

AMERICAN MANGANESE INC.

2A – 15782 Marine Drive
White Rock, British Columbia
V4B 1E6

Telephone: 604.531.9639

INFORMATION CIRCULAR

AS AT NOVEMBER 26, 2010

SPECIAL AND ANNUAL GENERAL MEETING OF SHAREHOLDERS TO BE HELD ON JANUARY 5, 2011

PERSONS MAKING THE SOLICITATION

This information circular (the “**Information Circular**”) is furnished in connection with the solicitation of proxies by management of AMERICAN MANGANESE INC. (the “**Company**”) for use at the annual general meeting of shareholders (the “**Meeting**”) of the Company to be held at 10:00 a.m. (Vancouver Time), on **January 5, 2011**, at the offices of the Company, located at 2A 15782 Marine Drive, White Rock, British Columbia, V4B 1E6 and any adjournment thereof, for the purposes set forth in the accompanying notice of meeting (the “**Notice**”).

GENERAL PROXY INFORMATION

Solicitation of Proxies

All costs of solicitation by management will be borne by the Company. In addition to the solicitation of proxies by mail, directors, officers and employees may solicit proxies personally, by telephone or facsimile, but will not receive compensation for so doing.

Appointment of Proxy

The individuals named in the accompanying form of proxy (the “**Proxy**”) are directors or officers of the Company and were designated by management of the Company (the “**Management Proxyholder**”). **A shareholder wishing to appoint some other person who need not be a shareholder to represent the shareholder at the Meeting has the right to do so, by striking out the names of those persons named in the accompanying form of Proxy and inserting such other person's name in the blank space provided in the form of Proxy or by completing another form of Proxy.**

Shareholders may wish to vote by Proxy whether or not they are able to attend the Meeting in person. Shareholders electing to submit a Proxy may do so by:

- (a) completing, dating and signing the enclosed form of Proxy and returning it to the Company's transfer agent, Computershare Investor Services Inc. (“**Computershare**”) by fax within North America at 1-866-249-7775, outside North America at 1-416-263-9524, or by mail or hand delivery to Computershare Investor Services Inc., 100 University Avenue, 9th Floor, Toronto, Ontario, M5J 2Y1; or
- (b) using a touch-tone phone to transmit voting choices to a toll free number. The toll free number to call is 1-800-564-6253 within North America and 1-416-263-9200 outside North America. Shareholders must follow the instructions of the voice response system and refer to the enclosed Proxy for the shareholder's account number and the Proxy access number.

A Proxy will not be valid unless the completed, dated and signed form of Proxy is received by Computershare not less than 48 hours (excluding Saturdays, Sundays and holidays) before the time of the Meeting, or any adjournment thereof.

Revocability of Proxy

A shareholder who has given a Proxy may revoke it by an instrument in writing:

- (a) executed by the shareholder or by the shareholder's attorney authorized in writing or, where the shareholder is a company, by a duly authorized officer or attorney of the company; and
- (b) delivered either to the registered offices of the Company, at 1200 – 999 West Hastings Street, Vancouver, British Columbia, V6C 2W2, at any time up to and including the last business day preceding the day of the Meeting or any adjournment thereof, or to the chairman of the Meeting on the day of the Meeting or any adjournment thereof, or in any other manner provided by law.

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 (as defined below) to revoke the Proxy on their behalf. A revocation of a Proxy does not affect any matter on which a vote has been taken prior to the revocation.

EXERCISE OF DISCRETION

Shares represented by properly executed Proxies in favour of persons designated in the enclosed form of Proxy will, where a choice with respect to any matter to be acted upon has been specified in the form of Proxy, be voted in accordance with the specification made. Such shares will be voted in favour of each matter for which no choice has been specified by the shareholder.

The enclosed form of Proxy, when properly completed and delivered and not revoked, confers discretionary authority upon the persons appointed as a proxyholder thereunder to vote with respect to amendments or variations of matters identified in the Notice and with respect to other matters which may properly come before the Meeting.

In the event that amendments or variations to matters identified in the Notice are properly brought before the Meeting or any further or other business is properly brought before the Meeting, it is the intention of the persons designated in the enclosed form of Proxy to vote in accordance with their best judgment on such matters or business. At the time of the printing of this Information Circular, management of the Company knew of no such amendment, variation or other matter, which might be presented to the Meeting.

NON-REGISTERED HOLDERS

Only registered shareholders or duly appointed proxyholders are permitted to vote at the Meeting. Most shareholders of the Company are “non-registered” shareholders because the shares they own are not registered in their names but are instead registered in the name of the brokerage firm, bank or trust company through which they purchased the shares. A person is not a registered shareholder (the “**Non-Registered Holder**”) in respect of shares which are held on behalf of that person but which are registered either: (a) in the name of an intermediary (an “**Intermediary**”) that the Non-Registered Holder deals with in respect of the shares (Intermediaries include, among others, banks, trust companies, securities dealers or brokers and trustees or administrators of self-administered RRSPs, RRIFs, RESPs and similar plans); or (b) in the name of a clearing agency such as the Canadian Depository for Securities Limited (the “**CDS**”), of which the Intermediary is a participant.

Non-Registered Holders who have not objected to their Intermediary disclosing certain ownership information about themselves to the Company are referred to as non-objecting beneficial owners (“**NOBOs**”). Those Non-

Registered Holders who have objected to their Intermediary disclosing ownership information about themselves to the Company are referred to as objecting beneficial owners (“**OBOs**”).

In accordance with the requirements of National Instrument 54-101 of the Canadian Securities Administrators, the Company has elected to send copies of the Notice, this Information Circular and the Proxy (collectively, the “**Meeting Materials**”) directly to the NOBOs and indirectly through Intermediaries to the OBOs.

Intermediaries will frequently use service companies to forward the Meeting Materials to the OBOs. Generally, an OBO who has not waived the right to receive Meeting Materials will either:

- (a) be given a form of Proxy which has already been signed by the Intermediary (typically by a facsimile, stamped signature), which is restricted as to the number of shares beneficially owned by the OBO and must be completed, but not signed by the OBO and deposited with Computershare; or
- (b) more typically, be given a voting instruction form (a “**VIF**”) which is not signed by the Intermediary and which, when properly completed and signed by the OBO and returned to the Intermediary or its service company, will constitute voting instructions which the Intermediary must follow.

These Meeting Materials are being sent to both registered shareholders and Non-Registered Holders. If you are a Non-Registered Holder and the Company or its agent has sent these Meeting Materials to you, your name and address and information about your holdings of securities have been obtained in accordance with applicable securities regulatory requirements from the Intermediary holding on your behalf. By choosing to send these Meeting Materials to you directly, the Company (and not the Intermediary holding on your behalf) has assumed responsibility for (a) delivering these Meeting Materials to you and (b) executing your proper voting instructions. Please return your voting instructions as specified in the request for voting instructions.

The Meeting Materials sent to NOBOs who have not waived the right to receive the Meeting Materials are accompanied by the VIF instead of a form of Proxy. By returning the VIF in accordance with the instructions noted thereon, a NOBO is able to instruct the voting of the shares owned by it. VIFs, whether provided by the Company or by an Intermediary, should be completed and returned in accordance with the specific instructions noted thereon.

The purpose of this procedure is to permit Non-Registered Holders to direct the voting of the shares, which they beneficially own.

Should a Non-Registered Holder who receives a VIF wish to attend the Meeting or have someone else attend on his or her behalf, the Non-Registered Holder may request a legal proxy as set forth in the VIF, which will grant the Non-Registered Holder, or his or her nominee, the right to attend and vote at the Meeting.

Please return your voting instructions as specified in the VIF. Non-Registered Holders should carefully follow the instructions set out in the VIF, including those regarding when and where the VIF is to be delivered.

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

Except as disclosed herein, no person: (a) who has been a director or executive officer of the Company at any time since the commencement of the Company’s last financial year; (b) who is a proposed nominee for election as a director of the Company; or (c) who is an associate or affiliate of a person included in subparagraphs (a) or (b), has any material interest, direct or indirect, by way of beneficial ownership of securities or otherwise, in matters to be acted upon at the Meeting other than the election of directors and the appointment of auditors and as set out herein.

VOTING SECURITIES AND PRINCIPAL HOLDERS OF VOTING SECURITIES

The Company's authorized capital consists of an unlimited number of common shares without par value. As at November 26, 2010 (the “**Record Date**”), there were 68,430,778 shares issued and outstanding. Each share carries the right to one vote.

