

**AMERICAN MANGANESE INC.**

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

**NOTICE OF ANNUAL GENERAL MEETING OF SHAREHOLDERS**

NOTICE IS HEREBY GIVEN that the Annual General Meeting of the Shareholders (the “Meeting”) of AMERICAN MANGANESE INC. (the “Company”) will be held at 2A 15782 Marine Drive, White Rock, British Columbia, V4B 1E6 on:

**January 11, 2012 at 10:00 am, (Vancouver time)**

for the following purposes:

1. To receive and consider the Report of the Directors;
2. To receive and consider the financial statements of the Company and Auditor's Report thereon for the fiscal year ended 2011;
3. To fix the number of directors at five (5);
4. To elect the Directors;
5. To appoint MNP LLP, Chartered Accountants, as independent auditors of the Company for the fiscal year ended July 31, 2012, and to authorize the Directors to fix their remuneration;
6. To consider and if thought advisable, to confirm the Company's Shareholder Rights Plan and to authorize the directors to make such changes to the Shareholder Rights Plan as may be required by the securities regulatory authorities without further shareholder approval;
7. To authorize and approve amendment of the Company's Stock Option Plan;
8. To transact such further or other business as may properly come before the Meeting or any adjournment(s) thereof.

Accompanying this Notice of Meeting are an Information Circular and Proxy Form and a Financial Statement Request Form. Financial Statements for the fiscal years ended 2011 and 2010 can be found on SEDAR at [www.sedar.com](http://www.sedar.com) or shareholders may request copies of the financial statements and the MD&A (a) by mail, to #2A - 15782 Marine Drive, White Rock, British Columbia, V4B 1E6; or (b) by telephone, to: 604-531-9639.

A shareholder entitled to vote at the Meeting is entitled to appoint a proxyholder to attend and vote in his stead. If you are unable to attend the Meeting, or any adjournment thereof, in person, please date, execute, and return the enclosed form of proxy in accordance with the instructions set out in the notes to the proxy and any accompanying information from your intermediary.

DATED at White Rock, British Columbia, on November 23, 2011.

ON BEHALF OF THE BOARD OF DIRECTORS

*“Larry W. Reaugh”*

CHIEF EXECUTIVE OFFICER