



(ARBN 627 968 567)

Corporate Governance Statement

Overview

Euro Manganese Inc. (the "**Company**") believes in the importance of a strong board of directors ("**Board**") and sound corporate governance policies and practices to direct and manage its business affairs. The Company considers that good corporate governance enhances its performance, and is essential to retaining the trust of shareholders, attracting the right people to the organisation and maintaining its social license in the communities in which it operates.

Canadian Corporate Governance

The Board is responsible for the overall corporate governance of the Company, and it recognises the need for the highest standards of ethical behaviour and accountability. It is committed to administering its corporate governance structures to promote integrity and responsible decision making.

The Company is incorporated in the Province of British Columbia, Canada and its shares were listed on the TSX Venture Exchange ("**TSXV**") on 2 October 2018. Accordingly, the Board seeks to apply the corporate governance practices and procedures set out in National Policy 58-201 – *Corporate Governance Guidelines* ("**NP 58-201**") (published by the British Columbia Securities Commission and other Canadian corporate securities regulators) where possible, having regard to the Company's size and the nature of its operations.

Compliance with ASX Recommendations

The Company was officially admitted to the ASX on 28 September 2018 sought to adopt the ASX Recommendations in August 2018 in preparation for listing on ASX. The corporate governance principles and practices adopted by the Company may depart from those generally applicable to ASX-listed companies under the Corporate Governance Principles and Recommendations' (Third Edition) ("**ASX Recommendations**") published by the ASX Corporate Governance Council.

The Company sets out below its "if not why not" report in relation to those matters of corporate governance where the Company's practice departs from the ASX Recommendations, to the extent that they are currently applicable to the Company.

Corporate Governance Documents

Copies of the Company's corporate governance mandates, policies and charters are available on its website, <https://www.mn25.ca>.

Date

This statement is current as of 16 December 2019 and has been approved by the Board of Directors of the Company.

	ASX RECOMMENDATION	COMPLIED WITH?	COMMENT
1.	Principle 1 – Lay solid foundations for management and oversight		
	A listed entity should establish and disclose the respective roles and responsibilities of its board and management and how their performance is monitored and evaluated.		
1.1	<p>ASX Recommendation 1.1</p> <p>A listed entity should disclose:</p> <p>a. the respective roles and responsibilities of its board and management; and</p> <p>b. those matters expressly reserved to the board and those delegated to management.</p>	<p>Yes</p> <p>Yes</p>	<p>The Company has a formal Board Charter (a copy is located on the Company’s website) which sets out those matters reserved for the Board and those delegated to management.</p> <p>The Board’s functions include, among other things, developing and setting the Company’s strategic direction in conjunction with management, overall review of performance against targets and objectives, reviewing management’s performance, ensuring the Company has adequate systems and internal controls together with appropriate monitoring of compliance activities, approval and compliance with policies including health, safety and environment and reporting to shareholders on the direction and performance of the Company.</p> <p>The Board has also established various committees to assist in carrying out its duties. These Committees include the Audit Committee, the Technical Committee, and the Governance, Compensation, Nominating and Sustainability Committee (the “GCNS Committee”).</p> <p>The Chief Executive officer (“CEO”), supported by senior executives, is responsible for the day-to-day management of the Company’s affairs and the implementation of strategy and policy initiatives.</p>
1.2	<p>ASX Recommendation 1.2</p> <p>A listed entity should:</p> <p>a. undertake appropriate checks before appointing a person, or putting forward to security holders a candidate for election, as a director; and</p> <p>b. provide security holders with all material information in its possession relevant to a decision on whether or not to elect or re-elect a director.</p>	<p>Yes</p> <p>Yes</p>	<p>Before the Company proposes to appoint a new Director, appropriate checks are undertaken which include but are not limited to reviewing the person’s character, experience, education, work experience and criminal record. Interviews with the potential candidates are conducted by existing Directors to make sure their experience, personality and ethics are an appropriate fit for the strategic direction of Company. Appropriate discussions with third parties who know the proposed Director may also be undertaken.</p> <p>Directors’ biographical details, including their relevant qualifications, experience and the skills they bring to the Board are detailed on the Company website, in the Company’s Annual Information Form, and in the Management Information Circular for the Annual General and Special Meeting of Shareholders. Details of any other public company directorships held are also provided in the Company’s Annual Information Form and in the Management Information Circular for the Annual General and Special Meeting of Shareholders.</p>
1.3	<p>ASX Recommendation 1.3</p> <p>A listed entity should have a written agreement with each director and senior executive setting out the terms of their appointment.</p>	Partially complied with.	<p>All senior executives, including the Company’s non-independent, executive directors, have a written employment agreement with the Company setting out the terms of their appointment.</p> <p>As a matter of practice, the Company does not currently enter into written formal agreements with its non-executive (independent) directors. All Directors are provided with copies of the board mandate, sub-committee mandates, and all other codes of conduct and policies outlining their responsibilities and company policies that they are expected to abide by.</p> <p>Additionally, the Company enters into a formal indemnity agreement with each director and senior executive upon their commencement with the Company.</p>
1.4	<p>ASX Recommendation 1.4</p> <p>The company secretary of a listed entity should be accountable directly to the board, through the chair, on all matters to do with the proper functioning of the board.</p>	Not followed	<p>Given the Company’s current size and stage of development, the company does not have a separate Corporate Secretary. Prior to 1 November 2018, the Company’s VP Finance and Chief Financial Officer also acted as the Company’s Corporate Secretary and reported to the President & CEO. Effective 1 November 2018, the Company hired a new executive as VP Corporate Development, who also acts as the Company’s Corporate Secretary, reporting to the President & CEO.</p> <p>The CEO and the Corporate Secretary communicate regularly with the board Chair on matters having to do with the proper</p>