Any shareholder of record at the close of business on the Record Date who either personally attends the Meeting or who has completed and delivered a Proxy in the manner specified herein, subject to the provisions described above, shall be entitled to vote or to have such shareholder's shares voted at the Meeting.

To the knowledge of the directors or executive officers of the Company, no person or company beneficially owns, directly or indirectly, or exercised control or direction over, Common Shares carrying more than 10% of the voting rights attached to all outstanding Common shares of the Company as at November 26, 2010.

ELECTION OF DIRECTORS

The term of office of each present director expires at the Meeting. Management does not contemplate that any of the nominees will be unable to serve as a director. Management of the Company proposes to nominate the persons named in the following table for election to the board of directors of the Company (the “**Board**”). Each director elected will hold office until the next annual general meeting of the Company or until his or her successor is elected or appointed, unless his or her office is earlier vacated in accordance with the Articles of the Company or with the provisions of the *Business Corporations Act* (British Columbia). In the event that prior to the Meeting any vacancies occur in the slate of nominees herein listed, it is intended that discretionary authority shall be exercised by the person named in the Proxy as nominee to vote the shares represented by Proxy for the election of any other person or persons as directors.

The following table sets forth the names of the management nominees for election as directors; their offices and positions with the Company; the period of time that they have been directors of the Company; their present principal occupation, business or employment of each management nominee; and the number of shares of the Company which is beneficially owned, directly or indirectly, or controlled or directed by each management nominee.

Name, Province and Country of Residence and Current Position with the Company	Director Since	Common Shares Beneficially Owned, Directly or Indirectly, or Over Which Control or Direction is Exercised ⁽⁵⁾	Principal Occupation ⁽¹⁾
Larry W. Reaugh ⁽⁴⁾ British Columbia, Canada <i>Director, President and Chief Executive Officer</i>	February 13, 1998	3,762,675	Director, President and CEO of Goldrea Resources Corp. since March 1981 Director and CEO of Molycor Gold Corporation since April, 1994, Chairman since May, 2005
Andris Kikauka ⁽²⁾⁽⁴⁾ British Columbia, Canada <i>Director</i>	June 22, 1993	0	Geologist, Geo-Facts Specialists
Edward Lee ⁽²⁾⁽⁴⁾ British Columbia, Canada <i>Director</i>	July 19, 2005	134,000	Director of Goldrea Resources Corp. since November, 2003 President of Molycor Gold Corporation since May, 2005 and Director since July 2003 Self-employed from April 1984 to September, 2005
Paul Hildebrand ⁽²⁾ British Columbia, Canada <i>Director</i>	August 3, 2007	877,777	Lawyer Director of Chalk Media Corp. from December, 2007 to 2009.

Name, Province and Country of Residence and Current Position with the Company	Director Since	Common Shares Beneficially Owned, Directly or Indirectly, or Over Which Control or Direction is Exercised ⁽⁵⁾	Principal Occupation ⁽¹⁾
Anthony Santelli New York, USA <i>Director</i>	August 4, 2009	1,543,000(3)	Founder and Chief Executive Officer of AES Capital Partners LP since January 1, 2001

Notes:

- (1) The information as to principal occupation, business or employment activities performed outside of the Company and Common Shares beneficially owned or controlled has been furnished by the respective directors of the Company and is not within the knowledge of management of the Company.
- (2) Denotes member of the Audit Committee. Paul Hildebrand serves as Chairman of the Audit Committee.
- (3) Anthony Santelli holds 200,000 common shares of the Company directly and 1,343,000 indirectly through AES Capital Partners LP.
- (4) The Company was issued a cease trade order on January 3, 2002 by the British Columbia Securities Commission and a cease trade order on February 1, 2002 by the Alberta Securities Commission. The Company received a revocation of cease trade order from the British Columbia Securities Commission on September 21, 2006 and a revocation of cease trade order from the Alberta Securities Commission on September 27, 2006. Molycor Gold Corporation was issued a cease trade order on April 3, 2002 by the British Columbia Securities Commission. Molycor received a revocation of cease trade order from the British Columbia Securities Commission on April 4, 2002
- (5) These amounts do not include beneficial ownership of securities not currently outstanding but which are reserved for immediate issuance on exercise of stock options as follows: Larry W. Reaugh holds 1,100,000 options and 50,000 warrants, Andris Kikauka holds 400,000 options, Edward Lee holds 400,000 options, Paul Hildebrand holds 400,000 options and 327,777 warrants and Anthony Santelli holds 450,000 options directly and 1,750,000 warrants indirectly through AES Capital Partners LP.

Except as disclosed herein, no proposed director of the Company is, or has been, within the 10 years prior to the date of this Information Circular, a director or executive officer of the Company or any company that while that person was acting in that capacity:

- (a) was the subject to a cease trade or similar order or an order that denied the relevant company access to any exemption under securities legislation, for a period of more than 30 consecutive days;
- (b) was subject to an event that resulted, after the director or executive officer ceased to be a director or executive officer, in the company being the subject of a cease trade or similar order or an order that denied the relevant company access to any exemption under securities legislation, for a period of more than 30 consecutive days;
- (c) or within a year of that person ceasing to act in that capacity, became bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency or was subject to or instituted any proceedings, arrangement or compromise with creditors or had a receiver, receiver manager or trustee appointed to hold its assets; or
- (d) has individually, become bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency, or become 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 director.

APPOINTMENT OF AUDITOR

Management is recommending that shareholders vote to appoint DeVisser Gray, Chartered Accountants (“**DeVisser**”) of #401-905 West Pender Street, Vancouver, British Columbia, V6C 1L6, as auditors for the Company and to authorize the directors to fix their remuneration. **DeVisser** was first appointed as auditor of the Company on September 4, 2004.

The auditor is appointed by the Company's shareholders and reports the results of the audit of the Company's annual financial statements to the shareholders. **DeVisser** has confirmed its independence from management of the Company in connection with the audit of the consolidated audited financial statements for the financial year ended July 31, 2010.

AUDIT COMMITTEE

Under National Instrument 52-110 – *Audit Committees* (“NI 52-110”), companies are required to provide disclosure with respect to their audit committee including the text of the audit committee’s charter, composition of the audit committee and the fees paid to the external auditor. Accordingly, the Company provides the following disclosure with respect to its audit committee:

Composition of the Audit Committee

The current members of the Audit Committee, and following the election of the directors pursuant to this Information Circular, the following will be the members of the Audit Committee:

Paul Hildebrand	Independent ⁽¹⁾	Financially literate ⁽²⁾
Andris Kikauka	Independent ⁽¹⁾	Financially literate ⁽²⁾
Edward Lee	Not Independent(1)	Financially literate ⁽²⁾

Notes:

- (1) A member of an audit committee is independent if the member has no direct or indirect material relationship with the Company, which could, in the view of the Board of Directors, reasonably interfere with the exercise of a member’s independent judgment.
- (2) An individual is financially literate if he has the ability to read and understand a set of financial statements that present a breadth of complexity of accounting issues that are generally comparable to the breadth and complexity of the issues that can reasonably be expected to be raised by the Company’s financial statements.

The Audit Committee’s Charter

The Company has adopted a Charter of the Audit Committee of the Board of Directors, which is attached as Schedule “A” to this Information Circular.

Relevant Education and Experience

Paul Hildebrand Director of the Company is a lawyer with 25 years of experience in private law practice. Mr. Hildebrand currently practices with Wilcox & Company Law Corporation in Vancouver. He served as Director of Chalk Media Inc. from 2007 to 2008 and as Vice President of Eyeball Networks Inc., a private software development company, from February 2002 to May 2003.

Andris Kikauka Director of the Company is a graduate of Brock University, St. Catharines, Ontario with an Honours Bachelor of Science Degree in Geological Sciences, 1980. He is a member of the Geological Association of Canada (F5717). He is registered in the Province of British Columbia as a Professional Geoscientist.

Mr. Kikauka has practiced his profession for twenty years in precious and base metal exploration in the Cordillera of Western Canada working for Anaconda Canada Exploration (1980-1984), Skyline Explorations, Inel Resources, Gulf International Minerals (1985-1989), in South America working for Carson Gold (1990), in Mexico and Guatemala working mineral exploration projects for Francisco Gold and Almaden Minerals (1996-2006) and for three years in uranium exploration in the Canadian Shield working for Rayrock Mines and Uran-Canada (1977-1979).

