

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 15 May 2025**

Meeting Information

Meeting Type: 2025 Annual General and Special Meeting

For holders as of: 17 March, 2025 at 5:00pm (Pacific Standard Time) (Shareholders)
17 March, 2025 at 7:00pm (Australian Eastern Daylight Time) (CDI Holders)

Date: Thursday, 15 May 2025
Friday, 16 May 2025

Time: 10:00am (Pacific Daylight Time)
3:00am (Australian Eastern Standard Time)

Location: To be held online at meetnow.global/MLKRXUV

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 3:00am (Australian Eastern Standard Time) on Saturday, 10 May 2025 and 10:00am (Vancouver Time) on Friday, 9 May 2025.

**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 Thursday, 8 May, 2025 (Australian Eastern Standard 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 Depository 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 David B. Dreisinger
- 1.3 Thomas M. Stepien
- 1.4 Ludivine Wouters
- 1.5 Rick Anthon

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

3. An ordinary resolution approving the Corporation's 10% rolling stock option plan and all unallocated options thereunder, in the form of resolution set out on page 17 of the Corporation's management information circular dated April 11, 2025 (the "**Circular**").

4(a). An ordinary resolution approving the subscription of up to 54,113,609 Units comprising 39,463,331 Shares and 14,650,278 CDIs and 54,113,609 Warrants to Non-Related Party Investors and the EBRD.

4(b). Subscription of Units by Related Parties

4(b)(i) An ordinary resolution approving the subscription of 55,555 Units by JJW Investments LTD., a company controlled by Mr. John Webster.

4(b)(ii) An ordinary resolution approving the subscription of 41,666 Units by Mr. David B. Dreisinger, Director of the Corporation.

4(b)(iii) An ordinary resolution approving the subscription of 55,555 Units by Mr. Thomas M. Stepien, Director of the Corporation.

4(b)(iv) An ordinary resolution approving the subscription of 55,555 Units by Ms. Ludivine Wouters, Director of the Corporation.

4(b)(v) An ordinary resolution approving the subscription of 256,410 Units by Mr. Rick Anthon, Director of the Corporation.

4(c). An ordinary resolution approving the issue of up to 4,904,478 Broker Warrants to Canaccord Genuity (Australia) Limited and Foster Stockbroking Pty Ltd.

4(d). An ordinary resolution approving the issue of up to 7,692,307 CDIs and 7,692,307 Warrants to Eligible Shareholders under the Share Purchase Plan ("SPP").

5. An ordinary resolution approving the issue of 22,263,733 Orion Warrants to OMRF (BK) LLC as compensation for certain amendments to the Convertible Loan and Royalty Agreement.

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

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Need assistance?



Phone:

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



Online:

www.investorcentre.com/contact



YOUR VOTE IS IMPORTANT

For your vote to be effective it must be received by **10:00am (Vancouver time) on Friday, 9 May 2025 and 3:00am AEST on Saturday, 10 May 2025.**

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 March 17, 2025 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.

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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.



I 9999999999

I ND

CDI Voting Instruction Form

Please mark ☒ to indicate your directions

Step 1 CHESSE Depositary Nominees Pty Ltd will vote as directed XX

Voting Instructions to CHESSE Depositary Nominees Pty Ltd

I/We being a holder of CHESSE Depositary Interests of Euro Manganese Inc. hereby direct CHESSE 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/MLKRXUV> on Thursday, 15 May 2025 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 CHESSE 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 CHESSE 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:			
1.1	John Webster			
1.2	David B. Dreisinger			
1.3	Thomas M. Stepien			
1.4	Ludivine Wouters			
1.5	Rick Anthon			
2.	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.			
3.	Re-approval of Stock Option Plan An ordinary resolution approving the Corporation’s 10% rolling stock option plan and all unallocated options thereunder, in the form of resolution set out on page 17 of the Corporation’s management information circular dated April 11, 2025 (the “Circular”).			
4(a).	An ordinary resolution approving the subscription of up to 54,113,609 Units comprising 39,463,331 Shares and 14,650,278 CDIs and 54,113,609 Warrants to Non-Related Party Investors and the EBRD.			
4(b).	Subscription of Units by Related Parties			
4(b)(i)	Subscription of 55,555 Units by JJW Investments LTD., a company controlled by Mr. John Webster.			
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4(b)(v)	Subscription of 256,410 Units by Mr. Rick Anthon, Director of the Corporation.			
4(c).	Approval of issue of up to 4,904,478 Broker Warrants to Canaccord Genuity (Australia) Limited and Foster Stockbroking Pty Ltd.			
4(d).	Approval of issue of up to 7,692,307 CDIs and 7,692,307 Warrants to Eligible Shareholders under the Share Purchase Plan (“SPP”).			
5.	Approval of the issue of 22,263,733 Orion Warrants to OMRF (BK) LLC.			

*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	/ /
<input type="text"/>	<input type="text"/>	<input type="text"/>	
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	
<input type="text"/>	<input type="text"/>		