

Euro Manganese, Inc.
Sustainability Committee Charter

Reviewed and Approved by the Board of Directors on February 8, 2023

1. Scope

The Board of Directors (“Board”) of Euro Manganese, Inc. (“EMN” or the “Company”) has established the Sustainability Committee of the Board (“Committee”) to assist the Board in fulfilling its oversight responsibilities with respect to the Company's policies, standards, accountabilities and programs relative to environment, social and health and safety (“ESHS”) related matters, including sustainable development, community relations, social responsibility, and health and safety.

EMN and its subsidiary, Mangan Chvaletice, are committed to behaving in a socially respectful and highly ethical fashion and to be a valued member of the local communities in which it operates. The Company aims to achieve sustainable development and recognize that the long-term sustainability of our business is dependent on good stewardship in both the protection of people and the environment, and the efficient management of the development of mineral resources.

The Company is committed to achieving excellence in environmental performance and community engagement and development, and management of health and safety. This Charter sets out the role, responsibilities, composition, and functions of the Committee.

2. Role

The role of the Committee is to monitor EMN’s overall approach to sustainability. The scope of activities for which the Committee provides oversight includes:

- a) Review EMN’s sustainability matters, including policies and programs and their adequacy and effectiveness and recommend to the Board any amendments thereto;
- b) Oversee the Company’s compliance with ESHS related regulatory requirements and review significant non-compliance issues including reviewing incidents, their investigation and mitigation activities;
- c) Review the Company’s compliance with community and other stakeholder agreements and encourage and review sustainability efforts and social investment in the communities impacted by the Company’s operations;
- d) Review the Company’s risk exposures as they relate to ESHS matters and the management of those risks;
- e) In cooperation with the Governance, Compensation and Nominating Committee of the Board of Directors, oversee compliance by all directors, officers and employees of the Company and its subsidiaries as well as any third party working on the Company’s behalf with the Company’s Code of Ethics and Business Conduct and report any significant non-compliance issues;
- f) Review periodic reports from management and consultants on ESHS performance, including any significant issues and proposed recommendations or actions, and report its findings to the Board;

- g) Review and approve material disclosures to investors and other stakeholders relating to the Company's sustainability, health, safety and environment policies and activities and make recommendations to the Board for approval of the same;
- h) Review public reporting relating to the Company's ESHS performance;
- i) Advise the Board on these matters, and/or
- j) Make recommendations to the Board to assist in its oversight role.

Sustainability matters include EMN's safety, health, environmental, and social policies and practices.

The Committee's role is intended to promote ethical, responsible, and transparent behavior by EMN and foster meaningful engagement with its stakeholders and communities.

3. Responsibilities

The Committee will review, advise and/or recommend in three major sustainability matters:

- a) Safety policies and systems, with a particular focus on maintaining a up to date safety dashboard delineating safety incidents, near misses, training, audits, and inspections.
- b) Health policies and responsibilities, with an emphasis on insuring compliance with applicable laws, regulations and conditions of applicable permits and licenses.
- c) Environmental and social: Environmental and social governance is important to EMN stakeholders including employees, customers, suppliers, government entities and investors. The Committee will review, advise and/or recommend on ESHS matters:
 - Environmental: impact of EMN's operations on the environment including energy, water, pollution, waste, and recycling; and
 - Social: EMN wants to maintain a positive relationship with local communities, and foster a corporate culture of strong employee engagement, inclusion, and career development.

4. Composition

- a) Committee Members are appointed by the Board.
- b) The Committee is comprised of at least three members of the Board, of which a majority shall be independent, as defined by applicable securities laws and stock exchange rules and selected Advisors to the Company.
- c) The Committee Chair is designated by the Board.
- d) Committee Members can be replaced by the Board.
- e) A quorum for any meeting shall be two Committee members.
- f) The Board may, at any time, remove or replace a Committee Member, and increase/decrease the size of the Committee.

The Committee will have access to such officers and employees of the Company, and to such information respecting the Company, as it considers necessary or advisable in order to perform its duties and responsibilities. Management representatives may be invited to attend as necessary in the discretion of the Committee.

5. Functions

- 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 them 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) The Committee has the authority to engage and compensate any outside advisor that it determines to be necessary or advisable to permit it to carry out its duties.
- e) Benchmark the adequacy of this Charter against industry best practices and submit any recommendations to the Board for approval.
- f) Evaluate the performance of the Committee and its members on an annual basis, including reviewing the compliance of the Committee with this charter.
- g) Perform any other duties or responsibilities delegated to the Committee by the Board from time to time.