Edward Lee Director of the Company is also President and director of Molycor Gold Corp. and a director for Goldrea Resources Corp. Mr. Lee is an entrepreneur in private business in northern B.C.

Mr. Lee has 11 years experience in the assistance of financing and corporate development of public companies.

Audit Committee Oversight

At no time since the commencement of the Company’s most recently completed financial year was a recommendation of the Audit Committee to nominate or compensate an external auditor not adopted by the Board of Directors.

Reliance on Certain Exemptions

At no time since the commencement of the Company's most recently completed financial year has the Company relied on the exemption in Section 2.4 of NI 52-110 (*De Minimis Non-audit Services*), or an exemption from NI 52-110, in whole or in part, granted under Part 8 of National Instrument 52-110.

Pre-Approval Policies and Procedures

The Audit Committee is authorized by the Board of Directors to review the performance of the Company's external auditors and approve in advance provision of services other than auditing and to consider the independence of the external auditors, including reviewing the range of services provided in the context of all consulting services bought by the Company. The Audit Committee is authorized to approve any non-audit services or additional work, which the Chairman of the Audit Committee deems as necessary who will notify the other members of the Audit Committee of such non-audit or additional work.

External Auditor Service Fees (By Category)

In the following table, "audit fees" are fees billed by the Company's external auditor for services provided in auditing the Company's annual financial statements for the subject year. "Audit-related fees" are fees not included in audit fees that are billed by the auditor for assurance and related services that are reasonably related to the performance of the audit or review of the Company's financial statements. "Tax fees" are fees billed by the auditor for professional services rendered for tax compliance, tax advice and tax planning. "All other fees" are fees billed by the auditor for products and services not included in the foregoing categories.

The fees paid by the Company to its auditor in each of the fiscal years ended July 31, 2009 and 2010, were as follows:

Fees	2010	2009
Audit fees	21,500 (estimate)	19,500 (estimate)
Audit related fees	Nil	Nil
Tax fees	Nil	Nil
All other fees	Nil	Nil

Exemption

The Company is relying on the exemption provided by section 6.1 of NI 52-110 which provides that the Company, as a venture issuer, is not required to comply with part 3 (*Composition of the Audit Committee*) and part 5 (*Reporting Obligations*) of NI 52-110.

CORPORATE GOVERNANCE

In accordance with the requirements of National Instrument 58-101 *Disclosure of Corporate Governance Practices* and National Policy 58-201 *Corporate Governance Guidelines* (the "**Guidelines**"), the Company is required to give full and complete disclosure of corporate governance practices. The following describes the Company's approach to corporate governance:

Board of Directors

The Board currently consists of five directors, Larry Reaugh, President and CEO of the Company, Andris Kikauka, Edward Lee, Paul Hildebrand and Anthony Santelli.

NI 58-101 distinguishes independent and non-independent directors. For the purposes of NI 58-101, Mr. Reaugh does not qualify as an independent director as he is an executive officer of the Company. See “*Compensation of Executive Officers*”. Andris Kikauka, Edward Lee, Paul Hildebrand and Anthony Santelli are independent directors pursuant to NI 58-101.

The mandate of the Board is to oversee the management of the Company and, in so doing, serve the best interests of the Company as a separate entity on behalf of its shareholders. The Board acts in accordance with all applicable legislation and regulatory requirements and its own corporate charter documents and policies. These responsibilities require that the directors are attending to the following:

- (a) reviewing and approving on a regular basis and as well as the need arises, fundamental operating, financial, and other strategic corporate plans which take into account, among other things, the opportunities and risks of the business;
- (b) evaluating the performance of the Company, including the use of corporate resources to ensure they are used optimally and only for appropriate business purposes;
- (c) evaluating the performance of, and overseeing the progress and development of, senior executives and taking appropriate action, such as promotion, change in responsibility and termination;
- (d) evaluating the Company’s compensation programs;
- (e) implementing senior executive succession plans;
- (f) establishing a corporate environment that promotes timely and effective disclosure (including appropriate controls, procedures and incentives), fiscal accountability, high ethical standards and compliance with all applicable laws and industry and community standards;
- (g) ensuring systems are in place to identify and manage the risks faced by the Company;
- (h) complying with disclosure requirements and establishing the communications policies of the Company;
- (i) reviewing and deciding upon material transactions and commitments;
- (j) developing a corporate governance structure that allows and encourages the Board to fulfill its responsibilities;
- (k) providing assistance to the Company’s senior executives, including guidance on those matters that require Board involvement; and
- (l) evaluating the overall effectiveness of the Board and its committees.

In discharging their fiduciary duties of care, loyalty and candor, directors are expected to exercise their business judgment to act in what they reasonably and honestly believe to be the best interests of the Company and its shareholders free from personal interests. In discharging their duties, when appropriate the directors should rely on the Company’s senior executives and its outside advisors, auditors and legal counsel but also to consider second opinions where circumstances warrant.

Directors are expected to become and remain informed about the Company and its business, properties, risks and prospects.

Directors are responsible for determining that effective systems are in place for the periodic and timely reporting to the Board on important matters concerning the Company. Directors also ensure that periodic reviews are undertaken of the integrity of the Company's internal controls and management information systems.

Directors are responsible for protecting the Company's confidential and proprietary information and insuring that it is not disclosed to outside parties not authorized by the Board until it is generally disclosed. Likewise, all discussions and proceedings of the Board of Directors are treated as strictly confidential and privileged to preserve open discussions between directors and to protect the confidentiality of Board discussions.

Directors are responsible for convening and attending Board meetings, meetings of committees on which they serve and normally the annual meeting of shareholders. They devote the time needed and meet as frequently as necessary, to properly discharge their responsibilities.

The directors are indemnified through corporate articles and by-laws, corporate statutes and where the directors so resolve and can obtain it, directors' and officers' liability insurance.

The Board is responsible for choosing the president and CEO, appointing senior management and monitoring their performance. As the replacement of members of the Company's management occurs infrequently and because of the small size of the Company, the Board is able to closely monitor the selection, training and mentoring of new management members.

The Board believes that the CEO and his or her designees should normally speak for the Company. Individual Board members may, from time to time, meet or otherwise communicate with various constituencies that are involved with the Company. It is, however, expected that Board members would do so with the knowledge of and, absent unusual circumstances or as contemplated by the committee charters, only at the request of the Company's senior executives.

The Board gives appropriate attention to written communications that are submitted by shareholders and other interested parties and responds if and as appropriate. Absent unusual circumstances, or as contemplated by the committee charters, the Chairman of the Board monitors communications from shareholders and other interested parties, and provides copies or summaries of such communications to the other directors as he considers appropriate.

The communications policy, which also addresses electronic communications, requires management to comply with all statutory and regulatory obligations relating to communications with shareholders in particular and the public in general. The Company distributes written reports to shareholders every quarter and addresses inquiries from shareholders in a timely manner.

In the event of a conflict of interest at a meeting of the Board, the conflicted director will in accordance with corporate law and in accordance with his or her fiduciary obligations as a director of the Company, disclose the nature and extent of his or her interest to the meeting and abstain from voting on or against the approval of such participation.

Directorships

The following directors of the Company are also directors of other reporting issuers as set out below:

Name of Director	Name of Reporting Issuer	Position
Larry E. Reaugh	Molycor Gold Corporation	Director and CEO
	Goldrea Resources Corp.	Director, President and CEO
Edward Lee	Molycor Gold Corporation	Director and President
	Goldrea Resources Corp.	Director

Orientation and Continuing Education

Director Orientation

The Board and the Company's senior management conducts orientation programs for new directors. The orientation programs include presentations by management to familiarize new directors with the Company's projects, strategic plans, its significant financial, accounting and risk management issues, its compliance programs, its code of business conduct and ethics, its principal officers, its internal and independent auditors and its outside legal advisors. In addition, the orientation program includes a review of the Company's expectations of its directors in terms of time and effort, a review of the directors' fiduciary duties and visits to Company headquarters and to the extent practical, visits to certain of the Company's significant facilities.

Continuing Education

To enable each director to better perform his or her duties and to recognize and deal appropriately with issues that arise, the Company provides the directors with suggestions to undertake continuing director education, the cost of which is borne by the Company.

