



**EURO
MANGANESE**

EURO MANGANESE INC.

**CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS
FOR THE THREE AND NINE MONTHS ENDED JUNE 30, 2026 AND 2025**

(Unaudited - Expressed in thousands of Canadian dollars)

Notice of Disclosure of Non-auditor Review of the Condensed Interim Financial Statements for the Three and Nine Months ended June 30, 2026 and 2025

Pursuant to National Instrument 51-102 *Continuous Disclosure Obligations*, part 4, subsection 4.3(3)(a) issued by the Canadian Securities Administrators, if an auditor has not performed a review of the interim financial statements, they must be accompanied by a notice indicating that the interim financial statements have not been reviewed by an auditor.

The accompanying unaudited condensed interim consolidated financial statements of Euro Manganese for the interim periods ended June 30, 2026 and 2025, have been prepared in accordance with International Accounting Standard 34 *Interim Financial Reporting*, as issued by the International Accounting Standards Board, and are the responsibility of management.

The independent auditors, PricewaterhouseCoopers LLP, have not performed a review of these unaudited condensed interim financial statements.

August 14, 2026

EURO MANGANESE INC.
Condensed Interim Consolidated Financial Statements
For the three and nine months ended June 30, 2026 and 2025
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EURO MANGANESE INC.
Condensed Interim Consolidated Statements of Financial Position
(Unaudited - Expressed in thousands of Canadian dollars)

	Note	June 30, 2026	September 30, 2025
		\$	\$
ASSETS			
Current			
Cash and cash equivalents		4,084	9,491
Prepaid expenses		281	260
Accounts and other receivables		867	572
Taxes receivable		55	76
Inventory		381	636
		5,668	11,035
Exploration and evaluation assets	5	6,787	6,774
Property, plant and equipment	6	13,133	15,634
Deferred transactions costs	8	1,880	1,880
Other assets	7	1,543	1,455
Total assets		29,011	36,778
LIABILITIES			
Current			
Accounts payable and accrued liabilities		3,483	3,161
Due to related parties	10	61	53
Lease liability		44	128
Convertible Loan	8	34,850	30,577
		38,438	33,919
Lease liability		-	11
Total liabilities		38,438	33,930
SHAREHOLDERS' EQUITY			
Share capital	9	88,390	88,348
Reserve	9	10,913	10,622
Other comprehensive loss		432	448
Deficit		(109,162)	(96,570)
Total shareholders' equity		(9,427)	2,848
Total liabilities and shareholders' equity		29,011	36,778

Nature of operations and going concern (Note 1)

Commitments (Note 13)

Subsequent event (Note 18)

Approved and authorized for issue on behalf of the Board of Directors:

/s/ "Martina Blahova"
President and CEO

/s/ "James Connolly"
Director

The accompanying notes are an integral part of these condensed interim consolidated financial statements.

EURO MANGANESE INC.
Condensed Interim Consolidated Statements of Loss and Comprehensive Loss
(Unaudited - Expressed in thousands of Canadian dollars, except per share amounts and number of shares)

		Three months ended		Nine months ended	
	Note	2026	June 30, 2025	2026	June 30, 2025
		\$	\$	\$	\$
Revenues		1,050	1,532	3,450	3,444
Cost of goods sold	6,15	(1,168)	(1,499)	(3,950)	(4,048)
Gross profit (loss)		(118)	33	(500)	(604)
Operating expenses					
Chvaletice Project evaluation	6,16	(1,619)	(1,667)	(5,054)	(5,439)
Other evaluation		-	-	-	(8)
Corporate and administrative	6,17	(842)	(1,265)	(2,788)	(2,560)
Foreign exchange gain (loss)		(743)	1,496	(811)	(75)
Operating loss		(3,322)	(1,403)	(9,153)	(8,686)
Other income (expenses)					
Gain on derivative instruments	8	-	(94)	-	1,148
Modification loss on convertible loan facility	8	-	(1,024)	-	(1,927)
Interest income		29	12	106	119
Finance expense	8	(1,239)	(1,119)	(3,582)	(3,335)
Loss before income taxes		(4,532)	(3,628)	(12,629)	(12,681)
Income tax recovery (expense)		(1)	(25)	37	(146)
Net loss		(4,533)	(3,653)	(12,592)	(12,827)
Other comprehensive income (loss)		48	97	(16)	299
Total comprehensive loss		(4,485)	(3,556)	(12,608)	(12,528)
Loss per common share:					
Basic and diluted		(0.03)	(0.03)	(0.09)	(0.14)
Weighted average number of shares:					
Basic and diluted		142,954,504	120,222,838	142,883,625	88,061,070

The accompanying notes are an integral part of these condensed interim consolidated financial statements.

EURO MANGANESE INC.
Condensed Interim Consolidated Statements of Cash Flows
(Unaudited - Expressed in thousands of Canadian dollars)

		Nine months ended	
	Note	2026	June 30, 2025
		\$	\$
Operating activities:			
Loss for the period		(12,592)	(12,827)
Items not affecting cash:			
Share-based compensation		299	(1,156)
Depreciation		2,496	3,073
Finance expense		3,582	3,335
Gain on derivative instruments		-	(1,148)
Unrealized foreign exchange loss		529	191
Interest income		(106)	(119)
Modification loss on convertible loan facility		-	1,927
Changes in non-cash working capital:			
Prepaid expenses		(21)	330
Accounts and other receivables		(295)	37
Taxes receivable		8	(48)
Inventory		255	(65)
Accounts payable and accrued liabilities		322	(397)
Due to related parties		8	-
Cash used in operating activities		(5,515)	(6,867)
Investing activities:			
Sales (purchase) of property, plant & equipment, net	6	6	(20)
Deposit for land acquisition	7	(88)	(78)
Interest received		106	119
Cash provided by investing activities		24	21
Financing activities:			
Proceeds from shares issued		-	11,076
Proceeds from warrants exercised		34	-
Share issuance costs		-	(1,087)
Transaction costs paid on convertible loan		-	(117)
Interest paid on convertible loan	8	-	(1,787)
Lease payments		(101)	(101)
Cash provided by (used in) financing activities		(67)	7,984
Effect of exchange rate on changes in cash		151	371
Change in cash and cash equivalents		(5,407)	1,509
Cash and cash equivalents, beginning of period		9,491	9,364
Cash and cash equivalents, end of period		4,084	10,873
Supplemental cash flow information:			
Cash interest received		106	119

The accompanying notes are an integral part of these condensed interim consolidated financial statements.

EURO MANGANESE INC.**Condensed Interim Consolidated Statements of Changes in Shareholders' Equity****(Unaudited - Expressed in thousands of Canadian dollars, except number of shares)**

	Common shares	Share capital	Reserves	Other comprehensive loss	Deficit	Total shareholders' equity
	#	\$	\$	\$	\$	\$
Balance, September 30, 2024	80,533,847	78,733	10,032	34	(78,984)	9,815
Shares issued	62,270,657	11,076	-	-	-	11,076
Share issuance costs	-	(1,149)	-	-	-	(1,149)
Broker warrants issued in private placement	-	(309)	309	-	-	-
Warrants issued	-	-	1,024	-	-	1,024
Share based compensation	-	-	(1,156)	-	-	(1,156)
Net loss for the period	-	-	-	-	(12,827)	(12,827)
Currency translation	-	-	-	299	-	299
Balance, June 30, 2025	142,804,504	88,351	10,209	333	(91,811)	7,082
Share issuance costs	-	(3)	-	-	-	(3)
Warrants issued	-	-	180	-	-	180
Share-based compensation	-	-	233	-	-	233
Net loss for the period	-	-	-	-	(4,759)	(4,759)
Currency translation	-	-	-	115	-	115
Balance, September 30, 2025	142,804,504	88,348	10,622	448	(96,570)	2,848
Warrants exercised	150,000	42	(8)	-	-	34
Share based compensation	-	-	299	-	-	299
Net loss for the period	-	-	-	-	(12,592)	(12,592)
Currency translation	-	-	-	(16)	-	(16)
Balance, June 30, 2026	142,954,504	88,390	10,913	432	(109,162)	(9,427)

The accompanying notes are an integral part of these condensed interim consolidated financial statements.

1. NATURE OF OPERATIONS AND GOING CONCERN

Euro Manganese Inc. (the "Company" or "EMN") was incorporated under the British Columbia Business Corporations Act on November 24, 2014. The Company's corporate offices are located at Suite 709, 700 West Pender Street, Vancouver, B.C., Canada, and its registered office is located at Suite 1700, 666 Burrard Street, Vancouver, B.C., Canada. The Company's common shares are traded on the TSX Venture Exchange ("TSX-V") under the symbol "EMN.V". CHESS Depositary Interests ("CDIs", with each CDI representing one common share) are traded on the Australia Securities Exchange ("ASX") under the symbol "EMN.AX".

The Company is developing the Chvaletice Manganese Project (the "Project"), in which the Company has a 100% ownership interest. The Project involves the reprocessing of a readily leachable manganese deposit hosted in the tailings of a decommissioned mine in the Czech Republic. In 2023, the Company acquired 100% of EP Chvaletice s.r.o. ("EPCS"), a Czech operating company, whose current operations are the fabrication of specialty steel products, and its principal asset is a large parcel of industrial zoned land adjacent to the Project, where the Company proposes to develop its high-purity manganese processing facility. The EPCS operations will continue until certain commercial plant site works for the Project commence. The Company has also started to progress an opportunity to develop a project to produce high-purity manganese products in Canada for the North American market. The Company's goal is to produce high-purity manganese products in an economically, socially and environmentally-sound manner, principally for use in lithium-ion batteries.

As an early-stage development company, it has no material operating revenues and is unable to self-finance its operations. During the nine months ended June 30, 2026, the Company incurred a net loss of \$12,592 and used \$5,515 cash in operating activities. As at June 30, 2026, the Company's working capital deficit (current assets less current liabilities) was \$32,770. On December 11, 2025, the Company announced amendments to the Funding Package provided by Orion (Note 8). In connection with the amendments, Orion extended the date by which certain milestones were required to June 30, 2026. On July 9, 2026, subsequent to period end, the Company entered into the Third Amended and Restated Convertible Loan and Royalty Agreement with Orion, pursuant to which the outstanding loan balance and accrued interest will automatically convert into a royalty upon satisfaction of a specified fundraising condition (Note 8,18).

The Company anticipates continued operating losses while advancing the Project. Current capital resources are not expected to be sufficient to fund corporate and project development activities for the next twelve months from the reporting date. The Company continues to evaluate financing options to support its ongoing operations and the advancement of the Project but there can be no assurances that such financing will be available on acceptable terms. The ability of the Company to complete any financing in the future will depend principally upon prevailing market conditions and the performance of the Company. Such funding may not be available when needed, if at all, or may not be available on terms favorable to the Company. These factors give rise to material uncertainty that may cast significant doubt upon the Company's ability to continue as a going concern. These consolidated financial statements have been prepared on a going concern basis in accordance with IFRS Accounting Standards, which contemplates the realization of assets and the satisfaction of liabilities in the normal course of business. The consolidated financial statements do not reflect adjustments in the carrying values of the assets and liabilities, the reported revenues and expenses and the balance sheet classifications used, that would be necessary if the Company were unable to realize its assets and settle its liabilities as a going concern in the normal course of operations. Such adjustments could be material.

2. BASIS OF PREPARATION

a) Statement of compliance

These consolidated financial statements have been prepared in accordance with International Financial Reporting Standards as issued by the International Accounting Standards Board (IFRS Accounting Standards).

The preparation of these financial statements requires management to make certain estimates, judgments and assumptions that affect the reported amounts of assets and liabilities at the date of the financial statements. Actual results could differ from these estimates. Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognized in the period in which the estimates are revised.

These consolidated financial statements were prepared by management and approved by the Board of Directors of the Company (the "Board") on August 14, 2026.

b) Basis of presentation

These consolidated financial statements have been prepared on a historical cost basis except for certain financial instruments, which are measured at fair value.

2. BASIS OF PREPARATION (continued)

c) Principles of consolidation

These consolidated financial statements incorporate the accounts of the Company and the entities controlled by the Company. The Company controls an entity when it is exposed to, or has rights to, variable returns from its involvement with the entity and has the ability to affect those returns through its power over the entity. The consolidated financial statements include the accounts of the Company's subsidiaries from the date of control commences until the date that control ceases. The financial results of its wholly-owned subsidiaries, Mangan Chvaletice s.r.o. ("Mangan"), EP Chvaletice s.r.o. ("EPCS"), and North American Manganese Inc. ("NAM"), are included in the consolidated financial statements for both periods presented. All significant intercompany transactions and balances have been eliminated on consolidation.

d) Share consolidation

On March 31, 2025, the Company consolidated its securities, including shares represented by CDIs on the Australian Securities Exchange, at a ratio of five (5) pre-consolidation shares to one (1) post-consolidation share. All references to shares, warrants, broker warrants, share options and all per share dollar figures in these financial statements are presented on a post-consolidation basis.

e) Reclassification of prior period presentation

Certain prior period amounts have been reclassified for consistency with the current period presentation. These reclassifications had no material effect on the reported statement of loss and comprehensive loss, the statement of cash flows or the statement of shareholders' equity.

3. MATERIAL ACCOUNTING POLICIES

The accounting policies applied in the preparation of these condensed interim consolidated financial statements are consistent with those applied and disclosed in the Company's audited consolidated financial statements for the year ended September 30, 2025, ("Annual Financial Statements")

4. SIGNIFICANT JUDGEMENTS AND SOURCES OF ESTIMATION UNCERTAINTY

The preparation of financial statements under IFRS Accounting Standards requires management to make judgements in applying its accounting policies and estimates that affect the reported amounts of assets and liabilities at the period end date and reported amounts of expenses during the reporting period. Such judgements and estimates are, by their nature, uncertain. Actual outcomes could differ from these estimates.

The impact of such judgements and estimates are pervasive throughout these financial statements and may require accounting adjustments based on future occurrences. These judgements and estimates are continuously evaluated and are based on management's experience and knowledge of the relevant facts and circumstances. Revisions to accounting estimates are recognized in the period in which the estimate is revised and are accounted for prospectively.

In preparing these financial statements, the Company applied the same significant judgements in applying its accounting policies and is exposed to the same sources of estimation uncertainty as disclosed its Annual Financial Statements.

