



**NOTICE OF ANNUAL MEETING OF
SHAREHOLDERS
AND
MANAGEMENT INFORMATION CIRCULAR**

**ANNUAL MEETING OF SHAREHOLDERS
TO BE HELD ON
JUNE 12, 2023**

May 5, 2023

**LITHIUM ROYALTY CORP.
NOTICE OF ANNUAL MEETING OF SHAREHOLDERS**

NOTICE IS HEREBY GIVEN that an annual meeting (the “**Meeting**”) of holders (the “**Shareholders**”) of common shares and convertible common shares (collectively, “**Equity Shares**”) of Lithium Royalty Corp. (the “**Corporation**”, “**LRC**”, “**our**” and “**we**”) will be held in person on June 12, 2023 at 1133 Yonge Street, 5th Floor, Toronto, Ontario at 10:00am (Toronto time), for the following purposes:

- (a) to receive the audited consolidated financial statements of the Corporation for the fiscal year ended December 31, 2022, together with the report of the auditor thereon;
- (b) to appoint KPMG LLP as the auditor of the Corporation for the ensuing year and to authorize the directors of the Corporation to fix the remuneration of the auditor;
- (c) to elect the directors of the Corporation for the ensuing year; and
- (d) to transact such other business as may properly be brought before the Meeting.

The Meeting will be held in person. Registered Shareholders and duly appointed proxyholders will be able to attend, ask questions and vote at the Meeting following the instructions in the accompanying management information circular dated May 5, 2023 (the “**Circular**”). Non-registered Shareholders who have not duly appointed and registered themselves as a proxyholder will be able to attend the Meeting in person as guests, but guests will not be able to vote or ask questions at the Meeting.

The record date for determination of those Shareholders entitled to receive notice of and vote at the Meeting was the close of business on May 3, 2023.

Registered Shareholders may attend the Meeting in person or may be represented by proxy. Registered Shareholders may vote by proxy by signing and returning the accompanying form of proxy for use at the Meeting or any adjournment or postponement thereof. To be effective, the enclosed form of proxy must be dated, signed and deposited with LRC’s registrar and transfer agent, TSX Trust Company: (i) by mail using the enclosed return envelope or one addressed to TSX Trust Company, 301 – 100 Adelaide Street West, Toronto, ON M5H 4H1, Toll Free: 1 866 600-5869, (ii) by facsimile at 416 361-0470, or (iii) through the internet at <https://www.tsxtrust.com/proxy-services/proxy-services> in each case no later than: (a) 10:00am (Toronto time) on June 8, 2023, or (b) if the Meeting is adjourned or postponed, no later than forty-eight (48) hours (excluding Saturdays, Sundays and statutory holidays) before the beginning of any reconvened Meeting. The time limit for the deposit of proxies may be waived or extended by the Chair of the Meeting at his discretion without notice. To vote through the internet you will require your 13-digit control number found on your form of proxy. For additional information regarding voting online, appointing a proxyholder and attending and voting at the Meeting, see the instructions in the Circular.

If you are a non-registered Shareholder (for example, if you hold your Shares in an account with a securities broker, bank, dealer, trust company or other intermediary) and receive these materials from your intermediary, please complete and return the voting instruction form or form of proxy provided to you by your intermediary in accordance

with the instructions provided to you by your intermediary. Your intermediary may have different and earlier deadlines.

Dated at Toronto, Ontario this 5th day of May, 2023.

LITHIUM ROYALTY CORP.

by "*Blair Levinsky*"
Executive Chair

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LITHIUM ROYALTY CORP.
MANAGEMENT INFORMATION CIRCULAR
GENERAL INFORMATION

Solicitation of Proxies

This management information circular (the “**Circular**”) is furnished in connection with the solicitation of proxies from the holders (each a “**Shareholder**” and collectively, the “**Shareholders**”) of common shares (the “**Common Shares**”) and convertible common shares (the “**Convertible Common Shares**”, and together with Common Shares, the “**Equity Shares**”) of Lithium Royalty Corp. (the “**Corporation**”, “**LRC**”, “**we**” or “**us**”) by the board of directors (the “**Board of Directors**” or the “**Board**”) and management of the Corporation for use at the annual meeting (the “**Meeting**”) of the Shareholders of the Corporation to be held on June 12, 2023 at 10:00am (Toronto time), and at any adjournment or postponement thereof, for the purposes set forth in the accompanying Notice of Meeting (the “**Notice**”). The Meeting will be held in person.

This solicitation will be made primarily by sending proxy materials to Shareholders by mail. Proxies may also be solicited personally, by advertisement, by telephone, by our directors, officers or employees or by any other means management may deem necessary. The cost of solicitation will be borne by us and is expected to be nominal.

We will arrange to send the proxy materials for the Meeting to all Shareholders, including this Circular and a form of proxy or a voting instruction form (depending on whether your Shares are held in your name or in the name of an intermediary such as a bank, trust company, securities dealer or broker).

The proxy materials are being sent to registered Shareholders through our transfer agent, TSX Trust Company. We will not send the proxy materials directly to non-registered Shareholders. Instead, we will pay Broadridge Investor Communication Solutions (“**Broadridge**”), which acts on behalf of intermediaries, to forward the proxy materials to all non-registered Shareholders.

Unless otherwise specified, all information in this Circular is current as at May 5, 2023. All references to “C\$” are to Canadian dollars and all references to “\$” or “US\$” are to U.S. dollars.

Record Date and Outstanding Shares

Each Equity Share you own as of the close of business on May 3, 2023 (the “**Record Date**”) entitles you to one vote on each of the matters to be acted upon at the Meeting, or any postponement or adjournment thereof, as explained below.

As of the Record Date, 55,285,686 Equity Shares were issued and outstanding and entitled to vote at the Meeting.

Questions & Answers on Voting

Q: What am I voting on?

A: Shareholders are voting on (i) the election of directors to the Board, and (ii) the appointment of the auditor, KPMG LLP, with auditor's remuneration to be fixed by the Board.

Q: Who is entitled to vote?

A: Shareholders as at the close of business on May 3, 2023, being the Record Date, are entitled to vote. Each Equity Share entitles the holder to one vote on the items of business identified above.

Q: Am I a registered Shareholder or a non-registered Shareholder?

A: You are a "registered Shareholder" if you hold Equity Shares registered in your name. You are a "non-registered Shareholder" if you hold Equity Shares that are registered in the name of an intermediary (such as a bank, trust company, securities dealer or broker, or director or administrator of a self-administered RRSP, RRIF, RESP, TFSA or similar plan) or a depositary (such as CDS Clearing and Depositary Services Inc.) of which the intermediary is a participant.

Q: If I am a registered Shareholder, how do I vote?

A: If you are a registered Shareholder, you may vote before or at the Meeting. All Shareholders are strongly encouraged to vote before the Meeting.

Before the Meeting, a registered Shareholder may vote by submitting a proxy in any of the ways set out below:

On the Internet: A registered Shareholder can go to the website at <https://www.voteproxyonline.com/> and follow the instructions on that website. The Shareholder will need the 13-digit control number found on his, her or its proxy.

By Mail: A registered Shareholder can complete the proxy as directed and mail it to TSX Trust Company, in the business reply envelope provided or in a properly-stamped envelope addressed to TSX Trust Company, 301 – 100 Adelaide Street West, Toronto, ON M5H 4H1.

By Fax: A registered Shareholder can complete the proxy as directed and return it to TSX Trust Company by fax at 416-361-0470.

By Hand: A registered Shareholder can complete the proxy as directed and return it by hand delivery to TSX Trust Company, 301 – 100 Adelaide Street West, Toronto, ON M5H 4H1.

At the Meeting, Registered Shareholders or their duly appointed proxyholders wishing to attend and to vote at the Meeting should not complete or return the

enclosed form of proxy. Physical access to the Meeting will begin at approximately 9:30am (Toronto time).

Registered Shareholders who plan to attend the Meeting should still consider voting their Equity Shares before the Meeting so that their vote will be counted if they later decide not to attend the Meeting. Registered Shareholders should note that if they participate and vote on any matter at the Meeting they will revoke any previously submitted proxy. We encourage all Shareholders to vote their Equity Shares in advance of the Meeting.

Q: If I am a non-registered Shareholder, how do I vote?

A: A non-registered Shareholder is a person whose Equity Shares are held in an account in the name of a nominee, including a bank, trust company or securities broker.

Before the Meeting, a non-registered Shareholder may vote in any of the ways set out below.

On the Internet: A non-registered Shareholder can go to the website indicated on his, her or its voting instruction form and follow the instructions at that website. The Shareholder will need the control number found on his, her or its voting instruction form.

By Telephone: A non-registered Shareholder can call the number located on such Shareholder's voting instruction form and provide the Shareholder's control number.

By Mail: A non-registered Shareholder can complete the voting instruction form as directed and return it in the business reply envelope provided to the Shareholder by the applicable cut-off date and time.

At the Meeting, a non-registered Shareholder wishing to attend and to vote at the Meeting or appoint a person (who need not be a Shareholder) to attend and act on such Shareholder's behalf should complete or return the enclosed form of voting instruction form in accordance with these steps:

1. *Appoint yourself or the desired person to act on your behalf as a proxyholder.* This step is necessary because we and our transfer agent may not have a record of the non-registered Shareholders and, as a result, may not have knowledge of your holdings of Equity Shares or your entitlement to vote, unless you appoint yourself or the desired person to act on your behalf as a proxyholder. In most cases, a non-registered Shareholder can appoint themselves as proxyholder by filling in his, her or its name in the space provided for designating a proxyholder on the voting instruction form sent by the Shareholder's intermediary and following the execution and return instructions provided by such intermediary. Other than the non-registered Shareholder filling in his, her or its name, it is not necessary to otherwise complete the form, as the Shareholder will be entitled to vote at the Meeting.

2. *Attend the Meeting.* Physical access to the Meeting will begin at approximately 9:30am (Toronto time).

Non-registered Shareholders who plan to attend the Meeting should still consider voting their Equity Shares before the Meeting so that their vote will be counted if they later decide not to attend the Meeting. Non-registered Shareholders should note that if they participate and vote on any matter at the Meeting they will revoke any previously submitted voting instructions. We encourage all Shareholders to vote their Equity Shares in advance of the Meeting.

Q: What if my Equity Shares are registered in more than one name or in the name of a company or other entity?

A: If your Equity Shares are registered in more than one name, all registered persons must sign the form of proxy. If your Equity Shares are registered in a company's name or any name other than your own, you may be required to provide documents proving your authorization to sign the form of proxy for that company or name. For any questions about the proper supporting documents, contact TSX Trust Company before submitting your form of proxy.

Q: Who is soliciting my proxy?

A: Proxies are being solicited by management of the Corporation and the associated costs will be borne by the Corporation. The solicitation will be made primarily by sending proxy materials, including this Circular, to Shareholders by mail. Proxies may also be solicited personally, by advertisement, by telephone, by our directors, officers or employees or by any other means management may deem necessary.

Q: How do I complete the voting instructions on my form of proxy or voting instruction form?

A: Signing a form of proxy or voting instruction form gives authority to the individuals named in that form, being Blair Levinsky, Director and Executive Chair of LRC, or Ernie Ortiz, Director, President & Chief Executive Officer of LRC, to vote your Equity Shares in accordance with your instructions at the Meeting. However, you have the right to appoint someone else to represent you at the Meeting, but only if you provide that instruction on the applicable form of proxy or voting instruction form. See the answer to the question "Can I appoint someone other than the person(s) designated by management of the Corporation to vote my Equity Shares?" below.

If you appoint the proxyholders named on the form of proxy or voting instruction form, who are our representatives, and voting instructions are given on your form of proxy or voting instruction form, then your proxyholder must vote your Equity Shares in accordance with those instructions. If no voting instructions are given, then your proxyholder may vote your Equity Shares as he or she sees fit. If you appoint the proxyholders named on the form of proxy or voting instruction form, who are representatives of the Corporation, and do not specify how they should vote your Equity Shares, then your Equity Shares will be voted **FOR** each of the matters referred to in the form(s) of proxy or voting instruction form.

Proxies returned by intermediaries as “non-votes” on behalf of Equity Shares held in the name of such intermediary, where the beneficial Shareholder has not provided voting instructions and the intermediary does not have the discretion to vote such Equity Shares, will be treated as present for purposes of determining a quorum but will not be counted as having been voted in respect of any such matter. As a result, such proxies will have no effect on the outcome of the vote.

Q: Can I appoint someone other than the person(s) designated by management of the Corporation to vote my Equity Shares?

A: Yes. A Shareholder can appoint any person (who need not be a Shareholder) to attend and act for him, her or it and on his, her or its behalf at the Meeting other than the persons designated in the form of proxy or voting instruction form. A Shareholder may exercise such right by inserting the name in full of the desired person in the blank space provided in the form of proxy or the voting instruction form, and signing, dating and submitting the form in advance of the Meeting, as described above under “If I am a registered Shareholder, how do I vote?” or “If I am a non-registered Shareholder, how do I vote?”. If you appoint a non-management proxyholder, please make sure the individual is aware of such appointment and ensure that the individual will attend the Meeting in order for your vote to count.

Q: When is the deadline for me to vote by proxy?

A: Regardless of whether you submit your vote by mail, fax, internet or otherwise, TSX Trust Company must receive your vote by no later than 10:00am (Toronto time) on June 8, 2023, which is two business days before the day of the Meeting (or 10:00am (Toronto time) on the second last business day prior to any reconvened Meeting, in the event of an adjournment of the Meeting). The Chair of the Meeting may waive, in his or her discretion, the time limit for the deposit of proxies by Shareholders.

If you are a non-registered Shareholder and received a voting instruction form from your intermediary, you will need to send your voting instructions to your intermediary, so please allow sufficient time for your intermediary to receive the form and then for the intermediary to submit it to TSX Trust Company. *Each intermediary has its own deadline so Shareholders will need to follow the specific instructions on the voting instruction form.*

Q: If I change my mind, can I revoke or change my vote after I have voted by proxy?

A: Yes. If a registered Shareholder has submitted a proxy, such holder may revoke it (a) by instrument in writing executed by the Shareholder or such Shareholder’s attorney authorized in writing or if the Shareholder is a corporation, under its corporate seal or by an officer or attorney thereof, duly authorized, indicating the capacity under which such officer or attorney is signing and deposit that instrument with TSX Trust Company, the transfer agent of the Corporation, as described above not later than 10:00am (Toronto time) on June 8, 2023, which is the second last business day preceding the date of the Meeting at which the proxy is to be used, (b) by a duly executed and deposited proxy as provided

herein bearing a later date or time than the date or time of the proxy being revoked, or (c) as permitted by law.

Registered Shareholders may also attend and vote at the Meeting, and if they do so, any voting instructions they previously gave for their Equity Shares will be revoked.

