



**Euro  
Manganese  
Inc.**

**CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS  
FOR THE THREE AND NINE MONTHS ENDED June 30, 2020 AND 2019  
(unaudited)**

## Contents

### Financial Statements

[Condensed Consolidated Interim Statements of Financial Position](#)

[Condensed Consolidated Interim Statements of Loss and Comprehensive Loss](#)

[Condensed Consolidated Interim Statements of Changes in Shareholders' Equity](#)

[Condensed Consolidated Interim Statements of Cash Flows](#)

### Notes to the Condensed Consolidated Interim Financial Statements

[Note 1 - Nature of Operations and Going Concern](#)

[Note 2 - Basis of Preparation](#)

[Note 3 - Significant Accounting Policies, Estimates and Judgments](#)

[Note 4 - Exploration and Evaluation Assets](#)

[Note 5 - Property and Equipment](#)

[Note 6 - EPCS Option and Other Assets](#)

[Note 7 - Deferred Consideration](#)

[Note 8 - Bank Loan](#)

[Note 9 - Equity](#)

[Note 10 - Related Party Transactions](#)

[Note 11 - Fair Value Measurement of Financial Instruments](#)

[Note 12 - Segmented Information](#)

[Note 13 - Commitments](#)

[Note 14 - Events after the Reporting Period](#)

## Condensed Consolidated Interim Statements of Financial Position

Euro Manganese Inc.

(expressed in Canadian dollars - unaudited)

	Note	June 30, 2020 \$	September 30, 2019 \$
<b>ASSETS</b>			
<b>Current assets</b>			
Cash		441,980	4,084,694
Prepaid expenses		320,261	112,864
Accounts receivable		40,007	45,148
		<b>802,248</b>	4,242,706
<b>Non-current assets</b>			
Exploration and evaluation assets	4	1,249,086	1,249,086
Property and equipment	5	381,657	368,952
Other assets	6	239,534	232,794
Option	6	815,000	815,000
<b>Total assets</b>		<b>3,487,525</b>	6,908,538
<b>LIABILITIES</b>			
<b>Current liabilities</b>			
Accounts payable		435,721	581,722
Due to related parties	10	311,353	170,618
Lease liability		44,104	—
Deferred consideration	7	—	275,838
		<b>791,178</b>	1,028,178
<b>Non-current liabilities</b>			
Government loan	8	40,000	—
<b>Total liabilities</b>		<b>831,178</b>	1,028,178
<b>EQUITY</b>			
Share capital		24,573,413	22,973,236
Equity reserves		2,432,264	2,182,856
Deficit		(24,349,330)	(19,275,732)
<b>Total shareholders' equity</b>		<b>2,656,347</b>	5,880,360
<b>Total liabilities and shareholders' equity</b>		<b>3,487,525</b>	6,908,538

Nature of Operations and Going Concern (Note 1)

Events after the Reporting Period (Note 14)

Approved on behalf of the Board of Directors on August 12, 2020

*"Marco Romero"*

Marco Romero, Director

*"John Webster"*

John Webster, Director

The accompanying notes are an integral part of these condensed consolidated interim financial statements.

## Condensed Consolidated Interim Statements of Loss and Comprehensive Loss

Euro Manganese Inc.

(expressed in Canadian dollars, except for number of shares outstanding - unaudited)

	Three Months Ended June 30,		Nine Months Ended June 30,	
	2020	2019	2020	2019
	\$	\$	\$	\$
<b>Project evaluation expenses</b>				
Engineering	169,007	465,811	1,553,114	1,622,380
Remuneration	206,608	278,712	721,942	774,737
Share-based compensation	18,853	71,822	87,715	209,292
Drilling, sampling and surveys	—	—	3,690	209,380
Metallurgical	—	27,580	41,408	249,826
Travel	—	16,281	63,782	86,762
Legal and professional fees	997	96,696	137,237	275,419
Geological	1,031	61,269	78,797	196,495
Market studies	9,633	63,111	83,043	168,735
Supplies and rentals	1,645	45,304	18,250	95,681
	<b>407,774</b>	<b>1,126,586</b>	<b>2,788,978</b>	<b>3,888,707</b>
<b>Other expenses</b>				
Remuneration	196,693	323,767	772,856	983,464
Share-based compensation	35,750	93,474	161,693	401,093
Total remuneration	232,443	417,241	934,549	1,384,557
Legal and professional fees	108,945	63,107	351,952	188,336
Investor relations	16,714	73,273	134,095	260,412
Product sales and marketing	105,088	—	238,038	19,330
Travel	403	127,816	85,293	230,304
Filing and compliance fees	55,304	30,968	164,106	188,722
Office, general and administrative	45,899	99,012	130,449	147,118
Accretion expense	26,034	13,751	92,078	50,229
Insurance	26,689	26,777	74,728	76,959
Office rent	—	13,108	—	47,298
Conferences	—	9,276	23,138	10,296
Depreciation	18,557	3,764	56,194	15,730
	<b>636,076</b>	<b>878,093</b>	<b>2,284,620</b>	<b>2,619,291</b>
<b>Loss and comprehensive loss for the period</b>	<b>1,043,850</b>	<b>2,004,679</b>	<b>5,073,598</b>	<b>6,507,998</b>
<b>Weighted average number of common shares outstanding - basic and diluted</b>	<b>185,098,889</b>	<b>171,873,706</b>	<b>178,844,429</b>	<b>171,022,910</b>
<b>Basic and diluted loss per common share</b>	<b>\$0.01</b>	<b>\$0.01</b>	<b>\$0.03</b>	<b>\$0.04</b>

The accompanying notes are an integral part of these condensed consolidated interim financial statements.