Ethical Business Conduct

The Board of Directors, on the recommendation of the Nominating and Corporate Governance Committee has adopted and maintains a Code of Ethics, which applies to each of the Company's senior officers. The Code of Ethics meets the definition of a "code of ethics" under Item 16.B of SEC Form 20-F, as amended, and other applicable laws and regulations.

Nomination of Directors

Given the size of the Board and nature of development of the Company's business, the Board has not appointed a Nomination Committee or put in place formal procedure for the identification of new Board member candidates. Since the size of the Board is limited, the functions of such a committee can be served by the Board as a whole.

Compensation

The Board believes that directors should be provided with incentives to focus on long-term shareholder value, pursuant to the policies of TSX Venture Exchange (the "TSXV") and the Company's stock option plan. The Board believes that including equity options as part of director compensation helps align the interest of directors with those of the Company's shareholders.

The Company seeks to attract exceptional talent to its Board, therefore, the Company's policy is to compensate directors competitively relative to comparable companies. The Company's management from time to time, presents a report to the Compensation Committee comparing the Company's director compensation with that of comparable companies. The Board believes that it is appropriate for the Chairman of the Board and the chairmen and members of the committees to receive additional compensation for their additional duties in these positions.

Other Board Committees

The Company has one standing committee, the Audit Committee. Please refer to the Section entitled "*Audit Committee*" for further information.

Assessments

The Nominating and Governance Committee oversees an annual self-evaluation of the Board to determine whether it and its committees are functioning effectively. The Nominating and Governance Committee determines the nature of

the evaluation, supervises the conduct of the evaluation and prepares an assessment of the Board's performance. The evaluation includes an assessment of the contributions of each director. The evaluation is discussed by the Board.

COMPENSATION OF EXECUTIVE OFFICERS

Set out below are the particulars of compensation paid to the following persons (the "Named Executive Officers" or "NEOs") for the Company's three most recently completed financial years:

- (a) the Company's chief executive officer ("CEO");
- (b) the Company's chief financial officer ("CFO");
- (c) each of the Company's three most highly compensated executive officers, other than the CEO and CFO, who were serving as executive officers at the end of the most recently completed financial year and whose total salary and bonus exceeds \$150,000; and
- (d) any additional individuals for whom disclosure would have been provided under (c) but for the fact that the individual was not serving as an executive officer of the Company at the end of the most recently completed financial year.

As at July 31, 2010, the end of the last completed fiscal year, the Company had two NEOs, namely, Larry W. Reaugh and Kenneth Wright.

Compensation Discussion and Analysis

Executive compensation is based upon the need to provide a compensation package that will allow the Company to attract and retain qualified and experienced executives, balanced with a pay-for performance philosophy. Compensation for this financial year and prior financial years have historically been based upon a negotiated salary, with stock options and bonuses potentially being issued and paid as an incentive for performance.

As the Company does not have a compensation committee, the Board of Directors has the responsibility to administer compensation policies related to the executive management, being the President, Chief Executive Officer and Chief Financial Officer.

Summary Compensation Table

NEO Name And Principal Position (a)	Year ⁽¹⁾ (b)	Salary (\$) (c)	Share Based Awards (\$) (d)	Option Based Awards (\$) ⁽⁴⁾ (e)	Non-Equity Incentive Plan Compensation (\$) (f)		Pension Value (\$) (g)	All Other Compensation (\$) (h)	Total Compensation (\$) (i)
					Annual Incentive Plans (f1)	Long-term Incentive Plans (f2)			
Larry W. Reaugh ⁽²⁾ <i>President and CEO</i>	2010	\$60,000	Nil	\$26,400 ⁽⁵⁾	Nil	Nil	Nil	Nil	Nil
	2009	\$73,125	Nil	\$67,046 ⁽⁶⁾	Nil	Nil	Nil	Nil	Nil
	2008	\$41,000	Nil	\$92,699 ⁽⁷⁾	Nil	Nil	Nil	Nil	Nil
Kenneth Wright ⁽³⁾ <i>CFO</i>	2010	\$9,000	Nil	\$8,000 ⁽⁸⁾	Nil	Nil	Nil	Nil	Nil
	2009	\$9,000	Nil	\$3,495 ⁽⁹⁾	Nil	Nil	Nil	Nil	Nil
	2008	\$7,500	Nil	Nil	Nil	Nil	Nil	Nil	Nil

Notes:

⁽¹⁾ Financial years ended July 31, 2010, 2009 and 2008.

- (2) Larry W. Reaugh has served as President and CEO since February 13, 1998.
- (3) Kenneth Wright was appointed as CFO of the Company on October 1, 2007.
- (4) The fair value of the stock options granted was estimated on the date of grant using Black-Sholes Model pricing.
- (5) These options were granted, to Larry Reaugh, as follows: 165,000 options on August 19, 2009 exercisable until August 19, 2014 at an exercise price of \$0.20 per share and a grant date fair value of \$0.16;
- (6) These options were granted, to Larry Reaugh, as follows: 700,000 options on October 27, 2008 exercisable until October 27, 2013 at an exercise price of \$0.12 per share and a grant date fair value of \$0.09.
- (7) These options were granted as follows: 235,000 options on September 4, 2007 exercisable until September 4, 2012 at an exercise price of \$0.55 per share and a grant date fair value of \$0.47.
- (8) These options were granted to Kenneth Wright, as follows: 50,000 options on August 19, 2009 exercisable until August 19, 2014 at an exercise price of \$0.20 per share and a grant date fair value of \$0.16;
- (9) These options were granted to Kenneth Wright, as follows: 50,000 options on October 27, 2008 exercisable until October 27, 2013 at an exercise price of \$0.12 per share and a grant date fair value of \$0.09.

Option Based Awards

As the Company does not have a compensation committee, the Board of Directors has the responsibility to administer compensation policies related to executive management of the company, including option-based awards.

Full details of the Stock Option Plan have been disclosed under the section “*Stock Option Plan*”.

Outstanding Share-Based Awards and Option-Based Awards

The following table discloses the outstanding awards to the NEOs as at the end of the last financial year:

Name	Option-Based Awards				Share-Based Awards	
	Number Of Securities Underlying Unexercised Options (#)	Option Exercise Price (\$)	Option Expiration Date	Value Of Unexercised In-The-Money Options (\$) ⁽³⁾	Number Of Shares Or Units Of Shares That Have Not Vested (#)	Market Or Payout Value Of Share-Based Awards That Have Not Vested (\$)
(a)	(b)	(c)	(d)	(e)	(f)	(g)
Larry W. Reaugh ⁽¹⁾ <i>President and CEO</i>	165,000 options 700,000 options 235,000 options	\$0.20 / share \$0.12 / share \$0.20 / share	August 19, 2014 October 27, 2013 September 4, 2012	\$825.00 ⁽⁴⁾ \$59,500.00 ⁽⁵⁾ \$1,175.00 ⁽⁶⁾⁽⁷⁾	82,500 Nil Nil	Nil Nil Nil
Kenneth Wright ⁽²⁾ <i>CFO</i>	50,000 options	\$0.20 / share	August 19, 2014	\$250.00 ⁽⁸⁾	25,000	Nil

Notes:

- (1) Larry W. Reaugh has served as President and CEO since February 13, 1998.
- (2) Kenneth Wright was appointed as CFO of the Company on October 1, 2007.
- (3) The market price on July 31, 2010 was \$0.205 / share.
- (4) 82,500 options were available for exercise on July 31, 2010 at an exercise price of \$0.20 / share.
- (5) 700,000 options were available for exercise on July 31, 2010 at an exercise price of \$0.12 / share.
- (6) These options were granted on September 4, 2007 and were originally exercisable at \$0.55 per share. On September 9, 2009 the TSX Venture Exchange approved an amended exercise price of \$0.20 / share. Disinterested shareholder approval was obtained at the meeting of its shareholders held on January 14, 2009.
- (7) 235,000 000 options were available for exercise on July 31, 2010 at an exercise price of \$0.20 / share.
- (8) 25,000 options were available for exercise on July 31, 2010 at an exercise price of \$0.20 / share.

On September 4, 2007 a total of 2,075,000 options in the Company’s capital stock were granted, exercisable in whole or in part on or before September 4, 2012 at a price of \$0.55 per share. On September 9, 2009 the TSX Venture Exchange approved an amended exercise price of \$0.20 / share. Disinterested shareholder approval was obtained at the meeting of its shareholders held on January 14, 2009.

On October 27, 2008 a total of 4,050,000 options in the Company's capital stock were granted, exercisable in whole or in part on or before October 27, 2013 at a price of \$0.12 per share.

