



# **EURO MANGANESE**

**MANAGEMENT'S DISCUSSION AND ANALYSIS  
FOR THE THREE AND NINE MONTHS ENDED JUNE 30, 2024**

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## 1. Introduction

The principal business and current focus of Euro Manganese Inc. (the "Company" or "EMN") is the development of the Chvaletice Manganese Project (the "Project"), in which the Company has a 100% ownership interest. The Project involves the re-processing of a readily leachable manganese deposit hosted in the tailings of a decommissioned mine in the Czech Republic. 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 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.

EMN was incorporated under the British Columbia Business Corporations Act on November 24, 2014. The Company's corporate offices are located at 700 West Pender Street, Suite 709, Vancouver, B.C., Canada, and its registered offices are located at 666 Burrard Street, Suite 1700, Vancouver, B.C., Canada. The Company's common shares are traded on the TSX Venture Exchange ("TSX-V") and on the OTC Venture Market ("OTCQB") under the symbols "EMN.V" and "EUMNF", respectively. CHESSE Depository Interests ("CDIs", with each CDI representing one common share) are traded on the Australia Securities Exchange ("ASX") under the symbol "EMN.AX".

This Management's Discussion and Analysis ("MD&A") of the financial condition and results of operations of the Company, prepared as of August 13, 2024, is intended to be read in conjunction with the Company's audited consolidated financial statements for the year ended September 30, 2023, and the Company's unaudited condensed consolidated interim financial statements for the three and nine months ended June 30, 2024, and the related notes thereto, which have been prepared in accordance with International Financial Reporting Standards as issued by the International Accounting Standards Board ("IFRS Accounting Standards"), applicable to the preparation of annual and interim financial statements, including IAS 34 *Interim Financial Reporting*.

Additional information relating to the Company, including the Annual Information Form for the year ended September 30, 2023, is available on SEDAR+ at [www.sedarplus.ca](http://www.sedarplus.ca) and on the Company's website [www.mn25.ca](http://www.mn25.ca).

The technical information in this MD&A concerning the Chvaletice Manganese Project was prepared under the supervision of Ms. Andrea Zaradic, P. Eng., a Qualified Person under the National Instrument 43-101 *Standards of Disclosure for Mineral Projects* ("NI 43-101").

This MD&A contains "forward-looking statements" that are subject to risk factors as set out in a cautionary note contained in Section 13. The financial information presented in this MD&A is in Canadian dollars, unless otherwise stated.

## 2. Overview

### *About the Chvaletice Manganese Project*

The Chvaletice Manganese Project is located in the Czech Republic, within the townships of Chvaletice and Trnavka, in the Labe River valley, approximately 90 kilometres to the east of the country's capital, Prague. The Project site is adjacent to established infrastructure, including an 820-megawatt power station that supplies the Czech Republic's national grid, a major railway line, a highway, and a natural gas line. The surrounding region is industrialized and skilled labour is expected to be available from local markets. The Project resource is contained in flotation tailings piles, adjacent to the former Chvaletice open pit mine. The tailings, a 27 million tonne Proven and Probable Reserve (98.3% Proven) with a grade averaging 7.41% Mn, were deposited from historical milling operations for the recovery of pyrite used for the production of sulfuric acid. The tailings, which consist of three separate piles ranging from 12 to 28 metres in thickness, cover a cumulative surface area of approximately one square kilometre. The Project is expected to result in the environmental remediation of this former mine tailings site, bringing it into full compliance with modern Czech and European Union environmental standards and regulations.

The Company's wholly-owned subsidiary, Mangan Chvaletice s.r.o. ("Mangan") holds two licenses covering mineral exploration rights for the Project ("Licenses"), which are both valid until May 31, 2026. Mangan also holds a Preliminary Mining Permit, referred to by the Czech Ministry of Environment as the Prior Consent for the Establishment of a Mining Lease District, which is also valid until May 31, 2026. The Preliminary Mining Permit which represents one of the key steps towards final permitting for the Project, covers the areas included in the Licenses, and secures Mangan's exploration rights for the entire deposit. The establishment of the Mining Lease District, the application for the Final Mining Permit, and applications for permits relating to the construction of infrastructure and operation of a processing facility required for the Project, must be submitted and approved prior to any commercial extraction and processing activities at the Project.

The area of interest for the Project overlies several privately-owned land parcels with surface rights. To date, Mangan has received the consent to conduct exploration activities and to access the site from the landowners whose surface properties underlie the tailings. At present, Mangan does not hold all surface rights to the Project area, which includes those parcels of land underlying and immediately surrounding the three tailings deposits. In June 2022, and in October 2023, Mangan and the Municipality of Chvaletice ("Chvaletice") and ČEZ a.s. ("ČEZ"), respectively, signed land lease agreements, granting the Company access to approximately 85% of the total reserves of the Project (Section 5 of this MD&A). Additionally, Mangan signed a land purchase agreement with the owners of certain land parcels which are adjacent to the tailings area and provides additional room and flexibility for the Chvaletice residue storage facility layout (Section 5 of this MD&A). The Company is currently in commercial negotiations for the acquisition of the remaining surface rights; however, there is no assurance that access to the remaining areas will be secured.

On December 28, 2023, Mangan acquired 100% of EP Chvaletice s.r.o. ("EPCS") 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 (Section 5 of this MD&A). 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.

The Project is targeting production of high-purity electrolytic manganese metal ("HPEMM") with specifications exceeding 99.9% manganese ("Mn") and high-purity manganese sulphate monohydrate ("HPMSM") with a minimum Mn content of 32.34%. These products will be selenium, fluorine, and chromium-free and are designed to contain very low levels of deleterious impurities.

## 2. Overview (continued)

HPEMM and HPMSM are critical components of Li-ion batteries and few sources of manganese ore are suitable for production of high-purity manganese products. As such, demand for high-purity manganese products is growing rapidly, fueled largely by the Li-ion and electric vehicle ("EV") markets. An overview of the high-purity manganese market can be found in Section 5 of this MD&A.

The Company has entered into one non-binding off-take term sheet for the sale of HPMSM from the Chvalětice Manganese Project with a consumer of high-purity manganese products. The Company is in active discussions and negotiations with multiple other parties, including battery, chemical, and automobile manufacturers, and anticipates more term sheets or offtake agreements will follow in the near term. The Company is targeting a minimum of 80% of production capacity under offtake contract to support project finance. There can be no assurance, however, that current discussions will lead to off-take agreements or commercial or strategic relationships in the near term, if at all.

The Company announced the results of the Chvalětice Manganese Project feasibility study on July 27, 2022 ("Feasibility Study"), including the conversion of 98.4% of the Mineral Resources into Mineral Reserves. The results of the Feasibility Study are summarized in the MD&A for the year ended September 30, 2023.

On March 27, 2024, the Company received the approval of the final Environmental and Social Impact Assessment ("ESIA") for the Project from the Ministry of Environment in the Czech Republic.

The Company engaged Wood Australia Pty Ltd ("Wood") as the preferred Engineering, Procurement, and Construction Management ("EPCM") (Section 5 of this MD&A).

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 non-dilutive financing (the "Funding Package") to advance the development of the Project. The 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"), with US\$20 million received upon closing on November 29, 2023, and an additional US\$30 million to be received upon meeting certain milestones; and (b) 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 precedent typical for this type of financing (the "Royalty Financing"). In connection with the Funding Package, Orion has been granted an off-take option of between 20-22.5% of the Chvalětice 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 Project offtake.

