sound manner, principally for use in lithium-ion batteries.

Three Year History

2023 Financial Year

During the year ended September 30, 2023 ("**FY'23**"), the Company issued a total of 1,553,676 Shares having an aggregate value of $207,650, comprised of: the issuance of 237,077 Shares to EIT InnoEnergy at prices of $0.34 per Share, in connection with the third instalment tranche €62,500 made on August 26, 2022; and the issuance of 1,316,599 Shares pursuant to the exercise of stock options having an aggregate value of $207,650.

In the first quarter of FY'23, the Company entered into an option agreement with The Société du parc industriel et portuaire de Bécancour ("**SPIPB**"), a Québec state enterprise and owner of a 15-hectare land parcel within Bécancour (the "**Bécancour Option Agreement**") to conduct due diligence and potentially purchase the site. This was followed up later in FY'23 with: the completion of a scoping study for the Bécancour dissolution plant showing strong preliminary project economics, with a post-tax NPV of $190 million using an 8% discount rate and a post-tax IRR of 26% (the Company cautions the scoping study does not constitute a scoping study within the definition used by the Canadian Institute of Mining, Metallurgy and Petroleum, as it relates to a standalone industrial project and does not concern a mineral project of the Company, and therefore disclosure standards prescribed by NI 43-101 are not applicable); the appointment of WSP Canada ("**WSP**") to complete a Bécancour Project feasibility study; and the signing of a cooperation agreement with the Grand Conseil de la Nation Waban-Aki ("**W8banaki**") related to the Bécancour Project.

In the first quarter of FY'23, the Company also announced positive results of the life cycle assessment study ("**LCA**") comparing the Global Warming Potential of the Chvaletice Manganese Project to the incumbent industry in China, showing an average 60% lower greenhouse emission potential of both products planned for the Chvaletice Manganese Project, and it published its inaugural 2022 Sustainability Report which outlines how it is leading the way for sustainable production of high-purity manganese for the EV industry.

In the second quarter of FY'23, the Company signed a non-binding term sheet with Verkor, a low-carbon battery manufacturer based in Grenoble, France, for the sale of HPMSM from the Chvaletice Manganese Project. Following the arrival and assembly of the Demonstration Plant modules in late FY'22, the Company continued its commissioning and reported in April 2023 that an external laboratory confirmed that HPEMM produced from the Demonstration Plant met its target specifications of 99.9% manganese metal purity.

At the very end of the third quarter of FY'23, the Company awarded the Engineering, Procurement, Construction Management ("**EPCM**") contract for its Chvaletice Manganese Project to Wood Australia ("**Wood**"). The contract has two phases, with an approval stage gate between each phase. Phase 1 includes Front End Engineering Design ("**FEED**"). Phase 2 is the EPCM phase, which includes detailed design, procurement, construction, and commissioning. A Final Investment Decision ("**FID**") from the Board of Directors is to be made prior to commencement of Phase 2 and would require securing the outstanding permits and project equity and debt financing. As of November 15, 2024, the Company has suspended the FEED/EPCM services with Wood, pending ability to raise further financial resources to resume full FEED. At this time, it is unknown when FEED will resume.

In the fourth quarter of FY'23, the Chvaletice Manganese Project was announced as a project to be supported under the inter-governmental Minerals Security Partnership ("**MSP**"), a collection of 13 countries and the European Union, representing over 50 percent of global GDP, that aims to catalyze public and private sector investment to build diverse, secure and responsible critical mineral supply chains globally. The Company also announced that Chvaletice, which lies just to the west of the Chvaletice Manganese Project and on which a portion of its tailings and commercial plant site are located, formally approved the rezoning of tailings land for mining use. Together with the rezoning of the Trnavka tailings land for mining use approved in FY'22, the rezoning requirements for the Chvaletice Manganese Project are now complete. In the fourth quarter of FY'23, the Company signed a lease agreement with ČEZ a.s. (the "**ČEZ Lease Agreement**") for access to land in the tailings area that is required for the development of the Chvaletice Manganese Project. Together with the land access lease signed with Chvaletice in FY'22, the Company now has access to approximately 85% of the total Proven and Probable manganese Reserves required for the Chvaletice Manganese Project. The Company continues negotiations with respect to the acquisition of the balance of the surface rights with the remaining landowner.

Early in the second quarter of FY'23, the Company submitted the final Environmental and Social Impact Assessment ("**Final ESIA**") for the Chvaletice Manganese Project to the Czech Ministry of the Environment (the "**Ministry**"). The Ministry returned the Final ESIA to the Company to address comments related to noise and the Company resubmitted the amended Final ESIA to the Ministry in the fourth quarter of FY'23, on which a positive decision was received on March 27, 2024.

2024 Financial Year

On November 28, 2023, the Company signed definitive agreements with OMRF (BK) LLC ("**Orion**"), which is managed by the Orion Resource Partners Group, for US$100 million in financing (the "**Funding Package**") to advance the development of the Chvaletice Manganese Project. The up to US$100 million Funding Package is split into two US$50 million components: (a) a US$50 million loan facility convertible into a 1.29-1.65% royalty on Project revenues (the "**Convertible Loan Facility**", which definition includes amendments described in this AIF), with US$20 million received upon closing on November 29, 2023, and an additional US$30 million potentially available upon meeting milestones; and (b) and receipt of US$50 million in exchange for a 1.93-2.47% royalty on revenues following a final investment decision by the Company's Board of Directors and other conditions precedents typical for this type of financing (the "**Royalty Financing**", which definition includes amendments described in this AIF).

The Convertible Loan Facility bore interest at 12% per annum, payable quarterly, with an initial maturity of 36 months, which may be extended by Orion up to an additional 36 months. Under the original Funding Package, Orion could convert the Convertible Loan Facility into the royalty, while the Company could force conversion into the royalty upon a successful completion test of the Project's commercial plant. The converted royalty and the royalty under to the Royalty Financing are for the life of the Chvaletice Manganese Project.

In connection with the Funding Package, Orion has been granted comprehensive security, including over the assets and rights of the Chvaletice Manganese Project. Conditions precedent to the US$30 million tranche of the

Convertible Loan Facility include completion of offtake term sheets and agreements for 40% of the Chvaletice Manganese Project's high-purity manganese production for the first five years of production, securing a strategic investor, and securing certain land access rights. Covenants and events of default include customary covenants and undertakings and events of default for a secured financing of this nature, including, but not limited to, completion of key commercial agreements including offtake term sheets and offtake agreements, securing a strategic investor, completion of various technical milestones aligned with the Company's progress to a final investment decision, securing surface rights access, and compliance with relevant agreements under the Funding Package.

Also in connection with the Funding Package, Orion have been granted an off-take option of between 20-22.5% of the Chvaletice Manganese Project's high-purity manganese total production for a term of 10 years from first delivery, matching the commercial terms of the Company's sales. Such right is exercisable until the Company signs 60% of the total offtake.

On December 3, 2024, and amended December 13, 2024 the Company amended the funding package with Orion. The amendment to the Funding Package includes deferring interest payments on the convertible loan to Orion starting January 1, 2025. The interest rate on the convertible loan is 14%, and the amendment extended certain milestone deadlines, granted the Company the right to repay the convertible loan at par before conversion, and allowed cancellation of the second tranche of the convertible loan without penalty. Additionally, the Company could terminate the Royalty Financing with a US$1 million fee, provided the convertible loan and interest is repaid. The Company could also issue warrants to Orion, subject to regulatory approval and certain fundraising conditions.

On December 28, 2023, Mangan acquired 100% of EP Chvaletice s.r.o. which owns the land intended for the Project's high-purity processing plant. This land is located immediately south of the highway and rail line that bound the Chvaletice tailings deposit and is adjacent to the Chvaletice power plant and another parcel of land and rail siding that was previously acquired by Mangan. The Company also signed further agreements to acquire rights to several additional strategic parcels of land, completing its land assembly for the proposed Chvaletice commercial plant. All such land parcels for the proposed processing plant are already zoned for industrial use. The land area where the Project's tailings are located is now formally rezoned for mining use. During the transformation by division in the form of a spin-off merger, the specified parts of the assets (the land) of the divided company EP Chvaletice s.r.o. were transferred to the successor company Mangan with effect from July 12, 2024.

On March 11, 2024, the Chvaletice Manganese Project was formally listed as under appraisal for debt financing with the European Investment Bank.

On June 18, 2024, the commissioning of the high-purity manganese Demonstration Plant at the Company's Chvaletice Manganese Project in the Czech Republic was successfully completed. Two independent external laboratories confirmed that samples of HPMSM made from HPEMM produced at the Demonstration Plant met the design target HPMSM specifications with low levels of impurities. Later in the year, on October 16, 2024 the Company announced the on-site Demonstration Plant successfully completed a 5-day continuous operation program for the production of HPEMM, achieving a key technical target under the Convertible Loan Facility.

Between August 19 and September 9, 2024, the Company entered into three non-binding offtake term sheets with Wildcat Discovery Technologies, Blue Grass Chemical Specialties, and FeMoCat Ltd., each outlining initial seven-year agreements contingent on the successful qualification of the Company's products from its Demonstration Plant. Deliveries to these parties of the Company's high-purity manganese products are scheduled to begin with the first production and increasing with the Project's production capacity. Each offtake term sheet is structured to align with the Project's debt finance covenants and includes possibilities for renewal.

2025 Financial Year

On November 12, 2024, Martina Blahova, the Company's Chief Financial Officer was appointed as Interim Chief Executive Officer. Ms. Blahova replaced Dr. Matthew James who resigned as Chief Executive Officer and director of the Company as of the same date. Concurrently, Mr. Dean Larocque was appointed Chief Financial Officer, replacing Ms. Blahova. Ms. Blahova was subsequently appointed as President and Chief Executive Officer on May 12, 2025 and Mr. Larocque resigned as Chief Financial Officer on May 30, 2025. Ms. Sherry Roberge was appointed Interim Chief Financial Officer on July 15, 2025.

On December 20, 2024, Mangan secured the Determination of Mining Area permit (legally effective as of January 23, 2025). The Determination of Mining Area permit, issued by the District Mining Authority, represents one of the most significant approvals in the Company's journey towards full project permitting. The Determination of Mining Area permit provides Mangan with exclusive and indefinite rights to mineral extraction within the designated area and ensures robust legal protection of the project area, enabling the Company to proceed with the Project's next phases on an exclusive basis.

In March 2025, the Chvaletice Manganese Project received two major strategic designations, including (i) the Czech government declared the deposit a Strategic Deposit under the Czech Mining Act, streamlining permitting and enabling eligibility for state investment incentives; and (ii) the project was designated a Strategic Project under the EU Critical Raw Materials Act (CRMA), recognizing its importance to Europe's raw material supply security. This status offered access to potential European institution funding sources, and encourages permitting processes to follow defined EU timelines.

In March 2025, the Company announced a private placement and share purchase plan to eligible investors, subject to shareholder approval and a minimum aggregate raise of C$8.0 million (A$8.8 million). At the end of March 2025, Euro Manganese proceeded with a 5:1 share consolidation, and in April 2025 Richard Anthon was appointed Chairman of the Company's board of directors.

On May 28, 2025, the Company closed an upsized C$11.2 million (A$12.3 million) financing package, comprising a C$9.8 million (A$10.8 million) private placement and an oversubscribed A$1.5 million (C$1.4 million) share purchase plan. The financing followed shareholder approval at the Company's Annual and Special General Meeting on May 15, 2025. The European Bank for Reconstruction and Development and Eric Sprott participated, becoming significant shareholders owing 17.48% and 11.67%, respectively, as of the closing of the financing. The private placement consisted of the issuance of an aggregate of 54,578,350 new common shares ("Shares"), comprised of 39,671,662 Shares at a price of C$0.18 per Share and 14,906,688 new CDIs (with each new CDI representing one new Share) at a price of A$0.195 per CDI and 54,578,350 warrants. The share purchase plan was conducted pursuant to a prospectus filed on ASX dated April 23, 2025 and was comprised of 7,692,307 new CDIs at a price of A$0.195 per CDI, and 7,692,307 warrants. Warrants issued in connection with the private placement and share purchase plan are exercisable any time prior to November 28, 2026 and have an exercise price of C$0.225 per new Share. Proceeds were allocated to the ongoing development of the Chvaletice Manganese Project and advancing commercial and strategic partnership efforts. In connection with the amendment to the Convertible Loan Facility, the Company also issued 22,263,733 warrants to purchase Shares to Orion, exercisable any time prior to November 28, 2026 with an exercise price of C$0.225 per Share.

On June 18, 2025, the Company signed a non-binding offtake term sheet with UK-based Integrals Power Limited ("**IPL**") for the future supply of high-purity manganese sulphate from the Chvaletice Manganese Project. The agreement outlined a planned seven-year initial supply term, commencing from first commercial production and subject to successful qualification of product from the Demonstration Plant. The partnership aims to support the use of the Company's HPMSM in IPL's LMFP cathode materials for electric vehicles, grid storage, and defense applications, with joint test work that began in Q3 2025.

Recent Developments

On October 19, 2025, the Company announced it had initiated an optimization program to incorporate operational learnings into design of the commercial plant. The Company has engaged external engineering specialists, including a large engineering firm, to conduct independent reviews and recommend efficiency upgrades. The outcomes of the optimization program will guide Euro Manganese's next phase of development, including any potential updates to technical studies.

On December 11, 2025, the Company announced amendments to the Funding Package provided by Orion. In connection with the amendments, the Company received a waiver from Orion extending the date by which certain milestones were required (milestone extension date) to June 30, 2026, and Orion may now, at its discretion, convert the outstanding loan amount drawn under the Convertible Loan Facility and accrued interest into a royalty at any time, subject to the conditions in the Convertible Loan Facility.

DESCRIPTION OF THE BUSINESS

General

EMN is a Canadian public company whose shares are listed on the TSXV and the ASX under the symbol "EMN," on the Frankfurt Stock Exchange under the symbol "EO6." The Company's principal business is the evaluation and potential development of the Chvaletice Manganese Project, which involves the re-processing of a manganese deposit hosted in historic mine tailings to produce high purity manganese products. The Company's activities in the Czech Republic are conducted through its wholly-owned subsidiary, Mangan, which holds the rights to the Chvaletice Manganese Project and related exploration tenures, permits and real property. The Company through its subsidiary North American Manganese Inc. has also started to progress its Bécancour Project, an opportunity to develop a project to produce high-purity manganese products in Canada for the North American market.

The Company aims to reprocess historic mine tailings to produce high-purity electrolytic manganese metal (HPEMM), and high-purity manganese sulphate monohydrate (HPMSM), establishing a fully traceable, low-carbon supply chain within the European Union.

The Company is committed to advancing the Chvaletice Manganese Project in an effective, efficient and prudent manner while adhering to the best practices in corporate governance, application of technology, environmental excellence and social integration. The Company's goal is to develop a state-of-the-art, commercially-viable and environmentally sustainable business enterprise.

2026 Financial Year – Outlook

For the year ended September 30, 2025, the Company incurred a net loss of $17.6 million and used $8.0 million in cash for operating activities. As at September 30, 2025, the Company's working capital (current assets less current liabilities) was a deficit of $22.9 million. The Company's capital resources are not expected to provide sufficient working capital to fund its corporate and project development costs for at least twelve months to September 30, 2026. As an early-stage development company, it has no material operating revenues and is unable to self-finance its operations. As a result, the Company is expected to operate at a loss while it is developing the Chvaletice Manganese Project and will be required to secure financing from the sale of equity and/ or another

form of funding. The ability of the Company to arrange such financing will depend principally upon prevailing market conditions and the performance of the Company. Such additional funding may not be available when needed, if at all, or may not be available on terms favorable to the Company. These factors give rise to material uncertainty that may cast significant doubt upon the Company's ability to continue as a going concern. Should the Company be unable to realize its assets and settle its liabilities as a going concern in the normal course of operations, there could be material adjustments to the carrying values of its assets and liabilities, the reported revenues and expenses and the balance sheet classifications used

The Company's short-term operating priorities include:

- complete the optimization and efficiency program to incorporate operational learnings from the Demonstration Plant into the design of the planned commercial plant;
- complete any potential updates to technical studies following the optimization program;
- negotiate additional offtake term sheets with potential customers and subsequently offtake contracts;
- secure strategic financing;
- complete the acquisition of, or access to, the remaining land surface rights for the Project; and
- apply for and securing funding from grants and incentives available from the EU and Czech state.

The Chvaletice Manganese Project Mineral Resource Estimate

The Chvaletice Manganese Project manganese resource is contained in three adjacent tailings piles that were emplaced on flat terrain immediately below the site of a flotation mill site, adjacent to the former Chvaletice open pit mine.

Tetra Tech prepared the NI 43-101 Technical Report, entitled “Technical Report and Mineral Resource Estimate for the Chvaletice Manganese Project, Chvaletice, Czech Republic”, with an effective date of December 8, 2018, which was filed on SEDAR+ on January 28, 2019, and the JORC Code Technical Report, entitled “Public Report and Mineral Resource Estimate for the Chvaletice Manganese Project, Chvaletice, Czech Republic”, with an effective date of December 8, 2018, was lodged on the ASX announcement platform on February 6, 2019, (together, the "**Mineral Resource Estimate**").

In mid-2019, the Company appointed Tetra Tech as the owner’s engineering representative for the feasibility study, responsible for overseeing the consultants and service providers in connection with the feasibility study, and for the preparation of the NI 43-101/JORC Code feasibility study report for the Chvaletice Manganese Project. The Technical Report, entitled “Technical Report and Feasibility Study for the Chvaletice Manganese Project, Chvaletice, Czech Republic”, with an effective date of July 27, 2022, was filed on SEDAR+ on September 9, 2022, and the JORC Code technical report, entitled “Public Report and Feasibility Study for the Chvaletice Manganese Project, Chvaletice, Czech Republic”, with an effective date of July 27, 2022, was lodged on the ASX announcement platform on September 14, 2022.

No additional drilling or data collection pertaining to the technical disclosure of mineral inventory was undertaken since the completion of the Mineral Resource Estimate, and the effective date for the Mineral Resource Estimate is revised to July 1, 2022. See "Chvaletice Manganese Project – 1.4 Mineral Resources” and “Chvaletice Manganese Project – 1.6 Mineral Reserves” in the property section below.

Permits and Land Access

Mangan secured the Determination of Mining Area permit in December 2024, effective January 2025. The Determination of Mining Area permit, issued by the District Mining Authority for the regions of Hradec Králové, Pardubice, Liberec, and Vysočina, represents one of the most significant approvals in the Company’s journey

towards full project permitting and replaces all prior authorizations, licences and permits and has no expiration date. It provides Mangan with exclusive, unrestricted rights to mineral extraction within the designated area and ensures robust legal protection of the project area, enabling the Company to proceed with the Project's next phases on an exclusive basis.

The establishment of the Mining Area Permit, the application for the final Mining Permit, and applications for permits relating to the construction of infrastructure required for the project, are required prior to any extraction and processing activities at the Chvaletice Manganese Project.

To date, the Company has received the consent to conduct exploration activities and to access the site from all the landowners whose surface properties underlie the tailings, and has negotiated the acquisition of the surface rights with all but one remaining landowner whose land underlies approximately 15% of the Chvaletice tailings piles, including:

a) Effective July 1, 2022, the Company and the Municipality of Chvaletice, being one of the landowners whose land underlies a portion of the Chvaletice tailings piles, signed a land access agreement via rental of the land to the Company until the earlier of a 40-year period or upon remediation of the land. The annual rental is CZK$ 7.46 million (approximately $420,000), adjusted for inflation based on the average annual Czech consumer price index for the 12 months of the previous calendar year.

b) On June 7, 2022, the Company signed an agreement with a private landowner to acquire 78,437m² in total consisting of several land parcels adjacent to the tailings area that provide additional room and flexibility for the Chvaletice residue storage facility layout. The total cost of the land was CZK$ 54,327,751 (approximately $3.0 million), and the transaction completed January 2024.

c) On October 30, 2023, the Company signed the ČEZ Lease Agreement granting it access to approximately 60% of the reserves in the Project's tailings area, including for mining infrastructure and tailings transportation. Together with the land access agreement with the Municipality of Chvaletice, the ČEZ Lease Agreement secures access to approximately 85% of the total reserves of the Chvaletice Manganese Project. Pursuant to the ČEZ Lease Agreement, land access has been granted for the life of the Chvaletice Manganese Project and during the subsequent period in which reclamation and revitalization of the premises is to take place, in return for a royalty on the Project's gross sales. During the period in which Chvaletice Manganese Project is expected to have project finance debt (the "**Debt Period**"), estimated to be seven years, the royalty will operate on a sliding scale from 0.2% to 1.8%, dependent on the average prices received for the Chvaletice Manganese Project's high-purity manganese products. Post the Debt Period, the royalty will be 1.8% of gross sales. Additionally, the ČEZ Lease Agreement also requires the Company to pay, commencing in 2027, a Minimum Rent of CZK 625,000 per calendar quarter (approximately $37,000), adjusted annually commencing in 2028, based on inflation during the immediately preceding year.

The Company continues to negotiate the acquisition of the balance of the surface rights with the remaining landowner. However, there is no assurance that access to the remaining area will be secured by the Company. See "Risk Factors – Risks Relating to the Business of the Company and Industry-related Risks - Rights to use the Surface of the Company's Mineral Properties are not Guaranteed".

Mangan has also entered into several agreements to acquire all the land intended for its ultra-high purity processing plant. These include the following:

(i) An option agreement signed on August 13, 2018 granting it the right to acquire 100% of the equity of EP Chvaletice s.r.o. ("EPCS"), an operating company whose principal asset is a 19.94-hectare parcel of land

suitable for the development of the Chvaletice Manganese Project tailings extraction facility and plant (the "EPCS Option Agreement"). This land is located immediately south of the highway and rail line that bound the Chvaletice tailings deposit and immediately adjacent to the Chvaletice power plant and 1.7-hectare parcel of land and rail siding that was acquired by the Company in 2017. The land is zoned for industrial use and contains numerous buildings, including office, warehousing and other industrial structures, several of which are leased to short-term tenants. The land also contains two rail spurs and is served by gas, water and power. The total cost of the land was approximately 143.1 million Czech Koruna ($8.42 million). The transaction successfully completed on December 28, 2023 by acquiring 100% of the equity of EP Chvaletice s.r.o. , and the relevant land was transferred to Mangan with effect from July 12, 2024.

(ii) On May 11, 2019, the Company also signed a purchase contract with the Municipality of Trnavka for a 2.96-hectare parcel of land adjacent to the Chvaletice Manganese Project, on which the Company plans to construct a visual and acoustic barrier between Trnavka and the Chvaletice Manganese Project. The total amount of CZK$ 2,026,990 (approximately $120,000) will be paid in four instalments, conditional permitting milestones over the period to 2029. To date, two payments, representing approximately 55% of the total, CZK$ 1,115,205 ($65,366) have been paid.

During FY'21, the Company also acquired rights to three additional strategic parcels of land, which included:

(i) Purchase on April 15, 2021, from Sev.en EC, a.s., the owner of the Chvaletice power plant, a 1,952 m² section of land encompassing Rail Spur no. 1, through which the proposed Chvaletice process plant will be serviced and connected to existing rail infrastructure. This acquisition, costing CZK$ 252,762 (approximately $14,000) is particularly important for the Chvaletice Manganese Project, as it provides the Company with a second rail connection through the existing rail siding of the neighbouring power plant. This is expected to provide greater logistical capacity and flexibility for the Project.

(ii) Purchase from Sprava Nemovitosti Kirchdorfer CZ s.r.o. of a 49,971 m² parcel of land, including a rail spur extension that will provide additional room and flexibility for the Chvaletice commercial plant layout. The cost of the land was CZK$18,739,125 (approximately $1.1 million).

(iii) Leased from Galmet Trade, spol s.r.o. of a 3,504 m² right-of-way for a period of 30 years to allow the straightening of a proposed conveyor route. Annual rental is CZK$ 60,000 (approximately $3,000) and the Company retains an option to purchase this land.

Permitting Update – Final Environmental and Social Impact Assessment

On March 27, 2024, the Company received a positive ESIA binding statement from the Czech Ministry of Environment, which approved the Final ESIA. Following approval of the Final ESIA, the Land Planning Permit was submitted and is currently under review.

On January 23, 2025, the Determination of Mining Area permit secured by Mangan became effective. The Mining Area permit replaces all prior authorizations, licenses and permits and has no expiration date. It provides the Company with exclusive, unrestricted rights to mineral extraction within the designated area and ensures robust legal protection of the project area, enabling the Company to proceed with the Project's next phases on an exclusive basis. The establishment of the Mining Area permit, the application for the final Mining Permit, and applications for permits relating to the construction of infrastructure required for the project, are required prior to any extraction and processing activities at the Chvaletice Manganese Project.

Demonstration Plant and Commercial Activities

The Demonstration Plant was fully commissioned and permitted in June 2024, and two independent external laboratories have confirmed that samples of HPMSM made from HPEMM produced at the Demonstration Plant meet its design target HPMSM specifications with low levels of impurities. The Demonstration Plant is not currently operating, as it has produced sufficient quantities of samples for prospective customers' requirements.

Increased rates of electric vehicle ("**EV**") adoption in many countries, especially where manufacturers are targeting lower priced segments, continues to underpin a strong long-term sentiment towards battery metals. The short-term outlook, however, remains uncertain with ongoing concerns over costs, evolving regulations and rapid technological change, all of which slow offtake conversations as Original Equipment Manufacturers ("**OEMs**") (and their supply chain) review EV strategies, re-assess build out plans and de-risk their businesses. This last point could be beneficial for Euro Manganese as manganese-rich batteries, such as LMR (Lithium Manganese Rich), and mid-nickel high voltage nickel manganese cobalt ("**NMC**"), are likely to be a key lever in reducing cost. While manganese-free lithium iron phosphate ("**LFP**") batteries dominate China and are growing in Europe and North America, there is potential for partial substitution of these batteries by lithium manganese iron phosphate ("**LMFP**"), which contain significant amounts of manganese. Consequently, growing manganese demand is expected to be supported over the medium term. Energy storage is another area of interest, driven in part by the growth of AI data centers. While this sector is currently served by LFP batteries, there is significant research into sodium ion and flow battery technologies, both of which can be manganese rich (up to 30%).

These positive developments are supporting ongoing offtake discussions despite the uncertainties, with progress being made with those parties who have prioritized manganese-rich chemistries and who require non-Chinese raw materials (usually driven by regulation or national security concerns). Consequently, in 2025 the Company signed a term sheet and MOU with Integrals Power, a UK company developing western LMFP cathode material. Further conversations with European companies are anticipated following the announcement of RESourceEU Action Plan, which will require them to carry out risk assessments of their supply chains and adopt mitigation measures, including to diversify away from a single source of supply.

Other opportunities are being actively explored with innovative companies who do not require precursor cathode active material ("**pCAM**"), a serious bottleneck in the western world) and those using other manganese salts, especially oxides, which can be readily made from HPEMM.

The Company is targeting 80% of production capacity under offtake contract to support project finance and has a pipeline of potential customers ranging from large OEMs, energy storage projects, pCAM and cathode active material ("**CAM**") manufacturers (and technology licensees) and cell companies. There can be no assurance, however, that current discussions will lead to offtake agreements or commercial or strategic relationships in the near term, if at all.

