



Canadian Manganese Company Inc.

Annual and Special Meeting of Shareholders

to be held Thursday, June 24, 2021

at

1:00 PM (EST – Toronto)

Management Information Circular

Dated May 07, 2021



NOTICE OF ANNUAL AND SPECIAL MEETING OF SHAREHOLDERS

NOTICE IS HEREBY GIVEN that an Annual and Special Meeting (the “**Meeting**”) of the shareholders of Canadian Manganese Company Inc. (“**Canadian Manganese**”, “**CMC**” or the “**Corporation**”) will be held via teleconference on Thursday, June 24, 2021 at 1:00 PM (Toronto time) for the following purposes:

1. to receive the financial statements of the Corporation for the financial year ended December 31, 2020, together with the report of the auditors thereon;
2. to elect Directors;
3. to appoint auditors for the ensuing year and to authorize the Directors to fix their remuneration;
4. to consider and, if thought advisable, to approve an ordinary resolution ratifying the Corporation’s existing Stock Option Plan, as more particularly set forth in the accompanying Circular;
5. to consider and, if thought fit, to pass (with or without variation) an ordinary resolution in the form set out in the Circular (the “**RSU Plan Resolution**”) approving the adoption of the Restricted Share Unit Plan (the “**RSU Plan**”) of the Corporation as approved by the Board, subject to shareholder approval;
6. to consider and, if thought fit, to approve an ordinary resolution approving the Deferred Share Unit Plan as a treasury-based plan and to reserve common shares of the Corporation from treasury under the Deferred Share Unit Plan (the “**DSU Plan**”); and,
7. to transact such further and other business as may properly come before the Meeting or any adjournment thereof.

IMPORTANT

THE CORPORATION WILL HOLD THE MEETING VIA TELECONFERENCE ONLY DUE TO THE COVID-19 PANDEMIC GUIDANCE ON SOCIAL DISTANCING AND GOVERNMENT RESTRICTIONS ON PUBLIC GATHERINGS.

NO VOTES WILL BE ACCEPTED AT THE TELECONFERENCE MEETING.

The Management Information Circular (the “**Circular**”) has been prepared to help you make an informed decision on the matters to be voted on at the Meeting. Please review the Circular carefully before voting.

Shareholders are encouraged to complete, date, sign, and return the enclosed Proxy in accordance with the instructions set out in the Proxy and the Circular.

The Meeting materials, including the Circular, are available on the Corporation’s website at www.CanadianManganese.com and will remain on the website for at least one year from the date of the Meeting. The Meeting materials are also available on the Corporation’s profile on SEDAR at www.sedar.com.



If you are a registered shareholder, you will have received this Notice of Meeting and a form of Proxy (the “Proxy”) from the Corporation. Registered shareholders are requested to read the notes included in the form of Proxy, then complete, date, sign and mail the Proxy, in accordance with the instructions set out in the Proxy.

If you are a non-registered (beneficial) shareholder, you will have received this Notice and a form of Proxy through your broker or another intermediary. Please complete and return the Proxy in accordance with the instructions provided to you by your broker or intermediary, and by the deadline, set out therein.

A shareholder may also contact the Corporation by email to investors@CanadianManganese.com to request and receive a copy of the Corporation’s Financial Statements and Management’s Discussion and Analysis. (“MD&A”) for the fiscal year ended December 31, 2020.

Attending the Meeting via Teleconference

To mitigate potential risks to the health and safety associated with COVID-19 Pandemic, and in compliance with the orders and directives of the Government of Canada, the Province of Ontario and the City of Toronto, shareholders will not be able to attend the Meeting in-person. All shareholders are encouraged to vote on the matters before the Meeting by proxy in the manner set out in the Notice of Meeting and Circular. To allow the Shareholders to participate in the Meeting, the Corporation will provide a teleconference facility that can be used by Shareholders to follow the conduct of the Meeting in real time and to ask questions during the question period.

Teleconference Details:

Date: Thursday, June 24, 2021
Time: 1:00 PM (EST – Toronto Time)



Dial In: Toronto, Canada +1 416 764 8607
North America Toll-Free +1 888 886 8047

Guest Code: 5193374

When prompted, please provide your name, and whether you are a shareholder or a guest.

DATED at Toronto, Canada as of May 7, 2021.

BY ORDER OF THE BOARD OF DIRECTORS

John F. Kearney
Chairman



MANAGEMENT INFORMATION CIRCULAR

SOLICITATION OF PROXIES

This Information Circular is furnished in connection with the solicitation of proxies by and on behalf of the management of Canadian Manganese Company Inc. (“Canadian Manganese”, “CMC” or the “Corporation”) for use at the Annual and Special Meeting of Shareholders of the Corporation (the “**Meeting**”) to be held on Thursday, June 24, 2021 at 1:00 PM, for the purposes set out in the accompanying Notice of Meeting. It is expected that the solicitation will be made primarily by mail. Proxies may be solicited by officers, directors and regular employees of the Corporation personally or by telephone. The cost of such solicitation will be borne by the Corporation.

Notice and Access

The Corporation has elected to use the notice and access provisions (“**Notice and Access Provisions**”) for the Meeting pursuant to National Instrument 54-101 Communication with Beneficial Owners of Securities of a Reporting Issuer (“**NI 54-101**”). The Notice and Access provisions allow the Corporation to post proxy-related materials both on SEDAR and a non-SEDAR website, rather than delivering the materials by mail. Shareholders will receive a Notice of Meeting and a form of proxy or voting instruction form and may choose to receive a printed paper copy of the Information Circular.

Meeting materials including the Circular and the Corporation’s audited financial statements for the year ended December 31, 2020 and the Corporation’s management discussion and analysis for the year ended December 31, 2020, are available on the Corporation website at www.CanadianManganese.com and under the Corporation’s SEDAR profile at www.sedar.com.

The Corporation is not using procedures known as ‘stratification’ in relation to the Notice and Access Provisions. Stratification occurs when a reporting issuer using the Notice and Access Provisions provides a paper copy of the Information Circular to some, but not all, shareholders with the Notice of Meeting.

Shareholders who do not receive a paper copy of the Meeting Materials may request a copy from the Corporation. Requests for paper copies of the Meeting Materials must be received at least five (5) business days in advance of the proxy deposit date and time, being 1:00 P.M. on June 18, 2021 and the Corporation will mail the requested materials within three (3) business days of the request.

Participation in the Meeting

To allow the Shareholders to participate in the Meeting, the Corporation will provide a teleconference facility that can be used by Shareholders to follow the conduct of the Meeting in real time and to ask questions during the question period.

Teleconference Details:

Date: Thursday, June 24, 2021
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When prompted, please provide your name, and whether you are a shareholder or a guest.

In the event of technical malfunction or other significant problem that disrupts the Meeting, the Chairman of the Meeting may adjourn, recess, or expedite the Meeting, or take such other action as the Chairman determines is appropriate considering the circumstances.

APPOINTMENT OF PROXY

The individuals named in the accompanying form of proxy (the “**Proxy**”) as proxyholders, are Officers and/or Directors of the Corporation. If you are a shareholder entitled to vote at the Meeting, you have the right to appoint a person or company other than the persons designated in the Proxy, who need not be a shareholder, to act for you on your behalf. You may do so either by inserting the name of that other person in the blank space provided by the Proxy or by completing and delivering another suitable form of proxy.

Voting by Proxyholder

The persons named in the Proxy will vote or withhold from voting the shares represented thereby in accordance with your instructions on any ballot that may be called for. If you specify a choice with respect to any matter to be acted upon, your shares will be voted accordingly. The Proxy confers discretionary authority on persons therein with respect to:

- (a) Each matter or group of matters identified therein for which a choice is not specified, other than the appointment of an auditor and the election of directors;
- (b) Any amendment to or variation of any matter identified therein; and
- (c) Any other matter that properly comes before the Meeting.



IN RESPECT OF A MATTER FOR WHICH A CHOICE IS NOT SPECIFIED IN THE PROXY, THE PERSONS NAMED IN THE PROXY WILL VOTE THE SHARES REPRESENTED BY THE PROXY IN FAVOUR OF EACH MATTER IDENTIFIED ON THE PROXY AND FOR THE NOMINEES OF MANAGEMENT FOR DIRECTORS AND AUDITORS AS IDENTIFIED IN THE PROXY, AS APPLICABLE.

Registered Shareholders

If you are a registered shareholder, complete, date and sign the Proxy and return it to the Corporation's offices at 55 University Avenue, Suite 1805, Toronto, Ontario M5J 2H7 in the enclosed envelope and ensuring that the Proxy is received by 1:00 PM on Wednesday, June 23, 2021, or any adjournment thereof at which the Proxy is to be used.

Beneficial Shareholders

The information in this section is important to shareholders who do not hold shares in their own name. Beneficial Shareholders should note that the only proxies that can be recognized and acted upon at the Meetings are those deposited by registered shareholders (those whose names appear on the records of the Corporation as the registered shareholders of shares) or as set out in the following disclosure.