### *About the Bécancour Plant*

The Company is progressing work on its North American growth strategy and is evaluating several opportunities to develop a project to produce high-purity manganese products for the North American market. The Company has entered into an option agreement with the owner of a 15-hectare land parcel at Bécancour, Québec, Canada, where it proposes to establish its North American facilities, which allows the Company exclusive access to the land parcel and to conduct due diligence thereon over a maximum term of 21 months. A scoping study was completed for a metal dissolution plant at the proposed Bécancour site (the "Bécancour Plant") and WSP Canada Inc. ("WSP") has been selected to complete the feasibility study for the plant, which is subject to financing.

## 2. Overview (continued)

Highlights of the positive scoping study for the Bécancour Project, announced on August 9, 2023, are summarized in Section 5 of this MD&A. The Bécancour Plant is planned to be fed with HPEMM from the Chvaletice Project, once operational. The Company also signed a Cooperation Agreement with the Grand Council of the Waban-Aki Nation, a tribal council consisting of the Abenaki Bands of Odanak and Wôlinak, on whose ancestral territory the Bécancour Project would be situated (see Section 5).

## 3. Financial and Project Highlights in the Three Months Ended June 30, 2024, and to the Date of this MD&A

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 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.

## 4. Outlook

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 from the date of this MD&A. As an early stage development company, it has no material operating revenues and is unable to self-finance its operations. Further, there is no assurance that the evaluation and development activities executed or planned by the Company for the Chvaletice Manganese Project will result in the development of a profitable commercial operation. The Company is expected to operate at a loss while the Company is developing the Chvaletice Manganese Project.

Upon achieving the conditions precedent to the second tranche of the Convertible Loan Facility, the Company will have available to it a further US\$30 million for the Project, including for the completion of the Phase 1 expenditures of the EPCM contract required to achieve FID. Following the FID by the Company's Board of Directors and upon achieving other conditions precedent under the Royalty Financing, the Company will have available to it a further US\$50 million for the Project to fund procurement, construction, and commissioning of the Chvaletice commercial plant and related infrastructure. Both the Convertible Loan Facility and the Royalty Financing sit alongside, and reduce, the project finance debt and equity required for the full financing of the Project. Funding to progress the Company's North American strategy, including the Bécancour Plant feasibility study, is expected to be provided by the Company's future equity raises, and possible funding by strategic industry investors and government programs. (Section 7 of this MD&A).

The ability of the Company to arrange additional equity, debt or other financing for the construction and operation of the Project will depend principally upon prevailing market conditions and the performance of the Company. 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 funding will be available when needed, if at all, or that it may not be available on terms favorable to the Company. Failure to obtain such additional financing could result in delay or indefinite postponement of further evaluation and development of the Company's projects.

The Company's short-term operating priorities include:

- operating the Demonstration Plant to allow the production of multi-tonne high-purity manganese product samples for prospective customers' supply chain qualification;
- continuing negotiations with potential customers to enter offtake contracts, as well as with strategic and financial partners and government agencies;

## **4. Outlook (continued)**

- completing the acquisition of, or access to, the remaining land surface rights for the Project;
- completing the remaining work of Phase 1 (FEED) of the EPCM contract with Wood;
- securing an optimum financing structure for the Project, which is dependent upon the above milestones being achieved;
- obtaining the status of a Strategic Project under the European Critical Raw Materials Act ("CRMA");
- securing funding from grants and incentives available from the EU and Czech state;
- initiating the project finance debt process; and
- progressing the feasibility study for the Bécancour Dissolution Plant, subject to financing, for the potential production of high-purity manganese products in Canada for the North American EV market.

## **5. Review of Operations**

### ***Chvaletice Manganese Project***

#### *EPCM Contract Award*

In July 2023, the Company selected Wood as its EPCM partner for the Project. The contract is cost reimbursable and is structured in two phases, with an approval stage gate between each phase as well as after the gap analysis in Phase 1, with an FID to be made prior to commencement of Phase 2, dependent upon securing outstanding permits and project finance.

The FEED phase includes an initial gap analysis and in-depth review of the Feasibility Study deliverables, including the test work and flowsheet development conducted by the Company over the last seven years.

Following completion of the gap analysis, other key deliverables to be derived over the remainder of Phase 1 include: completion of value engineering; identification of long-lead time equipment; vendor engagement, selection and firm pricing for major equipment items and packages; total installed capital cost estimate to AACE Class 3 estimate accuracy (+/- 10%); project implementation strategy; a baseline schedule for the EPCM phase; and preparation of construction permit documentation.

Upon declaring FID, the Company will enter into the EPCM phase of the contract once conditions precedent are satisfied. Wood will provide overall project and construction management services throughout the EPCM phase of the Project, which includes detailed design, procurement, construction, and commissioning.

#### *Environmental and Social Impact Assessment*

The Company received a positive decision on the revised ESIA on March 27, 2024.

History of the ESIA process includes: documentation for the final stage of the Project's ESIA was submitted to the Czech Ministry of Environment in December 2022. In June 2023, the Ministry of Environment received comments from 14 relevant authorities, all but one of which approved the relevant studies, signaling a positive perception of the Project by regulators. The Ministry returned the ESIA to the Company to address comments related to noise abatement from the authority that had yet to approve the ESIA.

## 5. Review of Operations (continued)

While the Chvaletice Project's anticipated noise levels are within legislative limits for an industrial project, as neighbouring operations adjacent to the Project site have existing noise emissions, the cumulative effect marginally exceeded permitted noise levels at the measurement points, located at the closest residential areas. The revision of the noise study within the ESIA also required the Company to consider new noise legislation related to traffic noise which came into force in July 2023 after the ESIA's original submission in December 2022. The necessary work to address the comments related to noise was completed and the revised ESIA was submitted in October 2023.

Following approval of the ESIA, a Land Planning Permit is required to be submitted. The documentation for this application is substantially complete and is expected to be submitted in the third quarter of calendar 2024. The Land Planning Permit approval timeline is typically three months once submitted, resulting in an anticipated approval in the fourth calendar quarter of 2024. The Construction Permit documentation is a deliverable of the FEED phase of the EPCM work with an expected permit approval timeline of approximately three months post submission, resulting in an anticipated approval in calendar 2025, subject to securing sufficient funds for the completion of FEED Phase 1.

### *Demonstration Plant Progress Update*

The Demonstration plant was fully commissioned in June 2024, with all modules operating on a consistent basis, and producing on-spec products. 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. Concurrently, the Permanent Operating Permit for the Demonstration Plant was received from the Department of Building and Spatial Planning of the Municipality of Chvaletice in June 2024.

The demonstration plant is intended to produce and deliver high-purity manganese products to prospective customers for testing and qualification. The Demonstration Plant replicates the process flowsheet used in the Feasibility Study and has been designed as a semi-batch, manually operated system of interconnected modules that can be utilized as a circuit or as stand-alone components. The demonstration plant will also enable process optimization and testing for final product development and serve as a testing and training facility for future operators. It is expected to operate for up to three years and will also be available for testing of potential additional feedstock for the commercial plant.

The Company estimates that the cost, including fabrication, delivery, commissioning, laboratory set-up, and an operator training program, as well as the cost of operation for one year, will be approximately US\$6.5 million (\$8.7 million). To the date of this MD&A, the Company made total payments of US\$1.8 million (\$2.2 million) for the demonstration plant, accrued \$0.9 million for the next payments, and incurred additional expenses of \$6.1 million for permitting, site preparation and commissioning.

