Annual Information Form

For the year ended December 31, 2024

Dated as of March 17, 2025

Table of Contents

GENERAL MATTERS

Unless otherwise noted or the context otherwise indicates, all references in this Annual Information Form ("**AIF**") to the "Company", "LRC", "we", "us" or "our" refer to Lithium Royalty Corp. together with its subsidiaries. For reporting purposes, the Company presents its financial statements in United States dollars and in accordance with IFRS Accounting Standards ("**IFRS**") as issued by the International Accounting Standards Board ("**IASB**"). All dollar amounts in this AIF are expressed in United States dollars, except as otherwise indicated. References to "US$", "$" or "dollars" are to United States dollars, references to "C$" are to Canadian dollars and references to "A$" are to Australian dollars. Certain totals, subtotals and percentages in this AIF may not reconcile due to rounding.

The information contained in this AIF is as of March 17, 2025, unless otherwise indicated. More current information may be available on our website at www.lithiumroyaltycorp.com or on the System for Electronic Document Analysis and Retrieval ("**SEDAR+**") at www.sedarplus.ca. In addition, we maintain supporting materials on our website which may assist in reviewing (but are not to be considered part of) this AIF.

FORWARD-LOOKING INFORMATION

This AIF contains "forward-looking information" within the meaning of applicable Canadian securities legislation. Forward-looking information may be identified by the use of forward-looking terminology such as "plans", "targets", "expects", "is expected", "budget", "scheduled", "estimates", "outlook", "forecasts", "projection", "prospects", "strategy", "intends", "anticipates", "believes", or variations of such words and phrases or terminology which states that certain actions, events or results "may", "could", "would", "might", "will", "will be taken", "occur" or "be achieved". Our assessments of, and expectations for future periods described in this AIF are considered forward-looking information. In addition, any statements that refer to expectations, intentions, projections or other characterizations of future events or circumstances contain forward-looking information. Statements containing forward-looking information are not historical facts but instead represent management's expectations, estimates and projections regarding possible future events or circumstances.

The forward-looking information included in this AIF is based on our opinions, estimates and assumptions in light of our experience and perception of historical trends, current conditions and expected future developments, as well as other factors that we currently believe are appropriate and reasonable in the circumstances. The forward-looking statements contained in this AIF are also based upon the ongoing operation of the properties in which we hold a royalty interest by the owners, developers or operators of such properties in a manner consistent with past practice; the accuracy of public statements and disclosures made by the owners or operators of such underlying properties; and the accuracy of publicly disclosed expectations for the development of underlying properties that are not yet in production. These assumptions include, but are not limited to, the following: assumptions in respect of current and future market conditions and the execution of our business strategies, that operations, or ramp-up where applicable, at properties in which we hold a royalty interest, continue without further interruption through the period, and the absence of any other factors that could cause actions, events or results to differ from those anticipated, estimated, intended or implied. Despite a careful process to prepare and review the forward-looking information, there can be no assurance that the underlying opinions, estimates and assumptions will prove to be correct. Forward-looking information is also subject to known and unknown risks, uncertainties and other factors that may cause the actual results, level of activity, performance or achievements to be materially different from those expressed or implied by such forward-looking information. Such risks, uncertainties and other factors include, but are not limited to, those set forth under the caption "Risk Factors". For clarity, Mineral Resources that are not Mineral Reserves do not have demonstrated economic viability and Inferred Resources are considered too geologically speculative for the application of economic considerations.

Although we have attempted to identify important risk factors that could cause actual results or future events to differ materially from those contained in forward-looking information, there may be other risk factors not presently known to us or that we presently believe are not material that could also cause actual results or future events to differ materially from those expressed in such forward-looking information. There can be no assurance that such information will prove to be accurate, as actual results and future events could differ materially from those anticipated in such information. Accordingly, readers should not place undue reliance on forward-looking information, which speaks only as of the date made. The forward-looking information contained in this AIF represents our expectations as of the date of this AIF and is subject to change after such date. We disclaim any intention or obligation or undertaking to update or revise any forward-looking information whether as a result of new information, future events or otherwise, except as required under applicable Canadian securities legislation. All of the forward-looking information contained in this AIF is expressly qualified by the foregoing cautionary statements.

MARKET AND INDUSTRY DATA

Market and industry data presented throughout this AIF were obtained from third-party sources, industry reports and publications, websites and other publicly available information, on the basis of our knowledge of the markets in which we operate, including information provided by other industry participants.

We believe that the market and industry data presented throughout this AIF are accurate and, with respect to data prepared by us or on our behalf, that our opinions, estimates and assumptions are currently appropriate and reasonable, but there can be no assurance as to the accuracy or completeness thereof. The accuracy and completeness of the market and industry data presented throughout this AIF are not guaranteed and the Company does not make any representation as to the accuracy of such data. Actual outcomes may vary materially from those forecast in such reports or publications, and the prospect for material variation can be expected to increase as the length of the forecast period increases. Although we believe it to be reliable, the Company has not independently verified any of the data from third-party sources referred to in this AIF, analyzed or verified the underlying studies or surveys relied upon or referred to by such sources, or ascertained the underlying market, economic and other assumptions relied upon by such sources. Market and industry data are subject to variations and cannot be verified due to limits on the availability and reliability of data inputs, the voluntary nature of the data gathering process and other limitations and uncertainties inherent in any statistical survey.

EXCHANGE RATE INFORMATION

The following table sets out the high and low rates of exchange for one U.S. dollar expressed in Canadian dollars during each of the following periods, the average rate of exchange for those periods and the rate of exchange in effect at the end of each of those periods. Rates are based on exchange rates published by Bloomberg.

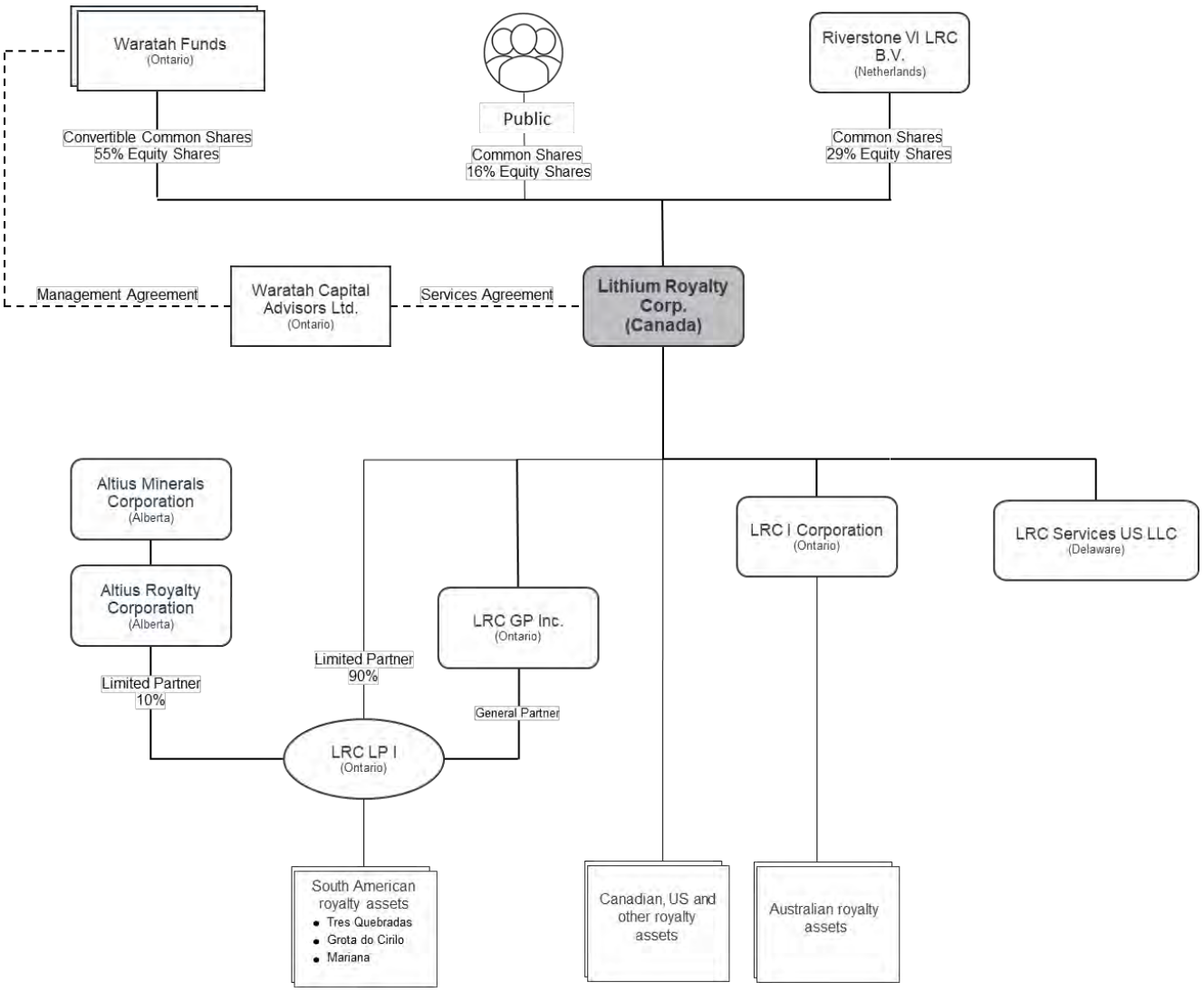
	2024	2023
	(C$)	(C$)
High	1.4447	1.3875
Low	1.3239	1.3110
Average	1.3700	1.3495
Period End	1.4384	1.3243