Bécancour Dissolution Project

In December 2022, the Company entered into the Bécancour Option Agreement with Société du parc industriel et portuaire de Bécancour ("**SPIPB**"), owner of a land parcel where the Company is exploring to establish its

North American facilities. The option agreement initially expired on September 30, 2025, and has since been granted a one year extension to September 30, 2026. The land parcel of interest has also changed to a smaller 8.36-hectare section, Lot 3A, for which the total purchase price (inclusive of optional infrastructure) is $6,240,000, with no payments due until July 1, 2026.

On April 17, 2024, the Company established a new wholly owned subsidiary, North American Manganese Inc. ("**NAM**"), as part of its obligations under the Convertible Loan Royalty Agreement with Orion. Subsequently, the Company assigned the Bécancour Option Agreement to NAM, making it the beneficiary of the agreement.

In late 2022, the Company engaged AtkinsRéalis (formerly SNC-Lavalin Inc.), a global engineering services company and having extensive knowledge of the area, to conduct site due diligence and advise on permitting processes. In parallel, the Company commissioned Ausenco Engineering Canada Inc., a global engineering consultancy firm with expertise in battery metals, to conduct a scoping study for the dissolution plant, leveraging the extensive process development and recent engineering work from the Chvaletice Manganese Project. The Bécancour Dissolution Project scoping study was based on a plant capable of producing 48,500 tpa of battery-grade HPMSM from the dissolution of 16,000 tpa of HPEMM. There is no current processing capacity or production of battery-grade manganese in North America.

The scoping study was completed in March 2023, and delivered favourable preliminary project economics, with a post-tax NPV of $190 million using an 8% discount rate, a post-tax IRR of 26%, and a payback period of approximately 4 years. The economic analysis was run on a constant dollar basis with no inflation, no government grants, and was unlevered. Initial capital was estimated at $110.8 million (AACE class 5 estimate +50%/-30% accuracy), including contingencies of $15.1 million. A key aspect of the dissolution plant is a short build time, estimated by the study to be approximately a two-year engineering/construction duration.

A number of general assumptions were used in the Scoping Study to assess the economics of constructing and operating the Bécancour Project. As such, the outcomes and economic metrics have a margin of error of -30%/+50%. Metal prices were based on market analysts' long-term forecasts and an exchange rate of US$0.77 per C$1.00. Forward escalation and contingencies for scope changes and associated costs were not considered and cost estimates are based on Q4 2022 pricing without allowances for inflation.

The Company cautions that the Bécancour Project scoping study does not constitute a scoping study within the definition used by the Canadian Institute of Mining, Metallurgy and Petroleum ("**CIM**"), as it relates to a standalone industrial project and does not concern a mineral project of the Company. As a result, disclosure standards prescribed by CIM 43-101 are not applicable to the scientific and technical disclosure in the study. Any references to scoping study or feasibility study in relation to the Bécancour Project are not the same as terms defined by the CIM Definition Standards and used in NI 43-101.

In August 2023, the Company signed a cooperation agreement with the Grand Council of the W8banaki, a tribal council consisting of the Abenaki Bands of Odanak and Wôlinak, on whose ancestral territory the Bécancour Project would be situated. The agreement outlines how the Company and the W8banaki intend to communicate openly and regularly, and work together for the mutually acceptable development of the Bécancour Project, especially during the evaluation and planning phases.

Specialized Skill and Knowledge

At the current stage of the Company's development, the nature of its business requires specialized skills, knowledge and technical expertise. Such skills and knowledge currently include the areas of geology, management, exploration and development programs, finance and accounting, law, engineering, mineral

processing, project management, and environmental management and compliance. In addition to the specialized skills listed above, the Company relies on staff members, contractors and consultants with specialized knowledge of logistics and operations in the Czech Republic and local community relations. In order to attract and retain personnel with the specialized skills and knowledge required for the Company's operations, the Company maintains competitive remuneration and compensation packages. To date, the Company has been able to meet its staffing requirements.

Competition

The Company competes with other exploration and development companies for the acquisition of mineral claims and other mineral interests, as well as for the recruitment and retention of qualified employees or consultants with the technical expertise to find, develop and operate such properties. Competition in the mining, mineral processing and waste re-processing industry is intense, and includes competition for technical expertise and for capital to fund evaluation and development projects. Further, the Company competes for markets for its proposed manganese products with companies that may be better funded, have lower production costs, have stronger relationships with consumers of manganese and which are better capable of securing access to markets for their competing manganese products. Such competition may result in the Company being unable to acquire or develop desired properties, to recruit or retain qualified employees and consultants or to attract the capital necessary to fund its operations and develop its properties. The Company's inability to compete with other companies for these resources could have a material adverse effect on its business, financial condition, results of operations, cash flows or prospects. See "Risk Factors – Competition".

Employees

As at the end of the most recent financial year, being September 30, 2025, the Company and its subsidiaries had an average of approximately 40 employees over the year. The Company also employs consultants on an as-needed basis.

Environmental Protection

All phases of the Company's operations are subject to environmental regulation. Environmental legislation is evolving in a manner which requires increasingly strict standards and enforcement, increased fines and penalties for non-compliance, more stringent environmental assessments of proposed projects and a heightened degree of responsibility for corporations and their officers, directors and employees. There is no assurance that future changes in environmental regulation, if any, will not adversely affect the Company's operations, including its ability to develop the Chvaletice Manganese Project, capital and operating expenditures, earnings and competitive position.

As further outlined in the Technical Report, the area covered by the Chvaletice Manganese Project tailings has been significantly impacted by past mining and other heavy industrial activities. Czech law exempts landowners and developers from impacts prior to 1989. Mining activity at the Chvaletice Manganese Project predates 1975. The Company is, however, responsible for any new disturbances and impacts that it may cause.

As part of the Company’s commitment to environmental excellence and transparency, the Company engaged Minviro Ltd. ("**Minviro**"), a UK-based and globally recognized sustainability and life cycle assessment consultancy, and RCS Global Ltd. ("**RCS Global**"), a leading global auditor of battery material supply chains, to conduct a cradle-to-gate Life Cycle Assessment study of the global warming potential ("**GWP**" or "**carbon footprint**") of HPEMM and HPMSM to be produced at the Chvaletice Manganese Project, and also compared those results with those produced by the incumbent industry in China – where currently 95% of global high-purity manganese products are processed. Highlights of the study reported that: the GWP of HPEMM produced at the Chvaletice Manganese Project, using 100% renewable power, is 64% lower than the estimated GWP of HPEMM produced by the incumbent industry; HPMSM produced via electrolytic manganese metal dissolution

has a carbon footprint 59% lower at the Chvaletice Manganese Project compared to HPMSM produced in China; and that the Chvaletice Manganese Project's high-purity manganese metal and sulphate have significantly lower carbon footprints compared to nickel and cobalt, the other NMC battery cathode metals.

Czech Republic

The Chvaletice Manganese Project is located in the Czech Republic, a member country of the European Union ("**EU**"). The official language of the Czech Republic is Czech, and the currency is the Czech koruna. The Czech Republic split from Slovakia in January 1993 and is now a stable, modern democracy with a free market economy. Mineral exploration activity in the Czech Republic has increased recently, driven largely by a search for battery making raw materials such as lithium and cobalt.

Through local laws, regulations and standards, which have been harmonized with those that prevail in the EU, the country has robust environmental regulations and a well-informed and engaged population that cares about the health of its environment and the diversity of its ecosystems. The Czech Republic also has a highly-educated, skilled and productive workforce capable of supporting a multitude of technologically advanced industries.

Corporate income in the Czech Republic applicable to the profits generated by all companies, including branches of foreign companies, at a tax rate of 21%. Czech resident companies are required to pay corporate income tax on income derived from worldwide sources and non-resident companies are subject to taxation on income sourced in the Czech Republic. There are no regional or local income taxes in the Czech Republic. Additionally, Czech companies are required to withhold tax on payments of dividends to non-residents in the amount of 15%, unless the recipient is a company that owns at least a certain amount of the capital or a certain amount of the voting shares of the company paying the dividend directly, such as Euro Manganese, in which case the withholding is reduced to 5%. The Czech Republic imposes royalties on the extraction of minerals, and the rate currently applicable for manganese is CZK$ 2,308 (approximately $136) per tonne of manganese sold.

Mangan intends to apply to the Czech Ministry of Industry and Trade for certain investment incentives available under current Czech tax legislation. These investment incentives, in the form of corporate income tax credits related to eligible Chvaletice Manganese Project assets acquired by Mangan, would be over and above the normal tax depreciation on such eligible assets, and would be applied toward Czech corporate income taxes otherwise payable by Mangan on earnings, if any, generated by the Chvaletice Manganese Project in the future.

The Chvaletice Manganese Project is located approximately 90 kilometers east of the country's capital, Prague, in an area served by excellent infrastructure. The site has direct access to rail, road and a navigable river for transportation. It is also immediately adjacent to an 820-megawatt power station - an important node in the Czech national power grid - that could potentially provide the Chvaletice Manganese Project with direct and efficient access to competitively priced electrical power. The surrounding region is agrarian, yet industrialized, and a skilled workforce is available in the local market. In addition to the adjacent power station, within a radius of five kilometers of the Chvaletice Manganese Project site are two rock quarries, an industrial and municipal waste disposal site, metal and pre-cast concrete fabrication facilities, warehousing facilities, a plastic pipe manufacturer, a steel foundry and a ready-mix concrete plant. A commuter train trip from Prague to the nearby village of Chvaletice takes approximately one hour.

Despite the attractiveness of the Chvaletice Manganese Project being located in the Czech Republic, its activities are subject to the risks normally associated with the conduct of business in foreign countries. See "Risk Factors – Country Risks". The occurrence of one or more of these risks could have a material and adverse effect on the Company's profitability or the viability of its affected foreign operations, which could have a material and adverse effect on the Company's business viability, results of operations, financial condition and prospects.

Social or Environmental Policies

The Company emphasizes a safe and secure working environment for all of its employees, contractors and consultants, and recognizes the importance of operating in a sustainable manner. The Company has adopted a Code of Ethics and Business Conduct (the "**Code**"), which sets out the standards which guide the conduct of its business and the behavior of its directors, officers, employees and consultants. All new employees must read and acknowledge that they will abide by the Code. The Code, among other things, sets out standards in areas relating to the Company's: commitment to health and safety in its business operations; compliance with applicable occupational health and safety laws and regulations; promoting and providing a work environment in which individuals are treated with respect, and is free of all forms of discrimination and abusive and harassing conduct; providing employees with equal opportunity; and ethical business conduct and legal compliance.

The Code also requires the Company to conduct its exploration, development and mining operations using environmental best practices with a goal of protecting human health, minimizing impact on the ecosystem and returning exploration and mining sites to a high environmental standard, and always in compliance with all applicable environmental laws and regulations. Further, the Code requires that the Company conduct its operations with a view to respecting and enhancing the economic and social situations of the communities in which the Company operates. In November 2023, the Company also adopted an Anti-Bribery and Corruption Policy to ensure its corporate culture actively discourages corrupt conduct in the strongest possible terms. The Company has a zero tolerance for bribery and corruption in any form. The Company expects everyone who works for or with the Company to comply with both the letter and spirit of all applicable anti-bribery and corruption laws and regulations that govern the Company and also comply with the Company's other policies, including the Code, the Supplier Code of Conduct (the "**Supplier Code**"), and the Anti-Bribery and Corruption Policy when acting on behalf of the Company.

The Company aims for high standards within sustainability and is committed to ensuring that its Code is economically, environmentally, and socially sustainable. The Company's stakeholders and prospective customers it intends to supply products to expect this of the Company and, in turn, the Company asks that the conduct of its suppliers follow the same standards. Accordingly, the Company has adopted a Supplier Code which outlines the minimum standards which the Company asks its suppliers to follow. Suppliers should have appropriate business and quality management systems and procedures in place to enable adherence to this Supplier Code or its own equivalent code of conduct.

The Company's subsidiary, Mangan, has established a grievance procedure that sets out the process of receiving grievances from stakeholders external to the Company. Additionally, the Company has also adopted a whistleblowing policy (the "**Whistleblower Policy**") wherein employees and consultants of the Company are provided with the mechanics by which they may raise concerns with respect to falsification of financial records, unethical conduct, harassment, theft, and violation of the Code, or any other "wrong-doing" in a confidential, anonymous process. The Whistleblower Policy provides employees and contractors with information regarding who to contact with a complaint, how the Company will respond to a complaint, and timeframes for the Company to respond. The Company will respect the confidentiality of any whistle blowing complaint received by the Company where the complainant requests that confidentiality.

Chvaletice Manganese Project

The Chvaletice Manganese Project is the Company's only material mineral property.

The following is the extracted summary section or excerpts of same from the Technical Report prepared by Mr. James Barr, P. Geo, Senior Geologist, Mr. Jianhui (John) Huang, Ph.D., P. Eng., Senior Metallurgical Engineer, Mr. Hassan Ghaffari, P. Eng., M.A.Sc., Senior Process Engineer, Mr. Chris Johns, P. Eng., Senior Geotechnical Engineer, and Mrs. Maureen Marks, P. Eng., Senior Mining Engineer, all of Tetra Tech and each of whom are "qualified persons" under NI 43-101, and is subject to any updated information contained elsewhere in this AIF. All timelines referenced in the summary below are as indicated in the Technical Report and are subject to change

based on work done by the Company under its optimization program, which is underway. Refer to "Description of the Business" and "Recent Developments" for an updated status of the Project and description of the optimization program.

The following summary does not purport to be a complete summary of the Chvaletice Manganese Project and is subject to all the assumptions, qualifications and procedures set out in the Technical Report and is qualified in its entirety with reference to the full text of the Technical Report. Readers should read this summary in conjunction with the Technical Report. The Technical Report is incorporated by reference herein and for full technical details, reference should be made to the complete text of the Technical Report.

Summary

1.1 Introduction

The Chvaletice Manganese Project (CMP) is located in the western area of the Pardubice region of the Czech Republic, approximately 89km by road east of Prague, on the southern shore of the Labe River (Figure 1-1). Euro Manganese Inc. and its wholly-owned subsidiary, Mangan Chvaletice s.r.o (Mangan) (collectively referred in this Technical Report as 'EMN', or the 'Company') plans to reprocess fine-grained tailings material for production of high-purity, selenium (Se)-free, 99.9% electrolytic manganese metal (HPEMM) and high-purity manganese sulphate monohydrate (HPMSM), at a hydrometallurgical refinery located adjacent to the tailings cells. The tailings were deposited into three separate above-ground tailings cells, referred to as Cell #1, Cell #2, and Cell #3, from historical mining and processing activities.

EMN retained Tetra Tech Canada Inc. (Tetra Tech) to prepare a Technical Report and Feasibility Study (FS) based on the data generated from work completed on the CMP by EMN to date. This FS report has been prepared in accordance with National Instrument 43-101 (NI 43-101) guidelines and following Canadian Institute for Mining, Metallurgy, and Petroleum (CIM) Best Practices. The effective date for this report is July 27, 2022.

1.2 Property Description and Location

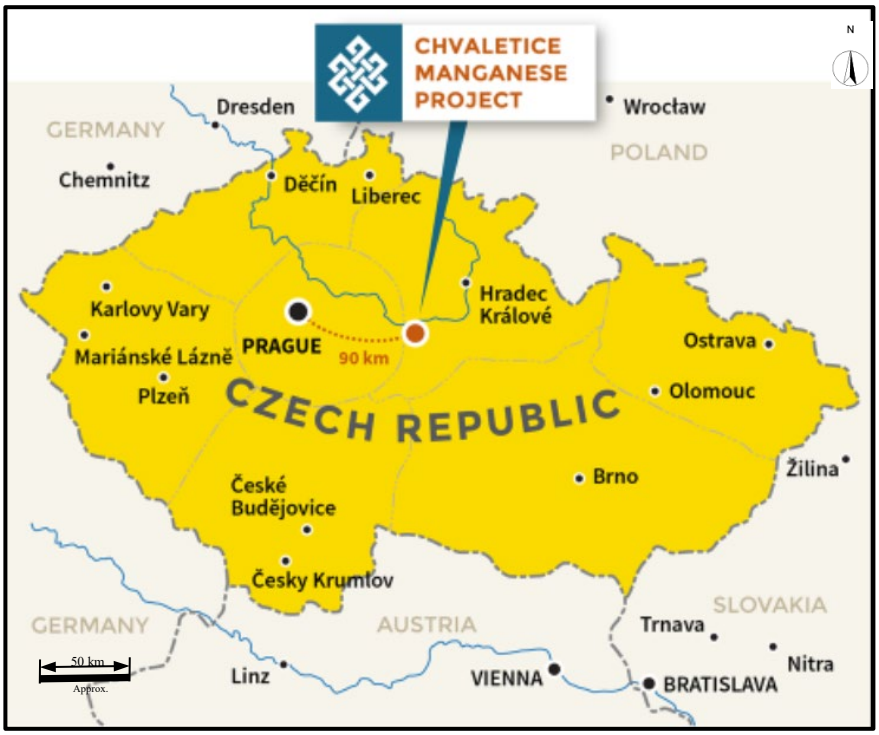
The Chvaletice Property (the Property) is the subject of two exploration licences, numbered 631/550/14-Hd and MZP/2018/550/386-Hd (together the Exploration Licences) and a Preliminary Mining Permit, numbered MZP/2021/550/768-Hd, which is registered to include mineral rights over an area of 0.98 km^2 (the Protected Area, covering approximately 98 ha and encompassing all three tailings cells) (Figure 1-2). The Preliminary Mining Permit is a precursor to applying for a Mining Permit and grants EMN the right to conduct an environmental impact assessment (EIA).

The Exploration Licences and the Preliminary Mining Permit are held by Mangan (a private Czech company) that was repurposed in 2014, as a partnership between GET s.r.o. (GET), Geomin s.r.o. (Geomin), and Orex Consultants s.r.o. (Orex). Today, EMN owns 100% of Mangan. Terms of the purchase agreement dated May 2016 included a transfer of the exploration licence, number 631/550/14-Hd, from GET to Mangan and the purchase of 100% of Mangan by EMN. The original exploration licence number 631/550/14-Hd was originally valid until September 30, 2019, this licence was originally extended on December 4, 2018, to May 31, 2023 (extension reference MZP/2018/550/1484-Hd) and then extended again on July 2, 2021 to May 31, 2026 (extension reference MZP/2021/550/698-Hd). On May 4, 2018, the Czech Ministry of Environment (MoE) issued Mangan an additional exploration licence, MZP/2018/550/386-Hd, allowing it to drill the slopes on the perimeter of the tailings cells. The additional exploration license became effective May 23, 2018, and was originally valid until May 31, 2023, but was extended on July 2, 2021, to May 31, 2026 (extension reference MZP/2021/550/698-

Hd). Three net smelter royalty (NSR) agreements, having an aggregate NSR of 1.2%, were held by the three original shareholders of Mangan. The NSR agreements were granted as part of the purchase transaction by EMN for 100% ownership of Mangan. On May 31, 2021, EMN entered into termination agreements with each of the three shareholders, and on January 31, 2022, terminated the royalty agreements in full through the issuance of shares and an aggregate payment of U$1,800,000.

On April 17, 2018, with effect from April 28, 2018, Mangan was issued a Preliminary Mining Permit by the MoE, Licence No. MZP/2018/550/387-HD and referred to by the MoE as the prior consent with the establishment of the Mining Lease District (the Preliminary Mining Permit). The Preliminary Mining Permit was valid until April 30, 2023, and covered the areas included in the Exploration Licences and secures Mangan's rights for the entire deposit area. On July 20, 2021, Mangan was issued a new Preliminary Mining Permit, Licence No. MZP/2021/550/768-Hd, valid until May 31, 2026, which replaces the original Preliminary Mining Permit.

Figure 1-1: Location of the Chvaletice Manganese Project



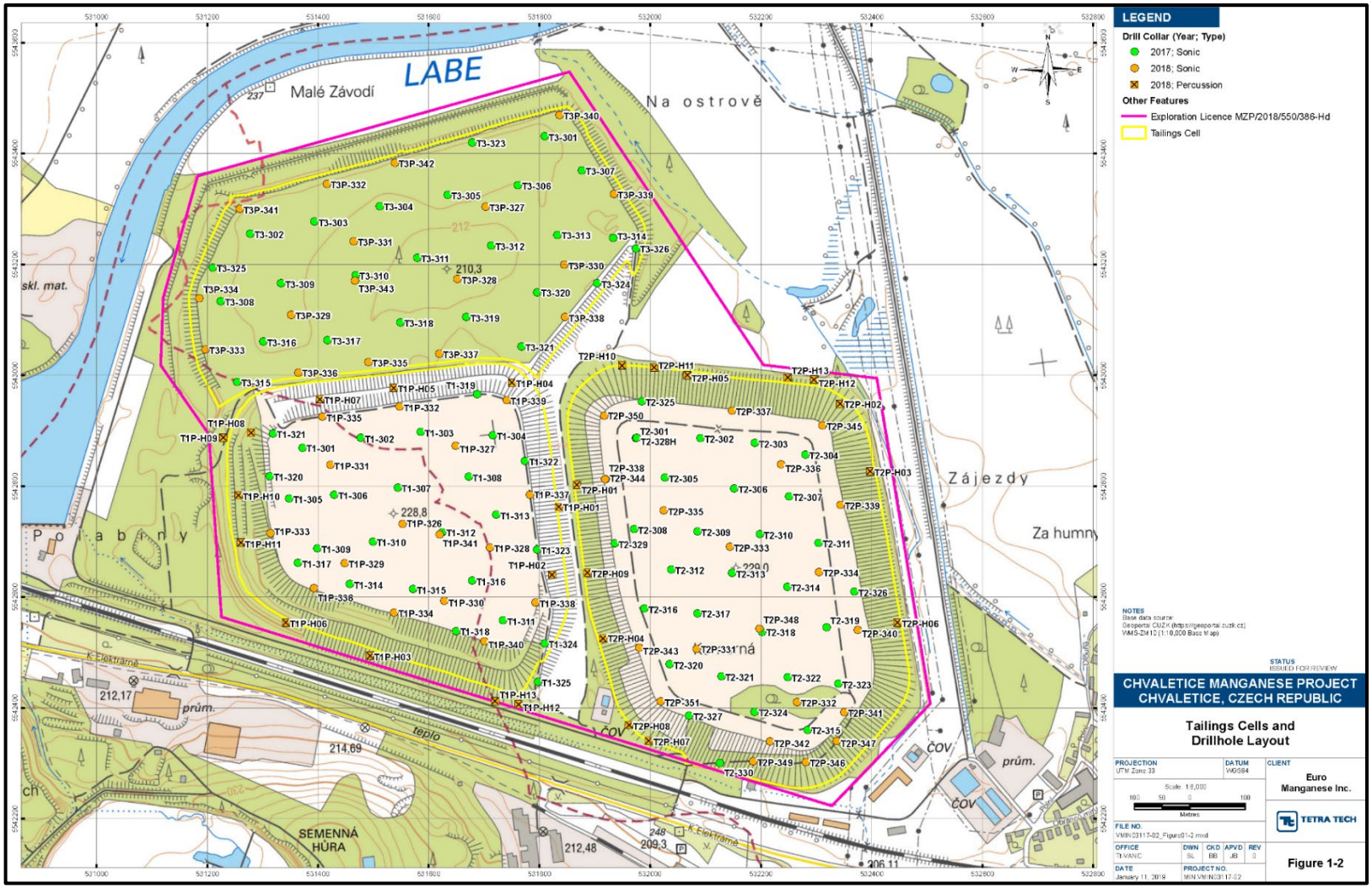
Infrastructure in the vicinity of and accessible to the CMP includes highways, a major rail corridor, a navigable river, water supply, a natural gas line, an 820 MW coal-fired power station, a pre-cast concrete plant, an asphalt plant, and a newly constructed cast iron foundry.

The region surrounding the CMP is rural, yet quite industrialized. Within 25 km of the CMP one can find several automotive plants, chemical plants, metal fabricators, and numerous heavy and light industrial facilities. A significant skilled and trainable labour workforce is accessible in the nearby communities, including the villages of Chvaletice (population of 3,200) and Trnavka (population 250) and the nearby towns and cities of Kutna Hora (population 21,000), Kolin (population 31,000), Pardubice (population 89,000), Hradec Kralove (population 93,000), and Prague (population 1,200,000).

Mining supplies, equipment, services, and technical expertise can be found mainly in Ostrava, Prague, and Pardubice.

At present, Mangan does not hold surface rights to the whole of the CMP area, which is considered as those lands of original ground elevation surrounding and those parcels of original ground underlying and immediately surrounding Cells #1, #2, and #3. The area of interest for the CMP overlies 16 privately owned land parcels with surface rights. To date, Mangan received the consent to conduct exploration activities and to access the site from the landowners whose surface properties underlie the tailings.

Figure 1-2: CMP Tailings Cells: 2017 and 2018 Drill Hole Layout



Adjacent to the tailings area, EMN has a contract to purchase a 2.96 ha parcel of land (signed May 11, 2019) with the Municipality of Trnavka on which the Company plans to construct a visual and acoustic barrier between Trnavka and the Chvaletice Manganese Project tailings as well as a utility corridor. The Village of Trnavka formally approved rezoning of the land underlying approximately 85% of the tailings deposit area. The remaining area of the underlying land falls under the authority of the Municipality of Chvaletice, which lies just to the west of the Project. The Municipality of Chvaletice previously voted unanimously to approve the initiation of the rezoning process under its municipal land use plans. This process is progressing, and Mangan anticipates the rezoning of the Chvaletice land underlying the Project's tailings deposit to be formally approved for mining in the first half calendar 2023.

Additionally, a land package totalling 7.2 ha located on the northern-eastern portion of the tailings area has a purchase agreement (dated June 7, 2022) with the company Helot which will be used as the started area for the residue storage facility (RSF). This land purchase agreement provides additional room and flexibility for the CMP residue storage facility layout.

On June 6, 2022, Mangan also signed a lease agreement with the Municipality of Chvaletice for a total area of 26.6 ha, which represents approximately 19% of the total land area required for the Project and approximately 15% of the total tailings area. The lease agreement grants Mangan access to this surface area until the earlier of a 40-year period or upon remediation of the land. Mangan continues to negotiate the acquisition of the balance of the surface rights with the remaining two landowners.

An aggregated parcel of land located immediately to the south and across the highway from the tailings deposit comprising a total 27.19 ha is proposed for development and construction of a high-purity manganese processing facility and related infrastructure. The land purchase and agreement includes 19.94 ha of industrial zoned land in option agreement with EP Chvaletice s.r.o (signed October 17, 2018), a 1.7 ha parcel of land purchased by EMN (dated November 2017), a 5.0 ha parcel of land including a rail spur extension in agreement with Sprava Nemovitosti Kirchdorfer CZ s.r.o (signed December 18, 2020), a 0.2 ha section of land encompassing Rail Spur no. 1 purchased from Sev.en EC, a.s., the owner of the Chvaletice power plant, and a 0.35 ha right-of-way for a period of 30 years in lease agreement with Galmet Trade, spol s.r.o. as an option for a proposed conveyor route. As a result of these agreements, Mangan has completed its land assembly for the proposed Chvaletice commercial plant.

EMN had initiated planning and preparation of the CMP's permit application since 2016. The EIA Notification for the Project was published by the MoE in December 2020. The conclusions of the EIA screening procedure did not result in any unexpected requirements.