If shares are listed in an account statement provided to a shareholder by a broker, then in almost all cases those shares will not be registered in the shareholder's name on the records of the Corporation. Such shares will more likely be registered under the names of the shareholder's broker or an agent of that broker (an "intermediary"). In Canada, the vast majority of such shares are registered under the name of CDS & Co. (the registration name for the Canadian Depository for Securities Limited, which acts as nominee for many Canadian brokerage firms), and in the United States, under the name of Cede & Co. as nominee for The Depository Trust Company (which acts as depository for many U.S. brokerage firms and custodian banks).

Non-Objecting Beneficial Owners ("NOBOs")

The Corporation is taking advantage of those provisions of National Instrument 54-101 – Communication with Beneficial Owners of Securities of a Reporting Issuer of the Canadian Securities Administrators, which permit the Corporation to deliver proxy-related materials directly to its Non-Objecting Beneficial Owners.

This Circular, with related material and form of Proxy, is being made

available to both registered and non-registered shareholders of the Corporation. If you are a non-registered owner, and the Corporation has sent these materials directly to you, your name, address and details about your holdings of securities have been obtained in accordance with applicable securities regulatory requirements from the Intermediary who holds your shares on your behalf.

By choosing to send these materials to you directly, the Corporation (and not the Intermediary holding your shares on your behalf) has assumed responsibility for (i) delivering the materials to you, and (ii) executing your proper voting instructions. Please return your completed Proxy to the address specified.

The Corporation will tabulate the results of the Proxy's received from NOBOs and will provide appropriate instructions at the Meeting with respect to the shares represented by the Proxies it receives. You have the right to appoint a person (who need not be a Shareholder) other than any of the persons designated in the Proxy to vote your shares at the Meeting and that person maybe you.

Objecting Beneficial Owner ("OBOs")

With respect to OBOs, in accordance with applicable securities law requirements, the Corporation has provided copies of the Meeting materials to the clearing agencies and Intermediaries for distribution to OBOs. The Corporation does not intend to pay for Intermediaries to deliver the Meeting materials.

Notice to Shareholders in the United States

The solicitation of proxies involves securities of an issuer located in Canada and is being affected in accordance with the corporate laws of Canada and securities laws of the provinces in Canada. The proxy solicitation rules under the United States Securities Exchange Act of 1934, as amended, are not applicable to the Corporation or this solicitation, and this solicitation has been prepared in accordance with the disclosure requirements of the securities laws of the provinces of Canada. Shareholders should be aware that disclosure requirements under the securities laws of the provinces of Canada differ from the disclosure requirements under United States securities laws.

The enforcement by Shareholders of civil liabilities under United States federal securities laws may be affected adversely by the fact that the Corporation is incorporated under the *Business Corporation Act* (Ontario), as amended, certain of its directors and its executive officers are residents of Canada and countries other than the United States, and all of the assets of the Corporation and a substantial portion of the assets of such persons are located outside the United States. Shareholders may not be able to sue a foreign company or its officers or directors in a foreign court for violations of United States federal securities laws. It may be difficult to compel a foreign company and its officers and directors to subject themselves to a judgment by a United States court.

REVOCATION OF PROXY

Any Registered Shareholder who has returned a Proxy may revoke it at any time before it has been exercised. In addition to revocation in any other manner permitted by law, a Proxy may be revoked by instrument in writing, including a Proxy bearing a later date, executed by the Registered Shareholder or by his attorney authorized in writing or, if the Registered Shareholder is a corporation, under its corporate seal or by an officer or attorney thereof duly authorized. The instrument revoking the Proxy must be deposited at the registered office of the Corporation, at any time up to and including the last business day preceding the date of the Meeting, or any adjournment thereof, or with the Chairman of the Meeting on the day of the Meeting.

Only Registered Shareholders have the right to revoke a Proxy. Non-registered holders who wish to change their vote must, at least seven days before the Meeting, arrange for their respective Intermediaries to revoke the Proxy on their behalf.

VOTING SHARES AND PRINCIPAL HOLDERS THEREOF

Each holder of common shares in the capital of the Corporation (“**Common Shares**”) of record at the close of business on May 7, 2021 will be entitled to vote at the Meeting or at any adjournment thereof, either in person or by proxy, except to the extent that such holder has transferred any Common Shares after the record date and the transferee of such Common Shares establishes proper ownership thereof and demands, not later than ten days before the Meeting, to be included in the list of shareholders entitled to vote at the Meeting, in which case such transferee is entitled to vote.

As at the date of this Circular, the Corporation had 143,578,237 issued and outstanding Common Shares. Each Common Share carries the right to one vote per share.

To the knowledge of the Directors and executive officers of the Corporation, the following table sets out the names of all persons who beneficially own, directly or indirectly, or exercise control or direction over more than 10% of the outstanding Common Shares:

Name	Shares Held	% Held
Peter Steele	29,950,274	20.7 %

Note: Peter Steele controls JMEX which holds 29,950,274 CMC Shares

As at the date hereof, the directors and senior officers of the Corporation, as a group, beneficially own, directly or indirectly approximately 10,039,380 CMC Shares, representing approximately 6.99 % of the outstanding common shares.

INTEREST OF CERTAIN PERSONS OR COMPANIES IN MATTERS TO BE ACTED UPON

Except as described elsewhere in this Circular, management of the Corporation is not aware of any material interest, direct or indirect, by way of beneficial ownership of securities or otherwise, of (a) any director or executive officer of the Corporation who has held such position at any time since the beginning of the Corporation’s last financial year, (b) any proposed nominee for election as a director of the Corporation, and (c) any associates or affiliates of any of the persons or companies listed in (a) and (b), in any matter to be acted on at the Meeting.

PARTICULARS OF MATTERS TO BE ACTED UPON AT THE MEETING

1. PRESENTATION OF FINANCIAL STATEMENTS

The consolidated financial statements of the Corporation for the fiscal year ended December 31, 2020 together with the Auditors Report thereon are available on the Corporation's website at www.CanadianManganese.com or under the Corporation's profile on SEDAR at www.sedar.com. Shareholders will be given an opportunity to discuss these results with management at the Meeting.

2. ELECTION OF DIRECTORS

Management proposes to nominate the following six directors for election to the Board at the Meeting.

John F. Kearney, Chairman – Mr. Kearney, Chairman, is a mining executive with over 46 years of experience in the mining industry. He is currently a director or senior officer of numerous mineral ventures including, Buchans Resources Limited, Labrador Iron Mines Holdings Limited, Anglesey Mining Plc and Xtierra Inc. He holds degrees in law and economics from the University College Dublin and a Masters in Business Administration from Trinity College Dublin. He is a member of the Law Society of Ireland and the Canadian Institute of Mining and Metallurgy. Mr. Kearney is a member of the Audit Committee.

W. Matthew Allas, President, CEO, and Director – Mr. Matthew Allas was appointed the President and Chief Executive Officer of Canadian Manganese Company Inc., having previously been the President and Chief Executive Officer of Maximos Metals Corp. since 2018. Prior to his involvement with Maximos, Mr. Allas was an investment banker and investment professional in the natural resource industry where he advised numerous companies on growth and financing strategies. Mr. Allas holds a Bachelor of Arts (Economics, Physics) degree from Mount Allison University.

John Allan, Nominee – Mr. John Allan has been involved in private business for over 40 years in Atlantic Canada, including ownership numerous companies ranging from heavy civil construction, equipment parts, protective clothing for mining and offshore personnel, as well as commercial and residential real estate development. Over the past decade, Mr. Allan has developed solid relationships with federal, provincial and municipal governments.

Aiden Carey, Director – Mr. Carey is a Mining Consultant and Senior Vice President, Operations of Labrador Iron Mines Holdings Limited since 2011 where he was responsible for LIM's operating functions, including mining and processing, operations and transportation. Prior to 2011, he held senior operating roles with Barrick Gold, Cliffs Natural Resources' Wabush Mines and Cliffs' Michigan operations.

John Hurley, Director – Mr. Hurley is President and Chief Executive of Trinity Resources, a private company operating a world-class pyrophyllite mine which supplies aluminum silicate products to various industries worldwide. With over 24 years of experience in the mining and industrial minerals industry, Mr. Hurley's business development initiatives have spanned 14 countries. He holds a Bachelor of Science degree with a major in Chemistry from Memorial University, Newfoundland and Labrador.