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			functioning of the board and its committees. All board meeting agendas are approved by the Chair.
1.5	<p>ASX Recommendation 1.5</p> <p>A listed entity should:</p> <p>a. have a diversity policy which includes requirements for the board or a relevant committee of the board to set measurable objectives for achieving gender diversity and to assess annually both the objectives and the entity's progress in achieving them;</p> <p>b. disclose that policy or a summary of it; and</p> <p>c. disclose as at the end of each reporting period the measurable objectives for achieving gender diversity set by the board or a relevant committee of the board in accordance with the entity's diversity policy and its progress towards achieving them, and either:</p> <ol style="list-style-type: none"> 1. the respective proportions of men and women on the board, in senior executive positions and across the whole organisation (including how the entity has defined "senior executive" for these purposes); or 2. if the entity is a "relevant employer" under the Workplace Gender Equality Act, the entity's most recent "Gender Equality Indicators", as defined in and published under that Act. 	<p>Partially followed.</p> <p>Yes</p> <p>No</p> <p>No</p> <p>Not applicable.</p>	<p>The Diversity policy was established and approved by the Board on 14 December 2017. Given the Company's current size and stage of development, it is not practical to set measurable objectives for achieving gender diversity. The Company has a policy to select the best available officers and staff for each relevant position in a non-discriminatory manner based on merit.</p> <p>A copy of the Diversity Policy is disclosed on the Company's website.</p> <p>Not done to date given The Company's current size and stage of development.</p> <p>Not done to date given the Company's current size and stage of development.</p> <p>The Company is a Foreign company and is not subject to the Workplace Gender Equality Act. Canada has not mandated/legislated requirements for gender equality for company directors or senior management.</p>
1.6	<p>ASX Recommendation 1.6</p> <p>A listed entity should:</p> <p>a. have and disclose a process for periodically evaluating the performance of the board, its committees and individual directors; and</p> <p>b. disclose, in relation to each reporting period, whether a performance evaluation was undertaken in the reporting period in accordance with that process.</p>	<p>Yes</p> <p>Yes</p>	<p>The processes for periodic Board member performance evaluation are incorporated into the Board mandate and mandate of the GCNS Committee – both of which were approved by the Board on 14 December 2017, and are disclosed on the Company's website.</p> <p>Through the GCNS Committee, the Board will assess the overall effectiveness of (i) the Board as a whole, (ii) individual directors (including the Chairman, and any Lead Director, if appointed) and (iii) each of the committees (other than the GCNS Committee which shall be evaluated by the full Board) from a corporate governance perspective and compliance with the relevant mandate, charter or terms of reference as applicable. In connection with such evaluations, each director will be required to provide his or her assessment of the effectiveness of the Board and each committee as well as the performance of the individual directors, annually. Such evaluations take into account the competencies and skills each director is expected to bring to his or her particular role on the Board or on a committee, as well as any other relevant facts.</p> <p>The Audit Committee must also assess, on an annual basis, its effectiveness.</p> <p>During the reporting period ended 30 September 2019, evaluations, as described above, were first completed in early December 2018, in connection with the approval of the 2018 financial reports and other year-end filings.</p>

