



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

To: The Australian Securities Exchange (“ASX”)

25 August 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 6 July and 16 July 2020, the Company today issued 6,823,944 common shares (“**Shares**”) valued at CAD \$416,261 based on a price of CAD \$0.061 per Share, and 37,878,267 CHESS Depositary Interests (“**CDIs**”, with each CDI representing one Share) valued at AUD \$2,462,087, based on a price of AUD \$0.065 per Share. As required by Listing Rule 10.11.1 of the Australian Securities Exchange (“**ASX**”), the issuance of the 2,100,000 Shares and 400,000 CDIs was approved by the Company’s shareholders at a Special Meeting of Shareholders held on 19 August 2020 (the “**Meeting**”). Additionally, the issuance of 4,723,944 Shares and 37,478,267 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.

Pursuant to the issuance of shares in connection with certain debt settlement agreements, as announced by the Company on 10 July 2020, the Company today issued 3,071,551 Shares and 150,157 CDIs valued at CAD \$257,737 based on a deemed price of CAD \$0.08 per Share. As required by Listing Rule 10.11.1, the issuance of 1,150,967 Shares and 150,157 CDIs were approved by the Company’s shareholders at the Meeting. Additionally, the issuance of 1,920,584 Shares were issued in excess of the Placement Capacity, which were also approved by the Company’s shareholders at the Meeting.

The Company has lodged an Appendix 2A in respect of the 37,878,267 and 150,157 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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