### *Acquisition of EP Chvaletice and Land Acquisitions*

On August 13, 2018, the Company, through its Czech subsidiary Mangan, entered into an option agreement with EPCS to acquire 100% interest in EPCS by making several payments. EPCS is a Czech operating company whose principal asset is a large parcel of industrial zoned land adjacent to the Chvaletice Manganese Project, where the Company proposes to develop its high-purity manganese processing facility.

The Company made total payments of 72.1 million Czech Koruna (\$4.22 million) from October 17, 2018, to September 30, 2023. In the nine months ended June 30, 2024, the Company completed the purchase of EPCS by making two additional payments of 20 million Czech Koruna (\$1.2 million) and 51 million Czech Koruna (\$3.0 million) on November 29, 2023, and December 28, 2023, respectively.



## 5. Review of Operations (continued)

The option payments made prior to the acquisition of EPCS were a derivative classified as fair value through profit and loss due to the following: i) the option was for the acquisition of shares of EPCS rather than a non-monetary asset; ii) it did not meet any of the scope exceptions from recognition as a derivative asset under IFRS 9 *Financial Instruments*; and iii) control of EPCS was not present until the last option payment was made.

On the acquisition date on December 28, 2023, the option was revalued based on a third party valuation of acquired assets at \$9.0 million, resulting in \$0.3 million increase in the value of the option and corresponding gain in the statement of loss and comprehensive loss.

The acquisition was accounted for as a purchase of assets as it met the concentration test under IFRS 3 *Business combinations*. The cost of the acquisition was approximately \$10.8 million (216.1 million Czech Koruna), consisting of the cash payments made to that date of \$8.7 million (143.1 million Czech Koruna), the increase in fair value of the derivative of \$0.3 million (37.1 million Czech Koruna) and a \$1.8 million (30.0 million Czech Koruna) of working capital adjustment. The purchase price was allocated to the assets acquired and the liabilities assumed in accordance with their relative fair value. The value of the land was determined using the comparative method to reflect the real estate prices achievable for comparable undeveloped land plots in the market at the time of valuation, decreased by the demolition costs of existing buildings which are not in use. The buildings currently in use by EPCS were valued using the income method, assuming rent rates for similar spaces in nearby areas. The valuation of movable assets (machinery equipment and vehicles) was based on historical prices, reflecting the technical value and saleability factor.

The Company has agreements to acquire rights to three additional strategic parcels of land, completing its land assembly for the proposed Chvaletice commercial plant.

The area of interest for the Project overlies several privately-owned land parcels with surface rights. To date, Mangan has received the consent to access the site from the landowners whose surface properties underlie the tailings. On June 6, 2022, the Company and the Municipality of Chvaletice, being one of the landowners, 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 7.46 million Czech Koruna (approximately \$420,000), adjusted for inflation based on the average annual Czech consumer price index for the 12 months of the previous calendar year. The land rental agreement is effective July 1, 2022.

On June 7, 2022, the Company signed an agreement with Helot, spol. s.r.o. and Ing. Martin Vanek to acquire 78,437m<sup>2</sup> 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 is 54.3 million Czech Koruna (approximately \$3.0 million). The first instalment of \$516,452 was paid in June 2022. The second instalment of \$580,318 was paid in January 2023 and the remaining amount of \$2,038,007 was paid in January 2024.

On October 30, 2023, the Company signed a lease agreement with ČEZ granting it access to approximately 60% of the reserves in the Project's tailings area, including for mining infrastructure and tailings transportation (the "ČEZ Lease Agreement"). Together with the land access agreement with the Municipality of Chvaletice, the Company now has access to approximately 85% of the total Proven + Probable manganese Reserves required for the Project. Pursuant to the ČEZ Lease Agreement, land access has been granted for the life of the 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 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 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.

## 5. Review of Operations (continued)

The Company continues to negotiate the acquisition of the balance of the surface rights with the remaining landowner. Upon acquisition of such surface rights with the remaining owner, the Company will have access to all the surface rights to the Project area, which include those lands of original ground elevation surrounding, and those parcels of original ground underlying and immediately surrounding, the three tailings deposits which comprise the Chvaltice Manganese Project. However, there can be no assurance that access to the remaining area will be secured by the Company.

### *High-Purity Manganese Market Overview and Product Marketing*

High-performance Lithium-ion (Li-ion) batteries are used in EVs and other energy storage applications. The dominant Li-ion battery cathode chemistry used in EVs in the Western world is nickel-manganese-cobalt ("NMC"), which accounts for nearly half of all Li-ion batteries produced, measured by megawatt hours ("MWh"). The amount of these metals can vary within the NMC family of chemistries, such as NMC811, which is 80% nickel, 10% manganese, and 10% cobalt.

Over the last quarter, there has been evidence of slowing growth rates in EV adoption. Overall growth rate have dropped from above 30% down to above 20%, with regional variations. This has caused some Western OEMs to either delay their targets for EV sales and focus on ensuring unit profitability. As the EV market has addressed the early-adopter phase and luxury segment of the market, the next market segment to be addressed is the mass market segment where price of the EV is a key buying criteria. This slowdown combined with focus on reduced EV costs is having a knock-on effect on battery, CAM and pCAM manufacturers who are revising their schedules, reviewing capacities and re-visiting technical parameters (e.g. battery chemistries) to drive down unit costs.

Therefore, there has been an impact on offtake conversations and in some cases the uncertainty of potential offtake partners of when to commit to volumes and timelines. Pricing is taking on added significance as customers seek to drive down their costs.

However, some changes could be advantageous, especially as preferred lower cost battery chemistries include Lithium-manganese-iron-phosphate ("LMFP") and higher manganese variants of NMC. With Manganese being the least expensive battery metal, increasing the manganese content in batteries is gaining traction. Both BASF and Umicore have announced plans to produce manganese-rich chemistries, with BASF's NMC370 battery, containing 70% manganese (and no cobalt) and Umicore's High Lithium Manganese ("HLM") battery, which is targeting to contain up to 60% manganese.

Additionally, high-purity manganese is increasingly being added to lithium-iron-phosphate ("LFP") chemistries, creating a new family of LMFP chemistries with improved performance, with the manganese content of certain LMFP chemistries being as high as 30% to 80%. Recent (2023) analysis by Fastmarkets has shown that LMFP batteries are projected to be the lowest cost of all EV batteries on a \$/KWh basis (however, this analysis has yet to include manganese-rich chemistries). Contemporary Ampere Technology Co., Limited ("CATL"), China's largest battery producer and Tesla's main battery supplier, has reported that they are planning to add manganese to their LFP chemistry, increasing the battery's voltage, thus boosting its energy density by up to 20%. Other companies progressing with LMFP chemistries include Samsung, Gotion, HCM and a range of smaller start-ups.

The dominant form of manganese used in Li-ion batteries is currently High Purity Manganese Sulphate Monohydrate (HPMSM). This very high purity chemical can be manufactured directly from manganese ore or produced by dissolving High Purity Electrolytic Manganese Metal (HPEMM). While HPMSM is projected to remain the dominant form of manganese used in the EV industry, there is a growing interest in other forms of manganese, especially for some of the more innovative battery chemistries such as LMFP, LMNO and Na-ion. These can include manganese carbonate, manganese phosphate and manganese oxides ( $Mn_2O_3$  or  $Mn_3O_4$ ). Producing these different manganese salts is likely to be more economic from HPEMM than from HPMSM or similar direct ore purification processes.

