EURO MANGANESE

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

*** Exercise Your *Right* to Vote ***
IMPORTANT NOTICE Regarding the Availability of Proxy Materials for the Shareholder Meeting to be held on 29 February 2024

Meeting Information

Meeting Type: 2024 Annual General and Special Meeting
For holders as of: 25 January, 2024 at 5:00pm (Pacific Standard Time) (Shareholders)
25 January, 2024 at 7:00pm (Australian Eastern Daylight Time) (CDI Holders)

Date: Thursday, 29 February 2024   **Time:** *10:00am (Pacific Standard Time)*
Friday, 01 March 2024   *5:00am (Australian Eastern Daylight Time)*
Location: *To be held online at meetnow.global/M97DSSF*

You are receiving this communication because you hold CDIs in the above named company. This is not a ballot. You cannot use this notice to vote the shares underlying the CDIs. This communication presents only an overview of the more complete proxy materials that are available to you on the Internet. You may view the proxy materials online at **www.investorvote.com.au** or easily request a paper copy (see reverse side). We encourage you to access and review all of the important information contained in the proxy materials before voting. For your vote to be effective it must be received by 5.00am (Australian Eastern Daylight Time) on Saturday, 24 February 2024 equivalent to 10:00am (Vancouver Time) on Friday, 23 February 2024.

See the reverse side of this notice to obtain proxy materials and voting instructions ➔

To vote online, 24 hours a day, 7 days a week:
www.investorvote.com.au

☑ **Cast your vote**
☑ **Access the meeting documents**
☑ **Review and update your securityholding**

Your secure access information is:

Control Number: 999999

SRN/HIN: I9999999999   **PIN: 99999**

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

Before You Vote

How to Access the Proxy Materials

Proxy Materials Available to VIEW or RECEIVE:

CDI Voting Instruction Form   Notice of Meeting and Proxy Statement   Annual Report

How to View Online:
Have the 6-Digit Control Number available (located on the front of this document) and visit:
www.investorvote.com.au

How to Request and Receive a PAPER or E-MAIL Copy:
If you want to receive a paper or e-mail copy of these documents, you must request one. There is NO charge for requesting a copy. Please choose one of the following methods to make your request:

1) BY TELEPHONE: (within Australia) 1300 850 505 or (outside Australia) +61 3 9415 4000
2) BY E-MAIL*: Web.Queries@computershare.com.au

Please make the request as instructed above on or before Monday, 19 February 2024 (Australian Eastern Daylight Time) to facilitate timely delivery.

* If requesting materials by e-mail, please send an e-mail containing your registered name, address and SRN/HIN.

How To Vote

Please Choose One of the Following Voting Methods

Vote By Internet: To vote now by internet, go to *www.investorvote.com.au.* Have the 6-Digit Control Number available and follow the instructions.

Vote By Mail: You can vote by mail using the CDI voting instruction form included in this mailpack.

Vote in Person: If CDI Holders wish to attend, speak and vote at the meeting, you must instruct CHESS Depositary Nominees Pty Limited or its custodian to nominate you as its proxy on your CDI Voting Instruction Form. See the CDI Voting Instruction Form for more information.

Voting Items

The Board of Directors recommends you vote FOR the following:

1. Election of Directors
Nominees:
  1.1 John Webster
  1.2 Matthew P. James
  1.3 David B. Dreisinger
  1.4 Gregory P. Martyr
  1.5 Thomas M. Stepien

2. An ordinary resolution approving an increase to the maximum aggregate amount of directors' fees that may be paid to the Corporations's non-executive directors as a group, from CAD$245,000 to CAD$290,000 per annum,to provide for an additional non-executive director to be added during the year from a strategic industry investor and/or to enhance gender diversity within the Board, in the form of resolution set out on page 13 of the Corporation's management information circular dated January 25, 2024 (the "Circular").

3. Appointment of PricewaterhouseCoopers LLP, Chartered Professional Accountants as Auditors of the Corporation for the ensuing year and authorizing the Directors to fix their remuneration.

4. An ordinary resolution approving the Corporation's 10% rolling stock option plan ("Stock Option Plan") and all unallocated options thereunder,in the form or resolution set out on page 15 of the Circular.

5. An ordinary resolution approving certain amendments to the Stock Option Plan in accordance with the policies of the TSX Venture Exchange,in the form or resolution set out on page 17 of the Circular.