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1.7	<p>ASX Recommendation 1.7</p> <p>A listed entity should:</p> <p>a. have and disclose a process for periodically evaluating the performance of its senior executives; and</p> <p>b. disclose, in relation to each reporting period, whether a performance evaluation was undertaken in the reporting period in accordance with that process.</p>	<p>Yes</p> <p>Yes</p>	<p>The Board Mandate provides for the monitoring of management's successes, which involves assessing the performance of senior executives. The performance of the CEO is evaluated by the Chairman with input from the Board and the review is then discussed with the Board. The CEO will also evaluate the performance of key executives on an annual basis.</p> <p>During the reporting period ended 30 September 2019, performance evaluations were carried out by the CEO in early 2019, related to the 2018 calendar year. The Company intends to carry out these evaluations on a calendar year basis.</p>
<p>2. Principle 2 – Structure the board to add value</p>			
<p>A listed entity should have a board of an appropriate size, composition, skills and commitment to enable it to discharge its duties effectively.</p>			
2.1	<p>ASX Recommendation 2.1</p> <p>The board of a listed entity should:</p> <p>a. have a nomination committee which:</p> <ol style="list-style-type: none"> 1. has at least three members, a majority of whom are independent directors; and 2. is chaired by an independent director, <p>and disclose:</p> <ol style="list-style-type: none"> 3. the charter of the committee; 4. the members of the committee; and 5. as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or <p>b. if it does not have a nomination committee, disclose that fact and the processes it employs to address board succession issues and to ensure that the board has the appropriate balance of skills, knowledge, experience, independence and diversity to enable it to discharge its duties and responsibilities effectively.</p>	<p>Yes</p> <p>Yes</p> <p>Yes</p> <p>Yes</p> <p>Yes</p> <p>Not applicable.</p>	<p>The GCNS Committee is composed of a minimum of three directors, the majority of whom shall be independent directors. Current members of the GCNS Committee include Harvey N. McLeod, John Webster, and Marco Romero, with Messrs. McLeod and Webster being independent directors. Harvey N. McLeod is the current chair of the committee.</p> <p>The GCNS Charter is disclosed on the Company's website. The members of the GCNS committee are disclosed above and on the Company's website.</p> <p>Since its formation 14 December 2017 to the end of the reporting period on 30 September 2018, the GCNS Committee held three meetings, each of which was attended by all three committee members. During the reporting period on 30 September 2019, the GCNS Committee met four times, on 10 December 2018, 11 February 2019, 29 April 2019 and 06 August 2019 each of which was attended by all three committee members.</p>
2.2	<p>ASX Recommendation 2.2</p> <p>A listed entity should have and disclose a board skills matrix setting out the mix of skills and diversity that the board currently has or is looking to achieve in its membership.</p>	<p>Not followed</p>	<p>The Company does not currently have a formal skills or diversity matrix in relation to the Board members. The Board considers that such a matrix is not necessary given the current size and stage of the Company's development.</p> <p>However, as a matter of practice, the Board requires that each director:</p> <ul style="list-style-type: none"> • possess the skills and experiences required to carry out their duties and functions; and • demonstrate a track record of honesty, integrity, ethical behaviour, fairness and responsibility and a commitment to representing the long-term interests of the Company's shareholders. <p>The Board endeavours to ensure that the Board is comprised</p>