## 5. Review of Operations (continued)

In January 2023, 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 Project. Offtake discussions continue with companies across the supply chain, including automotive OEMs, battery manufacturers and pCAM/CAM manufacturers, as well as for other industrial applications. The Company is targeting 80% of production capacity under offtake contract to support project finance. 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.

In connection with the preparation of the Feasibility Study, the Company commissioned the independent research and consultancy firm, CPM Group, to provide an HPEMM and HPMSM (collectively described as "High-Purity Manganese" or "HPM") product market outlook study for the Project. CPM Group's forecast sees the demand for high-purity manganese increasing 13 times between 2022 and 2032 (from 100 kt to 1.3 million tonnes of Mn contained). These forecasts do not include the full range of manganese-rich chemistries currently under development (for example Umicore's HLM) or any demand from Na-ion batteries. The bottleneck in supply of all forms of high-purity battery grade manganese is the lack of high-purity refining capacity. Known expansions and new projects are unable to satisfy this demand. CPM Group's views of growing demand and constrained supply have been recently validated by other independent studies and reviews.

According to the International Manganese Institute, China retains its dominant position as a supplier of high-purity manganese products – more than 93% of the HPMSM suitable for the battery industry originates in China. However, China relies heavily on imported ore, mainly from South Africa, Australia, Gabon, and Ghana. A consequence of this is that Chinese HPM has a very high CO2 footprint on a per tonne basis, which is compounded by the production processes used. At present, only about 2.5% of HPMSM suitable for the battery industry is produced in Europe. The Company's prospective customers are increasingly interested in diversifying their strategic raw material sourcing, driven by geopolitical and ESG concerns, and wish to promote the creation of independent, local supply chains, particularly in regions such as Europe.

The European Critical Raw Materials Act, published by the European Commission, came into force on May 23, 2024. The CRMA classifies battery-grade manganese as a strategic raw material and outlines targets for extraction, processing and recycling of critical raw materials within the European Union. Specifically, to reduce the European Union's reliance on a single supply country for certain raw materials, the CRMA set targets that, by 2030, 10% is mined, 45% to be processed and 25% to be recycled within the EU, and no more than 65% of any strategic raw materials come from a single third country. The Chvaletice Project expects to deliver almost 50,000 tonnes of HPEMM per year when in full production, meeting approximately 15-20% of European demand and helping the EU reduce its import reliance on this strategic raw material.

In addition, in early May 2024, the US Department of Treasury published the final rules for the Inflation Reduction Act on how manufacturers may satisfy the critical mineral and battery component requirements of the clean vehicle tax credit. Specifically, the rules clarify that an eligible clean vehicle may not contain any critical minerals that were extracted, processed, or recycled by a foreign entity of concern (the exception of graphite). Additionally, manufacturing companies will have the obligation to undertake full traceability of the supply chain to ensure there is no involvement of a foreign entity of concern at any stage.

### *Strategic Project status under CRMA, Potential Grants and Subsidies*

The Company is completing the EU CRMA Strategic Project application which is to be submitted prior to the closing date. The EU guidance on application milestones include the closing date of 22 August, 2024, expert reviews through to October 2024, CRMA Board approval in November 2024 for announcement of Strategic Projects in December 2024. The benefits of being a Strategic Project include:

- i. Strategic Project status under the CRMA allows project promoters to gain access to financing for completion of the project financing, taking into account private and public sources of funding with relevant national promotional banks, the EIB, EBRD and private financial institutions. It is expected Strategic Projects may receive preferential financing terms.

## **5. Review of Operations (continued)**

- ii. The status of a Strategic Project also ensures the possibility for regional and national authorities to make use of funding from the European Development Fund and Cohesion Fund to support the relevant project, in line with the new Strategic Technologies for Europe Platform regulations. These funds are administered by regional and national authorities and the European Commission makes sure that the projects are successfully concluded.
- iii. Strategic Projects in the EU could benefit from a pre-set time frame for permitting.

The Company has engaged with the Investment and Business Development Agency of the Czech Republic, CzechInvest, who manage the process of Czech Government investment incentives. Initial discussions indicate the Chvaletice Manganese Project would qualify as production of strategic products and may benefit from both corporate income tax relief and cash grants of up to 20% on capital investments eligible costs, all subject to government approval. The Company is now progressing an investment incentive application with CzechInvest. It is anticipated that, if successfully approved by the Czech Government, the application would also require EU approval.

As announced on February 2021, the Company secured the support of EIT InnoEnergy ("EIT"). One aspect of the support was to assist Euro Manganese in securing financing for the commercial development of the Chvaletice Manganese Project from funding sources including EU grant programs. With the assistance of the EIT the Company is preparing for an application to the EU Innovation Fund's next call for proposals, expected to open in Q4 2024. The EU Innovation Fund is one of the world's largest funding programmes for the demonstration of innovative low-carbon technologies, which is funded by the EU Emissions Trading System (ETS). The money raised via the ETS is reinvested into the Innovation Fund. The details of the 2024 call for proposals is anticipated in the fourth calendar quarter of 2024.

### ***Bécancour Plant***

The Company entered into an option agreement with the Société du parc industriel et portuaire de Bécancour ("SPIPB"), a Québec provincial enterprise and owner of a 15-hectare land parcel within Bécancour (the "Bécancour Option Agreement") where the Company proposes to establish its North American facilities. The Bécancour Option Agreement allows the Company to exclusively access the land parcel and conduct due diligence thereon over a maximum term of 21 months, during which the Company has the opportunity to purchase the site. The Bécancour Option Agreement provides that the Company pay \$45,855 per month for this option starting January 2023. These option payments are to be deducted from the final purchase price of \$9,171,200. As at June 30, 2024, the Company has made eighteen payments aggregating \$825,390.

The site of the Bécancour Plant is strategically located adjacent to a cluster of planned CAM manufacturing plants. Québec also offers attractive government financial support programs that may provide incentives for the construction of the dissolution plant. The Company is currently exploring these incentives with the relevant agencies.

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 Project. The Bécancour Plant scoping study was based on a dissolution plant capable of producing 48,500 tpa of battery-grade HPMSM, which could meet up to 20% of projected North American 2027 demand. The demand for North American HPMSM is forecast by CPM Group to rise to approximately 250,000 tpa in 2027 and over 800,000 tpa by 2031. There is no current processing capacity or production of battery-grade manganese in North America.

## 5. Review of Operations (continued)

The scoping study delivered strong 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 (ACE class 5 estimate +50%/-30% level of 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.

The plant design allows for production of both HPMSM and high-purity manganese sulphate solution ("HPMSS"), allowing for customer offtake flexibility. Producing HPMSS provides both cost and environmental benefits, as an HPMSS product could be pumped as a solution to nearby pCAM manufacturers, which eliminates the need to crystallize, dry and package a powdered HPMSM product. HPMSM is ultimately dissolved in water by pCAM plants, therefore delivering a solution saves costs for both parties, reduces water consumption and CO<sub>2</sub> emissions.