5. EXPLORATION AND EVALUATION ASSETS

As at June 30, 2026, the Company holds a Mining Lease permit for the Chvaletice Manganese Project which replaces all prior authorizations according to the Mining Act and has no expiry date. It provides the Company with exclusive, unrestricted rights to mineral extraction within the designated area and ensures robust legal protection of the Project area, enabling the Company to proceed with the Project's next phases on an exclusive basis.

The exploration and evaluation assets will be tested for impairment and then reclassified to mineral property and development assets within property, plant and equipment once the Company has secured access to all required land parcels for the Chvaletice Manganese Project and has obtained certain agreements with customers confirming the economic viability and secured all necessary permits and funding.

6. PROPERTY, PLANT AND EQUIPMENT

	Building, Plant and Equipment	Land	Lease assets	Total
	\$	\$	\$	\$
Cost				
Balance, September 30, 2024	13,707	7,988	362	22,057
Additions	19	-	-	19
Disposals	(20)	-	-	(20)
Foreign exchange	44	-	-	44
Balance, September 30, 2025	13,750	7,988	362	22,100
Additions	93	1	-	94
Disposals	(27)	(73)	-	(100)
Balance, June 30, 2026	13,816	7,916	362	22,094
Accumulated depreciation, depletion, and amortization				
Balance, September 30, 2024	(2,481)	-	(91)	(2,572)
Depreciation, depletion, and amortization	(3,782)	-	(120)	(3,902)
Disposals	12	-	-	12
Foreign exchange	(4)	-	-	(4)
Balance, September 30, 2025	(6,255)	-	(211)	(6,466)
Depreciation, depletion, and amortization	(2,346)	-	(150)	(2,496)
Foreign exchange	1	-	-	1
Balance, June 30, 2026	(8,600)	-	(361)	(8,961)
Carrying Amount				
Balance, September 30, 2025	7,495	7,988	151	15,634
Balance, June 30, 2026	5,216	7,916	1	13,133

During the period ended June 30, 2026, depreciation of \$611 (2025 - \$1,239) was recorded to cost of goods sold, \$1,733 (2025 - \$1,740) to Chvaletice Project evaluation, and \$152 (2025 - \$94) to corporate and administrative.

7. OTHER ASSETS

Other assets, representing deposits for land, are as follows:

	June 30, 2026	September 30, 2025
	\$	\$
Land deposit for buffer zone and infrastructure corridor (tailings area) ⁽ⁱ⁾	65	65
Additional land deposit and rail spur extension (plant area) ⁽ⁱⁱ⁾	515	427
Deposit for land parcel within the Port of Bécancour ⁽ⁱⁱⁱ⁾	963	963
	1,543	1,455

- (i) On May 11, 2019, the Company entered into a purchase agreement with the Municipality of Trnavka for a 2.96-hectare parcel of land adjacent to the Project tailings. The land will be used to construct a visual and acoustic barrier between the Municipality of Trnavka and the tailings area. The total purchase price for the land is CZK 2,027 (\$126). As of June 30, 2026, the Company has paid CZK 1,115 (\$65). The remaining balance of CZK 912 (\$61) is payable over the period upon achievement of permitting milestones.
- (ii) On December 18, 2020, the Company entered into an agreement with Správa Nemovitostí Kirchdorfer CZ s.r.o. to acquire a parcel of land, including a rail spur extension, to provide additional space and flexibility for the Chvaletice commercial plant layout. The total purchase price for the land is Euro 726 (\$1,168). As of June 30, 2026, the Company paid Euro 326 (\$515). The remaining balance of Euro 400 (\$655) is payable on October 10, 2026. This acquisition will complete the land assembly for the commercial plant.

7. OTHER ASSETS (continued)

(iii) On December 16, 2022, the Company entered into an option agreement with The Société du parc industriel et portuaire de Bécancour ("SPIPB"), a Québec state enterprise and owner of a 15-hectare land parcel within Bécancour (the "Bécancour Option Agreement"), where the Company proposes to establish its North American facilities. The agreement grants the Company exclusive access to the land and the right to conduct due diligence. On September 30, 2024, the Company amended the agreement with SPIPB to acquire an 8-hectare property at the Port of Bécancour for total consideration of \$5,111, with all prior payments applied against the purchase price. Closing is subject to conditions, including SPIPB approval of project plans and securing project financing.

At June 30, 2026, the Company had made payments totaling \$963. On September 30, 2025, the Company further amended the agreement, revising the purchase price to \$6,115 and extending the option period to September 30, 2026. Beginning July 1, 2026, the Company will be required to make monthly payments of \$31 to maintain the option until its expiry.

8. CONVERTIBLE LOAN FACILITY

On November 28, 2023, the Company signed definitive agreements with a company managed by the Orion Resource Partners Group, ("Orion") for US\$100 million (\$140 million) in financing (the "Funding Package") to advance the development of the Project. The Funding Package is split into two US\$50 million (\$70 million) components: (a) a US\$50 million (\$70 million) loan facility convertible, at Orion's option, into a 1.29-1.65% royalty on Project revenues (the "Convertible Loan Facility"), with US\$20 million (\$28 million) received and an additional US\$30 million (\$42 million) to be received upon meeting certain milestones; and (b) US\$50 million (\$70 million) in exchange for a 1.93-2.47% royalty on Project revenues following a final investment decision by the Company's Board of Directors and other conditions precedent typical for this type of financing (the "Royalty Financing").

The Convertible Loan Facility bears interest at 12% per annum, payable quarterly, and has a maturity of 36 months, which could be extended by Orion up to an additional 36 months. Under the Convertible Loan Facility, Orion could convert the Convertible Loan Facility into the royalty at any time, while the Company may force conversion into the royalty upon a successful completion test of the Project's commercial plant.

In connection with the Funding Package, Orion was granted comprehensive security over the assets of Mangan and rights of the Project. Conditions precedent to the US\$30 million (\$42 million) tranche of the Convertible Loan Facility include completion of offtake agreements for 40% of the Project's high-purity manganese production for the first five years of production and securing a strategic investor. Covenants and events of default include customary covenants and undertakings and events of default for a secured financing of this nature. These include, but are not limited to, completion of the key commercial agreements referred to above, securing a strategic investor, and completion of various technical milestones aligned with the Company's progress to final investment decision, all subject to time limits.

In connection with the first tranche of the Convertible Loan Facility, the Company determined that Orion's right to convert and/or extend the Convertible Loan Facility up to an additional 36 months met the definition of a financial derivative liability, which was separated, as it was not closely related to its debt host. Accordingly at inception, the US\$20,000 (\$25,973) gross proceeds were allocated as follows: \$844 to the derivative liability at its estimated fair value with the residual of \$25,129 to the debt host. In determining the estimated fair value of the separated derivative liability, the key inputs were the estimated royalty payments if converted, the expected future manganese prices, the production schedule, and the probability of the extension by Orion of the Convertible Loan Facility. These are level 3 in the fair value hierarchy (Note 11). The Company incurred transaction costs of \$2,976, of which \$1,880 was allocated to the US\$80 million (\$112 million) undrawn portion of the Funding Package and is deferred until drawn, \$1,059 was allocated to the first tranche of the Convertible Loan Facility and is deferred and amortized using the effective interest method, and \$37 was allocated to the derivative liability and was immediately recognized in the statement of loss.

In December 2024, the Company amended the terms of the Convertible Loan Facility whereby, in exchange for waiving certain covenants of the original agreement for up to one year and the deferral of interest payments from January 1, 2025 onwards, the Company will pay 14% compounded interest on the outstanding loan and will issue warrants of the Company matching the same terms as for a future financing as if Orion had participated for US\$2.8 million in that financing. The Company has also been granted the right to repay, at any time, the Convertible Loan Facility at par, including all accrued and unpaid interest, and may cancel the second tranche of the Convertible Debt Facility without penalty. The prepayment right has been incorporated into the fair value measurement of the embedded derivative related to the conversion and extension features. In addition, the Company also has the right to terminate the Royalty Financing, if the Convertible Loan Facility has been paid in full, for a fee of US\$1 million (\$1.4 million).

For accounting purposes, under IFRS 9, this was treated as modification of debt as it was determined that the amendment was not a substantial modification, either qualitatively or quantitatively. As such, the carrying amount of the existing liability was recalculated at the present value of the original effective interest rate less transaction costs of \$339 incurred in relation to the modification. A loss of \$1,143 was included in the modification loss on convertible loan facility in the consolidated statement of loss and comprehensive loss for the year ended September 30, 2025.

8. CONVERTIBLE LOAN FACILITY (continued)

As of the amendment date, the fair value of the Company's commitment to issue warrants was determined to be \$Nil. On May 28, 2025, the Company issued 22,263,733 warrants to Orion, each entitling Orion to purchase one common share of the Company at an exercise price of \$0.225. These warrants expire on November 28, 2026. The fair value of the warrants totaling \$1,204, calculated using the Black-Scholes option pricing model, was recognized as an expense and included in the modification loss on convertible loan facility in the consolidated statement of loss and comprehensive loss for the year ended September 30, 2025.

Under the terms of the amended Orion Convertible Loan Facility, Orion did not have the option to convert the Convertible Loan Facility into a royalty until after November 28, 2025.

On December 11, 2025, Orion extended the date by which certain milestones were required to June 30, 2026. As at June 30, 2026, the Company was in compliance with the covenants under the Convertible Loan Facility.

Subsequent to June 30, 2026, on July 9, 2026, the Company entered into the Third Amended and Restated Convertible Loan and Royalty Agreement with Orion. Under the amended agreement, the outstanding loan balance and accrued interest will automatically convert into a royalty on the Chvaletice Manganese Project upon satisfaction of a specified fundraising condition by a date acceptable to Orion. Upon conversion, the Company's repayment obligation in respect of the loan and accrued interest will be fully discharged. The amendment also removed certain time-based milestones contained in previous versions of the agreement and cancelled the undrawn second tranche of the Convertible Loan Facility and related Royalty Financing commitment.

A summary of the Company's first tranche of the Convertible Loan Facility is as follows:

	Convertible Loan	Derivative Liability	Total
	\$	\$	\$
Balance at Sep 30, 2024	26,355	1,186	27,541
Accretion	199	-	199
Interest accrued	4,042	-	4,042
Interest paid	(1,829)	-	(1,829)
Transaction costs	(339)	-	(339)
Modification loss	1,143	-	1,143
Change in fair value of derivative liability	-	(1,008)	(1,008)
Foreign exchange loss	828	-	828
Balance at Sep 30, 2025	30,399	178	30,577
Accretion	214	-	214
Interest accrued	3,362	-	3,362
Foreign exchange loss	694	3	697
Balance at June 30, 2026	34,669	181	34,850

9. EQUITY**a) Common shares**

The Company has unlimited authorized common shares with no par value.

During the nine months ended June 30, 2026, the Company completed the following share capital transactions:

- The Company issued 150,000 common shares for gross proceeds of \$33,750 on the exercise of warrants. There was reserve amount of \$8,113 associated with the exercised warrants which was transferred to share capital. During the nine months ended June 30, 2026, the weighted average share price on the date of exercise of warrants was \$0.23 per share (2025 - \$nil).

During the year ended September 30, 2025, the Company completed the following share capital transactions:

On May 28, 2025, the Company completed a financing package for total gross proceeds of \$11,076, comprised of the following components:

- a private placement of 39,671,662 common shares, 14,906,688 CDIs and 54,578,350 warrants at a price of \$0.18 per share (A\$0.19 (\$0.18) per CDI), for gross proceeds of \$9,736;
- a share purchase plan offering 7,692,307 CDIs and 7,692,307 warrants at a price of A\$0.19 (\$0.18) per CDI, for gross proceeds of \$1,340.

9. EQUITY (continued)

Each warrant entitles the holder to purchase one common share of the Company at an exercise price of \$0.225, expiring on November 28, 2026. The proceeds from financing were allocated between the common shares, CDIs and the warrants using the residual value method. Under this method, the fair value of common shares and CDIs based on market price at the time of issuance amounted to \$11,076. The residual value allocated to warrants was \$nil.

In connection with the financing, the Company issued 4,904,478 broker warrants as compensation to agents and intermediaries. Each broker warrant entitles the holder to purchase one common share of the Company at an exercise price of \$0.225, expiring on May 28, 2027. The fair value of the broker warrants was estimated at \$309, using the Black-Scholes option pricing model (refer to Note 9(c) for inputs into the Black-Scholes option pricing model), and was recorded as a share issuance cost. The Company also incurred share issuance costs of \$1,152.

b) Share options

The Company has a rolling share-based compensation plan (the "Plan") allowing for the reservation of a maximum 10% of the common shares issued and outstanding at any given time for issuance under the Plan. Under the Plan, all share options are granted at the discretion of the Company's Board. The term of any option granted may not exceed ten years and the exercise price may not be less than the market value of the Company shares at the date of the grant. A summary of the Company's share option activity is as follows:

	Number of share options	Weighted average exercise price
	#	C\$
Balance, September 30, 2024	7,387,040	2.02
Granted	7,020,000	0.19
Expired	(1,358,274)	2.30
Forfeited	(2,002,284)	2.84
Balance, September 30, 2025	11,046,482	0.67
Expired	(160,000)	0.40
Cancelled	(1,846,002)	0.76
Outstanding, June 30, 2026	9,040,480	0.66

During the nine months ended June 30, 2026, the Company recorded share-based compensation expense of \$299 (nine months ended June 30, 2025 – share-based compensation gain of \$1,156) of which share-based compensation expense \$76 (nine months ended June 30, 2025 - \$135) has been allocated to Chvalitice Project evaluation expenses and share-based compensation expense of \$223 (nine months ended June 30, 2025 – share-based compensation gain of \$1,291) to corporate and administrative expenses.

The balance of share options outstanding and exercisable at June 30, 2026, is as follows:

Date of expiry	Number of share options outstanding	Number of share options exercisable	Weighted average exercise price	Weighted average remaining life
	#	#	C\$	Years
April 6, 2027	100,000	100,000	0.50	0.77
September 21, 2027	250,000	250,000	0.55	1.23
December 14, 2027	70,000	70,000	0.55	1.46
February 21, 2028	280,000	280,000	1.00	1.65
August 15, 2028	140,000	140,000	1.25	2.13
February 14, 2029	253,333	253,333	1.40	2.63
May 15, 2029	30,000	30,000	1.25	2.88
August 12, 2029	30,000	30,000	1.25	3.12
April 6, 2030	30,000	30,000	1.25	3.77
September 11, 2030	515,800	515,800	0.55	4.20
September 23, 2030	100,000	100,000	0.63	4.24
March 30, 2031	195,000	195,000	3.05	4.75
June 21, 2031	80,000	80,000	2.95	4.98
December 20, 2031	550,000	550,000	2.90	5.48
May 15, 2033	366,347	366,347	2.39	6.88
May 28, 2035	6,050,000	4,566,664	0.19	8.92
	9,040,480	7,557,144	0.66	7.25

9. EQUITY (continued)

Option pricing models require the input of subjective assumptions. The expected life of the share options considered such factors as the average length of time similar option grants in the past have remained outstanding prior to exercise and the vesting period of the grants. The selection of alternative assumptions could have a material impact on the estimated fair value of the options.