## Condensed Consolidated Interim Statements of Changes in Shareholders' Equity

Euro Manganese Inc.

(expressed in Canadian dollars, except for number of shares outstanding - unaudited)

	Attributable to equity shareholders of the Company				
	Share Capital	Share Capital	Equity Reserves	Deficit	Shareholders' Equity (Deficit)
	#	\$	\$	\$	\$
Balance at October 1, 2018	160,509,600	19,972,416	1,482,544	(10,958,327)	10,496,633
Shares and warrants issued for cash, net of expenses	10,000,000	2,232,609	48,890	—	2,281,499
Warrants exercised	2,335,145	333,593	(76,727)	—	256,866
Shares issued as part of broker fees	200,000	50,000	—	—	50,000
Shares issued as deferred consideration repayment	1,428,570	300,000	—	—	300,000
Share-based compensation	—	—	610,385	—	610,385
Loss and comprehensive loss for the period	—	—	—	(6,507,998)	(6,507,998)
Balance at June 30, 2019	174,473,315	22,888,618	2,065,092	(17,466,325)	7,487,385
<b>Balance at October 1, 2019</b>	<b>175,065,435</b>	<b>22,973,236</b>	<b>2,182,856</b>	<b>(19,275,732)</b>	<b>5,880,360</b>
Shares issued in private placement, net of expenses	6,616,283	717,523	—	—	717,523
Shares issued as payment of services	3,723,917	582,654	—	—	582,654
Shares issued as repayment of deferred consideration	3,333,333	300,000	—	—	300,000
Share-based compensation	—	—	249,408	—	249,408
Loss and comprehensive loss for the period	—	—	—	(5,073,598)	(5,073,598)
<b>Balance at June 30, 2020</b>	<b>188,738,968</b>	<b>24,573,413</b>	<b>2,432,264</b>	<b>(24,349,330)</b>	<b>2,656,347</b>

The accompanying notes are an integral part of these condensed consolidated interim financial statements.

## Condensed Consolidated Interim Statements of Cash Flows

Euro Manganese Inc.

(expressed in Canadian dollars - unaudited)

	Note	Nine Months Ended June 30,	
		2020	2019
		\$	\$
<b>Operating activities</b>			
Net loss for the period		(5,073,598)	(6,507,998)
Less non-cash transactions:			
Share-based compensation		249,408	610,385
Depreciation		56,194	15,730
Lease liability accretion		67,916	—
Accretion expense	7	24,162	50,229
Other income		5,023	—
		(4,670,895)	(5,831,654)
Changes in non-cash working capital items:			
Accounts payable		57,504	(203,277)
Accounts receivable		5,141	71,704
Prepaid expenses		92,603	11,380
Due to related parties		214,861	(175,393)
		370,109	(295,586)
<b>Cash used in operating activities</b>		<b>(4,300,786)</b>	<b>(6,127,240)</b>
<b>Financing activities</b>			
Common shares issued for cash, net of expenses		717,523	2,085,777
Lease principal payments		(88,394)	—
Exercise of warrants		—	256,866
Proceeds from government loan	8	40,000	—
<b>Cash generated from financing activities</b>		<b>669,129</b>	<b>2,342,643</b>
<b>Investing activities</b>			
Option and deposit for land		(6,740)	(1,049,550)
Property and equipment acquisition	5	(4,317)	(21,607)
<b>Cash used in investing activities</b>		<b>(11,057)</b>	<b>(1,071,157)</b>
<b>Decrease in Cash</b>		<b>(3,642,714)</b>	<b>(4,855,754)</b>
Cash - beginning of period		4,084,694	10,368,002
<b>Cash - end of period</b>		<b>441,980</b>	<b>5,512,248</b>
<b>Non-cash transactions excluded from above:</b>			
Common shares issued in private placement		300,000	—
Prepaid expenses		(300,000)	—
Common shares issued as payment for financing services		—	(50,000)
Share issue cost		—	50,000
Warrants issued as payment of broker fees			
Equity reserves		—	(48,890)
Share capital		—	48,890
Exercise of broker warrants			
Equity reserves		—	76,727
Share capital		—	(76,727)
Repayment of deferred consideration commitment			
Share capital		300,000	300,000
Deferred share payment commitment		(300,000)	(300,000)

The accompanying notes are an integral part of these condensed consolidated interim financial statements.

## Notes to the Condensed Consolidated Interim Financial Statements

Euro Manganese Inc.