1.3 History

Historical mining in the region dates back to approximately 677 AD through to medieval times according to records of iron (Fe) production from small local mines. Intermittent mining for iron in the region continued through until the mid-19th Century, when iron and manganese (Mn) minerals near Chvaletice were discovered. Systematic underground mining within the Chvaletice Mine produced manganese ore between the years 1915 and 1945. Thereafter, from 1951 to 1975, open pit mining and milling operations occurred for the recovery of pyrite as the raw material for the production of sulphuric acid and gave rise to the three adjacent CMP tailings deposits. Conversion from underground to bulk tonnage open pit mining occurred during this period, during which time an estimated 32 Mt of material was mined for pyrite, with approximately 20 Mm3 of waste rock along with approximately 17 Mm3 of flotation waste, which were placed into the unlined tailing ponds. These tailings ponds are the target of the CMP and are referred to as Cells #1, # 2, and #3. Mining, milling, and production of tailings material was terminated in 1975.

An extensive evaluation of the tailings material was conducted between April 1986 and July 1988 by Bateria Slany, the former Czechoslovakian, state-owned manufacturer of batteries, for the potential manufacture of electrolytic manganese dioxide (EMD). The results from their investigation included a "reserve calculation", currently registered as the "Řečany – Tailings Pond 3" and "Chvaletice – Tailings Ponds 1, 2" as a "State Reserve" with the Czech Republic Government. This historical calculation comprised 27,557,441 t of "reserves", containing 25,496,299 t at a grade of 5.15% leachable manganese (7.06% total manganese [tMn]) at a "C2" category, and 2,061,143 t of material average grade of 4.97% of leachable manganese (7.39% tMn) at a "C1" category. The definition of C2 and C1 categories references a system developed in the Union of Soviet Socialist Republics (USSR) for classification of mineral "resources" and "reserves", where resources classified as C1 are supported in greater detail than those that are classified as C2. The Czech system differs significantly from the classification system defined under the CIM Terms and Definitions as referenced by NI 43-101 and cannot be misconstrued to imply a similar level of confidence. This historical calculation cannot be relied upon as being accurate, particularly since the raw data that served as the basis for these calculations has not been found by EMN, as it appears to have been lost or destroyed following the end of Communism in the Czech Republic.

1.4 Mineral Resources

Based on work conducted by EMN under the supervision of Tetra Tech, the three tailings cells are estimated to contain approximately 18.6 Mm^3 of material, with approximately 17.8 Mm^3 comprised of silt and clay sized particulate tailings material. The remaining estimated 0.8 Mm^3 is native soils that were used for dam construction, erosion and dust control, and slope stabilization. Cell #1 averages approximately 26.6 m thick, with a surface area of approximately 326,400 m^2, and has a volume of approximately 6,720,300 m^3. Cell #2 averages approximately 28.7 m thick, with a surface area of approximately 393,200 m^2, and has a volume of approximately 8,035,200 m^3. Cell #3 averages approximately 11 m thick, with a surface area of approximately 313,200 m^2, and has a volume of approximately 3,035,900 m^3.

EMN began recent exploration activity on the Property in 2014, when a series of near surface samples were collected from auger holes and test pits for preliminary materials characterization. In June 2017, EMN initiated an 80-hole sonic drilling campaign totaling 1,679.3 m within Cells #1, #2, and #3 to evaluate the mineral resource potential both horizontally and vertically through the full tailings profile, referred to as the 2017 Drilling Program. Drill hole spacing was approximately 100 m throughout each cell. The perimeter embankments of each cell were not safely accessible to the sonic drill rig and were not drilled. To verify the composition of the embankments, four additional drill holes were collared on access ramps. Each drill hole intersected a layer of topsoil with average thickness of approximately 1 m, manganese bearing tailings material, and terminated in native basal soils at elevations consistent with other drill holes. During the summer of 2018, EMN conducted a second campaign of drilling at the CMP with a total of 80 drill holes, totalling 1,509.5 m. The program included completion of 35 vertical and 19 inclined 100 mm diameter sonic holes, totalling 1,409.5 m. An additional 26 mobile percussion drill holes, totalling 100 m, were completed around the perimeter embankments of the tailings piles in areas which were not previously accessed for sampling. The tailings material observed, sampled, and analyzed was generally very consistent in terms of total and soluble manganese grade and mineralogy. There has been no additional drilling or tailings investigations programs completed since 2018.

Information collected during these investigations is available for the purposes of mineralogy, hydrological, geotechnical, metallurgical, environmental, and process engineering design.

Samples were collected on intervals ranging from 0.925 to 4.1 m with the majority of samples and average length representative of the 2 m core runs. Each sample was logged for lithology, moisture content, particle size, wet mass, and recovery in the field. A total of 1,484 samples were split in the field longitudinally along the core. In 2017, a

25% sub-sample split of each sample was shipped to SGS Minerals Services (SGS) laboratories in Bor, Serbia, for analysis and test work. The remaining 75% sub-sample was shipped to Changsha Research Institute of Mining and Metallurgy Co. Ltd. (CRIMM) in China, for bulk sample metallurgical and process test work. In 2018, the sample was split with a 25% sub-sample collected for test work in the Czech Republic, and the remaining 75% collected and stored in vacuum-sealed bags, which were then placed in steel barrels, in a warehouse located near the CMP site, in order to remain fresh and unaltered, and available for future metallurgical and pilot plant testing.

A rigorous quality assurance (QA) and quality control (QC) program was implemented by EMN, which included use of field duplicates, lab duplicates, insertion of three certified reference materials (CRMs), and insertion of two certified blank materials. Drill hole twins completed in 2018 were used to verify the 2017 sample database. Quality control methods were reviewed by Tetra Tech's Qualified Person (QP) James Barr, P.Geo. (Geology QP), during site visits to the Property. Following receipt of analytical results, Tetra Tech undertook compilation of the geological database, the verification of laboratory data, and the QA/QC program for data validation. The QP is satisfied that the sampling method and analytical integrity has been preserved throughout sample handling, preparation, and analytical process.

Analysis and test work conducted on the samples, included:

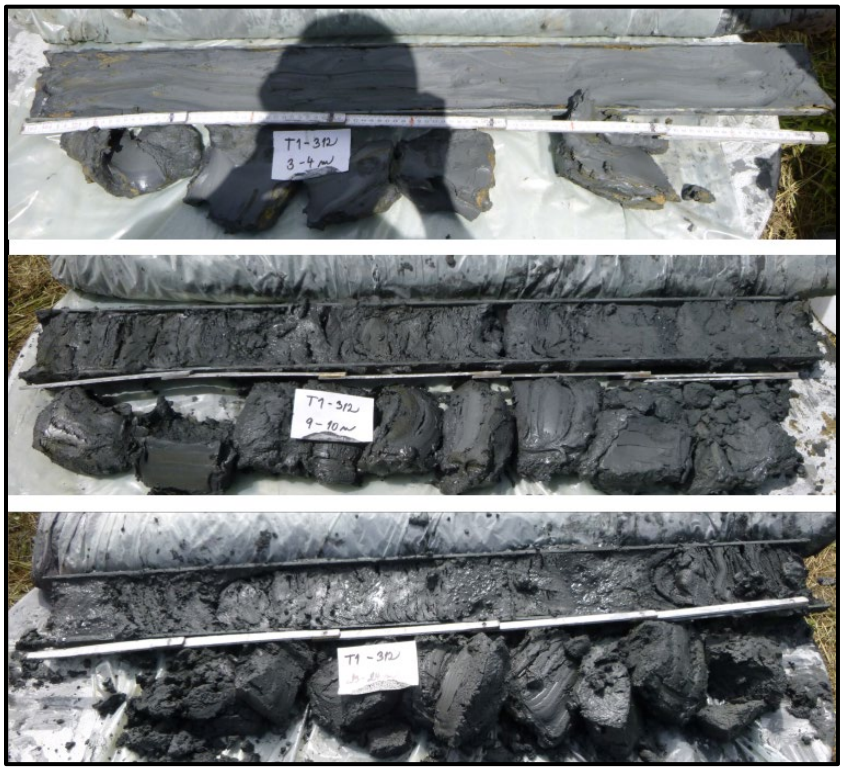
- Multi-element assay using aqua regia and four acid digestions as proxy for soluble manganese (sMn)
- Whole rock analysis using fusion x-ray fluorescence (XRF) for tMn concentrations
- Particle size analysis using laser diffraction and sieve/hydrometer methods
- Mass measurements
- Moisture content measurements
- Specific gravity measurements

EMN conducted a preliminary in situ dry bulk density investigation in advance of the 2017 drilling program using a cylinder test method from near surface samples. This work was followed by an in-depth calculation of in situ dry bulk density using core recovery volumes and dry mass using SGS laboratory measurements following both the 2017 and 2018 drilling investigations. Calculated in situ dry bulk density values for individual samples ranged between 0.35 and 3.154 t/m3, with a 95% probability interval of 0.87 to 2.01 t/m3, and average value of 1.49 t/m3 ±0.017 t/m3.

Manganese is primarily hosted in carbonate minerals with lesser amounts as silicate and oxide minerals, as identified by x-ray diffraction (XRD). Mineralogical studies have been completed by EMN in 2015 and reported by AMEC in their initial investigation in 2016 (AMEC 2016), and by CRIMM in 2017. The combined work identified that 80% of the manganese occurs as carbonate and 19% of the manganese occurred as silicate. The primary manganese carbonate is rhodochrosite (MnCO3), with lesser amounts of manganese bearing carbonates having variable proportions of iron, calcium (Ca), and magnesium (Mg) with carbonate to form a wide variety of minerals from the rhodochrosite (Mn)-siderite(Fe)-dolomite(Mg)-calcite(Ca) spectrum. Scanning electron microscopy (SEM) investigation work identified a rare and locally named mineral kutnohorite (Ca(Mn2+, Mg, Fe2+)(CO3)2) found within this spectrum and identified as a significant manganese bearing carbonate. Manganese bearing silicates include spessartine (Mn3Al2(SiO4)3), rhodonite ((Mn, Fe, Mg, Ca)SiO3), and trace concentrations of sursassite (Mn22+Al3(SiO4)(Si2O7)(OH)3). Trace amounts of the manganese oxide pyrolusite (MnO2) were also detected. Predominant gangue minerals are quartz, albite, muscovite, pyrite, and apatite.

Total sulphur concentration in the tailings averages approximately 3.4% which is sourced from sulphide, sulphate, and organic sulphur origin. Total carbon concentrations average approximately 3.5%, which includes contributions from graphite, organic carbon and carbonate origins. Figure 1-3 shows photos of core recovered from drill hole T1-312, near the core of Cell #1.

Figure 1-3: Core Photos from Drill hole T1-312, from Depths 3 to 4 m, 9 to 10 m, and 23 to 25 m



1.4.1 Mineral Resource Estimate

A three-dimensional model was created for Cells #1, #2, and #3 using a digital topographic model (DTM) compiled by GET using data from the 5th generation digital elevation model (DEM) 5G developed by the Land Survey Office in Prague from light detection and ranging (LiDAR) data in the System Jednotne Trigonometricke Site Katastralni (S-JTSK) (Krovak East North) coordinate system and the Baltic Vertical Datum (BPV). The topography has been used to constrain volume estimates for each cell.

Lithology logs were used to construct an upper contacting surface between tailings and topsoil, then used to construct a lower contact surface between tailings and native subsoil. The intervening volume defined the volume of tailings material in each cell and was used to constrain all laboratory analysis and test work data that was subsequently used to model various physical and chemical attributes of the tailings material.

Data was analyzed in Phinar X10-Geo v.1.4.15.8, Snowden Supervisor v8.9.0.2 and Seequent Leapfrog® Geo v.4.4.2, and models were developed using Seequent Leapfrog® Geo v.4.4.2. All sample data was composited to 2 m, and each cell was modelled separately. No capping was applied to manganese grades as no outliers were identified on the normally distributed data.

Interpolated block models were developed for physical parameters including grain size, in situ dry bulk density, and moisture content, as well as an additional 18 elements. Grain size was represented using D_{50}, D_{80}, D_{90}, which are the average diameter of the particles at the 50th, 80th, and 90th percentiles within the sample, respectively, and using P_{75}, which is the percentage of the sample that passes a standard 200 mesh, equivalent to a 75 µm nominal mesh. The model results show that particle size transitions from coarse to fine inwards in each of the cells. Average P_{75} for each cell ranged from 66.48 to 71.29%, indicating that the bulk of the material is silt size or smaller. In situ dry bulk density varies throughout each cell and is a function of the composite mineral densities in addition to the degree of compaction in the soils. Modelled in situ dry bulk density values ranged from 1.10 to 2.15 t/m^3, with an overall average of 1.51 t/m^3. Moisture content measured from each sample ranges from approximately 1.2 to 39.3% and averaged 21.14% overall. As with particle size distributions, moisture shows a strong zonation towards the center of each cell where the material was observed to be saturated with above average moisture content.

Total and soluble manganese concentrations were interpolated using inverse distance (cubed) (ID^3) interpolation method into a sub-block model with 50 m by 50 m by 4 m parent blocks, and 12.5 m by 12.5 m by 2 m sub-blocks. The dry in situ bulk density model was applied to the sub-block model to calculate block tonnages. The block model was classified and validated by the Geology QP, using guidelines set forth by NI 43-101 and CIM Best Practices. The Mineral Resource Estimate (MRE) was classified as Measured and Indicated based on sample spacing and variance assessment. Table 1-1 lists the MRE which has an effective date of July 1, 2022. This MRE supersedes the previous MRE with effective date of December 8, 2018.

Table 1-1: Mineral Resource Estimate for the Chvaletice Manganese Project, Effective July 1, 2022

Cell	Class	Volume ('000 m^3)	Tonnage (kt)	In Situ Dry Bulk Density (t/m^3)	tMn (%)
#1	Measured	6,577	10,029	1.52	7.95
	Indicated	160	236	1.47	8.35
#2	Measured	7,990	12,201	1.53	6.79
	Indicated	123	189	1.55	7.22
#3	Measured	2,942	4,265	1.45	7.35
	Indicated	27	39	1.45	7.90
Total	**Measured**	**17,509**	**26,496**	**1.51**	**7.32**
	Indicated	**309**	**464**	**1.50**	**7.85**
Combined	**M&I**	**17,818**	**26,960**	**1.51**	**7.33**

Notes:

1. Estimated in accordance with the CIM Definition Standards on Mineral Resources and Mineral Reserves adopted by CIM council.
2. The Chvaletice Mineral Resource has a reasonable prospect for eventual economic extraction. Mineral Resources do not have demonstrated economic viability.
3. Indicated Mineral Resources have lower confidence than Measured Mineral Resources.
4. A break-even grade of 2.18% tMn has been estimated for the Chvaletice deposit based on preliminary pre-concentration operating costs of USD$6.47/t feed, leaching and refining operating cost estimates of USD$188/t feed, total recovery to HPEMM and HPMSM of approximately 60.5% and 58.9%, respectively, and a combined price derived using metal prices of 9.60 kg/t for HPEMM and 3.72 kg/t for HPMSM (CPM Group Report, June 2022). The actual commodity price for these products may vary.
5. A cut-off grade has not been applied to the block model. The estimated break-even cut-off grade falls below the grade of most of the blocks (excluding 5,000 t which have grades less than 2.18% tMn). It is assumed that material segregation will not be possible during mining due to inherent difficulty of grade control and selective mining for this deposit type. An applied cut-off grade has no impact on the block model and Mineral Resource Statement.

6. Grade capping has not been applied.
7. Numbers may not add exactly due to rounding

1.5 Mineral Processing and Metallurgical Testing

Starting in 1986, several metallurgical test programs have been carried out to assess metallurgical responses of recovering manganese from the tailings materials that originated from pyrite mining conducted from 1951 to 1975. During 2015, 2017, 2018 and 2019 to 2021, EMN undertook further manganese recovery test programs, including semi-continuous pilot plant testing. The test work conducted before early 2017 has been discussed in the report titled *Technical Report and Mineral Resource Estimate for the Chvaletice Manganese Project, Chvaletice, Czech Republic*, released on June 21, 2018 (Tetra Tech 2018).

A comprehensive test program has been conducted since September 2017 using a total of 743 drilling core interval samples from the 2017 drill program. The main objectives of the test program are to verify the previous test findings and develop and optimize the process flowsheet and conditions to produce HPEMM. A separate test work program was conducted in 2018 to investigate the generation of HPMSM from the magnetic separation concentrate and from the EMM flakes.

During 2019 and 2021 as part of the Feasibility Study, Beijing General Research Institute for Mining and Metallurgy (BGRIMM) conducted a further test program mainly focusing on validating the previous test results generated from the 2017-2018 test program by CRIMM. BGRIMM also conducted equipment sizing testing with several Chinese equipment manufacturers in order to conduct liquid/solid separation and magnetic separation testing. BGRIMM's test work also investigated two key process reagents, which were sourced from European suppliers for solution purification. The Company has taken the strategic approach to source reagents from the EU.

In 2021, Jenike & Johanson (Jenike), based in Ontario, Canada, conducted material characterization and bulk material handling tests on the raw tailings, as well as a blend of non-magnetic tailings (NMT) and leach residue (LR) (NMT/LR or "residue") produced during the tests conducted by BGRIMM.

A total of 25 composite samples were constructed from the 2017 drill core interval samples representing different mineralogical characteristics, including grade, particle size, and spatial location variations. The tMn content of the samples vary from 5.71 to 8.77% tMn. The acid-soluble manganese to tMn ratio fluctuates in a narrow range of 0.75 to 0.85.

The 2017-2018 test work focused on developing and testing a flowsheet for the reliable production of HPEMM and HPMSM using the cleanest available technology to meet all Czech and European Union (EU) health, safety, and environmental standards. The test work program included:

- Process mineralogical study
- Pre-concentration of manganese minerals by high-intensity magnetic separation
- Sulphuric acid dissolution of manganese minerals from the magnetic separation concentrate
- Iron and phosphorus removal and related pregnant solution and leach residue separation
- Pregnant solution purification
- Selenium-free electrowinning followed by chromium (Cr)-free passivation to produce HPEMM
- Magnesium removal without the use of fluorine containing reagents

- HPMSM production directly from magnetic separation concentrate and from electrolytic manganese metal flakes
- Ancillary tests, including leach residue washing, manganese recovery from residual washing solution, and magnetic separation tailings, and leach residue dewatering and detoxification
- Potential equipment vendor verification tests, including magnetic separation, leach residue washing, magnetic separation tailings and leach residue dewatering/solid-liquid separation.

A program of locked-system, semi-continuous pilot plant testing investigated the metallurgical performance of the tailings samples for the flowsheet and process conditions developed from the bench tests and generated sample products, including HPEMM flakes and HPMSM powders.

A process mineralogical study was conducted on the Master Blend (MB) Composite sample prepared by CRIMM. The mineralogical characteristic study includes a mineral component determination by optical microscope, XRD diffraction analysis, SEM, and mineral chemical phase analysis. The study verified the previous findings, indicating that manganese mainly occurs in the form of manganese carbonates, including rhodochrosite and kutnohorite. The manganese carbonates account for approximately 80% of the tMn. The second main manganese mineral group, approximately 19% of the manganese, is in the form of manganese silicates.

Magnetic separation bench tests were conducted using two types of high-intensity magnetic separation machines, vertical ring-type (VR-type) separator and horizontal ring-type (HR-type) separator. The test results show that manganese recovery varies from 76.7 to 94.3% tMn, averaging 87.7% tMn, and on average magnetic separation can improve the feed manganese content from 7.2% tMn to approximately 14% tMn, ranging from 12.0 to 15.4% tMn.

During 2019 and 2021, BGRIMM used the samples that remained from the 2017-2018 CRIMM test program, weighing in total approximately 1.7 t, for the verification testing. Using a rougher separation followed by scavenger separation and scavenger cleaner separation, the test results from the MB composite prepared by BGRIMM produced a 15.1% Mn concentrate (combined rougher and scavenger cleaner concentrate) with a manganese recovery of 86.8%. Comparing with CRIMM's results, BGRIMM concluded that:

- It is feasible to use the magnetic separation process to recover the manganese bearing minerals
- Magnetic field intensity (MFI) of 1.5 T for both rougher and scavenger separations is proposed, especially for the scavenger separation. This will provide an opportunity for a further improvement in manganese recovery, because the finer than 20 μm particle size is more than 50% w/w.

Considering the downstream iron (Fe)/phosphorus (P) removal treatment, the optimized leach conditions were determined as: leach temperature at approximately 90°C with a leach retention time of 5 to 6 hours and 0.42 acid to 1.0 feed ratio. On average, approximately 75% of the manganese can be extracted by sulphuric acid leaching, ranging from 71.9 to 82.8% tMn. BGRIMM's tests showed some variations in manganese extraction performances in the bench tests. However, in the large scale residue preparation testing using a higher acid to feed ratio (0.48 : 1.0) for generating the residue sample for dewatering produced an average manganese extraction of approximately 79%. BGRIMM also verified heavy metal removal test results using the reagents sourced from European suppliers.

Three semi-continuous pilot plant runs were conducted by CRIMM on the composite samples: a high-grade composite (Composite P1) and a low-grade composite (Composite P2) using the optimum conditions developed from the bench tests. The test flowsheet was based on the batch test results and industrial operation experience. The first pilot plant run on the MB composite sample showed that some of the impurity levels of the electrolytic manganese flakes may exceed some customer requirements (the HPEMM's specifications are confidential and

commercially sensitive). Comprehensive testing was further conducted by a quality optimization intervention to optimize solution purification and electrowinning conditions. This optimization testing significantly improved electrowinning circuit performance and electrolytic manganese product quality. It is anticipated that the impurity content of the HPEMM should meet and/or possibly exceed some customer criteria. Using the optimized process conditions, the subsequent second and third semi-continuous pilot plant runs on Composites P1 and P2 were conducted. According to the assay results by CRIMM, the tMn content of the manganese flakes produced was higher than 99.9% (manganese content was calculated by subtracting total impurity content) and impurity levels are anticipated to meet or exceed the threshold specified by potential users. Table 1-2 summarizes the key circuit performances.

Table 1-2 Key Pilot Plant Test Results

Sample	Magnetic Separation		Acid Leach Extraction (% tMn)	Electrowinning	
	Concentrate Grade (% tMn)	Recovery (% tMn)		Current Efficiency (%)	Power Consumption (kWh/t EMM)
MB Composite	15.1	88.3	75.6	59.7	6,900
Composite P1	16.0	89.1	81.8	64.2	6,200
Composite P2	14.8	86.4	73.5	63.4	6,400

A preliminary test program was conducted to investigate the production of HPMSM from the Chvaletice mineral resource. Three different process schemes were tested separately, including HPMSM sample production:

- From direct acid leaching of the magnetic concentrate without electrowinning purification
- From 99.9% HPEMM (selenium and chromium free)
- From 99.7% EMM (selenium and chromium containing)

According to the assays by CRIMM, in general, the impurity content of the HPMSM powders produced from the three process schemes were lower than the target values, excluding the levels of sodium, fluorine, and heavy metals in the HPMSM directly produced from the magnetic concentrate. The best quality HPMSM, containing higher than 32.2% manganese, was produced from the HPEMM flakes generated from the pilot plant runs without the use of fluorine containing reagents.

Using the HPEMM flakes produced by the CRIMM's 2018 pilot plant, BGRIMM further verified and optimized HPEMM dissolution and manganese sulphate solution purification procedures proposed by CRIMM. BGRIMM also investigated MSM crystallization processes using a synthetic solution, one by conventional low temperature evaporation conducted at 70 to 100°C under a vacuum environment and one by high temperature crystallization at 160°C. The test results show that there is no significant difference in product particle size distribution between the crystallization methods. BGRIMM recommended using the conventional evaporation method for the project primarily because this process is a mature technology which is currently used in MSM production.

For the conventional low temperature evaporation testing, the crystallization testing was conducted at 70 to 100°C under a vacuum environment. The results showed that the particle size of MSM crystals increase with the evaporation temperature. The optimum crystallization temperature for the low temperature evaporation crystallization process should be at 100°C or higher. This was the crystallization route chosen for the CMP flowsheet.

Since 2018, EMN conducted various chemical and physical analysis for the HPEMM and HPMSM samples that were prepared from the bench scale tests and the pilot plant tests completed by CRIMM. The evaluation work also reviewed the target HPEMM and HPMSM specifications based on potential customer requirements.

1.6 Mineral Reserve Estimate

The Mineral Reserve estimate was prepared with reference to the 2014 CIM Definition Standards and the 2019 CIM Best Practice Guidelines. Mineral Reserves for CMP are based on the Measured and Indicated Resources and an updated mine design and do not include any Inferred Resources. The estimate results are shown in Table 1-3.

The mineral reserves are estimated at 26,644,344 t at an average grade of 7.41% manganese, inclusive of dilution and other losses. Material economic modifying factors were applied to each block in the block model including mined grade, contained metal, recovery rates for HPEMM and HPMSM, mining operating cost, processing cost, (including HPEMM to HPMSM conversion cost), residue placement cost, general and administrative costs, site service costs, water treatment, shipping cost, product insurance, and royalties. HPMSM and HPEMM pricing used for Mineral Reserve estimation is based on price projection assumptions developed by CPM Group, an independent high-purity manganese market research firm.

Table 1-3: Mineral Reserve Estimate for the Chvaletice Manganese Project, Effective Date July 14, 2022

Cell	Class	Volume ('000 m^3)	Tonnage (000 t)	In Situ Dry Bulk Density (t/m^3)	tMn (%)
1	Proven	6,651	10,132	1.51	7.83
	Probable	141	208	1.52	8.24
2	Proven	7,929	12,106	1.53	6.91
	Probable	119	183	1.54	7.35
3	Proven	2,744	3,979	1.46	7.49
	Probable	25	36	1.46	7.98
Total	**Proven**	**17,325**	**26,217**	**1.50**	**7.36**
	Probable	**284**	**427**	**1.52**	**7.82**
Combined	- -	**17,609**	**26,644**	**1.51**	**7.41**

Notes:

1. Estimated in accordance with the CIM Definition Standards on Mineral Resources and Mineral Reserves adopted by the CIM council, as amended, which are materially identical to the JORC Code.
2. Probable Reserves have lower confidence than Proven Reserves. No Measured Resources were included within Probable Reserves. Inferred Resources have not been included in the Reserves.
3. A breakeven grade of 2.18% total Mn has been estimated for the Chvaletice deposit based on preliminary pre-concentration operating costs of $6.47/t feed, leaching, and refining operating costs of $188/t feed, total recovery to HPEMM and HPMSM of approximately 60.5% and 58.9% respectively, and product prices of $9.60/kg for HPEMM and $3.72/kg for HPMSM (CPM Group Report, June 2022, forecast price average 2027 to 2031). The actual commodity price for these products may vary.
4. Grade capping has not been applied.
5. Minimal dilution and losses of <1% are expected to occur at the interface between the lower bounds of the tailings cells and original ground due to the uneven surface.
6. Numbers may not add exactly due to rounding.

The QP is not aware of any mining, metallurgical, infrastructure, permitting, or other issues above those discussed in the Technical Report that could materially affect the stated Mineral Reserve estimates.

