



Cleansing Notice – Notice Under Section 708A(5) of the Corporations Act

To: The Australian Securities Exchange (“ASX”)

16 December 2020

This notice is given by Euro Manganese Inc (ASX code: EMN) (**Company**) under section 708A(5)(e) of the *Corporations Act 2001* (Cth) (**Corporations Act**).

Pursuant to a brokered private placement announced by the Company on October 21, 2020, the Company today issued 1,216,862 common shares (“**Shares**”) valued at CAD \$231,203.78 based on a price of CAD \$0.19 per Share, and 26,883,138 CHESS Depositary Interests (“**CDIs**”, with each CDI representing one Share) valued at AUD \$5,376,627.60, based on a price of AUD \$0.20 per Share. As required by Listing Rule 10.11.1 of the Australian Securities Exchange (“**ASX**”), the issuance of 194,632 Shares was approved by the Company’s shareholders at a Special Meeting of Shareholders held on 10 December 2020 (the “**Meeting**”). Additionally, the issuance of 1,022,230 Shares and 26,883,138 CDIs were issued in excess of the number of securities permitted to be issued by the Company without obtaining prior shareholder approval (**Placement Capacity**) under Listing Rule 7.1, which were also approved by the Company’s shareholders at the Meeting.

Canaccord Genuity (Australia) Limited, as lead manager and bookrunner for the placement, has been issued 6,000,000 broker warrants (“**Broker Warrants**”) exercisable any time prior to 16 December 2023, with one-half of such Broker Warrants having an exercise price of CAD \$0.30 per Share and one-half of such Broker Warrants having an exercise price of CAD \$0.35 per Share.

The Company has lodged an Appendix 2A in respect of the 26,883,138 CDIs to be quoted on ASX. The Shares are not intended to be immediately quoted on ASX.

The Company advises that:

- (a) the Shares were issued without disclosure to investors under Part 6D.2 of the Corporations Act;
- (b) this notice is being given under section 708A(5)(e) of the Corporations Act;
- (c) as at the date of this notice, the Company has complied with the provisions of Chapter 2M of the Corporations Act as they apply to the Company and section 674 of the Corporations Act; and
- (d) as at the date of this notice, there is no information to be disclosed which is 'excluded information' (as defined by sections 708A(7) and 708A(8) of the Corporations Act) that is reasonable for investors and their professional advisers to expect to find in a disclosure document.

“*Marco Romero*”

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