On March 14, 2025, the exchange rate posted by the Bank of Canada for conversion of U.S. dollars into Canadian dollars was $1.00 = C$1.4388.

THE COMPANY

The Company was incorporated on November 23, 2017 with the name Lithium Royalty Corp. ("**LRC**") under the *Canada Business Corporations Act* ("**CBCA**"). Our registered office and head office is located at 1027 Yonge Street, Suite 303, Toronto, Ontario M4W 2K9. The telephone number at our head office is (416) 572-3900.

The following chart identifies our subsidiaries and their applicable governing jurisdictions.



THREE-YEAR HISTORY

2022

In January 2022, we acquired a 2.0% gross overriding royalty ("**GOR**") on the Donner Lake project in Manitoba, Canada and a 2.0% GOR royalty on the Campus Creek project in Ontario, Canada, each owned by Grid Metals. In addition, we entered into an offtake agreement with Grid Metals for 25% of the production from each of the Donner Lake and Campus Creek lithium projects and we entered into a joint venture agreement with Grid Metals to acquire a 25% working interest in each of the Donner Lake and Campus Creek lithium projects. LRC disposed of these offtakes and working interests as part of the Pre-IPO Reorganization in March 2023.

In February 2022, we acquired a 1.0% GOR royalty over the Zeus lithium project located in Nevada, United States and owned by Noram Lithium Corp.

In March 2022, we acquired a 2.0% GOR royalty over the Shatford Lake and Cat-Euclid Lake projects in Manitoba, Canada, owned by ACME Lithium Inc.

In May 2022, we acquired a 1.0% GOR royalty on the Yinnetharra spodumene project (formerly known as the Malinda project) in Western Australia from Electrostate Pty Ltd. ("**Electrostate**"). On September 28, 2022, Red Dirt Metals Limited acquired Electrostate, including the Yinnetharra spodumene project. Red Dirt Metals Limited subsequently renamed itself as Delta Lithium Limited ("**Delta Lithium**").

In August 2022, we acquired a 1.25% GOR royalty on the Tabba Tabba spodumene project in Western Australia jointly owned by Morella and Sayona and operated by Morella. In addition, we acquired a 1.25% GOR royalty on the Mt Edon and Mt Edon West spodumene projects in Western Australia owned by Sayona, Morella and a third party and operated by Morella.

In September 2022, we acquired two-thirds of a 1.5% existing GOR royalty on each of the Seymour Lake spodumene project, the Root Lake spodumene project and the Wisa Lake spodumene project, each in Ontario, Canada and owned by Green Technology Metals Limited ("**Green Technology Metals**").

In October 2022, we acquired a 1.0% GOR royalty on the Eyre project in Western Australia owned by Larvotto Resources Limited. In addition, in December 2022, we acquired an offtake for 20% of the production of lithium and all other pegmatite materials extracted from the Eyre project. We disposed of this offtake as part of the Pre-IPO Reorganization in March 2023. See "Capital Structure – Reorganization".

In December 2022, we acquired a 1.25% GOR royalty on each of the Kaustinen and Ilmajoki reservation areas in Finland, owned by a wholly-owned subsidiary of Arvo Lithium Ltd.

2023

In January 2023, we acquired a pre-existing 2.0% NSR royalty on the Adina project in Québec, Canada.

In February 2023, we acquired a one-quarter interest in an existing 2.0% NSR royalty on the Mariana lithium brine project in Salta, Argentina operated by Ganfeng Lithium Co. Ltd. ("**Ganfeng**").

In March 2023, we acquired an existing 1.5% NSR royalty covering a portion of the Galaxy (formerly James Bay) lithium project in Québec operated by Arcadium Lithium plc (subsequently acquired by Rio Tinto).

On March 15, 2023, we closed our initial public offering ("**IPO**"). We sold an aggregate of 8,824,000 common shares from treasury at an offering price of C$17.00 per share. The common shares are listed on the TSX under the symbol LIRC. Total proceeds from the IPO were $102.7 million (C$141.4 million), net of underwriting fees and related underwriting expenses of $6.3 million (C$8.6 million), which proceeds were used for the acquisition of royalties, for expenses of the IPO, to repay shareholder notes, to pay contingent royalty obligations as and when they are triggered, and for other general corporate purposes.

In May 2023, we acquired a 3.0% GOR royalty on the Das Neves project owned by Atlas Lithium Corp. ("**Atlas**") in Minas Gerais, Brazil.

In May 2023, we also acquired a 2.0% GOR royalty on the Case Lake project owned by Power Metals Corp. in Ontario, Canada.

In July 2023, we acquired an additional 0.5% GOR royalty on the Tres Quebradas project in Argentina owned by Zijin Mining Group Company Limited ("**Zijin**"), an issuer listed on the Shanghai Stock Exchange and the Stock Exchange of Hong Kong, increasing our aggregate net position to a 1.4% GOR royalty.

In July 2023, we entered into a credit agreement with National Bank of Canada (the "**Credit Facility**"), permitting the Company to draw up to $25.0 million, either on a revolving or term basis (up to six months).

In August 2023, the Ontario court ruled in our favour, affirming a binding contract made in January 2021 to purchase an 85% interest in the Thacker Pass royalty from Orion Resource Partners for US$18.7 million. Subsequently, the court granted us an injunction in January 2024, restraining Orion Resource Partners and related entities from transferring the remaining 40% interest in the Thacker Pass royalty held by Orion Resource Partners, preserving that interest as a potential remedy for LRC pending resolution of the ongoing litigation.

In November 2023, we acquired an existing 1.0% NSR royalty on the Mia lithium project in Québec, Canada owned by Q2 Metals Corp.

In December 2023, Pinnacle Minerals Limited acquired a controlling interest in the Adina East lithium project from an investment fund managed by Waratah. We had previously acquired a 2.0% GOR royalty on this project in December 2022.

During 2023, LRC re-purchased 154,500 shares under LRC's normal course issuer bid ("**NCIB**"), at a total cost of US$1.3 million.

2024

On March 8, 2024, we acquired a 1.5% GOR royalty on mineral claims in Brazil held by M4E Lithium Ltda., including over the Whitebushes and Mt. Elephant lithium projects.

On December 19, 2024, LRC announced the partial sale of a 0.5% GOR royalty on the Tres Quebradas lithium project in Argentina, to Triple Flag Precious Metals Corp. (**"Triple Flag")** for cash consideration of US$28 million, which is expected to be completed on March 19, 2025.

In December 2024, we received a waiver from the lenders under our Credit Facility in respect of certain covenant breaches under the Credit Facility. The Credit Facility is undrawn as of the date of this AIF and we are unable to draw on the Credit Facility until such time as we are in compliance with the covenants in the Credit Facility.