In the year ended September 30, 2025, the Company applied the Black-Scholes option pricing model to determine the value of stock options. These share options were granted to employees, including directors, and non-employees and valued on the date of grant using the following weighted-average assumptions: risk free interest rate of 1.64%, expected life of 9 to 10 years, annualized volatility of 70%, and dividend yield of nil. The average fair value of share options granted was estimated to be \$0.14 per share option.

c) Warrants

A summary of the Company's warrant activity is as follows:

	Number of warrants	Weighted average exercise price
	#	C\$
Balance, September 30, 2024	-	-
Issued	89,438,868	0.23
Balance, September 30, 2025	89,438,868	0.23
Exercised	(150,000)	0.23
Outstanding, June 30, 2026	89,288,868	0.23

The balance of warrants outstanding at June 30, 2026, is as follows:

Date of expiry	Number of warrants outstanding	Weighted average exercise price	Weighted average remaining life
	#	C\$	Years
28-Nov-26	84,384,390	0.23	0.41
28-May-27	4,904,478	0.23	0.91
	89,288,868	0.23	0.44

Warrants issued during the year ended September 30, 2025 were valued on the issue date using the Black-Scholes option pricing model using the following inputs: Risk-free interest rate: 1.643%, Expected life: 18 months - 2 years, Volatility: 70% and Dividend yield: nil.

10. RELATED PARTY TRANSACTIONS

The remuneration of directors and those persons having authority and responsibility for planning, directing and controlling activities of the Company are as follows:

	Three months ended June 30,		Nine months ended June 30,	
	2026	2025	2026	2025
	\$	\$	\$	\$
Salaries and benefits to officers and directors of the Company	342	320	1,252	1,040
Final payments to the former CEO	-	-	-	521
Share-based compensation	23	12	201	287
Share-based compensation gain resulted from forfeiture of options	-	-	-	(1,647)
	365	332	1,453	201

As at June 30, 2026, \$61 (September 30, 2025 - \$53) is payable to related parties as a result of the above transactions.

Related party transactions were incurred in the normal course of operations.

11. FAIR VALUE MEASUREMENT OF FINANCIAL INSTRUMENTS

Financial instruments measured at fair value are classified into one of three levels in the fair value hierarchy according to the relative reliability of the inputs used to estimate the fair values. The three levels of the fair value hierarchy are:

Level 1: Unadjusted quoted prices in active markets for identical assets or liabilities;

Level 2: Inputs other than quoted prices that are observable for the asset or liability either directly or indirectly; and

Level 3: Inputs that are not based on observable market data.

The fair values of the Company's cash and cash equivalents, accounts and other receivables, accounts payable and accrued liabilities, and due to related parties approximate carrying values recorded on the consolidated statements of financial position due to their short-term nature.

The Convertible Loan is classified as Level 2 and measured at amortized cost using the discounted cash flow valuation technique which approximates its fair value.

The Convertible Loan derivative liability, which was separated from the host convertible loan contract, is a financial instrument measured at fair value through profit and loss using Level 3 inputs as there is no observable market data available. The significant assumptions used in the valuation were the discount rate and the probability of repayment and conversion and extension. The valuation was prepared by management under the direct oversight of the Interim Chief Financial Officer, and the valuation process and results are reviewed with the Audit Committee on a quarterly basis.

a) Credit risk

Credit risk is the risk of potential loss to the Company if the counterparty to a financial instrument fails to meet its contractual obligations. The Company's credit risk is primarily attributable to its liquid financial assets including cash and cash equivalents and accounts and other receivables. Management believes that the credit risk with respect to these instruments is minimal as they primarily consist of amounts on deposit with a major financial institution.

b) Liquidity risk

Liquidity risk is the risk that the Company will incur difficulties meeting its financial obligations as they are due. The Company's approach to managing liquidity is to ensure, as far as possible, that it will have sufficient liquidity to meet its liabilities when due, under both normal and stressed conditions without incurring unacceptable losses or risking harm to the Company's reputation (Note 1). At June 30, 2026 the maturity of accounts payable and the due to related parties balances are under one year. The Company's contractual obligations related to the Convertible Loan and interest are disclosed in Note 8.

c) Market risk

Market risk is the risk of loss that may arise from changes in market factors such as interest rates, foreign exchange rates and price risk.

Interest rate risk

Interest rate risk is the risk that the fair value or cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Company has interest-bearing assets in relation to cash in savings accounts and GIC's carried at fixed interest rates, invested with major Canadian and Czech banks.

Foreign currency risk

Currency risk is the risk that the fair values or future cash flows of the Company's financial instruments will fluctuate because of changes in foreign currency rates. The Company's financial instruments are exposed to currency risk where those instruments are denominated in currencies that are not the functional currency of the entity that holds them. Exchange gains and losses in these situations impact earnings. A 1% increase of the value of the Canadian dollar relative to the U.S. dollar as at June 30, 2026 would result in an additional \$246 foreign exchange gain (loss) reported in the Company's consolidated statement of loss and comprehensive loss for the nine months ended June 30, 2026 (year ended September 30, 2025 - \$305). A 1% increase of the value of the Canadian dollar relative to the CZK as at June 30, 2026 would result in an additional \$121 foreign exchange gain (loss) reported in the Company's consolidated statement of loss and comprehensive loss for the nine months ended June 30, 2026 (year ended September 30, 2025 - \$2).

12. SEGMENTED INFORMATION

The Company defines its major operating segments as Mangan, EPCS, and corporate. The Chief Operating Decision Maker ("CODM") is the Company's CEO. For the Mangan operating segment the CODM reviews key categories of operating expenses including Chvaletice Project evaluation expenses, corporate and administration expenses, and finance expense. For the EPCS operating segment the CODM's review consists of revenue, cost of sales, gross profit and corporate and administrative expenses. The Corporate segment does not conduct exploration or income generating activities and its results are reviewed for cost management.

A summary of the Company's segmented operational activity and balances for the nine months ended June 30, 2026 is as follows:

	Mangan	EPCS	Corporate	Total
	\$	\$	\$	\$
Revenue	-	3,450	-	3,450
Cost of sales	-	(3,950)	-	(3,950)
Gross profit	-	(500)	-	(500)
Operating expenses				
Chvaletice Project evaluation	(5,054)	-	-	(5,054)
Corporate and administrative	(34)	(6)	(2,748)	(2,788)
Foreign exchange gain (loss)	(1,501)	(12)	702	(811)
Operating loss	(6,589)	(518)	(2,046)	(9,153)
Interest income	-	32	74	106
Finance expense	(3,582)	-	-	(3,582)
Loss before income tax	(10,171)	(486)	(1,972)	(12,629)
Income tax expense	-	37	-	37
Loss for the period	(10,171)	(449)	(1,972)	(12,592)
Financial position as at June 30, 2026				
Assets	16,092	3,141	9,778	29,011
Liabilities	37,481	462	495	38,438

EURO MANGANESE INC.
Notes to the Condensed Interim Consolidated Financial Statements
For the three and nine months ended June 30, 2026 and 2025
(Unaudited - Expressed in thousands of Canadian dollars)

12. SEGMENTED INFORMATION (continued)

A summary of the Company's segmented operational activity and balances for the nine months ended June 30, 2025 is as follows:

	Mangan	EPCS	Corporate	Total
	\$	\$	\$	\$
Revenue	-	3,444	-	3,444
Cost of sales	-	(4,048)	-	(4,048)
Gross profit	-	(604)	-	(604)
Operating expenses				
Chvalětice Project evaluation	(5,439)	-	-	(5,439)
Other evaluation	-	-	(8)	(8)
Corporate and administrative	(110)	94	(2,544)	(2,560)
Loss on disposal of property, plant and equipment	-	-	-	-
Foreign exchange gain (loss)	562	10	(647)	(75)
Operating loss	(4,987)	(500)	(3,199)	(8,686)
Gain on derivative instruments	1,148	-	-	1,148
Interest income	95	21	3	119
Finance expense	(3,335)	-	-	(3,335)
Modification loss	(1,927)	-	-	(1,927)
Loss before income tax	(9,006)	(479)	(3,196)	(12,681)
Income tax expense	-	(146)	-	(146)
Loss for the period	(9,006)	(625)	(3,196)	(12,827)
Financial position as at September 30, 2025				
Assets	19,470	3,154	14,154	36,778
Liabilities	33,064	311	555	33,930

Entity-wide disclosures

All revenue for the period ended June 30, 2026 and 2025 were earned in the Czech Republic.

Mangan and EPCS asset are geographically located in the Czech Republic and corporate assets are located in Canada.

13. COMMITMENTS

At June 30, 2026, the Company was committed to make the minimum annual cash payments as follows:

	Less than one year	Total
	\$	\$
Minimum rent payments	130	130
Operating expenditure commitments	65	65
Total contractual obligations	195	195

Pursuant to the ČEZ Lease Agreement, land access has been granted for the life of the Project and during the subsequent period in which reclamation and revitalization of the premises is to take place, in return for a royalty on the Project's gross sales. During the period in which Project is expected to have project finance debt (the "Debt Period"), estimated to be seven years, the royalty will operate on a sliding scale from 0.2% to 1.8%, depending on the average prices received for the Project's high-purity manganese products. Post the Debt Period, the royalty will be 1.8% of gross sales. Additionally, the ČEZ Lease Agreement also requires the Company to pay, commencing in 2027, a minimum rent of CZK 625 (\$42) per calendar quarter, adjusted annually commencing in 2028, based on inflation during the immediately preceding year.

The Company agreed to acquire a right-of-way for a period of 30 years having an annual rental of CZK 60 (\$4).

13. COMMITMENTS (continued)

The Company and the Municipality of Chvaletice, being the land owners, signed a land access agreement via rental of a parcel of land that underlies the tailings to the Company until the earlier of a 40-year period or upon remediation of the land. The agreement grants the Company access to a portion of the tailings surface area. The annual rental is CZK 9,500 (\$635), adjusted for inflation based on the average annual Czech consumer price index for the 12 months of the previous calendar year. The land rental agreement is effective as of July 1, 2022.

14. MANAGEMENT OF CAPITAL

The Company's objectives when managing capital are to safeguard the Company's ability to continue as a going concern, to pursue suitable business opportunities and to maintain a flexible capital structure for its projects for the benefit of its stakeholders. As the Company is in the evaluation stage and has not achieved commercial operations from its projects, its principal source of funds is from the issuance of common shares, the Convertible Loan Facility and the operations at EPCS. Further information related to liquidity risk is disclosed in Note 1 and 11.

In the management of capital, the Company includes the components of equity. The Company manages and adjusts its capital structure considering changes in economic conditions and the risk characteristics of the underlying assets. To maintain and adjust the capital structure, the Company may attempt to issue new shares, enter joint venture property arrangements, acquire or dispose of assets or adjust the amount of cash and cash equivalents.

To facilitate the management of its capital requirements, the Company prepares annual expenditure budgets that are updated as necessary, depending on various factors, including successful capital deployment and general industry conditions. The annual and updated budgets are approved by the Board.

The Company's investment policy is to invest its cash in high-quality, highly liquid short-term interest-bearing investments with maturities of one year or less from the original date of acquisition, selected with regards to the expected timing of expenditures from continuing operations.

The Company is uncertain as to whether its current capital resources will be sufficient to carry on its evaluation and development plans and operations through its current operating period and, accordingly, management is reviewing the timing and scope of current evaluation plans and is also pursuing other financing alternatives to fund the Company's operations. The Company is not currently subject to externally imposed capital requirements. There were no changes in the Company's approach to capital management in the period.

15. COST OF GOODS SOLD

The components of cost of goods sold are as follows:

	Three months ended June 30,		Nine months ended June 30,	
	2026	2025	2026	2025
	\$	\$	\$	\$
Materials	698	1,029	2,400	2,148
Labour costs	281	218	939	661
Depreciation	189	252	611	1,239
	1,168	1,499	3,950	4,048

16. CHVALETICE PROJECT EVALUATION

The components of Chvaletice project evaluation expenses are as follows:

	Three months ended June 30,		Nine months ended June 30,	
	2026	2025	2026	2025
	\$	\$	\$	\$
Engineering	163	10	763	523
Remuneration	334	1,019	1,203	1,840
Share-based compensation	13	124	76	135
Travel	3	3	5	18
Legal and professional fees	187	26	379	191
Marketing activities	5	4	13	12
Supplies and rentals	332	(97)	882	980
Depreciation	582	578	1,733	1,740
	1,619	1,667	5,054	5,439

17. CORPORATE AND ADMINISTRATIVE

The components of corporate and administrative expenses are as follows:

	Three months ended June 30,		Nine months ended June 30,	
	2026	2025	2026	2025
	\$	\$	\$	\$
Remuneration	428	547	1,325	2,280
Share-based compensation	24	255	223	(1,291)
Legal and professional fees	211	199	643	774
Travel	12	25	55	43
Filing and compliance fees	20	76	85	184
Office and administration	31	19	99	105
Insurance	42	41	128	124
Conferences	2	15	18	34
Investor relations	12	57	60	213
Depreciation	60	31	152	94
	842	1,265	2,788	2,560

18. SUBSEQUENT EVENT

On July 9, 2026, the Company entered into the Third Amended and Restated Convertible Loan and Royalty Agreement with Orion OMRF (BK) LLC. Pursuant to the agreement, the outstanding principal balance and accrued interest under the Convertible Loan Facility will automatically convert into a royalty on the Chvaletice Manganese Project upon satisfaction of a specified fundraising condition by a date acceptable to Orion.

Upon conversion, the Company's obligation to repay the outstanding loan balance and accrued interest will be extinguished. Following conversion, Orion will hold a royalty ranging from 2.29% to 2.46% of Project revenues, determined using a sliding scale linked to achieved prices for the Company's high-purity manganese products.