(expressed in Canadian dollars - unaudited)

### 1. Nature of Operations and Going Concern

Euro Manganese Inc. (the "Company") was incorporated as a private company under the British Columbia Business Corporations Act on November 24, 2014. The Company completed an initial public offering ("IPO") of its shares on the Australia Securities Exchange ("ASX") on September 28, 2018, and completed an IPO on the TSX Venture Exchange ("TSX-V") on October 2, 2018. The Company's common shares commenced trading on the TSX-V and CHESS Depositary Interests ("CDIs", with each CDI representing one common share) started trading on the ASX on October 2, 2018, under the symbols "EMN.V" and "EMN.AX", respectively. The Company is focused on the evaluation and potential development of the Chvaletice deposit, which involves the re-processing of a manganese deposit hosted in historic mine tailings in the Czech Republic (the "Chvaletice Manganese Project"), for the production of high-purity electrolytic manganese metal ("HPEMM") and high-purity manganese sulphate monohydrate ("HPMSM").

The Company's corporate offices are located at 1040 West Georgia Street, Suite 1500, Vancouver, B.C., Canada, and its registered offices are located at 666 Burrard Street, Suite 1700, Vancouver, B.C., Canada.

These condensed consolidated interim financial statements have been prepared on a going concern basis, which contemplates the realization of assets and the satisfaction of liabilities in the normal course of business. Several conditions discussed below give rise to material uncertainties that may cast significant doubt on this assumption.

As an early stage resource development company, it does not own any properties with established reserves, has no operating revenues and is unable to self-finance its operations. Further, there is no assurance that the evaluation and acquisition activities executed or planned by the Company for the Chvaletice Manganese Project will result in the development of a profitable commercial operation. The Company will likely operate at a loss while the Company is evaluating the potential of the Chvaletice Manganese Project.

At June 30, 2020, the Company's equity totaled \$2,656,347 (September 30, 2019 - \$5,880,360) and working capital totaled \$11,070 (September 30, 2019 - \$3,214,528), including cash of \$441,980 (September 30, 2019 - \$4,084,694). The loss for the three and nine months ended June 30, 2020 was \$1,043,850 and \$5,073,598, respectively (three and nine months ended June 30, 2019 - \$2,004,679 and \$6,507,998, respectively) while cash used in operating activities was \$4,300,786 during the nine months ended June 30, 2020 (nine months ended June 30, 2019 - \$6,127,240). The Company's capital resources are not expected to provide sufficient working capital to fund its corporate and committed project development costs for at least twelve months from the date of these financial statements.

Following the period end, the Company announced a brokered private placement for approximate net proceeds of \$3.81 million (Note 14); however, additional funding will be required for working capital, further evaluation and development work including the completion of feasibility studies, environmental studies, permitting, as well as the potential future construction of infrastructure and facilities for the Chvaletice Manganese Project. The ability of the Company to arrange such equity or other financing in the future will depend principally upon prevailing market conditions and the performance of the Company. There can be no assurance that additional funding will be available when needed, if at all, or 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 principal property. The consolidated financial statements do not reflect adjustments in the carrying values of the assets and liabilities, the reported expenses and the balance sheet classifications used, that would be necessary if the Company were unable to realize its assets and settle its liabilities as a going concern in the normal course of operations. Such adjustments could be material.

On March 11, 2020, the World Health Organization declared a global pandemic related to COVID-19. The impacts on the global economy and commerce have already been significant and are expected to continue in the future. To date, the impact on the Company's operations has not been significant; however, some delays in the progress of the Chvaletice Manganese Project were experienced and immediate cost cutting measures were put in place. The duration of the pandemic and its impact on global financial markets, have impacted the Company's ability to access financing.

## Notes to the Condensed Consolidated Interim Financial Statements

Euro Manganese Inc.

(expressed in Canadian dollars - unaudited)

### 2. Basis of Preparation

#### 2.1 Statement of compliance

These condensed consolidated interim financial statements have been prepared in accordance with International Financial Reporting Standards ("IFRS"), as issued by the International Accounting Standards Board ("IASB"), applicable to the preparation of interim financial statements, including IAS 34 *Interim Financial Reporting*. The comparative information has also been prepared on this basis.

These condensed consolidated interim financial statements do not include all the information required for full annual financial statements and therefore should be read in conjunction with our audited consolidated financial statements for the year ended September 30, 2019.

These condensed consolidated interim financial statements were prepared by management and approved by the Board of Directors of the Company (the "Board") on August 12, 2020.

#### 2.2 Basis of measurement

These condensed consolidated interim financial statements have been prepared using the accrual basis of accounting except for cash flow information. In addition, these condensed consolidated interim financial statements have been prepared on the historical cost basis.

#### 2.3 Basis of consolidation

These condensed consolidated interim financial statements incorporate the accounts of the Company and the entity controlled by the Company. The Company controls an entity when it is exposed to, or has rights to, variable returns from its involvement with the entity and has the ability to affect those returns through its power over the entity. The condensed consolidated interim financial statements include the accounts of the Company's subsidiaries from the date of control commences until the date that control ceases. The financial statements of its wholly owned subsidiary, Mangan Chvaletice s.r.o. ("Mangan"), are included in the condensed consolidated interim financial statements for both periods presented. All significant intercompany transactions and balances have been eliminated.