1.7 Tailings Extraction Methods

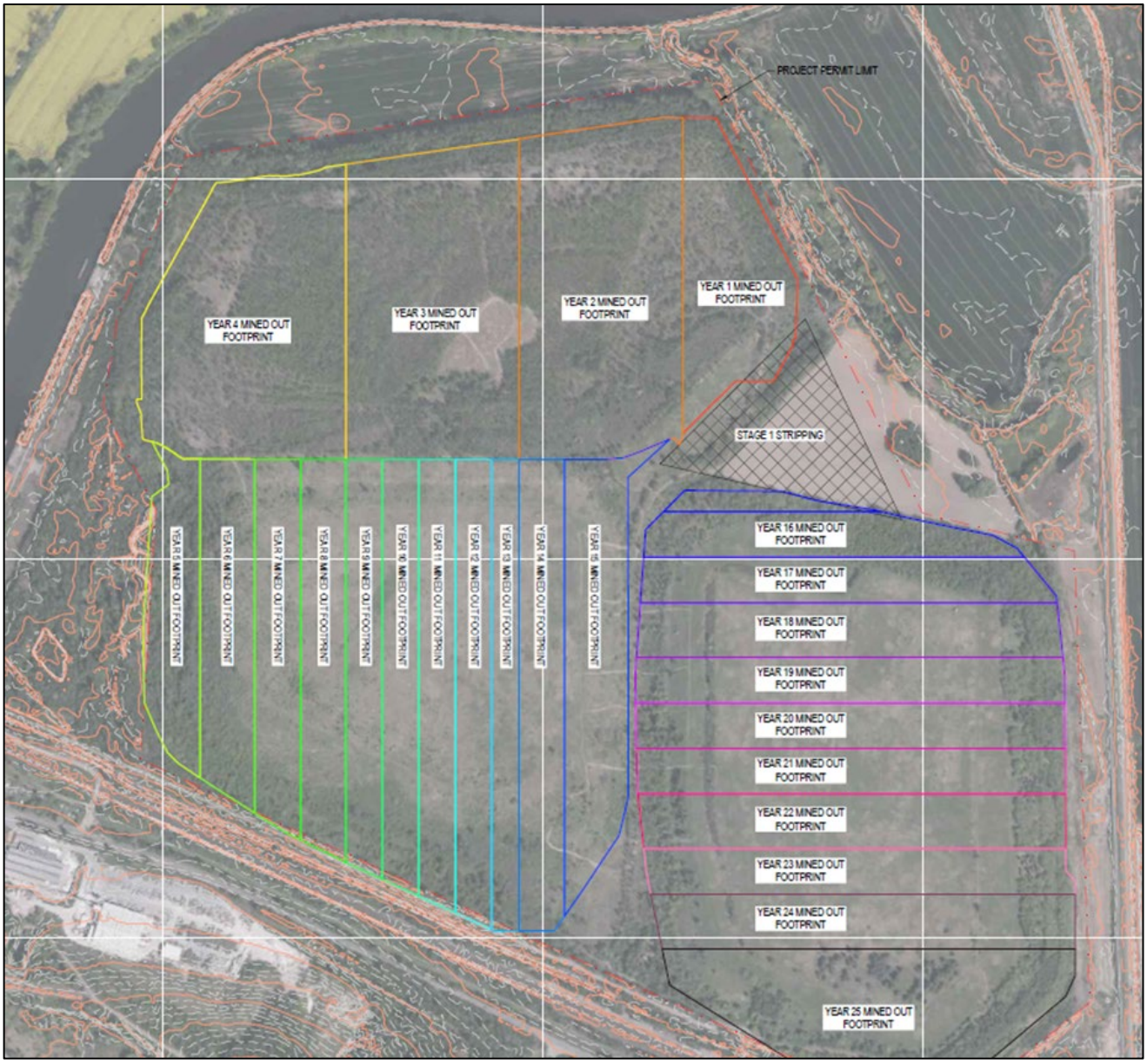
The CMP mine plan is designed to produce approximately 3,000 t/day of tailings feed over a 25-year project life. The mine plan is based on truck and shovel equipment extracting the tailings in benches from the three tailings cells. The mine design criteria were based on the project and regulatory requirements. The bench designs were based on geotechnical and hydrogeological analysis and permits. The tailings will be extracted at a rate that allows the residue to be placed within the existing footprint. A main haul road between the tailings cells to a plant feed storage area will provide access to all cells and temporary haul ramps will be developed in each cell as they advance. No drilling or blasting will be required to mine the cells.

Tailings are extracted from the cells and transported by truck to the raw tailings receiving area, where they are unloaded into a receiving dump pocket and conveyed to the tailings storage stockpile in the plant feed and tailings storage and pulping building and then processed to recover manganese. The process plant produces NMT and LR as a waste product (collectively referred to as 'residue'). This residue is collected from the process plant and conveyed to the residue storage stockpile within the plant feed and tailings storage and pulping building. The residue is then transported by truck back to the tailings cell area. The residue is deposited in the original footprint of the tailings cells, in the area that has already been mined. Once the trucks have unloaded the residue material, they return to the active mining bench to collect raw tailings material to return to the plant feed and tailings storage and pulping building again in a continuous cycle. As shown in Figure 1-4, the tailings extraction will start from Cell #3, followed by Cell # 1 and Cell #2 sequentially. The primary drivers of the production schedule are mining the tailings to meet the plant production targets and advancement of the toe of the tailings material to allow storage capacity for the residue placement. Topsoil growth on the cells will be removed prior to mining the tailings.

Mining the tailings cells of the CMP will be completed during two eight-hour shifts, weekdays, in daylight hours to minimize community disturbance. Mining operations will be done 250 days a year, 5 days a week, excluding weekends and holidays. The pre-production requirements of the Project are minimal given the absence of significant overburden and topsoil that will need to be stripped on an annual basis. Passive depressurization of the tailings cells from the cut slopes of the mining benches will allow mining equipment to operate on the benches without active dewatering during operations.

The amount of equipment required to meet the scheduled tonnages is calculated based on the mine and residue schedules, equipment availability, usage, and hauling and loading times for the equipment. Selected mine equipment can be sourced and maintained in close proximity to the Project. On-site infrastructure includes a warehouse/administration building, truck maintenance workshop, fuel station, truck washing facility, parking areas, and temporary storage areas for tailings and residue.

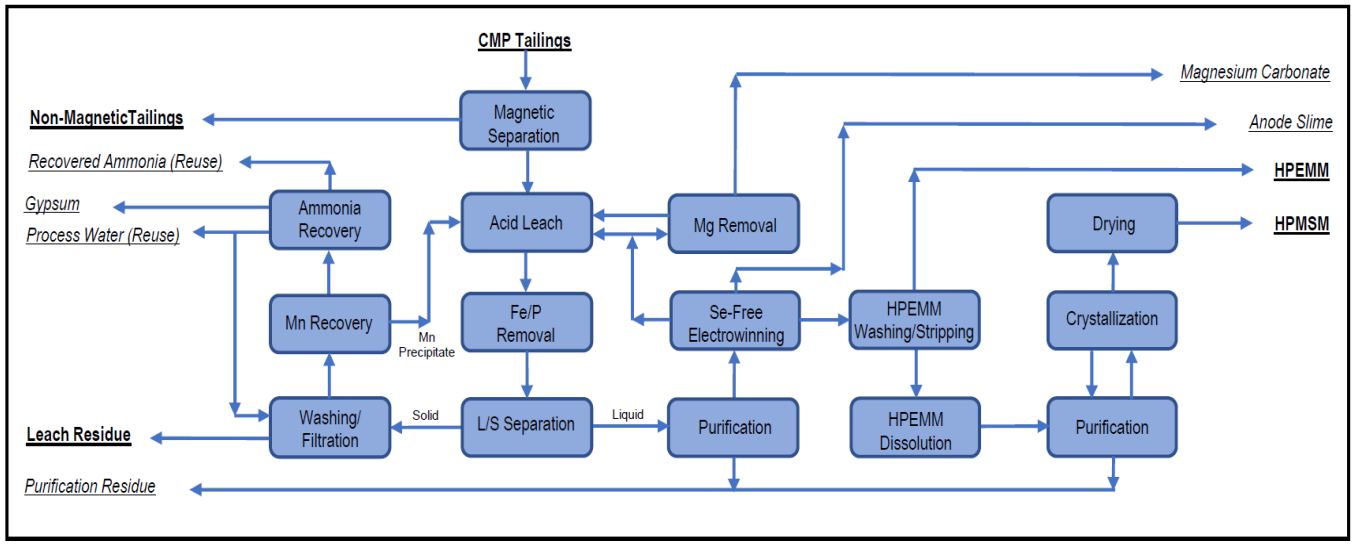
Figure 1-4: Selected Extraction Sequence for the CMP Tailings



1.8 Recovery Methods

The CMP project is designed for a 25-year life at a nominal, nameplate production rate of 50,000 t/a of HPEMM, by extracting approximately 1.1 Mt/a of the CMP tailings. Two-thirds of the annual HPEMM flake production is expected to be converted to approximately 100,000 t/a of HPMSM. HPEMM product containing greater than 99.9% manganese is expected to be sold as flakes and will be produced without the use of selenium and chromium. The CMP HPMSM product will be designed to contain no less than 99.9% manganese sulphate monohydrate (MSM), a minimum of 32.34% manganese, and will be sold in powder form, produced without the use of fluorine. Figure 1-5 shows the proposed process flowsheet.

Figure 1-5: Simplified Process Flowsheet



Excavated tailings will be pulped and pumped via a pipeline carried by an overhead bridge that will cross Highway #322, the rail line, and related rail spur that adjoins to the proposed process plant site located south of the CMP tailings cells.

The tailings slurry will be beneficiated in a wet, high-intensity magnetic separation circuit that will upgrade the manganese grade of the leach feed to approximately 15% tMn and, on average, reject approximately 57% of the feed to NMT, with an expected 86% manganese recovery. The magnetic concentrate and NMT produced will be dewatered using thickeners and filters. The concentrate will be fed to the downstream leach process and the dewatered tailings, together with the washed leach residue, will be dry stacked at the residue storage facility (RSF).

The magnetic concentrate cake will be re-pulped using anolyte solution from the electrowinning tank house and leached, together with recovered manganese carbonate from process solutions, using sulphuric acid at 90°C for approximately six hours. Neutralization of the slurry will be achieved using dry powder lime. Air sparging of the neutralized slurry will be used to cost-effectively co-precipitate the substantial quantities of impurities that leach with the manganese. The leach pulp will be filtered in automatic pressure filters to separate the pregnant leach solution from the LR.

The leach residue will then be repulped with the washing water from the downstream filter cake washing process. The slurry will be then dewatered using pressure filtration equipped multi-stage onstream washing using process water. The washed LR filter will be blended with the NMT filter cake and conveyed to the tailings extraction site

prior to co-disposal in a lined dry stack tailings storage facility that will be progressively constructed in excavated areas of the CMP tailings cells.

The wash water from the leach residue washing circuit will be treated for manganese and ammonia recovery in order to minimize manganese and ammonia losses. The wash water recovery system will recover manganese units to the leaching circuit in the form of manganese carbonate. The spent wash water solution will be subsequently treated to recover ammonia using a conventional lime boil process and will produce a gypsum by-product, the potential value of which is not included in the CMP economics. The recovered ammonia will be re-used in the HPEMM production circuits. The inclusion of the leach residue washing circuit, with its associated wash water recovery circuit, is expected to be a world-leading industry practice for the hydrometallurgical processing of manganese ores. Returning washed tailings to the carefully prepared containment cells in the excavated areas of the CMP tailings progressively remediates the environmental impact risks of legacy mining operations.

The pregnant solution from the leaching circuit will be purified to remove heavy metals and other impurities and stabilized to prevent uncontrolled crystallization of salts to produce a qualified solution for the downstream electrowinning process.

Electrowinning will be conducted in electrowinning cells following the addition of ammonium bisulphite (NH_4HSO_3) as sulphur dioxide (SO_2) source to the tank house feed solution. The tank house shall have a nominal capacity to produce 50,000 t/a HPEMM using an energy-efficient and selenium-free process. The proposed electrowinning circuit is designed to have a plating cycle of 24 hours at a cell voltage of 4.2 to 4.4 V and an average cathode-current density of 320 to 370 A/m^2. Cathodes will be harvested using automatic harvesting machines, washed, and stripped of electrodeposited manganese metal using Chinese based industry-standard automatic cathode plate stripping machines. The design of the CMP tank house includes comprehensive mist emission control and mechanical handling systems that minimize manual handling of cathodes and other processes. Tank house system design features include anode slime handling, as well as diaphragm cleaning and ongoing cell maintenance operations. Approximately two-thirds of the HPEMM flakes would then be used as feed for HPMSM production. The remaining HPEMM flakes would be packed and directly shipped to customers.

A magnesium removal process has been incorporated into the process plant design to ensure efficient electrowinning operations and high-quality products. The magnesium removal process will maintain the magnesium concentration in the electrowinning solutions at a level that prevents uncontrolled precipitation of salts and scaling. The process will use low-cost reagents without incurring significant losses of manganese and reagent units and will not require the use of magnesium removal reagents containing fluorine.

The FS production plan proposes to dissolve approximately two-thirds of the HPEMM flakes using high purity sulphuric acid to produce 100,000 t/a of HPMSM powder. The dissolved HPMSM solution will be further purified to remove trace impurities carried by the HPEMM flakes. The purified mother solution will be concentrated using an energy-efficient, low-temperature mechanical vapor recompression (MVR) crystallization process to generate manganese sulphate monohydrate crystals. The HPMSM crystals will be separated from the saturated MVR crystal slurry using centrifuges. The dewatered crystals will be dried using disc type dryers to produce the final HPMSM powder, while the spent mother solution will return to the mother solution purification circuit or to the crystallization circuit. The dried HPMSM powder product will be packed prior to being shipped in trucks or containers to customers which will primarily be located within the European countries. Table 1-4 summarizes projected manganese product production and metal recovery for the CMP.

Table 1-4: Projected Manganese Product Production and Metal Recovery

Year	Tailings Reprocessed (kt)	Plant Feed Grade (% tMn)	HPEMM Produced (kt)*	HPMSM Produced (kt)*	Overall Recovery (% tMn)
1	718	7.98	10.4	65.0	55.0
2	1,113	7.41	16.7	100.0	59.6
3	1,107	7.44	16.7	105.0	59.6
4 to 25 Average	1,078	7.39	14.9	100.0	59.5
Average	**1,066**	**7.41**	**14.9**	**98.6**	**59.4**

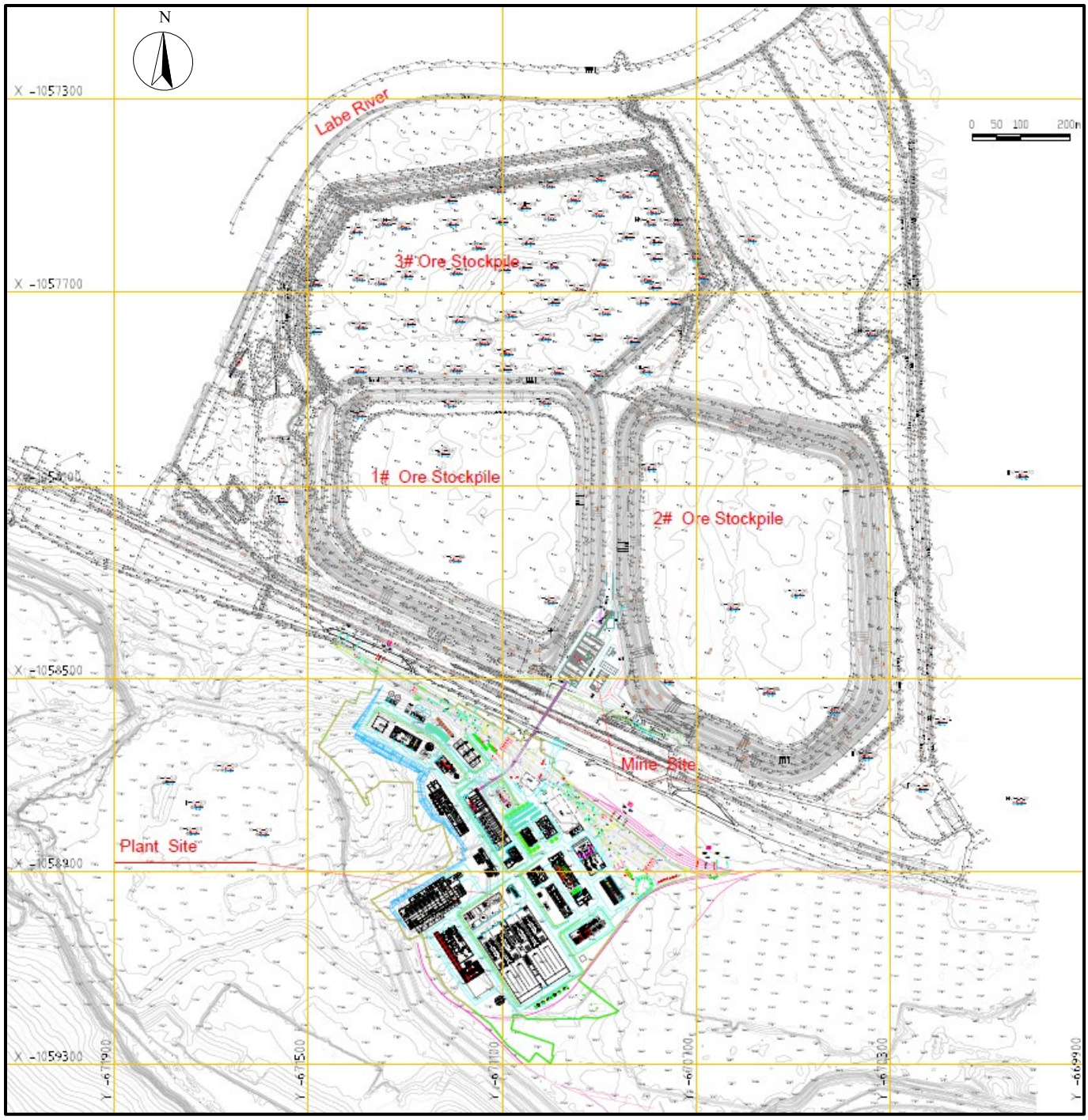
Note: *Approximately two-thirds of the annual HPEMM production is converted to HPMSM on the site, with the balance being sold as HPEMM.

1.9 Project Infrastructure

1.9.1 General Infrastructure

The CMP is a brownfield project adjacent to existing infrastructure which includes an 820 MW coal-fired power station operated by Severní Energetická a.s. (Severní), a pre-cast concrete plant operated by TIBA Chvaletice s.r.o., a main railway, and railway spur lines. A new cast iron foundry by KASI spol. s.r.o. and a new asphalt plant by Obalovna Chvaletice a.s., immediately adjacent to the proposed CMP plant site, were recently constructed. Highway #322 connects to Prague, 89 km away by road, via Kolin and Highway #12. The railway acts as a main transportation line from Prague to communities in the Eastern Czech Republic. The proposed location for the high-purity manganese production plant is located at the same site of the former flotation plant that produced the CMP tailings.

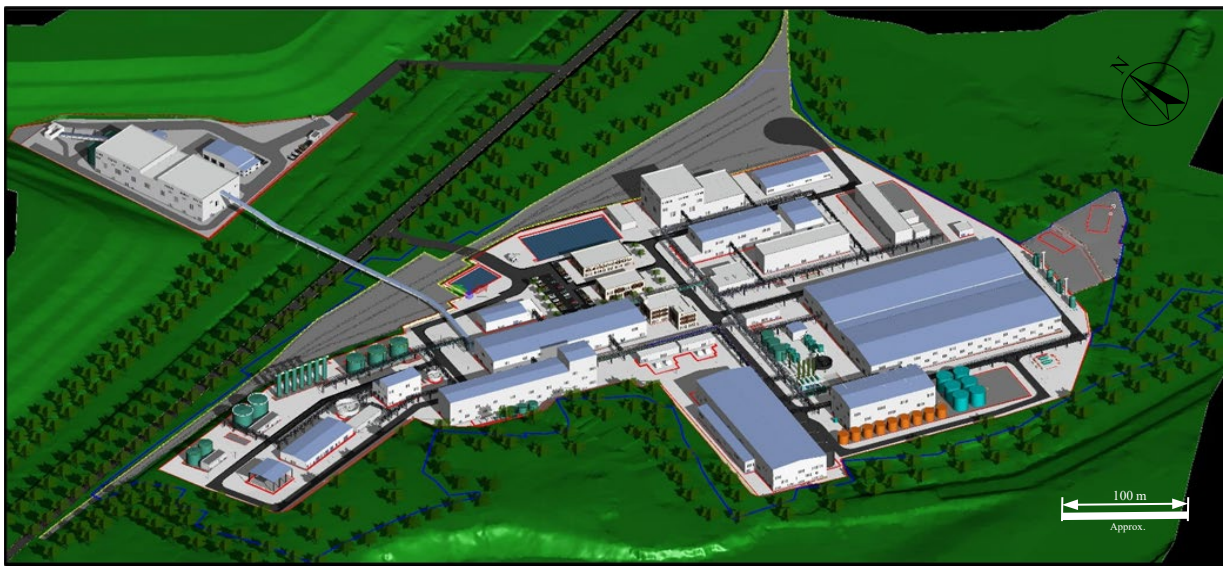
Figure 0-3: CMP Project Site Layout



New infrastructure will be built to service the CMP, including:

- Existing CMP tailings site: CMP tailings excavation and handling facility, including mobile fleet maintenance workshop and office complex, fuel station, sewage treatment plant, the tailings pulping facility and temporary stockpile storage facilities for the plant feed and dewatered residue for dry stacking on a lined RSF. The residue will be conveyed to the stockpile storage area from the process plant and then trucked to the excavated CMP tailings area which will be lined with a geomembrane liner, including basal, sand layer for protection, and drainage of the filtered residue stack.
- South and north site connection bridge (conveyor gallery) which will service the tailings slurry transport from the north site to the south site and the residue mixture transport by a tube conveyor from the south site to the residue storage area at the north site. The bridge will also provide other services, such as power and water lines.
- Process plant site: Main process facilities, as shown in the layout in Figure 1-7, will be located at the site, including:
  - Magnetic separation facility, including NMT dewatering circuit
  - Magnetic concentrate dewatering and concentrate re-pulping facility
  - Concentrate sulphuric acid leaching and iron and phosphorus removal facility, including residual manganese recovery (from washing water solution)
  - Leach residue washing and residue dewatering facility
  - Ammonia recovery facility
  - Magnesium removal facility
  - Pregnant solution purification facility
  - HPEMM electrowinning, plate cleaning, stripping, packing, and storage facility
  - HPMSM production facilities, including HPEMM dissolution, solution purification, crystallization, HPMSM crystal dewatering and drying, and product handling facilities
  - Central control system

Figure 1-7: Preliminary Process Plant Site Layout (3D Format)



There will also be other service infrastructure located at the process plant site, including:

- Two 400 kV/37.5 kV/10.5 kV step-down transformers contained within the main plant site substation; four 350 VDC, 36 kA (2 x 18 kA) rectifier transformers and various local step-down transformers
- Emergency power supply generator
- Process equipment maintenance workshop, spare parts and maintenance supply warehouses
- Water supply and management system, including contact water collection and treatment, water cooling systems, and process water treatment facilities, and a fire water system
- Assay and metallurgical test laboratories for operation supporting and QA/QC control
- General management office
- Change rooms and dining facility
- Commercial truck and private car parking areas
- Upgraded rail spur system and related loading and unloading facilities, including sulphuric acid storage tanks, lime silos
- Onsite road network, servicing overall site facilities
- Waste storage, including anode slime storage and other waste material temporary storage prior to being shipped offsite for recycling or disposal

Local electrical power is supplied by the high voltage Czech transmission grid operated by ČEPS, a.s. (CEPS). There is an 820 MW power coal-fired station which is one of key nodes in the Czech electrical generation network. The estimated power demand of the CMP is approximately 75 MVA. Incoming power will feed to two 400 kV/37.5 kV/10.5 kV step-down transformers located at the plant site substation, which shall be supplied by a single, buried

400kV cable connected to a dedicated substation bay at the adjacent power plant. Additionally, four 350 VDC, 36 kA (2 x 18 kA) rectifier transformers shall convert alternating power to direct current supply as required by the electrowinning process. Local step-down transformers feeding the main plant overhead, 10 kV, site wide power distribution system will deliver electrical energy throughout the process plant site and tailings excavation site.

The water supply system will consist of fresh make-up water, cooling circulation water, potable water, and fire water supply systems. In-situ water contained within the CMP tailings will be part of the process make-up water and is accounted for in the overall water balance. All the process water used in the process circuits will be directly re-used or treated and re-used as process make-up water which will be supplemented by makeup water (blowdown water from the adjacent Severní power plant). In addition, demineralized water for steam generation and hot water (130°C) for process heating and building heating will be also sourced from the adjacent power plant.

There are two water management systems at both the north and south sites, one for contact water and one for non-contact/storm water. The surface water management is further discussed in Section 1.9.3.

Potable water will be supplied from the local water service system.

The steam used for the CMP will be generated from an on-site steam plant fired with natural gas. There will also be a dedicated hydrogen gas boiler contained within the same steam plant which will be fuelled by the hydrogen gas recovered from the HPEMM dissolution circuit The primary use of steam is the ammonia recovery and HPMSM production circuits.

Compressed air servicing various process circuits, mainly for iron/phosphorus removal circuit and filtration circuits, maintenances, and instrumentation systems, will be supplied from a central compressed air station and supplemented by various local compressor stations.

1.9.2 Residue Storage Facility

The RSF design involves placement of filtered residue in an engineered and geomembrane-lined containment area constructed within the same footprint as the existing CMP tailings piles. The prepared RSF foundation will incorporate perimeter surface water diversion and a geomembrane liner for contact water collection from the filtered residue stack. The facility will be constructed in stages to suit residue storage requirements. Progressive cover placement/reclamation will be undertaken during the operational life where possible. The design was developed based on project requirements, geotechnical and hydrogeological site investigation, and geotechnical and geochemical laboratory characterization of the proposed residue. The ultimate shape at closure is shown in Figure 1-8.

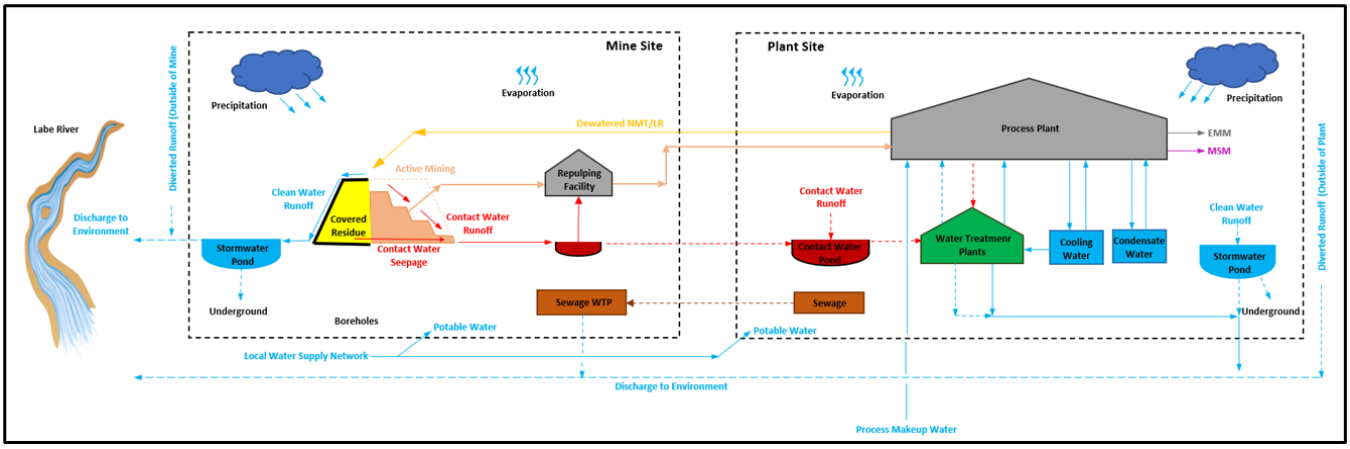
Figure 1-8: RSF Closure Design

1.9.3 Site Wide Water Management System

All the water within the plant site will be managed to mitigate potential contamination of the surface and seepage water. Water management for the raw tailings site and the plant site will follow basic principles of keeping clean water clean and managing surface water flows using conveyances, such as collection ditches, ponds and surge tanks, reducing surficial inflow from neighboring properties and use of liners to reduce infiltration into groundwater.

