

# Euro Manganese Announces Results of Annual General and Special Meeting

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Vancouver, May 15, 2025 - [Euro Manganese Inc.](#) (TSXV: EMN) (ASX: EMN) (FSE: E060) (the "Company" or "EMN") is pleased to announce that shareholders have voted in favour of all matters of business brought before them at the Company's Annual General & Special Meeting of Shareholders (the "Meeting") held on May 15, 2025. Detailed results of the voting from the Meeting are set out below.

In addition, the Company announces an upcoming change to its Chief Financial Officer effective at the end of the month. See below for details.

In respect of Resolution 1, election of the Company's directors, all five management nominees standing for election were elected as set out below based on a vote conducted by ballot:

Nominee	Total Votes Cast	Votes For	% For	Votes Withheld (Abstained)	% Withheld (Abstained)
John Webster	35,504,229	30,473,634	85.83	5,030,595	14.17
David B. Dreisinger	35,504,229	30,289,601	85.31	5,214,628	14.69
Thomas M. Stepien	35,504,229	30,298,601	85.34	5,205,628	14.66
Ludivine Wouters	35,504,229	33,904,004	95.49	1,600,225	4.51
Rick Anthon	35,618,229	33,735,888	94.72	1,882,341	5.28

The following matters of business at the Meeting, which were also carried out and decided by ballot, were approved:

	Total Votes Cast	Votes For	% For
Resolution 2 - Appointment of Pricewaterhouse- Coopers LLP as Auditors of the Company	35,645,599	31,760,224	89.11
Resolution 3 -			
Re-approval of the Company's Stock Option Plan <sup>(1)</sup>	35,504,229	32,389,657	91.23

(1) In accordance with the rules of the Australian Securities Exchange (the "ASX"), shareholders of the Company also approved the Company's stock option plan by a majority of the votes cast, with the 455,661 votes cast by directors of the Company excluded and reclassified as withheld/abstain. Based on this exclusion and reclassification, the total number of votes cast in respect of this resolution was 35,504,229, of which 31,933,996 votes were cast for the resolution, representing 89.94% of the total votes cast, 2,963,702 votes were cast against the resolution, representing 8.35% of the total votes cast, and 606,531 votes were withheld/abstain, representing 1.71% of the total votes cast.

Additionally, for purposes of the ASX, shareholders of the Company also approved each of the following resolutions:

a) for the purpose of Listing Rule 7.1 of the ASX, the issuance of 21,400,000 Units comprising of 21,400,000 Shares and 21,400,000 Warrants to the European Bank for Reconstruction and Development (the "EBRD") and the issuance of up to 18,063,331 Units comprising of 18,063,331 Shares and 18,063,331 Warrants, and 14,650,278 Units comprising of 14,650,278 CHESS Depositary Interests ("CDIs") each representing one Share and 14,650,278 Warrants to sophisticated and professional investors, respectively, (the "Offering");

b) for the purpose of Listing Rules 10.11.1 and 10.11.4 of the ASX, the issuance to the following individuals of Units under the Offering on terms and conditions identical to all other subscribers under the Offering:

(i) 55,555 Units, comprising of 55,555 Shares and 55,555 Warrants, to JJW Investments Ltd., a company controlled by Mr. John Webster;

(ii) 41,666 Units, comprising of 41,666 Shares and 41,666 Warrants, to Dr. David B. Dreisinger.

(iii) 55,555 Units, comprising of 55,555 Shares and 55,555 Warrants, to Mr. Thomas M. Stepien.