Only registered Shareholders have the right to revoke a proxy in the above manner. Non-registered Shareholders who wish to change their voting instructions must, in sufficient time in advance of the Meeting, contact their intermediary in order to revoke their voting instructions and/or provide new voting instructions.

Q: How will my Equity Shares be voted if I appoint a proxyholder?

A: The persons named on a form of proxy or voting instruction form must vote your Equity Shares for or against or withhold from voting, as applicable, in accordance with your directions and on any ballot that may be called for. If you do not specify how to vote on a particular matter, your proxyholder is entitled to vote as he or she sees fit. In the absence of directions in a form of proxy or voting instruction form, proxies received by management will be voted **FOR** all resolutions or matters put before Shareholders at the Meeting. See “Business of the Meeting” for further information.

Q: What if amendments are made to these matters or if other matters are brought before the Meeting?

A: The persons named on a form of proxy or voting instruction form will have discretionary authority with respect to amendments or variations to matters identified in the Notice and with respect to other matters which may properly come before the Meeting.

As of the date of this Circular, our management knows of no such amendment, variation or other matter expected to come before the Meeting. If any other matters properly come before the Meeting, the persons named on the form of proxy or voting instruction form will vote on them in accordance with their best judgment.

Q: What is quorum for the Meeting?

A: Pursuant to our by-laws, quorum for the transaction of business at a meeting of Shareholders is present if at least one or more Shareholders holding in aggregate not less than 25% of the votes attaching to the outstanding Equity Shares entitled to vote at the Meeting are present in person or represented by proxy.

Q: How many votes are required to pass?

A: All matters that are scheduled to be voted upon at the Meeting are passed by simple majority, meaning that if more than half of the votes that are cast are cast **FOR** the resolution, then the resolution passes.

Q: Who counts the votes?

A: Our transfer agent, TSX Trust Company, counts and tabulates the proxies.

Q: If I need to contact the Corporation's transfer agent, how do I reach it?

A: For general Shareholder enquiries, you can contact our transfer agent, TSX Trust Company, by mail at 301 – 100 Adelaide Street West, Toronto, ON M5H 4H1 or by telephone, toll-free in North America at 1-866-600-5869 or at 416-361-0930, or by email at tsxtis@tmx.com.

Principal Holders of Equity Securities

The following table sets out certain information with respect to Shareholders who, as at the Record Date, to our knowledge, beneficially own, control or direct, directly or indirectly, voting securities carrying 10% or more of the voting rights attached to any class of our voting securities.

Equity Shares Owned as of the Record Date						
Shareholder	# of Common Shares	% of Common Shares	# of Convertible Common Shares	% of Convertible Common Shares	# of Equity Shares	% of Equity Shares
Riverstone VI LRC B.V. ⁽¹⁾	15,912,472	64.3%	-	-	15,912,472	28.8%
Total Waratah Group ⁽³⁾	176,480	0.71%	30,549,214	100.0%	30,725,694	55.6%
<i>Royalty Capital I LP⁽¹⁾</i>	-	-	16,567,764	54.2%	16,567,764	30.0%
<i>Royalty Capital II LP⁽¹⁾</i>	-	-	2,991,767	9.8%	2,991,767	5.4%
<i>Royalty Capital I-II LP⁽¹⁾</i>	-	-	10,155,475	33.2%	10,155,475	18.4%
<i>Royalty Capital II-II LP⁽¹⁾</i>	-	-	834,208	2.7%	834,208	1.5%
<i>Blair Levinsky⁽²⁾</i>	176,480	0.71%	-	-	176,480	0.3%

Notes:

(1) Owned beneficially and of record.

(2) Owned beneficially only.

(3) The Waratah Group is composed of Waratah and its affiliates, controlling persons and investment funds managed by it and its affiliates. As of the Record Date, the Waratah Group includes Waratah Capital Advisors Ltd. ("**Waratah**"), Royalty Capital I Limited Partnership, Royalty Capital II Limited Partnership, Royalty Capital I-II Limited Partnership and Royalty Capital II-II Limited Partnership (collectively, the "**Waratah Funds**"), 2401261 Ontario Inc. (the "**Ontario Entity**") and Blair Levinsky. Waratah and the Ontario Entity are majority owned and jointly controlled by our Executive Chairman, Blair Levinsky and another co-founder of Waratah.

BUSINESS OF THE MEETING

Purpose of the Meeting

We will address the following three items at the Meeting:

- (a) receiving the audited consolidated financial statements of the Corporation for the fiscal year ended December 31, 2022, together with the report of the auditor thereon;
- (b) appointing KPMG LLP as the auditor of the Corporation for the ensuing year and authorizing the directors of the Corporation to fix the remuneration of the auditor;
- (c) electing the directors of the Corporation for the ensuing year.

We will also consider other business that may properly come before the Meeting.

As of the date of this Circular, our management is not aware of any changes to these items and does not expect any other items to be brought forward at the Meeting. If there are changes or new items, you or your proxyholder attending the Meeting can vote your Equity Shares on these items at the Meeting as you or your proxyholder sees fit.

Receiving the Financial Statements

The audited consolidated financial statements of the Corporation for the fiscal year ended December 31, 2022, together with the report of the auditor thereon, will be presented at the Meeting. No formal action will be taken at the Meeting to approve these financial statements. If any Shareholder or proxyholder has questions regarding these financial statements, those questions may be brought forward at the Meeting.

Appointment of Auditor

KPMG LLP, located at Bay Adelaide Centre, 333 Bay Street, Suite 4600, Toronto, ON M5H 2S5, is the our auditor and has confirmed that it is independent of the Corporation within the meaning of the Code of Professional Conduct of the Chartered Professional Accountants of Ontario. KPMG LLP was initially appointed as our auditor on March 4, 2019. Shareholders are being asked to approve the appointment of KPMG LLP as the auditor of the Corporation for the ensuing year and to authorize the directors to fix the remuneration of the auditor.

The Board recommends that Shareholders vote **FOR** of the appointment of KPMG LLP as the auditor of the Corporation for the ensuing year and to authorize the directors to fix the remuneration of the auditor. Unless otherwise instructed, the persons named in the form of proxy or voting information form intend to vote **FOR** the appointment of KPMG LLP as the auditor of the Corporation and its subsidiaries for the ensuing year and to authorize the directors to fix the remuneration of the auditor.

The following table shows fees paid to KPMG LLP in the last two fiscal years for various services provided to us:

	Fiscal 2022	Fiscal 2021
Audit fees ⁽¹⁾	720,483	63,668
Tax fees ⁽²⁾	366,214	20,385
All other fees ⁽³⁾	-	17,460
Total fees paid	1,086,697	101,512

Notes:

- (1) Audit fees include the audit of the annual financial statements.
- (2) Tax fees related to tax compliance services.
- (3) Other fees are the aggregate fees paid for products and services other than those reported above, which comprise mainly general consulting services.

Election of Directors

Overview

Our articles provide for the Board to consist of a minimum of three and a maximum of 20 directors. The Board is currently composed of seven directors. Each of the seven directors will be standing for re-election at the Meeting. Each director will hold office until the next annual meeting of Shareholders or until a successor is elected. Of the seven nominees for election, the Board has determined that four nominees are considered independent under Canadian securities laws.

Nominee Selection

Waratah Investor Rights Agreement

In addition to proposed directors nominated by management, Waratah Capital Advisors Ltd. (“**Waratah**”) has the right to nominate individuals for election to the Board (such individuals, “**Waratah Nominees**”) pursuant to an investor rights agreement with the Corporation. Waratah’s nomination rights are as follows:

- if, at any time, the Waratah Group owns, controls or directs at least 40% of our outstanding Equity Shares, Waratah will have the right to nominate a majority of individuals for election to the Board;
- if, at any time, the Waratah Group owns, controls or directs less than 40% but at least 30% of our outstanding Equity Shares, Waratah will have the right to nominate the greater of four and 40% of the members of the Board (rounded down to the nearest whole number);
- if, at any time, the Waratah Group owns, controls or directs less than 30% but at least 20% of our outstanding Equity Shares, Waratah will have the right to nominate the greater of three and 30% of the members of the Board (rounded down to the nearest whole number);

- if, at any time, the Waratah Group owns, controls or directs less than 20% but at least 10% of our outstanding Equity Shares, Waratah will have the right to nominate the greater of two and 20% of the members of the Board (rounded down to the nearest whole number);
- if, at any time, the Waratah Group owns, controls or directs less than 10% but at least 5% of our outstanding Equity Shares, Waratah will have the right to nominate one member of the Board; and
- if, at any time, the Waratah Group owns, controls or directs less than 5% of our outstanding Equity Shares, Waratah's right to nominate individuals for election to the Board will terminate.

For purposes of this Meeting, Waratah has elected to exercise its rights in part and nominate only three directors for election to the Board. The Waratah Nominees are: Blair Levinsky, Mark Wellings and Ernie Ortiz.

Advance Notice Provisions

Our by-laws include certain advance notice provisions for the election of directors (the "**Advance Notice Provisions**"). The Advance Notice Provisions are intended to (i) facilitate orderly and efficient annual general or, where the need arises, special meetings of Shareholders, (ii) ensure that all Shareholders receive adequate notice of director nominations and sufficient information with respect to all nominees, and (iii) allow Shareholders to register an informed vote.

Under the Advance Notice Provisions, nominations by Shareholders for the election of directors at an annual meeting are due 30 days prior to the date of the meeting. Nominations for this Meeting will be due by May 13, 2023. No such nominations were received as of the date of this Circular.

Voting

While we do not have a "majority voting" policy, we are subject to the provisions of section 106(3.4) of the *Canada Business Corporations Act* (the "**CBCA**"), which came into effect on August 31, 2022. Section 106(3.4) of the CBCA provides that if, at a meeting of shareholders of a corporation at which an election of directors is required, there is only one candidate nominated for each position available on the board (an "**Uncontested Meeting**"), each candidate is elected only if the number of votes cast in their favour represents a majority of the votes cast for and against them by the shareholders who are present in person or represented by proxy. If an incumbent director who was a candidate in an election held in an Uncontested Meeting was not elected during the election, the director may continue in office until the earlier of: (a) the 90th day after the day of the election; and (b) the day on which the director's successor is appointed or elected.

Having received no nominations under the Advance Notice Provisions as of the date of this Circular, we expect that the Meeting will be an Uncontested Meeting for the purposes of the CBCA.

The Board recommends that Shareholders vote **FOR** the election as director of each of the seven nominees named below. Unless otherwise instructed, the persons named in the form

of proxy or voting instruction form intend to vote **FOR** the election as director of each of the nominees named below.

Nominees for Election

Overview

The following tables and notes thereto set out certain information as at the date of this Circular (unless otherwise indicated) with respect to the persons being nominated at the Meeting for election as directors. The information concerning the nominees has been furnished by each of them. Each of the nominees currently serves as a director. Management does not contemplate that any of the nominees will be unable to serve as a director.

Elizabeth (Liz) Breen				
Toronto, Ontario, Canada Director Since: February 13, 2023 Independent	Biography Liz is a senior partner at Stikeman Elliott LLP, a Canadian business law firm. She has extensive experience in royalty transactions, mergers & acquisitions, finance and private equity transactions. She has represented Canadian clients in a wide range of industries, as well as a significant number of foreign investors in respect of their Canadian strategic objectives. She is a member of the audit committee at Stikeman Elliott LLP. Liz holds a Bachelor of Commerce with distinction from the University of Alberta and a Bachelor of Laws from the University of Toronto.			
	Current Public Company Board Memberships (other than the Corporation) None			
	2023 Meeting Attendance and Committee Membership Board: 1 of 1 (Lead Independent Director) Compensation, Nominating and Governance Committee: No meetings to date in 2023 (Chair)			
Securities Held or Controlled as at date of this Circular	Common Shares	Convertible Common Shares	RSUs	DSUs
	Nil	Nil	Nil	4,045

Blair Levinsky				
Toronto, Ontario, Canada Director Since: March 29, 2018 Non-Independent Waratah Nominee	Biography Blair is Co-Founder, President and Chief Executive Officer at Waratah, a Toronto based alternative investment management firm. Waratah manages over \$4 billion in assets across equity long short, alternative ESG, income and market neutral strategies. Waratah also manages thematic and specialty private equity strategies. In addition to setting strategy for and managing Waratah, Blair is also Executive Chairman of the Corporation and the portfolio manager for Waratah's Global Electrification and Decarbonization Fund. From 1999 to 2010, Blair held various positions at TD Securities in the Investment Banking division and was Managing Director in the Institutional Equities group at TD Securities. Blair was formerly a director at the Women's College Hospital Foundation and served on its Investment Committee for seven years, is a former member of YPO and is the current Executive Chairman of Rossiter Boats. Blair holds a Bachelor of Arts from the University of Western Ontario and a joint Bachelor of Laws and Masters in Business Administration from Dalhousie University.			
	Current Public Company Board Memberships (other than the Corporation) None			
	2023 Meeting Attendance and Committee Membership Board: 1 of 1 (Executive Chair) ESG Committee: No meetings to date in 2023 (Chair) Compensation, Nominating and Governance Committee: No meetings to date in 2023			
Securities Held or Controlled as at date of this Circular	Common Shares	Convertible Common Shares	RSUs	DSUs
	176,480	30,549,214 ⁽¹⁾	40,453	Nil

Notes:

- (1) Controlled by virtue of his position at Waratah. Includes approximately 1,103,045 Convertible Common Shares attributable to his ownership interests in the Waratah Funds.

Mark Wellings				
<p>Toronto, Ontario, Canada Director Since: November 23, 2017 Non-Independent Waratah Nominee</p>	<p>Biography</p> <p>Mark is the Vice Chair and the Executive Vice President, Technical of the Corporation. He is a finance professional with over 30 years of international experience in both the mining industry and mining finance sector. Mark initially worked in the mining industry both in Canada and Australia in exploration, development and production capacities. He then joined the investment dealer GMP Securities L.P. as a Managing Director of Investment Banking where he co-founded the firm's corporate finance mining practice. During over 18 years at GMP Securities L.P., Mark was responsible for, and advised on, some of the Canadian mining industry's largest transactions, both in equity financing and mergers and acquisitions. Since then, he has been appointed to several public and private boards and is also the Chairman of Adventus Mining Corp., the Lead Director of Li-Cycle Holdings Corp. and the Chairman of Li-Metal Corp. Mark was also a Principal at Infor Financial Inc., an investment research and management company, from October 2016 to November 2020.</p> <p>Mark is a Professional Engineer and holds a Bachelor of Applied Science in Geological Engineering from the University of Windsor and a Master of Business Administration from the University of Western Ontario.</p>			
<p>Current Public Company Board Memberships (other than the Corporation)</p> <p>Adventus Mining Corp., Li-Cycle Holdings Corp., Li-Metal Corp.</p>				
<p>2023 Meeting Attendance and Committee Membership</p> <p>Board: 1 of 1 Technical Committee: No meetings to date in 2023 (Chair)</p>				
Securities Held or Controlled as at date of this Circular	Common Shares	Convertible Common Shares	RSUs	DSUs
	13,510	488,867 ⁽¹⁾	29,412	Nil

Notes:

(1) Convertible Common Shares attributable to his ownership interests in the Waratah Funds.