The amended agreement also removes certain development milestone requirements contained in earlier versions of the agreement and cancels the undrawn second tranche of the Convertible Loan Facility and the associated royalty financing commitment.



EURO MANGANESE

**EURO MANGANESE INC.
MANAGEMENT'S DISCUSSION AND ANALYSIS
FOR THE THREE AND NINE MONTHS ENDED JUNE 30, 2026 AND 2025**

EURO MANGANESE INC.
Management's Discussion and Analysis
For the three and nine months ended June 30, 2026 and 2025
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1. INTRODUCTION

The principal business and current focus of Euro Manganese Inc. (the "Company" or "EMN") is the development of the Chvaletice Manganese Project (the "Project"), in which the Company has a 100% ownership interest. The Project involves the re-processing of a readily leachable manganese deposit hosted in the tailings of a decommissioned mine in the Czech Republic. The Company has also started to progress an opportunity to develop a project to produce high-purity manganese products in Canada for the North American market. The Company's goal is to produce high-purity manganese products in an economically, socially and environmentally-sound manner, principally for use in lithium-ion and sodium-ion batteries.

EMN was incorporated under the British Columbia Business Corporations Act on November 24, 2014. The Company's corporate offices are located at 700 West Pender Street, Suite 709, Vancouver, BC, Canada, and its registered offices are located at 666 Burrard Street, Suite 1700, Vancouver, BC, Canada. The Company's common shares are traded on the TSX Venture Exchange ("TSX-V") under the symbol "EMN.V", respectively. CHESS Depositary Interests ("CDIs", with each CDI representing one common share) are traded on the Australia Securities Exchange ("ASX") under the symbol "EMN.AX".

This Management's Discussion and Analysis ("MD&A") of the financial condition and results of operations of the Company, prepared as of August 14, 2026, is intended to be read in conjunction with the Company's audited consolidated financial statements for the year ended September 30, 2025 (the "September 2025 Financial Statements") and the Company's unaudited condensed consolidated interim financial statements for the three and nine months ended June 30, 2026. The Company prepares its financial statements in accordance with International Financial Reporting Standards, as issued by the International Accounting Standards Board ("IFRS Accounting Standards"). The Company's significant accounting policies are set out in Note 3 of the September 30, 2025 Financial Statements.

Additional information relating to the Company, including the Annual Information Form for the year ended September 30, 2025, is available on SEDAR+ at www.sedarplus.ca and on the Company's website www.mn25.ca.

The technical information in this MD&A concerning the Chvaletice Manganese Project was prepared under the supervision of Dr. David Dreisinger, a Qualified Person under the National Instrument 43-101 *Standards of Disclosure for Mineral Projects* ("NI 43-101").

This MD&A contains "forward-looking statements" that are subject to risk factors as set out in a cautionary note contained in Section 19. The financial information presented in tables in this MD&A are in thousands of Canadian dollars, except for per share amounts and unless otherwise stated.

2. OVERVIEW

About the Chvaletice Manganese Project

The Chvaletice Manganese Project is located in the Czech Republic, within the townships of Chvaletice and Trnavka, in the Labe River valley, approximately 90 kilometres to the east of the country's capital, Prague. The Project site is adjacent to established infrastructure, including an 820-megawatt power station that supplies the Czech Republic's national grid, a major railway line, a highway, and a natural gas line. The surrounding region is industrialized and skilled labour is expected to be available from local markets. The Project resource is contained in flotation tailings piles, adjacent to the former Chvaletice open pit mine. The tailings were deposited from historical milling operations for the recovery of pyrite used for the production of sulfuric acid. The tailings, which consist of three separate piles ranging from 12 to 28 metres in thickness, cover a cumulative surface area of approximately one square km. The Project is expected to result in the environmental remediation of this former mine tailings site, bringing it into full compliance with modern Czech and European Union environmental standards and regulations.

The Company's wholly-owned subsidiary, Mangan Chvaletice s.r.o. ("Mangan") holds the Mining Lease permit for the Chvaletice Manganese Project which replaces all prior authorizations according to the Mining Act and has no expiry date. It provides the Company with exclusive, unrestricted rights to mineral extraction within the designated area and ensures robust legal protection of the Project area, enabling the Company to proceed with the Project's next phases on an exclusive basis. This Mining Lease was required before applications could be made for permits relating to the construction of infrastructure and operation of a processing facility for commercial extraction and processing activities at the Project.

2. OVERVIEW (continued)

The area of interest for the Project overlies several privately-owned land parcels with surface rights. To date, Mangan has received the consent to conduct exploration activities and to access the site from the landowners whose surface properties underlie the tailings. At present, Mangan does not hold all surface rights to the Project area, which includes those parcels of land underlying and immediately surrounding the three tailings' deposits. In June 2022, and in October 2023, Mangan and the Municipality of Chvaletice ("Chvaletice") and ČEZ a.s. ("ČEZ"), respectively, signed land lease agreements, granting the Company access to approximately 85% of the total reserves in the 2022 Feasibility Study of the Project. Additionally, Mangan purchased certain land parcels which are adjacent to the tailings area and provide additional room and flexibility for the Chvaletice residue storage facility layout. The Company is currently in commercial negotiations for the acquisition of the remaining surface rights; however, there is no assurance that access to the remaining areas will be secured.

On December 28, 2023, Mangan acquired 100% of EP Chvaletice s.r.o. ("EPCS") which owns the land intended for the Project's high-purity processing plant. This land is located immediately south of the highway and rail line that bound the Chvaletice tailings deposit and is adjacent to the Chvaletice power plant and another parcel of land and rail siding that was previously acquired by Mangan. The Company also signed further agreements to acquire rights to several additional strategic parcels of land, completing its land assembly for the proposed Chvaletice commercial plant. All such land parcels for the proposed processing plant are already zoned for industrial use. The land area where the Project's tailings are located is zoned for mining use.

The Project is targeting production of high-purity electrolytic manganese metal ("HPEMM") with specifications exceeding 99.9% manganese ("Mn") and high-purity manganese sulphate monohydrate ("HPMSM") with a minimum Mn content of 32.34%. These products will be prepared without the use of selenium and will be fluorine, and chromium-free and are designed to contain very low levels of deleterious impurities.

HPEMM and HPMSM are critical components of Lithium-ion ("Li-ion") batteries in several industry sectors. HPEMM is also a key component of certain specialty steel products with importance to the defence industry. As such, demand for high-purity manganese products is growing, fueled largely by the Li-ion and electric vehicle ("EV") markets, including the energy storage systems and use of Li-ion batteries in the defence industry (e.g. in drones, communication devices, submarines and other). There are only a few sources of manganese ore suitable for production of high-purity manganese products and the vast majority of processing these ores into the final products is concentrated in China. Europe and North America are close to 100% dependent on Chinese imports of high-purity manganese products. An overview of the high-purity manganese market can be found in Section 6 of this MD&A.

To date, the Company has entered into five non-binding offtake term sheets for the sale of HPEMM or HPMSM from the Chvaletice Manganese Project with consumers of high-purity manganese products and focusing on converting these term sheets into binding offtake agreements with those customers. In addition, the Company has signed two non-binding offtake term sheets for intermediate by-products, magnesium carbonate and gypsum, that will be produced concurrently with HPEMM and HPMSM. The Company is in active discussions and negotiations with multiple other parties, including battery, chemical, and automobile manufacturers, and anticipates more term sheets will follow. The Company is targeting 80% - 90% of production capacity under offtake contracts to support project finance. There can be no assurance, however, that current discussions will lead to off-take agreements or commercial or strategic relationships in the near term, if at all.

Following the successful operation of its Demonstration Plant, in November 2025 the Company initiated an optimization program to incorporate operational learnings into design of the Commercial Plant. Key workstreams included improved recoveries and metallurgical balancing; optimized equipment-sizing and layout; reduced reagent and consumables use; and enhanced process control. The results of these workstreams were incorporated into the 2026 Preliminary Economic Assessment ("PEA"), the results of which were published on May 14, 2026 (Section 6 of this MD&A). The NI-43-101 Technical Report and the JORC Code Report for the PEA were filed on June 29, 2026.

On March 27, 2024, the Company received the approval of the final Environmental and Social Impact Assessment ("ESIA") for the Project from the Ministry of Environment in the Czech Republic. On January 23, 2025, the Company secured the Mining Lease permit, marking the next critical milestone towards the development of the Project in the Czech Republic. It provides the Company with exclusive, unrestricted rights to mineral extraction within the designated area and ensures robust legal protection of the project area, enabling the Company to proceed with the Project's next phases on an exclusive basis.

2. OVERVIEW (continued)

Between April and June 2026, the Company also obtained four additional milestone permits: land planning permit for the processing plant, construction permit for site infrastructure relocation, the construction permit for the technological bridge and the land planning permit for railway and shunting yard. This milestone further de-risks the project and reflects the strong collaboration with authorities as the Company continues to develop the Project.

On November 28, 2023, the Company signed definitive agreements with OMRF (BK) LLC ("Orion"), which is managed by the Orion Resource Partners Group, for US\$100 million (\$140 million) in non-dilutive financing (the "Funding Package") to advance development of the Project. The Funding Package is split into two US\$50 million (\$70 million) components: (a) a US\$50 million (\$70 million) loan facility convertible into a 1.29-1.65% royalty on Project revenues (the "Convertible Loan Facility"), with US\$20 million (\$28 million) received upon closing on November 29, 2023, and an additional US\$30 million (\$42 million) to be received upon meeting certain milestones; and (b) receipt of US\$50 million (\$70 million) in exchange for a 1.93-2.47% royalty on revenues following a final investment decision by the Company's Board of Directors and other conditions precedent typical for this type of financing (the "Royalty Financing"). In connection with the Funding Package, Orion has been granted an off-take option of between 20-22.5% of the Chvaletice Manganese Project's high-purity manganese total production for a term of 10 years from first delivery, matching the commercial terms of the Company's sales. Such right is exercisable until the Company signs 60% of the total Project offtake.

During the fiscal year 2025, the Company amended the terms of the Orion Funding Package whereby, in exchange for waiving certain covenants of the original agreement for up to one year and the deferral of interest payments from January 1, 2025 onwards, the Company will pay 14% interest on the outstanding loan. The Company was also granted the right to repay, at any time, the Convertible Loan Facility at par, including all accrued and unpaid interest, and may cancel the second tranche of the Convertible Debt Facility without penalty. In addition, the Company also has the right to terminate the Royalty Financing, if the Convertible Loan Facility has been paid in full, for a fee of US\$1 million (\$1.4 million). On May 28, 2025, in connection with the amendment, the Company issued 22,263,733 warrants to Orion, each entitling Orion to purchase one common share of the Company at an exercise price of \$0.225. These warrants expire on November 28, 2026. Under the terms of the amended Orion Convertible Loan Facility, Orion did not have the option to convert the Convertible Loan Facility into a royalty until after November 28, 2025.

On December 11, 2025, the Company announced amendments to the Funding Package. In connection with the amendments, Orion extended the date by which certain milestones were required to June 30, 2026, and Orion may now, at its discretion, convert the outstanding amount drawn under the Convertible Loan Facility and accrued interest into a royalty at any time, subject to the conditions in the Convertible Loan Facility.

On July 9, 2026, the Company announced additional amendments to the Funding Package. In connection with the amendments, the outstanding loan balance and accrued interest will automatically convert into a royalty on the Chvaletice Manganese Project upon satisfaction of a specified fundraising condition by a date acceptable to Orion. Upon conversion, the Company's repayment obligation in respect of the loan and accrued interest will be fully discharged. The amendment also removed certain time-based milestones contained in previous versions of the agreement and cancelled the undrawn second tranche of the Convertible Loan Facility and related Royalty Financing commitment.

About the Bécancour Project

The Company is evaluating its North American growth strategy, an opportunity to develop a project to produce high-purity manganese products for the North American market. In December 2022, the Company entered into an option agreement with Société du parc industriel et portuaire de Bécancour ("SPIPB"), the owner of Lot 12, a 15 hectare land parcel at Bécancour, Quebec, Canada, where it proposed to establish its North American facilities, which allows the Company exclusive access to the land parcel and conduct due diligence thereon over a maximum term of 21 months. A scoping study was completed for a metal dissolution plant at the proposed Bécancour site (the "Bécancour Project") and WSP Canada Inc. ("WSP") was selected in September 2023 to complete a feasibility study for the project.

The Bécancour Project is planned to be fed with HPEMM from the Chvaletice Project once operational or other third-party providers. The Company also signed a Cooperation Agreement with the Grand Council of the Waban-Aki Nation, a tribal council consisting of the Abenaki Bands of Odanak and Wôlinak, on whose ancestral territory the Bécancour Project would be situated.

During the fiscal year 2024 year, the Company amended the terms with SPIPB whereby the Company to acquire 8 hectare property instead of 15 hectare parcel at the Port of Bécancour. The total funds of \$963 paid to date will be applied upon the option exercise against the total purchase price. Certain conditions exist for closing including approval of project plans by SPIPB and obtaining project financing. The Company completed due diligence on Lot 3A in September 2024. All work is currently on hold, pending financing.

2. OVERVIEW (continued)

On September 30, 2025, the Company amended its terms with SPIBP, revising the purchase price to \$6,115 and extending the option to September 30, 2026. Additionally, starting July 1, 2026, the Company will be required to make monthly payments of \$31 to keep the option active until the end of the option agreement.