2025

On March 5, 2025, Rio Tinto completed is previously announced $6.7 billion acquisition of Arcadium Lithium plc, which operates the Mt Cattlin and Galaxy (formerly James Bay) projects.

DESCRIPTION OF OUR BUSINESS

We are a lithium-focused royalty company with a diversified portfolio of royalties on mineral properties around the world that supply or are expected to supply raw materials to support the electrification and decarbonization of the global economy. Due to the increasingly broad deployment of electric vehicles ("**EVs**"), our focus to-date has been on the battery supply chain for the transportation industry. Our focus on batteries has been enhanced more recently by battery demand from energy storage system ("**ESS**") installations. Recognizing the importance of lithium for batteries and broader electrification initiatives, our royalty portfolio is underpinned by mineral properties that produce or are expected to produce lithium and other battery minerals.

Our Royalty Portfolio

Our royalty portfolio is composed of 35 royalties on 33 properties, with four properties at the production stage, three properties at the development stage and 26 properties at the exploration and evaluation stage.

Our classification of properties in the production phase includes properties that have established commercial production or are in the process of ramping up to commercial production. Development phase properties also include previously producing properties that have been put into care and maintenance by their operators, but where we believe the properties will resume production at some point in the future. We also consider a property to be in the development phase if it has not yet reached the production phase but is in construction and is permitted. Our classification of properties in the exploration and evaluation phase includes projects that range from the late stages of pre-construction development through to the early stages of exploration.

Our current royalty portfolio is summarized in the table below.

Mineral Property[(1)]	Location	Operator	Commodity Exposure	Key Terms
Producing				
Grota do Cirilo	Minas Gerais, Brazil	Sigma	Lithium Spodumene	1.0% NSR royalty[(2)]
Mt Cattlin	Western Australia	Rio Tinto	Lithium Spodumene	A$1.5 per tonne treated
Finniss	Northern Territory, Australia	Core Lithium	Lithium Spodumene	2.5% GOR royalty
Mariana (Brine)	Salta, Argentina	Ganfeng	Lithium Chloride/ Carbonate	0.5% NSR royalty[(2)]
Development				
Das Neves	Minas Gerais, Brazil	Atlas Lithium	Lithium Spodumene	3.0% GOR royalty
Tres Quebradas (Brine)	Catamarca, Argentina	Zijin Mining	Lithium Carbonate	0.9% GOR royalty[(2)]
Horse Creek[(3)]	British Columbia, Canada	Sinova Global	Silica Quartz	8.0% – 4.0% GOR royalty[(2)]
Exploration and Evaluation				
Adina	Québec, Canada	Winsome	Lithium Spodumene	4.0% GOR royalty[(5)] 1.0% NSR royalty
Cancet	Québec, Canada	Winsome	Lithium Spodumene	4.0% GOR royalty[(5)] 1.0% NSR royalty
Sirmac-Clapier	Québec, Canada	Winsome	Lithium Spodumene	4.0% GOR royalty
Yinnetharra	Western Australia	Delta Lithium	Lithium Spodumene	1.0% GOR royalty
Seymour Lake	Ontario, Canada	Green Technology Metals	Lithium Spodumene	1.0% GOR royalty
Root Lake	Ontario, Canada	Green Technology Metals	Lithium Spodumene	1.0% GOR royalty
Wisa Lake	Ontario, Canada	Green Technology Metals	Lithium Spodumene	1.0% GOR royalty
Galaxy	Québec, Canada	Rio Tinto	Lithium Spodumene	1.5% NSR royalty
Moblan	Québec, Canada	Sayona	Lithium Spodumene	2.5% – 1.5% GOR royalty[(4)(6)]
Tansim	Québec, Canada	Sayona	Lithium Spodumene	2.0% NSR royalty
Mallina	Western Australia	Morella Corporation	Lithium Spodumene	1.5% GOR royalty
Donner Lake	Manitoba, Canada	Grid Metals Corp.	Lithium Spodumene	2.0% GOR royalty
Campus Creek	Ontario, Canada	Grid Metals Corp.	Lithium Spodumene	2.0% GOR royalty

Mineral Property[1]	Location	Operator	Commodity Exposure	Key Terms
Case Lake	Ontario, Canada	Power Metals Corp.	Lithium Spodumene	2.0% GOR royalty
Valjevo (Clay)	Valjevo, Serbia	Palkovsky Group	Lithium Carbonate/Boric Acid	GOR royalty at various rates
Lithium Springs[7]	Northern Territory, Australia	Lithium Springs Limited	Lithium Spodumene	1.5% GOR royalty
Zeus (Clay)	Nevada, United States	Noram Lithium Corp.	Lithium Carbonate	1.0% GOR royalty
Basin East & West / Wikieup (Clay)	Arizona, United States	Bradda Head Lithium Limited	Lithium Hydroxide	2.0% GOR royalty
Shatford Lake / Cat-Euclid	Manitoba, Canada	ACME Lithium Inc.	Lithium Spodumene	2.0% GOR royalty
Tabba Tabba	Western Australia	Morella Corporation	Lithium Spodumene	1.25% GOR royalty
Mt Edon / Mt Edon West	Western Australia	Morella Corporation	Lithium Spodumene	1.25% GOR royalty[8]
Eyre	Western Australia	Larvotto Resources Limited	Lithium Spodumene	1.0% GOR royalty
Kaustinen / Ilmajoki	Central Ostrobothnia, Finland	Arvo Lithium Ltd.	Lithium Spodumene	1.25% GOR royalty
Adina East	Québec, Canada	Pinnacle Minerals Ltd.	Lithium Spodumene	2.0% GOR royalty
Mia	Québec, Canada	Q2 Metals Corp.	Lithium Spodumene	1.0% NSR royalty
Whitebushes / Mt. Elephant	Brazil	M4E Lithium Ltda.	Lithium Spodumene	1.5% GOR royalty

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Notes:

(1) Lithium deposits at each mineral property are hard rock deposits unless otherwise noted.

(2) Altius has an indirect 10% interest in each of the NSR royalty over the Grota do Cirilo project, the two GOR royalties on the Tres Quebradas project acquired in 2018 and the GOR royalty on the Mariana project, through its limited partnership interest in LRC LP I. The Company holds the other 90% limited partnership interest. The general partner of LRC LP I is a subsidiary of the Company. See "Material Contracts — LRC LP I Limited Partnership Agreement". LRC holds an additional 0.5% GOR royalty interest on the Tres Quebradas project that we acquired in July 2023, but has agreed to sell that royalty interest to Triple Flag.

(3) The GOR royalty on the Horse Creek quarry is assessed at 8.0% of annual gross revenues up to $45.0 million and 4.0% on any portion of annual gross revenues in excess of $45.0 million. Pilot production at the Horse Creek quarry took place in the third quarter of 2021. Commercial production is anticipated to commence in 2025.

(4) The GOR royalty on the Moblan project is assessed at 2.5% of gross revenues for the first one million tonnes of ore produced per annum and 1.5% of gross revenue for any tonne of ore produced thereafter.

(5) Certain tenements comprising the property are assessed at 3.0% of quarterly gross revenues.

(6) Royalty is payable only on production attributable to the ownership interest of the royalty payor in the relevant property, which ownership interest is less than 100%.

(7) Our interest on the Lithium Springs project is an option to acquire the Lithium Springs Royalty. The option was exercisable until the earlier of (i) March 1, 2025, and (ii) Lithium Springs Limited completing a listing of its shares on the ASX, but the parties are in discussions regarding an extension of the option.