Based on the local water authorities guide, a clean stormwater pond shall be sized such that the peak flow from the clean runoff for the post development condition is reduced to the peak flow from the clean runoff for the predevelopment condition during a 1:10 year, 1-hour storm event. The proposed water management strategy schematic for the CMP project is shown in Figure 1-8.

Figure 1-8: Surface Water Management Concept for the Chvaletice Manganese Project Site



1.9.3.1 Mine Site Water Management

The surface and groundwater drainage from the existing Chvaletice mine area currently enters the natural environment as seepage to groundwater and as runoff to the Labe River.

During the mining activity period, the contact runoff and seepage from the active mining area and the RSF will be collected through collection ditches and then routed into a collection pond and surge tanks at the mine site. The water will be used as process makeup water for the raw tailings pulping process. Flows from any storm event exceeding the capacity of this contact water storage (up to 1:200 year storm event) will be diverted towards the main contact water collection pond in the plant site. The water in the collection pond at the plant site will be treated and then either used as process makeup water or discharged to the environment. The collection ponds and ditches will be lined to control seepage. The seepage from the reclaimed RSF is expected to reduce to a relatively insignificant volume a few years following the completion of installation of the final reclamation cover. Until then and through closure phase, the collected contact water shall be monitored and treated as required prior to being discharged to the environment. The quality of the water that will be discharged into the surrounding environment, including Labe River, is expected to be improved through time as mine contact water is collected and managed.

All the non-contact water will be collected and directed to the non-contact water surge ponds from where the water will be released to the environment at a controlled rate.

1.9.3.2 Plant Site Water Management

The proposed process plant will be constructed south of the mine site within an existing industrial park. All the water within the plant site will be managed to mitigate potential contamination of the surface and seepage water.

The contact water from the site will first be collected and directed to a contact water control pond located at the north edge of the plant site. All ditches and the contact water pond that are used to manage contact water will be lined to mitigate seepage. The collected contact water from the site will be treated and used as process makeup water or discharged into the environment if its quality has met the environmental discharge requirement.

Non-contact/storm run-off water from outside of the process plant site will be diverted to the environment. All the non-contact water, including the water from building roofs, will be collected and directed to the site stormwater control pond prior to being released to the environment at a controlled rate or being used as a makeup water source for process use.

1.9.3.3 Sitewide Water Balance

A sitewide water balance analysis using the GoldSIM model for the CMP was completed by evaluating the balance among the inflows, outflows and storage associated to the system. The water balance model was used to estimate:

- The amount of contact water available for process use from both the mine and plant site areas;
- The makeup water requirement from various sources; and
- Annual discharge rates from the stormwater ponds to the Labe River.

1.10 Environmental Studies, Permitting and Social or Community Impact

The CMP entails the reprocessing of mine tailings deposited in close proximity to several communities, farms, light and heavy industrial operations, recreation areas, forested and rural fauna and flora habitats, as well the Labe River. The tailings cells and proposed process plant area are brownfield sites that have been significantly impacted by past industrial activities. The tailings have been placed directly on former farm fields in the alluvial plain of the Labe Valley without any underlying containment or lining system. These tailings have been leaching metals and minerals into the underlying sediments and aquifer for decades and continue to do so. The proposed plant site contains numerous buildings and infrastructure in various states of disrepair, when the site was used for the production of sulphuric acid, dating back to 1951-1975. Numerous buildings on this site continue to be occupied by small, light industrial businesses. Mining activity at CMP ended in 1975. Czech law exempts landowners and developers from impacts prior to 1989, when communism ended in the then Czechoslovakia. On March 27, 2024 the Company received a positive ESIA binding statement from the Czech Ministry of Environment, which approved the Final ESIA. *See "Chvaletice Manganese Project – Permitting Update".*

1.11 Project Execution Plan

In order to achieve a commencement of commercial production by Q1, 2027, an aggressive front-end initiative must be established. The project should transition from the FS Phase to EPCM in the first quarter of 2023, at which point the company expects to award an EPCM contract. Tender preparations are currently

underway and expected to be issued in mid-September 2022. The project is anticipated to move forward in two phases:

- Phase 1 – Upon award of EPCM contract, initial work will involve a basic engineering design phase with the main objective of finalizing and freezing the design in addition to assess further value engineering opportunities for the primary purpose of capex cost reductions and process improvements.
- Phase 2 – Full Project Execution following receipt of project financing and investment decision by the company, concurrent with receipt of major permits and will include a continuation of detailed design, procurement, construction team mobilization, construction, and commissioning.

A Level 1, Project Development Schedule has been prepared during the FS in order to outline the overall timeline and key constraints. The critical path of the project currently falls through the environmental impact assessment, detailed engineering, construction, and commissioning phases.

Based on preliminary guidance by BGRIMM along with quotes received from local construction companies, the detailed design phase is estimated to be 18 months (inclusive of basic design), during which time long lead equipment is identified and ordered. Construction duration of 30 months has been advised due to the small and restricted plant site working area, process complexity, careful interface required with the local community, and labour work hour restrictions in the Czech Republic.

1.12 Logistics

Pinnacle Logistics Solutions conducted a high level logistics study for the CMP project, with particular focus on current major transportation networks available for transport to the site. The basis of the FS was supply of process related equipment from China, along with local supply of materials and labour. Based on this approach, it is envisioned that a combination of road, rail, and ocean transportation should be considered and further investigated.

1.13 Capital and Operating Cost Estimates

1.13.1 Capital Cost Estimate

The total estimated initial capital cost for the design, construction, installation, and commissioning of the CMP is USD$757.4 million (basis Q1/Q2-2022). Table 1-5 shows a summary breakdown of the initial capital cost. This total includes all direct costs, indirect costs, Owner's costs, and contingency.

The capital cost estimate produced for the CMP is classified as a Class 3 for the FS with an expected accuracy of -10% to +20% according to the American Association of Cost Engineering (AACE). All costs are shown in United States Dollars (USD) unless otherwise specified.

Table 1-5: Capital Cost Summary

Area		Cost (USD$ million)
Direct Costs		
10	Overall Site	57.5
30	Tailings Extraction	4.6
35 & 40	Process	352.8

50	Residue Management	5.6
70	On-site Infrastructure	82.9
Direct Cost Subtotal		**503.4**
Indirect Costs		
90	Project Indirect Costs	128.4
98	Owner's Costs	47.2
Indirect Cost Subtotal		175.6
99	Contingency	78.4
Total		**757.4**

The base currency of the estimate is USD. Tetra Tech used the foreign currency exchange rates shown in Table 1-6 where applicable. The foreign exchange rates are based on three-year average foreign exchange rates, up to May 31, 2022.

Table 1-6: Foreign Exchange Rates

Base Currency (USD$)	Foreign Currency
1.00	CAD$1.30
1.00	CZK22.43 Kč
1.00	EUR€0.87
1.00	RMB¥6.71

1.13.2 Operating Cost Estimate

On average, the on-site operating costs are estimated as USD$194.79/t of CMP tailings reprocessed, or USD$4.43/kg manganese metal produced (equivalent). The on-site operating costs are defined as the direct operating costs, including CMP tailings extraction, processing, water treatment, residue dry stacking, site servicing, and G&A costs, and excluding offsite costs, such as product freight costs, sales related costs, government royalties, which are included in the economic analysis (Section 22.0).

The estimates are based on an average annual plant feed rate of approximately 1.1 Mt of the CMP tailings, or an average annual manganese metal production of 47.5 kt (tMn equivalent in HPEMM and HPMSM, ranging from 45,582 to 49,428 t/a of manganese), excluding the first ramp-up year. Table 1-7 shows the life of project (LOP) average cost breakdown for various areas and Figure 1-9 shows the cost distribution. The major cost for the CMP is the HPEMM and HPMSM processing cost (Figure 1-10), which accounts for approximately 73.4% of the total cost, excluding service costs required for water and steam supply and water treatment. A contingency of 5% is included in the estimate.

Table 1-7: Life-of-Project Average HPEMM and HPMSM Production Operating Cost Summary

Area	Unit Operating Cost	
	(USD$/t processed)	(USD$/kg Mn)*
Tailings Extraction	2.44	0.05
Magnetic Separation, HPEMM and HPMSM Processing	143.18	3.26
Site Services and Water Treatment	25.46	0.58
Tailings Stacking/Storage	0.66	0.02
G&A	13.78	0.31
Contingency on Operating Costs	9.28	0.21
Total Operating Cost	**194.79**	**4.43**

Note: Unit cost per kilogram manganese metal produced (equivalent) contained in HPEMM and HPMSM.

Figure 1-9: Overall Operating Cost Distribution by Area

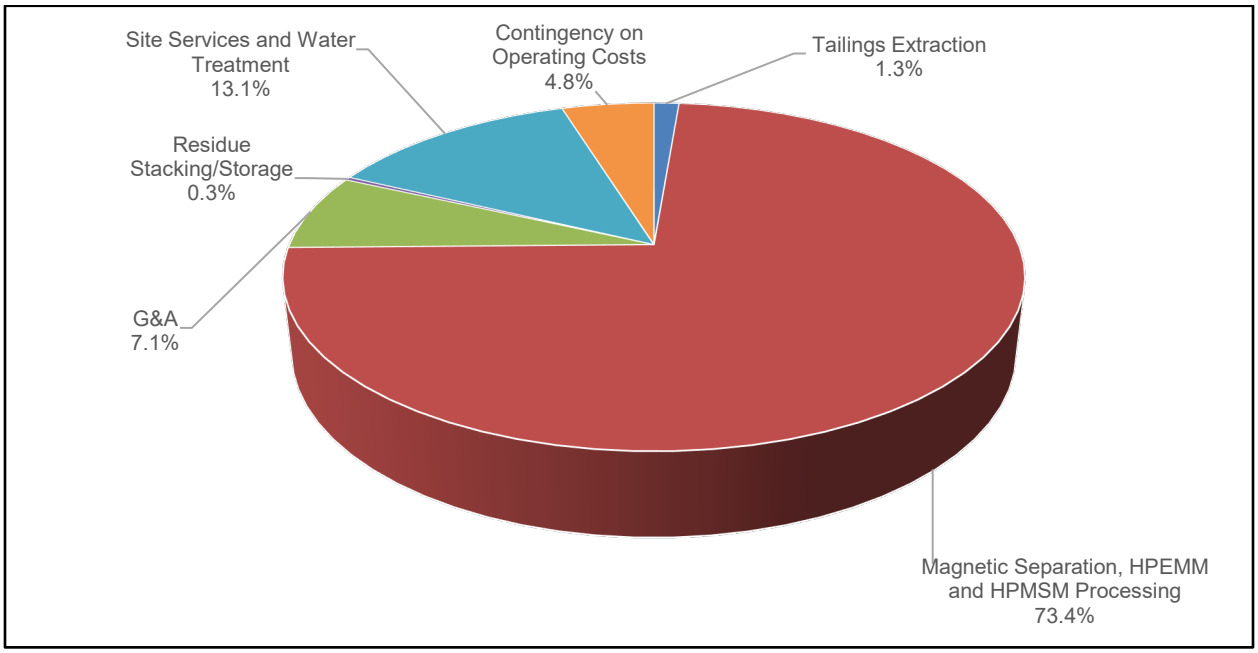
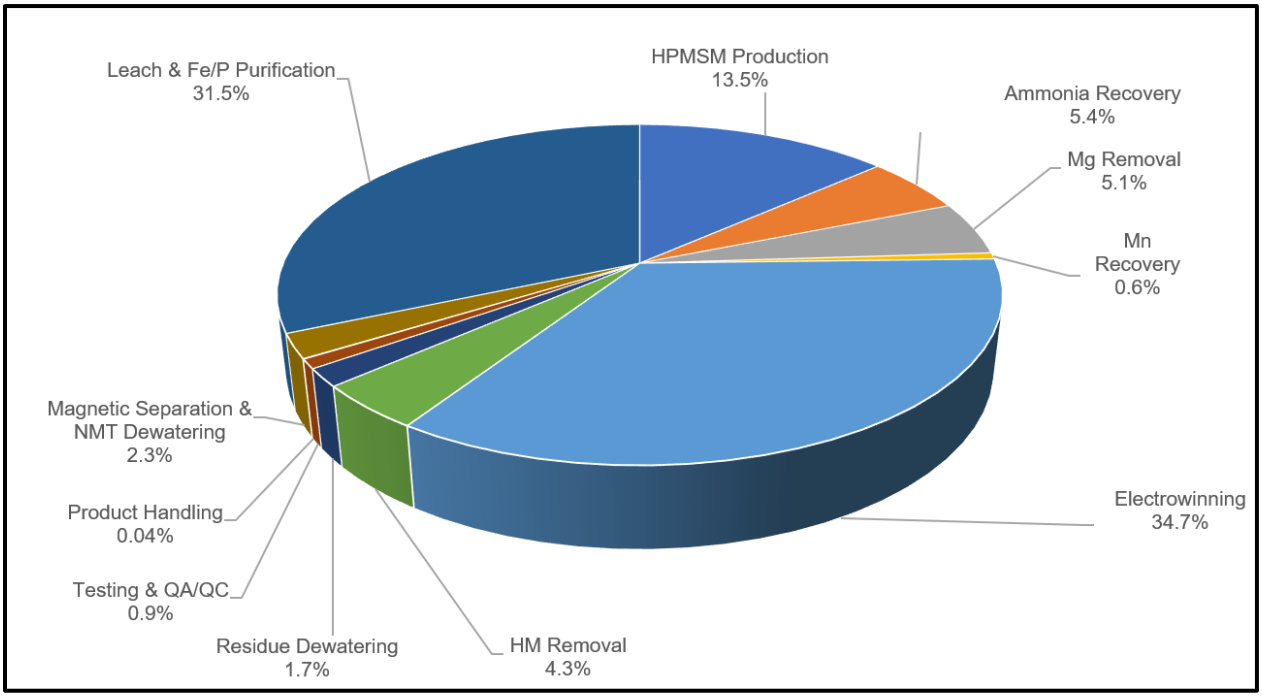


Figure 1-10: Processing Operating Cost Distribution by Area



1.14 Highlights of Independent HPEMM and HPMSM Market Study (as at July 2022)

EMN commissioned the independent research and consultancy firm of CPM Group LLC (CPM or CPM Group) to provide an HPEMM and HPMSM product market outlook study for the CMP. The CPM team prepared a comprehensive market research report, including an extended executive summary of the report that summarizes market information for high purity manganese products, including market demand and supply and projected HPEMM and HPMSM prices. The Extended Executive Summary of the CPM market outlook entitled "Market Outlook for High-Purity Electrolytic Manganese Metal and High-Purity Manganese Sulfate Monohydrate," dated July 06, 2022, is reproduced in Section 19.0 of this report. The following represents selected highlights from the Extended Executive Summary.

Note that the company does not have an updated market forecast for HPEMM and HPMSM at this time.

Electrolytic manganese metal ("conventional" or "standard quality" EMM containing ~99.7% Mn) is used principally by comparatively small markets of steel and aluminium alloys, while manganese sulphate monohydrate (MSM, 98% $MnSO_4OH_2O$) is used mainly by the agrochemical and pharmaceutical industries. Only approximately 8 - 10% of all manganese mined is processed into EMM and MSM, while the vast majority is used for the production of ferroalloys: silicomanganese and ferromanganese (60 - 80% Mn).

These niche markets behave more like high-tech product markets or specialized chemical markets than traditional metal markets. Prices paid depend more on the purity (or lack of certain impurities) of the material rather than on the underlying manganese prices in the ferroalloys industry.

The number of high purity Mn producers is very limited: HPEMM is produced by three plants in China and one plant in South Africa (total output in 2021: 33,500 t produced by one plant in South Africa and one in

China). HPMSM is produced by 16 plants in China, 1 in Belgium, and 4 small operations in Japan (total output in 2021: 296,000 t of HPMSM at 32% Mn).

Traditional applications for HPEMM are mainly in steel alloys, super alloys, aluminium alloys, and welding powders. In 2021 approximately 23% was used in the production of rechargeable batteries (through its conversion to high purity manganese sulphate solution [HPMSS] by precursor and battery makers). The use of HPEMM for the production of battery cathode precursors is expected to increase in the future in absolute numbers.

Production of rechargeable lithium-ion batteries (Li-ion or LiB) for electric vehicles (EVs) is expected to dominate the market for HPEMM and HPMSM over the next two decades, dwarfing any other application for these products. Following E-Source's research into battery markets and combining it with its own research, CPM forecasts a 20-fold increase in the use of manganese in rechargeable Li-ion batteries between 2021 and 2036.

Europe will play an important part in this EV revolution, with 18 rechargeable battery factories already in operation and 56 expected to be operational by 2031. Europe is expected to become the second most important centre (after China) of the global electric car and battery industries. Major car makers like Volkswagen, Stellantis, Renault-Nissan, and Volvo declared their intentions to make 70 - 100% of their vehicles produced in Europe electric by 2031. EMN's Chvaletice project is strategically positioned to become an important integral part of the European supply chains for these industries.

Manganese Demand from Batteries

Although battery use currently accounts only for a very small fraction of overall manganese consumption (approximately 2%), this specialized sub-sector is expected to achieve a double-digit compound annual growth rate (CAGR) over the next two decades and should be on the radar of every manganese producer.

Secondary batteries are also known as rechargeable batteries. One particular type of secondary battery, the lithium-ion battery (also called Li-ion or LiB), has recorded an extraordinary growth in demand: production of these batteries since 2010 grew at a rate of 25% p.a. (CAGR). One of the applications for Li-ion batteries is the propulsion of EVs. Demand for batteries for EVs is expected to grow at a CAGR of 25% between 2021 and 2031 and at a slightly slower rate (around 10% CAGR) for the period 2031-2041. The majority of chemistries using manganese for secondary battery production require HPMSM as the feedstock. A very small proportion (the LMO chemistry, <1% of battery market) needs manganese in the form of the EMD, but these are likely to be discontinued after 2025.

CPM's forecast for manganese use in Li-ion batteries also includes other battery applications such as Energy Storage Systems (ESS) (grid-electricity storage or renewable sources electricity storage) and consumer electronics. However, the demand from batteries for EVs is likely to dominate the battery market and is expected to claim approximately 87% market share by 2025.

Global Battery Industry

The Li-ion battery industry has its own structure and supply chain with many specialized manufacturers. A prospective producer of HPEMM and/or HPMSM, such as EMN, is positioned at the beginning of the chain as a supplier to the makers of precursor materials that are used in making cathodes. EMN can sell its products to different manufacturers depending on the level of supply chain integration by the various battery and EV manufacturers: some make just cathode powders or cathodes, and others (e.g., Tesla) have many stages of battery production within their manufacturing operations. The ultimate product is a battery pack sold to or made by an EV manufacturer.

Until 2018, China, Japan, and Korea accounted for almost 90% of the world's Li-ion battery cell production. Ramping up of production in the Tesla 'Gigafactory' in Nevada has brought the USA into second place, while Europe barely registered as a battery-making region. Since then, a lot has changed, and today (June 2022), Europe has 18 operating rechargeable battery factories, 7 of which are known as "gigafactories," i.e., factories with an annual production capacity greater than 1 GWh. Despite the efforts of Europe and North America (five operating plants in 2021), China still dominates battery cell production accounting for approximately 70% of global capacity.

Battery Industry in Europe

Currently, there are 18 operating rechargeable battery factories in Europe, 7 of which are known as gigafactories. Their combined capacity is 62 GWh, which gives Europe an 8% share in the global market.

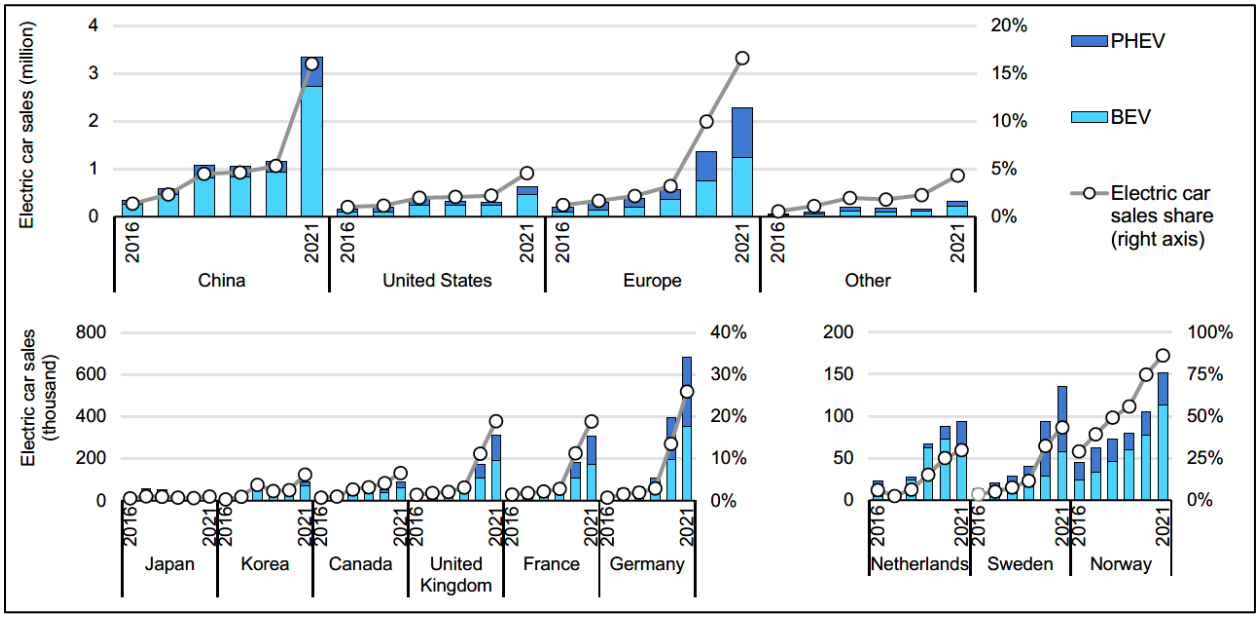
The Chvaletice Manganese Project owned by EMN is located in the Czech Republic, hence the European market for HPEMM and HPMSM is important for this project. CPM believes that the entire planned output of the Chvaletice project can be easily consumed by the growing lithium-battery sector in Europe.

Local supply chains are being built in Europe and apart from the convenient logistics, companies within the European single market benefit from frictionless trading and strong support from the European Commission and national governments. The European Battery Alliance is a powerful body created by the EU to ensure that the EV industry in Europe secures all the regulatory approvals and funding required. The Chvaletice Manganese Project currently stands to become the only primary producer of manganese products for the battery industry within the EU, making it of significant potential strategic importance in the context of the creation of a European battery raw materials supply chain.

Electric Vehicles Market

According to battery industry forecasts, EVs will generate 87% of rechargeable battery demand as soon as 2025. This share makes electric cars a key driver of demand for cathode materials, including manganese.

Figure 1-10: Electric Car Registrations and Sales Share (2016 – 2021)



Electric car sales accounted for 9% of the global car market in 2021 – four times their market share in 2019. All the net growth in global car sales in 2021 (of any propulsion) came from electric cars. Sales were highest in China, where they tripled relative to 2020 to 3.3 million after several years of relative stagnation, and in Europe, where they increased by two-thirds year-on-year to 2.3 million. More electric cars were sold in China in 2021 (3.3 million) than in the entire world in 2020 (3.0 million). Together, China and Europe accounted for more than 85% of global electric car sales in 2021, followed by the United States (10%), where they more than doubled from 2020 to reach 630,000. The increases are illustrated in Figure 1-10.

Looking into the future, the IEA's base case (the so-called STEP scenario) projects 2030 annual EV sales reaching 25.5 million units, 86% of which will be cars, and the remaining 14% vans, trucks, and buses.

Energy Storage Systems

A sector which seems to have a double-digit growth potential in driving the demand for Li-ion batteries is Energy Storage Systems (ESS), which store grid energy generated at times of low demand to be used later, during peak times, or store electricity generated by renewable generators. Peak shifting (which accounts for the vast majority of battery usage on the grid) is gravitating towards Li-ion because of its small footprint, low maintenance, high efficiency, and long life. Lithium batteries also have other advantages: production is becoming ubiquitous (because of the EV revolution), costs are declining, and in 5 - 8 years' time, there will be a surplus supply of used EV batteries with decreased capacity[1] (due to aging/cycle life) that can be used for grid storage.

HPEMM and HPMSM Supply Demand Balance

The HPEMM and HPMSM markets are going to be radically transformed over the coming decades as a result of the 'EV revolution'. Most, but not all, of the lithium-ion batteries that power EVs are expected to use manganese in their cathodes, and these manganese-intensive types of battery chemistries are likely to dominate the battery market for the next two decades.

As a result, CPM expects that the demand for manganese from the battery sector will increase 13 times between 2021 and 2031 (from 90 kt to 1.1 Mt of manganese contained) and 50 times between 2021 and 2050 (to 4.5 Mt).

Such a massive demand increase requires a supply response, but the currently known expansions and new projects do not come anywhere near to satisfying this demand. What is unknown is what other market entrants and capacities may appear 15 to 20 years down the line. It is also worth remembering that the EV market is still a nascent industry, and technologies may change (to less or more manganese-intensive cathode chemistries). This, however, is not as likely in the next 10-15 years, as having made their investments, automotive and battery companies will want the return on their capital and are unlikely to make radical changes to their plants and technologies lightly.

The manganese product that battery makers ultimately need is HPMSS, the soluble form of HPMSM (powder), with many buying HPEMM (metal) and to make HPMSS in-house or buying HPMSM to make the solution. As the industry matures, CPM expects that battery cathode makers are more likely to buy more third-party HPMSM and use less HPEMM. Therefore, it is very much an "either/or" case.

CPM's assessment of the industry indicates that there are very few large-capacity HPEMM projects planned at the moment, but it is difficult to say what projects might appear in 15 or 20 years' time. There are

currently six non-Chinese HP Mn projects which are likely to come on stream before 2030. These projects add up to 221 ktpy of new supply of HP Mn. When added to the current declared (but not fully utilized) production capacity of max 180 ktpy, they bring the total capacity available in 2031 to 401 ktpy of metal contained. Meanwhile, 2031 projected HP Mn demand from the battery sector alone stands at 1,094 ktpy (1,127 ktpy when metallurgical uses are included). This creates a supply deficit of 726 kt.