3. FINANCIAL AND PROJECT HIGHLIGHTS

The following is a summary of the Company's highlights during the nine months ended June 30, 2026 and to the date of this MD&A:

- On July 9, 2026, the Company announced additional amendments to the Funding Package. In connection with the amendments, the outstanding loan balance and accrued interest will automatically convert into a royalty on the Chvaletice Manganese Project upon satisfaction of a specified fundraising condition by a date acceptable to Orion. Upon conversion, the Company's repayment obligation in respect of the loan and accrued interest will be fully discharged. The amendment also removed certain time-based milestones contained in previous versions of the agreement and cancelled the undrawn second tranche of the Convertible Loan Facility and related Royalty Financing commitment.
- On June 29, 2026, the Company filed the NI 43-101 Technical Report and the JORC Code report for the PEA. The Company presented an upside case in the PEA Report with the post-tax NPV of US\$798 million and post-tax IRR of 16.9% using 8% discount rate, assuming HPMSM price of US\$3,275/t.
- On May 27, 2026, The Company announced significant progress on the permitting process for the Project, which included the Construction Permit for site infrastructure relocation, Land Planning Permit for the Project's processing plant, Construction Permit for the technological bridge for transportation of tailings into the plant and waste back to the tailings site and the Land Planning Permit for the railway and shunting yard.
- On May 14, 2026, the Company reported the results of the PEA for the Chvaletice Manganese Project, supporting a 26-year project life with strong projected economics, including a pre-tax NPV of US\$740 million and IRR of 16.0%, and an after-tax NPV of US\$492 million and IRR of 13.8% (8% discount rate). The PEA reflects robust projected operating margins of approximately 48%, improved recoveries, and lower unit operating costs compared to the 2022 Feasibility Study. Capital costs remain broadly consistent despite higher planned HPMSM production of up to 150,000 tpa. The Project includes a phased development approach, with initial capital of \$627.5 million and expansion capital of \$197.8 million, and incorporates a magnesium carbonate by-product stream providing incremental value.
- On December 11, 2025, the Company announced amendments to the Funding Package. In connection with the amendments, Orion extended the date by which certain milestones were required to June 30, 2026, and Orion may now, at its discretion, convert the outstanding amount drawn under the Convertible Loan Facility and accrued interest into a royalty at any time, subject to the conditions in the Convertible Loan Facility.
- In October 2025, the Company initiated an optimization program to incorporate operational learnings from the demonstration plant into design of the Commercial Plant. Key workstreams include exploring: improved recoveries and metallurgical balancing; optimized equipment-sizing and layout; reduced reagent and consumables use; and enhanced process control. The outcomes of the optimization program will guide Euro Manganese's next phase of development, including any potential updates to technical studies.

4. OUTLOOK

During the nine months ended June 30, 2026, the Company incurred a net loss of \$12,592 (2025 - \$12,827) and used \$5,515 cash (2025- \$6,867) for operating activities. As at June 30, 2026, the Company's working capital (current assets less current liabilities) was a deficit of \$32,770 (2025 - \$22,884). The Company's capital resources are not expected to provide sufficient working capital to fund its corporate and project development costs for at least twelve months from the date of these financial statements. As an early stage development company, it has no material operating revenues and is unable to self-finance its operations. Further, there is no assurance that the evaluation and development activities executed or planned by the Company for the Chvaletice Manganese Project will result in the development of a profitable commercial operation. The Company is expected to operate at a loss while the Company is developing the Chvaletice Manganese Project.

The ability of the Company to arrange such financing in the future will depend principally upon prevailing market conditions and the performance of the Company. Such additional funding may not be available when needed, if at all, or may not be available on terms favorable to the Company. These factors give rise to material uncertainty that may cast significant doubt upon the Company's ability to continue as a going concern. The consolidated financial statements do not reflect adjustments in the carrying values of the assets and liabilities, the reported revenues and expenses and the balance sheet classifications used, that would be necessary if the Company were unable to realize its assets and settle its liabilities as a going concern in the normal course of operations. Such adjustments could be material.

The Company's short-term to medium-term operating priorities include:

- Completion of an updated feasibility study following the completion of the PEA;
- Negotiate additional offtake term sheets with potential customers and subsequently offtake contracts;
- Securing funding for the near and mid-term Project priorities while pursuing and securing strategic financing;
- Completing the acquisition of, or access to, the remaining land surface rights for the Project;
- Continue to de-risk the Project by continuous advancement of permitting; and
- Applying for and securing funding from grants and incentives available from the EU, US and Czech state.

5. SIGNIFICANT TRANSACTIONS DURING THE NINE MONTHS ENDED JUNE 30, 2026

The Company did not complete any significant transactions in the nine months ended June 30, 2026, other than those described in Section 3 of this MD&A.

6. REVIEW OF OPERATIONS

Optimization Program and Results of the Preliminary Economic Analysis

A previous feasibility study of the Chvaletice Manganese Project was completed in 2022 (the "2022 Feasibility Study"). The 2022 Feasibility study outlined a large-scale, 25-year life high-purity manganese project based on the recycling of historic tailings, demonstrating robust economics with strong projected cash flows under the 2022 pricing assumptions. Following the successful operation of its Demonstration Plant in 2024 and 2025, the Company initiated an optimization program to incorporate operational learnings into design of the Commercial Plant.

Key workstreams of the optimization program included exploring:

- Improved recoveries and metallurgical balancing;
- Optimized equipment-sizing and layout;
- Reduced reagent and consumables use; and
- Enhanced process control.

The Company has engaged external engineering specialists, including Tetra Tech Canada, to conduct independent reviews and recommend efficiency upgrades. This structured, best-practice approach mirrors successful programs across the battery and mining sectors that have delivered lower capital intensity and stronger commercial and sustainability outcomes for other companies. Based in the results of this optimization work, the Company performed further work to assess the next-phase development plans and engaged Tetra Tech Canada to complete the updated technical study in the form of the Preliminary Economic Assessment ("PEA").

6. REVIEW OF OPERATIONS (continued)

The PEA confirmed solid preliminary economics of the Project, reflecting the current price and market environment; validated the metal-route as flexible and efficient pathway to supply both HPEMM and HPMSM feedstocks for evolving cathode chemistries for EV batteries, stationary energy systems and defence applications. The proposed staged approach for the commercial plant construction reflects the needs of the HPMSM market and allows for lower initial capital expenditures while minimizing the total increase in total CAPEX. Overall, the optimized project is more competitive with the industry incumbents in China while offering a localized, fully integrated, traceable and sustainably produced high-purity manganese products. The Project offers the only material western near-term option for a supply chain diversification and security.

Preliminary Economic Assessment Results

On May 14, 2026, the Company completed and reported the results of the Chvaletice Manganese Project PEA for the production of high-purity manganese products, namely HPEMM and HPMSM. The PEA Technical Report, as prepared by Tetra Tech, will be released and filed on SEDAR in 45 days after the May 14, 2026 news release.

The highlights of the PEA are as follows:

- Recycling of a 27 million tonnes Measured and Indicated tailings resource (98.2% Measured) with a combined grade averaging 7.33% Mn, and 1.15% of magnesium; without the requirement of any hard rock mining, crushing or milling;
- Average life-of-project operating margin of 48%;
- 26-year project operating life producing 1.19 million tonnes of HPEMM, which is expected to be converted into HPMSM;
- Saleable product includes 3.652 million tonnes of HPMSM (1,185,000 tonnes on Mn contained basis), focusing principally on the Li-ion battery industry;
- Newly incorporated magnesium carbonate ("MgCO₃") resource as a by-product enables production of up to 20 thousand tonnes per annum of MgCO₃, adding incremental value with minimal capital;
- Base case after tax NPV of US\$492 million and pre-tax NPV of US\$740 million, using an 8% real discount rate, and based on average life-of-project average HPMSM (containing 32% Mn) price of US\$2,888/tonne (prices based on a market study prepared for the Company by Marketeye Org.);
- Upside case after tax NPV of US\$798 million and pre-tax NPV of \$1,130 million, using 8% real discount rate, and based on average life-of-project average HPMSM (containing 32% Mn) price of US\$3,275/tonne (prices based on a market study prepared for the Company by Marketeye Org.);
- US\$627.5 million in Phase 1 (50% of production capacity)-initial capital, US\$197.8 Phase 2 expansion capital (to achieve 100% production capacity) US\$139.1 million in total sustaining capital, with an ungeared, pre-tax 16.0% IRR with a 6.5-year payback, and a post-tax 13.8% IRR with a 7.3-year payback;
- Project maintains flexibility to supply either HPEMM or HPMSM, as the needs of customers evolve;
- Targeting production of ultra-high-purity electrolytic manganese metal with specifications exceeding 99.9% Mn and ultra-high-purity manganese sulphate monohydrate with a minimum manganese content of 32.34%, which exceeds typical industry standards;
- Access to excellent transportation, energy and community infrastructure. Proposed process plant site is located in an industrially-zoned brownfield site, where a historical process plant generated the Chvaletice tailings;
- Strong environmental project credentials with the Project design meeting or exceeding all Czech and European health, safety and environmental standards, resulting in a significant remediation of the Chvaletice tailings site, arresting the ongoing pollution related to historical mining activities;

6. REVIEW OF OPERATIONS (continued)

- Sophisticated, stable and business-friendly European Union jurisdiction that is highly supportive of new and sustainable investment; and
- Opportunities exist to enhance returns through process optimization initiatives and various investment incentives that may be available through the Czech Republic and European Union.

Permitting

The Company received a positive decision on the revised ESIA on March 27, 2024.

On January 23, 2025, the Company also secured the Mining Lease permit, marking the next critical milestone towards the development of the Project in the Czech Republic. It provides the Company with exclusive, unrestricted rights to mineral extraction within the designated area and ensures robust legal protection of the project area, enabling the Company to proceed with the Project's next phases on an exclusive basis.

Following approval of the ESIA and the Mining Lease permit, Land Planning Permit Documentation was submitted to the relevant authorities. Two separate applications were prepared and filed: one related to the processing plant and second relates to the railway and shunting yard infrastructure. Documentation for both applications were submitted for processing in December 2025. The applications were supported by coordinated statements from 18 relevant authorities and 27 stakeholders, including, among others, the Town of Chvaletice, the Pardubice Region Road Administration and Maintenance Authority, the Railway Administration, and the Regional Public Health Authority. All administrative comments received to date have been successfully addressed, supporting the progression toward issuance of the related permits.

In addition, the following prerequisite permits required for the processing plant were obtained in advance: a demolition permit for the industrial zone, a tree felling permit, and a construction permit for the 400 kV power line connection. These permits form part of the preparatory approvals supporting the development of the processing plant

The regulatory authorities adopted a phased approach to the permitting process, initially prioritizing the statutory proceedings for the processing plant. Following the issuance of the Land Planning Permit for the processing plant in April 2026, the authorities initiated the subsequent permitting proceedings related to the railway and shunting yard infrastructure.

Additional construction permit applications were submitted for final administrative proceedings in 2025 in respect of infrastructure relocation works and the construction of a technological bridge, enabling the connection between the tailings area and the industrial plant area.

The Construction Permit for infrastructure relocation was obtained in April 2026. This permit represents a mandatory regulatory prerequisite for the execution of utility diversion works and constitutes a critical path milestone for the project. The permit enables the relocation of sub-surface infrastructure in compliance with applicable safety standards and statutory requirements established by the relevant utility providers.

The Construction Permit for the technological bridge facility was also obtained in April 2026. The technological bridge establishes a strategic connection between the tailings area and the processing plant and will accommodate a specialized pipeline system for the conveyance of raw materials. This infrastructure is expected to eliminate reliance on heavy goods vehicle (HGV) transport between these areas, thereby improving site logistics and supporting a reduction in the project's carbon footprint.

The final stage of the permitting process for tailings extraction is the Permit for opening, preparation, and extraction. The documentation contract for this permit has been awarded, and a draft of the documentation has been prepared and submitted for the Company's internal review. Finalization and submission of the documentation are expected in the second half of 2026.

6. REVIEW OF OPERATIONS (continued)

Chvaletice Demonstration Plant

The Demonstration Plant was fully commissioned in July 2024, with all modules operating on a consistent basis, and producing on-spec products. Two independent external laboratories have confirmed that samples of HPMSM made from HPEMM produced at the Demonstration Plant meet its design target HPMSM specifications with low levels of impurities.

On October 16, 2024, the Company successfully completed a 5-day continuous operation program for the production of high-purity electrolytic manganese metal at the Demonstration Plant to demonstrate reliability and consistent production capacity and quality. The Demonstration Plant operated as-designed and without interruption, achieving 100% reliability over the 5-day program (i.e. no stoppage time). Overall, 172 kg of HPEMM was produced, exceeding target production capacity by over 30%.

The demonstration plant was intended to produce and deliver high-purity manganese products to prospective customers for testing and qualification. The Demonstration Plant replicates the process flowsheet used in the Feasibility Study and has been designed as a semi-batch, manually operated system of interconnected modules that can be utilized as a circuit or as stand-alone components. The demonstration plant also enables process optimization and testing for final product development and will be used as a testing and training facility for future operators. Learnings from the operation of the Demonstration Plant are used for the next stages of the project preparation.

Land Acquisitions and Land Access Rights

On December 2023, the Company, through its Czech subsidiary Mangan, completed the acquisition of 100% interest in EPCS. EPCS is a Czech operating company, whose current operations are the fabrication of specialty steel products and whose principal asset was a large parcel of industrial zoned land adjacent to the Chvaletice Manganese Project, where the Company proposes to develop its high-purity manganese processing facility.

On December 18, 2020, the Company entered into an agreement with Správa Nemovitostí Kirchdorfer CZ s.r.o. to acquire a parcel of land, including a rail spur extension, to provide additional space and flexibility for the Chvaletice commercial plant layout. The total purchase price for the land is Euro 726 (\$1,168). As of December 31, 2025, the Company paid Euro 326 (\$515). The remaining balance of Euro 400 (\$655) is payable on October 10, 2026. This acquisition will complete the land assembly for the commercial plant.

The area of interest for the Project overlies several privately-owned land parcels with surface rights. To date, Mangan has received the consent to access the site from the landowners whose surface properties underlie the tailings. On June 6, 2022, the Company and the Municipality of Chvaletice, being one of the landowners, signed a Land Access Agreement via rental of the land to the Company until the earlier of a 40-year period or upon remediation of the land. The annual rental is currently 9.50 million Czech Koruna (\$630), adjusted for inflation based on the average annual Czech consumer price index for the 12 months of the previous calendar year. The land rental agreement was effective July 1, 2022.

In January 2024 the Company completed the acquisition from Helot, spol. S.r.o. and Ing. Martin Vanek of 78,437m² in total consisting of several land parcels adjacent to the tailings area that provide additional room and flexibility for the Chvaletice residue storage facility layout. The total cost of the land is 54.3 million Czech Koruna (\$3.0 million). The acquisition was based on the agreement signed on June 7, 2022. The first instalment of \$516 was paid in June 2022. The second instalment of \$580 was paid in January 2023 and the remaining amount of \$2,038 was paid in January 2024.