Minimal infrastructure improvements are required to build the Bécancour Plant. Offsite infrastructure is limited to a power line connection from the main Bécancour power distribution network and the potential construction of a railway spur from the Bécancour site railway line. Onsite infrastructure includes roads, plant and administrative buildings, power distribution and storage buildings for HPEMM feedstock and HPMSS/HPMSM products. Feedstock optionality via a third-party metal supply was modeled. This may facilitate operation of the Bécancour Plant as early as 2027, ahead of the Chvaletice Project, bringing projected cash flows for the Company forward by at least a year. This projected timeline and feedstock mix will be assessed as key outputs of the Bécancour Plant feasibility study, which is subject to financing.

The Company has selected WSP to complete a feasibility study for the Bécancour Plant, which will further refine Plant design, costs, economics, and customer off-take opportunities. Permitting is expected to advance in parallel with the feasibility study.

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

Euro Manganese cautions that the Bécancour Plant 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 NI 43-101 are not applicable to the scientific and technical disclosure in the Study. Any references to scoping study or feasibility study by Euro Manganese in relation to the Bécancour Plant are not the same as terms defined by the CIM Definition Standards and used in NI 43-101.

In 2023, the Company signed a Cooperation Agreement with the Grand Council of the Waban-Aki Nation, a tribal council consisting of the Abenaki Bands of Odanak and Wôlinak, on whose ancestral territory the Bécancour Plant 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 Plant, especially during the evaluation and planning phases. The MoU with MMC, a South African producer of HPEMM, has now expired; however, the Company is still in discussions to secure potential supply of HPEMM from MMC to Bécancour.

## 6. Quarterly Financial Review

The following table summarizes selected financial information for each of the eight most recently completed quarters, expressed in thousands of Canadian dollars, except for per share amounts:

As at the end of or for the period ending	Apr to Jun'24	Jan to Mar'24	Oct to Dec'23	Jul to Sep'23	Apr to Jun'23	Jan to Mar'23	Oct to Dec'22	Jul to Sep'22
	\$	\$	\$	\$	\$	\$	\$	\$
Cash and cash equivalents	13,201	20,099	24,293	7,650	10,896	13,805	18,305	21,561
Total assets	45,640	51,918	55,223	29,953	32,603	34,956	38,212	39,896
Working capital <sup>(1)</sup>	11,718	15,549	22,075	5,691	9,187	11,191	16,129	19,754
Current liabilities	3,247	5,922	4,758	2,852	2,333	3,008	2,758	2,440
Revenue	1,314	1,198	—	—	—	—	—	—
Cost of sales	(1,478)	(1,519)	—	—	—	—	—	—
Chvaletice Project evaluation expenses	(1,826)	(2,813)	(1,109)	(1,853)	(604)	(1,722)	(1,018)	(1,739)
Other evaluation expenses	(2)	27	(51)	(34)	(51)	(87)	(210)	(95)
Corporate and administrative expenses	(1,604)	(2,050)	(1,386)	(1,221)	(1,178)	(2,073)	(1,321)	(2,014)
Loss for the period	(4,389)	(5,999)	(2,842)	(3,224)	(2,104)	(3,970)	(2,708)	(3,923)
Other comprehensive income (loss) for the period	110	(226)	—	—	—	—	—	—
Comprehensive loss for the period	(4,279)	(6,225)	(2,842)	(3,224)	(2,104)	(3,970)	(2,708)	(3,923)
Basic and diluted loss per common share	0.01	0.01	0.01	0.01	0.01	0.01	0.01	0.01

<sup>(1)</sup> The additional non-GAAP financial measure of working capital is calculated as current assets less current liabilities.

### Summary of major variations in quarterly financial activities:

The variation in quarterly evaluation expenditures is mainly attributed to the following:

- In the most recent two quarters, the Company's revenues and cost of sales represents the results of EPCS which was acquired in the quarter ended December 2023. Cost of sales of EPCS were significantly impacted by depreciation of assets revalued at acquisition.
- In the quarter ended September 2022, the Company focused on progressing and completing the Feasibility Study, preparation work and permitting of the demonstration plant, and the preparation of the final ESIA. The Company completed the Feasibility Study in the quarter.
- In the four quarters from January to December 2023, the Company focused on awarding the EPCM contract and initiating Phase 1 with the gap analysis work, as well as on the completion and submission of the ESIA. The number of employees at the Project site has risen continuously in relation to the demonstration plant site preparation and commissioning, which was completed in the quarter ended June 30, 2024. Expenses in the quarter ended March 31, 2024 increased due to marketing activities, consulting and legal fees.
- In the eight quarters from July 2022 to June 2024, the Company also incurred expenses related to the evaluation of a potential dissolution plant at the Port of Bécancour in Québec, Canada, which would produce high-purity manganese products for the North American EV market.

## **6. Quarterly Financial Review (continued)**

Fluctuations in the level of quarterly administrative expenditures is mainly attributed to the following:

- Compared to the other periods, the quarter ended December 31, 2022, was significantly impacted by an unrealized foreign exchange gain relating to the revaluation of the EPCS Option and in the quarter ended March 31, 2023, other administrative expenses increased mainly as a result of a higher number of employees in the corporate office in Canada along with short term incentive payments paid during the quarter, and higher legal and professional fees relating to the project financing efforts. Short term incentives were also paid during the quarter ended March 31, 2024.
- The increase in expenses in the recent three quarters is also due to interest expense related to the Funding Package.
- In the five most recent quarters from April 2023 to June 2024, the interest income from bank deposits partially offset administrative expenditures.

## 6. Quarterly Financial Review (continued)

Three months ended June 30, 2024, compared to the three months ended June 30, 2023

	Three Months Ended June 30,	
	2024	2023
(expressed in thousands of Canadian dollars, except per share data)	\$	\$
<b>Revenue</b>	<b>1,315</b>	—
Cost of sales	<b>(1,478)</b>	—
<b>Gross loss</b>	<b>(163)</b>	—
Chvaletice Project evaluation expenses	<b>(1,826)</b>	(604)
Other evaluation expenses	<b>(2)</b>	(51)
Corporate and administrative expenses	<b>(1,604)</b>	(1,721)
Gain on derivative instruments	—	—
<b>Operating loss</b>	<b>(3,595)</b>	(2,376)
Interest income	<b>191</b>	272
<b>Loss before financing and income tax</b>	<b>(3,404)</b>	(2,104)
Finance expense	<b>(984)</b>	—
<b>Loss for the period</b>	<b>(4,388)</b>	(2,104)
<b>Other comprehensive income (loss) for the period</b>	<b>110</b>	—
<b>Comprehensive loss for the period</b>	<b>(4,278)</b>	(2,104)
<b>Basic and diluted loss per common share</b>	<b>\$0.01</b>	\$0.01



## 6. Quarterly Financial Review (continued)

Revenue for the three months ended June 30, 2024 and 2023, was \$1,314,365 and nil, respectively. Revenue was generated from the sale of specialty steel products from EPCS which was acquired in the quarter ended December 2023. Gross losses for the three months ended June 30, 2024 and 2023, were \$163,823 and nil, respectively. The gross loss is due to high depreciation on assets revalued at acquisition of EPCS.

Chvaletice Project evaluation expenses for the three months ended June 30, 2024 and 2023, were \$1,825,665 and \$604,092, respectively. The increase over the comparative quarter in fiscal 2023 is mainly related to the increase in engineering and marketing activities. The main variances include: an increase of \$1,098,411 in engineering costs due to the EPCM work consisting of early FEED activities and the engagement of a Project Director for the Chvaletice Manganese Plant; a \$151,773 increase in marketing activities due to higher cost for services related to the Project's product marketing and consulting fees; and an increase of \$34,972 in supplies and rentals due to land rental from the Municipality of Chvaletice. The overall increase in the Chvaletice Project evaluation costs was partially offset by a decrease of \$28,332 in travel due to fewer visits to site; a \$16,522 decrease in legal and professional fees due to lower costs for land purchase negotiations; and a decrease of \$15,938 in share-based compensation due to the partial vesting of a share option grant in the comparative quarter.