Ernie Ortiz				
Miramar, Florida, U.S.A. Director Since: February 13, 2023 Non-Independent Waratah Nominee	Biography Ernie is a Director, President and the Chief Executive Officer of the Corporation. He managed the origination, structuring, and execution of all of our royalties which involved cross-border negotiations with parties in Argentina, Australia, Brazil, China, Serbia, Finland, the United Kingdom, Canada and the United States. Ernie has visited many of the world's lithium deposits, as well as several of the chemical and battery plants that service the EV industry. Ernie is a regular presenter at industry and investor conferences, including Fastmarkets and LME Week. Prior to LRC, Ernie was an Analyst at Tide Point Capital Management, a hedge fund based in Greenwich, Connecticut that specialized in lithium, battery materials and speciality chemicals. At Tide Point Capital, Ernie led investments into lithium companies that included Sociedad Quimica y Minera de Chile, Albemarle Corporation, Galaxy Resources Limited, Orezone Gold Corp and others. Prior to Tide Point Capital, Ernie was a senior associate at Credit Suisse based in New York City, where he led research and diligence on lithium. In 2014, Ernie led the Credit Suisse team in publishing one of the seminal lithium primers that helped companies in the space raise capital based on its in-depth analysis of the industry. Ernie sits on the London Metal Exchange Lithium Advisory Committee and serves as a Director on the boards of Li-Metal Corp. and Sinova Global Inc. Ernie is a CFA charterholder and holds a Bachelor of Arts in Economics from the University of Chicago.			
	Current Public Company Board Memberships (other than the Corporation) Li-Metal Corp.			
	2023 Meeting Attendance and Committee Membership Board: 1 of 1 ESG Committee: No meetings to date in 2023 Technical Committee: No meetings to date in 2023			
	Securities Held or Controlled as at date of this Circular			
	Common Shares	Convertible Common Shares	RSUs	DSUs
	Nil	42,345 ⁽¹⁾	242,718	Nil

Notes:

(1) Convertible Common Shares attributable to his ownership interests in the Waratah Funds.

John Kanellitsas				
<p>Treasure Island, Florida, U.S.A. Director Since: February 13, 2023 Independent</p>	<p>Biography</p> <p>John is the Executive Vice Chair of Lithium Americas Corp., an operator of lithium projects in Argentina and the United States. He is now primarily responsible for business development and capital markets strategies. John joined the company as a Director in 2011 and served as a former Chief Executive Officer until the company's merger with Western Lithium USA Corp. in September 2015. John also serves as a director of Largo Physical Vanadium Corp. and previously served as a member of the board of directors of Cobalt 27 Capital Corp. between April 2017 and October 2018.</p> <p>He has over 25 years of experience in the investment banking and asset management industries. John co-founded and was a partner of Geologic Resource Partners, LLP, where he served as its Chief Operating Officer from 2004 to 2014. Prior to Geologic, John was employed by Sun Valley Gold, LLC and Morgan Stanley & Co. in New York and San Francisco.</p> <p>John has a Bachelor of Science in Mechanical Engineering from Michigan State University and a Master of Business Administration from the University of California in Los Angeles.</p>			
	<p>Current Public Company Board Memberships (other than the Corporation)</p> <p>Lithium Americas Corp., Largo Physical Vanadium Corp.</p>			
	<p>2023 Meeting Attendance and Committee Membership</p> <p>Board: 1 of 1 Audit Committee: 1 of 1 Technical Committee: No meetings to date in 2023</p>			
	<p>Securities Held or Controlled as at date of this Circular</p>			
	Common Shares	Convertible Common Shares	RSUs	DSUs
	Nil	Nil	Nil	4,045

Robert Tichio				
<p>New York, New York, U.S.A. Director Since: January 8, 2021 Independent</p>	<p>Biography</p> <p>Robert has served as a member of our Board of Directors since January 2021. Robert is a Partner at Riverstone Holdings LLC (“Riverstone Holdings”), an asset management firm that invests in the private markets primarily within energy, power and infrastructure. Prior to joining Riverstone Holdings in 2006, Robert was in the Principal Investment group of Goldman Sachs, which manages the firm’s private corporate equity investments.</p> <p>Robert began his career at J.P. Morgan in the Mergers & Acquisitions group, where he concentrated on assignments that included public company combinations, asset sales, takeover defenses and leveraged buyouts.</p> <p>In addition to serving on the boards of a number of Riverstone Holdings portfolio companies and their affiliates, Robert has been a director of Centennial Resource Development, Inc. since October 2016, Pipestone Energy Corp. since January 2019, Talos Energy Inc. since May 2018 (and previously served as a director of Talos Energy LLC from April 2012 to May 2018), Decarbonization Plus Acquisition Corp. IV since February 2021 and Hammerhead Resources Inc. since March 2014. Robert previously served as a member of the board of directors of Gibson Energy Inc. (TSE-GEI) from 2008 to 2013, Midstates Petroleum Company, Inc. from 2012 to 2015, Northern Blizzard Resources Inc. from 2011 to 2017, EP Energy Corporation from September 2013 to October 2020, Decarbonization Plus Acquisition Corp. from August 2020 to July 2021 and Solid Power, Inc. (fka Decarbonization Plus Acquisition Corp. III (“DCRC”)) from December 2021 to March 2022 (and of DCRC since February 2021).</p> <p>Robert holds a Bachelor of Arts from Dartmouth College and a Master of Business Administration from Harvard Business School.</p>			
	<p>Current Public Company Board Memberships (other than the Corporation)</p> <p>Centennial Resource Development, Inc., Talos Energy Inc., Pipestone Energy Corp., Decarbonization Plus Acquisition Corporation IV, Decarbonization Plus Acquisition Corporation V, Tritium DCFC Limited</p>			
	<p>2023 Meeting Attendance and Committee Membership</p> <p>Board: 1 of 1 Audit Committee: 1 of 1 ESG Committee: No meetings to date in 2023</p>			
Securities Held or Controlled as at date of this Circular	Common Shares	Convertible Common Shares	RSUs	DSUs
	Nil	Nil	Nil	4,045

Tamara Brown				
<p>Toronto, Ontario, Canada</p> <p>Director Since: February 13, 2023</p> <p>Independent</p>	<p>Biography</p> <p>Tamara is a mining industry professional with over 25 years of experience in the mining, capital markets and M&A sectors with 10 years of public and private board and committee experience. She is currently a partner of Oberon Capital Corp., an investment services provider, and was the Interim Chief Executive Officer of Superior Gold Inc., a gold producer, from 2020 to 2021. Tamara is currently an independent director of Orla Mining Ltd. (TSX), Superior Gold Inc. (TSXV) and 29Metals Limited (ASX). Her previous executive roles include Vice President, Investor Relations and Corporate Development (Americas) for Newcrest Mining Ltd., a gold mining company, from 2018 to 2020; Vice President, Corporate Development and Investor Relations for Primero Mining Corp., a gold and silver producer, from 2010 to 2018; and Director of Investor Relations for IAMGOLD Corp. Tamara began her career as a professional engineer in the mining industry and was formerly a partner of a boutique investment banking firm.</p> <p>Tamara holds a Bachelor of Engineering from Curtin University in Australia and has completed the Chartered Business Valuator Course at York University.</p>			
	<p>Current Public Company Board Memberships (other than the Corporation)</p> <p>Superior Gold Inc., Titan Minerals Ltd., Orla Mining Ltd.</p>			
	<p>2023 Meeting Attendance and Committee Membership</p> <p>Board: 1 of 1</p> <p>Audit Committee: 1 of 1</p> <p>Compensation, Nominating and Governance Committee: No meetings to date in 2023</p>			
	<p>Securities Held or Controlled as at date of this Circular</p>			
	Common Shares	Convertible Common Shares	RSUs	DSUs
	1,180	Nil	Nil	4,045

Skills Matrix

The composition of the Board is designed to bring an optimal balance of competencies, knowledge and experience to successfully promote achievement of our strategic objectives and effective corporate governance and oversight. Outlined below are the individual attributes that each nominee is expected to bring to the Board:

Director	Board and Governance	Mining	Accounting	Investment Banking / M&A / Capital Markets	ESG	Legal & Compliance
Liz Breen	√	-	-	√	√	√
Blair Levinsky	√	√	√	√	√	√
Mark Wellings	√	√	√	√	√	√
Ernie Ortiz	√	√	√	√	√	√
John Kanellitsas	√	√	-	√	√	-
Robert Tichio	√	-	√	√	√	-
Tamara Brown	√	√	√	√	√	√

Penalties or Sanctions

None of the proposed directors has been subject to any penalties or sanctions imposed by a court relating to securities legislation or by a securities regulatory authority or has entered into a settlement agreement with a securities regulatory authority or been subject to any other penalties or sanctions imposed by a court or regulatory body that would likely be considered important to a reasonable investor making an investment decision.

Bankruptcies

Except as described below, none of the directors or executive officers of the Corporation, nor, to the best of our knowledge, any other shareholder holding a sufficient number of securities to affect materially control of the Corporation, has, within the 10 years prior to the date of this Circular, (a) been a director or executive officer of any company (including the Corporation) that, while that person was acting in that capacity, 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 (b) 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 its assets.

Robert Tichio was a director of Castex Energy I, LLC ("**Castex LLC**"), the general partner of Castex Energy 2005 L.P. ("**Castex LP**"). While he was a director of Castex LLC, on October 16, 2017, Castex LP and four affiliated debtors each filed a voluntary petition for relief under Chapter 11 of the United States Bankruptcy Code ("**US Bankruptcy Code**") in the United States Bankruptcy Court for the Southern District of Texas, Houston Division ("**US Bankruptcy Court**"). On August 31, 2018, the U.S. Bankruptcy Court ordered these bankruptcy cases closed.

Robert Tichio was also a director of EP Energy Corporation (“**EP Energy**”). While he was a director of EP Energy, on October 3, 2019, EP Energy filed a voluntary petition for relief under the U.S. Bankruptcy Code in the U.S. Bankruptcy Court. On October 1, 2021, EP Energy completed its financial restructuring and emerged from bankruptcy.

Corporate Cease Trade Orders

None of the proposed directors is, as at the date of this Circular, or has been within the 10 years before the date of this Circular, a director, chief executive officer or chief financial officer of any company (including the Corporation) that (a) was subject to an order that was issued while the director or executive officer was acting in the capacity as director, chief executive officer or chief financial officer, or (b) was subject to an order that was issued after the director or executive officer ceased to be a director, chief executive officer or chief financial officer and which resulted from an event that occurred while that person was acting in the capacity as director, chief executive officer or chief financial officer. For the purposes of this paragraph, “order” means a cease trade order, an order similar to a cease trade order or an order that denied the relevant company access to any exemption under securities legislation, in each case, that was in effect for a period of more than 30 consecutive days.

EXECUTIVE COMPENSATION

Introduction

The following discussion describes the significant elements of the compensation program for our named executive officers (collectively, the “**NEOs**”), namely:

- Blair Levinsky, Executive Chair;
- Ernie Ortiz, President and Chief Executive Officer;
- Dominique Barker, Chief Financial Officer and Head of Sustainability;
- Mark Wellings, Vice Chair and Executive Vice President, Technical; and
- Philip de L. Panet, Chief Operating Officer and Vice President, Legal.

Waratah arranges for Messrs. Levinsky and Panet to provide their services as NEOs pursuant to and in accordance with the Services Agreement, described below under “Governance Practices — Services Agreement”, between the Corporation and Waratah (we refer to these NEOs as “**Service NEOs**”). Each of Messrs. Levinsky and Panet reside in Ontario. Under the terms of the Services Agreement, we reimburse Waratah for certain of its expenses in connection with the provision of services of the Service NEOs and these reimbursements are included in the total amount paid to Waratah under the Services Agreement. Our Board has significant flexibility under the Services Agreement to change the scope of the services and the corresponding compensation being paid in respect of management providing us with services under the Services Agreement. As Mr. Levinsky does not draw a salary at the Corporation in 2023, we do not currently reimburse Waratah for his compensation expense.

Overview

To achieve our strategic business and financial objectives, we need to attract, retain and motivate a highly talented executive team. We have designed and will continue to refine our executive compensation program to achieve the following objectives:

- provide compensation opportunities in order to attract and retain talented, high-performing and experienced executive officers whose knowledge, skills and performance are critical to our success;
- motivate our executive officers to achieve our business and financial objectives, including (i) growing our asset base through the creation and acquisition of royalties and investment opportunities collateral or derivable from royalty opportunities, (ii) building a diversified portfolio of royalty assets that is positioned to benefit from the evolution towards electrification and decarbonization of the global economy and (iii) maintaining strong financial capacity to fund asset growth;
- align the interests of our executive officers with those of our shareholders by tying a portion of compensation directly to the long-term value and growth of our business;

- demonstrate leadership and foster positive engagement in sustainability and community development initiatives;
- create strong pay for performance relationship; and
- provide incentives that encourage appropriate levels of risk-taking by our executive team.

We offer our executive officers cash compensation in the form of base salary and an annual cash bonus. We expect Waratah provides similar arrangements for the Service NEOs in respect of the service they provide to us.

We also intend to grant long-term incentives to our executive officers, including Service NEOs, which could consist of stock options, restricted share units (“**RSUs**”), performance share units (“**PSUs**”), or some combination thereof, under our new omnibus equity incentive plan (the “**Omnibus Plan**”). We believe that equity-based compensation awards will motivate our executive officers to achieve our strategic business and financial objectives, and also align their interests with the long-term interests of our shareholders. We do not have a pension plan in place. While we anticipate that our proposed executive officer compensation program and our Services Agreement with Waratah will be effective at attracting and maintaining executive officer talent, we intend to continue evaluating our compensation practices on an ongoing basis to ensure that we are providing competitive compensation opportunities for our executive team. We intend to review the compensation of our executive team on an annual basis. The first such review is expected to occur in late 2023. As part of this review process, we expect to be guided by the philosophy and objectives outlined above, as well as other factors which may become relevant as we compete in the market.

No share or option based awards or incentive plan awards vested or were earned by our executive officers, including the Service NEOs, during fiscal 2022.