Royalty Interests in Mineral Projects

A royalty is a commercial arrangement that provides payments to a royalty holder by the owner or operator of a resource property. The payments are typically calculated based on a percentage of the minerals or other products produced or the revenues or profits generated from the property. To date, we have chosen to invest in royalties rather than other types of alternative financing arrangements in the mining industry, as we prefer the simplicity of a royalty and the protection offered by registering a royalty on title, where permitted by local law. Several jurisdictions, including certain provinces in Canada in which the Company holds royalties, permit a royalty holder to register or otherwise record evidence of a royalty interest in mineral title or land registries. Unlike a streaming interest, which is contractual in nature, royalty interests are frequently intended to run with the underlying title to property, where permitted by local law, and may have a greater likelihood of surviving bankruptcy, where permitted by local law. However, not all jurisdictions allow royalty interests to be registered on property title and in circumstances where the project operator does not have an interest in land (such as where the operator

holds only mining claims), it will generally not be possible to register a royalty interest on title. Moreover, we believe that we are well-positioned to address the increasing demand for financing from property owners, developers and operators through royalty arrangements due to the lack of shareholder dilution from royalty arrangements as compared to traditional equity financing and to the non-financial resources that royalty holders like us are able to provide, including structural flexibility, partner-like alignment and sector experience and expertise.

With the exception of the royalty over the Mt Cattlin spodumene project in Western Australia, which is tonnage-based, all of our royalties are revenue-based and generally provide cash flow that remains free of any operating or capital costs and environmental liabilities, which are characteristics that reduce our exposure to cost inflation and operating risk at the project level. The key types of revenue-based royalties are:

- Gross Overriding Revenue (GOR) royalties are based on the total revenue stream from the sale of production from a property with few, if any, deductions. Some royalty agreements refer to gross proceeds which are comparable to gross revenues.
- Net Smelter Return (NSR) royalties are based on the value of production or net proceeds received by the operator from the smelter or refinery that treats the operator's mineral production. These proceeds are usually subject to deductions or charges for transportation, insurance, smelting and refining costs as set out in the royalty agreement, but may also be subject to other deductions or charges.

Royalties can be commodity specific and, for instance, may apply only to lithium or have varying royalty structures for different commodities from the same property. Royalties can be restricted or varied by metallurgy, ore type or even by stratigraphic horizon. Alternatively, royalties may be structured to cover all minerals extracted from a mineral project, and not solely lithium.

Typically, royalty interests are established through an agreement between the royalty holder and the property owner. We negotiate the terms of these "primary" royalties directly with the property owner and endeavour to ensure that the royalty terms reflect the protections that we believe are appropriate to protect the viability of our investment in the royalty. In other circumstances, we may acquire a pre-existing "secondary" royalty from a seller different than the property owner. In these circumstances, the terms of the royalty will be pre-determined and generally not subject to renegotiation with the project operator.

A royalty is typically not a working interest in a property. With respect to typical GOR and NSR royalties, the royalty holder is not responsible for operating the project and has no obligation to contribute additional funds for any purpose, including operating or capital costs or environmental or reclamation liabilities. As the terms of royalty interests are usually structured to cover the entire life of the underlying asset and are generally assessed as a percentage of total mineral production, royalty holders benefit from exploration success, mine life extensions and operational expansions within the areas covered by the royalty interests (typically without being required to share in the capital costs that property owners, developers or operators incur to achieve such extensions and expansions). As a result, a smaller percentage royalty interest in a property can effectively equate to the economic value of a larger percentage profit or working interest in the same property.

Our Strategy

Our overarching objective has been the development of a diverse portfolio of royalty interests within an electrification and decarbonization macroeconomic theme, with an emphasis on lithium. We intentionally targeted lithium over other battery metals given its robust projected growth profile, largely driven by EV and ESS demand. We have also sought to diversify our portfolio geographically, while focusing on favourable jurisdictions. In our view, lithium has the following advantages when compared to other battery materials:

- low risk of obsolescence, as lithium is the lightest known metal, the least dense solid element and has a high electrochemical potential with the greatest energy-to-weight performance;
- expected future growth of lithium content per battery with increasing pack size and electrode chemistries;
- relative size of the economically available lithium supply compared to expected future demand; and
- capital intensity of lithium project development, similar to other extractive resources, with long development lead times.

Coupled with our focus on lithium, we have intentionally and purposefully developed our portfolio to be economically and geographically diversified, such that it is not over-weighted to any particular royalty interest or mineral

property. We have foregone or reduced the size of royalty interest investments where the overall portfolio would risk being materially over-weighted to such royalty interests.

Our industry involvement and network of relationships in the lithium industry run deep. Often, we get a "first look" at lithium projects globally as operators look to associate with us to establish credibility in the quickly emerging capital markets for battery materials, and to benefit from our network across the electric vehicle and battery materials ecosystem. This has been, and continues to be, a material benefit in creating value, and our internally-sourced deal flow has become a key competitive advantage. We leverage this involvement and network of relationships to initially source and make investments in royalty opportunities, and then partner with the owners, developers and operators on whose properties we hold our royalties to assist with further financing and development and influence positive environmental and social outcomes. We do this because we understand that the success of our royalties is necessarily dependent on the success of the mining projects located on the properties covered by our royalties. We seek to remain aligned in interest with our partner owners, developers and operators.

Investment Highlights

Pure-play battery metal royalty company with passive cash flows

Our primary investment focus is on acquiring royalties on battery metal mining properties. Relative to other participants in the broader royalty industry, our portfolio of assets provides investors with a differentiated exposure to lithium production as a result of substantially all of our assets being extraction projects with significant lithium potential. Some of our royalties also cover deposits that include co-located cesium and/or tantalum. Other mining royalty companies are typically focused on gold and other precious metals or on base metals.

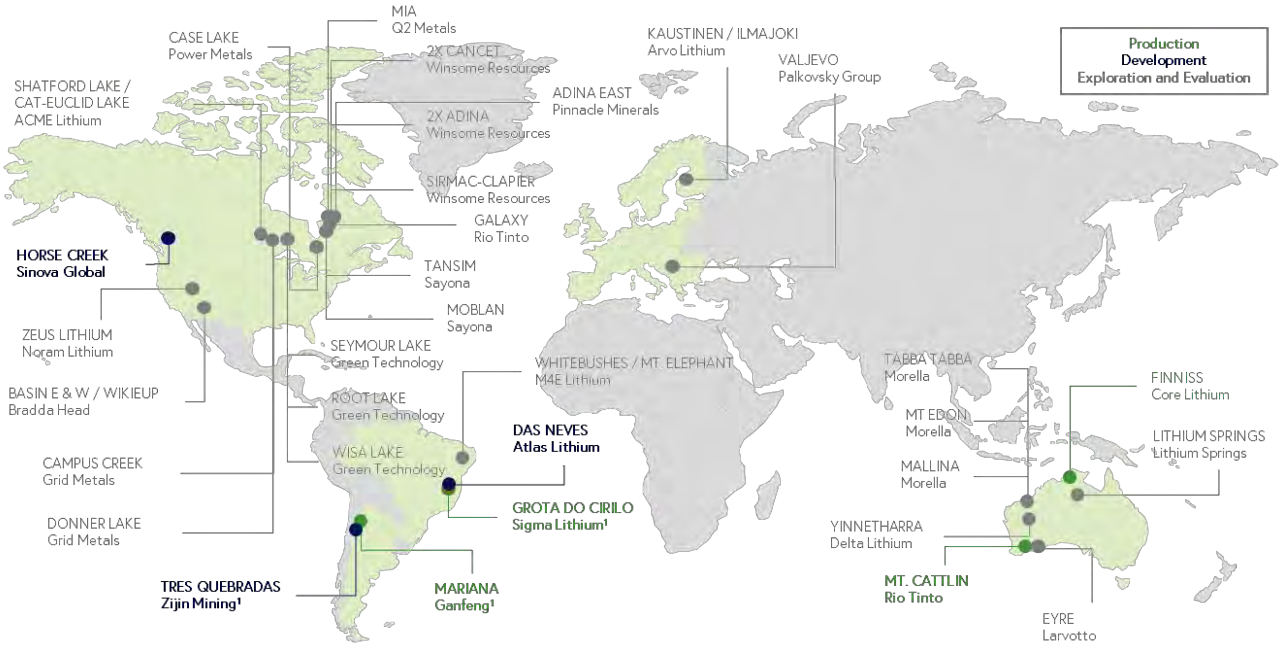
As a royalty company, the cash flows from our royalty interests represent a portfolio of passive cash flows. Substantially all of our royalties are based on the revenues of the owner, developer or operator of the underlying properties, which results in limited exposure to direct operating and capital costs incurred at the operating level. We believe our lack of direct exposure to operating and capital costs results in more stable cash flows than those of the underlying property owners, developers or operators. Further, we believe this reduced volatility, combined with diversification through multi-project exposure, enables us to achieve a lower cost of capital than the underlying property owners, developers or operators. We share in the upside provided by exploration success, mine life extensions, and operational expansions on properties covered by our royalty interests. We believe our portfolio will result in relatively stable cash flows after the underlying mines come into production, while preserving direct exposure to underlying commodity prices and the opportunity to participate in the upside of the project. Our exposure is enhanced by our royalties on development-stage assets which are more likely to advance into production in a favourable commodity price environment.