Other evaluation expenses for the three months ended June 30, 2024 and 2023, were \$2,277 and \$51,250, respectively. In the comparative period, these costs mostly represent the scoping study and due diligence related to the Company's evaluation of opportunities in the North American market, particularly the potential Port of Bécancour dissolution plant in Québec, Canada. The decrease of \$48,974 in costs over the comparative quarter is mainly attributable to limited activity at the project as further progress is subject to financing. Other evaluation costs in the current quarter are net of \$14,419 from the National Research Council of Canada's Industrial Research Assistance Program ("IRAP") compared to \$11,446 in the same quarter in 2023.

The \$116,588 decrease in corporate and administrative expenses for the three months ended June 30, 2024, compared to the same quarter in 2023, is mainly attributable to: a \$103,090 decrease in legal and professional expenses due to lower fees for consulting work compared to the previous period; a decrease of \$100,188 in share-based compensation due to partial vesting of a share option grant in the comparative quarter; a \$37,143 decrease in office, general and administrative costs due to decreased IT, communications, and other administrative expenses; a decrease of \$29,688 in depreciation due to the acquisition of a lease asset relating to a land parcel at the project site adjacent to the tailings area in the quarter ended March 31, 2024; a \$23,392 and \$18,289 decrease in travel and conferences, respectively, due to the attendance of fewer conferences, campaigns, and promotional activities; and a \$17,273 decrease in remuneration due to fewer number of employees in the corporate office in Canada. The overall decrease in administrative costs was partially offset by an increase of \$20,535 in investor relations expenses due to more campaigns and promotional activities in the current period; and a \$14,264 increase in filing and compliance fees in the current period. Additionally, the Company recorded a foreign exchange loss of \$160,765 in the current quarter compared to a foreign exchange gain of \$40,881 in the same quarter in 2023. The Company recorded a decrease of \$80,725 in interest earned on the Company's bank deposits and an increase of \$983,649 in finance expenses due to the interest expense incurred in relation to the Funding Package.

## 6. Quarterly Financial Review (continued)

Nine months ended June 30, 2024, compared to the nine months ended June 30, 2023

	<b>Nine Months Ended June 30,</b>	
	<b>2024</b>	<b>2023</b>
(expressed in thousands of Canadian dollars, except per share data)	<b>\$</b>	<b>\$</b>
<b>Revenue</b>	<b>2,512</b>	<b>—</b>
Cost of sales	<b>(2,998)</b>	<b>—</b>
<b>Gross loss</b>	<b>(486)</b>	<b>—</b>
Chvaletice Project evaluation expenses	<b>(5,747)</b>	<b>(3,344)</b>
Other evaluation expenses	<b>(26)</b>	<b>(348)</b>
Corporate and administrative expenses	<b>(5,420)</b>	<b>(5,610)</b>
Gain on derivative instruments	<b>316</b>	<b>—</b>
<b>Operating loss</b>	<b>(11,363)</b>	<b>(9,302)</b>
Interest income	<b>303</b>	<b>519</b>
<b>Loss before financing and income tax</b>	<b>(11,060)</b>	<b>(8,783)</b>
Finance expense	<b>(2,170)</b>	<b>—</b>
<b>Loss for the period</b>	<b>(13,230)</b>	<b>(8,783)</b>
<b>Other comprehensive income (loss) for the period</b>	<b>(116)</b>	<b>—</b>
<b>Comprehensive loss for the period</b>	<b>(13,346)</b>	<b>(8,783)</b>
<b>Basic and diluted loss per common share</b>	<b>\$0.03</b>	<b>\$0.02</b>

## 6. Quarterly Financial Review (continued)

Revenue for the nine months ended June 30, 2024 and 2023, was \$2,511,949 and nil, respectively. Revenue was generated from the sale of specialty steel products from EPCS which was acquired in the quarter ended December 2023. Gross losses for the nine months ended June 30, 2024 and 2023, were \$485,393 and nil, respectively. The gross loss is due to high depreciation on assets revalued at acquisition of EPCS.

Chvaletice Project evaluation expenses for the nine months ended June 30, 2024 and 2023, were \$5,747,090 and \$3,343,785, respectively. The increase over the comparative period in fiscal 2023 is mainly related to the increase in marketing activities, engineering, and legal fees. The main variances include: a \$1,102,129 increase in marketing activities due to higher cost for services related to the Project's product marketing and consulting fees; an increase of \$759,597 in engineering costs due to the EPCM work consisting of gap analysis work in the comparative period, and early FEED activities in the current period, and the engagement of a Project Director for the Chvaletice Manganese Plant; an increase of \$568,950 in legal and professional fees mainly related to land access rights negotiations; a \$42,031 increase in supplies and rentals mainly due to the inflationary increase of the land rental from the Municipality of Chvaletice; and a \$15,404 increase in remuneration reflecting high inflation in the Czech Republic. The overall increase in the Chvaletice Project evaluation costs was partially offset by a decrease of \$65,708 in share-based compensation due to the partial vesting of a share option grant in the comparative period and \$19,098 in travel due to fewer visits to site.

Other evaluation costs for the nine months ended June 30, 2024 and 2023, were \$26,223 and \$347,977, respectively. These costs mostly represent the scoping study and due diligence related to the Company's evaluation of opportunities in the North American market, particularly the potential Port of Bécancour dissolution plant in Québec, Canada. The decrease of \$321,754 in costs over the comparative period is mainly attributable to limited activity at the project as further progress is subject to financing. The Company received \$63,609 from IRAP offsetting a portion of these costs, as compared to \$45,905 in the same quarter in 2023.

The \$190,036 decrease in corporate and administrative expenses for the nine months ended June 30, 2024, compared to the same period in 2023, is mainly attributable to: a decrease of \$344,810 in share-based compensation due to partial vesting of a share option grant in the comparative period while no new grants were issued in the current period; a \$279,207 decrease in legal and professional expenses due to lower volume of consulting work compared to the previous period; a decrease of \$158,489 in conferences due to the attendance of fewer conferences in the current period; a \$107,686 decrease in remuneration due to fewer number of employees in the corporate office in Canada and lower short term incentive rewards than in the comparative period; a \$67,563 decrease in office, general and administrative costs due to decreased IT, communications, and other administrative expenses; a decrease of \$26,683 in investor relations due to fewer campaigns and promotional activities in the current period; a \$24,444 decrease in filing and compliance fees in the current period; and a \$16,883 decrease in travel due to the attendance of fewer conferences. The overall decrease in administrative costs was partially offset by an increase of \$33,082 in depreciation of the remaining lease asset relating to a land parcel at the project site adjacent to the tailings area which was subsequently acquired in the quarter ended March 31, 2024; and an increase of \$16,806 in insurance costs. Additionally, the Company recorded a foreign exchange loss of \$291,576 in the nine month period ending June 30, 2024, compared to a foreign exchange gain of \$529,234 in the same period in 2023.

The Company recorded a decrease of \$215,908 in interest earned on the Company's bank deposits and an increase of \$2,170,301 in finance expenses due to the interest expense incurred in relation to the Funding Package.