On August 19, 2009 a total of 1,935,000 options in the Company's capital stock were granted, exercisable in whole or in part on or before August 19, 2014 at a price of \$0.20 per share.

The above described options vest, as indicated below:

- (i) 25% of the aggregate number of Shares reserved for issuance upon exercise of the Option may vest on the date of grant;
- (ii) 25% of the aggregate number of Shares reserved for issuance upon exercise of the Option may vest on the date which is 6 calendar months after the date of grant;
- (iii) 25% of the aggregate number of Shares reserved for issuance upon exercise of the Option may vest on the date which is 12 calendar months after the date of grant; and
- (iv) 25% of the aggregate number of Shares reserved for issuance upon exercise of the Option may vest on the date, which is 18 calendar months after the date of grant.

subject to the Company's Stock Option Plan being approved by shareholders at the Company's Annual General Meeting.

Incentive Plan Awards – Value Vested Or Earned During The Year

The following table sets forth the value vested or earned of the awards granted to the NEOs as at the end of the last financial year:

Name	Option-Based Awards – Value Vested During The Year (\$)	Share-Based Awards – Value Vested During The Year (\$)	Non-Equity Incentive Plan Compensation – Value Earned During The Year (\$)
(a)	(b)	(c)	(d)
Larry W. Reaugh ⁽¹⁾ <i>President and CEO</i>	\$825.00 ⁽³⁾ \$161,000 ⁽⁴⁾ Nil ⁽⁵⁾	Nil	Nil
Kenneth Wright ⁽²⁾ <i>CFO</i>	\$125 ⁽⁶⁾	Nil	Nil

Notes:

- (1) Larry W. Reaugh has served as President and CEO since February 13, 1998.
- (2) Kenneth Wright was appointed as CFO of the Company on October 1, 2007.
- (3) The second quarter of the 165,000 options vested on February 19, 2010. As at February 19, 2010 the market price was \$0.205 / share and the exercise price was \$0.20 per share.
- (4) The fourth quarter of the 700,000 options vested on April 27, 2010. As at April 27, 2010 the market price was \$0.350 / share and the exercise price was \$0.12 / share.
- (5) The fourth quarter of the 235,000 options vested on March 4, 2009. The last fiscal year ran from July 31, 2009 to July 31, 2010.
- (6) The second quarter of the 50,000 options vested on February 19, 2010. As at February 19, 2010 the market price was \$0.205 / share and the exercise price was \$0.20 / share.

Long-Term Incentive Plan – Awards in Most Recently Completed Fiscal Year

The Company has no long-term incentive plan (“LTIP”) in place and therefore there were no awards made under any LTIP to the NEOs during the Company's most recently completed financial year. A LTIP is a plan providing

compensation intended to motivate performance over a period of greater than one financial year and does not include option or stock appreciation rights (“SAR”) plans or plans for compensation through shares or units that are subject to restrictions on resale.

Option/SAR Grants During The Most Recently Completed Financial Year

The following table sets forth stock options granted to the NEOs under the Company’s stock option plan during the most recently completed financial year.

Named Executive Officers Name	Securities, Units or Other Rights (#) ⁽¹⁾	% of Total Options/SARs Granted to Employees in Financial Year	Exercise or Base Price (\$/Security)	Market Value of Securities Underlying Options/SARs on the Date of Grant (\$/Security)	Expiration Date
Larry W. Reaugh <i>President & CEO</i>	165,000 options	6.01%	\$0.20 / share	\$0.20 / share	August 19, 2014
Kenneth Wright <i>CFO</i>	50,000 options	1.82%	\$0.20 / share	\$0.20 / share	August 19, 2014

Notes:

⁽¹⁾ Based on 2,745,000 incentive stock options granted to directors, officers, employees and consultants during the financial year ended July 31, 2010.

Aggregate Option/SAR Exercises During The Most Recently Completed Financial Year And Financial Year-End Option/SAR Values

The following table sets out incentive stock options exercised by the NEO’s during the most recently completed financial year, as well as the financial year end value of stock options held by the NEO’s. During this period, no outstanding SARs were held by the NEO’s.

Name	Securities Acquired on Exercise (#)	Aggregate Value Realized (\$)	Unexercised Options at Financial Year End Exercisable / Unexercisable (#)	Value of Unexercised In-the-Money Options at Financial Year-End (\$) Exercisable / Unexercisable
Larry W. Reaugh <i>President & CEO</i>	Nil	Nil	1,017,500 / 82,500	\$5,087.50 / \$412.50 ⁽¹⁾
Kenneth Wright <i>CFO</i>	50,000	\$4,250.00	25,000 / 25,000	\$125.00 / \$125.00 ⁽²⁾

Notes:

⁽¹⁾ 317,500 options were available for exercise on July 31, 2010 at an exercise price of \$0.20 / share. 700,000 options were available for exercise on July 31, 2010 at an exercise price of \$0.12 / share. The market price on July 31, 2010 was \$0.205 / share. 82,500 options were not available for exercise on July 31, 2010 and have an exercise price of \$0.20 / share.

⁽²⁾ 25,000 000 options were available for exercise on July 31, 2010 at an exercise price of \$0.20 / share. The market price on July 31, 2010 was \$0.205 / share. 25,000 options were not available to exercise on July 31, 2010 and have an exercise price of \$0.20 / share.

Option and SAR Repricings

On September 4, 2007 a total of 2,075,000 options in the Company’s capital stock were granted, exercisable in whole or in part on or before September 4, 2012 at a price of \$0.55 per share. On September 9, 2009 the TSX Venture Exchange approved an amended exercise price of \$0.20 / share. Disinterested shareholder approval was obtained at the meeting of its shareholders held on January 14, 2009.

Pension Plan Benefits

The Company does not have a pension plan and has not provided any pension plan benefits.

Termination of Employment, Change in Responsibilities and Employment Contracts

The terms and conditions of the employment contract or arrangement between the Company or its subsidiary and a NEO are as follows:

Pursuant to the terms of an employment agreement dated October 1, 2007 between the Company and Kenneth Wright (the “**Wright Employment Agreement**”), the Company agreed to pay to Mr. Wright a total of \$750 per month (\$9,000 per annum) as well as out-of-pocket expenses for services rendered by Mr. Wright as CFO of the Company. The Wright Employment Agreement shall continue indefinitely commencing on October 1, 2007. Pursuant to the Wright Employment Agreement, Mr. Wright is entitled to participate in the Company’s stock option plan.

Except as disclosed herein, there are no other written employment contracts between the Company and any of the other NEOs.

Except as disclosed herein, there is no compensatory plans, contracts or arrangements where a NEO is entitled to receive more than \$100,000 from the Company, including periodic payments or installments, in the event of the resignation, retirement or other termination of employment, a change of control of the Company or a change in the NEOs’ responsibilities following a change in control.

Compensation Of Directors

Compensation for the NEOs has already been disclosed. See “*Compensation of Executives*”. No cash compensation was paid to any director of the Company for the director’s services as a director during the financial year ended July 31, 2010.

The Company has no standard arrangement pursuant to which directors are compensated by the Company for their services in their capacity as directors except for the granting from time to time of incentive stock options in accordance with the policies of the TSXV.

Name	Fees Earned (\$)	Share Based Awards (\$)	Option Based Awards (\$)	Non-equity Incentive Plan Compensation (\$)	Pension Value (\$)	All Other Compensation (\$)	Total (\$)
(a)	(b)	(c)	(d)	(e)	(f)	(g)	(h)
Andris Kikauka	Nil	Nil	\$16,000	Nil	Nil	Nil	N/A
Edward Lee	Nil	Nil	\$16,000	Nil	Nil	Nil	N/A
Paul Hildebrand	Nil	Nil	\$16,000	Nil	Nil	Nil	N/A
Anthony Santelli	Nil	Nil	\$72,000	Nil	Nil	Nil	N/A

Notes:

- (1) The fair value of the stock options granted was estimated on the date of grant using Black-Sholes Model pricing.
- (2) These options were granted on August 19, 2009 exercisable until August 19, 2014 at an exercise price of \$0.20 per share and a grant date fair value of \$0.16.

Compensation to Associates

There was no compensation awards, payments or payables made to an associate of a NEO or of a director, as a result of compensation awarded to, earned by, paid to or payable to the NEO or the director, in any capacity with respect to the Company.