In contrast to lithium-focused royalty companies, precious metals-focused royalty and streaming companies are generally operating in a highly competitive sector in an environment in which commodity price forecasts generally align with spot prices and there is a neutral commodity outlook. Comparatively, due to the disconnect in long-term consensus and spot pricing for lithium, we believe that increasing demand for lithium may cause longer term upward pressure on long-term pricing. Set out below is a chart that summarizes the advantages of an investment in LRC when compared against an investment in lithium project developers or in precious metals royalty companies.

	LRC	Lithium Developers	Precious Metal Royalty Companies
Direct Cost Exposure	✗	✓	✗
Diversified Asset Concentration	✓	✗	?
Exposure to Commodity Prices	✓	✓	✓
Project Expansion	✓	✓	✓
Secular Growth Dynamic	✓	✓	✗
"First Look" Lithium Pipeline	✓	✗	✗
Decarbonization Thematic	✓	✓	✗
Favourable Government Policies	✓	✓	✗

Our royalty business model facilitates greater diversification of our portfolio of assets (by mine and by jurisdiction) than is typical for mining companies, whose results are often dominated by one or a few key mining projects. In addition to lithium exposure, where appropriate, we may also diversify our portfolio with royalties on other battery metals. Our royalties provide us with exposure to a variety of lithium compounds, including spodumene, lithium carbonate and lithium hydroxide. Furthermore, certain of our royalties are structured to cover all minerals extracted from a project and are not limited to lithium compounds. For example, certain lithium deposits also contain cesium and/or tantalum, which in some cases are also covered by our royalties. Cesium is a strategically important element used in applications such as atomic clocks, petroleum exploration and radiation detection. Tantalum is a rare metal used in the electronics, aerospace and defence industries. Due to their limited sources and high demand in advanced technology sectors, cesium and tantalum are valuable commodities with significant commercial utility. According to Shanghai Metals Markets (SMM), cesium carbonate trades at $121/kg and tantalum pentoxide trades at $207/kg, as of March 13, 2025.

In addition to diversification across mineral properties, we have also sought to construct a geographically diversified portfolio focused on jurisdictions that are generally more receptive to mining operations, with stronger economies and with robust and stable legal systems. To that end, our royalties are primarily located in Brazil, Argentina, Canada, Australia and the United States. Seventeen of our royalties are located in jurisdictions that were ranked in the top 10 of the Fraser Institute's Investment Attractiveness Index for 2023.[1]



Note:

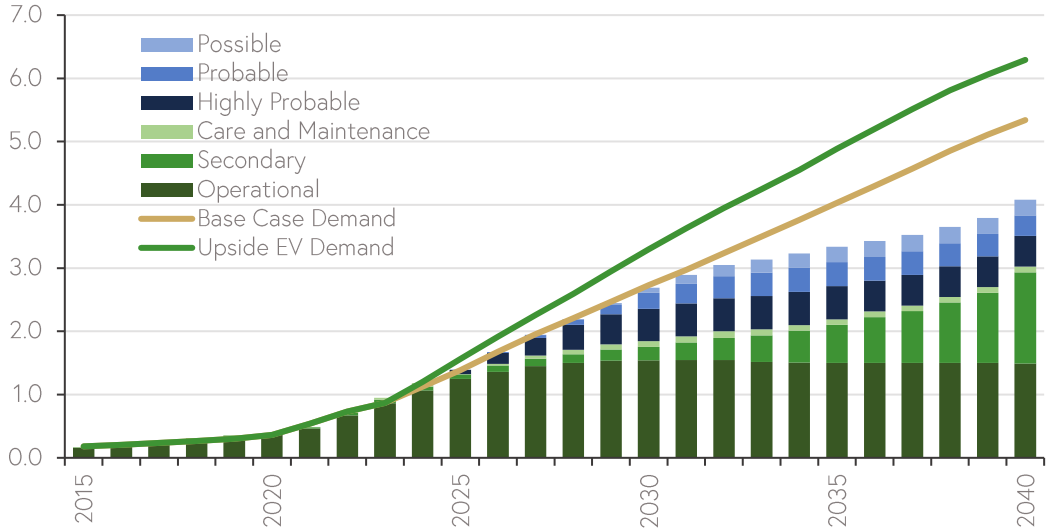
(1) See "Summary of Our Asset Portfolio" below for further details regarding certain of our royalty assets.

Favourable lithium market dynamics are underpinned by robust EV and ESS demand trends

The evolution of battery technologies is transforming the renewable energy, transportation and energy storage sectors. We believe that the electrification of transportation is a transformational change event which will have a profound impact on society, the environment and the investment landscape. We have built an asset base designed to capitalize on a strong demand for lithium that significantly outpaces its supply. By the year 2040, demand for lithium is expected to reach approximately 5.3 million tonnes of lithium carbonate equivalent ("**LCE**"), while supply is expected to reach around 4.1 million tonnes of LCE.[2]

[1] Source: Yunis, J and Aliakbari, E., *Fraser Institute Annual Survey of Mining Companies*, 2023.
[2] Source: Benchmark Minerals Lithium Forecast Q4 2024.

Lithium Supply and Demand Projections (Mt LCE)



Source: Benchmark Minerals Lithium Forecast Q4 2024

The demand for lithium is predominantly tied to the projected increase in demand for EVs. In addition to EVs, lithium has applications in batteries for ESS installations. ESS allows generated power to be stored and consumed at a later time, during periods of higher or peak energy demand. See the section below entitled "The Lithium Market" for more discussion of lithium demand.

Robust acquisition pipeline to further expand lithium royalty portfolio

As a consequence of establishing a global presence and being early to the electrification and battery materials investment thematic, we believe we have a strong brand within the lithium supply industry. We often get a "first look" at lithium projects globally as operators look to associate with us to establish credibility in the quickly emerging capital markets for battery materials, and to benefit from our network across the EV, ESS and battery materials ecosystem. This has been, and continues to be, a material benefit in creating value, and our internally-sourced deal flow has become a key competitive advantage.

Since inception, we have completed royalty transactions at several points in the lithium market cycle and believe that we are equipped to do so in the future. We have developed a pipeline of near- and long-term opportunities.

We evaluate opportunities subject to our target investment criteria which consider economic and resource metrics, in addition to company and transaction specific considerations. Among other criteria, we target potential investments in opportunities with the following characteristics: low operating cost, low initial and sustaining capital intensity, high grade, long mine life, low impurities, achievement of battery grade quality production, favourable royalty legislative and geopolitical environment (generally verified through in-country title diligence), delineated resources, permitting clarity (with no material issues outstanding), conventional flow sheets (including coarse grain deposits) and optionality and growth potential. We believe that we assume conservative recoveries and conservative forecast lithium prices. We seek to invest in operators, developers and owners that have management teams with strong execution track records, a conservative balance sheet and a credible financing plan. In addition, we seek to enter into royalty arrangements with favourable royalty rights, such as providing for cash flows over the life of mine and no repurchase options. Typically, we target royalties that run with the title to the property or, when unavailable in a particular jurisdiction, seek to obtain available protections such as title registration or a mortgage against the owner's interest in the property.