## **7. Liquidity and Capital Resources**

As at June 30, 2024, the Company held cash and cash equivalents of approximately \$13.2 million. Cash and cash equivalents are held with reputable financial institutions and are invested in highly liquid short-term investments with maturities of one year or less. The funds are not exposed to significant liquidity risk. The use of the proceeds from the Convertible Loan Facility are limited to the development of the Chvaletice Manganese Project. There are no additional restrictions on the ability of the Company to use its funds to meet its obligations.

The increase in cash of \$5.6 million during the nine months ended June 30, 2024, is a result of \$21.7 million of cash generated from financing activities, which mainly represents the net proceeds from the initial US\$20 million tranche of the Convertible Loan Facility. This increase was partially offset by \$7.0 million of cash used in investing activities. The Company made payments in total of \$4.3 million to finalize the acquisition of EPCS and acquired \$0.9 million of cash in the transaction. The Company also made certain land acquisition and option payments of \$2.7 million and \$1.4 million was spent on advancing the commissioning of the demonstration plant. Additionally, \$9.3 million of cash used in operating activities includes the activities of EPCS. Working capital increased by \$6.0 million during the nine months ended June 30, 2024, to \$11.7 million from \$5.7 million at September 30, 2023.

As described in Section 4 of this MD&A, the Company signed definitive agreements on November 28, 2023, with Orion for a non-dilutive US\$100 million Funding Package, which included a two-tranche US\$50 million Convertible Loan Facility and a US\$50 million Royalty Financing. The Company closed the initial US\$20 million tranche of the Convertible Loan Facility on November 29, 2023. Conditions precedent to the US\$30 million tranche of the Convertible Loan Facility include completion of offtake agreements for 40% of the Chvaletice Manganese Project's high-purity manganese production for the first five years of production and securing a strategic investor. Conditions precedent to drawing the US\$50 million Royalty Financing include a final investment decision by the Company's Board of Directors and other conditions precedents typical for this type of financing.

The Convertible Loan Facility bears interest at 12% per annum, payable quarterly, and has an initial maturity of 36 months, which may be extended by Orion up to an additional 36 months. Orion may convert the Convertible Loan Facility into the royalty at any time, while the Company may 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 Project.

In connection with the Funding Package, Orion has been granted comprehensive security over the assets of Mangan and rights of the Project. Conditions precedent to the US\$30 million tranche of the Convertible Loan Facility include completion of offtake agreements for 40% of the Project's high-purity manganese production for the first five years of production and securing a strategic investor. 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, securing a strategic investor, and completion of various technical milestones aligned with the Company's progress to final investment decision, all subject to time limits from the closing date.

The net proceeds from the first tranche of the Convertible Loan Facility enabled the Company to complete the commissioning of the demonstration plant, to finalize the acquisition of EPCS and certain land parcels for the Project, as well as to advance the Project's permitting and to start the early FEED work with Wood. The Company expects that the remaining net proceeds from the first tranche of the Convertible Loan Facility and operating cash from EPCS will not provide sufficient working capital to fund its corporate and project development costs for at least twelve months from the date of this MD&A, which include the continued operation of the demonstration plant for an extended period, paying the remaining deposits for certain land parcels needed for the Project, completing certain early FEED activities of the EPCM contract, completing certain site preparation works, and ongoing general and administration expenses.

## 7. Liquidity and Capital Resources (continued)

In the event the Company is not able to achieve the conditions precedent to secure the US\$30 million tranche of the Convertible Loan Facility, the Company will be required to arrange additional equity or other financing. Its ability 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. Failure to secure the US\$30 million tranche of the Convertible Loan Facility or obtain such additional financing could result in delay or indefinite postponement of further development of the Company's principal project. These factors give rise to material uncertainty that may cast significant doubt upon the Company's ability to continue as a going concern.

In 2022, the Company appointed equity and debt financial advisors to assist with the structuring and securing of debt financing for the Project of US\$757.3 million as well as a working capital facility. The results of the Feasibility Study confirm several factors, including robust project economics, in-demand products, unique environmental credentials, stable jurisdiction, and strong support from leading European institutions, that the Company has reasonable grounds to assume that it will be able to fund the development of the Project (see also Section 4 of this MD&A). However, its ability to arrange additional equity, debt or other financing for the construction and operation of the Project, and/or to progress its North American strategy, will depend principally upon prevailing market conditions and the performance of the Company. Further, there can be no assurance that the Company will satisfy the conditions precedent in order to access the US\$50 million under the Royalty Financing, or that additional funding will be available when needed, if at all, or that it may not be available on terms favorable to the Company. Failure to obtain such additional financing could result in delay or indefinite postponement of the development of the Company's projects.

### *Contractual Commitments*

As at June 30, 2024, the Company was committed to make the minimum annual cash payments, as follows:

	<b>Payments due by period</b>		
	Total	Less than one year	1 - 2 years
	\$	\$	\$
Minimum lease payments	347,908	144,513	203,395
Operating expenditure commitments	610,197	607,021	3,176
<b>Total contractual obligations</b>	<b>958,105</b>	<b>751,534</b>	<b>206,571</b>

In addition to the commitments disclosed above, the Company agreed to acquire a right-of-way for a period of 30 years having an annual rental of 60,000 Czech Koruna (approximately \$3,000).

Additionally, the Company and the Municipality of Chvaletice, being one of the owners of the land underlying the tailings, 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 agreement grants the Company access to a portion of the tailings surface area. The annual rental is 7.46 million Czech Koruna (approximately \$420,000), adjusted for inflation based on the average annual Czech consumer price index for the 12 months of the previous calendar year. The land rental agreement is effective as of July 1, 2022. The first payment of 3.7 million Czech Koruna (\$204,000) was made in July 2022 and the second payment of \$10.4 million Czech Koruna (\$611,000) was made in October 2023.

Other than the conditions imposed on the use of proceeds from the Convertible Loan Facility, the Company is not subject to any externally imposed capital requirements.

## 8. Related Party Transactions

For the three and nine months ended June 30, 2024 and 2023, amounts paid to related parties were incurred in the normal course of operations and measured at the exchange amount, which is the amount of consideration established and agreed to by the transacting parties.

At June 30, 2024, key management personnel include those persons having authority and responsibility for planning, directing and controlling the activities of the Company as a whole, and consisted of the Company's Board of Directors, President and Chief Executive Officer, Chief Financial Officer, Vice President, Commercial, Vice President, Corporate Development and Corporate Secretary, Vice President, Operations, and the Managing Director of the Company's Czech subsidiary.

	Three months ended June 30,		Nine months ended June 30,	
	2024	2023	2024	2023
	\$	\$	\$	\$
Salaries and fees	<b>538,222</b>	529,496	<b>1,862,650</b>	1,850,838
Share-based compensation	<b>279,128</b>	359,955	<b>990,880</b>	1,337,750
	<b>817,350</b>	889,451	<b>2,853,530</b>	3,188,588

At June 30, 2024, amounts owing to directors and officers of the Company for salaries and directors' fees amounted to \$36,588 (September 30, 2023 - \$35,904), and includes salary owing to the Managing Director of Mangan. At both period ends, the amounts also included bonuses owing to the Managing Director of Mangan. Other amounts payable to officers and directors at June 30, 2024, for the reimbursement of office and travel related expenses were \$1,745 (September 30, 2023 - \$3,010).