We have granted the following RSUs to our executive officers:

	At completion of the initial public offering	2023 calendar year compensation
Blair Levinsky	-	40,453
Ernie Ortiz	202,265	40,453
Dominique Barker	29,412	17,647
Mark Wellings	11,765	17,647
Philip Panet	-	8,824

Compensation Discussion and Analysis

Compensation-Setting Process

Our Compensation, Nominating and Governance Committee is responsible for assisting our Board in fulfilling its governance and supervisory responsibilities, and overseeing our human resources, succession planning, and compensation policies, processes and practices. Our Compensation, Nominating and Governance Committee is also responsible for ensuring that our compensation policies and practices provide an appropriate balance of risk and reward consistent with our risk profile.

Our Board has adopted a written charter for our Compensation, Nominating and Governance Committee setting out its responsibilities for administering our compensation programs and reviewing and making recommendations to our Board concerning the level and nature of the compensation payable to our directors and executive officers. Our Compensation, Nominating and Governance Committee's oversight includes reviewing objectives, evaluating performance and ensuring that total compensation paid to our executive officers, personnel who report directly to our Chief Executive Officer and various other key officers and managers is fair, reasonable and consistent with the objectives and philosophy of our compensation program.

Our Chief Executive Officer will make recommendations to the Compensation, Nominating and Governance Committee each year with respect to the compensation for each of the other NEOs. Following which, the Compensation, Nominating and Governance Committee will review the compensation for the Chief Executive Officer and the other NEOs and make recommendations for any changes to the Board, as appropriate. As part of this annual review, the Compensation, Nominating and Governance Committee may engage an independent compensation consultant to evaluate our executive compensation program against market practice. The first such review is expected to occur in late 2023. Additionally, the Compensation, Nominating and Governance Committee may consider compensation programs in relevant sectors of the mining industry as well as the compensation programs of comparable public companies and may engage in benchmarking with specific peer groups for purposes of setting levels of compensation, evaluating relative performance or other relevant competitive analysis.

The Compensation, Nominating and Governance Committee and our Board will work with Waratah to implement such compensation changes resulting from the evaluation process for the Service NEOs.

Risk and Executive Compensation

In reviewing our compensation policies and practices each year, the Compensation, Nominating and Governance Committee will seek to ensure that the executive compensation program provides an appropriate balance of risk and reward consistent with the risk profile of the Corporation. The Compensation, Nominating and Governance Committee will also seek to ensure that our compensation practices do not encourage excessive risk-taking behavior by the executive team. The key risk-mitigating practices that we intend to incorporate into our compensation program are discussed below.

Share Ownership Guidelines

All of our independent directors and executive officers, including the Service NEOs, are expected to maintain a significant equity investment in the Corporation to align their interests with those of the Corporation's shareholders, and mitigate against the likelihood of undue risk taking. The executive share ownership guidelines, described below under "Executive Share Ownership Guidelines", establish minimum equity ownership levels for executive officers based on a multiple of their base salaries and levels of seniority.

Trading Restrictions and Anti-Hedging Policy

All of our directors and employees, including the Service NEOs, are subject to our insider trading and anti-hedging policy (as a result of our compact team size and cohesive work practices). This policy prohibits trading in our securities while in possession of material undisclosed information about us. Under this policy, directors and employees are also prohibited

from entering into certain types of hedging transactions involving our securities, such as short sales, puts, calls, prepaid variable forward contracts and equity swaps. We will permit directors and employees to trade in our securities, including the exercise of stock options, only during prescribed trading windows.

Compensation Recovery Policy

We have adopted a compensation recovery policy relating to annual bonus payments and other incentive compensation to executives, including with Waratah with respect to the Service NEOs, that may be triggered if an executive engages in fraudulent or other intentional misconduct that results in the need to restate our financial statements where the individual received an award calculated on the achievement of those financial statements and the award received would have been lower had the financial statements been properly reported. The compensation recovery policy also provides that a recovery may be triggered if an executive (including any Service NEO) engages in fraud, fraudulent misrepresentation, theft, embezzlement or other intentional and serious misconduct. The policy requires that when the recovery is triggered, the executive (or Waratah, in the case of any Service NEO) must repay the excess annual bonus payments and incentive payments received over the specified period preceding the triggering event.

Components of Compensation

The compensation of our executive officers includes the following main components: base salary and short-term incentives, consisting of an annual cash bonus (reimbursed to Waratah for Service NEOs); and long-term equity incentives, initially consisting of stock options, RSUs or a combination thereof granted from time to time under the Omnibus Plan (as outlined below). The Omnibus Plan also allows for PSUs to be granted, which may be used to incentivize our executive officers once a reasonable history of performance has been experienced to support the achievement of specific performance metrics. Perquisites and benefits are not expected to be a significant element of compensation for our executive officers.

Base Salaries

Base salary is provided as a fixed source of compensation for our executive officers. Base salaries is determined on an individual basis taking into account the scope of the executive officer's responsibilities, their prior experience and their position relative to relevant peers in the market. Base salaries will be reviewed annually and may be increased if warranted, or necessary to maintain market competitiveness. In addition, base salaries may be adjusted upwards throughout the year to reflect promotions or other increases in the scope an executive officer's role or responsibilities.

Short-Term Incentive Compensation

Annual Bonuses

Our NEOs are eligible to receive discretionary annual bonuses. We have established a performance-based annual bonus plan that is designed to motivate our executive officers to meet our strategic business and financial objectives generally and our annual financial and operational performance targets in particular. Annual bonus targets are set as a percentage of the relevant executive officer's base salary, which varies based on his or her position up to a maximum payout opportunity of 200% to 300% of the base salary in the case of executive

officers, if maximum performance targets are achieved. Individual annual bonus payouts will be higher or lower than the target amount depending on the level of achievement of the applicable performance targets.

Long-Term Incentives

We granted RSUs in respect of 2023 calendar year compensation to Blair Levinsky, Ernie Ortiz, Dominique Barker, Mark Wellings, and Philip Panet, as noted in the table above.

Omnibus Equity Incentive Plan

The material features of our Omnibus Plan are summarized below.

Administration and Eligibility

The Omnibus Plan is administered by our Board, and the Board may, in its discretion, delegate its administrative powers to the Compensation, Nominating and Governance Committee. Employees and consultants of the Corporation and its designated affiliates are eligible to participate in the Omnibus Plan. Non-employee directors are not eligible to participate in the Omnibus Plan.

Common Shares Subject to the Omnibus Plan and Participation Limits

The maximum number of Common Shares available for issuance under the Omnibus Plan is 5% of the issued and outstanding Equity Shares from time to time. The Omnibus Plan is considered to be an “evergreen” plan pursuant to the rules of the TSX, since the Common Shares covered by awards which have been exercised or terminated will be available for subsequent grants under the Omnibus Plan and the total number of awards available for grant will increase as the number of issued and outstanding Equity Shares increases. The TSX requires that we seek the approval of all unallocated awards under the Omnibus Plan every three years from a majority of the votes cast by our shareholders. As of the Record Date, there were 2,764,284 Common Shares available for issuance under the Omnibus Plan.

No more than 5% of the outstanding Equity Shares may be issued under the Omnibus Plan or pursuant to any other security-based compensation arrangements of the Corporation to any one person. The number of Common Shares that may be (i) issued to insiders of the Corporation within any one-year period, or (ii) issuable to insiders of the Company at any time, in each case, under the Omnibus Plan alone, or when combined with all of the Corporation’s other security-based compensation arrangements, cannot exceed 10% of the outstanding Equity Shares.

Stock Options

The exercise price for stock options will be determined by our Board, which may not be less than the fair market value of a Common Share (being the closing price of a Common Share on the TSX on the last trading day immediately prior to the applicable date (the “**Market Value**”)) on the date the stock option is granted. Stock options will vest in accordance with the vesting schedule established on the grant date, which is generally expected to be 33% on each of the first three anniversaries of the grant date.

Stock options must be exercised within a period fixed by our Board that may not exceed 7 years from the date of grant, provided that if the expiry date falls during a blackout period, the expiry date will be automatically extended until 10 business days after the end of the blackout period. The Omnibus Plan also provides for earlier expiration of stock options upon the occurrence of certain events, including the termination of a participant's employment.

In order to facilitate the payment of the exercise price of the stock options, the Omnibus Plan has a cashless exercise feature (with a full deduction from the number of Common Shares available for issuance under the Omnibus Plan). The cashless exercise feature permits a participant to receive (i) an amount in cash equal to the cash proceeds realized upon the sale of the Common Shares underlying the stock options by a securities dealer in the capital markets, less the aggregate exercise price, any applicable withholding taxes and any transfer costs charged by the securities dealer, (ii) an aggregate number of Common Shares that is equal to the number of Common Shares underlying the stock options, minus the number of Common Shares sold by a securities dealer in the capital markets as required to realize cash proceeds equal to the aggregate exercise price, any applicable withholding taxes and any transfer costs charged by the securities dealer, or (iii) a combination of (i) and (ii).

RSUs and PSUs

The terms and conditions of grants of RSUs or PSUs, including the quantity, type of award, grant date, vesting conditions, vesting periods, settlement date and other terms and conditions with respect to the awards, are set out in the participant's grant agreement.

In the case of PSUs, the performance-related vesting conditions may include financial or operational performance of the Corporation, total shareholder return (either absolute or relative or both), individual performance criteria or other criteria as determined by our Board, which will be measured over a specified period, generally until the end of the third calendar year from the date of the grant.

Subject to the achievement of the applicable vesting and performance-related (if applicable) conditions, on the settlement date of an RSU or PSU, the Corporation will either, in its sole discretion, (i) issue from treasury the number of Common Shares covered by the RSUs or PSUs and related Dividend Share Units (as defined below), or (ii) deliver to the participant an amount in cash (net of applicable withholding taxes) equal to the number of Common Shares covered by the RSUs or PSUs and related Dividend Share Units multiplied by the Market Value as at the settlement date.

Dividend Share Units

When dividends (other than stock dividends) are paid on Equity Shares, additional share units ("**Dividend Share Units**") will be automatically credited to each participant who holds RSUs or PSUs on the record date for such dividends. The number of Dividend Share Units to be credited to a participant is equal to the aggregate number of RSUs and PSUs held by the participant on the relevant record date multiplied by the amount of the dividend paid by the Corporation on each Equity Share, and then divided by the Market Value of one Common Share on the dividend payment date. Dividend Share Units credited to a participant will be subject to the same vesting conditions applicable to the related RSUs or PSUs.

Securities Authorized for Issuance under the Omnibus Plan

As it had not yet been adopted, as at the year ended December 31, 2022, no securities had been authorized for issuance under the Omnibus Plan, as set out in the table below:

Plan Category	Number of securities to be issued upon exercise of outstanding options, warrants and rights	Weighted average exercise price of outstanding options, warrants and rights	Number of securities remaining available for future issuance under equity compensation plan (excluding securities underlying outstanding options and rights)
Equity incentive plans approved by security holders	Nil	Nil	Nil
Equity incentive plans not approved by security holders	Nil	Nil	Nil
Total	Nil	Nil	Nil

Termination of Employment

Unless otherwise determined by our Board, upon an employee participant's termination of employment, all right, title and interest in awards granted to the participant under the Omnibus Plan that are vested or unvested on the termination date will be handled according to the following table:

	RSUs	PSUs	Stock Options
Separation			
Resignation	Forfeit unvested	Forfeit Unvested	Forfeit unvested 60 days to exercise vested
Death.....	Accelerated vesting	If more than 12 months through performance period, vests based on performance to date; if less than 12 months through performance period, vest based on target performance	Accelerated vesting 1 year to exercise vested
Retirement/Disability	Continued vesting over remaining vesting period	Continued vesting over remaining vesting period	Continued vesting over remaining vesting period
Termination			
Not for Cause	Vest through applicable severance period, then forfeit thereafter	If more than 18 months through performance period at termination date, vest based on performance to end of applicable severance period; if less than 18 months through performance period at termination date, forfeit unvested	Vest through applicable severance period, then forfeit thereafter 90 days to exercise vested
For Cause.....	Forfeit unvested	Forfeit unvested	Forfeit unvested 30 days to exercise vested
Change of Control ⁽¹⁾ & termination/good reason (double trigger)	Accelerated vesting	If more than 12 months through performance period, vest based on performance to date; if less than 12 months through performance period, vest based on target performance	Accelerated vesting 1 year to exercise vested

Notes:

- (1) Eligible if termination without cause or resignation for good reason occurs within 12 months following the change of control event.

Unless otherwise determined by our Board, (i) if a consultant participant's service is terminated for cause, all awards held by the participant on the participant's termination date, whether vested or unvested, will automatically terminate and be of no further force or effect, and (ii) if a consultant participant's service is terminated for any other reason, (x) all unvested awards held by the participant on the participant's termination date will automatically terminate and be of no further force or effect, and (y) the consultant participant will have 60 days or such shorter period as is remaining in the term of the vested stock options to exercise any vested stock options.

For purposes of the Omnibus Plan, the Service NEOs are treated as consultants, except that where a Service NEO's services are terminated by the Corporation under the Services Agreement other than for reasons analogous to cause if such Service NEO were an employee, the Service NEO's awards will be treated as if the Service NEO had retired.

Change of Control

In the event of a change of control, the surviving, successor or acquiring entity may assume any outstanding awards or substitute similar awards for the outstanding awards, as applicable. If the surviving, successor or acquiring entity does not assume the outstanding awards or substitute similar awards for the outstanding awards, as applicable, or if the Board otherwise determines in its discretion, the Corporation will give written notice to all participants advising that the Omnibus Plan will be terminated effective immediately prior to the change of control and all stock options and RSUs (and related Dividend Share Units) and a specified number of PSUs (and related Dividend Share Units) will be deemed to be vested and, unless otherwise exercised, settled, forfeited or cancelled prior to the termination of the Omnibus Plan, will expire or, with respect to RSUs and PSUs, be settled, immediately prior to the termination of the Omnibus Plan. The number of PSUs which will be deemed to be vested will be determined by the Board, in its sole discretion, having regard to the level of achievement of the applicable performance vesting conditions prior to the change of control.

In the event of a change of control, the Board has the power to: (i) make such other changes to the terms of the awards as it considers fair and appropriate in the circumstances, provided such changes are not adverse to the participants; (ii) otherwise modify the terms of the awards to assist the participants to tender into a takeover bid or other arrangement leading to a change of control, and thereafter; and (iii) terminate, conditionally or otherwise, the awards not exercised or settled, as applicable, following successful completion of such change of control. If the change of control is not completed within the specified time (as the same may be extended), the awards which vest will be returned by the Corporation to the participant and, if exercised or settled, as applicable, the Common Shares issued on such exercise or settlement will be reinstated as authorized but unissued Common Shares and the original terms applicable to such awards will be reinstated.