Experienced team with a proven track record

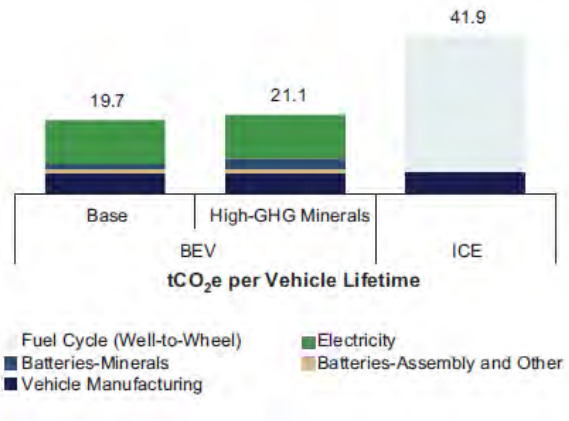
Our team members have a diversity of expertise that is instrumental in constructing a diversified, high-quality royalty portfolio of lithium assets. Team members have expertise in geology, chemical engineering, finance and capital markets and are key participants in the global electric vehicle value chain. We believe that our team gives us a competitive advantage in

the market due to its expertise in battery materials and extensive relationships with battery producers, cathode and anode suppliers, metal traders, original equipment manufacturers and metal extraction developers. We are regularly invited to participate in industry, sell side, and broader conferences as part of the EV and ESS thematic. Our team members have collectively visited many major lithium deposits and have a detailed proprietary assessment of many of them. Our team continues to search for new and upcoming lithium projects to add to our pipeline of investment opportunities. This expertise, combined with extensive relationships across the mining sector and the battery supply chain, has resulted in rapid growth of our portfolio and a high proportion of internally-sourced deal-making (relative to deals sourced through broad auctions) since our inception in 2018. We believe the number and variety of our transactions since inception demonstrate our strong execution capabilities and a track record of value creation. See "Directors and Executive Officers" and "Material Contracts — Services Agreement".

Sustainability

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. As depicted in the chart below, the full lifecycle emissions of an EV, when taking into consideration total emissions from battery material extraction and processing, are 50% lower than internal combustion engines ("**ICE**").

Emissions from Mining Do Not Negate Clean Energy Benefits



Source: IEA, "The Role of Critical Minerals in Clean Energy Transitions", May 2021.

In March 2024, BloombergNEF released a report analyzing the full lifecycle emissions of EVs in five jurisdictions (U.S., UK, China, Japan and Germany)[3]. The report found that in all cases analyzed, EVs have lower lifecycle emissions than ICE vehicles, with the amount dependant on how far they are driven, and the cleanliness of the grid where they charge. In the U.S., total lifetime EV emissions were estimated at 23.7 metric tons of CO_2, compared to 57.7 metric tons for an ICE passenger vehicle.

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 include:

- 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.

[3] Source: BloombergNEF, "The Lifecycle Emissions of Electric Vehicles", March 11, 2024.

In addition, lithium production can contribute to regional development and job creation in remote communities, use brackish non-potable water, engage local communities with social programs, generate material in-province tax revenue and facilitate the availability of electricity in remote and unconnected communities, all of which are factors in our origination, investment and risk management process.

The Lithium Market

Overview

The IEA has stated that lithium is the fastest-growing mineral, driven by growing EV deployment and that while other minerals used in EVs are subject to uncertainty around different chemistry choices, lithium demand is relatively immune to these risks, with additional upsides if all-solid-state batteries are widely adopted.[4]

Demand Tailwinds

Lithium is critical to decarbonation. By the year 2040, demand for lithium is expected to reach approximately 5.3 million tonnes of lithium carbonate equivalent ("**LCE**"), while supply is expected to reach around 4.1 million tonnes of LCE.[5] In 2024, global lithium demand reached 1.1 million tonnes LCE for the first time according to Benchmark Minerals, marking a substantial 30% year-on-year increase. Projections indicate that demand will reach at least 3 million tonnes LCE by 2030, underscoring lithium's critical role in the global energy transition.

We are witnessing a global shift in consumer demand from traditional ICE vehicles to EVs. A key component of EVs is the battery and a key component of mainstream batteries is lithium. According to McKinsey & Company, there is no substitute for lithium to meet the demands of the mobility sector.[6]

The growth in the lithium market in 2024 was primarily driven by Chinese EV sales. The Chinese EV market grew more than 30% in 2024, driven by the proliferation of affordable EV models. Chinese EV sales penetration exceeded 50% in 2024 and CATL, the world's largest battery manufacturer, anticipates that EV penetration in China will surpass 70% of new vehicles sold by 2025.[7]

In North America, EV sales rose by 9% year-over-year in 2024, supported by the introduction of more affordable models, such as the Chevy Equinox. While Europe experienced a slight decline in EV registrations in 2024, primarily due to double-digit decreases in Germany, several key markets recorded notable year-over-year growth, including the UK rising by 21%, Belgium by 37%, the Netherlands by 16% and Spain by 11%.

Looking ahead, BloombergNEF forecasts a 30% increase in EV units sold globally in 2025, once again led by China.[8] Europe is expected to rebound, driven by the introduction of more affordable models and regulatory adjustments to CO_2 emissions standards. Early 2025 figures already indicate strong momentum, with battery electric vehicle sales up 42% in the UK, 41% in Germany, 71% in Italy, and 55% in Spain.

ESS installations are also a growing source of demand for lithium. Shanghai Metals Market (SMM), a third party data provider, estimates the ESS market grew approximately 63% in 2024[9], taking the ESS segment to approximately 20% of total global lithium demand. According to BloombergNEF's 2H 2024 Energy Storage Market Outlook, energy storage installations around the world are projected to reach a cumulative 6.2 terawatts hours by the end of 2035, nearly 18 times BNEF's estimated 358GWh capacity at the end of 2024. Rho Motion reported a significant surge in large-scale energy storage projects in 2024, with 17 installations exceeding 1 GWh, up from just 4 in 2023. While lithium alternatives such as sodium-ion batteries have been suggested for ESS installations, Rho Motion (a battery markets consultancy) estimates that less than 0.1% of capacity coming online in 2024 will be from sodium-ion batteries.

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4 Source: IEA, "The Role of Critical Minerals in Clean Energy Transitions", May 2021.
5 Source: Benchmark Minerals Lithium Forecast Q4 2024.
6 Source: McKinsey & Company, "Lithium mining: How new production technologies could fuel the global EV revolution", April 12, 2022.
7 Source: CATL initial public offering prospectus, filed for listing on the Hong Kong Stock Exchange, February 11, 2025.
8 Source: BloombergNEF, "Clean Transport: 10 Things to Watch in 2025", January 13, 2025.
9 Source: Shanghai Metal Market, "2024 Global ESS Battery Cell Shipments Suge to 334GWh", January 22, 2025.

These demand trends were reflected in several large acquisition transactions during 2024. Rio Tinto completed its $6.7 billion acquisition of Arcadium Lithium plc on March 5, 2025 and Pilbara Minerals Limited completed its $560 million acquisition of Latin Resources Limited in February 2025.

Supply Headwinds

At the same time that the lithium market is being buoyed by demand tailwinds, we believe that supply headwinds are amplifying a structural supply deficit. We expect these supply headwinds to continue while growth in demand continues to outpace supply.

Importantly, the supply of lithium from existing mineral and brine projects is below the levels needed to satisfy forecasted demand, and new supply of lithium from minerals and brines requires significant capital expenditure and involves long lead-times. Similarly, producing an additional supply of lithium from unconventional sources, such as lithium clays and direct lithium extraction, depends on newly-applied processing technologies, which we expect will take longer to implement at a commercial scale than initially anticipated. While high lithium prices during late 2022 and early 2023 triggered a supply response, depressed lithium prices during the second half of 2023 and 2024 have led to meaningful supply curtailments. Albemarle notes that approximately 25% of the global resource cost curve is currently uneconomic at these price levels, suggesting that future price increases may be necessary to incentivize new supply in a growing demand environment.

See “Risk Factors — Risks Related to Our Business and Industry — The development and adoption of non-lithium battery technologies could significantly impact our prospects and future revenues”.

Lithium Pricing Mechanics

In addition to the direct impact on royalty payments, an elevated market price of lithium is a significant contributor to the Company’s royalty portfolio through broad increases in exploration and development activity surrounding lithium projects and the increased viability of development projects. We believe that several factors support an attractive lithium pricing environment as owners and operators enter into these contracts.