Danesh K. Varma, Director– Mr. Varma is a Chartered Professional Accountant with over 32 years of experience in the mining finance industry, having been a director of American Resource Company, Northgate Exploration Ltd. and Westfield Minerals Ltd. Mr. Varma holds directorships with Buchans Resources Limited, Labrador Iron Mines Holdings Limited, Brookfield Infrastructure Partners L.P. and Anglesey Mining Plc. Mr Varma was CFO of the Corporation until May 2021

At the Meeting, shareholders will be asked to approve an ordinary resolution for the election of the six proposed directors as directors of the Corporation (the “**Nominees**”). Each director elected will hold office until the termination of the next annual meeting of shareholders of the Corporation, or any adjournment thereof, or until their successors are duly elected or appointed, unless his or her office is earlier vacated in accordance with the by-laws of the Corporation.

The following table sets out the name of each of the persons proposed to be nominated for election as a director, all positions and offices in the Corporation held by each of them, the year in which each was first elected a director of the Corporation (where applicable), the principal occupation or employment of each of them for the past five years, and the approximate number of common shares that each has advised are beneficially owned (directly or indirectly) or subject to his or her control or direction:

Name and Municipality of Residence	Office with the Corporation	Director Since	Principal Occupation	Shares held Directly or Indirectly, or over which control or direction is exercised
John F. Kearney Toronto, Ontario	Chairman	2019	Chairman of the Corporation; Chairman, Buchans Resources Limited and Labrador Iron Mines Holdings Limited and until 2019 Chairman & CEO of Canadian Zinc Corporation	3,658,079
W. Matthew Allas Stouffville, Ontario	President, CEO & Proposed Director	May 5, 2021	President & CEO of the Corporation; Previously President & CEO of Maximos Metals Corp.	2,459,017
Danesh K. Varma Kingston, UK	Director	2019	Outgoing CFO; Director of the Corporation and Brookfield Infrastructure Partners? Limited, Labrador Iron Mines Holdings Limited, Buchans Resources Limited	3,705,548
Aiden Carey ⁽¹⁾ Whitby, Ontario	Director	2020	Director of the Corporation; Mining Consultant	Nil
John Hurley ⁽¹⁾ Conception Bay South, Newfoundland and Labrador	Director	2020	Director of the Corporation; President & CEO of Trinity Resources Limited	Nil
John Allan Nova Scotia, Canada	Proposed Director Nominee	n/a	Director of the Corporation; Independent Businessman	200,216

(1) Member of the Audit Committee

PROXIES RECEIVED IN FAVOUR OF MANAGEMENT WILL BE VOTED FOR THE ELECTION OF THE ABOVE-NAMED NOMINEES, UNLESS THE SHAREHOLDER HAS SPECIFIED IN THE PROXY THAT HIS, HER OR ITS COMMON SHARES ARE TO BE WITHHELD FROM VOTING IN RESPECT THEREOF. Management does not contemplate that any of the Nominees will be unable to serve as a director, but if that should occur for any reason prior to the Meeting, it is intended that discretionary authority shall be exercised by the persons named in the accompanying proxy to vote the proxy for the election of any other person or persons in place of any Nominee or Nominees unable to serve.

Cease Trade Orders, Bankruptcies, Penalties or Sanctions

No director, or nominee for election as a director, is, or within the ten years prior to the date hereof has been, a director, officer, promoter or other member of management of any other issuer that, while that person was acting in the capacity of a director, officer, promoter or other member of management of that issuer, was the subject of a cease trade order or similar order or an order that denied the issuer access to any statutory exemptions for a period of more than thirty consecutive days or was declared bankrupt or made a voluntary assignment in bankruptcy, made a proposal under any legislation relating to bankruptcy or insolvency or has been subject to or instituted any proceedings, arrangement or compromise with creditors or had a receiver, receiver manager or trustee appointed to hold its assets except as follows:

Messrs. Kearney, Varma, and Carey are Directors and/or Officers of Labrador Iron Mines Holdings Limited ("LIMH") which on April 2, 2015, instituted proceedings in the Ontario Superior Court of Justice for a financial restructuring under the *Companies' Creditors Arrangement Act* and had a plan of arrangement sanctioned by the Court on December 14, 2016, having been approved by creditors on December 6, 2016.

Personal Bankruptcies

No proposed Director has within the ten years prior to the date hereof become bankrupt or made a proposal under any legislation relating to bankruptcy or insolvency or been subject to or instituted any proceedings, arrangement or compromise with creditors or had a receiver, receiver manager or trustee appointed to hold the assets of the proposed Director.

Conflicts of Interest

There are no material transactions with or involving the Directors, executive officers, promoters or principal holders of securities of the Corporation that have occurred since incorporation. Some of the Directors and officers of the Corporation are engaged and will continue to be engaged in the search for additional business opportunities on behalf of other corporations, and situations may arise where these Directors and officers will be in direct competition with the Corporation. Certain of the Corporation's Directors and officers also serve as Directors and/or officers of companies which may enter into contracts with the Corporation in the future. In the event that this occurs, a conflict of interest will exist. Directors in a conflict-of-interest position are required to disclose such conflicts to the Corporation.

The Directors of the Corporation are required by law to act honestly and in good faith with a view to the best interests of the Corporation and to disclose any interests that they may have in any material contract

or material transaction. If a conflict of interest arises at a meeting of the Board of Directors, any director in a conflict is required to disclose his interest and abstain from voting on such matter.

The Directors and Officers of the Corporation are aware of the existence of laws governing accountability of directors and officers for corporate opportunity and requiring disclosures by directors of conflicts of interest in respect of the Corporation and are required to comply with such laws in respect of any directors' and officers' conflicts of interest or in respect of any breaches of duty by any of its directors or officers.

The following table sets out the Directors or Nominees for election as Directors of the Corporation that are, at present, directors of other reporting issuers, or equivalent:

Director	Other Reporting Issuers
John F. Kearney	Anglesey Mining plc (LSE: AYM) Buchans Resources Limited Conquest Resources Limited (TSX-V: CQR) Labrador Iron Mines Holdings Limited (OTC: LBRMF) Xtierra Inc. (TSX-V: XAG)
Danesh K. Varma	Anglesey Mining plc (LSE: AYM) Brookfield Investments Corp. Buchans Resources Limited Labrador Iron Mines Holdings Limited (OTC: LBRMF) Partners Value Split Corp.

EXECUTIVE COMPENSATION

Named Executive Officers

A Named Executive Officer (“NEO”) of the Corporation means each of the following individuals:

- a. a chief executive officer (“CEO”) of the Corporation;
- b. a chief financial officer (“CFO”) of the Corporation;
- c. if applicable, each of the Corporation’s three most highly compensated executive officers, or the three most highly compensated individuals acting in a similar capacity, other than the CEO and CFO, at the end of the most recently completed financial year whose total compensation was, individually, more than \$150,000, as determined in accordance with subsection 1.3(6) of Form 51-102F6 – Statement of Executive Compensation; and
- d. each individual who would be an NEO under paragraph (c) above but for the fact that the individual was neither an executive officer of the Corporation, nor acting in a similar capacity, at the end of that financial year.

During the financial year ended December 31, 2020, the Corporation had the following NEOs: John F. Kearney Chairman and CEO and Danesh K. Varma CFO.

Compensation Discussion and Analysis

Given the stage of development and scale of its operations, the Corporation has not paid any salary to its Chief Executive Officer or Chief Financial Officer in their capacities as executive officers during the last financial year ended December 31, 2020.

The Corporation does not currently have a formal incentive bonus plan in place. Any award of a bonus to Named Executive Officers is at the discretion of the Board based upon recommendation by the Compensation Committee. In considering the payment of a bonus to any Named Executive Officer, the Compensation Committee would take into account the individual performance and efforts of the executive, the progress made by the Corporation in furthering its business plans and the overall financial position of the Corporation.

It is expected that in the future, the Corporation’s objectives of executive compensation will be to provide total compensation packages to senior executive officers to ensure senior management is appropriately engaged and retained and to provide a level of base compensation that is competitive within the North American marketplace and that will attract and retain individuals with the experience and qualifications necessary for the management of the Corporation’s business.

In future years, the Corporation expects to provide longer-term incentive compensation, through the grant of stock options, or other stock appreciation rights, to members of senior management whose actions have a direct and identifiable impact on the performance of the Corporation and who have material responsibility for long-range strategic development and implementation which aligns the interests of senior management with the interests of shareholders. The grant of restricted share units may also form part of the equity component portion of the total remuneration of senior executive officers.

CMC does not have a Compensation Committee. Compensation matters are reviewed by the full CMC Board. An interested board member is required to abstain from voting on matters concerning their own compensation. Currently, the directors of CMC do not receive fees in their capacities as directors.

The CMC Board relies on the general knowledge and experience of its members, and recommendations from the Chief Executive Officer, in reviewing appropriate levels of compensation. Members of the CMC Board have relevant general, but not direct, experience in executive compensation and compensation policies and practices in the mineral resources business gained through current and prior experience in business and in the minerals industry. CMC has not had any contractual arrangement with any compensation consultant at any time during 2020.

The CMC Board as a whole is responsible for considering the risks associated with CMC's compensation policies and practices and has not identified any specific risks associated with CMC compensation policies and practices that are reasonably likely to have a material adverse effect.