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			<p>of individuals with varying backgrounds, who have (either collectively or individually) significant experience in running and managing public companies, particularly in the resource sector. The significant and relevant board experience is set out in each Director's biography on the Company's website, in the Company's Annual Information Form, and in the Management Information Circular for the Annual General and Special Meeting of Shareholders.</p> <p>The Board may adopt a formal skills matrix at a later time as the Company's operations grow and evolve.</p>
2.3	<p>ASX Recommendation 2.3</p> <p>A listed entity should disclose:</p> <p>a. the names of the directors considered by the board to be independent directors;</p> <p>b. if a director has an interest, position, association or relationship of the type described in Box 2.3 but the board is of the opinion that it does not compromise the independence of the director, the nature of the interest, position, association or relationship in question and an explanation of why the board is of that opinion; and</p> <p>c. the length of service of each director.</p>	<p>Yes</p> <p>Yes</p> <p>Yes</p>	<p>The Board currently consists of eight members, a majority of whom are independent. Marco A. Romero is not independent as he is the President and CEO of the Company, and Jan Votava is not independent as he is Managing Director of Mangan Chvaletice s.r.o., the Company's wholly-owned subsidiary. Additionally, Daniel J. Rosický is not independent as he is a partner in PRK Raft s.a., a wholly owned subsidiary of PRK Partners, attorneys, a Czech law firm that provides legal services to the Company's Czech subsidiary and in which he is a partner. Roman Shklanka, David B. Dreisinger, Harvey N. McLeod, Gregory Martyr and John Webster are considered independent as none of them is an adviser or supplier to the Company or has any other material contractual relationship with the Company other than their position as a Director.</p> <p>The Company has determined that there are no known conflicts of interest. As indicated above, Daniel J. Rosický is not independent as he is a partner in PRK Raft s.a., a wholly owned subsidiary of PRK Partners, attorneys, a Czech law firm that provides legal services to the Company's Czech subsidiary and in which he is a partner. The Board has determined that Mr. Rosický's position as partner in this firm does not interfere with his independent judgement as a director of the Company.</p> <p>Each director has served since their appointments shown opposite their names:</p> <p>Roman Shklanka – 25 November 2014; Marco A. Romero - 25 November 2014; Harvey N. McLeod – 14 September 2015; John Webster -14 September 2015; David B. Dreisinger – 14 September 2015; Daniel J. Rosický – 11 January 2016; Jan Votava – 21 September 2017; and Gregory P. Martyr – 20 March 2018.</p>
2.4	<p>ASX Recommendation 2.4</p> <p>A majority of the board of a listed entity should be independent directors.</p>	Yes	<p>The Board currently comprises a majority of independent directors (five independent directors and three non-independent directors). Refer to Recommendation 2.3 for further information.</p>
2.5	<p>ASX Recommendation 2.5</p> <p>The chair of the board of a listed entity should be an independent director and, in particular, should not be the same person as the CEO of the entity.</p>	Yes	<p>The Company has adopted the recommendation that the Chairman should be independent. Roman Shklanka is non-Executive Chairman of the Board and is independent. The CEO is Marco A. Romero.</p>
2.6	<p>ASX Recommendation 2.6</p> <p>A listed entity should have a program for inducting new directors and provide appropriate professional development opportunities for directors to develop and maintain the skills and knowledge needed to perform their role as directors effectively.</p>	Yes	<p>In conjunction with the GCNS Committee, the Board oversees the establishment of suitable orientation programs for new Directors and continuing education opportunities for all Directors. New Directors are provided with corporate policies, historical information about the Company, management reports, Chvaletice Manganese Project site visits, as well as information on the Company's performance and its strategic plan with an outline of the general duties and responsibilities entailed in carrying out their duties.</p> <p>The Company also encourages Directors to attend, enrol or participate in courses and/or seminars dealing with financial</p>

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			literacy, corporate governance and related matters. Each Director of the Company has the responsibility for ensuring that he maintains the skill and knowledge necessary to meet his obligations as a Director. The Company arranges regular meetings and encourages interaction between the directors with the Company's management team members and requires all independent directors to participate in board committees.
3. Principle 3 – Act ethically and responsibly			
A listed entity should act ethically and responsibly.			
3.1	<p>ASX Recommendation 3.1</p> <p>A listed entity should:</p> <p>a. have a code of conduct for its directors, senior executives and employees; and</p> <p>b. disclose that code or a summary of it.</p>	<p>Yes</p> <p>Yes</p>	<p>The Board adopted and approved a Code of Ethics and Business Conduct on 14 December 2017. All Directors, senior executives & employees are required to read and acknowledge (in writing) their having read the code. A copy of the Company's Code of Ethics and Business Conduct is disclosed on the Company's website.</p>
4. Principle 4 – Safeguard integrity in corporate reporting			
A listed entity should have formal and rigorous processes that independently verify and safeguard the integrity of its corporate reporting.			
4.1	<p>ASX Recommendation 4.1</p> <p>The board of a listed entity should:</p> <p>a. have an audit committee which:</p> <ol style="list-style-type: none"> 1. has at least three members, all of whom are non-executive directors and a majority of whom are independent directors; and 2. is chaired by an independent director, who is not the chair of the board, <p>and disclose:</p> <ol style="list-style-type: none"> 3. the charter of the committee; 4. the relevant qualifications and experience of the members of the committee; and 5. in relation to each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or <p>b. if it does not have an audit committee, disclose that fact and the processes it employs that independently verify and safeguard the integrity of its corporate reporting, including the processes for the appointment and removal of the external auditor and the rotation of the audit engagement partner.</p>	<p>Yes</p> <p>Yes</p> <p>Yes</p> <p>Yes</p> <p>Yes</p> <p>Not applicable.</p>	<p>All members of Audit Committee are non-executive directors, John Webster, David Dreisinger, Roman Shklanka (to 22 February 2019), and Gregory Martyr (from 22 February 2019), each of which is independent.</p> <p>John Webster is the chair of the Audit Committee, is independent and is not the Chair of the Board.</p> <p>A copy of the Audit Committee Charter is available on the Company's website.</p> <p>The relevant qualifications and experience of the Committee members is included in Directors' Report contained in the Company's Annual Information Form, and in the Management Information Circular for the Annual General and Special Meeting of Shareholders.</p> <p>Since its formation 14 December 2017 to the end of the reporting period on 30 September 2018, the Audit Committee held three meetings, of which John Webster attended all three, and Roman Shklanka and David Dreisinger attended two. During the reporting period on 30 September 2019, the Audit Committee met four times, on 07 December 2018, 11 February 2019, 10 May 2019 and 06 August 2019 each of which was attended by John Webster and David Dreisinger. Prior to the appointment of Gregory Martyr on 22 February 2019, Roman Shklanka attended the two Audit Committee meetings on 07 December 2018 and 11 February 2019. Following his appointment to the Audit Committee, Gregory Martyr attended the two Audit Committee meetings on 10 May 2019 and 06 August 2019.</p>

