

Technical and Sustainability Committee Charter

This charter (the “**Charter**”) sets forth the purpose, composition, responsibilities, and authority of the Technical and Sustainability Committee (the “**Committee**”) of the Board of Directors (the “**Board**”) of Euro Manganese Inc. (“**EMN**” or the “**Company**”).

1. Purpose

The purpose of the Committee is to assist the Board in fulfilling its oversight responsibilities with respect to:

- a) Technical matters relating to the evaluation, permitting, construction, operation, and development of the Company’s mineral projects, including product development activities and production planning;
- b) The review of sustainability-related policies, programs, risks and disclosures, including environment, health and safety, community relations, and social responsibility matters;
- c) The Company’s compliance with applicable environmental, health and safety, and stakeholder agreements, laws, regulations, and internal policies;
- d) The development, implementation, and monitoring of systems for managing environmental, social, health, and safety (ESHS) risks and performance; and
- e) Promoting ethical, responsible, and transparent behavior by EMN and fostering meaningful engagement with stakeholders and host communities.

2. Composition

- a) The Board shall appoint the members (the “**Members**”) of the Committee following each annual general meeting of shareholders. Members will serve until the next annual meeting or until their successors are appointed. The Board may remove a Member at any time and may fill any vacancies. A Member will cease to be a Member upon ceasing to be a director.
- b) The Committee shall be composed of at least three (3) directors, the majority of whom shall be independent, as defined under applicable securities laws and stock exchange rules. The Committee may also include selected advisors to the Company at the Board’s discretion.

3. Meetings and Proceedings

- a) The Committee shall meet at least once each quarter, or more frequently as determined by the Chair.

- b) The Committee will establish its procedures and govern itself as the members see fit in order to fulfill the Committee role and responsibilities.
- c) The Committee shall keep minutes of its meetings and provide a report to the Board at its next regularly scheduled meeting following the Committee meeting. Minutes will contain status and any recommendations that were approved by the Committee.
- d) A quorum for any meeting shall be two Committee members.
- e) The Committee may require officers and employees of the Company, and external advisors, to attend meetings and provide information or reports as needed.
- f) Benchmark the adequacy of this Charter against industry best practices and submit any recommendations to the Board for approval.

4. Oversight of Committee

Project Development & Operations: Review technical matters related to evaluation, permitting, construction, and operations, including budgets, forecasts, production plans, and product and mineral development activities.

Technical Risk & Compliance: Monitor risks and compliance in geological, mining, metallurgical, community relations, health, safety, and environmental areas.

Benchmarking & Resources: Assess technical systems and processes against industry best practices; evaluate the adequacy of technical, financial, and human resources to ensure proper and timely development and advancement of EMN's projects and operations.

Policy Review: Oversee policies and programs, recommending updates where necessary.

Regulatory Compliance: Monitor adherence to ESHS regulations, permits, and stakeholder/community agreements; review and advise on any significant incidents, investigations, or non-compliance.

Risk Management: Evaluate ESHS risk exposure and the effectiveness of management strategies.

Reporting & Disclosure: Review periodic reports from management and external consultants on ESHS performance; recommend for approval all material sustainability and ESHS-related public disclosures and reports.

Stakeholder Engagement: Foster meaningful stakeholder and community engagement; promote ethical, transparent, and sustainable practices.

Board Support: Advise the Board and make recommendations to assist in fulfilling its responsibilities.

5. Authority

The Committee shall have:

- a) Unrestricted access to Company information and personnel necessary to fulfill its responsibilities;
- b) The authority to engage and compensate outside legal, technical, or other advisors as it deems appropriate; and
- c) The right to request the attendance of Company officers, employees, or external experts at Committee meetings;