Commercial quantities of lithium are typically sold by mine owners and operators through negotiated contracts. Historically, these contracts were generally fixed-volume contracts that were subject to fixed prices as determined at the time the contract was entered into. More recently, owners and operators have expanded the use of contracts with their customers that contemplate annual volume commitments and which may contain variable pricing mechanics that are not subject to price-caps.

Since the owner, developer or operator of the underlying property receives its pricing based on such negotiated contracts, and since our royalties are generally tied to the revenues of such owner, developer or operator, we are impacted by the terms and pricing mechanics of the negotiated contracts and other arrangements entered into between such owner, developer or operator and its customers.

Market pricing for each category of lithium product (for example, spodumene, lithium carbonate and lithium hydroxide) is generally location-based and linked to the level of purity of the product. Lithium pricing is frequently quoted with reference to a specified level of purity, with lower levels of purity receiving downward price adjustments. For example, spodumene pricing is generally quoted based on SC6, meaning that the spodumene product contains 6% lithium oxide. LRC is currently most exposed to spodumene and lithium carbonate pricing.

Lithium prices underwent a sustained correction beginning November 2022 and remain depressed. Since our IPO in March 2023, lithium prices have fallen by 86% (averaging price declines across spodumene, lithium carbonate and lithium hydroxide). We believe that the decline in lithium prices was a result of multiple factors. Lithium converters and battery manufacturers built up lithium commodity and battery inventories to levels that reduced their demand for lithium. The lithium commodity price appreciated coming out of the pandemic and induced significant lithium supply growth, particularly from expanded supply from Africa and China. And weaker EV demand growth, particularly in North America, attenuated anticipated demand for EV batteries.

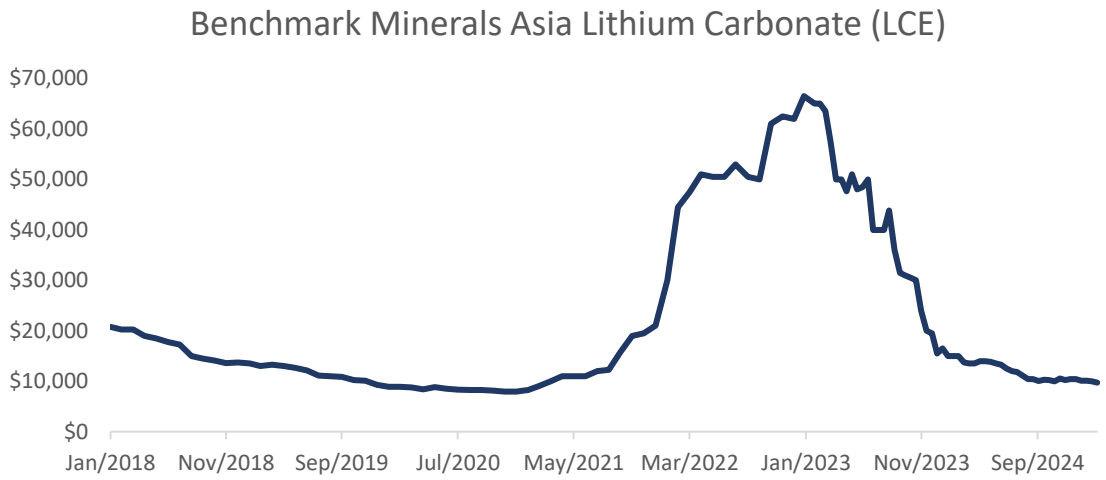
Lithium prices have been presented below for each of 99.5% lithium carbonate, 56.5% lithium hydroxide and 6% spodumene, based on spot market prices for delivery in China, which is the country with the largest global concentration of lithium users. Prices in other locations are generally expected to be similar to these prices, but may differ for a variety of

reasons, including transportation, local taxation and other reasons. As noted above, these prices may differ materially from lithium pricing realized through contractual arrangements, which have limited transparency.

Lithium carbonate spot prices as of March 14, 2025 were $9,700 per tonne, and reached a high of $19,500 per tonne and a low of $ $9,975 during 2024, based on Benchmark Minerals Intelligence prices. Set out below is a chart depicting the lithium carbonate pricing between June 2018 and March 14, 2025.

Lithium carbonate spot prices as of March 14, 2025 were $9,700 per tonne, and reached a high of $19,500 per tonne and a low of $9,975 per tonne during 2024, based on Benchmark Minerals Intelligence prices. Set out below is a chart depicting the lithium carbonate pricing between June 2018 and March 14, 2025.

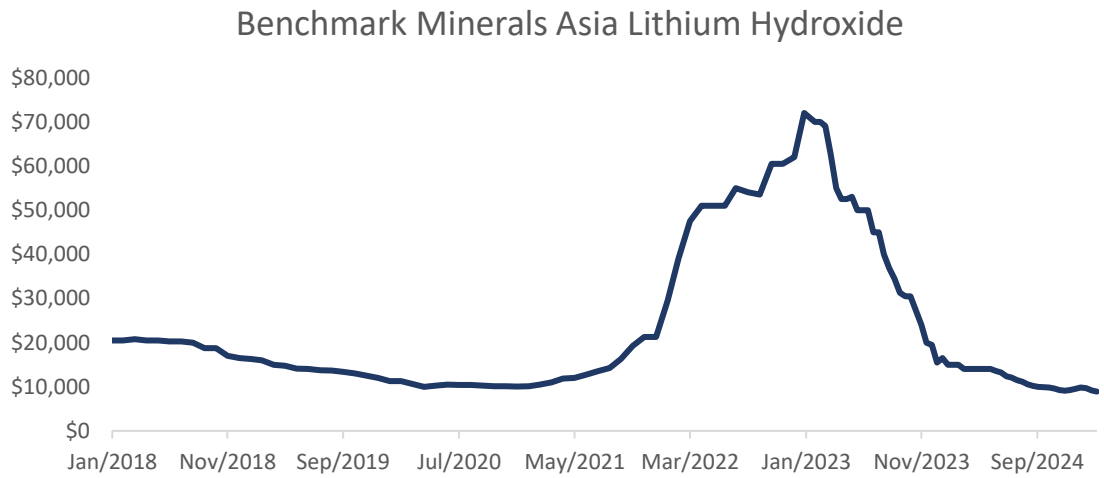
Historical 99.5% lithium carbonate prices (US$/tonnes)



Source: Bloomberg.

Lithium hydroxide spot prices as of March 14, 2025 were $8,900 per tonne, and reached a high of $19,500 per tonne and a low of $9,075 per tonne during 2024, based on Benchmark Minerals Intelligence prices. Set out below is a chart depicting the lithium hydroxide pricing between June 2018 and March 14, 2025.

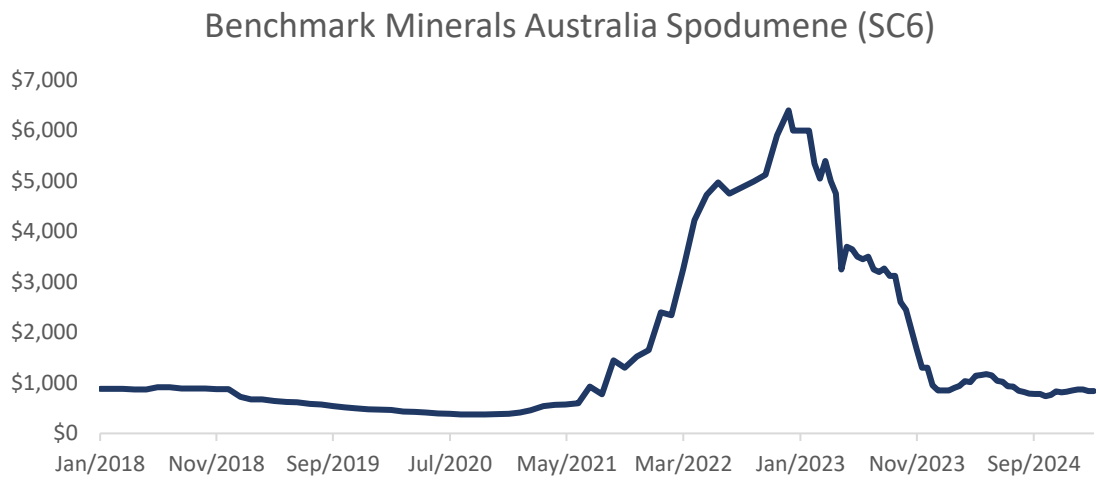
Historical 56.5% lithium hydroxide prices (US$/tonne)



Source: Bloomberg.