On October 30, 2023, the Company signed a lease agreement with ČEZ granting it access to approximately 60% of the reserves in the 2022 Feasibility Study in the Project's tailings area, including for mining infrastructure and tailings transportation (the "ČEZ Lease Agreement"). Together with the land access agreement with the Municipality of Chvaletice, the Company now has access to approximately 85% of the resources required for the Project. Pursuant to the ČEZ Lease Agreement, land access has been granted for the life of the Project and during the subsequent period in which reclamation and revitalization of the premises is to take place, in return for a royalty on the Project's gross sales. During the period in which Project is expected to have project finance debt (the "Debt Period"), estimated to be seven years, the royalty will operate on a sliding scale from 0.2% to 1.8%, depending on the average prices received for the Project's high-purity manganese products. Post the Debt Period, the royalty will be 1.8% of gross sales. Additionally, the ČEZ Lease Agreement also requires the Company to pay, commencing in 2027, a Minimum Rent of CZK 625 per calendar quarter (approximately \$37), adjusted annually commencing in 2028, based on inflation during the immediately preceding year.

6. REVIEW OF OPERATIONS (continued)

The Company continues to negotiate the acquisition of the balance of the surface rights with the remaining landowner. Remaining part of the land introduces only 15% of the land underneath the tailing. Upon acquisition of such surface rights with the remaining owner, the Company will have access to all the surface rights to the Project area, which include those lands of original ground elevation surrounding, and those parcels of original ground underlying and immediately surrounding, the three tailings deposits which comprise the Chvalitice Manganese Project. There can be no assurance that access to the remaining area will be secured by the Company.

High-Purity Manganese Market Overview

High-performance Li-ion batteries are widely used in EVs, including full Battery Electric ("BEV") and Plug-in Hybrid ("PHEV") models as well as Battery Energy Storage Systems ("BESS") applications. High-purity manganese is also on NATO's list of defence-critical raw materials, as it is essential for technologies such as radar systems, electronic warfare equipment (drones), and precision guidance electronics. These systems rely on high-purity manganese for specialised alloys (HPEMM) and electronic components (HPMSM in Li-ion batteries for electrified military vehicles, portable power systems, unmanned aerial and ground systems and secure energy storage).

Among the various chemistries, two dominate: nickel-manganese-cobalt ("NMC") cathodes and those of the LFP family. Globally, according to Rho Motion, LFP batteries now lead the market, accounting for around 55% of all Li-ion batteries produced (measured in megawatt-hours), with particularly strong growth in China, where LFP holds over 80% market share. In contrast, NMC batteries remain dominant in Western markets (95% in North America, and 87% in Europe), with NCA also important in North America. Within the NMC category, the NMC-811 formulation—comprising 80% nickel, 10% manganese, and 10% cobalt—is the most widely used, although mid-nickel varieties such as NMC 622, which have twice the manganese content of NMC-811, remain increasingly important due to cost advantages (manganese being significantly cheaper than nickel). LFP chemistries, which are lower-cost and safer, have suffered from lower energy densities, but innovations in cell-to-pack design and higher tap density have closed the gap with NMC, and the introduction of manganese into LMFP offers further performance gains, with up to 20% higher energy density than pure LFP. In addition to the NMC and LFP families, other chemistries show promise, including LMNO, NCMA, and, most recently, LMR (Lithium Manganese Rich). This last variety is similar to NMC but contains almost no cobalt and very high levels of manganese. LMR is of great interest to the industry, as it offers performance similar to NMC batteries with the cost efficiency of LFP batteries.

Despite ongoing uncertainty, global sales of EVs (BEV and PHEV) continue to grow, albeit at different rates across regions and manufacturers.

After the 22% year-on-year growth in 2025, EV sales continue to grow but at a slower pace, with significant differences between regional markets. H1/2026 global sales growth is estimated at 2% YoY, mainly due to significant declines in China (-14%) and the USA (-27%). Lower sales in China are partially due to the withdrawal of certain subsidies for plug-in hybrids, market saturation, and a still weak economic outlook, as well as increased exports. The drop in sales in the USA is a result of new policies and withdrawal of the Inflation Reduction Act incentives for EV buyers in September 2025. A surge in demand before the incentives were removed resulted in much lower demand in Q4/2025 and H1/2026. Mexico, however, recorded a 31% YoY growth in EV sales in H1/2026.

In contrast, Europe and ex-China Asia recorded significant increases in sales and are currently the engine of growth of the EV market. In the first 6-months of 2026, Australia recorded a 117% increase in sales compared to the same period of 2025, Japan 61%, and Thailand 71%. Europe as a whole registered 27% more EVs in H1/2026 than in H1/2025, with Germany recording 37% growth, Spain 38%, France 46%, and Italy 86%. The growth in sales seems to be accelerating, with June 2026 beating more records: Japan +95% on June 2025, Australia +151%, France +67%, and Germany +62%.

Manganese use in batteries is also systematically growing. In the last 10 years, Mn use in all types of batteries (primary and secondary) increased by nearly 50%, to 395kt in 2025. Last year was the second highest year on record for manganese use in batteries (after the peak of 413 kt in 2021). While the Mn demand from primary (non-rechargeable) battery producers has been mostly static or falling over that period, the rechargeable sector saw significant growth in demand. The proportion of Mn demand from the secondary (rechargeable) batteries increased from ~19% in 2016, to 40% in 2021, and 53% in 2025¹.

¹ Includes LMO-grade EMD (MnO₂), HPMSM, Mn₃O₄, and battery grade MnSO₄ solution produced in-house by pCAM makers. Also includes non-EV applications.

6. REVIEW OF OPERATIONS (continued)

Another measure of manganese demand from the battery sector is known as “manganese deployed onto roads” in a given period. This measure adds up all manganese contained in batteries installed in new cars sold during that period. Notably, there is a significant delay between when manganese feedstock is consumed by a pCAM maker and when a battery containing it is sold in a new car. This measure (applicable to electric cars only, excluding stationary storage and portables) is also indicating an increasing use of manganese in batteries: Mn deployed onto roads in 2025 was 5.4% higher than in 2024, and in the first four months of 2026 3.2% higher year on year, according to Adamas Intelligence.

Prices of the key manganese chemical used in the production of rechargeable batteries, HPMSM, also indicate a tightening market. In July 2026, domestic HPMSM prices in China reached \$1,140/mt, a 57% rise from mid-2025, and an 82% rise since early 2024. This level of prices hasn't been seen since the 2021-22 spike.

Looking into the future, HP manganese demand from the battery sector will be shaped by several technical and political factors:

- *Wider adoption of LMFP chemistry:* This emerging chemistry faces competition from the latest “high compaction” generation of LFP batteries (which don't use manganese). Generation 4 and 5 of these LFPs, developed by China, are subject to export controls and are not likely to be exported to the West. The alternative for car makers seeking higher energy density without the expense of high nickel and cobalt could be LMFP.
- *Commercialization of the LMR batteries (Lithium-Manganese-Rich):* Two major American EV makers, Ford and General Motors, together with their Korean battery-making partners, plan to start commercial-scale production of these batteries from 2028. LMR batteries contain ~65%-70% of Mn in their cathode. Together with LMFPs (40% to 80% Mn in the cathode), they are up to 7 times more manganese-intensive, in terms of grams of manganese per kWh of battery capacity, than the current mainstream high-nickel batteries like NMC-811.
- *Greater adoption of sodium-ion batteries:* The first mass application of these batteries is likely to be in the stationary storage applications known as BESS (Battery Energy Storage Systems). Until now, this dynamically growing battery sector was almost closed to producers of HP Mn, as 95%+ of batteries used for these applications were LFPs (not using any manganese). In contrast, the layered-oxide sodium-ion batteries (the prevalent type) are up to 13 times more manganese intensive than NMC-811. Adoption of Na-ion batteries in BESS opens a whole new demand sector to HP Mn producers.
- The most important issue affecting HP Mn demand in terms of policy is maintaining the Section 45X production tax credits in the USA as well as strict enforcement of a ban on purchases from the prohibited “Foreign Entities of Concern”, i.e. companies with more than 25% of Chinese ownership. These rules are currently designed to stay in force until 2032, promoting North American production and “friendshoring”, while making it difficult for Chinese companies to maintain high levels of export of batteries and battery materials.

The combination of the above factors, as well as significant delays in Chinese and non-Chinese HPMSM projects, is likely to tip the market into a deficit sooner rather than later. In view of some analysts EMN is working with, this deficit is likely to last for most of the decade, supporting higher average prices than in the past five years.

Supply Chain Dynamics and Offtake Strategy

The medium to long term outlook for battery-grade manganese continues to be robust with demand projected to outstrip supply by the end of this decade, driven by the continuing growth in the EV market and the rise of more manganese-rich chemistries to deliver lower cost batteries.

6. REVIEW OF OPERATIONS (continued)

Currently, HPMSM is the dominant form of manganese used in Li-ion batteries and is projected to remain so going forward. However, other forms of manganese salts are increasingly used in the synthesis of pCAM and CAM for newer chemistries including manganese carbonate, phosphate, and oxides (Mn_2O_3 and Mn_3O_4). As a result, HPEMM is getting traction as a preferred feed stock due to its processing flexibility. This makes it an attractive intermediate material for producing a variety of manganese salts, compared to using the finished product, HPMSM. Emerging processes such as the M2CAM technology for production of cathode materials, or hot air oxygenation of Mn to produce Mn_3O_4 , are using powdered HPEMM, and these kinds of applications are expected to become more widespread. Additionally, HPEMM offers geographic flexibility, as it is more economical and practical to transport metal than HPMSM. Term sheets signed to date with prospective customers demonstrate the growing interest in HPEMM with volumes increasing significantly in later years.

Offtake discussions are ongoing with stakeholders across the supply chain, including automotive OEMs, battery manufacturers, and CAM/pCAM producers. Conversations are also taking place with non-EV customers (such as ESS customers) and with those interested in non-battery industrial applications, with the defence sector becoming increasingly prospective (uses include high purity alloys, electronics as well as bespoke military battery applications). To date, the Company has signed five non-binding offtake term sheets for the sale of HPEMM and HPMSM.

The Company aims to secure offtake contracts for 80%-90% of its production capacity to support project financing and remains well-positioned to capitalize on the growing demand for manganese in the evolving battery market.

In addition, in early May 2024, the US Department of Treasury published the final rules for the Inflation Reduction Act on how manufacturers may satisfy the critical mineral and battery component requirements of the clean vehicle tax credit. Specifically, the rules clarify that an eligible clean vehicle may not contain any critical minerals that were extracted, processed, or recycled by a foreign entity of concern (with the exception of graphite). Additionally, manufacturing companies will have the obligation to undertake full traceability of the supply chain to ensure there is no involvement of a foreign entity of concern at any stage. In July 2025, the One Big Beautiful Bill Act was signed into law in the United States. While it eliminated the majority of consumer tax credits for electric vehicles, it significantly strengthened the restrictions on accessing the remaining incentives based on the level of involvement of Foreign Entities of Concern. These changes underscore the growing importance of developing a supply chain that is independent of China.

Regulatory, Policy and Political Developments

Across the United States and Europe, there is growing recognition of the risks associated with over-reliance on China for critical battery materials, including high-purity manganese.

On December 11, 2024 NATO published a list of 12 defence critical raw materials, including manganese, essential for the Allied defence industry. These materials are integral to the manufacture of advanced defence systems and equipment.

On March 19, 2025 the Chvaletice Manganese deposit was designated a Strategic Deposit by the Czech government under the Czech Mining Act amendments. This designation recognizes the importance of manganese as both a strategic and critical raw material for the Czech Republic and expedites and enhances the predictability of the permitting process. Obtaining this status is the crucial prerequisite for receiving certain investment incentives.

Furthermore on March 26, 2025 the Chvaletice Project was designated as a Strategic Project under the EU Critical Raw Materials Act ("CRMA"). The benefits of being a Strategic Project include:

- i. Allowing Project developers to gain access to financing, taking into account private and public sources of funding with relevant national promotional banks, the European Investment Bank, EBRD and private financial institutions. Strategic Projects may receive preferential financing terms.

6. REVIEW OF OPERATIONS (continued)

- ii. Allowing regional and national authorities to make use of funding from the European Development Fund and Cohesion Fund to support the relevant project, in line with the new Strategic Technologies for Europe Platform regulations. These funds are administered by regional and national authorities and the European Commission makes sure that the projects are successfully concluded.
- iii. Benefiting from preset time frames for permitting.

It provides The Company stronger opportunity to pursue potential Czech grants and subsidies. As a strategic deposit, the Chvaletice Manganese Project could qualify as production of strategic products and may benefit from both corporate income tax relief and cash grants.

On December 3, 2025, the European Commission announced its REsourceEU Action Plan. Under the plan, a new critical raw materials financing hub will coordinate fragmented funding and provide technical assistance for projects along the value chain, mobilizing significant EU funds to accelerate Strategic Projects under the CRMA. This plan also commits European downstream industrial sectors to supply diversification, where large companies will need to assess supply chain risks and adopt mitigation measures supported by incentives. The plan also aims to support streamlining and simplifying permitting and increasing the demand for EU raw materials.

In early May 2024, the US Department of Treasury published the final rules for the Inflation Reduction Act on how manufacturers may satisfy the critical mineral and battery component requirements of the clean vehicle tax credit. Specifically, the rules clarify that an eligible clean vehicle may not contain any critical minerals that were extracted, processed, or recycled by a foreign entity of concern (with the exception of graphite). Additionally, manufacturing companies will have the obligation to undertake full traceability of the supply chain to ensure there is no involvement of a foreign entity of concern at any stage. In July 2025, the One Big Beautiful Bill Act was signed into law in the United States. While it eliminated the majority of consumer tax credits for electric vehicles, it significantly strengthened the restrictions on accessing the remaining incentives based on the level of involvement of Foreign Entities of Concern. These changes underscore the growing importance of developing a supply chain that is independent of China.

This bill has had a significant impact on EV demand, with a spike in purchasing in August and September 2025 before the tax credits were removed on September 30th. Subsequently in last quarter of 2025 saw the EV sales fall by 5.8% vs the previous quarter and by 2 % vs the comparative year. In addition, tariffs have been applied to foreign made automobiles and components, which has hit US OEMs who have in previous years off-shored production to countries that are now subject to these new tariffs (e.g. Canada, Mexico). While these tariffs have been subject to frequent revision, it unlikely they will be entirely removed for the foreseeable future creating more uncertainty for the North American market.

Additionally, recent policy developments—such as the U.S. National Defence Authorization Act (NDAA), which mandates that batteries used in Department of War applications be sourced from compliant, non Chinese supply chains—underscore the urgency of securing alternative, transparent, and geopolitically stable sources. Against this backdrop, Euro Manganese's Chvaletice Project, which represents Europe's largest and only significant future producer of battery-grade source of high purity manganese, is increasingly well positioned to support the region's strategic autonomy in battery materials. As governments and manufacturers accelerate efforts to diversify supply, Euro Manganese stands to play a central role in strengthening resilient, sustainable, and fully traceable value chains for the electric vehicle and energy storage sectors.