### 3. Significant Accounting Policies, Estimates and Judgments

#### 3.1 Change in accounting policies

The accounting policies applied in the preparation of these condensed consolidated interim financial statements are consistent with those applied and disclosed in the Company's audited consolidated financial statements for the year ended September 30, 2019, except for the following:

##### IFRS 16 *Leases*

On October 1, 2019, the Company adopted the requirements of IFRS 16 *Leases* ("IFRS 16"). IFRS 16 sets out the principles for the recognition, measurement, presentation and disclosure of leases and requires lessees to account for all leases under a single on-balance sheet model. The Company elected to apply IFRS 16 using a modified retrospective approach and recognized the cumulative effect of adopting IFRS 16 in an adjustment to the opening statement of financial position at October 1, 2019. As a result, the comparative information has not been restated and continues to be reported under the previous accounting standard, IAS 17 *Leases*. The new accounting policy and the quantitative impact of change are described below.



## Notes to the Condensed Consolidated Interim Financial Statements

Euro Manganese Inc.

(expressed in Canadian dollars - unaudited)

### 3. Significant Accounting Policies, Estimates and Judgments (continued)

At the inception of a contract, the Company assesses whether a contract is, or contains, a lease based on whether the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration. To assess whether a contract conveys the right to control the use of an identified asset, the Company assesses whether:

- The contract involves the use of an identified asset - this may be specified explicitly or implicitly and should be physically distinct or represent substantially all the capacity of a physically distinct asset. If the supplier has a substantive substitution right, then the asset is not identified;
- The Company has the right to obtain substantially all the economic benefits from use of the asset throughout the period of use; and
- The Company has the right to direct the use of the asset. The Company has this right when it has the decision-making rights that are most relevant to changing how and for what purpose the asset is used.

The Company recognizes a right-of-use (“ROU”) asset and a lease liability at the lease commencement date. The ROU asset is initially measured based on the initial amount of the lease liability adjusted for any lease payments made at or before the commencement date, plus any initial direct costs incurred and an estimate of costs to dismantle and remove the underlying asset or to restore the underlying asset or the site on which it is located, less any lease incentives received.

The ROU assets are subsequently depreciated to the earlier of the end of the useful life of the ROU asset or the lease term using the straight-line method as this most closely reflects the expected pattern of consumption of the future economic benefits. The ROU asset is periodically reduced by impairment losses, if any, and adjusted for certain remeasurements of the lease liability.

A lease liability is initially measured at the present value of the lease payments that are not paid at the commencement date discounted by the interest rate implicit in the lease or, if that rate cannot be readily determined, the incremental borrowing rate. The lease liability is subsequently measured at amortized cost using the effective interest method.

Lease payments included in the measurement of the lease liability comprise: fixed payments; variable lease payments that depend on an index or a rate; amounts expected to be payable under any residual value guarantee, and the exercise price under any purchase option that the Company would be reasonably certain to exercise; lease payments in any optional renewal period if the Company is reasonably certain to exercise an extension option; and penalties for any early termination of a lease unless the Company is reasonably certain not to terminate early.

The Company elected not to recognize ROU assets and lease liabilities for short-term leases that have a lease term of twelve months or less and leases of low-value assets. The lease payments associated with these leases are charged directly to statement of loss on a straight-line basis over the lease term.

On adoption of IFRS 16, the Company recorded ROU assets of \$97,781 within property, plant and equipment. The Company recorded lease liabilities of \$97,781 as at October 1, 2019. The weighted average incremental borrowing rate for lease liabilities initially recognized as of October 1, 2019 was 8%.

## Notes to the Condensed Consolidated Interim Financial Statements

Euro Manganese Inc.

(expressed in Canadian dollars - unaudited)

### 3. Significant Accounting Policies, Estimates and Judgments (continued)

	\$
At September 30, 2019	—
Minimum operating lease commitments at September 30, 2019	161,820
Excluded from lease commitments due to cancellation clauses	95,141
Recognition exemption for low value leases	(8,103)
Effect of discounting at the incremental borrowing rate	(151,077)
Lease liabilities arising on initial application of IFRS 16	97,781
Additions - new lease agreements	10,351
Adjustment of lease liability for decrease in future lease payments	(5,524)
Decrease of lease liability due to change in lease term	(38,026)
Cash principal and interest payments	(88,394)
Non-cash accretion	67,916
At June 30, 2020	44,104
Less: Current portion	(44,104)
	—

#### IAS 20 *Accounting for government grants and disclosure of government assistance*

##### Forgivable loans and loans with below-market rate of interest

A forgivable loan is treated as a government grant when there is reasonable assurance that the entity will meet the terms for forgiveness of the loan. The benefit of a government loan at a below-market rate of interest is treated as a government grant which is recognized and measured in accordance with IFRS 9 *Financial instruments*. The benefit of the below-market rate of interest is the difference between the initial carrying value of the loan, discounted over the term of the loan using the incremental borrowing rate for the Company, and the proceeds received.

#### 3.2 Significant estimates and judgments

The preparation of financial statements requires the use of estimates and judgments that affect the amounts reported and disclosed in the consolidated financial statements and related notes. These estimates and judgments are based on management's best knowledge of the relevant facts and circumstances, taking into consideration previous experience, but actual results may differ materially from the amounts included in the financial statements. The significant estimates and judgments applied in the preparation of these unaudited condensed consolidated interim financial statements are consistent with those applied and disclosed in Note 3.13 to the Company's audited consolidated financial statements for the year ended September 30, 2019, except for the significant judgment applied in determining the fair value of the first option payment pursuant to an option agreement (Note 6) where management took into consideration the impact of the COVID-19 pandemic on the Company and the project.