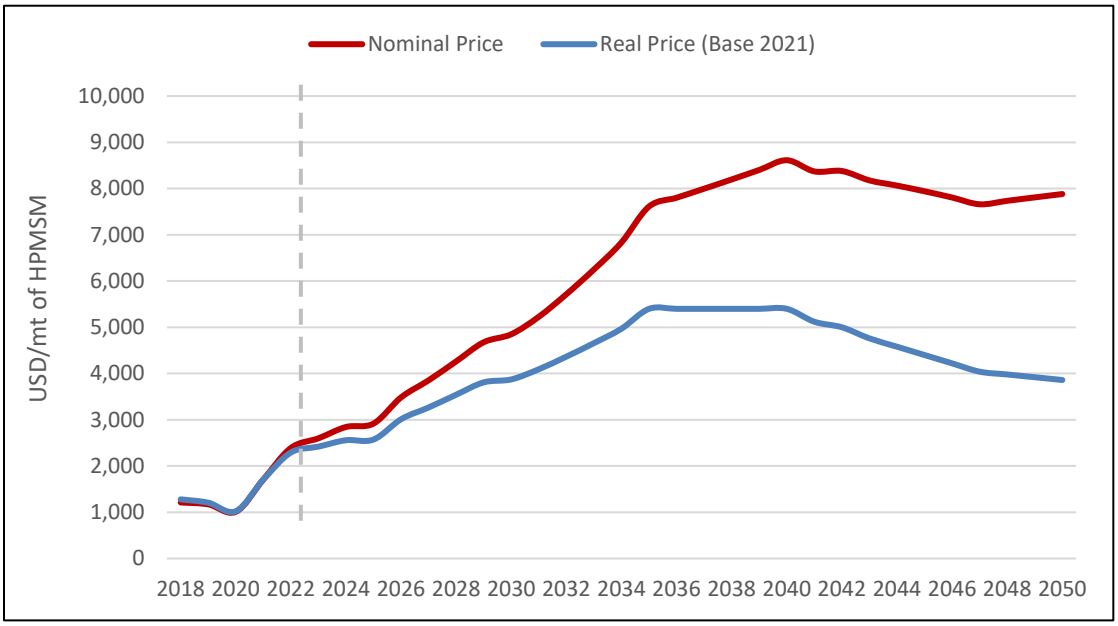
CPM also considered new HP Mn supply from recycling old EV batteries. Assuming 50% recycling rate and 100% Mn recovery (unlikely), this supply stream could satisfy 6% of 2031 HP Mn demand. With all the above supply corrections, the 2031 deficit comes down from 726 kt to 475 kt. If battery demand continues to grow as expected and no new projects come to the market, the deficit would increase to one million t by 2037. If this deficit is to be reduced to zero, the HP Mn industry would have to increase its capacity 11-fold (and produce at a close-to-100% utilization rate).

HPEMM and HPMSM Price Outlook

The base price modelled in this forecast is the HPMSM price "Ex Warehouse China", based on reference pricing reported by Asian Metal (AM), Argus Media, and Shanghai Metal Markets (SMM). Various modifying factors (cost of freight, different premiums) are added to arrive at the European price and a North American price, which are then plotted and shown in tables. The European price is assumed to be on a Delivered, Duty Paid (DDP) basis, i.e., at the gate of a cathode plant. Berlin was used as a proxy for numerous Central and Eastern European locations of battery factories

HPMSM prices are expected to remain at elevated levels as a result of the developing deficit. The prices of 'standard quality' EMM (product for the metallurgical industry, 99.7% Mn) and both the high purity product HPMSM (chemical product for batteries) and HPEMM (metallurgical and battery applications) seem to be more and more divergent according to previous CPM Group forecast reports.

Figure 1-11: HPMSM Price Projection in Europe
Prices delivered to Central/Western Europe (DDP)



Source: CPM Group's calculations based on supply-demand assessment and historical prices reported by Bloomberg, AM, Argus, SMM, and industry

Looking forward, we see the HPMSM prices in China remaining strong and becoming more and more divergent from the metallurgical quality EMM prices. The looming deficit of the 'battery grade' HPMSM

described elsewhere in this report will hit China badly unless it expands its production base. In CPM's projections, we allowed for an additional 490 ktpy of new Chinese production (2.8 times the 2021 output), including 327 ktpy of as-yet-unannounced new capacity. We believe such a new capacity will be announced in the coming years under intense demand pressure. CPM's price forecast for HPMSM is shown in Figure 1-11.

The same logic applies to North American prices. There is no HPMSM production in North America at present. When Prince's Tampico plant in Mexico is converted to produce HPMSM, this will be the first North American producer of this material. Its planned output (including Phase Two) is likely to meet only 10% of the American battery industry demand for HPMSM in 2030. More plants are needed, but for the foreseeable future, most of the HPMSM needed will be imported, predominantly from China.

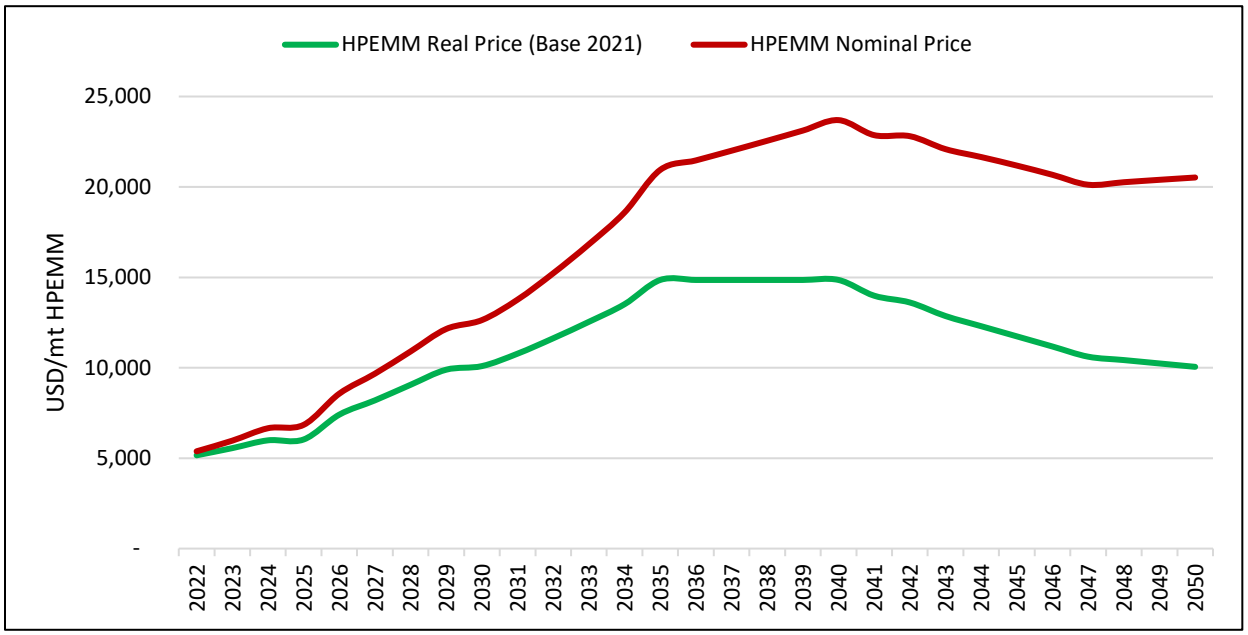
CPM expects a significant diversification of qualities (and premiums) within the 'high-purity' spectrum of HPEMM and HPMSM. The critical factor with these new chemistries is not so much the manganese content, but rather the levels of impurities contained within the last 0.1% of the chemical composition of these products

CPM believes that post-2025, the demand for HPEMM may significantly increase, leading to strong competition for supplies between metallurgical users and battery industry users of HPEMM. The latter is likely to be able to bear higher prices and exert more 'gravitational force' on the pricing, and as a result, the HPEMM pricing is forecast to be derived from the manganese sulphate price rather than the price of the "metallurgical only" 997 EMM. Therefore, the price of HPEMM would be established at a discount to HPMSM price[2] rather than at a "back-calculated" premium to the 997-EMM price. Despite the increased demand for HPEMM, we still see HPMSM as a dominant product on the market and hence a benchmark for pricing of high purity manganese products used in the battery industry.

CPM's forecast annual prices in Europe through 2050 of manganese flake (EMM 99.7% Mn) and HPEMM (99.9% Mn) are presented in Section 19.0 of this report and summarized in Figure 1-12.

Figure 1-12: HPEMM Price Projections in Europe

Prices delivered to Central/Western Europe (DDP)



CPM's forecast annual prices through 2050 of manganese metal contained in HPMSM and HPMSM are presented in Chapter 19 of this report. it should be noted that prices on CPM's graphs and tables are expressed in real 2022 US dollars, unless otherwise stated.

1.15 Economic Analysis

Tetra Tech completed a pre-tax economic analysis based on estimated costs and revenues for extracting and reprocessing the tailings from the Chvaletice deposit. The economic analysis is based on the sale of two products: HPEMM and HPMSM. The product prices used for the analysis were based on the projection by CPM. The economic analysis concluded the following pre-tax financial results:

- Pre-tax NPV of USD$1,750 million at an 8% discount rate
- Pre-tax IRR of 24.9%
- Pre-tax payback period of 3.6 years.

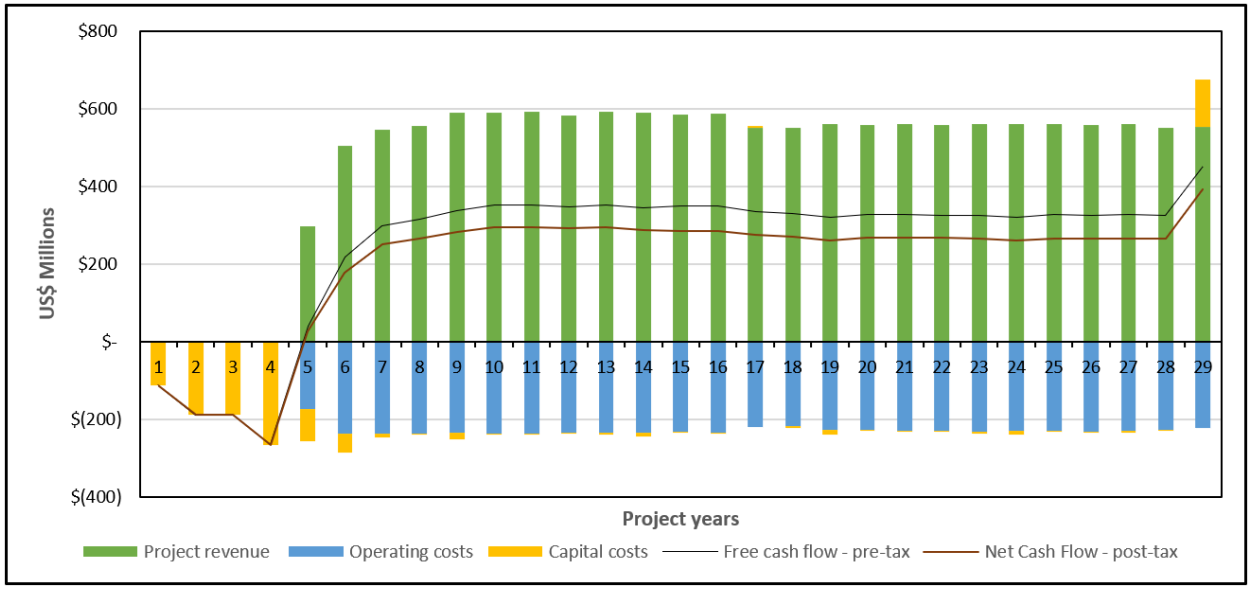
Grant Thornton Tax & Accounting s.r.o. (Grant Thornton), based in the Czech Republic, prepared both the Czech tax depreciation calculations based on the capital expenditure information and the allocation of such expenditures into the Czech tax depreciation groups, and the Czech corporate income taxes payable for the CMP economic analysis based on existing income tax legislation in the Czech Republic.

The post-tax economic analysis for the life of the project yielded the following financial results:

- Post-tax NPV of USD$1,342 million at an 8% real discount rate
- Post tax IRR of 21.9%
- Post-tax payback period of 4.1 years

Figure 1-13 2shows a summary of the financial modelling results in graphical form.

Figure 1-13: Summary of Pre-Tax and Post-Tax Financial Results



1.16 Recommendations

The CMP is considered to be economically viable based on the results of the work presented in this report, and the Project should proceed to the next development phase. Tetra Tech recommends additional engineering and testing for refinement of the processing and material properties of both tailings and residue and investigation into additional geotechnical data related to the next phase of detailed engineering work. Also process optimization, potential cost savings, and additional revenue generating opportunities should be further investigated, including the planned demonstration plant campaign. Table 1-8 shows the cost breakdown by discipline for future recommended work. Recommendations are further detailed in Section 26.0.

Table 1-8: Estimated Costs for Recommended Future Work

Area	Estimated Cost (USD$)
Tailings Extraction	427,000
Mineral Processing and Metallurgical Testing*	460,000
Recovery Methods/Trade-off Studies	50,000
Infrastructure	200,000
Marketing and Transportation Studies	180,000
Total Cost	**1,317,000**

Note: Excludes costs already allocated for operation of the Demonstration Plant

RISK FACTORS

An investment in the Shares should be considered highly speculative due to the nature of the Company's business and its earlier stage of development. Investments in mineral exploration and development issuers, such as the Company, involve a significant degree of risk. The development of the Chvaletice Manganese Project and exploration and development of other projects is highly speculative, characterized by significant inherent risk, and the Chvaletice Manganese Project and any other projects may not be successful. Anyone investing in the Company must rely on the ability, expertise, judgement, discretion, integrity and good faith of the management of the Company. There is no guarantee that the Company will be able to secure financing to continue to operate and meet its obligations under the Convertible Loan Facility, and meet the future development needs of its mineral projects or its growth strategy.

The risks and uncertainties described below are not the only risks and uncertainties that the Company faces. Additional risks and uncertainties of which the Company is not aware or that the Company currently believes to be immaterial may also adversely affect the Company's business, financial condition, results of operations or prospects. If any of the possible events described below occur, the Company's business, financial condition, results of operations or prospects could be materially and adversely affected.

This AIF also contains forward-looking statements that involve risks and uncertainties. The Company's actual results may differ materially from those anticipated in these forward-looking statements as a result of various factors, including the risks described below and elsewhere in this AIF. See "Forward Looking Statements".

Risks Relating to the Business of the Company and Industry-related Risks

Uncertainty of Development Projects, including the Chvaletice Manganese Project, require significant expenditures during the development phase before production is possible.

The economic feasibility of development projects is based on many factors such as: estimation of mineral reserves, anticipated metallurgical recoveries, environmental considerations and permitting, and anticipated capital and operating costs of these projects. Development projects are uncertain, and it is possible that actual capital and operating costs and economic returns will differ significantly from those estimated for a project prior to production. Particularly for development projects, estimates of proven and probable mineral reserves and cash operating costs are, to a large extent, based upon the interpretation of geologic data obtained from drill holes and other sampling techniques, and feasibility studies that derive estimates of cash operating costs based upon anticipated tonnage and grades of ore to be mined and processed, the configuration of the ore body, expected recovery rates of metals from the ore, estimated operating costs, anticipated climatic conditions and other factors.

As a result, it is possible that actual capital and operating costs and economic returns will differ significantly from those currently estimated for a project prior to production. Any of the following events, among others, could affect the profitability or economic feasibility of the Chvaletice Manganese Project: unanticipated changes in grade and tonnes of ore to be mined and processed, unanticipated adverse geological conditions, unanticipated metallurgical recovery problems, incorrect data on which engineering assumptions are made, availability and costs of labour, costs of processing and refining facilities, availability of economic sources of power, adequacy of water supply, reliability of processing facilities, adequate access to the site, unanticipated transportation costs, government regulations (including regulations with respect to prices, royalties, duties, taxes, permitting, restrictions on production, quotas on exportation of minerals and environment), fluctuations in metals prices, accidents, labour actions, the availability and delivery of critical equipment, successful commissioning and start-up of operations, including the achievement of recovery rates and force-majeure events.

In addition, fluctuations in the prices and availability of commodities consumed as part of development and processing activities, such as natural gas, diesel, oil, electricity, sulphuric acid and other reagents can significantly impact the operating cost of development activities. These price fluctuations can be unpredictable, can occur over short periods of time and may have a materially adverse impact on operating costs or the timing of future costs. It is not unusual in new operations to experience unexpected problems during the start-up phase and delays can often occur at the start of production. It is likely that actual results for the Chvaletice Manganese Project will differ from current estimates and assumptions described in the Technical Report, and these differences may be material. In addition, experience from actual processing operations may identify new or unexpected conditions that could reduce production below, or increase capital or operating costs above current estimates. If actual results are less favourable than currently estimated, the Company's business, results of operations, financial condition and liquidity could be materially adversely affected.

The Company's Mineral Reserves and Mineral Resources are estimates only and no assurance can be given that the anticipated tonnages and grades will be achieved, that the indicated level of recovery will be realized, or that Mineral Reserves could be recovered and processed profitably.

No assurance can be given that the anticipated tonnages and grades in respect of Mineral Reserves and Mineral Resources disclosed in the Technical Report will be achieved, that the indicated level of recovery will be realized or that Mineral Reserves will be processed profitably. Actual Mineral Reserves may not conform to geological, metallurgical, or other expectations, and the volume and grade of ore recovered may differ from estimated levels. There are numerous uncertainties inherent in estimating Mineral Reserves and Mineral Resources, including many factors beyond the Company's control. Such estimation is a subjective process, and the accuracy of any Mineral Reserve or Mineral Resource estimate is a function of the quantity and quality of available data and of the assumptions made and judgments used in engineering and geological interpretation. In addition, short-term operating factors relating to the Mineral Reserves, such as the need for orderly development of the ore bodies or the processing of new or different ore grades, may require significant capital expenditures in any particular accounting period. In addition, there can be no assurance that recoveries in small scale laboratory and/or pilot plant tests will be duplicated in larger scale tests under on-site conditions or during production. Lower market prices, increased production costs, reduced recovery rates and other factors may result in a revision of its Mineral Reserve estimates from time to time or may render the Company's Mineral Reserves uneconomic to exploit. Mineral Reserve data is not indicative of future results of operations. Any material reductions in estimates of manganese mineralization, or of the Company's ability to extract and process this manganese mineralization, could have a material adverse effect on the Company's results of operations or financial condition.

Rights to use the Surface of the Company's Mineral Properties are not Guaranteed

The Company holds 85% of the surface rights for the Chvaletice Manganese Project, and is currently in commercial negotiations for the acquisition of the remaining surface rights from the remaining landowner; however there is no guarantee that these negotiations will succeed or that the terms will be commercially reasonable. Delays or challenges, regardless of merit, in obtaining surface access could materially adversely impact the Company's interest in the Project. If the Company cannot obtain surface rights from the remaining landowner by required deadlines under the Convertible Loan Facility, it will be in default under the Convertible Loan Facility unless Orion grants certain waivers, which are only requests by the Company and are not guaranteed. See risk factor "Inability to Meet Conditions under Convertible Loan Facility and risk of default"

No Guarantee that Permits required by the Company will be Obtained or Renewed

Companies engaged in mineral extraction and operation of related processing facilities generally experience increased costs and delays in production and other schedules as a result of the need to comply with the applicable laws, regulations and permits. There can be no assurance that all future permits which the Company may require for the construction of the Chvaletice Manganese Project facilities and conduct of processing operations will be obtainable on reasonable terms, if at all, or that such laws and regulations would not have an adverse effect on any mineral project which the Company might undertake.

Failure to comply with applicable laws, regulations and permitting requirements may result in enforcement actions including orders issued by regulatory or judicial authorities causing operations to cease or be curtailed, and may include corrective measures requiring capital expenditures, care and maintenance, installation of additional equipment or remedial actions. Parties engaged in the extraction of minerals may be required to compensate those suffering loss or damage by reason of its activities and may have civil or criminal fines or penalties imposed upon them for violation of applicable laws or regulations.

Amendments to current laws, regulations and permits governing operations and activities of companies in the recovery of minerals, or more stringent implementation thereof, could have a material impact on the Company and cause increases in capital expenditures or production costs or reduction in levels of production at producing properties or require abandonment or delays in the development of new mining properties.

Uncertainty Regarding Ability to Produce Required HPMSM, Meet Customer Requirements and Obtain Sufficient Offtake Agreements

The Company has produced HPMSM from the dissolution and crystallization module at the Demonstration Plant using its own HPEMM as well as third-party HPEMM. However, there is no assurance it will be able to produce sufficient quantities of HPMSM or HPEMM from the Chvaletice commercial plant, once constructed, with specifications acceptable to its potential customers. Furthermore, the market is characterized by rapid technological change, and there is no guarantee that the Company's current product mix, or any changes the Company may make to its product mix, will meet customer's needs going forward.

In addition, there is no assurance the Company will be able to conclude sufficient offtake term sheets or offtake agreements on favorable terms or at all. If the Company cannot meet certain offtake term sheet and agreement requirements by required deadlines under the Convertible Loan Facility, it will be in default under the Convertible Loan Facility unless Orion grants certain waivers which are only requests by the Company and are not guaranteed. See risk factor "Inability to Meet Conditions under Convertible Loan Facility and risk of default"

Downstream Processing

Battery metals including nickel, manganese and cobalt are typically processed into precursor Cathode Active Material (pCAM) and then, when lithium is added, into CAM before they form part of an EV battery. Currently there is very little pCAM capacity in Europe, which constrains demand for local battery-grade raw materials as battery manufacturers and OEMs source from regions where pCAM is available, including China and Korea. There is no guarantee that pCAM projects in Europe will be ready in a timeframe that aligns with the needs of the Company.

Management Experience and Dependence on Key Personnel and Employees

The Company's success is currently largely dependent on the performance of the Company's directors and officers. The Company's management team has experience in the resource exploration and development business. The experience of these individuals is a factor which will contribute to the Company's continued

success and growth. The Company will initially be relying on the Company's employees, board members, as well as independent consultants, for certain aspects of the Company's business. The amount of time and expertise expended on the Company's affairs by each of the Company's management team and the Company's directors will vary according to the Company's needs. The Company does not intend to acquire any key man insurance policies and there is, therefore, a risk that the death or departure of any member of management, the Company's board, or any key employee or consultant, could have a material adverse effect on the Company's future. Investors who are not prepared to rely on the Company's management team should not invest in the Company's securities.

Uncertainty of Additional Funding

Sufficient funding may not be available to the Company for further exploration and development of its property interests. Failure to obtain such additional financing could result in delay or indefinite postponement of further exploration and development of the Company's projects and inability to meet its obligations under the Convertible Loan Facility. Accordingly, additional financing will be required to operate its business and to continue development of its projects, and additional capital may not be available when needed, if at all, or be available on terms favourable to the Company. Any unexpected costs, problems or delays could severely impact the Company's ability to continue operations and exploration and development activities and obtain additional financing. In addition, it is a requirement under the Convertible Loan Facility that the Company secure a strategic investor by required deadlines. There is no certainty the Company will be able to secure a strategic investor on favorable terms or at all, and if the Company cannot secure a strategic investor, it will not meet its obligations under the Convertible Loan Facility and will be in default under the Convertible Loan Facility, unless certain waivers are obtained by Orion, which are only requests by the Company and are not guaranteed. There can be no assurance that the Company will satisfy the conditions precedent in order to access the US$30 million and US$50 million under the Convertible Loan Facility and Royalty Financing, respectively, or that additional or alternative funding will be available when needed, if at all, or that it may not be available on terms favorable to the Company. See risk factor "Inability to Meet Conditions under Convertible Loan Facility and risk of default"

Inability to Meet Conditions under Convertible Loan Facility and risk of default

The Company is subject to restrictive covenants and numerous conditions under the Convertible Loan Facility, many of which become events of default if not completed by certain deadlines. If the Company does not raise sufficient funding, it will be unable to complete the various conditions under the Convertible Loan Facility and will be in default unless certain waivers are obtained by Orion, which are only requests by the Company and are not guaranteed. The Company's Convertible Loan Facility is secured by a first ranking charge over the assets of Mangan including by a pledge of the shares of Mangan, and by a guarantee from the Company. Events may occur in the future, including events out of the Company's control, that could cause the Company to fail to satisfy its obligations under the Convertible Loan Facility and become in default, or fail to comply with other debt instruments that may arise. In such circumstances, Orion may issue a termination notice, and amounts drawn under the Company's debt agreements would become due and payable before the agreed maturity date, and the Company may not have the financial resources to repay such amounts when due. In this situation, Orion could enforce its security and seize the Company's assets.

Negative Cash Flow, No History of Production and No Revenue from Operations

The Company has a limited history of operations, with no revenues and no history of earnings, cash flow or profitability. The Company has had negative operating cash flow since its inception, and it will continue to have negative operating cash flow for the foreseeable future given that the Chvaletice Manganese Project is at the development stage. As such, the Company is subject to many risks common to such enterprises, including under-capitalization, cash shortages, limitations with respect to personnel, financial and other

resources and lack of revenues. The Company has no source of operating cash flow and no assurance that additional funding will be available for development of the Chvaletice Manganese Project when required. No assurance can be given that the Company will ever attain positive cash flow or profitability.

Infectious Diseases, Wars and Other Conflicts

Infectious diseases, including COVID-19, can harm the Company by causing delays, labour shortages, shutdowns, social unrest, contract breaches, government actions, higher insurance costs, reduced demand for high-purity manganese products, price drops, and permitting delays. The COVID-19 pandemic or global conflicts have created significant uncertainty and economic disruptions. If another major pandemic occurs and global conflicts continue or spread, they could have serious negative effects on the Company.

The Company relies on International Advisors and Consultants

The Company conducts the majority of its activities in the Czech Republic. The legal and regulatory requirements in this country with respect to conducting mineral exploration and mining activities, banking system and controls, as well as local business culture and practices are different from those in Canada and the United States. The officers and directors of the Company must rely, to a large extent, on the Company's local legal counsel and local consultants retained by the Company in order to keep abreast of material legal, regulatory and governmental developments as they pertain to and affect the Company's business operations, and to assist the Company with its governmental relations. The Company must rely, to some extent, on those members of management and the Company's board of directors who have previous experience working and conducting business in the Czech Republic in order to enhance its understanding of and appreciation for the local business culture and practices. The Company also relies on the advice of local experts and professionals in connection with current and new regulations that develop in respect of banking, financing, labour, litigation and tax matters in this jurisdiction. Any developments or changes in such legal, regulatory or governmental requirements or in local business practices are beyond the control of the Company. The impact of any such changes may adversely affect the business of the Company.

Operating Hazards and Risks

Mineral exploration and development involve risks, which even a combination of experience, knowledge and careful evaluation may not be able to overcome. Operations in which the Company has a direct or indirect interest will be subject to hazards and risks normally incidental to exploration, development and production of minerals, any of which could result in work stoppages, damage to or destruction of property, loss of life and environmental damage.

The Company currently carries a US$5 million general liability policy to insure against such risks, and also ensures that its contractors have adequate insurance coverage. However, the nature of these risks is such that liabilities might exceed any insurance policy limits, the liabilities and hazards might not be insurable, or the Company might not elect to insure ourselves against such liabilities due to high premium costs or other factors. Such liabilities may have a materially adverse effect upon the Company's financial condition.

Competition and the Use of Alternate Battery Chemistries

The mineral exploration, development, and extraction industry is intensely competitive. The Company competes with other mining companies, many of which have greater financial resources and technical expertise. Competition in the mining industry is primarily for: (i) properties which can be developed and can produce economically; (ii) the technical expertise to find, develop, and operate such properties; (iii) labour to operate such properties; and (iv) capital to fund such properties. Such competition may result in the Company being unable to acquire desired properties, to recruit or retain qualified employees and consultants or to acquire the capital necessary to fund its operations and develop its properties. The

Company's inability to compete with other mining companies for these resources could have a material adverse effect on the Company's business, financial condition, results of operations, cash flows or prospects.

Many competitors not only explore for and mine minerals but conduct refining and marketing operations on a worldwide basis. In the future, the Company may also compete with such mining companies in refining and marketing its products to international markets. These companies may be better funded, have lower production costs, have stronger relationships with customers of manganese products may be better capable of securing access to markets for their competing manganese products. Additionally, while manganese-based cathode batteries continue to dominate the electric vehicle battery industry and are expected to continue to do so, technological breakthroughs may radically change the battery chemistry landscape. While some electric vehicle battery manufacturers have announced significant investments in gigafactories intended to produce manganese-based batteries, some segments of the electric vehicle battery industry have opted for batteries using no manganese. Any inability to successfully compete with established competitors and any technological breakthroughs which result in the use of alternate battery chemistries requiring less manganese or no manganese could also have a material adverse effect on the Company's business, the market and prices for its products, financial condition, results of operations, cash flows or prospects.