	ASX RECOMMENDATION	COMPLIED WITH?	COMMENT
4.2	<p>ASX Recommendation 4.2</p> <p>The board of a listed entity should, before it approves the entity's financial statements for a financial period, receive from its CEO and CFO a declaration that, in their opinion, the financial records of the entity have been properly maintained and that the financial statements comply with the appropriate accounting standards and give a true and fair view of the financial position and performance of the entity and that the opinion has been formed on the basis of a sound system of risk management and internal control which is operating effectively.</p>	Yes	<p>As a foreign registered company, the Company is not required to comply with the annual financial reporting requirements of the Corporations Act. The Company is therefore not required to provide these declarations in accordance with section 295A of the Corporations Act.</p> <p>However, in accordance with the requirements of Canadian securities law (National Instrument 52-109), the chief executive officer and chief financial officer of the Company are required to formally certify financial statements filed by the Company. As part of this certification process, the chief executive officer and chief financial officer are required to provide a certificate declaring that they have each reviewed the financial statements, the financial statements contain no misrepresentations and that they fairly present, in all material respects, the financial condition, results of operations and cash flows of the Company.</p>
4.3	<p>ASX Recommendation 4.3</p> <p>A listed entity that has an AGM should ensure that its external auditor attends its AGM and is available to answer questions from security holders relevant to the audit.</p>	Yes	<p>The Company requests that a representative of its external auditor attend each annual general meeting and be available to answer any shareholder questions concerning the conduct of the audit and the preparation and content of the auditor's report.</p>
5.	Principle 5 – Make timely and balanced disclosure		
	A listed entity should make timely and balanced disclosure of all matters concerning it that a reasonable person would expect to have a material effect on the price or value of its securities.		
5.1	<p>ASX Recommendation 5.1</p> <p>A listed entity should:</p> <p>a. have a written policy for complying with its continuous disclosure obligations under the Listing Rules; and</p> <p>b. disclose that policy or a summary of it.</p>	<p>Yes</p> <p>Yes</p>	<p>The Board has adopted a Continuous Disclosure Policy which raises awareness of the Company's obligations under the continuous disclosure regime; establishes a process to ensure that information about the Company, which may be market sensitive and which may require disclosure, is brought to the attention of the person(s) primarily responsible for ensuring that the Company complies with its continuous disclosure obligations in a timely manner and is kept confidential; and sets out the obligations of Directors, officers, employees and contractors of the Company to ensure that the Company complies with its continuous disclosure obligations.</p> <p>A copy of the Continuous Disclosure Policy is located on the Company's website</p>
6.	Principle 6 – Respect the rights of security holders		
	A listed entity should respect the rights of its security holders by providing them with appropriate information and facilities to allow them to exercise those rights effectively.		
6.1	<p>ASX Recommendation 6.1</p> <p>A listed entity should provide information about itself and its governance to investors via its website.</p>	Yes	<p>The Company provides information about itself and its governance to investors via its website. The Corporate Governance tab/menu provides access to all Committee Charters and other relevant Corporate Governance Policies</p>
6.2	<p>ASX Recommendation 6.2</p> <p>A listed entity should design and implement an investor relations program to facilitate effective two-way communication with investors.</p>	Yes	<p>The Board aims to ensure that shareholders are provided with all of the information necessary to assess the performance of the Company. The Company follows the principles outlined in its Continuous Disclosure policy to ensure all investors are fully informed on the activities of the Company. The CEO is responsible for other investor relations activities with the assistance of the VP Corporate Development and Company</p>