In addition, the Company applied significant judgment in determining the weighted average incremental borrowing rate for lease liabilities, which were initially recognized as of October 1, 2019 (Note 5), and for the loan at below-market rate interest, which was recognized as of April 23, 2020 (Note 8).

## Notes to the Condensed Consolidated Interim Financial Statements

Euro Manganese Inc.

(expressed in Canadian dollars - unaudited)

### 3. Significant Accounting Policies, Estimates and Judgments (continued)

#### **3.3 New standards and pronouncements not yet adopted**

Certain new standards, interpretations, amendments and improvements to existing standards were issued by the IASB that are not mandatory for the June 30, 2020 reporting periods and have not been adopted by the Company and are not expected to have a material impact in the current or future reporting periods and on foreseeable future transactions.

### 4. Exploration and Evaluation Assets

The Company was formed with the objective of evaluating, acquiring, developing and operating the Chvaletice Manganese Project as an HPEMM and HPMSM producer. The Company holds two exploration licenses for the Chvaletice Manganese Project (the "Licenses"), both expiring May 31, 2023. On April 17, 2018, with effect from April 28, 2018, the Company was issued a Preliminary Mining Permit by the Czech Ministry of Environment, referred to by the Ministry as the prior consent of the establishment of the Mining Lease District (the "Preliminary Mining Permit"). The Preliminary Mining Permit, valid until April 30, 2023, covers the areas included in Licenses and secures the Company's rights for the entire deposit. The Preliminary Mining Permit forms one of the prerequisites for the application for the establishment of the Mining Lease District and represents one of the key steps towards final permitting for the project. The establishment of the Mining Lease District, the application for the final Mining Permit, and applications for permits relating to the construction of infrastructure required for the project, are required prior to operation at the Chvaletice Manganese Project.

The acquisition of Mangan included granting a 1.2% net smelter royalty interest and the issue, over a four-year period, of common shares of the Company in five equal tranches, each valued at \$300,000 (Note 7). The carrying value of the Company's exploration and evaluation assets of \$1,249,086 represents the fair value of the initial share consideration following the acquisition date of Mangan on May 13, 2016, as well as the discounted value of the deferred share consideration, as determined by the Company on the acquisition date.

## Notes to the Condensed Consolidated Interim Financial Statements

Euro Manganese Inc.

(expressed in Canadian dollars - unaudited)

### 5. Property and Equipment

	June 30, 2020			Total
	Equipment	Land	Lease assets	
	\$	\$	\$	\$
<b>Cost</b>				
October 1, 2019	82,447	318,729	—	401,176
Adoption of IFRS 16	—	—	97,781	97,781
Additions	4,317	—	4,827	9,144
Disposals and adjustments <sup>(a)</sup>	—	—	(38,026)	(38,026)
<b>June 30, 2020</b>	<b>86,764</b>	<b>318,729</b>	<b>64,582</b>	<b>470,075</b>
<b>Accumulated depreciation</b>				
October 1, 2019	(32,224)	—	—	(32,224)
Additions	(20,093)	—	(36,101)	(56,194)
<b>June 30, 2020</b>	<b>(52,317)</b>	<b>—</b>	<b>(36,101)</b>	<b>(88,418)</b>
<b>Net Book Value</b>				
October 1, 2019	50,223	318,729	—	368,952
<b>June 30, 2020</b>	<b>34,447</b>	<b>318,729</b>	<b>28,481</b>	<b>381,657</b>

<sup>(a)</sup> Change in lease term resulting in decrease of lease asset and lease liability.

	June 30, 2019			Total
	Equipment	Land	Lease assets	
	\$	\$	\$	\$
<b>Cost</b>				
October 1, 2018	58,932	318,729	—	377,661
Additions	21,607	—	—	21,607
June 30, 2019	80,539	318,729	—	399,268
<b>Accumulated depreciation</b>				
October 1, 2018	(8,551)	—	—	(8,551)
Additions	(15,730)	—	—	(15,730)
June 30, 2019	(24,281)	—	—	(24,281)
<b>Net Book Value</b>				
October 1, 2018	50,381	318,729	—	369,110
June 30, 2019	56,258	318,729	—	374,987

## Notes to the Condensed Consolidated Interim Financial Statements

Euro Manganese Inc.

(expressed in Canadian dollars - unaudited)

### 6. EPCS Option and Other Assets

On October 17, 2018, the Company, through its Czech subsidiary Mangan, made the first option payment of 14 million Czech Koruna (\$815,000) as stipulated in an option agreement for the purchase of a 100% interest in EP Chvaletice s.r.o. ("EPCS") dated on August 13, 2018 ("EPCS Option Agreement"). 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.