Because of the current scale and scope of CMC's operations, and the limited number of senior management, and the oversight by the CMC Board of all significant activities, including risk management, the CMC Board does not believe that CMC's compensation policies and practices would encourage any executive officer to take inappropriate or excessive risk.

CMC's Named Executive Officers or directors are not prohibited from purchasing financial instruments, including, prepaid variable forward contracts, equity swaps, collars, or units of exchange funds that are designed to hedge or offset a decrease in market value of equity securities granted as compensation or held, directly or indirectly, by the Named Executive Officer or director.

Director and Named Executive Officer Compensation

The Corporation accrued management fees in the amount of \$60,000 payable to a corporation controlled by John Kearney and \$12,000 payable to Danesh Varma. These amounts remain unpaid as of the date of this Circular. It is anticipated that certain of its officers may be engaged from time to time to provide services as consultants to the Corporation and they will be compensated at standard industry rates on the basis of the actual time spent and the nature of the services provided.

Particulars of compensation earned by each NEO and Director in the two most recently audited financial years are set out in the summary compensation table below:

Name and Principal Position	Year	Salary, consulting fee, retainer or commission (\$)	Bonus (\$)	Committee or meeting fees (\$)	Value of perquisites (\$)	Value of all other compensation (\$)	Total compensation (\$)
John F. Kearney Chairman	2020	60,000	Nil	Nil	Nil	Nil	60,000
	2019	Nil	Nil	Nil	Nil	Nil	Nil
W. Matthew Allas President, CEO & Director	2020	Nil	Nil	Nil	Nil	Nil	Nil
	2019	Nil	Nil	Nil	Nil	Nil	Nil
Danesh Varma Outgoing CFO & Director	2020	12,000	Nil	Nil	Nil	Nil	12,000
	2019	Nil	Nil	Nil	Nil	Nil	Nil
Aiden Carey Director	2020	Nil	Nil	Nil	Nil	Nil	Nil
	2019	Nil	Nil	Nil	Nil	Nil	Nil



John Hurley Director	2020	Nil	Nil	Nil	Nil	Nil	Nil
	2019	Nil	Nil	Nil	Nil	Nil	Nil
John Allan Director	2020	Nil	Nil	Nil	Nil	Nil	Nil
	2019	Nil	Nil	Nil	Nil	Nil	Nil
Richard Pinkerton CFO	2020	Nil	Nil	Nil	Nil	Nil	Nil
	2019	Nil	Nil	Nil	Nil	Nil	Nil

Termination and Change of Control Benefits

Other than as disclosed below, the Corporation does not have in place any employment, consulting or management agreements between the Corporation, or any subsidiary or affiliate thereof, and its Named Executive Officers.

CMC entered into an employment agreement dated July 1, 2020 with John Kearney, Chairman and Chief Executive, for his continuing services as an officer of the Company (the "Kearney Agreement"). Should Mr. Kearney's employment with CMC be terminated without cause, Mr. Kearney is entitled to receive an amount equal to 100% of his then current salary. In the event of a Change of Control and subsequent termination by CMC without cause, or the resignation of Mr. Kearney within six months of the Change of Control, Mr. Kearney is entitled to receive an amount equal to 200% of his then current annual salary. A "Change of Control" is defined in the Kearney Agreement as the acquisition by any entity, directly or indirectly, of not less than fifty percent (50%) of the outstanding voting securities of CMC or the acquisition of such number of securities that are sufficient, if exercised, to elect a majority of the CMC Board. A summary of the potential payments to Mr. Kearney, assuming the applicable resignation or termination had occurred on December 31, 2020, is: termination without cause - \$100,000; termination without cause or resignation following a change of control - \$200,000.

W. Matthew Allas was appointed as President and CEO on May 5, 2021. The Corporation has entered into a management services agreement with 2348035 Ontario Corp., a company which is controlled by W. Matthew Allas, to provide management services to the Corporation for a fee for of \$50,000 per year. In addition, Mr. Allas will be paid a salary of \$200,000 per year. Any bonus paid to the officers will be at the discretion of the board of directors.

Stock Options

An additional component of the Named Executive and Director compensation program is stock options and to this end the Corporation has established a Stock Option Plan. Under the Stock Option Plan, options to purchase common shares of the Corporation may be granted to employees, officers and directors of the Corporation or subsidiaries of the Corporation, and other persons or companies engaged to provide ongoing management or consulting services ("Eligible Participants") to the Corporation, or any entity controlled by the Corporation. The Stock Option Plan is designed to give each option holder an interest in preserving and maximizing shareholder value in the longer term, to enable the Corporation to attract and retain individuals with experience and ability, and to reward individuals for current performance and expected future performance. The Stock Option Plan is administered by the Board of Directors. Stock option grants are considered when reviewing executive officer compensation packages as a whole. In determining the number of common shares of the Corporation subject to each option granted under the

Stock Option Plan, consideration is given to the present and potential contribution by such person or company to the success of the Corporation.

Stock Options and Other Compensation Securities

During the financial year ended December 31, 2020, there was no incentive option-based awards granted or issued to any Director or Named Executive Officer. The Corporation does not award any compensation securities other than options.

There was no exercise of stock options by a Director or Named Executive Officer during the financial year ended December 31, 2020.

Following the acquisition of Maximos Metals Corp., Matthew Allas was granted 1,666,875 stock options pursuant to the Corporation's Stock Option Plan, in replacement of his previously owned 3,000,000 options of Maximos Metals Corp.

Pension, Defined Benefit or Actuarial Plans

The Corporation does not provide any form of group pension plan benefits to employees, officers, or directors.

SECURITIES AUTHORIZED FOR ISSUANCE UNDER EQUITY COMPENSATION PLANS

The following is a summary of shares subject to options outstanding under the Corporation's Stock Option Plan and shares remaining available for grant as at December 31, 2020.

Equity Compensation Plan Information

Plan Category	Number of securities to be issued upon exercise of outstanding options, warrants and rights (a)	Weighted-average exercise price of outstanding options, warrants and rights (b)	Number of securities remaining available for future issuance under equity compensation plans (excluding securities reflected in column (a)) (c)
Equity compensation plans approved by securityholders	Nil	n/a	5,968,356
Equity compensation plans not approved by securityholders	n/a	n/a	n/a
Total	Nil	n/a	5,968,356

As at the date of this Circular there are 143,578,237 common shares of the Corporation issued and outstanding and accordingly, the maximum number of options which may be issued under the Corporation's Stock Option Plan as of the date of this Circular is 14,357,823.

On April 30, 2021, following the acquisition of Maximos, Canadian Manganese granted 5,278,440 stock options under the Corporation's Stock Option Plan, exercisable at \$0.18 per share, for a term of five years, all vesting quarterly over a period of two years, in replacement for existing options previously outstanding in Maximos.

As of the date of this Circular, 9,079,383 options remain available for future issuance issued under the Corporation's Stock Option Plan and other equity compensation plans.

3. RE-APPOINTMENT OF AUDITORS

The Directors propose to nominate McGovern Hurley LLP, Chartered Professional Accounts, the present auditors, as the auditors of the Corporation to hold office until the close of the next annual meeting of shareholders.

In the past, the Directors have negotiated with the auditors of the Corporation on an arm's length basis in determining the fees to be paid to the auditors. Such fees have been based on the complexity of the matters in question and the time incurred by the auditors. The directors believe that the fees negotiated in the past with the auditors of the Corporation were reasonable and, in the circumstances would be comparable to fees charged by other auditors providing similar services.

In order to appoint McGovern Hurley LLP as auditors of the Corporation to hold office until the close of the next annual meeting, and authorize the directors to fix the remuneration thereof, a majority of the votes cast at the Meeting must be voted in favour thereof.

The management representatives named in the attached form of proxy intend to vote **FOR** the appointment of McGovern Hurley LLP as auditors of the Corporation and in favour of authorizing the directors to fix the remuneration of the auditors, unless a shareholder specifies in the proxy that his or her Common Shares are to be withheld from voting in respect of the appointment of auditors and the fixing of their remuneration.

4. RATIFICATION OF STOCK OPTION PLAN

Shareholders will be asked at the Meeting to consider and, if thought advisable, to ratify the Corporation's existing stock option plan (the "**Stock Option Plan**"), which was last approved by the shareholders in June 2019. The Plan is considered a "rolling" stock option plan, which reserves a maximum of 10% of the Corporation's total outstanding common shares at the time of grant for issuance pursuant to the Plan.

Under the Plan, a maximum of 10% of the issued and outstanding shares of the Corporation are proposed to be reserved at any time for issuance on the exercise of stock options. As the number of shares reserved for issuance under the Plan increases with the issue of additional shares of the Corporation, the Plan is considered to be a "rolling" stock option plan.