Bécancour Project

The site of the Bécancour Project is strategically located adjacent to a cluster of planned CAM manufacturing plants, including Ultium CAM (GM/Posco). The Company entered into an option agreement with SPIPB, a Québec provincial enterprise and owner of a 15 hectare land parcel within Bécancour (the "Bécancour Option Agreement") where the Company proposed to establish its North American facilities. The Bécancour Option Agreement allowed the Company to exclusively access the land parcel and conduct due diligence. During the current period, the Bécancour Option Agreement was amended to acquire an 8 hectare property rather than a 15 hectare land parcel at the Port of Bécancour for total consideration of \$5,111. As at September 30, 2025, the Company has made payments aggregating \$963. On September 30, 2025, the Company further amended the agreement, revising the purchase price to \$6,115 and extending the option period to September 30, 2026. Beginning July 1, 2026, the Company will be required to make monthly payments of \$31 to maintain the option until its expiry.

The amounts paid to date will be applied upon the option exercise against the total purchase price. Certain conditions exist for closing including approval of project plans by SPIPB and obtaining project financing. All work on the Bécancour project remains on hold, including permitting and a planned feasibility study, until such time as the Company is financed adequately to move the project forward.

EURO MANGANESE INC.
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7. OVERALL PERFORMANCE AND RESULTS OF OPERATIONS

A summary of the Company's performance based on and derived from the Financial Statements, is as follows:

	Three months ended June 30,		Nine months ended June 30,	
	2026	2025	2026	2025
	\$	\$	\$	\$
Revenues	1,050	1,532	3,450	3,444
Cost of goods sold	(1,168)	(1,499)	(3,950)	(4,048)
Gross profit (loss)	(118)	33	(500)	(604)
Operating expenses				
Chvaletice Project evaluation	(1,619)	(1,667)	(5,054)	(5,439)
Other evaluation	-	-	-	(8)
Corporate and administrative	(842)	(1,265)	(2,788)	(2,560)
Foreign exchange gain (loss)	(743)	1,496	(811)	(75)
Operating loss	(3,322)	(1,403)	(9,153)	(8,686)
Other income (expenses)				
Gain on derivative instruments	-	(94)	-	1,148
Modification loss on convertible loan facility	-	(1,024)	-	(1,927)
Interest income	29	12	106	119
Finance expense	(1,239)	(1,119)	(3,582)	(3,335)
Loss before income taxes	(4,532)	(3,628)	(12,629)	(12,681)
Income tax recovery (expense)	(1)	(25)	37	(146)
Net loss	(4,533)	(3,653)	(12,592)	(12,827)
Other comprehensive income (loss)	48	97	(16)	299
Total comprehensive loss	(4,485)	(3,556)	(12,608)	(12,528)

Three months ended June 30, 2026 and June 30, 2025

The Company reported a net loss of \$4,533 for the three months ended June 30, 2026 compared to a net loss of \$3,653 for the three months ended June 30, 2025. The primary drivers of this decrease in the net loss were as follows:

Revenue

Revenue was \$1,050 as compared to \$1,532 in the comparative period; a decrease of \$482 or 31%. Revenue was generated from the sale and service of specialty steel products by EPCS, which was acquired in December 2023. Variances reflect the type and scale of projects executed during the period, with 2026 including higher-value projects compared to 2025.

Cost of goods sold

Cost of goods sold was \$1,168 compared to \$1,499 in 2025, an increase of \$331 or 22%. Cost of sales is primarily driven by production output levels and is comprised mainly of raw materials, direct labour, and depreciation of production assets.

Chvaletice Project evaluation

During the three months ended June 30, 2026, the Company incurred Chvaletice Project evaluation expenditures of \$1,619 compared to \$1,667 in 2025, representing a decrease of \$48 or 3%. This decrease was primarily driven by a reduction in remuneration as the Company reduced management and administrative compensation costs following organizational changes implemented earlier in the year, resulting in a lower overall expense level for the period.

7. OVERALL PERFORMANCE AND RESULTS OF OPERATIONS (continued)

Corporate and administrative

During 2026, the Company incurred corporate and administrative expenses of \$842 compared to \$1,265 in 2025, representing a decrease of \$423 or 33%. The decrease was primarily related to remuneration of \$428 compared to \$547 in the comparative period, as the Company reduced management and administrative compensation costs following organizational changes implemented earlier in the year, resulting in a lower overall expense level for the period combined with lower share-based compensation expense due to the timing of issuance and vesting of share-based awards.

Gain on derivative instruments

During 2026, the Company did not recognize a gain or loss on the derivative liability related to the convertible loan facility, compared to a loss of \$94 in the same period of 2025. Gains and losses on the derivative instrument are driven by changes in market interest rates, timing of expected cash flows, and management's judgment regarding the probability of converting the convertible loan facility to a royalty.

Finance expense

Finance expenses for 2026 were \$1,239 compared to \$1,119 in 2025 representing an increase of \$120 or 11%. Finance expenses represent amortization and accretion of deferred transactions costs as well as interest expense accrued on the convertible loan facility.

Nine months ended June 30, 2026 and June 30, 2025

The Company reported a net loss of \$12,592 for the nine months ended June 30, 2026 compared to a net loss of \$12,827 for the nine months ended June 30, 2025. The primary drivers of this decrease in the net loss were as follows:

Revenue

Revenue was \$3,450 similar to \$3,444 in the comparative period; an increase of \$6 or 0%. Revenue is generated from the sale and service of specialty steel products by EPCS, which was acquired in December 2023. Variances reflect the type and scale of projects executed during the relative periods.

Cost of goods sold

Cost of goods sold was \$3,950 compared to \$4,048 in 2025, a decrease of \$98 or 2%. Cost of sales is primarily driven by production output levels and is comprised mainly of raw materials, direct labour, and depreciation of production assets.

Chvaletice Project evaluation

During the nine months ended June 30, 2026, the Company incurred Chvaletice Project evaluation expenditures of \$5,054 compared to \$5,439 in 2025, representing a decrease of \$385 or 7%. This decrease was primarily driven by a reduction in remuneration as the Company reduced management and administrative compensation costs following organizational changes implemented earlier in the year, resulting in a lower overall expense level for the period.

Corporate and administrative

During 2026, the Company incurred corporate and administrative expenses of \$2,788 compared to \$2,560 in 2025, representing an increase of \$228 or 9%. The increase was primarily related to a net share-based compensation recovery of \$1,291 in 2025 which arose due to a significant number of stock options being forfeited during the comparative period. Excluding the impact of share-based compensation, the corporate and administrative costs were \$2,565 compared to \$3,851 in 2025 representing a decrease of \$1,286 or 33%. The decrease was primarily related to remuneration of \$1,325 compared to \$2,280 in the comparative period, as the Company reduced management and administrative compensation costs following organizational changes implemented earlier in the year, resulting in a lower overall expense level for the period.

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(Expressed in thousands of Canadian dollars, except where noted)

7. OVERALL PERFORMANCE AND RESULTS OF OPERATIONS (continued)Gain on derivative instruments

During 2026, the Company did not recognize a gain or loss on the derivative liability related to the convertible loan facility, compared to a gain of \$1,148 in the same period of 2025. Gains and losses on the derivative instrument are driven by changes in market interest rates, timing of expected cash flows, and management's judgment regarding the probability of converting the convertible loan facility to a royalty.

Finance expense

Finance expenses for 2026 were \$3,582 compared to \$3,335 in 2025 representing an increase of \$247 or 7%. Finance expenses represent amortization and accretion of deferred transactions costs as well as interest expense accrued on the convertible loan facility.

8. QUARTERLY FINANCIAL REVIEW

A summary of the Company's financial results for the eight most recently completed quarters is as follows:

	Q3 2026	Q2 2026	Q1 2026	Q4 2025	Q3 2025	Q2 2025	Q1 2025	Q4 2024
	June-26	Mar-26	Dec-25	Sep-25	June 25	Mar-25	Dec-24	Sept-24
	\$	\$	\$	\$	\$	\$	\$	\$
Cash and cash equivalents	4,084	5,388	7,000	9,491	10,873	2,822	5,368	9,364
Total assets	29,011	31,455	33,544	36,778	38,787	32,326	35,601	40,468
Working capital ⁽¹⁾	(32,770)	(29,226)	(25,666)	(22,884)	9,319	1,034	3,184	(19,561)
Current liabilities	38,438	36,434	34,220	33,919	2,890	3,871	3,944	30,513
Revenue	1,050	1,253	1,147	943	1,532	874	1,038	705
Cost of goods sold	(1,168)	(1,272)	(1,510)	(1,078)	(1,499)	(1,151)	(1,398)	(779)
Chvaletice Project evaluation	(1,619)	(1,938)	(1,497)	(1,371)	(1,667)	(1,806)	(1,966)	2,592
Other evaluation	-	-	-	-	-	-	(8)	(69)
Corporate and administrative	(842)	(846)	(1,100)	(1,154)	(1,265)	(1,109)	(186)	(1,123)
Income (loss) for the period	(4,533)	(4,426)	(3,633)	(4,759)	(3,653)	(3,998)	(5,176)	(5,097)
Other comprehensive income for the year	48	(49)	(15)	115	97	110	92	150
Total comprehensive loss	(4,485)	(4,475)	(3,648)	(4,644)	(3,556)	(3,888)	(5,084)	(4,947)
Basic and diluted loss per share attributable to shareholders	(0.03)	(0.03)	(0.03)	(0.03)	(0.03)	(0.05)	(0.06)	(0.07)

(1) Working capital is non-IFRS measure which is calculated by subtracting current liabilities from current assets. Management believes that working capital is a useful indicator of the liquidity of the Company.

(2) Figures may not add to annual results due to rounding.

- The Company received US\$20 million (\$28 million) from Orion's initial financing tranche in the first quarter of 2024, increasing cash and cash equivalents, total assets, and working capital at December 31, 2023. Subsequent use of these funds for project evaluation, EPCS acquisition, land payments, and corporate costs led to quarter-over-quarter decreases. In the third quarter of 2025, the Company completed a financing package through a private placement and SPP, generating net cash of \$11,076 and increasing cash, total assets, and working capital.
- Revenue: The Company completed the acquisition of EPCS during the quarter ended December 31, 2023. During the subsequent quarters the Company recognized revenue from the sale of specialty steel products by EPCS. The quarter-over-quarter fluctuation primarily reflects the type and scale of projects executed during the period.
- Loss for the period of the last eight quarters were primarily impacted by the timing of Chvaletice project expenditures, other evaluation expenditures, foreign exchange gain or loss and derivative gain or loss related to the Convertible Loan Facility

9. LIQUIDITY AND CAPITAL RESOURCES

As an early-stage development company, the Company has no material operating revenues and is unable to self-finance its operations. Further, there is no assurance that the evaluation and development activities executed or planned by the Company for the Chvaletice Manganese Project will result in the development of a profitable commercial operation.

During the nine months ended June 30, 2026 and 2025 the Company incurred a net loss of \$12,592 and \$12,827, respectively, and used \$5,515 and \$6,867 cash, respectively, for operating activities. At June 30, 2026, the Company's working capital (current assets less current liabilities) was a deficit of \$32,770. The Company's capital resources are not expected to provide sufficient working capital to fund its corporate and project development costs for at least twelve months from the date of these financial statements. The Company anticipates continued operating losses while advancing the Chvaletice Manganese Project. The ability of the Company to complete any financing in the future will depend principally upon prevailing market conditions and the performance of the Company. Such funding may not be available when needed, if at all, or may not be available on terms favorable to the Company. These factors give rise to material uncertainty that may cast significant doubt upon the Company's ability to continue as a going concern.

On December 11, 2025, the Company announced amendments to the Funding Package. In connection with the amendments, Orion extended the date by which certain milestones were required to June 30, 2026, and Orion may now, at its discretion, convert the outstanding amount drawn under the Convertible Loan Facility and accrued interest into a royalty at any time, subject to the conditions in the Convertible Loan Facility.

On May 28, 2025, the Company completed a financing package for total gross proceeds of \$11,076, comprised of the following components: (a) a private placement of 39,671,662 common shares, 14,906,688 Chess Depository Interests (CDIs) and 54,578,350 warrants, for a gross proceeds of approximately \$9,736 and (b) a Share Purchase Plan ("SPP") offered to with certain eligible shareholders under the same terms as private placement, raising approximately \$1,340. This financing involves participation from both new and existing investors, including the EBRD and Mr. Eric Sprott, through 2176423 Ontario Ltd.

Each warrant entitles the holder to purchase one common share of the Company at an exercise price of \$0.225, expiring on November 28, 2026. In connection with the financing, the Company issued 4,904,478 broker warrants as compensation to agents and intermediaries. Each broker warrant entitles the holder to purchase one common share of the Company at an exercise price of \$0.225, expiring on May 28, 2027. The Company also incurred additional share issuance costs of \$1,149.

While the financing has strengthened the Company's near-term liquidity, current capital resources are not expected to be sufficient to fund corporate and project development activities for the next twelve months from the reporting date. The Company continues to evaluate financing options to support its ongoing operations and the advancement of the Chvaletice Manganese Project. The Company anticipates continued operating losses while advancing the Chvaletice Manganese Project. The ability of the Company to complete any financing in the future will depend principally upon prevailing market conditions and the performance of the Company. Such funding may not be available when needed, if at all, or may not be available on terms favorable to the Company. These factors give rise to material uncertainty that may cast significant doubt upon the Company's ability to continue as a going concern. The September 2025 Financial Statements do not reflect adjustments in the carrying values of the assets and liabilities, the reported revenues and expenses and the balance sheet classifications used, that would be necessary if the Company were unable to realize its assets and settle its liabilities as a going concern in the normal course of operations. Such adjustments could be material.

The Company's commitments at June 30, 2026, are shown in Section 12 of this MD&A.

10. OFF BALANCE SHEET ARRANGEMENTS

As at June 30, 2026, there are no off-balance sheet arrangements which could have a material impact on current or future results of operations or the financial condition of the Company.

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(Expressed in thousands of Canadian dollars, except where noted)

11. RELATED PARTY TRANSACTIONS

For the three and nine months ended June 30, 2026 and 2025, amounts paid to related parties were incurred in the normal course of operations and measured at the exchange amount, which is the amount of consideration established and agreed to by the transacting parties.