Pursuant to the EPCS Option Agreement, the Company has the right to acquire a 100% interest in EPCS by making two additional instalments aggregating 126 million Czech Koruna (approximately \$7.32 million) as follows:

- a) an instalment of 42,000,000 Czech Koruna (approximately \$2.41 million at period end), within 60 days of final approval of the environmental impact assessment for the Chvaletice Manganese Project, but no later than three years after signing the EPCS Option Agreement. The three-year term may be extended under certain circumstances by up to one year; and
- b) a final instalment of 84,000,000 Czech Koruna (approximately \$4.81 million at period end), due upon receipt of all development permits for the Chvaletice Manganese Project, but no later than five years after signing the EPCS Option Agreement.

The first payment made on October 17, 2018, is a derivative classified as FVTPL due to the following:

- a) The option is for the acquisition of shares of EPCS rather than a non-monetary asset;
- b) It does not meet any of the scope exceptions from recognition as a derivative under IFRS 9 *Financial Instruments*;
- c) Control of the Company over EPCS is not present until the third option payment is made. The remaining two payments are dependent on the Board's approval and are not legally enforceable by the shareholder of EPCS.

On February 7, 2019, the Company signed an amendment to the EPCS Option Agreement (the "Amendment"), funding, through EPCS, the purchase of several land parcels adjacent to the land owned by EPCS, and thus increasing the Option Agreement value by 3,500,000 Czech Koruna (\$203,220). Pursuant to the Amendment, in the event that EPCS is not ultimately acquired under the EPCS Option Agreement, the ownership of these land parcels will be transferred to Mangan at no additional cost. The Company also incurred transaction costs of \$24,447.

There was no change in the fair value of the option in the three and nine months ended June 30, 2020 (three and nine months ended June 30, 2019 - nil).

On May 11, 2019, the Company signed a purchase contract with the Municipality of Trnavka for a 2.96-hectare parcel of land adjacent to the Chvaletice Manganese Project tailings, on which the Company plans to construct a visual and acoustic barrier between Trnavka and the Chvaletice Manganese Project tailings. The first payment, representing 10% of the total amount, 202,699 Czech Koruna (\$11,867) was paid on May 20, 2019.

## Notes to the Condensed Consolidated Interim Financial Statements

Euro Manganese Inc.

(expressed in Canadian dollars - unaudited)

### 7. Deferred Consideration

The deferred consideration represented the Company's share issuance commitment in connection with the acquisition of its exploration and evaluation assets (Note 4). On May 13, 2020, the Company issued 3,333,333 common shares for a total value of \$300,000, thus settling its remaining commitment. Movement in the deferred consideration during the nine months ended June 30, 2020 and 2019 was as follows:

	Nine months ended June 30,	
	2020	2019
	\$	\$
Balance, beginning of the period	275,838	515,773
Accretion during the period	24,162	50,229
Fair value of share consideration issued during the period	(300,000)	(300,000)
Balance, end of the period	—	266,002
Less: current portion	—	(266,002)
	—	—

### 8. Government Loan

On April 23, 2020, the Company received, through its Canadian banking institution, \$40,000 from the Canada Emergency Business Account, which provides support for Canadian business during COVID-19 pandemic. The loan is interest-free until December 31, 2020, after which it converts into a three-year loan with an interest rate of 5% per annum. If 75% of the principal is repaid before December 31, 2022, the remainder of the loan will be forgiven.

The Company plans to repay the loan by the end of calendar 2021. The loan proceeds received approximated the fair value, therefore, the loan was recorded at its nominal value.

## Notes to the Condensed Consolidated Interim Financial Statements

Euro Manganese Inc.

(expressed in Canadian dollars - unaudited)

### 9. Equity

#### a) Common shares

The Company has unlimited authorized common shares with no par value.

The following is a summary of shares issued during the nine months ended June 30, 2020:

##### i) Shares issued in private placements:

On December 20, 2019, the Company issued 1,200,000 common shares valued at \$0.25 per share in settlement of an account payable. Half of the common shares issued are subject to a contractual resale hold period which expires on November 28, 2020 and the remaining shares are subject to a contractual resale hold period which expires on September 1, 2021.

On April 6, 2020, and May 6, 2020, the Company closed the first and second tranche, respectively, of a private placement for total of 8,738,312 common shares and 401,888 CDIs, at a price of \$0.11 per common share or AUD\$0.13 per CDI, respectively, for aggregate gross proceeds of \$1,005,157 (the "Offering"). As part of the Offering, 2,523,917 common shares for gross proceeds of \$277,631 represent a settlement of certain accounts payable. Fees payable by the Company in connection with the Offering consist of a management fee, payable in cash, of 1% of the aggregate gross proceeds from the Offering.

##### ii) Shares issued as settlement of deferred consideration:

On May 13, 2020, the Company issued a total of 3,333,333 shares at \$0.09 per share as a repayments of \$300,000 in deferred consideration to the original shareholders of Mangan (Note 7).

##### iii) Escrowed securities

Upon the listing of the Company's CDIs and common shares on the ASX and TSX-V, respectively, certain of its securities became subject to escrow. Specifically, under National Policy 46-201 Escrow for Initial Public Offerings ("NP 46-201"), 29,045,361 common shares and 6,400,000 options became subject to escrow. Under the TSX-V's Seed Sale Resale Restrictions ("SSRR"), 778,575 common shares and 225,000 options became subject to escrow. Under the ASX Listing Rules, 25,522,290 common shares, 9,550,000 options and 8,684,015 warrants became subject to escrow.