SECURITIES AUTHORIZED FOR ISSUANCE UNDER EQUITY COMPENSATION PLANS

The only equity compensation plan, which the Company has in place, is the stock option plan (the “Plan”), which was previously approved by shareholders on January 14, 2009. The Plan has been established to provide incentive to qualified parties to increase their proprietary interest in the Company and thereby encourage their continuing association with the Company. The Plan is administered by the directors of the Company. The Plan provides that options will be issued to directors, officers, employees or consultants of the Company or a subsidiary of the Company. The Plan provides that the number of Common Shares issuable under the Plan, together with all of the Company’s other previously established or proposed share compensation arrangements, may not exceed 20% of the total number of issued and outstanding Common shares. All options expire on a date not later than 10 years after the date of grant, or such lesser period as may be determined by the Board.

The following table sets out equity compensation plan information as at the end of the Company’s most recently completed financial year.

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 plan (excluding securities reflected in column (a)) (c)
Equity option compensation plan approved by securityholders	7,971,500	\$0.16	1,534,112
Equity compensation plans not approved by securityholders	Nil	Nil	Nil
Total	7,971,500	\$0.16	1,534,112

There are no plans adopted without shareholder approval.

INDEBTEDNESS OF DIRECTORS AND EXECUTIVE OFFICERS

None of the directors, executive officers or proposed nominees for election as directors, executive officers or their respective associates or affiliates, or other management of the Company is or has been indebted to the Company as at the date hereof.

INTEREST OF INFORMED PERSONS IN MATERIAL TRANSACTIONS

To the knowledge of management of the Company, no informed person (a director, officer or holder of 10% or more of the Common Shares) or nominee for election as a director of the Company or any associate or affiliate of any informed person or proposed director has had any interest in any transaction which has materially affected or would materially affect the Company or any of its subsidiaries during the year ended July 31, 2010, or has any interest in any material transaction in the current year other than as set out herein.

MANAGEMENT CONTRACTS

Management functions of the Company or any of its subsidiaries are not to any substantial degree performed by a person or company other than the directors or executive officers of the Company.

PARTICULARS OF OTHER MATTERS TO BE ACTED UPON

Shareholder Rights Plan

General

Effective December 2, 2010, the Board of Directors of the Company adopted a shareholder rights plan pursuant to a shareholder rights plan agreement between the Company and Computershare Investor Services Inc. dated December 2, 2010 (the “**Rights Plan**”). The Rights Plan has the following main objectives:

- to provide the Board of Directors time to consider value-enhancing alternatives to a take-over bid and to allow competing bids to emerge;
- to ensure that shareholders of the Company are provided equal treatment under a take-over bid; and
- to give adequate time for shareholders to properly assess the merits of a take-over bid without undue pressure.

The Rights Plan is not intended to prevent take-over bids that treat shareholders fairly, and the Rights Plan has not been adopted in response to any proposal to acquire control of the Company.

At the Meeting, shareholders will be asked to consider and, if thought fit, pass an ordinary resolution to ratify, confirm and approve the adoption of the Rights Plan, a copy of which may be obtained without charge by writing to the Company to the attention of its Corporate Secretary at 2A – 15782 Marine Drive, White Rock, British Columbia V4B 1E6 or from the Company’s public disclosure documents on SEDAR at www.sedar.com.

Recommendation of the Board of Directors

The Board of Directors has determined that the Rights Plan is in the best interests of the Company and recommends that shareholders vote “for” the resolution approving the Rights Plan.

Shareholder Approval and Voting of Proxies

The TSXV requires that the Rights Plan be approved by a majority of votes cast at a duly called shareholders’ meeting. The Company is seeking/has received TSXV conditional acceptance, subject to obtaining such approval.

Accordingly, the shareholders will be asked to consider and, if thought fit, pass the following resolution:

“Resolved that, subject to TSX Venture Exchange final approval:

1. The shareholder rights plan agreement made between American Manganese Inc. (the “**Company**”) and Computershare Investor Services Inc. as rights agent dated December 2, 2010 (the “**Rights Plan Agreement**”) and the adoption of the shareholder rights plan (the “**Rights Plan**”) established pursuant to the Rights Plan Agreement, as more particularly described in the Information Circular of the Company dated November 26, 2010, be and the same are hereby authorized, ratified, confirmed and approved;
2. The actions of the directors and officers of the Company in adopting the Rights Plan and in executing and delivering the Rights Plan Agreement be and the same are hereby authorized, ratified, confirmed and approved; and
3. Any one director or officer of the Company be and is hereby authorized and directed to execute all such documents and to do and perform all such other acts and things as he or she, in his or her

sole and absolute discretion, deems necessary or desirable to carry out the intent of the foregoing resolutions and the matters authorized thereby, such determination to be conclusively evidenced by the preparation and execution of such document or the doing or performance of such other act or thing.”

The Rights Plan will continue in effect only if the resolution approving it is passed by greater than 50% of the votes cast by shareholders present in person or by proxy at the Meeting. If the resolution approving the Rights Plan is not passed, the Rights Plan will automatically terminate and the Rights (as defined below) issued under it will become void.

All proxies received by the Company will be voted in favour of the resolution approving the Rights Plan, unless a proxy contains express instructions to vote against such resolution.

Summary of the Principal Terms of the Rights Plan

The following is a summary of the principal terms of the Rights Plan. This summary is qualified in its entirety by reference to the full text of the Rights Plan, which is available upon request from the Corporate Secretary of the Company as indicated above or from the Company’s public disclosure documents found at www.sedar.com.

Capitalized terms used in this summary of the Rights Plan and not otherwise defined in this Information Circular shall have the meanings ascribed thereto in the Rights Plan.

Issue of Rights

Under the Rights Plan, one right (a “**Right**”) was issued and attached to each outstanding Common Share of the Company. A Right will also be automatically issued and attached to each Common Share issued in the future, while the Rights Plan is in effect.

Acquiring Person

In general terms, the Rights will not become exercisable until ten (10) trading days after a person:

- (a) commences or announces an intention to commence a take-over bid for the Company’s outstanding Common Shares;
- (b) has acquired 20% or more of the Company’s outstanding Common Shares, other than pursuant to a Permitted Bid or a Competing Permitted Bid, as defined in the Rights Plan; or
- (c) who is making a Permitted Bid or Competing Permitted Bid, ceases to comply with the requirements in the Rights Plan applicable to Permitted Bids.

If the Rights become exercisable in the circumstances referred to above, each Right entitles the holder to acquire one Common Share of the Company for an amount equal to four times the Market Price per Common Share determined as at the Separation Time (the “**Exercise Price**”), subject to adjustments of the Exercise Price pursuant to the Rights Plan. In certain circumstances described under “*Flip-in Event*” below, the number of Common Shares that may be acquired for the Exercise Price may increase substantially.

Permitted Bid

A Permitted Bid is one that is made by way of a take-over bid circular and that:

- is made to all holders of Common Shares for all Common Shares held by them; and
- contains irrevocable and unqualified provisions that:

- o no Common Shares will be taken up and paid for by the bidder prior to at least 60 days after the date of commencement of the bid and then only if more than 50% of the Common Shares held by persons other than the bidder and related parties have been deposited to the bid and not withdrawn;
- o Common Shares may be deposited to the bid at any time during the minimum 60-day bid period and may be withdrawn until taken up and paid for; and
- o if the 50% minimum deposit condition referred to above is satisfied, the bidder will publicly announce that fact and will allow the bid to remain open for deposits of Common Shares for not less than 10 business days after the announcement.

A Competing Permitted Bid is one that is made after the announcement of a Permitted Bid (and before its expiry) that meets the requirements of a Permitted Bid except that it must contain an irrevocable and unqualified provision that no Common Shares will be taken up and paid for by the bidder prior to the later of 35 days after the date of the Competing Permitted Bid and 60 days after the earliest date on which another Permitted Bid or Competing Permitted bid was made.

As with other Canadian shareholder rights plans, by making provision for Permitted Bids and Competing Permitted Bids, the Rights Plan does not act as a bar to take-over bids for the Company.