Adjustments

In the event of any stock dividend, stock split, combination or exchange of shares, merger, amalgamation, arrangement, consolidation, spin-off or other distribution (other than normal cash dividends) of the Corporation's assets to shareholders, or any other change in the capital of the Corporation affecting Common Shares (collectively, "**Adjustment Events**"), our

Board will make such proportionate adjustments, if any, which may include an exchange of options for new options, as it deems appropriate to reflect such change with respect to the number or kind of securities subject to outstanding awards, the exercise price of outstanding stock options and the number of RSUs or PSUs credited to a participant, in order to preserve proportionately the rights and obligations of the participants under the Omnibus Plan.

Amendment and Termination

Our Board will be able to amend, suspend or terminate the Omnibus Plan or any award, subject to applicable law and stock exchange rules that requires the approval of shareholders or any governmental or regulatory body, provided that no such action may be taken that materially adversely alters or impairs any rights of a participant under any award previously granted without the consent of such affected participant.

Our Board will be able to make certain amendments to the Omnibus Plan or to any award outstanding thereunder without seeking shareholder approval, including housekeeping amendments, amendments to comply with applicable law or stock exchange rules, amendments to reduce or restrict participation or amendments to the vesting, termination or early termination provisions of the Omnibus Plan. The following types of amendments will not be able to be made without obtaining shareholder approval:

- increasing the number of Common Shares available for issuance under the Omnibus Plan;
- increasing the length of the period after a blackout period during which stock options may be exercised;
- causing the exercise price of a stock option to be below Market Value on the grant date;
- permitting the introduction or reintroduction of non-employee directors as eligible participants on a discretionary basis or any amendment that increases the limits previously imposed on non-employee director participation;
- removing or exceeding the insider participation limit specified under “Common Shares Subject to the Omnibus Plan and Participation Limits”;
- reducing the exercise price of a stock option or allowing for the cancellation and reissuance of a stock option, which would be considered a repricing under the rules of the TSX, except, in each case, pursuant to an Adjustment Event;
- extending the expiry date of an award, except for an automatic extension of an award that expires during or shortly following a blackout period;
- permitting awards to be transferred or assigned other than for normal estate settlement purposes;
- amending the amendment provision under the Omnibus Plan; and
- any other amendment required to be approved by security holders under applicable law or the rules, regulations and policies of the TSX.

Assignment

Except as required by law, the rights of a participant under the Omnibus Plan are not transferable or assignable.

Benefit Plans

The Corporation currently provides certain of its executive officers, but not including either the Chief Executive Officer or the Service NEOs, with a health care spending account, life, short-term and long-term disability, health (including medical and prescription drug coverage), and travel insurance coverage on the same basis as other employees of the Corporation. The Corporation intends to offer these benefits consistent with local market practice.

Perquisites

The Corporation does not offer significant perquisites as part of the compensation program.

Executive Share Ownership Guidelines

The Corporation has established executive share ownership guidelines to further align the interests of its executive officers, including the Service NEOs, with those of the Corporation's shareholders. The ownership guidelines establish minimum equity ownership levels for executive officers based on a multiple of their base salaries and their levels of seniority. Executive officers are expected to meet the prescribed ownership levels within five years of the later of completion of the initial public offering and the date of their appointment to an executive officer position. Common Shares, the value (calculated at the lesser of fair market value or book value) of vested/unvested RSUs are included in determining an individual's ownership value. The Corporation may exempt executive officers from these guidelines where the executive officers otherwise have economic exposure to the Corporation.

The following table shows the guidelines for the executive officers and their current ownership levels as of the Record Date:

Position	Base Salary Multiple⁽³⁾	Common Shares/RSUs	Value of Common Shares/RSUs⁽¹⁾	Ownership Multiple
Executive Chair ⁽²⁾	N/A	N/A	N/A	N/A
CEO ⁽²⁾	N/A	N/A	N/A	N/A
CFO and Head of Sustainability	5x	47,059	500,000	2.5
Executive Vice President, Technical ⁽²⁾	N/A	N/A	N/A	N/A
Chief Operating Officer	2x	8,824	90,000	0.5

Notes:

- (1) Based on a Canadian/U.S. dollar exchange ratio of C\$:US\$ of 1.3618:1.0 and the closing price of the Common Shares on the TSX, each as of the Record Date.
- (2) The Executive Chair, CEO and Executive Vice President, Technical have been exempted from these guidelines on the basis of their continued economic exposure to the Corporation through their respective interests in the Waratah Funds.
- (3) Base salary multiples are based on 2023 annualized base salaries as disclosed under "2023 Target Compensation".

Additionally, if an executive officer has not achieved the minimum equity investment under the executive share ownership guidelines, within the prescribed time allotment, at the time any stock options are being exercised, the executive officer will be required to continue to

hold at least 50% or such lesser number of the Common Shares issuable upon the exercise as required to achieve the minimum equity ownership requirements, or in the event of the vesting of RSUs or PSUs, at least 50% or such lesser amount from the proceeds from the settlement of such awards must be applied to the purchase of Common Shares on the open market as required to achieve the minimum equity ownership requirements.

2023 Target Compensation

The following table sets out the target 2023 annualized compensation for the current NEOs. The table is presented only for illustrative purposes.

Name and Principal Position	Year	Salary (\$) ⁽²⁾	Long-Term Incentive Awards (RSUs and Stock Options) (\$) ⁽³⁾	Annual Incentive Plan Target (%) ⁽⁴⁾	Total Target Compensation (\$) ⁽²⁾⁽⁵⁾
Blair Levinsky ⁽¹⁾ <i>Executive Chair</i>	2023	Nil	430,000	N/A	430,000
Ernie Ortiz <i>President and Chief Executive Officer</i>	2023	300,000	430,000	100	1,030,000
Dominique Barker ⁽⁶⁾ <i>Chief Financial Officer</i>	2023	150,000	190,000	125	530,000
Mark Wellings <i>Vice Chair and Executive Vice President, Technical</i>	2023	150,000	190,000	100	490,000
Philip de L. Panet ⁽¹⁾ <i>Chief Operating Officer</i>	2023	150,000	90,000	100	390,000

Notes:

- (1) Service NEO compensation (other than under the Omnibus Plan) represents the portion of the compensation anticipated to be paid by Waratah attributable to time expected to be spent on activities of the Corporation. During 2023, we do not anticipate reimbursing Waratah for salary amounts related to Mr. Levinsky.
- (2) Represents the annualized base salary estimated to be paid in fiscal 2023. Our Executive Chair receives no base salary. Based on a Canadian/U.S. dollar exchange ratio of C\$:US\$ of 1.3618:1.0 and the closing price of the Common Shares on the TSX, each as of the Record Date.
- (3) Represents value of RSUs granted as described under “—Long-Term Incentives” above based on the assumptions in note (2) and assuming full vesting.
- (4) Represents the annual incentive compensation target as a percentage of base salary. The annual incentive is a cash award based on achievement of the Corporation and personal performance targets.
- (5) Total Target Compensation is a target only, and actual total compensation will depend on achievement of 2023 performance targets.
- (6) Dominique’s annual incentive plan target is between 100% and 150%, the target of 125% represents an average.

Employment Agreements

Service NEOs

Our Service NEOs do not have employment agreements with us. Their employment or consulting arrangements are with Waratah or its affiliates. As described elsewhere in this Circular, we have agreed to reimburse Waratah for the compensation paid by Waratah to the Service NEOs for the services that they perform for the Corporation. However, we do not anticipate reimbursing Waratah for salary amounts associated with Mr. Levinsky in 2023, as Mr. Levinsky is not allocated a salary at the Corporation for 2023.

Ernie Ortiz, President and Chief Executive Officer

Ernie's employment agreement is with LRC Services US LLC, a wholly owned subsidiary of the Corporation, and provides for base salary of \$300,000, an annual cash performance bonus target of 100%, benefits and participation in the Omnibus Plan.

The employment agreement with Ernie specifies the amounts or benefits payable, including severance, to him in the event that his employment is terminated (see "— Termination and Change of Control Benefits" below for further details).

The employment agreement contains confidentiality and non-disparagement covenants and certain restrictive covenants that will continue to apply following the termination of his employment, including non-competition and non-solicitation provisions which will be in effect during his employment and for the 12 months following the termination of his employment.

Dominique Barker, Chief Financial Officer and Head of Sustainability

Dominique's employment agreement dated February 10, 2023 provides for base salary of C\$200,000, an annual cash performance bonus target between 100% and 150%, benefits and participation in the Omnibus Plan.

The employment agreement with Dominique specifies the amounts or benefits payable, including severance, to her in the event that her employment is terminated (see "— Termination and Change of Control Benefits" below for further details).

The employment agreement also contains confidentiality and non-disparagement covenants and certain restrictive covenants that will continue to apply following the termination of her employment, including non-competition and non-solicitation provisions which are in effect during her employment and for the 12 months following the termination of her employment.

Mark Wellings, Executive Vice President, Technical

Mark's employment agreement provides for base salary of C\$200,000, an annual cash performance bonus target of 100%, benefits and participation in the Omnibus Plan.

The employment agreement with Mark specifies the amounts or benefits payable, including severance, to him in the event that his employment is terminated (see "— Termination and Change of Control Benefits" below for further details).

The employment agreement also contains confidentiality and non-disparagement covenants and certain restrictive covenants that will continue to apply following the termination of his employment, including non-competition and non-solicitation provisions which are in effect during his employment and for the 12 months following the termination of his employment.

Termination and Change of Control Benefits

For a summary of the termination and change of control benefits provided under the Omnibus Plan, please refer to the “Components of Compensation — Long-term Incentive Plans” section above. The table below provides a summary of the termination and change of control benefits provided under the NEOs’ employment agreements:

	<u>Severance</u>	<u>Bonus</u>	<u>Benefits</u>
<u>Separation</u>			
Resignation	None	None	None
Death.....	None	Pro-rata stub bonus for current year to terminate date	2 months
Retirement/Disability	None/Per LTD plan (at least minimum statutory requirements)	Pro-rata stub bonus for current year to termination date	None / Per LTD plan
<u>Termination</u>			
Not for Cause	<p>CEO: 18 months + 1 month/year of service (max 24 months)</p> <p>CFO: 12 months + 12 months after three years of employment (max 24 months) (the “Without Cause Notice Period”)</p> <p>EVP: 12 months + 1 month/year of service (max 18 months)</p> <p>VP: 6 months + 1 month/year of service (max 12 months)</p>	<p>CEO: Target bonus opportunity divided by 12, then multiplied by the number of months in the severance period, plus pro-rata stub bonus for current year to termination date</p> <p>CFO: Average amount of the bonus earned over the prior three years pro-rata for current year to termination date, plus average amount of the bonus earned over the prior three years pro-rated to the Without Cause Notice Period, plus an amount equal to the average of the Awards granted over the prior three years pro-rated.(1)</p> <p>EVP: Target bonus opportunity divided by 12, then multiplied by the number of months in the severance period, plus pro-rata stub bonus for current year to termination date</p>	
For Cause.....	None	None	None
Change of Control ⁽¹⁾ & termination/good reason (double trigger)	24 months	Target bonus opportunity divided by 12, then multiplied by the number of months in the severance period, plus pro-rata stub bonus for current year to termination date	None

Notes:

- (1) At the employee’s election, as a complete alternative, the greater of (1) the minimum entitlements required pursuant to the *Employment Standards Act, 2000* (Ontario) (including notice, termination and severance pay, wages, benefits and vacation pay); and (2) base salary for 12 months only (the “**Alternative Without Cause Notice Period**”), plus any bonus awarded but not yet paid, plus average amount of bonus earned over the prior three years pro-rata for current year to termination date, plus average amount of bonus earned over the prior three years pro-rated to the Alternative Without Cause Notice Period, plus the immediate vesting of any Awards that would have vested within the period ending six months after the date of termination.
- (2) Eligible if termination without cause or resignation for good reason occurs within 12 months following the change of control event.

The table below provides a summary of the anticipated incremental costs associated with various termination events.

Name and Principal Position	Event	Severance and Bonus (\$)⁽²⁾	Other Payments (\$)⁽²⁾	Total (\$)⁽²⁾
Ernie Ortiz <i>President and Chief Executive Officer</i>	Termination without cause	900,000	Nil	900,000
	Change of Control	1,200,000	Nil	1,200,000
Dominique Barker ⁽⁶⁾ <i>Chief Financial Officer</i>	Termination without cause	330,000	Nil	330,000
	Change of Control	660,000	Nil	660,000
Mark Wellings <i>Vice Chair and Executive Vice President, Technical</i>	Termination without cause	290,000	Nil	290,000
	Change of Control	590,000	Nil	590,000

Notes:

(1) Not applicable to Service NEOs.

(2) Approximated based on a Canadian/U.S. dollar exchange ratio of C\$:US\$ of 1.3618:1.0 as of the Record Date.

DIRECTOR COMPENSATION

Introduction

The following discussion describes the significant elements of the compensation program for the non-employee members of our Board and its committees who are Waratah Independent Directors, being John Kanellitsas, Liz Breen, Robert Tichio and Tamara Brown (collectively, the “**Non-Executive Directors**”). The Executive Chair, Vice Chair and Chief Executive Officer do not receive any additional compensation for their roles on the Board.

Director Compensation

Our Board, on the recommendation of our Compensation, Nominating and Governance Committee, is responsible for reviewing and approving any changes to the Non-Executive Directors’ compensation arrangements. In consideration for serving on our Board, each Non-Executive Director is paid an annual retainer which is paid in a combination of cash and deferred share units (“**DSUs**”). Directors’ compensation is not directly based on participation or attendance at Board meetings. Non-Executive Directors also have the ability to elect to take their annual cash retainer in DSUs, though none have elected to do so for 2023. All directors will be reimbursed for their reasonable out-of-pocket expenses incurred while serving as directors.

In connection with our initial public offering earlier this year, we adopted the following compensation program for our Non-Executive Directors:

Position	Annual Cash Retainer	Annual DSU Grant	Additional Chair Fee
Non-Executive Director	\$50,000	\$50,000	-
Lead Independent Director	\$70,000	\$50,000	-
Audit Committee Chair	-	-	\$15,000
Compensation, Nominating and Governance Committee Chair	-	-	\$12,000

No compensation was awarded to the Non-Executive Directors in fiscal 2022. No share or option based awards or incentive plan awards vested or were earned by our Non-Executive Directors during fiscal 2022.

Deferred Share Unit Plan

We have established a Director Deferred Share Unit Plan (the “**DSU Plan**”). As part of their annual retainer, Non-Executive Directors are granted DSUs under the plan. The DSU Plan also allows our Non-Executive Directors to elect to take all or a portion of their annual cash retainer in the form of DSUs. Each such existing director wishing to make such an election will be required to elect to receive all or a portion of his or her annual cash retainer in DSUs no later than the end of the calendar year preceding the year in which such election is to apply.