In many cases, a particular holder, or particular common share, option or warrant, will be subject to escrow under one or more of NP 46-201, SSRR and ASX Listing Rules. In such cases, the particular security will not be released from escrow until the release schedule for all regimes have been met. Accordingly, as at June 30, 2020, the following securities remain subject to escrow and are scheduled to be released as follows:

	Common shares	Options	Warrants
September 28, 2020	25,770,569	7,175,000	5,756,750

#### b) Share options

The Company has a rolling share-based compensation plan (the "Plan") allowing for the reservation of a maximum 10% of the common shares issued and outstanding at any given time for issuance under the Plan. Under the Plan, all share options are granted at the discretion of the Company's Board of Directors. The term of any option granted may not exceed ten years and the exercise price may not be less than the market value of the Company shares.

## Notes to the Condensed Consolidated Interim Financial Statements

Euro Manganese Inc.

(expressed in Canadian dollars - unaudited)

### 9. Equity (continued)

Current outstanding options have an expiry date of ten years and vest over a period of 24 months. A continuity summary of the share options granted and outstanding under the Plan for the nine months ended June 30, 2020 and the year ended September 30, 2019, is presented below:

	June 30, 2020		September 30, 2019	
	Number of share options	Weighted average exercise price (\$ per share)	Number of share options	Weighted average exercise price (\$ per share)
Balance, beginning of the period	15,500,000	0.17	12,525,000	0.15
Options granted	350,000	0.25	3,275,000	0.27
Options expired	(575,000)	0.10	(200,000)	0.25
Options forfeited	—	—	(100,000)	0.25
Balance, end of the period	15,275,000	0.17	15,500,000	0.17

During the nine months ended June 30, 2020, the Company recorded share-based compensation expense of \$249,408 (nine months ended June 30, 2019 - \$610,385) of which \$87,715 has been allocated to project evaluation expenses (nine months ended June 30, 2019 - \$209,292) and \$161,693 to administrative expenses (nine months ended June 30, 2019 - \$401,093).

The average fair value of share options granted in the nine months ended June 30, 2020, was estimated to be \$0.09 per share option. To determine the fair value of the share options granted to employees and a non-employees on the grant date, the Company used the Black-Scholes option pricing model with the following weighted-average assumptions: risk free interest rate of 0.36%, expected life of 9 years, annualized volatility of 90%, dividend and forfeiture rates at nil%, option exercise price of \$0.25 per share option.

Option pricing models require the input of highly subjective assumptions. The expected life of the options considered such factors as the average length of time similar option grants in the past have remained outstanding prior to exercise and the vesting period of the grants. Volatility was estimated based on volatility assumptions of comparable companies. Changes in the subjective input assumptions can materially affect the estimated fair value of the options.

The balance of options outstanding and exercisable at June 30, 2020, is as follows:

Options outstanding & exercisable			Options exercisable <sup>(a)</sup>		
Exercise price (\$ per share)	Number of share options	Weighted average remaining contractual life (years)	Number of share options	Weighted average remaining contractual life (years)	
0.08	1,625,000	5.9	1,625,000	5.9	
0.10	1,450,000	6.8	1,450,000	6.8	
0.11	3,850,000	7.3	3,850,000	7.3	
0.20	3,725,000	7.7	3,725,000	7.7	
0.25	1,900,000	8.7	1,099,999	8.5	
0.28	2,725,000	8.6	1,816,652	8.6	
0.17	15,275,000	7.6	13,566,651	7.5	

<sup>(a)</sup> Certain options are subject to escrow (Note 8 a) iii)).



## Notes to the Condensed Consolidated Interim Financial Statements

Euro Manganese Inc.  
(expressed in Canadian dollars - unaudited)

### 9. Equity (continued)

#### a. Warrants

	June 30, 2020		September 30, 2019	
	Number of warrants	Weighted average exercise price \$	Number of warrants	Weighted average exercise price \$
Balance, beginning of the period	5,756,750	0.34	5,784,015	0.20
Issued	—	—	2,900,000	0.38
Exercised	—	—	(2,927,265)	0.11
Balance, end of the period	5,756,750	0.34	5,756,750	0.34

As at June 30, 2020, the following warrants were outstanding:

Expiry date	Weighted average exercise price (\$)	Number of warrants <sup>(a)</sup>	Weighted average remaining contractual life (years)
February 28, 2021	0.30	2,856,750	0.7
October 1, 2021	0.38	2,900,000	1.3
	0.34	5,756,750	1.0

<sup>(a)</sup> Certain warrants are subject to escrow (Note 8 a) iii)).

### 10. Related Party Transactions

Transactions between the Company and its subsidiary have been eliminated on consolidation and are not disclosed in this note. Details of transactions between the Company and other related parties are disclosed below. Related parties include the Board of Directors and officers, close family members and enterprises that are controlled by these individuals as well as certain consultants performing similar functions.

#### a) Key management compensation

Key management personnel include the Board of Directors and the Chief Executive Officer, Chief Financial Officer, the Managing Director of the Company's Czech subsidiary, the Vice President, Corporate Development and Corporate Secretary, and the Vice President, Project Development.