The Plan has been established to provide incentive to eligible parties to increase their ownership interest in the Corporation. The purpose of the Plan is to provide incentive to employees, directors, officers, management companies, consultants and others who provide services to the Corporation and reduce the

cash compensation the Corporation would otherwise have to pay and thereby encourage their continuing association with the Corporation.

The Plan is administered by the Directors of the Corporation. The Plan provides that options will be issued to directors, officers, employees, consultants and other services providers of the Corporation or a subsidiary of the Corporation. The Plan provides that the number of common shares issuable under the Plan, together with all of the Corporation's other previously established or proposed share compensation arrangements, may not exceed 10% of the total number of issued and outstanding common shares.

Summary of Stock Option Plan

Number of Shares Reserved: The number of common shares which may be issued pursuant to options granted under the Plan may not exceed 10% of the issued and outstanding shares of the Corporation from time to time at the date of granting of options (including all options granted by the Corporation under the Plan).

Maximum Term of Options: The term of any options granted under the Plan is fixed by the Board of Directors and may not exceed five years. The options are non-assignable and non-transferable.

Exercise Price: The exercise price of options granted under the Plan is determined by the Board of Directors, provided that it is not less than the discounted market price, as that term is defined in any recognized exchange's policy and/or manual or such other minimum price in accordance with such policies from time to time.

Reduction of Exercise Price: The exercise price of stock options granted to insiders may not be decreased without disinterested shareholder approval at the time of the proposed amendment.

Termination: Options granted are non-transferable and will terminate on the earlier of the expiration of the option or: (i) twelve months after the date the optionee ceases to be a director, officer or employee of, or provide services to, the Corporation by reason of death; (ii) three months after termination of the optionees employment or provision of services due to permanent disability or retirement ; or (iii) thirty days after ceasing to be and Eligible Participant for any reason other than retirement (including termination of employment due to change in control and/or management of the Corporation), permanent disability or death.

Administration: The Plan is administered by the Board of Directors of the Corporation, who will determine and designate from time to time those employees, officers, directors, and service providers to whom options are to be granted. The number of shares reserved for issuance to any one individual in one year is limited to 5%, and the number reserved for insiders is limited to 10% in any one year and in total.

Board Discretion: The Plan provides that, generally, the number of shares subject to each option, the exercise price, the expiry time, the extent to which such option is exercisable, including vesting schedules, and other terms and conditions relating to such options shall be determined by the Board of Directors of the Corporation or senior officer or employee to which such authority is delegated by the Board of Directors from time to time. The number of option grants, in any 12-month period, may not result in the issuance to any one optionee which exceed 5% of the outstanding common shares of the Corporation

(unless the Corporation has obtained the requisite disinterested shareholder approval), or the issuance to a consultant or an employee engaged in investor relations activities which exceed 2% of the outstanding common shares of the Corporation. Disinterested shareholder approval will be sought in respect of any material amendment to the Plan.

Shareholders may obtain copies of the Plan from the Corporation at any time upon written request.

Shareholders are being asked at the Meeting to approve, with or without variation, the following resolution to ratify the Plan, including the number of shares reserved for issuance under the Plan, in accordance with and subject to the rules and policies of the TSX-V.

“BE IT RESOLVED THAT the Stock Option Plan of the Corporation be, and it is hereby ratified, and that in connection therewith a maximum of 10% of the issued and outstanding shares at the time of each grant be reserved for granting as options and that the Board of Directors be, and they are hereby authorized, without further shareholder approval, to make such changes to the existing Stock Option Plan as may be required or approved by regulatory authorities.”

The Board recommends that shareholders vote in favour of the Stock Option Plan Resolution. Unless a shareholder who has given a proxy has instructed that the shares represented by such proxy are to be voted against, on any ballot that may be called for ratification of the Plan, the persons named in the enclosed proxy will cast the shares represented by such proxy **FOR** such ratification.

5. ADOPTION OF RESTRICTED SHARE UNIT PLAN

The Corporation proposes to implement a Restricted Share Unit Plan (the “**RSU Plan**”) which will promote the Corporation’s interest by providing a form of stock based compensation, other than stock options, to members of the Board of Directors or key senior employees. It is anticipated that the RSU Plan will provide a long term incentive to work towards maximizing shareholder value through long term share price appreciation by affording participants in the RSU Plan an opportunity to receive, on a deferred basis, a portion of their total compensation based upon the value of the outstanding shares of the Corporation from time to time.

The Corporation is seeking Shareholder approval for the issuance of Common Shares from treasury pursuant to the Corporation’s new RSU Plan. The intent of this proposed treasury-based RSU Plan is to encourage significant share ownership by executives and directors, to provide a more flexible mix of compensation components to attract, retain, and incentivize the performance of directors and senior employees in alignment with the success of the Corporation and its Shareholders, and to preserve cash where possible.

The Corporation has 5,278,440 stock options outstanding and issued to serviced providers to the Corporation. Pursuant to the terms of each of the RSU Plan and Stock Option Plan, the maximum number of Common Shares issuable to insiders of the Corporation pursuant to all security-based compensation arrangements of the Corporation is not to exceed 10% of the issued and outstanding Common Shares.



The Board is seeking approval of the RSU Plan for the benefit of the Corporation's employees, directors and consultants. The RSU Plan is intended to assist the Corporation in the recruitment and retention of highly qualified employees, directors and eligible consultants by providing a means to reward performance, to motivate participants under the RSU Plan to achieve important corporate and personal objectives and, through the proposed issuance by the Corporation of Common Shares under the RSU Plan, to better align the interests of participants with the long-term interests of Shareholders.

The Board intends to use Restricted Share Units ("RSUs") issued under the RSU Plan, as well as options issued under the Stock Option Plan, as part of the Corporation's overall executive compensation plan. Since the value of RSUs increase or decrease with the price of the Common Shares, RSUs reflect a philosophy of aligning the interests of executives with those of the Shareholders by tying executive compensation to share price performance. In addition, RSUs assist in the retention of qualified and experienced executives by rewarding those individuals who make a long-term commitment.

At the Meeting, shareholders will be asked to approve a resolution to approve the RSU Plan as a treasury-based plan and to reserve Common Shares from treasury for issuance under the RSU Plan. In order to be approved, the resolution must be passed by a majority of the votes cast by the holders of the Common Shares present in person or represented by proxy at the Meeting. Unless such authority is withheld, the management representatives designated in the enclosed form of proxy intend to vote FOR the approval of the resolution authorizing the RSU Plan as set forth in this document (the "RSU Plan Resolution").

Eligible Participants

The RSU Plan will be administered by the Board or such other Committee of the Board as may be designated by the Board (the "Committee"). Employees, directors and eligible consultants of the Corporation and its designated subsidiaries are eligible to participate in the RSU Plan. In accordance with the terms of the RSU Plan, the Corporation, under the authority of the Board of Directors through the Committee, will approve those employees, directors and eligible consultants who are entitled to receive RSUs and the number of RSUs to be awarded to each participant. RSUs awarded to participants are credited to them by means of an entry in a notional account in their favour on the books of the Corporation.

Each RSU awarded conditionally entitles the participant to receive one Common Share (or the cash equivalent) upon attainment of the RSU vesting criteria. The Committee may impose additional conditions to any particular RSU award.

Vesting

The vesting of RSUs is conditional upon the expiry of a time-based vesting period. The duration of the vesting period and other vesting terms applicable to the grant of the RSUs shall be determined at the time of the grant by the Board of Directors.

Once the RSUs vest, the participant is entitled to receive the equivalent in shares.

A copy of the RSU Plan is available for inspection during regular business hours up to the date of the Meeting at the Corporation's offices at Suite 1805, 55 University Avenue, Toronto, Ontario, M5J 2H7, and will also be available for review at the Meeting.

Amendments to the RSU Plan

Following receipt of the Shareholder approval contemplated hereunder, the Board may, without notice, at any time and from time to time, without shareholder or RSU Plan participant approval, amend certain provisions of the RSU Plan in such manner as the Board, in its sole discretion, determines appropriate including:

- (a) for the purposes of making formal minor or technical modifications to any of the provisions of the RSU Plan;
- (b) to correct any ambiguity, defective provision, error or omission in the provisions of the RSU Plan;
- (c) to change the vesting provisions of RSUs;
- (d) to change the termination provisions of RSUs or the RSU Plan that does not entail an extension beyond the original expiry date of the RSU;
- (e) to preserve the intended tax treatment of the benefits provided by the RSU Plan, as contemplated therein; or
- (f) any amendments necessary or advisable because of any change in applicable laws; provided, however, that:
- (g) no such amendment of the RSU Plan may be made without the consent of each affected participant if such amendment would adversely affect the rights of such affected participant(s) under the RSU Plan; and,
- (h) Shareholder approval shall be obtained in accordance with the requirements of any stock exchange upon which shares are listed, for any amendment:
- (i) any amendment that results in:
 - i. an increase in the percentage of the outstanding Common Shares issuable pursuant to the RSU Plan;
 - ii. an extension of the expiry date for RSUs granted to insiders under the RSU Plan;
 - iii. other types of compensation through Common Share issuance;
 - iv. expansion of the rights of a participant to assign RSUs beyond what is currently permitted in the RSU Plan;
 - v. the addition of new categories of participants, other than as already contemplated in the RSU Plan;
 - vi. a change in the issue price of Common Shares issuable pursuant to the RSU Plan benefitting an insider;
 - vii. a change to the amendment provisions of the RSU Plan; or
 - viii. an amendment to remove or exceed the RSU Insider Limit.