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			Secretary. Shareholders or the public may make enquires to the Company via its website. Shareholder queries are dealt with on an individual basis and any requested information is provided whenever possible. Significant shareholder queries are brought to the attention of management or the Board.
6.3	ASX Recommendation 6.3 A listed entity should disclose the policies and processes it has in place to facilitate and encourage participation at meetings of security holders.	Yes	Prior to each meeting of shareholders, the Company disseminates a notice of meeting and an information circular which informs of all matters to be put to the meeting, encourages participation of shareholders in such meetings and sets out the processes of facilitating participation.
6.4	Recommendation 6.4 A listed entity should give security holders the option to receive communications from, and send communications to, the entity and its security registry electronically.	Yes	The Company considers that communicating with shareholders by electronic means is an efficient way to distribute information in a timely and convenient manner. Canadian law does not permit the Company to send all types of disclosure documents to shareholders electronically. However, as a matter of practice, the Company provides shareholders with the option to receive communications from the Company electronically, wherever possible. Existing shareholders are able and encouraged to: <ul style="list-style-type: none"> • consent to receiving communications electronically (where permitted by law) by completing and returning a consent form which may be obtained from the Company or its securities registry; and • subscribe to the Company's mailing list, to receive ongoing updates in relation to the Company and its operations via email.
7. Principle 7 – Recognise and manage risk			
	A listed entity should establish a sound risk management framework and periodically review the effectiveness of that framework.		
7.1	ASX Recommendation 7.1 The board of a listed entity should: <ol style="list-style-type: none"> have a committee or committees to oversee risk, each of which: <ol style="list-style-type: none"> has at least three members, a majority of whom are independent directors; and is chaired by an independent director, and disclose: <ol style="list-style-type: none"> the charter of the committee; the members of the committee; and as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or 	Yes Yes Yes Yes	The Company has delegated risk oversight and risk management to the Audit Committee. Risk oversight and risk management are also a part of the overall responsibilities of the Board. The audit committee is comprised of three non-executive directors, all of which are independent. John Webster is the current chair of the Audit Committee. A copy of the Audit Committee Charter is available on the Company's website. John Webster, David Dreisinger and Gregory Martyr all of which are independent. John Webster is the current chair. Since its formation 14 December 2017 to the end of the reporting period on 30 September 2018, the Audit Committee held three meetings, of which John Webster attended all three, and Roman Shklanka and David Dreisinger attended two. During the reporting period on 30 September 2019, the Audit Committee met four times, on 07 December 2018, 11 February 2019, 10 May 2019 and 06 August 2019 each of which was attended by John Webster and David Dreisinger. Prior to the appointment of Gregory Martyr on 22 February 2019, Roman Shklanka attended the two Audit Committee meetings on 07 December 2018 and 11 February 2019. Following his appointment to the Audit Committee, Gregory Martyr attended the two Audit Committee meetings on 10 May 2019 and 06 August 2019.