A DSU is a unit, equivalent in value to an Equity Share, credited by means of a bookkeeping entry in the books of the Corporation, to an account in the name of the director. When dividends (other than share dividends) are paid on Equity Shares, additional DSUs will automatically be granted to each director who holds DSUs on the record date for such dividends. Following an eligible director ceasing to hold all positions with the Corporation and its related entities, the director will receive a payment in cash at the fair market value of the Equity

Shares represented by his or her DSUs on the director's elected redemption date. Each director's elected redemption date will not be earlier than the date the director ceases to hold all positions with the Corporation and its related entities and will not be later than December 15th of the year following the year in which the director ceases to hold all positions with the Corporation and its related entities.

Director Share Ownership Guidelines

Our director share ownership guidelines for Non-Executive Directors are intended to further align the interests of such directors with those of our shareholders. The ownership guidelines establish minimum equity ownership levels for each of our Non-Executive Directors based on a multiple of their annual cash retainer. Such directors are expected to meet the prescribed ownership levels within five years of the later of (i) completion of the initial public offering and (ii) the date of their appointment to the Board. Equity Shares and the value of DSUs and other equity-based awards (if any) will be included in determining an individual's equity ownership value. The expected ownership guideline for these Non-Executive Directors is 10 times their annual cash retainer. The following table summarizes their ownership as of the Record Date:

Position	Annual Cash Retainer	Common Shares/DSUs ⁽²⁾	Value of Common Shares/DSUs ⁽¹⁾	Ownership Multiple
Liz Breen	\$70,000	4,045	42,900	0.6
John Kanellitsas	\$50,000	4,045	42,900	0.9
Robert Tichio	\$50,000	4,045	42,900	0.9
Tamara Brown	\$50,000	5,225	55,400	1.1

Notes:

- (1) Based on a Canadian/U.S. dollar exchange ratio of C\$:US\$ of 1.3618:1.0 and the closing price of the Common Shares on the TSX, each as of the Record Date.
- (2) In connection with closing of our initial public offering, each Non-Executive Director was issued 4,045 DSUs, which vest quarterly in arrears, with the first quarter having vested on March 31, 2023.

GOVERNANCE PRACTICES

The Canadian Securities Administrators have issued corporate governance guidelines pursuant to National Policy 58-201 – *Corporate Governance Guidelines* (“**NP 58-201**”) together with certain related disclosure requirements pursuant to National Instrument 58-101 – *Disclosure of Corporate Governance Practices* (“**NI 58-101**”). The corporate governance guidelines set forth in NP 58-201 are recommended as “best practices” for issuers to follow. The Board recognizes that good corporate governance plays an important role in the Corporation’s overall success and in enhancing Shareholder value and, accordingly, have adopted certain corporate governance policies and practices. The disclosure set out below describes its approach to corporate governance.

Composition of the Board and Board Committees

Under articles, our Board consists of a minimum of three and a maximum of 20 directors as determined from time to time by our directors. Our Board consists of seven directors, the majority of whom are considered to be independent under Canadian securities laws. Under the CBCA, a director may be removed with or without cause by a resolution passed by an ordinary majority of the votes cast by shareholders present in person or by proxy at a meeting of shareholders and who are entitled to vote. The directors will be elected by Shareholders at each annual meeting of Shareholders, and all directors will hold office for a term expiring at the close of the next annual meeting or until their respective successors are elected or appointed. Under the CBCA, between annual general meetings of Shareholders, the directors may appoint one or more additional directors, but the number of additional directors may not at any time exceed one-third of the number of directors elected at the previous annual meeting of Shareholders.

Certain aspects of the composition and functioning of our Board are governed by the terms of the Investor Rights Agreement. The nominees for election by Shareholders as directors will be determined by our Compensation, Nominating and Governance Committee in accordance with the provisions of applicable corporate law, the Investor Rights Agreement and the charter of our Compensation, Nominating and Governance Committee. See also “Committees of the Board — Compensation, Nominating and Governance Committee”.

Director Independence

Under NI 58-101, a director is considered to be independent if he or she is independent within the meaning of section 1.4 of National Instrument 52-110 — *Audit Committees* (“**NI 52-110**”). Pursuant to section 1.4 of NI 52-110, an independent director is a director who is free from any direct or indirect relationship which could, in the view of our Board, be reasonably expected to interfere with a director’s independent judgment.

Based on information provided by each director concerning his or her background, employment and affiliations, our Board has determined that, of the seven directors on our Board, Blair Levinsky, Ernie Ortiz and Mark Wellings are not considered to be “independent” within the meaning of applicable securities laws as a result of their respective relationships with us.

Meetings of Independent and Non-Management Directors

Our Board believes that given its size and structure, including the fact that we have a Lead Independent Director and that certain investment opportunities must be approved by a

majority of the Waratah Independent Directors and that a majority of our directors are independent, the Board is able to facilitate independent judgment in carrying out its responsibilities. To enhance such independent judgment, our Lead Director serves as an independent leadership contact for directors and senior executives and will preside over meetings of the independent Directors and at in camera sessions of the independent directors. Moreover, the independent and non-management members of our Board will have the opportunity to hold in camera meetings with members of management and non-independent directors, as applicable, not in attendance, as part of regularly scheduled Board meetings.

Director Term Limits and Other Mechanisms of Board Renewal

Our Board is composed of a diverse range of individuals who represent a mix of background, experience, skills and expertise, evidencing diversity in tenure, age and gender. Accordingly, our Board has not adopted, nor does it currently consider it necessary to adopt, director term limits. Rather than adopting formal term limits, our Board will adopt a process (having regard to the recommendations of the Compensation, Nominating and Governance Committee) pursuant to which our Board will consider the mechanisms that should be adopted to ensure, among others, the best mix of competencies and skills to provide for our overall stewardship. Our Compensation, Nominating and Governance Committee is also expected to assist our Board by overseeing the evaluation of each director regarding his or her effectiveness and performance.

Charter of the Board of Directors

Our Board is responsible for supervising the management of our business and affairs, including providing guidance and strategic oversight to management. Our Board has adopted a formal charter in the form set forth in Appendix A that includes the following duties and obligations:

- ensuring, to the extent feasible, the integrity of the Chief Executive Officer and other executive officers of the Corporation;
- adopting a strategic planning process and implementing risk management policies and procedures;
- succession planning, including appointing, training and monitoring the performance of the executive officers of the Corporation;
- reviewing the integrity of our internal control and management information systems and requiring the implementation of changes to such systems as may be necessary to ensure the integrity of such systems;
- ensuring compliance with all regulatory requirements relating to financial reporting; and
- adopting and periodically reviewing policies and procedures designed to (i) ensure compliance with applicable laws, (ii) ensure that our business is conducted ethically, and (iii) permit shareholder and other stakeholders feedback.

Our Board has adopted a written position description for the Lead Independent Director, which sets out the Lead Independent Director's key responsibilities, including, among others, facilitating the independent functioning of the Board and assuming certain responsibilities of the Chair in circumstance in which the Chair may be conflicted. See "Governance Practices — Meetings of Independent and Non- Management Directors".

Our Board has also adopted a written position description for the Chair, which sets out the Chair's key responsibilities, including, among others, providing leadership to the Directors, scheduling the meetings of the Board, consulting with the Lead Independent Director in fixing the agenda of meetings of the Board, and promoting the proper flow of information to the Directors.

Our Board has adopted a written position description for each of our committee chairs which sets out each of the committee chair's key responsibilities, including, among others, providing leadership to the committee, scheduling meetings of the committee, organizing and presenting the meeting agenda, and presiding over the meetings.

Our Board has adopted a written position description for our Chief Executive Officer which sets out the key responsibilities of our Chief Executive Officer, including, fostering a corporate culture that promotes ethical practices and encourages individual integrity, developing a long-term strategy and vision for the Corporation that leads to the creation of shareholder value, developing an annual operating plan and financial budget that support the Corporation's long-term strategy, and serving as the primary spokesperson for the Corporation and establishing the Corporation's communications framework and strategy.

Services Agreement

We are party to a management services agreement (the "**Services Agreement**") with Waratah. The address for each of the parties to the Services Agreement is 1133 Yonge Street, 5th Floor, Toronto, Ontario. The following is a summary of the material terms of the Services Agreement; this summary is qualified in its entirety by reference to the provisions of the agreement, which is available on SEDAR at www.sedar.com.

Since inception, we have been operated by Waratah as the manager of the Waratah Funds. As a result, we are in the process of building our own management team. We have entered into the Services Agreement with Waratah in order to provide us with the services of a management team while we work to internalize our own management, together with the provision by Waratah of other transitional services such as office space and technology and IT systems. Our Board has significant flexibility under the Services Agreement to change the scope of the services and the corresponding compensation being paid in respect of management providing us with services under the Services Agreement. The Services Agreement is intended to be a transitional measure while we establish our management team and systems.

As of the date hereof, none of Waratah, Messrs. Levinsky or Panet, nor any of their associates or affiliates, have any outstanding indebtedness owed to the Corporation or its subsidiaries. In addition, since the start of our most recently completed fiscal year, none of Waratah, Messrs. Levinsky or Panet, nor any of their associates or affiliates are party to a transaction or arrangement with the Corporation or its subsidiaries.

Executive Officers

In addition to our own executive officers, Waratah provides us with the services of additional executive or nonexecutive officers for the purposes of conducting the business of the Corporation and for compliance with applicable securities laws and the services of officers or directors of any of our subsidiaries. In conducting these services, Waratah may rely on its own officers, employees or other service providers to Waratah and its affiliates. For information about our directors and executive officers, see “Business of the Meeting — Nominees for Election” and “Executive Compensation — Introduction.” In connection with internalizing our management team, we may also negotiate with Waratah to hire as our own employees the individuals providing services to us under the Services Agreement.

None of Waratah’s officers, employees or other service providers receive any direct compensation from us, except to the extent that we decide to provide grants to any of them under our Omnibus Plan and to the extent of their compensation for acting as directors on our Board. Rather, we reimburse Waratah for its expenses for the compensation paid by Waratah to these individuals providing us with executive officer services. The amount of this compensation is determined from time to time by our Compensation, Nominating and Governance Committee.

Our Compensation, Nominating and Governance Committee, may from time to time on reasonable notice: (i) require that Waratah cease to provide executive officer services for one or more roles; (ii) request that Waratah provide additional executive officer services for one or more additional roles; and (iii) require that certain individuals be prohibited from providing or cease to provide executive officer services. We are responsible for reimbursing Waratah for any reasonable costs or expenses that it incurs if it terminates the employment or services of any individual providing us with executive officer services as a result of a request by the Compensation, Nominating and Governance Committee referred to in clause (ii) or (iii).

If an individual providing executive officer services to us resigns from Waratah or otherwise terminates his or her contract with Waratah, then, unless the Compensation, Nominating and Governance Committee determines otherwise, Waratah will use commercially reasonable efforts to procure the services of a replacement for such individual.

Compensation and Expenses

Since March 15, 2023, when the Corporation completed its initial public offering, the Corporation has paid a total of \$12,713 to Waratah pursuant to the Services Agreement, in respect of services rendered to the Corporation by Waratah from March 15 to March 31, 2023. During the period from January 1, 2023 to the date of this circular, the Corporation paid a total of \$86,000 to Waratah for management services provided in respect of the period from January 1, 2023 to March 15, 2023, under the terms of a management services agreement in place prior to the initial public offering.

Duration and Termination

The Services Agreement was approved by our Board and the Waratah Independent Directors. The Services Agreement has a term ending on the earlier of (i) December 31, 2027 and (ii) 180 days after the Waratah Group first ceases to directly or indirectly own, control or direct at least 5% of our Equity Securities. The Services Agreement may be amended or terminated upon mutual consent of Waratah and the Waratah Independent Directors on behalf of the Corporation.

During the term, the Services Agreement may only be terminated by us for Cause (as defined therein) or following a change of control of the Corporation. The Services Agreement will terminate immediately upon notice to Waratah that we are terminating for Cause or upon the completion of a change of control of the Corporation, as applicable.

Orientation and Continuing Education

Our Board will review and, if determined appropriate, approve the recommendations of the Compensation, Nominating and Governance Committee concerning: (i) a comprehensive orientation program aimed at ensuring that all new directors understand the nature and operations of our business, the role of our Board and the committees of our Board and the contribution that individual directors are expected to make to our Board; and (ii) a continuing education program for all directors that enables them to enhance their skills and abilities as directors and ensure that their knowledge of our business remains current. The chair of each committee will be responsible for coordinating orientation and continuing Director development programs relating to the committee's mandate.

Code of Conduct

We have adopted a written code of business conduct and ethics (the “**Code of Ethics**”) that applies to all of our officers (including the Service NEOs), directors, employees, contractors and agents working on behalf of the Corporation. The objective of the Code of Ethics is to provide guidelines for promoting honesty and integrity and maintaining the highest standards of ethical conduct in all Corporation activities. The Code of Ethics addresses, among others, compliance with laws, rules and regulations, conflicts of interest, fair dealings, confidentiality financial information, internal controls and disclosure, protection and proper use of our assets, communications, illegal payments, equal employment opportunities and harassment, discrimination, bullying, privacy, use of Corporation communication resources, political and charitable activities and reporting any violations of law, regulation or the Code of Ethics. Any person subject to the Code of Ethics must promptly report all violations and breaches of applicable laws or of the Code of Ethics of which they become aware to his or her immediate supervisor and a member of the Corporation's legal department. The Compensation, Nominating and Governance Committee is responsible for reviewing and evaluating the Code of Ethics and will recommend any necessary or appropriate changes to our Board for consideration. The Compensation, Nominating and Governance Committee will assist our Board and the Corporation's general counsel with the monitoring of compliance with the Code of Ethics, and will be responsible for considering and making a recommendation on any waivers of the Code of Ethics involving a director or executive officer of the Corporation (including a Service NEO), with the Board approving or rejecting the proposed waiver as it deems appropriate. Any other proposed waiver of the provisions of the Code of Ethics will be reviewed by the Corporation's general counsel who may, in his or her sole and absolute discretion, either (a) approve or reject the proposed waiver, or (b) refer it to the Compensation, Nominating and Governance Committee for further review. Our Board has ultimate responsibility for monitoring compliance with the Code of Ethics. In accordance with NI 58-101, the Code of Ethics has been filed with the Canadian securities regulatory authorities on SEDAR at www.sedar.com.

Principles of ESG

We believe that battery technology, the electrification of transportation and distributed deployment of renewable power generation, enabled by advances in battery performance, are key elements that underpin global decarbonization efforts. Integration of ESG factors is a key

aspect of our investment analysis and a key consideration in our target investment criteria. We are a signatory of the United Nation's Principles for Responsible Investing. Factors that we consider into our diligence process are as follows:

- focus on sustainable resource extraction;
- use of renewable power in extraction and processing;
- infrastructure benefits to remote communities;
- environmental and economic impact on local communities
- water use, including impact on potable water and water recycling; and
- surface disruption and remediation plans as well as tailings management.