Country Risks

The Chvaletice Manganese Project is located in the Czech Republic and therefore its activities are subject to the risks normally associated with the conduct of business in foreign countries. Investors should note that the Czech Republic is not a country with a rich mining history and projects in other nearby Eastern European countries have encountered substantial resistance from local communities at the time of development. The occurrence of one or more of these risks could have a material and adverse effect on the Company's profitability or the viability of its affected foreign operations, which could have a material adverse effect on the Company's business, results of operations, financial condition and prospects.

The Company's ability to carry on its business in the normal course in the Czech Republic may be adversely affected by political and economic considerations such as civil unrest, war (including in neighbouring states), terrorist actions, labour disputes, fraud, theft, corruption, sovereign risk, political instability, the failure of foreign parties or governments to honour contractual relations, consents, rejections or waivers granted, changing (or arbitrary) government regulations with respect to mineral processing including environmental requirements, the declaration of high-purity manganese products as strategic commodities, taxation, land tenure, foreign investments, income repatriation and capital recovery, fluctuations in currency exchange and inflation rates, import and export restrictions, challenges to the Company's title to properties, problems renewing licenses and permits, opposition to mineral extraction and processing from environmental or other nongovernmental organizations, increased financing costs, instability due to economic under-development, inadequate infrastructure, and the expropriation of property interests. In addition, the Czech government, or its court system, may not recognize, protect or enforce the Company's legal rights. The Government may take action which is arbitrary or illegal under Czech, European Union or International Law. Any of these events could result in conditions that delay or prevent the Company from exploring, developing, or ultimately operating its mineral projects.

While the Company believes that the political climate in the Czech Republic provides a suitable environment for its proposed operations, there is no guarantee against the possibility that the current, or a future, government may adopt substantially different policies or take arbitrary action which might halt exploration or development, involve the re-nationalization of private assets or the cancellation of contracts, the cancellation of mineral exploration or development, extraction and processing rights and/or changes in taxation treatment cannot be ruled out, any of which could result in a material and adverse effect on the Company's business, results of operations, financial condition and prospects.

The Company may be subject to Legal or Illegal Opposition and Legal Proceedings

The Company may be subject to regulatory investigations, civil claims, lawsuits and other proceedings in the ordinary course of its business. The results of these legal proceedings cannot be predicted with certainty due to the uncertainty inherent in regulatory actions and litigation, the difficulty of predicting decisions of regulators, judges and juries and the possibility that decisions may be reversed on appeal. Defense and settlement costs of legal disputes can be substantial, even with claims that have no merit. Management is committed to conducting business in an ethical and responsible manner, which it believes will reduce the risk of legal disputes. However, if the Company is subject to legal disputes, there can be no assurances that these matters will not have a material adverse effect on the Company's business, rights, financial condition, results of operations, cash flows or prospects.

Additionally, the Czech legal system is relatively young and continues to evolve at a rapid pace. Accordingly, there is often limited jurisprudence and authoritative opinion on commercial issues, which in turn makes legal outcomes less predictable. It may also be noted that European Union law continues to evolve in terms of interpretation and application to local laws and contracts governed thereunder. Furthermore, the legal system in the Czech Republic, like any country, has inherent uncertainties that could limit the legal protections available to the Company, which include: (i) inconsistencies between and within laws; (ii) limited judicial and administrative guidance on interpreting legislation, particularly that relating to business, corporate, mineral extraction, and securities laws; (iii) substantial gaps in the regulatory structure due to a delay or absence of enabling regulations; (iv) a lack of judicial independence from political, social and commercial forces; (v) corruption; and (vi) bankruptcy procedures that are subject to abuse, any of which could have a material adverse effect on the Company's business, financial condition, results of operations, cash flows or prospects. Furthermore, it may be difficult to obtain swift and equitable enforcement of a judgement in the Czech Republic, or to obtain enforcement of a judgement by a court of another jurisdiction, which could have a material adverse effect on the Company's business, financial condition, results of operations, cash flows or prospects.

Global Economic Uncertainty

Changes in the global economic environment have created market uncertainty and volatility in recent years. The market and demand for metal commodities and related products has in recent years been adversely affected by global economic uncertainty, reduced confidence in financial markets, the COVID-19 pandemic, bank failures and credit availability concerns. These macro-economic events negatively affected the mining and minerals sectors in general. Global financial conditions remain subject to sudden and rapid destabilizations in response to economic shocks. A slowdown in the financial markets or other economic conditions, including but not limited to consumer spending, employment rates, business conditions, inflation, fuel and energy costs, consumer debt levels, lack of available credit, the state of the financial markets, interest rates and tax rates, may adversely affect the Company's growth and profitability. Future economic shocks may be precipitated by a number of causes, including the ongoing European debt situation, a rise in the price of oil and other commodities, the volatility of metal prices, geopolitical instability, terrorism, the devaluation and volatility of global stock markets and natural disasters. Any sudden or rapid destabilization of global economic conditions could impact the Company's ability to obtain equity or debt financing in the future on terms favorable to the Company or at all. In such an event, the Company's operations and financial condition could be adversely impacted.

The Company assesses on a quarterly basis the carrying values of its exploration and evaluation assets. Should market conditions and commodity prices worsen and persist in a worsened state for a prolonged period of time, an assessment of the Company's mineral properties for impairment may be required.

Fluctuating Mineral Prices

HPEMM and or HPMSM, high-purity manganese products, are the products intended to be produced at the Chvaletice Manganese Project. The profitability of the Chvaletice Manganese Project will be significantly affected by changes in the market prices of these products. Prices of HPEMM and HPMSM, as well as certain metals or products in the production of which HPEMM and HPMSM are consumed, such as steel and aluminum alloys, as well as lithium ion battery precursor materials, fluctuate and historically have been subject to significant annual price fluctuations and are affected by numerous factors beyond the control of the Company such as the level of interest rates, the rate of inflation, central bank transactions, world supply and demand of steel and other metals, foreign currency exchange rates, international investments, monetary systems, speculative activities, international economic conditions, political developments and the production levels and production costs in key mineral producing countries. As a result, there is no assurance that, even if commercial quantities of mineral resources are discovered, that mineral prices will be such that the Company will be profitable.

Fluctuations in the prices of HPEMM and HPMSM could adversely affect the Company's financial performance and results of operations. Further, if the market price of these metals falls or remains depressed, the Company may experience losses or asset write-downs and may curtail or suspend some or all of the Company's exploration, development and mining activities.

Inadequate Insurance, and Uninsured or Uninsurable Risks

The Company's business is subject to a number of risks and hazards. Although the Company maintains insurance to protect against certain risks in such amounts as it considers to be reasonable, its insurance will not cover all the potential risks associated with its activities, including current and any future mining operations. The Company may also be unable to obtain or maintain insurance to cover its risks at economically feasible premiums, or at all. Insurance coverage may not continue to be available or may not be adequate to cover any resulting liability. Moreover, insurance against risks such as environmental pollution or other hazards as a result of exploration, development or production may not be available to the Company on acceptable terms. The Company might also become subject to liability for pollution or other hazards which it is not currently insured against and/or in the future may not insure against because of premium costs or other reasons. Losses from these events may cause the Company to incur significant costs which could have a material adverse effect on the Company's business, financial condition, results of operations, cash flows or prospects.

Compliance with Environmental Regulations can be Costly

The Company's exploration activities, as well as the planned development of the Chvaletice Manganese Project, are all subject to environmental regulation. Regulations cover, among other things, water quality standards, land reclamation, the generation, transportation, storage and disposal of hazardous waste, the construction and operation of tailings dams, and general health and safety matters. There is no assurance that the Company has been or will at all times be in full compliance with all environmental laws and regulations or hold, and be in full compliance with, all required environmental and health and safety approvals and permits. The potential costs and delays associated with compliance with such laws, regulations, approvals and permits could prevent the Company from economically operating or proceeding with the further development of the Chvaletice Manganese Project, and any non-compliance with such laws, regulations, approvals and permits at the Chvaletice Manganese Project could result in a material adverse effect on the Company's business, financial condition, results of operations, cash flows or prospects.

Environmental approvals and permits are currently, and may in the future be, required in connection with the Company's current and planned operations. To the extent such environmental approvals and permits are required and not obtained, the Company's plans and operations may be curtailed, or it may be prohibited from proceeding with planned exploration or development of additional mineral properties. Failure to comply with applicable environmental laws, regulations and permitting requirements may result in

enforcement actions, including orders issued by regulatory or judicial authorities causing operations to cease or be curtailed, and may include corrective measures requiring capital expenditures, installation of additional equipment, or remedial actions.

There is no assurance that any future changes in environmental regulation will not adversely affect the Company's operations. Changes in government regulations have the potential to significantly increase compliance costs and thus reduce the profitability of current or future operations.

Environmental hazards may also exist on the Chvaletice Manganese Project that are unknown to the Company at present and that have been caused by previous or existing owners or operators of the property and for which the Company may be liable for remediation. Parties engaged in the extraction of minerals, including the Company, may be required to compensate those suffering loss or damage by reason of their activities and may have civil or criminal fines or penalties imposed for violations of applicable environmental laws or regulations, regardless of whether the Company actually caused the loss or damage. The costs of such compensation, fines or penalties could have a material adverse effect on the Company's business, financial condition, results of operations, cash flows or prospects.

Changes in climate conditions may affect the Company's operations

A number of governments have introduced or are moving to introduce climate change legislation and treaties at the international, national, state/provincial and local levels. Regulation relating to emission levels (such as carbon taxes) and energy efficiency is becoming more stringent. If the current regulatory trend continues, this may result in increased costs at the Company's operations. In addition, the physical risks of climate change may also have an adverse effect on the Company's operations. These risks include the following:

- changes in sea levels could affect ocean transportation and shipping facilities that are used to transport supplies, equipment and workforce and products from the Company's operations to world markets;

- extreme weather events (such as prolonged drought or floods) have the potential to disrupt operations at the Company's operations and may require the Company to make additional expenditures to mitigate the impact of such events; and

- the Company's facilities depend on regular supplies of consumables (diesel, tires, reagents, etc.) to operate efficiently. In the event that the effects of climate change or extreme weather events cause prolonged disruption to the delivery of essential commodities, production levels at the Company's operations may be reduced.

There can be no assurance that efforts to mitigate the risks of climate change will be effective and that the physical risks of climate change will not have an adverse effect on the Company's business, financial condition, results of operations, cash flows or prospects.

Social and Environmental Activism can Negatively Impact Exploration, Development and Mining Activities

There is an increasing level of public concern relating to the effects of resource extraction on the natural landscape, on communities and on the environment. Certain non-governmental organizations, public interest groups and reporting organizations ("**NGOs**") who oppose resource development can be vocal critics of the resource extraction industries. In addition, there have been many instances in which local community groups have opposed resource extraction activities, which have resulted in disruption and delays to the relevant operation. While the Company seeks to operate in a socially responsible manner and believes it has good relationships with local communities in the regions in which it operates, NGOs or local

community organizations could direct adverse publicity against and/or disrupt the operations of the Company in respect of one or more of its properties, regardless of its successful compliance with social and environmental best practices, due to political factors, activities of unrelated third parties on lands in which the Company has an interest or the Company's operations specifically. Any such actions and the resulting media coverage could have an adverse effect on the reputation and financial condition of the Company or its relationships with the communities in which it operates, which could have a material adverse effect on the Company's business, financial condition, results of operations, cash flows or prospects.

The Company may be Responsible for Corruption and Anti-bribery law Violations

The Company's operations are governed by, and involve interactions with, many levels of government in various countries. The Company is required to comply with anti-corruption and anti-bribery laws, including the Canadian and Czech Republic *Criminal Codes*, the Canadian *Corruption of Foreign Public Officials Act* and similar laws in the Czech Republic and other countries. In recent years, there has been a general increase in both the frequency of enforcement and the severity of penalties under such laws, resulting in greater scrutiny and punishment to companies convicted of violating anti-corruption and anti-bribery laws. Furthermore, a company may be found liable for violations not only by its employees, but also by its contractors and third-party agents. Although the Company has adopted steps to mitigate such risks, such measures may not always be effective in ensuring that the Company, its employees, contractors and third-party agents will comply strictly with such laws. If the Company finds itself subject to an enforcement action or is found to be in violation of such laws, this may result in significant penalties, fines and/or sanctions imposed on the Company resulting in a material adverse effect on the Company's reputation, compliance with material contracts, and results of its operations.

The Company is Exposed to the Possibility that Applicable Taxation Authorities could take Actions that Result in Increased Tax

The Company pays or will pay upon the commencement of future operations in the future, a variety of taxes, fees and other governmental charges in connection with the operation of its business, including income taxes, mining royalties, ad valorem property taxes, sales and use taxes, social security contributions and various assessments. These taxes, fees and other charges are assessed by a variety of taxing authorities pursuant to applicable laws, regulations and rules. From time to time, the Company may also enter into specific agreements with such taxing authorities that provide for the reduction, abatement or deferral of such taxes, fees or charges in exchange for certain payments or undertakings on the Company's part. If the Company enters into any such arrangements, the Company can give no assurance that any such reduction, abatement or deferral arrangements will be honored or that the applicable taxing authorities will not take actions that materially increase the amount of such taxes, fees or other governmental charges that the Company is required to pay. Additionally, the Company may incur additional and unanticipated costs and expenses in connection with the Company's efforts to resist any proposed increases in such taxes, fees or other charges or in connection with the Company's efforts to enforce any reduction, abatement or deferral arrangements that the Company has previously put in place.

In addition, the Czech government may implement changes to the tax regime that may affect the Company, or transactions the Company enters into may have unknown tax liabilities. These changes could include changes in prevailing tax rates and the imposition of new or temporary taxes, the proceeds of which are earmarked for designated government purposes. Changes and unknown tax consequences from transactions may result in increases in the Company's tax payments, which could have an adverse effect on the Company's operations or profitability. The Company cannot provide assurance that it will be able to be profitable following any increases in taxes applicable to the Company and the Company's operations.

Future Acquisitions

As part of the Company's business strategy, the Company may seek to grow by acquiring companies and/or assets or establishing joint ventures that the Company believes will complement the Company's current or future business. The Company may not effectively select acquisition candidates or negotiate or finance acquisitions or integrate the acquired businesses and their personnel or acquire assets for the Company's business. The Company cannot guarantee that the Company can complete any acquisition the Company pursues on favourable terms, or that any acquisitions completed will ultimately benefit the Company's business. The Company is pursuing a growth strategy in North America that is uncertain, subject to a number of risks, and may never materialize.

Reliability of Historical Information

The Company has relied on, and the disclosure from the Technical Report, is based, in part, upon historical data compiled by previous parties involved with the Chvaletice Manganese Project. To the extent that any of such historical data is inaccurate or incomplete, the Company's plans may be adversely affected.

Risks Relating to the Shares

Liquidity and Future Financing Risk

The Company is in the early stages of its business and has no source of operating revenue. The Company will likely operate at a loss until the Company puts the Chvaletice Manganese Project into production. The Company's ability to secure any required financing to sustain operations will depend in part upon prevailing capital market conditions and business success. There can be no assurance that the Company will be successful in its efforts to secure any additional financing or additional financing on satisfactory terms, if at all. If additional financing is raised by issuance of additional Shares from treasury, control may change, and shareholders may suffer dilution. If adequate funds are not available, or are not available on acceptable terms, the Company may be required to scale back its current business plan or cease operating.

Currency Fluctuations can result in Unanticipated Losses

The Company maintains its accounting records and reports its financial position and results in Canadian dollars, but a portion of the Company's operating and capital expenses are or will be incurred in Czech Koruna and U.S. dollars, and the high-purity manganese products that the Company expects to produce from the Chvaletice Manganese Project will be sold based principally on a US dollar price. Exchange rate fluctuations in these currencies are beyond the Company's control and such fluctuations could have an adverse effect on the Company's business, financial condition and results of operations.

Share Price Fluctuations

In recent years, the stock market has experienced extreme price and volume fluctuations. This volatility has had a significant effect on the market price of securities issued by many companies for reasons unrelated to the operating performance of these companies. The market price of the Shares could similarly be subject to wide fluctuations in response to a number of factors, most of which the Company cannot control, including, but not limited to:

(a) fluctuations in the market price of mineral resources;

(b) the public's reaction to the Company's press releases, announcements and filings with Canadian securities regulatory authorities and those of its competitors;

(c) fluctuations in broader stock market prices and volumes;

(d) changes in market valuations of similar companies;

(e) investor perception of the Company's industry or prospects;

(f) additions or departures of key personnel;

(g) commencement of or involvement in litigation;

(h) changes in environmental and other governmental regulations;

(i) announcements by the Company or its competitors of strategic alliances, significant contracts, new technologies, acquisitions, commercial relationships, joint ventures or capital commitments;

(j) variations in the Company's quarterly results of operations or cash flows or those of other comparable companies;

(k) revenues and operating results failing to meet the expectations of securities analysts or investors in a particular quarter;

(l) the extent to which another pandemic impacts the market for the Company's securities which depend on future developments that are highly uncertain and cannot be predicted at this time, and include the duration, severity and scope of the pandemic and the actions taken to contain or treat the pandemic;

(m) the expiration of lock-up or other transfer restrictions on outstanding Shares;

(n) news reports relating to trends, concerns, technological or competitive developments, regulatory changes and other related industry and market issues affecting the mining sector;

(o) future issuances and sales of Shares, or of debt securities of the Company;

(p) demand for and trading volume of Shares;

(q) changes in securities analysts' recommendations and their estimates of the Company's financial performance; and

(r) changes in general conditions in the domestic and worldwide economies or financial markets.

The realization of any of these risks and other factors beyond the Company's control could cause the market price of the Shares to decline significantly.

Additionally, as the Shares are traded on the TSXV and the CDIs are traded on the ASX, there is a possibility that there will be substantial price and volume disparities between the two markets.

Dividends to Shareholders

The Company has not, since the date of its incorporation, declared or paid any dividends or other distributions on its Shares. The Company does not anticipate paying cash dividends on the Shares in the foreseeable future. The Company currently intends to retain all future earnings to fund the development and growth of its business. Any payment of future dividends will be at the discretion of the directors and will depend on, among other things, the Company's earnings, financial condition, capital requirements, level of indebtedness, statutory and contractual restrictions applying to the payment of dividends, and other considerations that the directors deem relevant. Investors must rely on sales of their Shares after price appreciation, which may never occur, as the only way to realize a return on their investment.

Securities or Industry Analysts

The trading market for Shares could be influenced by research and reports that industry and/or securities analysts may publish about the Company, its business, the market or competitors. The Company does not have any control over these analysts and cannot assure that analysts will cover it or provide favourable coverage. If any of the analysts who may cover the Company's business change their recommendation

regarding the Company's stock adversely, or provide more favourable relative recommendations about its competitors, the stock price would likely decline. If any analyst who may cover the Company's business were to cease coverage or fail to regularly publish reports on the Company, it could lose visibility in the financial markets, which in turn could cause the stock price or trading volume to decline.

Dilution from Future Equity Financings

In order to execute the Company's growth strategy, the Company may from time to time raise funds through the issuance of Shares or the issuance of debt instruments or other securities convertible into Shares. The Company cannot predict the size or price of future issuances of Shares or the size or terms of future issuances of debt instruments or other securities convertible into Shares, or the effect, if any, that future issuances and sales of the Company's securities will have on the market price of the Shares. Sales or issuances of substantial numbers of Shares, or the perception that such sales or issuances could occur, may adversely affect prevailing market prices of the Shares. With any additional sale or issuance of Shares, or securities convertible into Shares, investors will suffer dilution to their voting power and the Company may experience dilution in its earnings per share.

Public Companies are Subject to Securities Class Action Litigation Risk

In the past, securities class action litigation has often been brought against a company following a decline in the market price of its securities. If the Company faces such litigation, it could result in substantial costs and a diversion of management's attention and resources, which could materially harm its business.

It may be Difficult to Enforce Judgements and effect Service of Process on Directors and Officers

Some of the directors and officers of the Company reside outside of Canada, and some or all of the assets of those persons may be located outside of Canada. Therefore, it may not be possible for investors to collect or to enforce judgments obtained in Canadian courts predicated upon the civil liability provisions of applicable Canadian Securities Laws against such persons. Moreover, it may not be possible for investors to effect service of process within Canada upon such persons.

Global Financial Conditions can Reduce the Price of the Shares

Following the onset of the credit crisis in 2008, global financial conditions were characterized by extreme volatility and several major financial institutions either went into bankruptcy or were rescued by governmental authorities. While global financial conditions subsequently stabilized, there remains considerable risk in the system given the extraordinary measures adopted by government authorities to achieve that stability. Global financial conditions could suddenly and rapidly destabilize in response to future economic shocks, as government authorities may have limited resources to respond to future crises. Future economic shocks may be precipitated by a number of causes, including a rise in the price of oil, geopolitical instability, globally pandemics and natural disasters. Any sudden or rapid destabilization of global economic conditions could impact the Company's ability to obtain equity or debt financing in the future on terms favourable to the Company. Additionally, any such occurrence could cause decreases in asset values that are deemed to be other than temporary, which may result in impairment losses. Further, in such an event, the Company's operations and financial condition could be adversely impacted.

Furthermore, general market, political and economic conditions, including, for example, inflation, interest and currency exchange rates, structural changes in the global mining industry, global supply and demand for commodities, political developments, legislative or regulatory changes, social or labour unrest and stock market trends will affect the Company's operating environment and its operating costs, profit margins and share price. Any negative events in the global economy could have a material adverse effect on the Company's business, financial condition, results of operations, cash flows or prospects.

Conflict of Interest

Certain of the Company's directors and officers are, and may continue to be, involved in the mineral exploration industry through their direct and indirect participation in corporations, partnerships or joint ventures which are potential competitors of the Company. Situations may arise in connection with potential acquisitions or opportunities where the other interests of these directors and officers may conflict with the Company's interests. Directors and officers of the Company with conflicts of interest will be subject to and must follow the procedures set out in applicable corporate and securities legislation, regulations, rules and policies. Notwithstanding this, there may be corporate opportunities which the Company is not able to procure due to a conflict of interest of one or more of the Company's directors or officers.

The Company's Critical Operating Systems may be Compromised.

Cyber threats have evolved in severity, frequency and sophistication in recent years, and target entities are no longer primarily from the financial or retail sectors. Cybersecurity risk is increasingly difficult to identify and quantify and cannot be fully mitigated because of the rapid evolving nature of the threats, targets and consequences. Persons engaging in cybercrime may target corruption of systems or data, or theft of sensitive data. While the Company invests in robust security systems to detect and block inappropriate or illegal access to the Company's key systems, including supervisory control and data acquisition operating systems at the Company's operations, and regularly reviews policies, procedures and protocols to ensure data and system integrity, there can be no assurance that critical systems will not be inadvertently or intentionally breached and compromised. This may result in business interruption losses, equipment damage, or loss of critical or sensitive information.

DIVIDENDS AND DISTRIBUTIONS

The Company has never declared or paid a dividend. The Board intends to retain future earnings for reinvestment in the Company's business, and therefore has no current intention to declare or pay dividends on the Shares in the foreseeable future. The Company's dividend policy will be reviewed from time to time in the context of its earnings, financial condition and other relevant factors. There can be no assurance that the Company will generate sufficient earnings or cash flow to allow it to pay dividends**.**

DESCRIPTION OF CAPITAL STOCK

The Company's authorized share capital consists of an unlimited number of Shares without par value. The following is a summary of the Company's capital. It does not purport to be complete and is subject to, and is qualified in its entirety by reference to, the applicable provisions of British Columbia corporate law, the Company's notice of articles and articles. As at December 17, 142,804,504 Shares are issued and outstanding, including 45,673,242 Shares in the form of CDIs. In addition, as of the date of this AIF, there were 11,046,481 Shares issuable on the exercise of incentive stock options and 89,4218,868 Shares issuable on the exercise of 89,428,868 share purchase warrants.

Effective March 31, 2025, the Company completed a consolidation of its issued and outstanding Shares at a ratio of five (5) pre-consolidation Shares to one (1) post-consolidation Share ("Consolidation"). The Shares commenced trading on a post-Consolidation basis at the start of trading on April 2, 2025 on the TSXV and the CDIs commenced trading on a post-Consolidation basis at the start of trading on April 3, 2025 on the ASX. Disclosure of the Company's issued and outstanding Shares, Share prices and trading volumes, and details of outstanding Options and exercise prices disclosed in this AIF are presented on a post-Consolidation basis.

Shares

All of the Shares rank equally as to voting rights, participation in a distribution of the assets of the Company on a liquidation, dissolution or winding-up of the Company and entitlement to any dividends declared by

the Company. The holders of the Shares are entitled to receive notice of, and to attend and vote at, all meetings of shareholders, with each Share carrying the right to one vote. In the event of the liquidation, dissolution or winding-up of the Company, or any other distribution of the assets of the Company among its shareholders for the purpose of winding-up its affairs, the holders of the Shares will be entitled to receive, on a pro rata basis, all of the assets remaining after the payment by the Company of all of its liabilities. The holders of Shares are entitled to receive dividends as and when declared by the Board in respect of the Shares on a pro rata basis. The Shares do not carry any pre-emptive, subscription, redemption or conversion rights.

MARKET FOR SECURITIES

Markets

The Shares were listed on the TSXV on October 2, 2018 under the symbol "EMN". The closing price of the Shares on the TSXV on December 17 , 2025 was $0.155. The Company's Shares, in the form of CDIs were admitted to the Official List of the ASX effective September 28, 2018 and commenced trading on the ASX October 2, 2018 under the symbol "EMN". The closing price of the Shares on the ASX on December 17, 2025 was A$0.16.

Trading Price and Volume of the Shares

The following summarizes the post-Consolidation high and low market prices and trading volumes of the Shares and CDIs on the TSXV and ASX, respectively, for the financial year ended September 30, 2025, and to the end of the month preceding this AIF, stated in Canadian and Australian dollars, respectively:

Month / Year	TSXV Trading			ASX Trading		
	High CAD$	Low CAD$	Volume	High A$	Low A$	Volume
October 2024	$0.35	$0.23	384,602	A$0.35	A$0.23	1,631,098
November 2024	$0.30	$0.20	431,203	A$0.33	A$0.20	1,879,345
December 2024	$0.225	$0.15	985,797	A$0.225	A$0.13	1,593,167
January 2025	$0.238	$0.125	842,995	A$0.225	A$0.145	850,806
February 2025	$0.25	$0.20	249,644	A$0.28	A$0.21	854,392
March 2025	$0.325	$0.175	1,334,717	A$0.335	A$0.175	2,704,411
April 2025	$0.65	$0.20	680,516	A$0.32	A$0.20	1,882,398
May 2025	$0.27	$0.175	1,564,999	A$0.245	A$0.17	2,767,283
June 2025	$0.325	$0.175	6,942,748	A$0.25	A$0.165	9,299,914
July 2025	$0.19	$0.145	3,442,280	A$0.195	A$0.16	3,547,535
August 2025	$0.175	$0.15	1,513,018	A$0.175	A$0.145	1,904,981
September 2025	$0.205	$0.155	2,372,431	A$0.20	A$0.155	2,540,935
October 2025	$0.215	$0.155	4,583,962	A$0.23	A$0.155	5,406,952
November 2025	$0.18	$0.155	2,939,538	A$0.19	A$0.16	1,059,227

Prior Sales

The following table sets forth certain information regarding the sale of securities during the most recently completed financial year ended September 30, 2025 and to the end of the month prior to the date of this

AIF. For further information refer to the Management Information Circular for the year ended September 30, 2024.