(iv) 55,555 Units, comprising of 55,555 Shares and 55,555 Warrants, to Ms. Ludivine Wouters; and

(v) 256,410 Units, comprising of 256,410 CDIs and 256,410 Warrants, to Mr. Rick Anthon;

c) for the purpose of Listing Rule 7.1 of the ASX, the issuance of 4,904,478 broker warrants (the "Broker Warrants") to Canaccord Genuity (Australia) Limited ("Canaccord") and Foster Stockbroking Pty Ltd. ("FSB"), in connection with their remuneration for acting as co-lead managers of the Offering;

d) for the purpose of Listing Rule 7.1 of the ASX, the issuance of 7,692,307 CDIs and 7,692,307 Warrants to Eligible Shareholders under the Share Purchase Plan ("SPP") on the terms and conditions described in the prospectus issued to Eligible Shareholders; and

e) for the purpose of Listing Rule 7.1 of the ASX, the issuance of 22,263,733 Orion Warrants to OMRF (BK) LLC ("Orion") as compensation for certain amendments to the Convertible Loan and Royalty Agreement.

In accordance with Listing Rule 3.13.2(d) of the ASX, detailed results of the voting from the Meeting, on the resolutions outlined above, all of which were carried out and decided by ballot, are set out below.

	Total Votes
Resolution 4(a) - Issuance of 54,113,609 Units comprising 39,463,331 Shares and 14,650,278 CDIs and 54,113,609 Warrants to Non-Related Party Investors and the EBRD	35,504,22
Resolution 4(b)(i) - Issuance of 55,555 Units, comprising of 55,555 Shares and 55,555 Warrants, to JJW Investments Ltd.	35,504,22
Resolution 4(b)(ii) - Issuance of 41,666 Units, comprising of 41,666 Shares and 41,666 Warrants, to Dr. David B. Dreisinger	35,504,22
Resolution 4(b)(iii) - Issuance of 55,555 Units, comprising of 55,555 Shares and 55,555 Warrants, to Mr. Thomas M. Stepien	35,504,22
Resolution 4(b)(iv) - Issuance of 55,555 Units, comprising of 55,555 Shares and 55,555 Warrants, to Ms. Ludivine Wouters	35,504,22
Resolution 4(b)(v) - Issuance of 256,410 Units, comprising of 256,410 CDIs and 256,410 Warrants, to Mr. Rick Anthon	35,504,22
Resolution 4(c) - the issuance of 4,904,478 Broker Warrants to Canaccord and FSB	35,504,22
Resolution 4(d) - the issuance of 7,692,307 CDIs and 7,692,307 Warrants to Eligible Shareholders under the SPP	35,504,22
Resolution 5 - the issuance of 22,263,733 Orion Warrants to Orion	35,504,22

The Company disregarded the following votes, from the applicable resolutions, as required by Listing Rule 14.11 of the ASX:

a) votes cast by the EBRD or any person (or any associates of such person) who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issuance of Shares or CDIs under the Offering (except a benefit solely by reason of being a holder of ordinary shares in the Company) from Resolution 4(a);

b) votes cast by any person (or any associates of such person) who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issuance of securities under the Offering (except a benefit solely by reason of being a holder of ordinary shares in the Company) from Resolutions 4(b)(i), 4(b)(ii), 4(b)(iii), 4(b)(iv); 4(b)(v) and 4(c);

c) votes cast by Canaccord and FSB (or any associates of Canaccord and FSB) who will be receiving Broker Warrants (except a benefit solely by reason of being a holder of ordinary shares in the Company) from

Resolution 4(c);

d) votes cast by any person (or any associates of such person) who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issuance of securities under the SPP (except a benefit solely by reason of being a holder of ordinary shares in the Company) from Resolution 4(d); and

e) votes cast by Orion (or any associates of Orion) or any person (or any associates of such person) who will be receiving Orion Warrants (except a benefit solely by reason of being a holder of ordinary shares in the Company) from Resolution 5.