Motion to Approve

The Board recommends that Shareholders vote **FOR approval of** the RSU Plan Resolution and the Corporation has been advised that the Directors and senior officers of the Corporation intend to vote all common shares held by them in favor of the RSU Plan Resolution. In the absence of a contrary instruction, the person(s) designated by management of the Corporation in the enclosed form of proxy intent to vote **FOR** the RSU Plan Resolution, including for the Common Shares to be taken from treasury and set aside for issuance under the RSU Plan.

Accordingly, at the Meeting, shareholders will be asked to approve the following ordinary resolution approving the RSU Plan Resolution in the following form:

UPON MOTION IT IS RESOLVED that:

1. the Restricted Share Unit Plan allowing for the issuance of a maximum of that number of Common Shares from treasury equal to 3% of the Common Shares of the Corporation issued and outstanding from time to time be and is hereby approved;
2. the Corporation will have the ability to issue Restricted Share Units which may be settled in Common Shares from treasury; and
3. any director or officer of the Corporation be and is hereby authorized, for and on behalf of the Corporation, to do all such things and execute all such documents and instruments as may be necessary or desirable to give effect to this resolution.

6. ADOPTION OF DEFERRED SHARE UNIT PLAN

The Board is seeking approval of the DSU Plan for the benefit of the Corporation's non-executive directors.

The DSU Plan is intended to assist the Corporation in the recruitment and retention of qualified persons to serve on the Board and, through the proposed issuance by the Corporation of Common Shares under the DSU Plan, to promote better alignment of the interests of directors and the long-term interests of Shareholders.

The Board intends to use the Deferred Share Units ("**DSUs**") issued under the DSU Plan, as well as options issued under the Stock Option Plan and RSUs issued under the RSU Plan, if any, as part of the Corporation's overall director compensation plan. Since the value of DSUs increase or decrease with the price of the Common Shares, DSUs reflect a philosophy of aligning the interests of directors with those of the Shareholders by tying compensation to share price performance.

At the Meeting, Shareholders will be asked to approve a resolution to approve the DSU Plan as a treasury-based plan and to reserve Common Shares from treasury for issuance under the DSU Plan. In order to be approved, the resolution must be passed by a majority of the votes cast by the holders of the Common Shares present in person or represented by proxy at the Meeting. Unless such authority is withheld, the management representatives designated in the enclosed form of proxy intend to vote FOR the approval of the resolution authorizing the DSU Plan as set forth in this document (the "**DSU Plan Resolution**").

Administration of Plan

The Board may award such number of DSUs to a non-executive director as the Board deems advisable to provide the director with appropriate equity-based compensation for the services he or she renders to the Corporation. A DSU is a unit credited to a Participant by way of a bookkeeping entry in the books of the Corporation, the value of which is equivalent to a Common Share. All DSUs paid with respect to such awards will be credited to the director by means of an entry in a notional account in their favour on the books of the Corporation (a “**DSU Account**”). The Board shall determine the date on which such DSUs may be granted and the date as of which such DSUs shall be credited to the director’s DSU Account. The Corporation and a director who receives such an award of DSUs shall enter into a DSU award agreement to evidence the award and the terms applicable thereto.

Additionally, the DSU Plan provides that non-executive directors may elect to receive up to 50% of their annual compensation amount (the “Annual Base Compensation”) in DSUs. All DSUs paid with respect to Annual Base Compensation will be credited to the director’s DSU Account when such Annual Base Compensation is payable. The director’s DSU Account will be credited with the number of DSUs calculated to the nearest thousandth of a DSU, determined by dividing the dollar amount of compensation payable in DSUs on the payment date by the Share Price of a Common Share at the time. Share Price is defined in the DSU Plan and means (if the Common Shares are listed and posted for trading on a stock exchange) the volume weighted average price of a Common Share on a stock exchange over the five (5) consecutive trading days immediately preceding the date of grant or the redemption date, as the case may be. Fractional Common Shares will not be issued, and any fractional entitlements will be rounded down to the nearest whole number.

Generally, a participant in the DSU Plan shall be entitled to redeem his or her DSUs during the period commencing on the business day immediately following the date upon which the non-executive director ceases to hold any position as a director of the Corporation and its subsidiaries and is no longer otherwise employed by the Corporation or its subsidiaries, including in the event of death of the participant (the “Termination Date”) and ending on the 90th day following the Termination Date. Redemptions under the DSU Plan may be in Common Shares issued from treasury subject to the Shareholder approval being sought at this Meeting, may be purchased by the Corporation on the open market for delivery to the director, may be settled in cash or any combination of the foregoing, at the discretion of the Corporation. The Committee may impose additional conditions to any particular DSU award.

Maximum Number of Common Shares Issued

DSUs may be granted in accordance with the DSU Plan, provided the aggregate number of DSUs outstanding pursuant to the DSU Plan from time to time does not exceed 2% of the issued and outstanding Common Shares from time to time. It is proposed that the maximum number of Common Shares which may be reserved, set aside and made available for issuance under the DSU Plan is a variable number equal to 2% of the issued and outstanding Common Shares of the Corporation as of the date of grant on a non-diluted basis.

The DSU Plan provides that the maximum number of Common Shares issuable to insiders pursuant to the DSU Plan, together with any Common Shares issuable pursuant to any other security-based compensation arrangement of the Corporation, will not exceed 10% of the total number of outstanding Common Shares. In addition, the maximum number of Common Shares issued to insiders under the DSU Plan, together with any Common Shares issued to insiders pursuant to any other security-based compensation arrangement of the Corporation within any one year period, will not exceed 5% of the total number of outstanding Common Shares (the “**DSU Insider Limit**”).

Transferability

No right to receive payment of deferred compensation or retirement awards shall be transferable or assignable by any participant under the DSU Plan except by will or laws of descent and distribution.

Inspection

A copy of the DSU Plan is available for inspection during regular business hours up to the date of the Meeting at the Corporation’s offices at Suite 1805, 55 University Avenue, Toronto, Ontario, and will also be available for review at the Meeting.

Amendments to the DSU Plan

Following receipt of the Shareholder approval contemplated hereunder, the Board may at any time, and from time to time, and without shareholder or DSU Plan participant approval, amend certain provisions of the DSU Plan, subject to any regulatory or stock exchange requirement at the time of such amendment, including:

- (a) for the purposes of making formal minor or technical modifications to any of the provisions of the DSU Plan including amendments of a “clerical” or “housekeeping” nature;
- (b) to correct any ambiguity, defective provision, error or omission in the provisions of the DSU Plan;
- (c) amendments to the termination provisions of the DSU Plan;
- (d) amendments necessary or advisable because of any change in applicable laws;
- (e) amendments to the transferability of DSUs;
- (f) amendments relating to the administration of the DSU Plan; or
- (g) any other amendment, fundamental or otherwise, not requiring shareholder approval under applicable laws; provided, however, that:

- (h) no such amendment of the DSU Plan may be made without the consent of each affected participant in the DSU Plan if such amendment would adversely affect the rights of such affected participant(s) under the DSU Plan; and
- (i) shareholder approval shall be obtained in accordance with the requirements of the any stock exchange upon which shares are listed, for any amendment:
 - i. to increase the maximum number of Common Shares which may be issued under the DSU Plan;
 - ii. to the amendment provisions of the DSU Plan;
 - iii. to the definition of “Participant”;
 - iv. to remove or exceed the DSU Insider Limit; or
 - v. to change the issue price of Common Shares issuable pursuant to the DSU Plan benefitting an insider.

Motion to Approve

The Board recommends that Shareholders vote **FOR** the DSU Plan Resolution and the Corporation has been advised that the directors and senior officers of the Corporation intend to vote all Common Shares held by them in favour of approval of the DSU Plan Resolution. In the absence of contrary instruction, the person(s) designated by management of the Corporation in the enclosed form of proxy intend to vote FOR the DSU Plan Resolution.

Accordingly, at the Meeting, shareholders will be asked to approve the following ordinary resolution approving the DSU Plan Resolution in the following form:

UPON MOTION IT IS RESOLVED that:

1. the Deferred Share Unit Plan allowing for the issuance of a maximum of that number of Common Shares from treasury equal to 2% of the Common Shares of the Corporation issued and outstanding from time to time be and is hereby approved;
2. the Corporation will have the ability to issue Deferred Share Units which may be settled in Common Shares from treasury; and
3. any director or officer of the Corporation be and is hereby authorized, for and on behalf of the Corporation, to do all such things and execute all such documents and instruments as may be necessary or desirable to give effect to this resolution.