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	b. if it does not have a risk committee or committees that satisfy (a) above, disclose that fact and the processes it employs for overseeing the entity's risk management framework.	Not applicable.	
7.2	<p>ASX Recommendation 7.2</p> <p>The board or a committee of the board should:</p> <p>a. review the entity's risk management framework at least annually to satisfy itself that it continues to be sound; and</p> <p>b. disclose, in relation to each reporting period, whether such a review has taken place.</p>	<p>Yes</p> <p>Yes</p>	<p>The Company commenced an organisation wide risk review in late 2018 to identify potential business risks, with such risks then being assessed and ranked using the Company's risk matrix. The effectiveness of controls in place to address each risk is to be reviewed on a regular basis and, and where the residual risk is considered outside of acceptable limits, further controls and risk mitigation measures are to be developed and implemented.</p>
7.3	<p>Recommendation 7.3</p> <p>A listed entity should disclose:</p> <p>a. if it has an internal audit function, how the function is structured and what role it performs; or</p> <p>b. if it does not have an internal audit function, that fact and the processes it employs for evaluating and continually improving the effectiveness of its risk management and internal control processes.</p>	<p>Not applicable.</p> <p>Yes</p>	<p>Given its size and current stage of development, the Company does not have a formal internal audit function. Under the Audit Committee Charter, the Audit Committee is responsible for (amongst other things) inquiring as to the adequacy of the Company's system of internal controls and reviewing periodic reports from management regarding internal controls, which includes assessing risk with respect to financial reporting. The Audit Committee provides quarterly reports to the Board in this regard, and the Board is responsible for overseeing the processes implemented to ensure the integrity of the Company's internal control and management information systems.</p> <p>The processes that the Board and Audit Committee employ for evaluating and continually improving the effectiveness of the Company's risk management and control processes are set out in Recommendation 7.1 above.</p>
7.4	<p>ASX Recommendation 7.4</p> <p>A listed entity should disclose whether it has any material exposure to economic, environmental and social sustainability risks and, if it does, how it manages or intends to manage those risks.</p>	Yes	<p>The Company is a mineral exploration company whose primary focus is the evaluation and development of the Chvaletice manganese project in the Czech Republic. The Company is therefore exposed to economic, environmental and social sustainability risks.</p> <p><u>Economic risks:</u> The Company considers that the following (non-exhaustive) operational risks are inherent in the industry in which it operates:</p> <ul style="list-style-type: none"> • fluctuations in commodity prices and exchange rates; • accuracy of mineral reserve and resource estimates; • reliance on licenses, permits and approvals from governmental authorities, as well as the Company's ability to secure surface rights over the claims which comprise its Chvaletice Manganese Project; • the intensively competitive nature of the mineral exploration and extraction industry for financial resources and technical expertise; • ability to obtain additional financing; • the dependence on key personnel, employees and consultants; • access to infrastructure and critical supplies; and • changed operating, market or regulatory environments, and in-country risks. <p>The Audit Committee Charter provide for the establishment, maintenance and evaluation of risk management systems, to manage and minimise risks to the Company.</p> <p><u>Environmental risk:</u> All phases of the Company's operations are subject to environmental regulation. Environmental legislation is evolving in a manner which requires increasingly</p>

ASX RECOMMENDATION	COMPLIED WITH?	COMMENT
		<p>strict standards and enforcement, increased fines and penalties for non-compliance, more stringent environmental assessments of proposed projects and a heightened degree of responsibility for corporations and their officers, directors and employees. There is no assurance that future changes in environmental regulation, if any, will not adversely affect the Company's operations, including its ability to develop the Chvaletice Manganese Project, capital and operating expenditures, earnings and competitive position.</p> <p>The area covered by the Company's Chvaletice Manganese Project has been significantly impacted by past mining and other heavy industrial activities. Czech law exempts land owners and developers from impacts prior to 1989. Mining activity at the Chvaletice Manganese Project predates 1975. The Company is, however, responsible for any new disturbances and impacts that it may cause.</p> <p>Environmental baseline studies have been in progress since the summer of 2016. These include hydrological sampling and monitoring, as well as fauna and flora surveys. As part of the permitting for the project, the Company will adhere to Czech environmental regulations, standards and best practices for an Environmental Monitoring and Management Plan, including waste water, waste and tailings storage, air, noise and other environmental regulations.</p> <p>The Company has initiated pro-active and regular consultation with community stakeholders, which are expected to intensify as the evaluation and planning for the Chvaletice Manganese Project advances. The Company's subsidiary, Mangan, opened a Project Information Center in November 2017 in the Town of Chvaletice's Municipal Culture House to provide local residents with opportunities to learn about the Chvaletice Manganese Project and to provide feedback and suggestions.</p> <p>Due to the location of the Chvaletice Manganese Project on the shore of the Labe River, there is potential for environmental sensitivities related to run-off and potential impacts to local groundwater. Adequate additional baseline environmental data collection and planning will be required to ensure the effects to the receiving environment are well understood. This baseline work has been initiated and is ongoing.</p> <p><u>Social sustainability risks:</u> The Company emphasizes a safe and secure working environment and recognizes the importance of operating in a sustainable manner. The Company has adopted a Code of Ethics and Business Conduct which sets out the standards which guide the conduct of its business and the behavior of its directors, officers, employees and consultants. All new employees must read, and acknowledge that they will abide by, the Code when hired. The Code, among other things, sets out standards in areas relating to the Company's: commitment to health and safety in its business operations; compliance with applicable occupational health and safety laws and regulations; promoting and providing a work environment in which individuals are treated with respect, and are free of all forms of discrimination and abusive and harassing conduct; providing employees with equal opportunity; and ethical business conduct and legal compliance.</p> <p>The Code also requires the Company to conduct its exploration, development and mining operations using environmental best practices with a goal of protecting human health, minimizing impact on the ecosystem and returning exploration and mining sites to a high environmental standard, and always in compliance with all applicable environmental laws and regulations. Further, the Code requires that the Company conduct its operations with a view to respecting and enhancing the economic and social situations of the communities in which the Company operates.</p> <p>The Company has also adopted a Whistleblowing Policy wherein employees and consultants of the Company are provided with the mechanics by which they may raise concerns with respect to falsification of financial records, unethical conduct, harassment, theft, and violation of the</p>