We intend to adopt an ESG Policy (the “**ESG Policy**”) consisting of principles and standards that will apply to our target investment criteria. We intend to conduct site visits, where possible, to monitor and track ESG matters. We will report regularly on the ESG performance of our portfolio of investments to the ESG Committee and the Board, and we will report on our internal ESG performance and that of our counterparty investments annually to our shareholders and other stakeholders.

Diversity

We believe that having a diverse Board can offer a breadth and depth of perspectives that enhance our Board's performance. We value diversity of abilities, experience, perspective, education, gender, background, race and national origin. Recommendations concerning director nominees are expected to be based on merit and past performance as well as expected contribution to our Board's performance and, accordingly, diversity is taken into consideration. Assuming all nominated directors are elected at the Meeting, two of seven members on our Board, or approximately 29%, would be women, and none would be Aboriginal, persons with disabilities or persons belonging to a visible minority. We have and will continue to recruit and select senior management candidates that represent a diversity of business understanding, personal attributes, abilities and experience. Currently, one of our executive officers, or approximately 20%, is female, and none are Aboriginal, persons with disabilities or persons belonging to a visible minority.

We do not currently have a formal policy for the representation and nomination of women or members of other designated groups, including Aboriginals, people with disabilities and persons belonging to visible minorities, on our Board or our senior management. We have not adopted formal targets for gender or other diversity representation in part due to the need to consider specific criteria for each individual appointment.

We anticipate that the composition of our Board and senior management will be shaped by the selection criteria to be established by our Compensation, Nominating and Governance Committee. This will be achieved by, among other things, ensuring that diversity considerations are taken into account in Board vacancies and senior management appointments, monitoring the level of diverse representation on our Board and in senior management positions and continuing efforts to recruit qualified diverse candidates.

Directors' and Officers' Liability Insurance and Indemnification

Our and our subsidiaries' directors and officers are covered under our directors' and officers' liability insurance. Under this insurance coverage, we and our subsidiaries will be reimbursed for insured claims where payments have been made under indemnity provisions on behalf of our and our subsidiaries' directors and officers, subject to a deductible for each loss, which will be paid by us. Our and our subsidiaries' individual directors and officers will also be reimbursed for insured claims arising during the performance of their duties for which they are not indemnified by us or our subsidiaries. Excluded from insurance coverage are illegal acts, acts which result in personal profit and certain other acts.

Committees of the Board

Our Board has established and will maintain the following standing committees, each having mandates that incorporate all applicable laws and stock exchange requirements: the Audit Committee, the Compensation, Nominating and Governance Committee, ESG Committee and Technical Committee.

Our Board appoints and maintains in office members of each of its committees such that the composition of each such committee is in compliance with all applicable laws and stock exchange requirements, having regard to the recommendations of the Compensation, Nominating and Governance Committee with respect to such matters.

Audit Committee

Our Audit Committee is charged with reviewing, overseeing and evaluating our financial controls and reporting. Our Audit Committee consists of three directors. The members of the Audit Committee are appointed by our Board, having considered the recommendation of the Compensation, Nominating and Governance Committee. Our Audit Committee members must all be independent and financially literate within the meaning of NI 52-110, and at least one member must have accounting or financial management expertise. Our Audit Committee comprises Tamara Brown, who acts as chair of this committee, John Kanellitsas and Robert Tichio. Each of our Audit Committee members has the ability to read and understand a set of financial statements that present a breadth and level 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 Corporation's financial statements. For additional details regarding the relevant education and experience of each member of our Audit Committee, see "Business of the Meeting — Nominees for Election".

Our Board has adopted a written charter setting forth the purpose, composition, authority and responsibility of our Audit Committee, consistent with NI 52-110. The Audit Committee will assist our Board in fulfilling its oversight of:

- the integrity of the Corporation's accounting and financial reporting systems, including those used in connection with the preparation of its financial statements, budgets and forecasts;
- the adequacy of the Corporation's internal controls over financial reporting and disclosure controls and procedures;
- the Corporation's compliance with legal and regulatory requirements;

- the external auditor's independence, qualifications and performance;
- the work of the external auditor and the performance of the Corporation's internal audit function; and
- performing any other activities consistent with the Audit Committee charter or specifically assigned to the Audit Committee by our Board.

It is the responsibility of the Audit Committee to maintain free and open means of communication between the Audit Committee, the external auditors and management of the Corporation. The Audit Committee will be given full access to the Corporation's management and records and external auditors as necessary to carry out these responsibilities. The Audit Committee will have the authority to carry out such special investigations as it sees fit in respect of any matters within its various roles and responsibilities. The Corporation will provide appropriate funding, as determined by the Audit Committee, for the payment of compensation to the independent auditor for the purpose of rendering or issuing an audit report and to any advisors employed by the Audit Committee. See "Audit Committee" in the Annual Information Form ("**AIF**"), available on SEDAR at www.sedar.com, for further information on the Audit Committee.

Compensation, Nominating and Governance Committee

Our Board has formed a Compensation, Nominating and Governance Committee that is be charged with reviewing, overseeing and evaluating our compensation, nominating and corporate governance policies. The Compensation, Nominating and Governance Committee comprises three directors, the majority of whom are persons determined by our Board to be independent within the meaning of NI 58-101. Our Compensation, Nominating and Governance Committee comprises Liz Breen, who acts as chair of this committee, Blair Levinsky and Tamara Brown. In her position as chair of the Compensation, Nominating and Governance Committee and as Lead Independent Director of our Board, Ms Breen has the ability to ensure an objective nomination process. Moreover, given Mr. Levinsky's affiliation with Waratah, and Waratah's ability to nominate directors to the Board pursuant to the Investor Rights Agreement, the Compensation, Nominating and Governance Committee will be focused on the remaining director nominees who, the Corporation expects, will be independent of the Corporation for purposes of allowing the Corporation to meet prescribed independence requirements under securities legislation. Moreover, Ms Breen and Ms Brown will hold in camera sessions without Mr. Levinsky as a part of each meeting, if either Ms Breen or Ms Brown deems it necessary or desirable.

Our Board believes that the members of the Compensation, Nominating and Governance Committee individually and collectively possess the requisite knowledge, skill and experience in governance and compensation matters, including human resource management, executive compensation matters and general business leadership, to fulfill the committee's mandate. All members of the Compensation, Nominating and Governance Committee have substantial knowledge and experience as current and former senior executives of large and complex organizations and on the boards of other publicly traded entities. For additional details regarding the relevant education and experience of each member of our Compensation, Nominating and Governance Committee, including the direct experience that is relevant to each committee member's responsibilities in executive compensation, see "Business of the Meeting — Nominees for Election".

Our Board has adopted a written charter setting forth the purpose, composition, authority and responsibility of our Compensation, Nominating and Governance Committee. Our Compensation, Nominating and Governance Committee's purpose is to assist our Board in:

- identifying individuals qualified to become directors, consistent with the criteria established by our Board;
- recommending to our Board the director nominees for the election at the next annual meeting of the Shareholders of the Corporation;
- recommending to our Board director nominees for appointment by our Board to fill any interim vacancy on our Board;
- developing and recommending to our Board a set of corporate governance principles applicable to the Corporation;
- overseeing the evaluation of the directors and the executive officers of the Corporation;
- monitoring compliance with the Code of Ethics and initiating investigations of reported violations thereof;
- making recommendations to the Board with respect to the compensation of directors and executive officers (other than the CEO) of the Corporation and the Corporation's incentive-compensation and equity-based plans;
- reviewing the Corporation's executive compensation disclosure; and
- performing any other activities consistent with the Compensation, Nominating and Governance Committee charter or specifically assigned to the Compensation, Nominating and Governance Committee by our Board.

Our Compensation, Nominating and Governance Committee will take reasonable steps to evaluate and assess directors' performance and effectiveness of our Board, committees of our Board, individual Board members, our Chair and committee chairs. The assessment will address, among other things, individual director independence, individual director and overall Board competencies and skills, and the level of diversity that should be maintained on our Board. Our Board will receive and consider the recommendations from our Compensation, Nominating and Governance Committee regarding the results of the evaluation of the performance and effectiveness of our Board, committees of our Board, individual Board members, our Chair and committee chairs. In identifying new candidates for our Board, the Compensation, Nominating and Governance Committee will consider what competencies and skills our Board, as a whole, should possess and the personality, integrity and other qualities of each director, as these may ultimately determine our boardroom dynamic. Our Compensation, Nominating and Governance Committee will also be responsible for orientation and continuing education programs for our directors. See also "Orientation and Continuing Education".

Our Board is responsible for approving the compensation of our Chief Executive Officer based on the recommendations of the Compensation, Nominating and Governance Committee, as well as, based on the recommendations of the Chief Executive Officer and the Compensation, Nominating and Governance Committee, the compensation of our other

executive officers, including the NEOs (as defined herein). The compensation expected to be paid to NEOs for our first fiscal year as a public company is set forth above under “Executive Compensation — 2023 Target Compensation”.

Further particulars of the process by which by which compensation for our executive officers will be determined are provided under “Executive Compensation”.

ESG Committee

Our Board has formed an ESG Committee that is be charged with reviewing, overseeing and evaluating our ESG Policy. The ESG Committee comprises three directors: Blair Levinsky, who acts as chair of this committee, Robert Tichio and Ernie Ortiz.

Our Board has adopted a written charter, which sets forth the purpose, composition, authority and responsibility of our ESG Committee consistent with our ESG Policy. Our ESG Committee’s purpose is to assist our Board in:

- periodically reviewing and, when appropriate, establishing ESG-related goals and objectives relevant to the compensation of our senior management;
- establishing policies and procedures designed to identify and mitigate risks associated with our compensation policies and practices;
- developing and recommending to the Board our approach to ESG issues, including any changes to the ESG Policy, and reporting to the Board on the ESG performance of our portfolio of investments;
- approving the adoption of any ESG-related standards or initiatives;
- delegating to the Audit Committee the responsibility and authority to monitor, assess and manage risk-related environmental and social issues;
- engaging with our shareholders and other stakeholders in respect of ESG issues; and
- performing any other activities consistent with the ESG Committee charter or specifically assigned to the ESG Committee by our Board.

Technical Committee

Our Board has formed a Technical Committee that is charged with oversight over all technical aspects of the Corporation’s operations, including reviewing and making recommendations to the Board in respect of potential investments in mineral properties, overseeing and assessing the company’s portfolio of assets, supervising the Corporation’s technical teams and other activities relating to the Corporation’s operations. Each of the members of the Technical Committee must have sufficient expertise to comprehend and evaluate the technical issues associated with the Corporation’s operations and portfolio of assets. The Technical Committee comprises: Mark Wellings, who acts as chair of this committee, John Kanellitsas and Ernie Ortiz.

OTHER INFORMATION

Indebtedness of Directors and Officers

None of our, or our subsidiaries', directors, executive officers, employees, former directors, former executive officers or former employees and none of their associates is or has within 30 days before the date of this Circular or at any time since the beginning of our most recently completed fiscal year been indebted to us or any of our subsidiaries or another entity whose indebtedness is subject to a guarantee, support agreement or letter of credit or other similar agreement or understanding provided by us or any of our subsidiaries.

Interests of Certain Persons in Matters to be Acted Upon

To the best of the Corporation's knowledge, other than as disclosed elsewhere in this Circular, no person or company who is, or at any time during fiscal 2022, was, one of the Directors, director nominees, executive officers or any associates or affiliates of these persons has any material interest, direct or indirect, by way of beneficial ownership or otherwise, in matters to be acted upon at the Meeting other than election of directors.

Interests of Informed Persons in Material Transactions

Other than as otherwise disclosed in this Circular or in the "Capital Structure — Reorganization" and "Risks Related to the Ownership of our Common Shares" sections of the AIF, there are no material interests, direct or indirect, of any of our directors or executive officers, any Shareholder that beneficially owns, or controls or directs (directly or indirectly), more than 10% of the aggregate votes attached to the Equity Shares, or any associate or affiliate of any of the foregoing persons, in any transaction since the commencement of the Corporation's most recently completed fiscal year or in any proposed transaction which has materially affected or would materially affect the Corporation and its subsidiaries.

Shareholder Proposals

Shareholder proposals must be submitted between January 14, 2024 and March 14, 2024 to be considered for inclusion in the management information circular for the purposes of the Corporation's 2024 annual meeting of Shareholders.

Additional Information

The Corporation is a reporting issuer under the applicable legislation of all of the provinces and territories of Canada and is required to file consolidated financial statements and information circulars with the various securities commissions or similar regulatory authority in each of the provinces and territories of Canada. The Corporation has filed its AIF which, among other things, contains all of the disclosure required by Form 52-110F1 under National Instrument 52-110 – *Audit Committees*.

Additional information relating to the Corporation, including the AIF and financial information provided in the Corporation's comparative financial statements and management's discussion and analysis ("**MD&A**") for fiscal 2022, is available on SEDAR at www.sedar.com. Shareholders may obtain at no charge copies of the Corporation's financial statements and MD&A by making a written request to Investor Relations at 647-792-1100.

Financial information is provided in the Corporation's comparative annual financial statements and MD&A for its most recently completed fiscal year.

All dollar amounts in this circular are in United States dollars, unless otherwise indicated.

Approval of the Circular

The contents and sending of this Circular have been approved by the Board of Directors.

Dated at Toronto, Ontario this 5th day of May, 2023.

BY ORDER OF THE BOARD

"Blair Levinsky"

Executive Chair

**APPENDIX A
CHARTER OF THE BOARD OF DIRECTORS
OF
LITHIUM ROYALTY CORP**

(see attached)

**CHARTER OF THE BOARD OF DIRECTORS
OF
LITHIUM ROYALTY CORP.**

1 PURPOSE AND RESPONSIBILITY OF THE BOARD

The board of directors (the “**Board**”) of Lithium Royalty Corp. (the “**Corporation**”) acknowledges responsibility for the stewardship of the Corporation and its business. This stewardship function includes responsibility for the matters set out in this Charter, which form part of the Board’s statutory responsibility to manage, or supervise the management of, the business and affairs of the Corporation.

2 REVIEW OF CHARTER

The Board shall review and assess the adequacy of this Charter annually and at such other times as it considers appropriate, and shall make such changes to this Charter as it considers necessary or appropriate.

3 DEFINITIONS AND INTERPRETATION

3.1 Definitions

In this Charter:

“**Audit Committee**” means the audit committee of the Board;

“**Compensation, Nominating and Governance Committee**” means the compensation, nominating and governance committee of the Board;

“**CEO**” means the Chief Executive Officer of the Corporation;

“**CFO**” means the Chief Financial Officer of the Corporation;

“**Chair**” means the Chair of the Board;

“**Charter**” means this Charter, as amended from time to time;

“**Director**” means a member of the Board;

“**Lead Director**” means the independent lead Director of the Board, if any;

“**Shareholders**” means the shareholders of the Corporation; and

“**Stock Exchange**” means, at any time, the Toronto Stock Exchange, and any other stock exchange on which any securities of the Corporation are listed for trading at the applicable time.