Flip-in Event

If a person (an “**Acquiring Person**”) acquires 20% or more of the outstanding Common Shares, other than pursuant to a Permitted Bid, a Competing Permitted Bid or certain other exempt acquisitions discussed below, a “Flip-in Event” will have occurred. After a Flip-in Event has occurred, each Right will entitle the holder, on payment of the Exercise Price, to purchase from the Company that number of Common Shares having an aggregate market value equal to twice the Exercise Price. Under the terms of the Rights Plan, any Rights held by an Acquiring Person and related parties become void and may not be exercised after the occurrence of a Flip-in Event. The potential for the issue of a substantial number of additional Common Shares at a price effectively half of their market value to all shareholders other than an Acquiring Person and related parties, is intended to encourage bidders to make a Permitted Bid or to negotiate with the Board of Directors to obtain the redemption of the Rights or a waiver of the Rights Plan, by structuring a bid to meet the objectives of the Rights Plan referred to above. The circumstances in which the Rights can be redeemed or the Rights Plan can be waived are limited.

Redemption and Waiver

The Board of Directors has the power to waive the Flip-in Event provisions of the Rights Plan in certain circumstances where they have been inadvertently triggered. The Board also has the power to waive the Flip-in Event provisions of the Rights Plan, prior to a Flip-in Event occurring, in respect of a take-over bid that is made by means of a take-over bid circular to all shareholders. If the Board so waives such provisions, it shall be deemed to have waived such provisions in respect of all other take-over bids made prior to the expiry of the first bid by means of a take-over bid circular to all shareholders.

At any time prior to the occurrence of a Flip-in Event, the Board of Directors may (subject to the prior approval of the holders of Common Shares or Rights, as the case may be, by a majority vote), at its option, elect to redeem all but not less than all of the then outstanding Rights at a price of CDN\$0.00001 per Right.

The Board also has the authority to postpone the time at which the Rights become exercisable.

Amendments

Prior to the date of the Meeting, the Company may supplement or amend the Rights Plan without the approval of any holder of Common Shares or Rights to make any changes, which the Board of Directors determines in good faith, are

necessary or desirable. Thereafter, except for amendments to correct any clerical or typographical errors and amendments to maintain the validity of the Rights Plan as a result of a change of law or regulatory requirements, amendments to the Rights Plan require the approval of shareholders prior to the Rights becoming exercisable and the holders of Rights after the Rights become exercisable, in each case by a majority vote.

Term

If the Rights Plan is not ratified, confirmed and approved at the Meeting, it will automatically terminate and the Rights issued under it will become void. If the Rights Plan is ratified, confirmed and approved at the Meeting, it will expire at the termination of the Company's annual meeting in 2012 unless extended upon reconfirmation. For the term of the Rights Plan to be extended, the Rights Plan must be reconfirmed by a resolution passed by a majority of the votes cast by all holders of Common Shares who vote in respect of such reconfirmation at the annual meetings of the Company held in 2012 and 2015. If the Rights Plan is not reconfirmed or presented for reconfirmation at the 2012 or 2015 annual general meeting, then the Rights Plan will terminate at the termination of such annual meeting, provided that a Flip-in Event has not occurred. The Rights Plan shall terminate upon the conclusion of the 2018 annual general meeting of the Company.

Other Provisions

Prior to the Rights becoming exercisable, they will have no value and will have no dilutive effect on the Common Shares.

Investment managers (acting in the ordinary course of their business), trust companies (acting in their capacities as trustees and administrators), statutory bodies whose business includes the management of investment funds, administrators and trustees of registered or qualified pension plans and Crown agents managing public assets which acquire 20% or more of the Common Shares are exempt from triggering a Flip-in Event, provided that they are neither making nor are part of a group making a take-over bid.

Prior to the Rights becoming exercisable, the Rights are evidenced by a legend stamped on the Common Share certificates and are not transferable separately from the Common Shares. From and after the time they become exercisable, the Rights will be evidenced by rights certificates and will be transferable separately from the Common Shares.

Other Matters

The Company has no knowledge of any proposed offer to acquire the Company's Common Shares or any other business combination transaction. The Board of Directors considered it prudent to adopt the Rights Plan to ensure that shareholders are treated fairly and are not subject to undue pressure to tender in the event of such a transaction.

Canadian Federal Income Tax Consequences

The following discussion generally summarizes certain Canadian federal income tax consequences of the issuance of the Rights. This discussion is not intended to be, nor should it be construed to be, legal or tax advice. This summary is not exhaustive of all possible Canadian federal income tax consequences and does not anticipate any changes in law, whether by legislative, governmental or judicial action, nor does it take into account provincial, territorial or foreign income tax legislation or considerations. This summary is of a general nature only and holders of Common Shares should consult their own tax advisors with respect to their particular circumstances.

The Company has not received any income for Canadian federal income tax purposes as a result of the issuance of the Rights. Generally, the value, if any, of a right to acquire additional shares of a company is not a taxable benefit to a common shareholder of the company under the *Income Tax Act* (Canada) (the "Act") and is not subject to non-resident withholding tax under the Act if identical rights are conferred on all owners of common shares at that time.

While the Rights are conferred on all owners of Common Shares, the Rights may become void in the hands of certain shareholders upon the occurrence of certain triggering events. Whether the issuance of the Rights to shareholders of the Company will be deemed to be a taxable benefit which is required to be included in computing their income or subject to non-resident withholding tax is not therefore free of doubt, but in any event, only the amount or value of such benefit must be included in computing income. The Company considers the Rights to have had no monetary value at their date of issue. Where Rights are disposed of (other than on the exercise thereof), either separately or by virtue of the disposition of the Common Shares to which they are attached, holders thereof may be subject to tax in respect of the proceeds, if any, allocable to such Rights.

The foregoing does not address the Canadian income tax consequences of other events such as the separation of the Rights from the Common Shares, the occurrence of a Flip-in Event or the redemption of Rights. Shareholders are encouraged to consult their own tax advisors if they have questions with respect to such tax consequences and their personal circumstances.

Stock Option Plan

The Company has adopted a fixed number stock option plan (the “**Plan**”) which provides that the board of directors of the Company may from time to time, in its discretion, and in accordance with TSXV requirements, grant to directors, officers, employees and consultants, non-transferable options to purchase shares, provided that the number of shares reserved for issuance shall not exceed 20% of the Company’s issued and outstanding shares.

In accordance with policy 4.4 of the TSXV, the Company must obtain shareholder approval to increase the maximum number of shares available for issuance pursuant to its Plan. Therefore, management is seeking shareholder approval to increase the maximum number of shares available for issuance pursuant to the Plan, from **10,277,445** to that number which is 20% of the issued and outstanding shares of the Company as at the date of shareholder approval of this amendment. The Plan complies with the current policies of the TSXV for Tier 2 issuers.

The purpose of the Plan is to provide incentive to employees, directors, officers, management companies and consultants who provide services to the Company and reduce the cash compensation the Company would otherwise have to pay.

Terms of the Stock Option Plan

A full copy of the Plan will be available at the Meeting for review by shareholders. Shareholders may also obtain copies of the Plan from the Company prior to the meeting on written request. The following is a summary of the material terms of the Plan:

Options may be exercised for a period of up to 5 years from the date of grant at a price not less than the Discounted Market Price on the day of grant. In connection with the foregoing, the number of shares reserved for issuance to:

- (a) any one individual shall not exceed five percent (5%) of the Company’s issued and outstanding shares in any 12 month period;
- (b) any one consultant shall not exceed two percent (2%) of the Company’s issued and outstanding shares in any 12 month period; and
- (c) all employees conducting investor relations’ activities shall not exceed two percent (2%) of the Company’s issued and outstanding shares in any 12 month period.

Options immediately expire upon cessation of the optionee’s position with the Company, unless extended by the board of directors for a period of up to 30 days, subject to expiry dates of such options, provided that if the cessation of the optionee’s position was by reason of death, the option may be exercised within a maximum period of six months after such death, subject to the expiry date of such options.

The Plan provides for vesting provisions as to:

- (a) 25% of the Options shall vest in and be exercisable by the Optionee on the date of grant;
- (b) 25% of the Options shall vest in and be exercisable by the Optionee six (6) months from the date of grant;
- (c) 25% of the Options shall vest in and be exercisable by the Optionee twelve (12) months from the date of grant; and
- (d) 25% of the Options shall vest in and be exercisable by the Optionee eighteen (18) months from the date of grant.

Shareholder Approval

Shareholders will be asked at the Meeting to approve with or without variation the following resolution:

“BE IT RESOLVED THAT the Company’s 2003 Stock Option Plan, as amended (the “Amended Plan”) be approved fixing the number of shares issuable under the Plan to a fixed number equal to 20% of the issued and outstanding shares of the Company as at the date of the Meeting”.