## 9. Outstanding Share Data

The Company's authorized share capital consists of an unlimited number of common shares without par value. The following common shares, stock options and share purchase warrants were outstanding at August 13, 2024:

	Number of securities
Issued and outstanding common shares	402,669,227
Share options	37,189,269

## **10. Significant Accounting Policies, Estimates and Judgments**

### *Basis of preparation and accounting policies*

The Company's annual consolidated financial statements were prepared in accordance with IFRS as issued by the IASB. Detailed description of the Company's significant accounting policies can be found in Note 3 of the Company's audited consolidated financial statements for the year ended September 30, 2023. Changes to the existing and new accounting policies can be found in the Company's unaudited condensed consolidated interim financial statements for the three and nine months ended June 30, 2024, which were prepared in accordance with IFRS as issued by the IASB, including IAS 34 *Interim Financial Reporting*. The impact of future accounting changes is disclosed in Note 3.3 to the unaudited condensed consolidated interim financial statements for the three and nine months ended June 30, 2024.

### *Significant accounting estimates and judgments*

The preparation of consolidated financial statements in conformity with IFRS requires management to make estimates that affect the reported amounts of assets and liabilities and disclosures of contingent assets and liabilities at the date of the consolidated financial statements, and the reported amounts of revenues and expenses during the reporting period. Areas of judgment and key sources of estimation uncertainty that have the most significant effect are disclosed in Note 3.15 of the Company's consolidated financial statements for the year ended September 30, 2023, and in Note 3.2 of the Company's unaudited condensed consolidated interim financial statements for the three and nine months ended June 30, 2024.

## **11. Financial Instruments and Financial Risk Management**

A description of the Company's financial instruments and financial risks that the Company is exposed to and management of these risks can be found in Notes 10 and 11, respectively, of the Company's consolidated financial statements for the year ended September 30, 2023, and Note 11 of the Company's unaudited condensed consolidated interim financial statements for the three and nine months ended June 30, 2024.

## **12. Internal Controls over Financial Reporting and Disclosure Controls and Procedures**

Management has established processes to provide them with sufficient knowledge to support representations that they have exercised reasonable diligence that: (i) the condensed consolidated interim financial statements for the three and nine months ended June 30, 2024, do not contain any untrue statement of material fact or omit to state a material fact required to be stated or that is necessary to make a statement not misleading in light of the circumstances under which it is made; and (ii) the condensed consolidated interim financial statements for the three and nine months ended June 30, 2024, fairly present in all material respects the financial condition, results of operations and cash flow of the Company.

There was no change in the Company's internal controls over financial reporting that occurred during the three and nine months ended June 30, 2024, that has materially affected, or is reasonably likely to materially affect, the Company's internal controls over financial reporting.

## **12. Internal Controls over Financial Reporting and Disclosure Controls and Procedures (continued)**

### *Disclosure Controls and Procedures*

The Company's management, under the supervision of the Chief Executive Officer ("CEO") and Chief Financial Officer ("CFO") are responsible for establishing and maintaining adequate disclosure controls and procedures. Disclosure controls and procedures are designed to provide reasonable assurance that material information relating to the Company, including its consolidated subsidiaries, is made known to the CEO and CFO during the reporting period. The Company's CEO and CFO believe that the Company's disclosure controls and procedures are effective in providing reasonable assurance that information required to be disclosed under applicable securities regulations is recorded, processed, summarized and reported within the time periods specified in the securities legislation.

There was no change in the Company's disclosure controls and procedures that occurred during the three and nine months ended June 30, 2024, that has materially affected, or is reasonably likely to materially affect, the Company's disclosure controls and procedures.

### *Limitations of Controls and Procedures*

The Company's management, including the President and Chief Executive Officer and Chief Financial Officer, believe that any internal controls over financial reporting and disclosure controls and procedures, no matter how well designed, can have inherent limitations. Therefore, even those systems determined to be effective can provide only reasonable assurance that the objectives of the control system are met.

## **13. Forward-Looking Statements and Risks Notice**

Certain statements in this MD&A 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 the Company, its Chvaletice Manganese Project, its proposed Bécancour Plant 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.



### **13. Forward-Looking Statements and Risks Notice (continued)**

Forward looking information for the Chvaletice Manganese Project includes: statements regarding the Company's ability to progress and deliver FEED under the EPCM contract; the ability to make a positive final investment decision; statements regarding the ability of the Company to obtain remaining surface rights; the Company's expectation that the Land Planning Permit will be obtained in the fourth quarter of 2024, the Construction Permit will be obtained calendar 2025, and the ability to obtain any other regulatory approvals and permits; the continued operation of the demonstration plant; statements regarding the Company's ability to achieve conditions precedent to access further funding from the Convertible Loan Facility or Royalty Financing; the ability of the Company to obtain additional financing, support from European financial institutions; the ability to obtain strategic project status under CRMA and any associated benefits, and the ability to obtain any grants, subsidies, or funding from the EU, Czech state, or under any government program or legislation. In addition, forward looking statements include: statements about the growth and development of the high purity manganese products market; the desirability of the Company's products; the ability of the Company to enter into binding offtake agreements with potential customers on favorable terms or at all; the state of the EV industry; and the use of manganese in batteries.

Regarding the Bécancour Plant, forward-looking statements include, but are not limited to: statements concerning the Company's plans for advancing the Bécancour Plant 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 the timing for completion of the Bécancour feasibility study, the Company's ability to source feedstock, the Company's ability to operate the Bécancour Plant and associated production, the projected growth of the North American demand for high-purity manganese products, any benefits of legislation, the Company's ability to secure offtake 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.

### 13. Forward-Looking Statements and Risks Notice (continued)

Factors that could cause actual results or events to differ materially from current expectations include, among other things: insufficient working capital for the next twelve months which could result in delay, indefinite postponement or curtailment of the Chvaletice Manganese Project or the ability of the Company to continue as a going concern; lack of additional funding to continue operations as planned and failure to secure any grants, subsidies or other benefits from government programs; the inability to develop adequate processing capacity and production; the availability and cost of equipment, consumables, 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; risks and uncertainties related to the accuracy of mineral resource and reserve estimates; the price of HPEMM and HPMSM; total costs of production; diminishing quantities or grades of mineral resources and reserves; the inability to secure sufficient offtake agreements; the inability to meet conditions under the Company's secured credit facility and risks related to granting security; the inability to access the next US\$30 million of financing under the secured loan; unexpected results or unsuccessful completion of the various stages of the EPCM contract; and changes in project parameters as plans evolve. For the Bécancour Plant, 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 Plant; cost escalation for reagents, labour, power and other cost increases; inability to secure key reagents; 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 the feasibility study or other technical studies or unexpected results; risks and uncertainties related to limited feedstock supply options; and the inability to secure offtake agreements.

Additional factors that could cause results or events to differ materially from current expectations include: execution risk; risks related to 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; social unrest or war; the possibility that future results will not be consistent with the Company's expectations; increase in competition, developments in EV battery markets and chemistries; risks related to fluctuations in currency exchange rates; changes in laws or regulations; and regulation by various governmental agencies and changes or deterioration in market and general economic conditions.

For a further discussion of risks relevant to the Company, see "Risk Factors" in the Company's annual information form for the year ended September 30, 2023, available on the Company's SEDAR+ profile at [www.sedarplus.ca](http://www.sedarplus.ca).

Although the forward-looking statements contained in this MD&A 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 MD&A 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 MD&A.