

## Form 51-102F3

### MATERIAL CHANGE REPORT

#### Item 1 Name and Address of Company

Euro Manganese Inc. (the "Company" or "EMN")  
709 – 700 West Pender Street  
Vancouver, BC V6C 1G8

#### Item 2 Date of Material Change

December 3, 2024.

#### Item 3 News Release

A news release announcing the material change was disseminated over Notified's distribution network pre-market on December 4, 2024 and a copy was filed on the Company's profile at [www.sedarplus.ca](http://www.sedarplus.ca).

#### Item 4 Summary of Material Change

Euro Manganese Inc. (the "Company") has amended its US\$100 million funding package with OMRF (BK) LLC ("Orion") to support the development of its Chvaletice Manganese Project (the "Project") in the Czech Republic. This amendment modifies certain terms of the original agreement, which was announced on November 28, 2023, and includes changes to the Convertible Loan Royalty Agreement (the "CLRA") and Royalty Financing, aimed at supporting the advancement of the Project while conserving cash for its continued development. Certain milestone dates in the amendment agreement were further updated on December 13, 2024, by both parties via request letter.

#### Item 5 Full Description of Material Change

**Euro Manganese has amended its funding agreement with Orion, which provides US\$100 million to advance the Chvaletice Manganese Project. The amended funding package continues to consist of two components:**

##### 1. Convertible Loan Royalty Agreement (CLRA):

The original loan terms have been modified such that interest payments accruing from January 1, 2025, will be deferred and capitalized, adding to the principal balance of the convertible loan. This change will conserve approximately US\$2.8 million per year in cash for the development of the Project. The interest rate is at 14% per annum. The Company retains the option to repay the loan at par at any time, including all accrued interest, and may cancel any further loan tranches without penalty. Orion's ability to convert the loan into a royalty on Project revenues has been delayed for up to one year.

Subject to regulatory approval and conditions met in the event of future equity fundraising that meets certain conditions, Euro Manganese has agreed to issue warrants to Orion to purchase common shares of the Company. The number of warrants issued will be based on a pro forma investment in kind of US\$1.4 million, with terms matching those of any future equity fundraising, if any.

## **2. Royalty Financing:**

The Company retains the right to terminate the Royalty Financing at any time prior to the satisfaction of certain conditions precedent for a fee of US\$1 million, provided that the outstanding loan under the CLRA (and all accrued interest) has been fully repaid.

### **Extended Milestone Timelines:**

The deadlines for meeting key milestones, including execution of off-take agreements for 40% of the Project's high-purity manganese production for the first five years, securing certain land rights, and obtaining a strategic investor, have been extended. Certain technical obligations may be suspended at the discretion of Mangan Chvaletice s.r.o. ("Mangan") for up to one year. Certain milestone dates in the amendment agreement were further updated on December 13, 2024, by both parties via request letter.

### **Changes to Rights and Structure:**

Orion's option to convert the loan into a royalty has been deferred for up to one year, and the right of first refusal related to any future royalty or streaming interest in the Project held by Orion has been terminated. Additionally, the right of first offer for the transfer of Orion's loan position by Mangan, prior to disbursement of the second tranche of the CLRA, has been removed.

### **Item 6      Reliance on subsections 7.1(2) or (3) of National Instrument 51-102**

Not applicable.

### **Item 7      Omitted Information**

Not applicable.

### **Item 8      Executive Officer**

For further information, please contact Laurel Petryk, Chief Legal Officer and Corporate Secretary at 604-681-1010.

### **Item 9      Date of Report**

December 13, 2024