During the three and nine months ended June 30, 2020, and 2019, the Company incurred the following expenses to officers or directors of the Company or companies with common directors:

	Three months ended June 30,		Nine months ended June 30,	
	2020	2019	2020	2019
	\$	\$	\$	\$
Salaries and consulting fees payable to directors and officers	224,745	377,806	873,304	1,136,786
Directors' and officers' share-based compensation	26,568	87,451	147,628	387,822
	251,313	465,257	1,020,932	1,524,608

## Notes to the Condensed Consolidated Interim Financial Statements

Euro Manganese Inc.

(expressed in Canadian dollars - unaudited)

### 10. Related Party Transactions

#### b) Related party transactions during the three and nine months ended June 30, 2020 and 2019

A Company director is associated with PRK Partners s.r.o. ("PRK"), a legal firm based in the Czech Republic. During the three and nine months ended June 30, 2020, PRK's legal fees charged to the Company totaled \$1,740 and \$148,943, respectively (three and nine months ended June 30, 2019 - \$28,114 and \$168,370, respectively).

#### c) The balances payable to related parties at the period ends were as follows:

	June 30, 2020	September 30, 2019
	\$	\$
Salaries and consulting fees from officers of the Company <sup>(a)</sup>	280,882	71,414
Fees provided by a legal firm associated with a director of the Company	25,232	48,329
Outstanding payable due to officers and directors of the Company	5,239	50,875
	<b>311,353</b>	<b>170,618</b>

<sup>(a)</sup> \$104,090 will be settled in shares, subject to shareholder approval (Note 14).

These transactions were incurred in the normal course of operations.

### 11. Fair Value Measurement of Financial Instruments

Financial instruments measured at fair value are classified into one of three levels in the fair value hierarchy according to the relative reliability of the inputs used to estimate the fair values. The three levels of the fair value hierarchy are:

Level 1: Unadjusted quoted prices in active markets for identical assets or liabilities;

Level 2: Inputs other than quoted prices that are observable for the asset or liability either directly or indirectly; and

Level 3: Inputs that are not based on observable market data.

The fair values of the Company's cash, accounts receivable, accounts payable and due to related parties approximate carrying values, which are the amounts recorded on the condensed consolidated interim statements of financial position due to their short-term nature.

The first option payment pursuant to the EPCS Option Agreement (Note 6) is a derivative. It is a financial instrument measured at fair value through profit and loss using Level 3 inputs as there is no observable market data available. The option was initially recognized at fair value which equaled the initial cash payment of \$815,000 as stipulated in the EPCS Option Agreement. There was no change in the fair value of the EPCS Option in the time from the initial recognition to the period end.

There were no transfers between the levels of the fair value hierarchy in the three and nine months ended June 30, 2020.

### 12. Segmented Information

The Company's operations are all conducted in one segment, the exploration and development of exploration and evaluation assets. The Company's exploration and evaluation assets and property and equipment are in the Czech Republic.

## Notes to the Condensed Consolidated Interim Financial Statements

Euro Manganese Inc.

(expressed in Canadian dollars - unaudited)

### 13. Commitments

As at June 30, 2020, the Company was committed to make the minimum annual cash payments, as follows:

	Payments due by period			
	Total	Less than one year	1 - 2 years	2 - 3 years
	\$	\$	\$	\$
Minimum office lease payments <sup>(1)</sup>	6,669	2,425	2,425	1,819
Operating expenditure commitments <sup>(2)</sup>	139,786	139,786	—	—
<b>Total contractual obligations</b>	<b>146,455</b>	<b>142,211</b>	<b>2,425</b>	<b>1,819</b>

<sup>(1)</sup> The Company has one non-cancellable operating office lease expiring in three years.

<sup>(2)</sup> Operating expenditure commitments relate to the evaluation work on the Chvalitice Manganese Project.

In addition to the commitments disclosed above, the Company has entered into various agreements related to the feasibility study and the demonstration plant. These contracts can be canceled by the Company upon notice without penalty, subject to the costs incurred up to and in respect of the cancellation.

### 14. Events after the Reporting Period

On July 6, 2020, the Company announced a two-tranche brokered private placement of 11,979,682 common shares and 51,145,605 CDIs, at a price of \$0.061 per common share or AUD\$0.065 per CDI, respectively for aggregate gross proceeds of \$3,850,643 (the "Offering"). Fees payable by the Company in connection with the Offering consist of a management fee, payable in cash, of 1% of the aggregate gross proceeds and a selling and/or finder's fee of 5% of the aggregate gross proceeds. On July 16, 2020, the Offering was increased by 3,076,923 CDIs for additional gross proceeds of \$187,692.

The first tranche of the Offering, comprising of 5,155,738 common shares and 16,344,262 CDIs for aggregate gross proceeds of \$1,311,500, closed on July 9, 2020. The second tranche of the Offering, which consists of 6,823,944 common shares and 37,878,266 CDIs, is expected to close on or about August 24, 2020, subject to and following approval by the Company's shareholders as required by Listing Rules 10.11.1 and 7.1 of the Australian Securities Exchange.