3.2 Interpretation

This Charter is subject to and shall be interpreted in a manner consistent with the articles and by-laws of the Corporation, the *Canada Business Corporations Act* (the “CBCA”), and any other applicable legislation.

4 CHAIR OF THE BOARD

4.1 Chair to Be Appointed Annually

The Board shall appoint the Chair and the Lead Director, if applicable, annually at the first meeting of the Board after a meeting of the Shareholders at which Directors are elected; provided, however, that if the appointment of the Chair or the Lead Director, as applicable, is not so made, the Director who is then serving as Chair and the Director who is then serving as Lead Director, if applicable, shall continue to hold such office until his or her successor is appointed.

4.2 Chair Not Independent

In the event the Chair is not an independent Director, an independent Director shall be appointed to act as Lead Director with the mandate to ensure independent oversight of the business and affairs of the Corporation

4.3 Position Descriptions

The Board shall review and, if determined appropriate, approve the recommendations of the Compensation, Nominating and Governance Committee concerning formal position descriptions for:

- (a) the Chair;
- (b) the Lead Director, if the Chair is not an independent Director;
- (c) the chair of each standing committee of the Board; and
- (d) the CEO.

5 REMUNERATION OF DIRECTORS AND RETAINING ADVISORS

5.1 Remuneration

Directors shall receive such remuneration for their service as the Board may determine from time to time, in consultation with the Compensation, Nominating and Governance Committee.

5.2 Retaining and Compensating Advisors

Each Director shall have the authority to retain outside counsel and any other external advisors from time to time, as necessary to fulfill their duties as a Director of the Corporation and with the approval of the chair of the Compensation, Nominating and Governance Committee.

6 MEETINGS OF THE BOARD

6.1 Conduct of Meetings

Meetings of the Board shall be called and held in a manner consistent with and at any location contemplated in the Corporation's by-laws.

6.2 Frequency of Board Meetings

Subject to the Corporation's by-laws, the Board shall meet at least quarterly.

6.3 Invitees

The Board may invite any of the Corporation's officers, employees, advisors or any other person to attend meetings of the Board to assist in the discussion and examination of the matters under consideration by the Board.

6.4 Confidentiality and Privilege

The proceedings and deliberations of the Board and its committees are confidential and privileged, where applicable. Each Director shall maintain the confidentiality and privilege, where applicable, of all information received in his or her capacity as a Director of the Corporation.

7 IN CAMERA SESSIONS

7.1 In Camera Sessions of Non-Management Directors

In connection with each meeting of the Board, the non-management Directors shall have the opportunity to meet without any member of management being present (including any Director who is also a member of management).

7.2 In Camera Sessions of Independent Directors

If there are any non-management Directors who are not independent Directors, the independent Directors shall have the opportunity to meet at the conclusion of each meeting of the Board with only independent Directors present.

8 DELEGATION AND RELIANCE

8.1 Delegation to Committees

The Board may establish and delegate to committees of the Board any duties and responsibilities of the Board which the Board is not prohibited by law from delegating. However, no committee of the Board shall have the authority to make decisions which bind the Corporation, except to the extent that such authority has been specifically delegated to such committee by the Board.

8.2 Requirement for Certain Committees

The Board shall establish and maintain the following standing committees, each having mandates that incorporate all applicable laws and Stock Exchange requirements:

- (a) Audit Committee; and
- (b) Compensation, Nominating and Governance Committee.

8.3 Composition of Committees

The Board shall appoint and maintain in office members of each of its committees such that the composition of each such committee is in compliance with all applicable laws and Stock Exchange requirements, having regard to the recommendations of the Compensation, Nominating and Governance Committee with respect to such matters.

8.4 Review of Charters

On an annual basis, the Board will review the recommendations of the Compensation, Nominating and Governance Committee with respect to the charters of each committee of the Board. The Board will approve such changes to the charters as it determines appropriate.

8.5 Delegation to Management

Subject to applicable laws and the Corporation's articles and by-laws, the Board may designate the offices of the Corporation, appoint officers thereto, specify their duties and delegate to them the powers to manage the business and affairs of the Corporation.

8.6 CEO Position Description.

Having regard to recommendations of the Compensation, Nominating and Governance Committee, and in consultation with the CEO, the Board shall adopt a position description for the CEO which:

- (a) defines the responsibilities of the Corporation's management; and
- (b) sets out the overall corporate goals and objectives that the CEO is responsible for meeting, taking into consideration the goals and obligations relevant to the CEO's compensation approved by the Compensation, Nominating and Governance Committee.

8.7 Reliance on Management

The Board is entitled to rely in good faith on the information and advice provided to it by the Corporation's management.

8.8 Reliance on Others

The Board is entitled to rely in good faith on information and advice provided to it by advisors, consultants and such other persons as the Board considers appropriate.

8.9 Oversight

The Board retains responsibility for oversight of any matters delegated to any committee of the Board or to management of the Corporation.

9 DUTIES OF DIRECTORS

9.1 Fiduciary Duty and Duty of Care

In exercising his or her powers and discharging his or her responsibilities, a Director shall:

- (a) act honestly and in good faith with a view to the best interests of the Corporation; and
- (b) exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances.

9.2 Compliance with CBCA and Constatng Documents

A Director shall comply with the provisions of the CBCA and the Corporation's articles and by-laws.

9.3 Compliance with the Corporation's Policies

A Director shall comply with all policies of the Corporation applicable to members of the Board, as approved by the Board from time to time.

10 RESPONSIBILITIES OF DIRECTORS

10.1 Responsibilities Set out in Charter

A Director shall review and participate in the proceedings of the Board necessary in order for the Board to discharge its duties and responsibilities as set out in this Charter.

10.2 Orientation and Education

A Director shall participate in any orientation and continuing education programs developed for the Directors.

10.3 Meeting Preparation and Attendance

In connection with each meeting of the Board and each meeting of a committee of the Board which the Director is a member, a Director shall:

- (a) review thoroughly the materials provided to the Director by management in connection with the meeting, provided that such review is practicable in view of the time at which such material was delivered to the Director; and
- (b) attend each meeting in person to the extent practicable (unless the meeting is scheduled to be held by teleconference or video-conference).

10.4 Assessment and Evaluation

A Director shall participate in such processes as may be established by the Board for assessing and evaluating the Board, its committees and individual Directors.

10.5 Other Responsibilities

A Director shall perform such other functions as may be delegated to that Director by the Board or any committee of the Board from time to time.

11 BOARD RESPONSIBILITY FOR SPECIFIC MATTERS

11.1 Responsibility for Specific Matters

The Board acknowledges responsibility for the matters set out in Sections 12 to 16, recognizing that these matters represent in part responsibilities reflected in requirements and recommendations adopted by applicable securities regulatory authorities and the Stock Exchanges and do not limit the Board's overall responsibility for the stewardship of the Corporation and its business or its responsibility to manage, or supervise the management of, the business and affairs of the Corporation.

11.2 Delegation to Committees

Whether or not specific reference is made to committees of the Board in connection with any of the matters referred to in Sections 12 to 16, the Board may direct any committee of the Board to consider such matters and to report and make recommendations to the Board with respect to these matters.

12 CORPORATE GOVERNANCE

12.1 Governance Practices and Principles

The Board shall be responsible for developing the Corporation's approach to corporate governance.

12.2 Governance Principles

(a) **Governance Principles.** The Board shall review and approve, if appropriate, a set of governance principles and guidelines appropriate for the Corporation (the "**Governance Principles**") having regard to the recommendations of the Compensation, Nominating and Governance Committee.

(b) **Amendments.** The Board shall review the Governance Principles at least annually and adopt such changes to the Governance Principles as it considers appropriate from time to time having regard to the recommendations of the Compensation, Nominating and Governance Committee.

12.3 Governance Disclosure

(a) **Approval of Disclosure.** The Board shall approve disclosure about the Corporation's governance practices in any document before it is delivered to the Corporation's shareholders or filed with any securities regulatory authorities or the Stock Exchanges having regard to the recommendations of the Compensation, Nominating and Governance Committee.

(b) **Determination that Differences Are Appropriate.** If the Corporation's governance practices differ from those recommended by applicable securities regulatory

authorities or the Stock Exchanges, the Board shall consider these differences and why the Board considers them to be appropriate having regard to the recommendations of the Compensation, Nominating and Governance Committee.

12.4 Certification

The Board shall review and approve, before it is filed, each certification required to be delivered by the Corporation's CEO or CFO to any Stock Exchange with respect to the Corporation's compliance with the corporate governance provisions of its listing agreement.

12.5 Delegation to Compensation, Nominating and Governance Committee

The Board may direct the Compensation, Nominating and Governance Committee to consider the matters contemplated in this Section 12 and to report and make recommendations to the Board with respect to these matters.

13 RESPONSIBILITIES RELATING TO MANAGEMENT

13.1 Integrity of Management

The Board shall, to the extent feasible, satisfy itself:

- (a) as to the integrity of the CEO and other executive officers of the Corporation; and
- (b) that the CEO and other executive officers of the Corporation create a culture of integrity throughout the organization.

13.2 Succession Planning

(a) **General.** The Board shall be responsible for succession planning, including appointing, training and monitoring the performance of the executive officers of the Corporation.

(b) **CEO Succession.** Having regard to the recommendations of the Compensation, Nominating and Governance Committee, the Board shall adopt:

- (i) policies and principles regarding identifying and evaluating candidates as potential successors to the CEO; and
- (ii) policies regarding succession in the event of an emergency or the retirement of the CEO.

13.3 Goals and Objectives of CEO

The Board shall receive recommendations of the Compensation, Nominating and Governance Committee with respect to the corporate goals and objectives that the CEO is responsible for meeting and shall approve those goals and objectives as appropriate.

13.4 Executive Compensation Policy

The Board shall receive recommendations of the Compensation, Nominating and Governance Committee and make such determinations as it considers appropriate with respect to:

- (a) the CEO's compensation;
- (b) the compensation of the other executive officers;
- (c) the compensation of the Directors;
- (d) incentive-compensation plans;
- (e) equity-based compensation plans; and
- (f) policies relating to the determination and payment of bonuses and benefits.

14 OVERSIGHT OF THE OPERATION OF THE BUSINESS

14.1 Risk Management

Taking into account the reports of management and such other persons as the Board may consider appropriate, the Board shall identify the principal risks of the Corporation's business and satisfy itself as to the implementation of appropriate systems to manage these risks.

14.2 Strategic Planning

The Board shall adopt a strategic planning process and shall approve, on at least an annual basis, a strategic plan which takes into account, among other things, the opportunities and risks of the Corporation's business.

14.3 Internal Control and Management Information Systems

The Board shall review the reports of management and the Audit Committee concerning the integrity of the Corporation's internal control and management information systems and, where appropriate, require management (overseen by the Audit Committee, as appropriate) to implement changes to such systems to ensure the integrity of such systems.

14.4 Disclosure Policy and Feedback Process

(a) The Board shall adopt a disclosure policy for the Corporation's communications with Shareholders, the investment community, the media, governments and their agencies, employees and the general public, having regard to the recommendations of management and the Compensation, Nominating and Governance Committee. Such policy shall be developed with reference to the requirements and recommendations of applicable securities laws and Stock Exchange requirements.

(b) The Board shall establish a process pursuant to which the Board can receive feedback from securityholders and other stakeholders.

14.5 Financial Statements

(a) The Board shall receive regular reports from the Audit Committee with respect to the integrity of the Corporation's financial reporting system and its compliance with all regulatory requirements relating to financial reporting.

(b) The Board shall review the recommendation of the Audit Committee with respect to the annual financial statements of the Corporation to be delivered to Shareholders. If appropriate, the Board shall approve such financial statements.

14.6 Capital Management

The Board shall receive regular reports from management on the structure and management of the Corporation's capital.

14.7 Code of Business Conduct and Ethics

(a) **Adoption of Code of Business Conduct and Ethics.** The Board will adopt a code of business conduct and ethics for the Corporation (the "**Code**") having regard to the recommendations of the Compensation, Nominating and Governance Committee. In adopting the Code, the Board will consider the recommendations of the Compensation, Nominating and Governance Committee concerning its compliance with applicable laws and Stock Exchange requirements and other recommended best practices in governance.

(b) **Compliance and Disclosure.** The Board will direct the Compensation, Nominating and Governance Committee to monitor compliance with the Code and recommend disclosures with respect thereto. The Board will consider any report of the Compensation, Nominating and Governance Committee concerning these matters, and will approve, if determined appropriate, the disclosure in respect of the Code.

(c) **Waivers.** The Board shall consider any report of the Compensation, Nominating and Governance Committee with respect to any waiver granted to a Director or an executive officer of the Corporation from complying with the Code and shall approve or reject such request as it deems appropriate.

15 NOMINATION OF DIRECTORS

15.1 Nomination and Appointment of Directors

(a) The Board shall nominate individuals for election as Directors by the Shareholders, having regard to the recommendations of the Compensation, Nominating and Governance Committee.

(b) The Board shall adopt a process (having regard to the recommendations of the Compensation, Nominating and Governance Committee) pursuant to which the Board shall consider:

- (i) what competencies and skills the Board, as a whole, should possess;
- (ii) what competencies and skills each existing Director possesses and which the Board, as a whole, possesses;
- (iii) diversity on the Board, including diversity based on gender, ethnicity, culture, heritage, education and any other relevant considerations;
- (iv) the mechanisms that should be adopted to ensure periodic Board renewal;

- (v) the personality and other qualities of each Director; and
- (vi) the appropriate size of the Board, with a view to facilitating effective decision-making.

16 BOARD EFFECTIVENESS

16.1 Director Orientation and Continuing Education

The Board shall review and, if determined appropriate, approve the recommendations of the Compensation, Nominating and Governance Committee concerning:

- (a) a comprehensive orientation program aimed at ensuring that all new Directors understand the nature and operations of the Corporation's business, the role of the Board and the committees of the Board and the contribution that individual Directors are expected to make to the Board; and
- (b) a continuing education program for all Directors that enables them to enhance their skills and abilities as Directors and ensure that their knowledge of the Corporation's business remains current.

16.2 Board, Committee and Director Assessments

The Board shall adopt a process having regard to the recommendation of the Compensation, Nominating and Governance Committee for assessing the performance and effectiveness of the Board as a whole, the committees of the Board and the contributions of individual Directors on an annual basis.

16.3 Annual Assessment of the Board

Each year, the Board shall assess its performance and effectiveness and review this Charter in accordance with the process established by the Compensation, Nominating and Governance Committee.

Approved by the Board of Directors of the Corporation on February 21, 2023, and effective as of March 8, 2023.