At June 30, 2026, key management personnel include those persons having authority and responsibility for planning, directing and controlling the activities of the Company as a whole, and consisted of the Company's Board of Directors, President and Chief Executive Officer, Interim Chief Financial Officer, Chief Legal Officer and Corporate Secretary, and the Managing Director of the Company's Czech subsidiary.

A summary of the amounts the Company paid to its directors and officers is as follows:

	Three months ended June 30,		Nine months ended June 30,	
	2026	2025	2026	2025
	\$	\$	\$	\$
Salaries and benefits to officers and directors of the Company	342	320	1,252	1,040
Final payments to the former CEO	-	-	-	521
Share-based compensation	23	12	201	287
Share-based compensation gain resulted from forfeiture of options	-	-	-	(1,647)
	365	332	1,453	201

As at June 30, 2026, \$61 (September 30, 2025 - \$53) is payable to related parties as a result of the above transactions.

12. CONTRACTUAL COMMITMENTS

At June 30, 2026, the Company was committed to make the minimum annual cash payments as follows:

	Less than one year	Total
	\$	\$
Minimum rent payments	130	130
Operating expenditure commitments	65	65
Total contractual obligations	195	195

Pursuant to the ČEZ Lease Agreement, land access has been granted for the life of the Project in return for a royalty on the Project's gross sales. During the period in which Project is expected to have project finance debt (the "Debt Period"), which is estimated to be seven years, the royalty will operate on a sliding scale from 0.2% to 1.8%, dependent on the average prices received for the Project's high-purity manganese products. Post the Debt Period, the royalty will be 1.8% of gross sales. Additionally, the ČEZ Lease Agreement also requires the Company to pay, commencing in 2027, a Minimum Rent of 625 Czech Koruna (\$42) per calendar quarter, adjusted annually commencing in 2028, based on inflation during the immediately preceding year.

The Company agreed to acquire a right-of-way for a period of 30 years having an annual rental of 60 Czech Koruna (\$4).

The Company and the Municipality of Chvaletice, being the land owners, signed a land access agreement via rental of a parcel of land that underlies the tailings to the Company until the earlier of a 40-year period or upon remediation of the land. The agreement grants the Company access to a portion of the tailings surface area. The annual rental is 9.5 million Czech Koruna (\$635), adjusted for inflation based on the average annual Czech consumer price index for the 12 months of the previous calendar year. The land rental agreement was effective July 1, 2022.

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13. SUBSEQUENT EVENT

On July 9, 2026, the Company entered into the Third Amended and Restated Convertible Loan and Royalty Agreement with Orion OMRF (BK) LLC. Pursuant to the agreement, the outstanding principal balance and accrued interest under the Convertible Loan Facility will automatically convert into a royalty on the Chvaletice Manganese Project upon satisfaction of a specified fundraising condition by a date acceptable to Orion

Upon conversion, the Company's obligation to repay the outstanding loan balance and accrued interest will be extinguished. Following conversion, Orion will hold a royalty ranging from 2.29% to 2.46% of Project revenues, determined using a sliding scale linked to achieved prices for the Company's high-purity manganese products.

The amended agreement also removes certain development milestone requirements contained in earlier versions of the agreement and cancels the undrawn second tranche of the Convertible Loan Facility and the associated royalty financing commitment.

14. OUTSTANDING SHARE DATA

The Company's authorized share capital consists of an unlimited number of common shares without par value. A summary of the number of the Company's issued and outstanding securities is as follows:

	June 30, 2026	MD&A Date
	#	#
Issued and outstanding common shares	142,954,504	142,954,504
Share purchase options	9,040,480	9,040,480
Warrants	89,288,868	89,288,868

15. PROPOSED TRANSACTIONS

At June 30, 2026, there is no proposed asset or business acquisition or disposition being considered that would affect the financial condition, financial performance or cash flows of the Company.

16. SIGNIFICANT ACCOUNTING POLICIES, ESTIMATES AND JUDGMENTS

Basis of preparation and accounting policies

The Company's annual consolidated financial statements were prepared in accordance with IFRS Accounting Standards. Detailed description of the Company's significant accounting policies can be found in Note 3 of the September 2025 Financial Statements. The impact of future accounting pronouncements is disclosed in Note 3 of the September 2025 Financial Statements.

Significant accounting estimates and judgments

The preparation of consolidated financial statements in conformity with IFRS requires management to make estimates that affect the reported amounts of assets and liabilities and disclosures of contingent assets and liabilities at the date of the consolidated financial statements, and the reported amounts of revenues and expenses during the reporting period. Areas of judgment and key sources of estimation uncertainty that have the most significant effect are disclosed in Note 3 of September 2025 Financial Statements.

17. FINANCIAL INSTRUMENTS AND FINANCIAL RISK MANAGEMENT

A description of the Company's financial instruments and financial risks that the Company is exposed to and management of these risks can be found in Notes 11 and 12, respectively, of September 2025 Financial Statements.

18. INTERNAL CONTROLS OVER FINANCIAL REPORTING AND DISCLOSURE CONTROLS AND PROCEDURES

Management has established processes to provide them with sufficient knowledge to support representations that they have exercised reasonable diligence that: (i) the consolidated financial statements for the three months ended June 30, 2026, do not contain any untrue statement of material fact or omit to state a material fact required to be stated or that is necessary to make a statement not misleading in light of the circumstances under which it is made; and (ii) the consolidated financial statements for the nine months ended June 30, 2026, fairly present in all material respects the financial condition, results of operations and cash flow of the Company.

There was no change in the Company's internal controls over financial reporting that occurred during the nine months ended June 30, 2026, that has materially affected, or is reasonably likely to materially affect, the Company's internal controls over financial reporting.

Disclosure Controls and Procedures

The Company's management, under the supervision of the Chief Executive Officer ("CEO") and Interim Chief Financial Officer ("CFO") are responsible for establishing and maintaining adequate disclosure controls and procedures. Disclosure controls and procedures are designed to provide reasonable assurance that material information relating to the Company, including its consolidated subsidiaries, is made known to the CEO and CFO during the reporting period. The Company's CEO and CFO believe that the Company's disclosure controls and procedures are effective in providing reasonable assurance that information required to be disclosed under applicable securities regulations is recorded, processed, summarized and reported within the time periods specified in the securities legislation. There was no change in the Company's disclosure controls and procedures that occurred during the nine months ended June 30, 2026, that has materially affected, or is reasonably likely to materially affect, the Company's disclosure controls and procedures.

Limitations of Controls and Procedures

The Company's management, including the President and Chief Executive Officer and Interim Chief Financial Officer, believe that any internal controls over financial reporting and disclosure controls and procedures, no matter how well designed, can have inherent limitations. Therefore, even those systems determined to be effective can provide only reasonable assurance that the objectives of the control system are met.

19. FORWARD-LOOKING STATEMENTS AND RISKS NOTICE

Certain statements in this MD&A constitute "forward-looking statements" or "forward-looking information" within the meaning of applicable securities laws. Such statements and information involve known and unknown risks, uncertainties and other factors that may cause the actual results, performance or achievements of Euro Manganese Inc. (the "Company"), its Chvalitice Manganese Project, its proposed Bécancour Project or industry results, to be materially different from any future results, performance or achievements expressed or implied by such forward-looking statements or information. Such statements can be identified by the use of words such as "may", "would", "could", "will", "intend", "expect", "believe", "plan", "anticipate", "estimate", "scheduled", "forecast", "predict" and other similar terminology, or state that certain actions, events or results "may", "could", "would", "might" or "will" be taken, occur or be achieved.

Regarding the Chvalitice Manganese Project, results of the PEA constitutes forward-looking information or statements, including but not limited to IRR, payback periods, NPV, future production, estimates of cash cost, assumed prices for HPEMM and HPMSM and by-products, proposed extraction plans and methods, operating life estimates, cash flow forecasts, recoveries and estimates of capital and operating costs, and statements regarding completing a feasibility study following completion of the PEA. Such forward-looking information or statements also include, the anticipated timing of various regulatory approvals, statements regarding the ability of the Company to obtain remaining surface rights, the ability to enter into offtake agreements with potential customers, ability to gain any benefits from testing of its products, the benefits of remediating the historic tailings areas, the ability of the Company to meet the conditions of its secured financing, ability of the Company to secure funding for the near and mid-term project priorities while pursuing and securing strategic financing, the growth and development of the high purity manganese products market and any potential benefits to the Company, various factors and delays in Chinese and non-Chinese HPMSM projects tipping the market into a deficit and any forecasted increase in prices, the desirability of the Company's products, any anticipated changes in battery chemistries and associated cost benefits for chemistries using manganese, the ability to benefit from growth in energy storage solutions, the ability to benefit from defence applications; any expected benefits from companies diversifying away from a single source of supply of battery materials, the growth of the EV industry, the use of manganese in batteries, the manganese project supply line, support from European financial institutions, any anticipated benefits from strategic project or strategic project status or other legislation, and the Company's ability to sustain sufficient working capital and obtain financing, or obtain any government funding.

19. FORWARD-LOOKING STATEMENTS AND RISKS NOTICE (continued)

Forward-looking statements in connection with the Bécancour Project include, but are not limited to, statements concerning the Company's plans for advancing the Bécancour Project, statements regarding anticipated completion of the Bécancour feasibility study, the Company's ability to acquire the Bécancour land parcel, the Company's estimated engineering/construction timelines to build the Bécancour Project and ability to arrange necessary infrastructure, the Company's ability to provide HPEMM feedstock to the Bécancour Project from the Chvaletice Project and source other feedstock, the technical capability of the Bécancour Project and the Company's ability to operate the Bécancour Project and produce both HPMSM products and any associated cash flow and timelines for cash flow, the projected growth of the North American demand for high-purity manganese products, any benefits of legislation, the Company's ability to secure offtake agreements from North American customers, the Company's ability to raise the necessary financing, and the timing of any permit application submissions and approvals and continuing successful cooperation with the W8banaki Nation.

Readers are cautioned not to place undue reliance on forward-looking information or statements. Forward-looking statements are subject to a number of risks and uncertainties that may cause the actual results of the Company to differ materially from those discussed in the forward-looking statements and, even if such actual results are realized or substantially realized, there can be no assurance that they will have the expected consequences to, or effects on, the Company.

All forward-looking statements are made based on the Company's current beliefs including various assumptions made by the Company, including that the Chvaletice Project will be developed and operate as planned, the results of the PEA are reliable, that the Company will have sufficient financing to continue operations, and that the Company will be able to meet the conditions of its secured financing. Factors that could cause actual results or events to differ materially from current expectations include, among other things for the Chvaletice Project, lack of sufficient funding; the inability to meet conditions under the Company's secured credit facility and risks related to granting security; poor market conditions; results of the PEA are not accurate; the inability to develop adequate processing capacity and production; the availability of equipment, facilities, and suppliers necessary to complete development; risks and uncertainties related to the ability to obtain, amend, or maintain necessary licenses, or permits, risks related to acquisition of surface rights; the potential for unknown or unexpected events to cause contractual conditions to not be satisfied; the failure of parties to contract with the Company to perform as agreed; risks and uncertainties related to the accuracy of mineral resource estimates, variations in rates of recovery and extraction, the price of HPEMM and HPMSM; the inability to secure offtake agreements; and changes in project parameters as plans continue to be refined. For the Bécancour Project, factors include, among other things: assumptions in the scoping study not proving accurate over time and negatively affecting results; an inability to obtain financing, unanticipated operational difficulties including failure of the Bécancour Project; inability to secure offtake agreements; a delay or inability to obtain or maintain necessary licenses or permits; the potential for unknown or unexpected events to cause contractual conditions to not be satisfied; inability to complete feasibility study or other technical studies or unexpected results; and risks and uncertainties related to limited feedstock supply options.

Additional factors that could cause results or events to differ materially from current expectations include risks related to developments in EV battery markets and chemistries and decreasing demand for manganese; global epidemics or pandemics and other health crises; availability and productivity of skilled labour; risks and uncertainties related to interruptions in production; unforeseen technological and engineering problems; the adequacy of infrastructure; risks related to working conditions, accidents or labour disputes; social unrest or war; the possibility that future results will not be consistent with the Company's expectations; increase in competition; risks related to fluctuations in currency exchange rates, changes in laws or regulations; and regulation by various governmental agencies and changes or deterioration in general economic conditions.

All forward-looking statements are made based on the Company's current beliefs as well as various assumptions made by the Company and information currently available to the Company. For the Chvaletice Manganese Project, these assumptions include, among others: the ability of the Company to meet the conditions under the Convertible Loan facility and advance the Chvaletice Manganese Project; the ability to sustain working capital and obtain financing; the presence of and continuity of manganese at estimated grades; the ability of the Company to obtain all necessary land access rights and permits; the availability of personnel, machinery, and equipment at estimated prices and within estimated delivery times, and the advancement the Chvaletice Manganese Project with favorable economics and market conditions. For the Bécancour Project, assumptions include demand for products develops as anticipated, that customers and other counterparties perform their contractual obligations, that operating and capital plans will not be disrupted by issues like lack of availability of personnel, machinery, equipment, there are no material variations in costs, successful completion and positive outcome of the feasibility study, and that the Company will be successful in securing offtake agreements and obtain required environmental and other permits. In addition, general assumptions include currency exchange rates; manganese sales prices; growth in the manganese market; appropriate discount rates applied to the cash flows in economic analyses; tax rates and royalty rates applicable to the proposed operations; the availability of acceptable financing; success in realizing proposed operations; and favorable regulatory environment.

EURO MANGANESE INC.

Management's Discussion and Analysis

For the three and nine months ended June 30, 2026 and 2025

(Expressed in thousands of Canadian dollars, except where noted)

19. FORWARD-LOOKING STATEMENTS AND RISKS NOTICE (continued)

For a further discussion of risks relevant to the Company, see "Risk Factors" in the Company's annual information form for the year ended September 30, 2025, available on the Company's SEDAR+ profile at www.sedarplus.ca.

Although the forward-looking statements contained in this MD&A are based upon what management of the Company believes are reasonable assumptions, the Company cannot assure investors that actual results will be consistent with these forward-looking statements. These forward-looking statements are made as of the date of this MD&A and are expressly qualified in their entirety by this cautionary statement. Subject to applicable securities laws, the Company does not assume any obligation to update or revise the forward-looking statements contained herein to reflect events or circumstances occurring after the date of this MD&A.