Date of Issue	Number and Type of Securities	Issue Price Per Securities	Aggregate Issue Price	Nature of Consideration
May 28, 2025	54,578,350 Share Purchase Warrants	$0.225	-	Private Placement warrants(1)
May 28, 2025	7,692,307 Share Purchase Warrants	$0.225	-	Share Purchase Plan warrants(2)
May 28, 2025	4,904,478 Share Purchase Warrants	$0.225	-	Brokers' Warrants(3)
May 28, 2025	22,263,733 Share Purchase Warrants(4)	$0.225	-	Orion Warrants(4)
May 28, 2025	7,020,000 Incentive Stock Options	$0.19	-	Remuneration

1. Issued as part of the units in connection with the Share and CDI private placement completed on March 28, 2025, having an expiration date of November 28, 2026.
2. Issued as part of the units in connection with the CDI Share Purchase Plan completed on March 28, 2025, having an expiration date of November 28, 2026.
3. Issued as compensation to the Joint Lead Managers and Bookrunners in connection with the Private Placement and Share Purchase Plan completed on March 28, 2025, having an expiration date of May 28, 2027.
4. Issued to OMRF (BK) LLC ("Orion") in connection with an amendment to the Company's Convertible Loan Royalty Agreement, and having an expiration date of November 28, 2026.

DIRECTORS AND EXECUTIVE OFFICERS

The following table sets out the names and country and state or province of residence of the directors and executive officers of the Company, their present position(s) and offices with the Company, and their principal occupations during the last five year, as at the date hereof.

Name and Province and Country of Residence	Position(s) with the Company	Principal Occupation During Past Five Years
Richard Anthon(1)	Non-Executive Chair, Director, since April 2025	General Counsel at Alkem Limited from July 2015 to November 2021; Director of Corporate Development and Strategy at Alkem Limited from August 2021 to December 2023; Non-Executive Chair at Greenwing Resources from October 2013 to June 2025; Non Executive Director at Savannah Goldfields Limited from 1997 to July 2025; Non-Executive Chair at Rapid Lithium Limited since November 2021; Non-executive chair at Savannah Resources PLC since June 2024.
John Webster (1)(2) British Columbia, Canada	Director, since September 2015	Retired in June 2014 after 30 years at PricewaterhouseCoopers LLP; a director of Eldorado Gold Corporation from January 2015 to November 2025.

Name and Province and Country of Residence	Position(s) with the Company	Principal Occupation During Past Five Years
David B. Dreisinger [(1)(3)] British Columbia, Canada	Director, since September 2015	Professor at the University of British Columbia since 1984; President of Dreisinger Consulting from June 1998; Chief Technical Officer of Atlas Materials since January 2021, appointed President in November 2023, interim CEO in January 2024 and became CEO in May 2024; director of PolyMet Mining Corp. from October 2003 to November 2023; director of Search Minerals Inc. from July 2009 to February 2024; director of LeadFX Inc. since June 2017 to November 2024; director of Cascadero Copper Corporation since November 2020; and was VP, Metallurgy at Camrova Resources from July 2004 to December 2020.
Thomas M. Stepien[(2)(3)] California, USA	Director, since September 2020	President and director of Amprius Technologies Inc. since May 2025; CEO and Board Chair of South 8 Technologies from August 2023 to March 2025; Operating Partner at KCK Industries Limited from December 2020 to November 2023; CEO of QM Power Inc. from December 2020 to July 2023; CEO and Director of Primus Power Solutions Corporation from 2009 to 2020; and Director of Primus Power Solutions Incorporated from 2021 to present.
Ludivine Wouters[(1) (2)] Saint-Fort-sur-Gironde, France	Director, since September 2024	Managing Partner of Latitude Five since April 2012.
Martina Blahova[(3)] British Columbia, Canada	Chief Executive Officer and Director, since May 2025	President & Chief Executive Officer and Director of the Company since May 2025; Interim CEO of the Company from November 12, 2024 to May 12, 2025; Chief Financial Officer of the Company from January 2020 to November 2024; and Corporate Controller of the Company from September 2018 to December 2019.
Laurel Petryk British Columbia, Canada	Chief Legal Officer and Corporate Secretary, since November 2024	Vice President Legal and Corporate Secretary of the Company from September 2024 to November 2024, General Counsel of the Company from June 2021 to September 2024; Leader and Senior Legal Counsel at Vancouver Coastal Health from November 2017 to June 2021.
Sherry Roberge British Columbia	Interim Chief Financial Officer	Interim Chief Financial Officer of the Company from July 15, 2025; CFO & Corporate Secretary of NorthX Nickel Corp., March 2023 – present; CFO & Corporate Secretary of Defiance Silver Corp. February 2019-April 2023.

Notes:

1. Member of Audit Committee, of which John Webster is the Chair.
2. Member of Governance, Compensation and Nominating Committee, of which Richard Anthon is the Chair.
3. Member of Technical and Sustainability Committee, of which Thomas Stepien is the Chair. The Technical Committee and Sustainability Committee consolidated on August 8, 2025.

The term of office of the directors expires annually at the time of the Company's annual shareholder meeting. The term of office of the Company's executive officers expires at the discretion of the Board.

As at the date of this AIF, the Company's directors and executive officers as a group beneficially own, directly or indirectly, or exercise control or direction over an aggregate of 1,288,269 Shares, representing 0.90% of the issued and outstanding Shares.

Cease Trade Orders, Bankruptcies, Penalties or Sanctions

To the knowledge of management, except as disclosed herein, no director or executive officer of the Company is, as of the date of this AIF, or was, within the 10 years before the date hereof, a director, chief executive officer or chief financial officer of any company that was the subject of a cease trade order, an order similar to a cease trade order or an order that denied the company access to any exemption under securities legislation that was in effect for a period of more than 30 consecutive days, that was issued: (i) while such person was acting in that capacity; or (ii) after such person was acting in such capacity and which resulted from an event that occurred while that person was acting in such capacity.

To the knowledge of management, except as disclosed herein, no director or executive officer of the Company, or shareholder holding a sufficient number of securities to affect materially the control of the Company is, as of the date of this AIF, or has been, within 10 years before the date hereof, a director or executive officer of any company that, while such person was acting in that capacity, or within a year of that person ceasing to act in that capacity, became bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency or was subject to or instituted any proceedings, arrangement or compromise with creditors or had a receiver, receiver manager or trustee appointed to hold its assets.

To the knowledge of management, no director or executive officer of the Company, or shareholder holding a sufficient number of securities to affect materially the control of the Company has, within the 10 years before the date of this AIF, become bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency, or become subject to or instituted any proceedings, arrangement or compromise with creditors, or had a receiver, receiver manager or trustee appointed to hold the assets of the director, executive officer or shareholder.

To the knowledge of management, no director or executive officer of the Company, or shareholder holding a sufficient number of securities to affect materially the control of the Company has been subject to any penalties or sanctions imposed by a court relating to securities legislation or by a securities regulatory authority or has entered into a settlement agreement with a securities regulatory authority, or has been subject to any other penalties or sanctions imposed by a court or regulatory body that would likely be considered important to a reasonable investor in making an investment decision.

Conflicts of Interest

To the best of the Company's knowledge, there are no existing or potential conflicts of interest among the Company, its directors, officers, or other members of management of the Company except that certain of the directors, officers and other members of management serve as directors, officers and members of management of other public companies and therefore it is possible that a conflict may arise between their duties as a director, officer or member of management of such other companies and their duties as a director, officer or member of management of the Company.

The directors and officers of the Company are aware of the existence of laws governing accountability of directors and officers for corporate opportunity and requiring disclosure by directors and officers of conflicts of interest and the Company will rely upon such laws in respect of any directors' or officers' conflicts of interest or in respect of any breaches of duty to any of its directors and officers. All such conflicts must be disclosed by such directors or officers in accordance with British Columbia corporate law.

The Company has adopted the Code which applies to all directors, officers, employees and consultants of the Company and its subsidiaries.

LEGAL PROCEEDINGS AND REGULATORY ACTIONS

During the last fiscal financial year, covering the period October 1, 2024 to September 30, 2025, there have been no legal proceedings to which the Company is or was a party or of which any of its property is or was the subject of that involves claims for damages, and the Company is unaware of any such proceedings being contemplated.

During the last fiscal financial year, there have not been any penalties or sanctions imposed against the Company by a court relating to provincial and territorial securities legislation or by a securities regulatory authority, nor have there been any other penalties or sanctions imposed by a court or regulatory body against the Company, and the Company has not entered into any settlement agreements before a court relating to provincial and territorial securities legislation or with a securities regulatory authority.

AUDIT COMMITTEE INFORMATION

Audit Committee Charter

The charter of the Audit Committee of the Company is attached as Schedule "B" to this AIF.

Composition of the Audit Committee and Independence

The Audit Committee is currently comprised of three directors, being John Webster, David Dreisinger and Ludivine Wouters each of whom is "independent" within the meaning of NI 52-110. John Webster is the current chair of the Audit Committee.

Relevant Education and Experience

Each of John Webster, David Dreisinger and Ludivine Wouters are "financially literate" within the meaning of NI 52-110. Each of the members of the Audit Committee has had several years of experience as a senior executive and a member of the board of directors of significant business enterprises in which he or she has assumed substantial financial and operational responsibility. In the course of these duties, the members have gained a reasonable understanding of the accounting principles used by the Company; an ability to assess the general application of such principles in connection with the accounting for estimates, accruals and reserves; experience analyzing and evaluating financial statements that present a breadth and level of complexity of issues that can reasonably be expected to be raised by the Company's financial statements, or experience actively supervising one or more individuals engaged in such activities; and an understanding of internal controls and procedures for financial reporting.

Audit Committee Oversight

At no time since incorporation was a recommendation of the Audit Committee to nominate or compensate an external auditor not adopted by the Board.

Pre-Approval Policies and Procedures

The Audit Committee charter requires that the Audit Committee pre-approve any services and fees to be provided by the auditor of the Company for the performance of any non-audit services that the Company deems advisable in accordance with applicable legal and regulatory requirements. The pre-approval requirement is waived with respect to the provision of such non-audit services if: the aggregate amount of all such non-audit services provided to the Company constitutes not more than twenty percent of the total amount of fees paid by the Company to its external auditors during the fiscal year in which the non-audit services are provided; such services were not recognized by the Company at the time of the engagement to be non-audit services; and such services are promptly brought to the attention of the Audit Committee by the Company and approved prior to the completion of the audit by the Audit Committee or by one or more members of the Committee who are members of the Board to whom authority to grant such approvals has been delegated by the Committee. The Audit Committee is permitted to delegate pre-approval authority to one or more of its members; however, the decision of any member of the Audit Committee to whom such authority has been delegated must be presented to the full Audit Committee at its next scheduled meeting.

External Auditor Service Fees

The following table provides information about the fees billed to the Company, for professional services rendered by PricewaterhouseCoopers LLP, Chartered Professional Accountants, during the financial years ended September 30, 2025 and 2024:

	2025	**2024**
	($)	($)
Audit Fees[(1)]	183,115	188,070
Audit Related Fees[(2)]	7,500	36,474
Tax Fees[(2)]	-	-
All Other Fees[(3)]	10,,217	25,000
Total:[(5)]	**200,832**	**249,544**

Notes:

(1) Audit fees include: professional services rendered by the Company's auditors for the audit of the Company's annual consolidated financial statements; services related to limited procedures related to interim reports as well as services provided in connection with statutory and regulatory filings; and fees charged by PwC in the Czech Republic. In 2024, such services include charges for audit and review procedures associated with the EPCS acquisition and Convertible Loan Facility.

(2) Audit related fees in 2025 include services related audit and review procedures associated with amendments to the Convertible Loan and Royalty Agreement. Additionally, the 2024 fees include charges for audit and review procedures associated with the EPCS acquisition and Convertible Loan and Royalty Agreement.

(3) Tax fees are for tax compliance, tax advice and tax planning.

(3) Other fees in fiscal 2025 represent assurance services in connection with the Company's TISAX Certification and in 2024 represent assurance services in connection with the Company's ISO 27001 Certification.

(5) These fees only represent professional services rendered and do not include any out-of-pocket disbursements or fees associated with filings made on the Company's behalf. These additional costs are not material as compared to the total professional services fees for each year.

INTERESTS OF MANAGEMENT AND OTHERS IN MATERIAL TRANSACTIONS

The Company is not aware of any material interest, direct or indirect, of any director or officer of the Company, or any person or company that is a direct or indirect beneficial owner of, or who exercises control or direction over, more than ten percent of the Shares, or any affiliate of such persons or companies, in any

transaction within the three most recently completed financial years or during the current financial year that has materially affected or will materially affect the Company.

TRANSFER AGENTS AND REGISTRARS

The transfer agent and registrar for the Shares is Computershare Investor Services Inc. at its offices in Vancouver, British Columbia, Canada.

MATERIAL CONTRACTS

As of the date of this AIF, except for contracts entered into by the Company in the ordinary course of business or otherwise disclosed herein, the Company has two contracts which it regards as material, being the Amended and Restated Convertible Loan and Royalty Agreement between Mangan, OMRF (Bk) LLC, and the Company, and the Amended and Restated Royalty Agreement between Mangan, OMRF (Bk) LLC, and the Company, both of which are dated May 20, 2025and amended December 11, 2025 and filed on SEDAR+ at www.sedarplus.ca.

INTERESTS OF EXPERTS

Independent Auditors

The Company's auditors are PricewaterhouseCoopers LLP, Chartered Professional Accountants, who have prepared an independent auditor's report dated December 18, 2025 in respect of the Company's consolidated financial statements as at September 30, 2025 and September 30, 2024 and for years then ended. PricewaterhouseCoopers LLP has advised that they are independent with respect to the Company within the meaning of the Chartered Professional Accountants of British Columbia Code of Professional Conduct.

The scientific and technical information in this AIF regarding the Chvaletice Manganese Project referred to in the "*Description of the Business*" section is based on the Technical Report.

Interests of Experts

Mr. James Barr, P. Geo, Senior Geologist, Mr. Jianhui (John) Huang, Ph.D., P. Eng., Senior Metallurgical Engineer, Mr. Hassan Ghaffari, P. Eng., M.A.Sc., Senior Process Engineer, Mr. Chris Johns, P. Eng., Senior Geotechnical Engineer, and Mrs. Maureen Marks, P. Eng., Senior Mining Engineer, the authors of the Technical Report, are independent from the Company within the meaning of NI 43-101. Mr. David Dreisinger is the Company's designated Qualified Person within the meaning of NI 43-101. Mr. Dreisinger has reviewed and approved the technical information contained in this AIF. Each of Messrs. Huang, Barr, Ghaffari and Johns and Mrs. Marks beneficially own, directly or indirectly, none of the outstanding Shares. Mr. David Dreisinger beneficially owns, directly or indirectly, less than 1% of the outstanding Shares.

The scientific and technical information with respect to the Chvaletice Manganese Project contained in this AIF is derived from the independent NI 43-101 technical report with an effective date of July 27, 2022 (released September 9, 2022) entitled "*Technical Report and Feasibility Study for the Chvaletice Manganese Project Chvaletice, Czech Republic*" prepared by Mr. James Barr, P. Geo, Senior Geologist, Mr. Jianhui (John) Huang, Ph.D., P. Eng., Senior Metallurgical Engineer, Mr. Hassan Ghaffari, P. Eng., M.A.Sc., Senior Process Engineer, Mr. Chris Johns, P. Eng., Senior Geotechnical Engineer, and Mrs. Maureen Marks, P. Eng., Senior Mining Engineer (the "**Technical Report**").

ADDITIONAL INFORMATION

Additional information relating to the Company may be found on SEDAR+ at www.sedarplus.ca.

Additional information, including directors' and officers' remuneration and indebtedness, principal holders of the Corporation's securities and securities authorized for issuance under equity compensation plans will be contained in the Company's management proxy circular for its upcoming annual general meeting.

Additional financial information is provided in the Company's audited consolidated financial statements and management discussion & analysis for the year ended September 30, 2025.

SCHEDULE "A"

INTERPRETATION

Defined Terms

Certain terms are limited to one section of the AIF and are defined directly in the body of the AIF. Other terms are used throughout, and are defined as follows:

"**AIF**" means this annual information form of the Company;

"**ASX**" means the Australian Securities Exchange;

"**BCBCA**" means the *Business Corporations Act* (British Columbia), as amended from time to time, including the regulations promulgated thereunder;

"**Board**" means the board of directors of EMN;

"**BGRIMM**" means BGRIMM Technology Group;

"**CAM**" means cathode active material;

"**Capex**" means initial capital;

"**CDI**" means a CHESS Depositary Interest (with each CDI representing one fully paid Share);

"**Chvaletice**" means the Municipality of Chvaletice;

"**Chvaletice Manganese Project**" means the Chvaletice Manganese Project in the Czech Republic in which the Company hold 100% of the rights to;

"**Code**" means the Company's Code of Ethics and Business Conduct;

"**CPM Group**" means CPM Group LLC;

"**CRIMM**" means Changsha Research Institute of Mining and Metallurgy Co., Ltd.;

"**CRMA**" means the European Critical Raw Materials Act;

"**Demonstration Plant**" means the proposed HPEMM and HPMSM demonstration plant for the Chvaletice Manganese Project;

"**EBRD**" means the European Bank for Reconstruction and Development;

"**EIA**" means Environmental Impact Assessment of the Chvaletice Manganese Project;

"**EMN**" or the "**Company**" means Euro Manganese Inc.;

"**EPCM**" means Engineering, Procurement, Construction Management;

"**EPCS**" EP Chvaletice s.r.o.

"**EU**" means the European Union;

"**EV**" means Electric Vehicle;

"**Feasibility Study**" means the feasibility study on the Chvaletice Manganese Project with an effective date of July 27, 2022;

"**FEED**" means Front End Engineering Design;

"**FID**" means Final Investment Decision;

"**Final ESIA**" means the Final Environmental and Social Impact Assessment;

"**GWP**" means global warming potential;

"**JORC Code**" means the Joint Ore Reserves Committee Australasian Code for Reporting of Exploration Results, Mineral Resources and Ore Reserves 2012 Edition;

"**HPEMM**" means high-purity electrolytic manganese metal, a form of highly-refined manganese metal, which can be used to produce certain specialty steel and aluminum alloys, as well as HPMSM;

"**HPMSM**" means high-purity manganese sulphate monohydrate, a form of highly-refined manganese salt, which is a major ingredient in certain common types of lithium-ion batteries;

"**LCA**" means life cycle assessment study;

"**LFP**" means lithium iron phosphate battery;

"**LMFP**" means lithium manganese iron phosphate batteries;

"**Mangan**" means Mangan Chvaletice s.r.o.;

"**Ministry**" means Czech Ministry of the Environment;

"**MoU**" means memorandum of understanding;

"**MSP**" means the Minerals Security Partnership;

"**NI 43-101**" means National Instrument 43-101 – *Standards of Disclosure for Mineral Projects*;

"**NI 52-110**" means National Instrument 52-110 – *Audit Committees*;

"**NMC**" means nickel, manganese and cobalt chemistry-based cathode batteries;

"**NAM**" means North American Manganese Inc.;

"**Option**" means an option to acquire a Share granted pursuant to the Stock Option Plan;

"**pCAM**" means precursor product;

"**PEA**" means the Preliminary Economic Assessment for the Chvaletice Manganese Project with an effective date of January 29, 2019;

"**Qualified Person**" means an individual who is a "Qualified Person" or "QP" within the meaning of NI 43-101;

"**SEDAR+**" means the System for Electronic Document Analysis and Retrieval operated by the securities regulatory authorities in each of the provinces and territories of Canada;

"**Shares**" means the common shares in the capital of EMN;

"**SPIPB**" means Société du parc industriel et portuaire de Bécancour;

"**Stock Option Plan**" means the stock option plan of the Company;

"**Supplier Code**" means Supplier Code of Conduct;

"**Sustaining Capex**" means sustaining capital;

"**Technical Report**" has the meaning given to it under the heading "*Definitions and Other Information – Scientific and Technical Information*";

"**Tetra Tech**" means Tetra Tech Canada Inc.;

"**Trnavka**" means the Village of Trnavka;

"**TSXV**" means the TSX Venture Exchange;

"**U.S.**" or "**United States**" mean the United States of America, its territories or possessions, any state of the United States and the District of Columbia;

"**W8banaki**" means Grand Conseil de la Nation WabanAki; and,

"**Wood**" means Wood Australia.

SCHEDULE "B"

AUDIT COMMITTEE CHARTER

1. MANDATE

The primary function of the audit committee (the "Committee") is to assist the Board of Directors in fulfilling its financial oversight responsibilities by reviewing the financial reports and other financial information provided by Euro Manganese Inc (the "Company") to regulatory authorities and shareholders, the Company's systems of internal controls regarding finance and accounting and the Company's auditing, accounting and financial reporting processes. Consistent with this function, the Committee will encourage continuous improvement of, and should foster adherence to, the Company's policies, procedures and practices at all levels. The Committee's primary duties and responsibilities are to:

a) Serve as an independent and objective party to monitor the Company's financial reporting and internal control system and review the Company's financial statements.
b) Review and appraise the performance of the Company's external auditors.
c) Provide an open avenue of communication among the Company's auditors, financial and senior management and the Board of Directors.
d) Provide guidance to the Company's management team and, in particular, the Chief Financial Officer, on appropriate disclosure, accounting and risk management practices and procedures.

2. COMPOSITION

The Committee shall be comprised of three Directors as determined by the Board of Directors, all of whom shall be "independent" directors as defined in section 1.4 of National Instrument 52-110 and free from any relationship that, in the opinion of the Board of Directors, would interfere with the exercise of his or her independent judgment as a member of the Committee.

At least one member of the Committee shall have accounting or related financial management expertise. All members of the Committee that are not financially literate will work towards becoming financially literate to obtain a working familiarity with basic finance and accounting practices. For the purposes of the Company's Charter, the definition of "financially literate" is the ability to read and understand a set of financial statements that present a breadth and level of complexity of accounting issues that are generally comparable to the breadth and complexity of the issues that can presumably be expected to be raised by the Company's financial statements.

The members of the Committee shall be elected by the Board of Directors as possible after its first meeting following the annual shareholders' meeting. Unless a Chair is elected by the full Board of Directors, the members of the Committee may designate a Chair by a majority vote of the full Committee membership.

3. MEETINGS

The Committee shall meet at least quarterly, or more frequently as circumstances dictate. As part of its job to foster open communication, the Committee will meet at least annually with the Chief Financial Officer and the external auditors and, if requested by the Committee, in separate sessions.

4. RESPONSIBILITIES AND DUTIES

To fulfill its responsibilities and duties, the Committee shall:

Documents/Reports Review

a) Periodically review and update this Charter.

b) Review the Company's financial statements, MD&A, Annual Reports for ASX purposes, and any annual and interim earnings press releases before the Company publicly discloses this information and any reports or other financial information (including quarterly financial statements), which are submitted to any governmental body, or to the public, including any certification, report, opinion, or review rendered by the external auditors.

External Auditors

a) Review annually, the performance of the external auditors who shall be ultimately accountable to the Board of Directors and the Committee as representatives of the shareholders of the Company.

b) Obtain annually, a formal written statement of external auditors setting forth all relationships between the external auditors and the Company, consistent with Independence Standards Board Standard 1.

c) Review and discuss with the external auditors any disclosed relationships or services that may impact the objectivity and independence of the external auditors.

d) Take, or recommend that the full Board of Directors take, appropriate action to oversee the independence of the external auditors.

e) To ensure a rotation of the lead audit partner as required, and to consider whether there should be a regular rotation of the external audit firm itself.

f) Request the external auditors to provide to any reports which they are required to provide, such as a description of the external auditors' internal quality-control procedures, any material issues raised by the most recent internal quality-control review, peer review, or Canadian Public Accountability Board (CPAB) review, as applicable.

g) Recommend to the Board of Directors the selection and, where applicable, the replacement of the external auditors nominated annually for shareholder approval.

h) At each meeting, consult with the external auditors, without the presence of management, about the quality of the Company's accounting principles, internal controls and the completeness and accuracy of the Company's financial statements.

i) Review and approve the Company's hiring policies regarding partners, employees and former partners and employees of the present and former external auditors of the Company.

j) Review with management and the external auditors the audit plan for the year-end financial statements and intended template for such statements.

k) Review and pre-approve all audit and audit-related services and the fees and other compensation related thereto, and any non-audit services, provided by the Company's external auditors. The pre-approval requirement is waived with respect to the provision of non-audit services if:

   i. the aggregate amount of all such non-audit services provided to the Company constitutes not more than twenty percent of the total amount of revenues paid by the Company to its external auditors during the fiscal year in which the non-audit services are provided;

ii. such services were not recognized by the Company at the time of the engagement to be non-audit services; and

iii. such services are promptly brought to the attention of the Committee by the Company and approved prior to the completion of the audit by the Committee or by one or more members of the Committee who are members of the Board of Directors to whom authority to grant such approvals has been delegated by the Committee.

Provided the pre-approval of the non-audit services is presented to the Committee's first scheduled meeting following such approval such authority may be delegated by the Committee to one or more independent members of the Committee.

5. FINANCIAL REPORTING PROCESSES

a) In consultation with the external auditors, review with management the integrity of the Company's financial reporting process, both internal and external.

b) Consider the external auditors' judgments about the quality and appropriateness of the Company's accounting principles as applied in its financial reporting.

c) Consider and approve, if appropriate, changes to the Company's auditing and accounting principles and practices as suggested by the external auditors and management.

d) Review significant judgments made by management in the preparation of the financial statements and the view of the external auditors as to appropriateness of such judgments.

e) Following completion of the annual audit, review separately with management and the external auditors any significant difficulties encountered during the course of the audit, including any restrictions on the scope of work or access to required information.

f) Review any significant disagreement among management and the external auditors in connection with the preparation of the financial statements.

g) Review with the external auditors and management the extent to which changes and improvements in financial or accounting practices have been implemented.

h) Exercise oversight of, review and discuss with management, the external auditors:

i. the risk of management's ability to override the Company's internal controls;

ii. any fraud, of any amount or type, that involves management or other employees who have a significant role in the internal control over financial reporting; and

iii. management's compliance with the Company's processes, procedures and internal controls.

i) Review any complaints or concerns about any questionable accounting, internal accounting controls or auditing matters.

j) Review certification process.

k) Establish a procedure for the confidential, anonymous submission by employees of the Company of concerns regarding questionable accounting or auditing matters.

6. RISK MANAGEMENT

a) To review, at least annually, and more frequently, if necessary, the Company's policies for risk assessment and risk management (the identification, monitoring, and mitigation of risks).
b) To request the external auditor's opinion of management's assessment of significant risks facing the Company and how effectively they are being managed or controlled.
c) To assess the effectiveness of the over-all process for identifying principal business risks and report thereon to the Board.
d) Review, discuss with management and assess the Company's privacy and cybersecurity risk exposures.
e) Review and discuss with management the adequacy of the Company's insurance programs.

7. OTHER

a) Review and approve any related-party transactions and material asset dispositions.
b) Perform self-evaluations on a regular basis.
c) Review any other matters specifically delegated to the Audit Committee by the Board.