



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