Accordingly, the following voting exclusions applied to each of the resolutions below as required by the rules of the ASX:

- Resolution 4(a): Total votes for Resolution 4(a) exclude 6,527,532 votes cast by parties participating in the Offering, including the EBRD and the directors. The excluded votes are reclassified to votes withheld/abstain, resulting in no change to the total Shares being voted in connection with Resolution 4(a).
- Resolution 4(b)(i): Total votes for Resolution 4(b)(i) exclude 235,979 votes cast by John Webster (and entities controlled by him, including JJW Investments Ltd.) who subscribed for Units in the Offering. The excluded votes are reclassified to votes withheld/abstain, resulting in no change to the total Shares being voted in connection with Resolution 4(b)(i).
- Resolution 4(b)(ii): Total votes for Resolution 4(b)(ii) exclude 219,682 votes cast by David Dreisinger (and entities controlled by him) who subscribed for Units in the Offering. The excluded votes are reclassified to votes withheld/abstain, resulting in no change to the total Shares being voted in connection with Resolution 4(b)(ii).
- Resolution 4(b)(iii): Total votes for Resolution 4(b)(iii) exclude nil votes cast by Thomas Stepien (and entities controlled by him) who subscribed for Units in the Offering.
- Resolution 4(b)(iv): Total votes for Resolution 4(b)(iv) exclude nil votes cast by Ludivine Wouters (and entities controlled by her) who subscribed for Units in the Offering.
- Resolution 4(b)(v): Total votes for Resolution 4(b)(v) exclude nil votes cast by Rick Anthon (and entities controlled by him) who subscribed for Units in the Offering.
- Resolution 4(c): Total votes for Resolution 4(c) exclude 2,390,000 votes cast by Canaccord and FSB, or their associates, which are to be issued Broker Warrants. The excluded votes are reclassified to votes withheld/abstain, resulting in no change to the total Shares being voted in connection with Resolution 4(c).
- Resolution 4(d): Total votes for Resolution 4(d) exclude 468,854 votes cast by parties participating in the SPP. The excluded votes are reclassified to votes withheld/abstain, resulting in no change to the total Shares being voted in connection with Resolution 4(d).
- Resolution 5: Total votes for Resolution 5 exclude nil votes cast by Orion which is to be issued Orion Warrants.

A total of 35,504,229 common shares, representing approximately 44.09% of the issued and outstanding common shares of the Company eligible to vote at the Meeting, were voted in connection with all of the above resolutions, except for the following: (a) the election of the Mr. Rick Anthon as a director of the Company, for which 35,618,229 common shares, representing approximately 44.23% of the issued and outstanding common shares of the Company eligible to vote at the Meeting were voted; and (b) resolution 2, the appointment of PricewaterhouseCoopers LLP as Auditors of the Company, for which 35,645,599 common shares, representing approximately 44.26% of the issued and outstanding common shares of the Company eligible to vote at the Meeting were voted. The results of all matters considered at the Meeting are reported in the Report of Voting Results as filed by the Company on SEDAR at [www.sedarplus.ca](http://www.sedarplus.ca).

In accordance with ASX Listing Rule 3.13.2(e), the information below is being provided for the aggregate number of securities for which valid proxies were received before the Meeting. None of the Company appointed proxy holders were able to vote on any of the resolutions in their discretion.

Nominee	Total Prox
Resolution 1 - Election of directors:	
John Webster	35,504,22
David B. Dreisinger	35,504,22
Thomas M. Stepien	35,504,22
Ludivine Wouters	35,504,22
Rick Anthon	35,618,22
Resolution 2 - Appointment of Pricewaterhouse- Coopers LLP as Auditors of the Company	35,645,59
Resolution 3 - Re-approval of the Company's Stock Option Plan <sup>(1)</sup>	35,504,22
Resolution 4(a) - Issuance of 54,113,609 Units comprising 39,463,331 Shares and 14,650,278 CDIs and 54,113,609 Warrants to Non-Related Party Investors and the EBRD <sup>(2)</sup>	35,504,22
Resolution 4(b)(i) - Issuance of 55,555 Units, comprising of 55,555 Shares and 55,555 Warrants, to JJW Investments Ltd. <sup>(3)</sup>	35,504,22
Resolution 4(b)(ii) - Issuance of 41,666 Units, comprising of 41,666 Shares and 41,666 Warrants, to Dr. David B. Dreisinger <sup>(4)</sup>	35,504,22
Resolution 4(b)(iii) - Issuance of 55,555 Units, comprising of 55,555 Shares and 55,555 Warrants, to Mr. Thomas M. Stepien	35,504,22
Resolution 4(b)(iv) - Issuance of 55,555 Units, comprising of 55,555 Shares and 55,555 Warrants, to Ms. Ludivine Wouters	35,504,22
Resolution 4(b)(v) - Issuance of 256,410 Units, comprising of 256,410 CDIs and 256,410 Warrants, to Mr. Rick Anthon	35,504,22
Resolution 4(c) - the issuance of 4,904,478 Broker Warrants to Canaccord and FSB <sup>(5)</sup>	35,504,22
Resolution 4(d) - the issuance of 7,692,307 CDIs and 7,692,307 Warrants to Eligible Shareholders under the SPP <sup>(6)</sup>	35,504,22
Resolution 5 - the issuance of 22,263,733 Orion Warrants to Orion	35,504,22