STATEMENT OF CORPORATE GOVERNANCE

The Directors of the Corporation are committed to maintaining high standards of corporate governance and to managing the Corporation in an honest and ethical manner. The Board believes that its corporate governance policies and procedures are appropriate in light of the size, nature and stage of development of the Corporation. The Board is accountable to shareholders for good corporate governance and has adopted the following procedures in this regard.

Orientation and Continuing Education

The Board recognizes the importance of continuing education to ensure that members of the Board maintain the skill and knowledge for them to meet their obligation as directors. The Corporation currently has no formal orientation and education program for Board members. Information (such as recent reports, technical reports and various other operating, property and budget reports) is provided to Board members to ensure that Directors are familiarized with the Corporation business and the procedures of the Board. In addition, directors are encouraged to visit the Corporation properties at least once per year. The Corporation also encourages continuing education of its Directors by distributing information on industry and regulatory matters and by facilitating attendance at industry conferences, seminars or courses.

Ethical Business Conduct

In addition, as some of the Directors of the Corporation also serve as Directors and officers of other companies engaged in similar business activities, the Directors must comply with the conflict of interest provisions under the Business Corporation Act (Ontario), as well as the relevant securities regulatory instruments, in order to ensure that Directors exercise independent judgment in considering transactions and agreements in respect of which a Director or officer has a material interest. Any interested Director is required to declare the nature and extent of his or her interest and is not entitled to vote at meetings of Directors where such a conflict arises.

The Board believes that the fiduciary duties placed on individual directors by the Corporation governing corporate legislation and the common law and the restrictions placed by applicable corporate legislation on an individual director's participation in decisions of the Board in which the Director has an interest have been sufficient to ensure that the Board operates in the best interests of the Corporation.

Nomination of Directors

The Board does not have a separate nominating committee. The Board performs the functions of a nominating committee with responsibility for the appointment and assessment of Directors. In view of the current size of the Corporation and the current scale of its operations, the composition of the current Board and the service of the current members of the Board, a separate nominating committee has not as yet been considered necessary by the Corporation.

While there are no specific criteria for Board membership, the Corporation attempts to attract and maintain Directors with business experience and a particular knowledge of mineral exploration, project development and mining or other areas such as finance which would assist the Corporation. As such, nominations to the Board have been the result of recruitment efforts by the Corporation and discussions among the Directors prior to the consideration by the Board as a whole.

Board and Corporate Diversity

The Corporation currently does not have any women Board members or in executive officer positions (as such term is defined in the Canadian Securities Administrators guidelines for effective corporate governance). The Corporation recognizes the value of individuals with diverse attributes on the Board and in executive officer positions and the desirability of representation of women on the Board and in executive officer positions.

The Corporation has not adopted a written policy relating to the identification and nomination of women directors or regarding the number of women in executive positions because it does not believe that a written policy is the best way to achieve the Corporation's business objectives.

The Corporation believes that the interests of the Corporation would be best served by ensuring that new directors or executives are identified and selected from the widest possible group of potential candidates. A formalized written diversity policy governing the identification and selection of potential women candidates may unduly restrict the Corporation's ability to select the best and most suitable candidate.

The Board is responsible for establishing qualifications and skills necessary for an effective Board and various committees of the Board and for senior executive positions, including factors such as professional experience, particular areas of expertise, personal character, potential conflicts of interest, diversity and other commitments.

Although diversity, which includes diversity in gender, age, ethnicity and cultural background, is one of the factors considered in the Corporation's identification and selection process, other factors, including knowledge and relevant experience, or particular areas of expertise, are given greater consideration in the identification and selection process. In light of the Corporation's view that candidates should be selected from the widest possible group of qualified individuals, the level of representation of women may be considered but is not a major factor in identifying and appointing individuals to the Board.

The Corporation's policy with respect to the representation of women in executive officer positions is the same as its views on the representation of women in the director identification and selection process. In making decisions as to executive officer appointments, the Corporation believes that decisions to hire or promote an individual should be based on that person's knowledge and experience, particular areas of expertise, character and merit. Accordingly, the representation of women in executive officer positions may be considered but is not a major factor and is not an issue when making executive officer appointments.

The Corporation has not adopted a target regarding the representation of women on the Board or in executive officer positions for the reasons set out above. The Corporation believes that adopting such a target would unduly restrict its ability to select, hire or promote the best and most suitable candidate for the position in question.

COMPENSATION OF DIRECTORS

Directors do not currently receive any compensation as such for their services. Directors are reimbursed for travel expenses incurred in connection with attendance at meetings of the Board or any committee thereof.

INDEBTEDNESS OF OFFICERS AND DIRECTORS

None of the Directors, officers, or associates of such persons have been indebted to the Corporation or any of its subsidiaries at any time since incorporation of the Corporation. No such person has been indebted to any other entity where such indebtedness is the subject of a guarantee, support agreement, letter of credit or similar arrangement or understanding provided by the Corporation or any of its subsidiaries in respect of the purchase of securities or otherwise.

AUDIT COMMITTEE AND RELATIONSHIP WITH AUDITOR

Audit Committee

The Audit Committee assists the Directors in fulfilling its responsibilities for oversight of financial and accounting matters. The committee recommends the auditors to be nominated and reviews the compensation of the auditors. The committee is directly responsible for overseeing the work of the auditors, must pre-approve non-audit services, be satisfied that adequate procedures are in place for the review of the Corporation's public disclosure of financial information extracted or derived from the Corporation's financial statements and must establish procedures for the receipt, retention and treatment of complaints regarding accounting, internal accounting controls or auditing matters.

Composition of the Audit Committee

The Audit Committee throughout 2020, and to the date of this Circular is composed of Aiden Carey and John Hurley. The Board of Directors has determined that the Committee members have the appropriate level of financial understanding and industry specific knowledge to be able to perform the duties of the position. Furthermore, the Board has determined that each member of the Audit Committee is financially literate as defined in MI 52-110 and a majority are independent.

The education and experience of each Audit Committee Member is set forth below:

Aiden Carey, Director – Mr. Carey is a Mining Consultant and Senior Vice President, Operations of Labrador Iron Mines Holdings Limited since 2011 where he was responsible for LIM's operating functions, including mining and processing, operations and transportation. Prior to 2011, he held senior operating roles with Barrick Gold, Cliffs Natural Resources' Wabush Mines and Cliffs' Michigan operations.

John Hurley, Director – Mr. Hurley is President and Chief Executive of Trinity Resources, a private company operating a world-class pyrophyllite mine in which supplies aluminum silicate products to various industries worldwide. With over 24 years of experience in the mining and industrial minerals industry, Mr. Hurley’s business development initiatives have spanned 14 countries. He holds a Bachelor of Science degree with a major in Chemistry from Memorial University, Newfoundland and Labrador.

The Audit Committee has adopted a Charter, the text of which is set out below:

Purpose

The Audit Committee (the “**Committee**”) is appointed by the Board of Directors to assist the Board in fulfilling its oversight responsibilities relating to financial accounting and reporting process and internal controls for the Corporation. The Committee’s primary duties and responsibilities are to:

- review the quarterly and annual financial statements and management's discussion and analysis of the Corporation and report thereon to the Board;
- select and monitor the independence and performance of the outside auditors of the Corporation (the “**Independent Auditors**”), including meetings with the Independent Auditors;
- conduct such reviews and discussions with management and the independent auditors relating to the audit and financial reporting as are deemed appropriate by the Committee;
- provide oversight to related party transactions entered into by the Corporation; and
- if necessary, assess the integrity of internal controls and financial reporting procedures of the Corporation and review the internal control report prepared by management required to be included with the annual report of the Corporation.

The Committee has the authority to conduct any investigation appropriate to its responsibilities, and it may request the Independent Auditors as well as any officer of the Corporation, or outside counsel for the Corporation, to attend a meeting of the Committee or to meet with any members of, or advisors to, the Committee. The Committee shall have unrestricted access to the books and records of the Corporation and has the authority to retain, at the expense of the Corporation, special legal, accounting, or other consultants or experts to assist in the performance of the Committee’s duties.

The Committee shall review and assess the adequacy of this Charter annually and submit any proposed revisions to the Board for approval.

Composition and Meetings

The Committee and its membership shall meet all applicable legal and listing requirements, including, without limitation, those of the stock exchange that the Corporation is listed on.

1. The Committee shall be composed of three or more directors, one of whom shall serve as the Chair; both the members and the Chair shall be designated by the Board from time to time.
2. A majority of the members of the Committee shall be “independent” as defined by National Instrument 58-101 - *Disclosure of Corporate Governance Practices*, and all of whom shall be financially literate in accordance with National Instrument 52-110 – *Audit Committees*.