OTHER BUSINESS

As of the date of this Information Circular, management is not aware of any other matters to come before the Meeting. If other matters properly come before the Meeting, the shares represented by the Proxy solicited hereby will be voted on such matters in accordance with the best judgment of the persons voting the shares represented by the Proxy.

ADDITIONAL INFORMATION

Additional information relating to the Company is available on SEDAR at www.sedar.com. Financial information relating to the Company is provided in the Company’s comparative financial statements and management’s discussion and analysis (“**MD&A**”) for its most recently completed financial year ended July 31, 2010. Shareholders may request copies of the financial statements and the MD&A by (a) mail, to #2A - 15782 Marine Drive, White Rock, British Columbia, V4B 1E6; or (b) telephone, to: 604-531-9639.

DATED at White Rock, British Columbia, this 26th day of November, 2010.

BY ORDER OF THE BOARD OF DIRECTORS

“Larry W. Reaugh”

Director, Chief Executive Officer and President

Schedule "A"

**CHARTER
OF
THE AUDIT COMMITTEE
OF
AMERICAN MANGANESE INC.**

AMERICAN MANGANESE INC.
(the “Company”)

AUDIT COMMITTEE CHARTER

The audit committee of the Company (the “Committee”) is a committee of the board of directors of the Company (the “Board”). The role of the Committee is to:

- provide oversight of the Company’s financial management and of the design and implementation of an effective system of internal financial controls as well as to review and report to the Board on the integrity of the financial statements of the Company, its subsidiaries and associated companies;
- helping directors meet their responsibilities, facilitating better communication between directors and the external auditor;
- enhancing the independence of the external auditor;
- increasing the credibility and objectivity of financial reports and strengthening the role of the directors by facilitating in-depth discussion among directors, management and the external auditor;

Management is responsible for establishing and maintaining those controls, procedures and processes and the Committee is appointed by the Board to review and monitor them. The Company’s external auditor is ultimately accountable to the Board and the Committee as representatives of the Company’s shareholders.

I. DUTIES AND RESPONSIBILITIES

External Auditor

1. To recommend to the Board, for shareholder approval, an external auditor to examine the Company’s accounts, controls and financial statements on the basis that the external auditor is accountable to the Board and the Committee as representatives of the shareholders of the Company.
2. To oversee the work of the external auditor engaged for the purpose of preparing or issuing an auditor’s report or performing other audit, review or attest services for the Company, including the resolution of disagreements between management and the external auditor regarding financial reporting.
3. To evaluate the audit services provided by the external auditor, pre-approve all audit fees and recommend to the Board, if necessary, the replacement of the external auditor.
4. To pre-approve any non-audit services to be provided to the Company by the external auditor and the fees for those services.
5. To obtain and review, at least annually, a written report by the external auditor setting out the auditor’s internal quality-control procedures, any material issues raised by the auditor’s internal quality-control reviews and the steps taken to resolve those issues.
6. To review and approve the Company’s hiring policies regarding partners, employees and former partners and employees of the present and former external auditor of the Company. The Committee has adopted the following guidelines regarding the hiring of any partner, employee, reviewing tax professional or other person providing audit assurance to the external auditor of the Company on any aspect of its certification of the Company’s financial statements:

- (a) no member of the audit team that is auditing a business of the Company can be hired into that business or into a position to which that business reports for a period of three years after the audit;
 - (b) no former partner or employee of the external auditor may be made an officer of the Company or any of its subsidiaries for three years following the end of the individual's association with the external auditor;
 - (c) the Chief Financial Officer of the Company (the "CFO") must approve all office hires from the external auditor; and
 - (d) the CFO must report annually to the Committee on any hires within these guidelines during the preceding year.
7. To ensure that the head audit partner assigned by the external auditor to the Company, as well as the audit partner charged with reviewing the audit of the Company, are changed at least every five years.
8. To review, at least annually, the relationships between the Company and the external auditor in order to establish the independence of the external auditor.

Financial Information and Reporting

9. To review the Company's annual audited financial statements with the Chief Executive Officer of the Company (the "CEO") and CFO and then with the full Board. The Committee will review the interim financial statements with the CEO and CFO.
10. To review and discuss with management and the external auditor, as appropriate:
- (a) the annual audited financial statements and the interim financial statements, including the accompanying management discussion and analysis; and
 - (b) earnings guidance and other releases containing information taken from the Company's financial statements prior to their release.
11. To review the quality and not just the acceptability of the Company's financial reporting and accounting standards and principle and any proposed material changes to them or their application.
12. To review with the CFO any earnings guidance to be issued by the Company and any news release containing financial information taken from the Company's financial statements prior to the release of the financial statements to the public. In addition, the CFO must review with the Committee the substance of any presentations to analysts or rating agencies that contain a change in strategy or outlook.

Oversight

13. To review the internal audit staff functions, including:
- (a) the purpose, authority and organizational reporting lines;
 - (b) the annual audit plan, budget and staffing; and
 - (c) the appointment and compensation of the controller, if any.
14. To review, with the CFO and others, as appropriate, the Company's internal system of audit controls and the results of internal audits.

15. To review and monitor the Company's major financial risks and risk management policies and the steps taken by management to mitigate those risks.
16. To meet at least annually with management (including the CFO), the internal audit staff and the external auditor in separate executive session and review issues and matters of concern respecting audits and financial reporting.
17. In connection with its review of the annual audited financial statements and interim financial statements, the Committee will also review the process for the CEO and CFO certifications (if required by law or regulation) with respect to the financial statements and the Company's disclosure and internal controls, including any material deficiencies or changes in those controls.

II. MEMBERSHIP

The Committee shall be comprised of at least three directors.

The majority of the Committee members must be independent. A member of the Committee is independent if the member has no direct or indirect material relationship with an issuer. A material relationship means a relationship, which could, in the view of the issuer's board of directors, reasonably interfere with the exercise of a member's independent judgment.

Any member may be removed from office or replaced at any time by the Board and shall cease to be a member upon ceasing to be a director. Each member of the Committee shall hold office until the close of the next annual meeting of shareholders of the Company or until the member ceases to be a director, resigns or is replaced, whichever first occurs.

The members of the Committee shall be entitled to receive such remuneration for acting as members of the Committee as the Board may from time to time determine.

All members of the Committee must be "financially literate" (i.e., have the ability to read and understand a set of financial statements such as balance sheet, an income statement and a cash flow statement).

III. PROCEDURES

1. The Board shall appoint one of the directors elected to the Committee as the Chairperson of the Committee (the "Chairperson"). In the absence of the appointed Chairperson from any meeting of the Committee, the members shall elect a Chairperson from those in attendance to act as Chairperson of the meeting.
2. The Chairperson will appoint a secretary (the "Secretary") who will keep minutes of all meetings. The Secretary does not have to be a member of the Committee or a director and can be changed by simple notice from the Chairperson.
3. No business may be transacted by the Committee except at a meeting of its members at which a quorum of the Committee is present or by resolution in writing signed by all the members of the Committee. A majority of the members of the Committee shall constitute a quorum, provided that if the number of members of the Committee is an even number, one-half of the number of members plus one shall constitute a quorum.
4. The Committee will meet as many times as is necessary to carry out its responsibilities. Any member of the Committee or the external auditor may call meetings.

5. The time and place of the meetings of the Committee, the calling of meetings and the procedure in all respects of such meetings shall be determined by the Committee, unless otherwise provided for in the Articles of the Company or otherwise determined by resolution of the Board.
6. The Committee shall have the resources and authority necessary to discharge its duties and responsibilities, including the authority to select, retain, terminate and approve the fees and other retention terms (including termination) of special counsel, advisors or other experts or consultants, as it deems appropriate.
7. The Committee has the authority to communicate directly with the internal and external auditors.

IV. REPORTS

The Committee shall produce the following reports and provide them to the Board:

1. an annual performance evaluation of the Committee, which evaluation must compare the performance of the Committee with the requirements of this Charter. The performance evaluation should also recommend to the Board any improvements to this Charter deemed necessary or desirable by the Committee. The performance evaluation by the Committee shall be conducted in such manner as the Committee deems appropriate. The report to the Board may take the form of an oral report by the Chairperson or any other member of the Committee designated by the Committee to make this report; and
2. a summary of the actions taken at each Committee meeting, which shall be presented to the Board at the next Board meeting.

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