<sup>(1)</sup> Excludes 455,661 votes cast by proxy by directors of the Company, which were reclassified as withheld/abstain.

<sup>(2)</sup> Excludes 6,527,532 votes cast by proxy by the EBRD, directors and other subscribers in the Offering, which were reclassified as withheld/abstain.

<sup>(3)</sup> Excludes 235,979 votes cast by proxy by John Webster and companies controlled by him (including JJW Investments Ltd.), which were reclassified as withheld/abstain.

<sup>(4)</sup> Excludes 219,682 votes cast by proxy by David Dreisinger and companies controlled by him, which were reclassified as withheld/abstain.

<sup>(5)</sup> Excludes 2,390,000 votes cast by proxy by Canaccord and FSB or their associates, which were reclassified as withheld/abstain.

<sup>(6)</sup> Excludes 468,854 votes cast by proxy by subscribers to the SPP, which were reclassified as withheld/abstain.

## Change in Chief Financial Officer

The Company also announces that Dean Larocque will step down as Chief Financial Officer effective May 30, 2025. The Company would like to thank Dean for his efforts since joining the Company in November 2024 and wish him well in his future endeavours. The Company expects to announce the appointment of its new Chief Financial Officer in the coming weeks.

## About Euro Manganese

Euro Manganese is a battery materials company focused on becoming a leading producer of high-purity manganese for the electric vehicle industry. The Company is advancing development of the Chvaletice Manganese Project in the Czech Republic and an early-stage opportunity to produce battery-grade manganese products in Bécancour, Québec.

The Chvaletice Project is a unique waste-to-value recycling and remediation opportunity involving reprocessing old tailings from a decommissioned mine. It is also the only sizable resource of manganese in the European Union, strategically positioning the Company to provide battery supply chains with critical raw materials to support the global shift to a circular, low-carbon economy.

Euro Manganese is dual-listed on the TSXV and the ASX.

Authorized for release by the President and CEO of Euro Manganese Inc.

Neither TSX Venture Exchange nor its Regulation Services Provider (as that term is defined in the policies of the TSX Venture Exchange) or the ASX accepts responsibility for the adequacy or accuracy of this release.

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#### Forward-Looking Statements

Certain statements in this news release 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 the Company, its Chvalitice 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.

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.

Forward-looking statements include statements regarding replacing the Chief Financial Officer and any expected outcome and ability to navigate current market conditions. All forward-looking statements are made based on the Company's current beliefs including various assumptions made by the Company, including that the Chvalitice Project will be developed and operate as planned, the Company will obtain sufficient financing, 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: insufficient working capital; inability to meet the conditions of its secured financing, risks due to granting security, lack of availability of financing for developing and advancing the Chvalitice Project; the potential for unknown or unexpected events to cause contractual conditions to not be satisfied;

developments in EV (Electric Vehicles) battery markets and chemistries; risks related to fluctuations in currency exchange rates; and regulation and changes in laws by various governmental agencies. 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, 2024, available on the Company's SEDAR+ profile at [www.sedarplus.ca](http://www.sedarplus.ca).

Although the forward-looking statements contained in this news release 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 news release 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 news release.

To view the source version of this press release, please visit <https://www.newsfilecorp.com/release/252349>

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