NOTE: Such other business as may properly come before the meeting or any adjournment thereof.

EURO MANGANESE

Need assistance?

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

Online:
www.investorcentre.com/contact

MR SAM SAMPLE
FLAT 123
123 SAMPLE STREET
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SAMPLEVILLE VIC 3030

YOUR VOTE IS IMPORTANT

For your vote to be effective it must be received by **10:00am (Vancouver time) on Friday, February 23, 2024. (equivalent to 5:00am AEDT on Saturday, February 24, 2024.)**

CDI Voting Instruction Form

How to Vote on Items of Business

Each CHESS Depositary Interest (CDI) is equivalent to one share of Company Common Stock, so that every 1 (one) CDI registered in your name at January 25, 2024 entitles you to one vote.

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

SIGNING INSTRUCTIONS FOR POSTAL FORMS

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

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

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

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

Lodge your Form: **XX**

By Mail:

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

By Fax:

1800 783 447 within Australia or
+61 3 9473 2555 outside Australia

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

You may elect to receive meeting-related documents, or request a particular one, in electronic or physical form and may elect not to receive annual reports. To do so, contact Computershare.

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

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■ CDI Voting Instruction Form

Please mark ☒ to indicate your directions

| Step 1 | CHESS Depositary Nominees Pty Ltd will vote as directed | **XX** |

Voting Instructions to CHESS Depositary Nominees Pty Ltd

I/We being a holder of CHESS Depositary Interests of Euro Manganese Inc. hereby direct CHESS Depositary Nominees Pty Ltd to vote the shares underlying my/our holding at the Annual General and Special Meeting of Euro Manganese Inc. to be held online at https://meetnow.global/M97DSSF on Thursday, February 29, 2024 at 10:00 am (Vancouver Time) and at any adjournment or postponement of that meeting.

By execution of this CDI Voting Form the undersigned hereby authorises CHESS Depositary Nominees Pty Ltd to appoint such proxies or their substitutes to vote in their discretion on such business as may properly come before the meeting.

| Step 2 | Items of Business |

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

1. Election of Directors
Nominees:

		For	Abstain*
1.1	John Webster	☐	☐
1.2	Matthew P. James	☐	☐
1.3	David B. Dreisinger	☐	☐
1.4	Gregory P. Martyr	☐	☐
1.5	Thomas M. Stepien	☐	☐

		For	Against	Abstain
2.	**Approval of Fees to Non-Executive Directors** An ordinary resolution approving an increase to the maximum aggregate amount of directors' fees that may be paid to the Corporation's non-executive directors, as a group, from CAD$245,000 to CAD$290,000 per annum, to provide for an additional non-executive director to be added during the year from a strategic industry investor and/or to enhance gender diversity within the Board, in the form of resolution set out on page 13 of the Corporation's management information circular dated January 25, 2024 (the "**Circular**").	☐	☐	☐

		For	Abstain*
3.	**Appointment of Auditors** Appointment of PricewaterhouseCoopers LLP, Chartered Professional Accountants as Auditors of the Corporation for the ensuing year and authorizing the Directors to fix their remuneration.	☐	☐

		For	Against	Abstain
4.	**Re-approval of Stock Option Plan** An ordinary resolution approving the Corporation's 10% rolling stock option plan (the "Stock Option Plan") and all unallocated options thereunder, in the form of resolution set out on page 15 of the Circular.	☐	☐	☐
5.	**Amendment to Stock Option Plan** An ordinary resolution approving certain amendments to the Stock Option Plan in accordance with the policies of the TSX Venture Exchange, in the form of resolution set out on page 17 of the Circular.	☐	☐	☐

*Under Canadian securities laws, the form of proxy to be provided must only allow security holders to vote in favour of, or to withhold their vote in respect of, a resolution to elect a director or in respect of appointment of auditor, but not to vote against it. For further information, see "Background Information for CDI Holders" in the Corporation's Management Information Circular.

| Step 3 | Signature of Securityholder(s) | *This section must be completed.* |

Individual or Securityholder 1

Securityholder 2

Securityholder 3

____ / ____ / ____

Sole Director & Sole Company Secretary | Director | Director/Company Secretary | Date

Update your communication details *(Optional)*

Mobile Number

Email Address

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

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