3. The Committee shall meet at the discretion of the Chair or a majority of its members, as circumstances dictate or as may be required by applicable legal or listing requirements, and a majority of the members of the Committee shall constitute a quorum.
4. If and whenever a vacancy shall exist, the remaining members of the Committee may exercise all of its powers and responsibilities so long as a quorum remains in office.
5. The time and place at which meetings of the Committee shall be held, and procedures at such meetings, shall be determined from time to time by the Committee.
6. Any member of the Committee may participate in the meeting of the Committee by means of conference telephone or other communication equipment, and the member participating in a meeting pursuant to this paragraph shall be deemed, for purposes hereof, to be present in person at the meeting.
7. The Committee shall keep minutes of its meetings which shall be submitted to the Board. The Committee may, from time to time, appoint any person who need not be a member, to act as a secretary at any meeting.
8. The Committee may invite such officers, directors and employees of the Corporation and its subsidiary as it may see fit, from time to time, to attend at meetings of the Committee.
9. The Board may at any time amend or rescind any of the provisions hereof, or cancel them entirely, with or without substitution.
10. Any matters to be determined by the Committee shall be decided by a majority of votes cast at a meeting of the Committee called for such purpose; actions of the Committee may be taken by an instrument or instruments in writing signed by all of the members of the Committee, and such actions shall be effective as though they had been decided by a majority of votes cast at a meeting of the Committee called for such purpose. The Committee members will be elected annually at the first meeting of the Board following the annual meeting of shareholders.

Responsibilities

Financial Accounting and Reporting Process and Internal Controls

1. The Committee shall review the annual audited financial statements to satisfy itself that they are presented in accordance with International Financial Reporting Standards (“IFRS”) as issued by the International Accounting Standards Board (“IASB”) and report thereon to the Board and recommend to the Board whether or not same should be approved prior to their being filed with the appropriate regulatory authorities. The Committee shall also review the interim financial statements. With respect to the annual audited financial statements, the Committee shall discuss significant issues regarding accounting principles, practices, and judgments of management with management and the external auditors as and when the Committee deems it appropriate to do so. The Committee shall satisfy itself that the information contained in the annual audited financial statements is not significantly erroneous, misleading or incomplete and that the audit function has been effectively carried out.
2. The Committee shall review any internal control reports prepared by management and the evaluation of such report by the external auditors, together with management’s response.
3. The Committee shall be satisfied that adequate procedures are in place for the review of the Corporation’s public disclosure of financial information extracted or derived from the Corporation’s

financial statements, management's discussion and analysis and interim financial press releases, and periodically assess the adequacy of these procedures.

4. The Committee shall review management's discussion and analysis relating to annual and interim financial statements and any other public disclosure documents, including interim financial press releases, that are required to be reviewed by the Committee under any applicable laws before the Corporation publicly discloses this information.
5. The Committee shall meet no less frequently than annually with the external auditors and the Chief Financial Officer or, in the absence of a Chief Financial Officer, with the officer of the Corporation in charge of financial matters, to review accounting practices, internal controls and such other matters as the Committee, Chief Financial Officer or, in the absence of a Chief Financial Officer, the officer of the Corporation in charge of financial matters, deem appropriate.
6. The Committee shall inquire of management and the external auditors about significant risks or exposures, both internal and external, to which the Corporation may be subject, and assess the steps management, has taken to minimize such risks.
7. The Committee shall review the post-audit or management letter containing the recommendations of the external auditors and management's response and subsequent follow-up to any identified weaknesses.
8. The Committee shall establish procedures for:
9. the receipt, retention and treatment of complaints received by the Corporation regarding accounting, internal accounting controls or auditing matters; and
10. the confidential, anonymous submission by employees of the Corporation of concerns regarding questionable accounting or auditing matters.
11. The Committee shall provide oversight to related party transactions entered into by the Corporation.

Independent Auditors

1. The Committee shall recommend to the Board the external auditors to be nominated, shall set the compensation for the external auditors, provide oversight of the external auditors and shall ensure that the external auditors report directly to the Committee.
2. The Committee shall be directly responsible for overseeing the work of the external auditors, including the resolution of disagreements between management and the external auditors regarding financial reporting.
3. The Committee shall pre-approve all audit and non-audit services not prohibited by law to be provided by the external auditors in accordance with the terms of this charter.
4. The Committee shall monitor and assess the relationship between management and the external auditors and monitor, support and assure the independence and objectivity of the external auditors.
5. The Committee shall review the external auditors' audit plan, including the scope, procedures and timing of the audit.
6. The Committee shall review the results of the annual audit with the external auditors, including matters related to the conduct of the audit.
7. The Committee shall obtain timely reports from the external auditors describing critical accounting policies and practices, alternative treatments of information within IFRS that were discussed with management, their ramifications, and the external auditors' preferred treatment and material written communications between the Corporation and the external auditors.

8. The Committee shall review fees paid by the Corporation to the external auditors and other professionals in respect of audit and non-audit services on an annual basis.
9. The Committee shall review and approve the Corporation's hiring policies regarding partners, employees and former partners and employees of the present and former auditors of the Corporation.
10. The Committee shall monitor and assess the relationship between management and the external auditors and monitor the independence and objectivity of the external auditors.

Other Responsibilities

The Committee shall perform any other activities consistent with this Charter and governing law, as the Committee or the Board deems necessary or appropriate.

Pre-Approval Policies & Procedures

The Audit Committee has adopted procedures requiring Audit Committee review and approval in advance of all particular engagement for services provided by the Auditors. Consistent with applicable laws, the procedures permit limited amounts of services, other than audit services, to be approved by the Audit Committee provided the Audit Committee is informed of each particular service. All of the engagements and fees for Fiscal 2020 and 2019 were approved by the Audit Committee. The Audit Committee reviews with the auditors whether the non-audit services to be provided are compatible with maintaining the Auditor's independence.

Since the adoption of these procedures, there has not been a recommendation of the Audit Committee to nominate or compensate an external auditor which was not adopted by the Board of Directors.

Audit Fees & Services

The aggregate amounts billed by Auditors for the two fiscal years ended December 31, 2020 and 2019 for audit fees, audit related fees, tax fees and all other fees are set forth below:

	Year Ended December 31, 2020	Year Ended December 31, 2019
Audit Fees ⁽¹⁾	\$10,200	\$10,200
Audit-Related Fees ⁽²⁾	Nil	Nil
Tax Fees ⁽³⁾	Nil	Nil
All Other Fees	Nil	Nil
Total	\$10,200	\$10,200

Notes:

1. "Audit Fees" represent fees for the audit of the annual financial statements, and review in connection with statutory and regulatory filings.
2. "Audit Related Fees" represents fees for assurance and related services that are related to the performance of the audit.
3. "Tax Fees" represent fees for tax compliance, tax advice and planning.

OTHER BOARD COMMITTEES

The Board has not established any committees, other than the Audit Committee.

INDEMNIFICATION OF DIRECTORS AND OFFICERS

The by-laws of the Corporation provide that the Corporation is required to indemnify a director or officer, or former director or officer, or a person who acts or acted at the request of the Corporation as a director or officer of a body corporate of which the Corporation is or was a shareholder or creditor, and his or her heirs and legal representatives, against all costs, charges and expenses, including an amount paid to settle an action or satisfy a judgment, reasonably incurred by him or her in respect of any civil, criminal or administrative action or proceeding to which he or she is made a party by reason of having been a director or officer of such body corporate if (a) he or she acted honestly and in good faith with a view to the best interests of the Corporation, and (b) in the case of a criminal or administrative action or proceeding that is enforced by a monetary penalty, he or she had reasonable grounds for believing that his or her conduct was lawful.

INTERESTS OF INFORMED PERSONS IN MATERIAL TRANSACTIONS AND MATTERS TO BE ACTED UPON

No person who has been a Director or executive officer since the beginning of the Corporation's last completed fiscal year, proposed nominee for election as a director, shareholder beneficially owning (directly or indirectly) or exercising control or direction over more than 10% of the common shares of the Corporation, and no associate or affiliate of the foregoing persons has or has had any material interest, direct or indirect, in any transaction since the beginning of the Corporation's last completed fiscal year or in any proposed transaction which, in either case, has materially affected or will materially affect the Corporation.

ADDITIONAL INFORMATION

The Corporation's Financial Statements for the year ended December 31, 2020 and the related Management's Discussion and Analysis and are available on SEDAR at www.sedar.com or by contacting the Corporation at the address given on this document. Additional information relating to the Corporation is available on the Corporation's website www.CanadianManganese.com.

APPROVAL

The contents of this Information Circular and the sending thereof have been approved by the Directors of the Corporation.

DATED: May 7, 2021

"John F. Kearney"

John F. Kearney
Chairman