	ASX RECOMMENDATION	COMPLIED WITH?	COMMENT
			Code, or any other "wrong-doing" in a confidential, anonymous process. More information on the environmental and social responsibility risks and how the company manages such risks can be found on the Company's website under https://www.mn25.ca/ethics
8. Principle 8 – Remunerate fairly and responsibly			
A listed entity should pay director remuneration sufficient to attract and retain high quality directors and design its executive remuneration to attract, retain and motivate high quality senior executives and to align their interests with the creation of value for security holders.			
8.1	<p>ASX Recommendation 8.1</p> <p>The board of a listed entity should:</p> <p>a. have a remuneration committee which:</p> <ol style="list-style-type: none"> 1. has at least three members, a majority of whom are independent directors; and 2. is chaired by an independent director, <p>and disclose:</p> <ol style="list-style-type: none"> 3. the charter of the committee; 4. the members of the committee; and 5. as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or <p>b. if it does not have a remuneration committee, disclose that fact and the processes it employs for setting the level and composition of remuneration for directors and senior executives and ensuring that such remuneration is appropriate and not excessive.</p>	<p>Yes</p> <p>Yes</p> <p>Yes</p> <p>Yes</p> <p>Yes</p> <p>Not applicable</p>	<p>The Company has established a GCNS Committee which has been delegated responsibility of, among other things, making recommendations to the board regarding Director remuneration, as well as executive remuneration.</p> <p>The GCNS Committee is composed of a minimum of three directors, the majority of whom shall be independent directors.</p> <p>Harvey N. McLeod, an independent director, is the current chair of the GCNS Committee.</p> <p>The Company has adopted a charter for the GCNS Committee, a copy of which is available on the Company's website.</p> <p>Current members of the GCNS Committee include Harvey N. McLeod, John Webster, and Marco Romero.</p> <p>Since its formation 14 December 2017 to the end of the reporting period on 30 September 2018, the GCNS Committee held three meetings, each of which was attended by all three committee members. During the reporting period on 30 September 2019, the GCNS Committee met four times, on 10 December 2018, 11 February 2019, 29 April 2019 and 06 August 2019 each of which was attended by all three committee members.</p>
8.2	<p>ASX Recommendation 8.2</p> <p>A listed entity should separately disclose its policies and practices regarding the remuneration of non-executive directors and the remuneration of executive directors and other senior executives.</p>	Yes	<p>The structure of non-executive Director remuneration is clearly distinguishable from that of executive Directors and other senior executives. Non-executive Directors are remunerated on a fixed fee basis for time and responsibility as part of an aggregate remuneration approved by shareholders. Non-executive and executive Directors are eligible to receive incentive stock options under the Company's shareholder approved stock option plan. As of the date hereof, non-executive and executive Directors hold an aggregate of 8,325,000 stock options to purchase shares in the Company, representing 53.71% of the total incentive options outstanding. Senior executives are remunerated on an annual basis based on a combination, and in some cases are eligible for pre-defined bonuses based on the achievement of certain milestones. Senior officers of the Company are also eligible to receive incentive stock options under the Company's shareholder approved stock option plan.</p> <p>Further details regarding the remuneration practices and policies for the Company's Directors and officers are included in the Compensation section of the Company's Management Information Circular for the Annual General and Special Meeting of Shareholders which informs of all matters to be</p>

	ASX RECOMMENDATION	COMPLIED WITH?	COMMENT
			put to shareholders at an annual general meeting of the Company.
8.3	<p>ASX Recommendation 8.3</p> <p>A listed entity which has an equity-based remuneration scheme should:</p> <p>a. have a policy on whether participants are permitted to enter into transactions (whether through the use of derivatives or otherwise) which limit the economic risk of participating in the scheme; and</p> <p>b. disclose that policy or a summary of it.</p>	<p>Yes</p> <p>Yes</p>	<p>The Company's only equity-based remuneration scheme is its Stock Option Plan which governs the issuance of incentive stock options to directors, officers, employees and consultants. The plan was ratified by the shareholders of the Company on 11 February 2019.</p> <p>The Company's Securities Trading Policy prohibits participants of any equity-based remuneration scheme entering into transactions which limits the economic risk of a participant.</p> <p>A copy of the Company's Insider Trading Policy is available on the Company's website</p>