Spodumene spot prices as of March 14, 2025 were $838 per tonne and reached a high of $1,300 per tonne and a low of $740 per tonne during 2024, based on Benchmark Minerals Intelligence prices. Set out below is a chart depicting the spodumene pricing between June 2018 and March 14, 2025.

Historical 6% spodumene prices (US$/tonne)



Source: Bloomberg.

Summary of Our Asset Portfolio

We own a portfolio of 35 royalties. These investments are tied to 33 mining properties at various stages of the mine life cycle, including four producing mines, three projects in the development stage and 26 exploration and exploration stage projects.

Portfolio by Asset Stage

Production Stage Projects

Grota do Cirilo — Minas Gerais, Brazil

In February 2019, we acquired the Grota do Cirilo royalty in Brazil, a 1.0% NSR royalty on the Grota do Cirilo project. If Sigma Lithium Corporation ("**Sigma**") beneficiates spodumene concentrate into value-added or beneficiated products (such as lithium hydroxide) and sells the value-added or beneficiated products, the royalty is assessed on the basis of spodumene concentrate pricing. This royalty is contractual and does not represent an interest in land.

The Grota do Cirilo project is owned and operated by Sigma Mineração S.A. ("**Sigma Brazil**"), a wholly-owned subsidiary of Sigma. Sigma is listed on the Nasdaq and the TSX Venture Exchange under the symbol "SGML". The Grota do Cirilo project consists of 27 mineral rights, spread over 191 square kilometers located in the municipalities of Araçuai and Itinga, in the State of Minas Gerais, Brazil. Sigma is currently focusing on advancing five of the nine lithium projects for its primary phases — Xuxa (Phase 1), Barreiro (Phase 2), Nezinho do Chicao, Murial and Lavra do Meio.

A Mineral Reserve has been estimated on the Xuxa, Barreiro and Nezinho do Chicao deposits. At the Xuxa deposit, using an effective date of June 21, 2021, the Grota do Cirilo Technical Report disclosed Proven Mineral Reserves of 8.34 Mt at an average grade of 1.55% Li_2O and Probable Mineral Reserves of 3.46 Mt at an average grade of 1.54% Li_2O. At the Barreiro deposit, using an effective date of February 24, 2022, the Grota do Cirilo Technical Report disclosed Proven Mineral Reserves of 16.93 Mt at an average grade of 1.38% Li_2O and Probable Mineral Reserves of 4.83 Mt at an average grade of 1.29% Li_2O. At the Nezinho do Chicao deposit, using an effective date of October 31, 2022, the Grota do Cirilo Technical Report disclosed Proven Mineral Reserves of 2.2 Mt at an average grade of 1.53% Li_2O and Probable Mineral Reserves of 19.0 Mt at an average grade of 1.44% Li_2O.

The Grota do Cirilo Technical Report reported the results of an economic analysis for the Xuxa, Barreiro and Nezinho do Chicao deposits operating on a combined basis. Based on an operating life of approximately 13 years, the Grota do Cirilo Technical Report estimated that production at the Xuxa, Barreiro and Nezinho do Chicao deposits will generate run-rate production of up to 766 ktpa of spodumene concentrate (104 ktpa of LCE).

In April 2023, Sigma announced that it had successfully achieved first production of spodumene concentrate at the Grota do Cirilo lithium project. In October 2023, Sigma announced that it had reached production of 890 tonnes per day at the project, equivalent to annualized production of 320,000 tonnes of spodumene concentrate, in excess of nameplate capacity of 270,000 tonnes per annum.

In January 2024, Sigma updated its Mineral Resource at the Grota do Cirilo project, to 94.3Mt of Measured and Indicated Mineral Resources at 1.40% Li_2O and 14.6 Mt of inferred Mineral Resource at 1.37% Li_2O, both with a cut-off grade of 0.3% Li_2O. Sigma commented that the results validated the "J-shaped" corridor of interrelated deposits extending from Barreiro (Phase 2) through NDC-Murial (Phase 3/4).

In May 2024, Sigma increased its Proven and Probable Mineral Reserve balance at the Grota do Cirilo project by 40% to 77.0 million tonnes at 1.4% Li_2O based on a cut-off grade of 0.3% Li_2O. Sigma Lithium disclosed its plan to mine using open pit mining, facilitating lower cost mining operations. Sigma Lithium estimates the increased Mineral Reserves will extend the operations at Grota do Cirilo to 25 years, based on an estimated processing capacity of 520,000 tonnes per annum including the Phase 2 line currently under construction. For further information, see the section in this AIF entitled "Technical and Third Party Information".

In August 2024, Sigma announced that the second plant for the Grota do Cirilo project had been fully financed and that construction on that plant had commenced.

In February 2025, Sigma provided updated guidance for the Grota do Cirilo project, estimating production of 300,000 tonnes for 2025 and 520,000 tonnes for 2026, with commissioning of the expansion expected to begin in Q4 2025. Sigma estimated unit operating cash cost for 2025 of approximately $500/tonne (CIF China). Sigma also confirmed in December 2024 that it had received three environment licences for its Barreiro project.

Mt Cattlin — Western Australia

In June 2018, we entered into a royalty purchase and sale agreement pursuant to which we acquired a royalty on the Mt Cattlin spodumene project in Western Australian from Red 5 Limited. The royalty on the Mt Cattlin project is payable at a rate of A$1.50 per tonne ore mined and processed from the Mt Cattlin mine.

The Mt Cattlin mine is an open-pit mine owned by Rio Tinto, following its acquisition of Arcadium in 2025. The Mt Cattlin mine covers an area of approximately 18.3 square kilometers, near Ravensthorpe in Western Australia. The Mt Cattlin deposit contains spodumene-rich tantalite bearing pegmatite. Tantalum ore is a by-product of the production process for spodumene concentrate and as a result, our royalty is correlated with the production of spodumene concentrate by Rio Tinto.

On August 1, 2023, Arcadium (as predecessor to Rio Tinto) announced a Mineral Reserve at the Mt Cattlin project to 7.1 million tonnes at 1.20% Li_2O at a cut-off grade of 0.3% Li_2O. The increased Mineral Reserve extends the mine life at the Mt Cattlin project through to 2028, using only open pit mining methods. Rio Tinto is continuing exploration activity at the Mt Cattlin project.

Production began at the Mt Cattlin mine in June 2010. The mine was placed into care and maintenance between 2013 and 2016, at which time lithium prices did not support ongoing mine operations. Mining and processing operations were resumed in 2017, following increased lithium demand. The Mt Cattlin mine has been in continuous production since that time. On September 4, 2024 Arcadium announced that the Mt Cattlin project would be placed in care and maintenance, effective by mid-2025.

On March 5, 2025, Rio Tinto completed its $6.7 billion acquisition of Arcadium Lithium plc.

Finniss — Northern Territory, Australia

In June 2019, we acquired a GOR royalty on the Finniss project from Core Lithium, an issuer listed on the ASX under the symbol “CXO”. The GOR royalty covers certain mineral properties comprising the Finniss lithium project near Darwin in the Northern Territory, Australia and includes an area of approximately 500 square kilometers. The royalty is

assessed at 2.5% of all gross revenues from all materials and products located on, or extracted, obtained or produced from the Finniss lithium project and sold by Core Lithium. If Core Lithium beneficiates spodumene concentrate into chemical form products (such as lithium hydroxide or lithium carbonate) and sells the beneficiated chemical form products, the royalty will be assessed on the basis of spodumene concentrate pricing. A caveat protecting our interest in the royalty, and a mortgage securing the royalty payments, have been registered against the tenements.

Core Lithium commenced commercial production of spodumene concentrate at the Finniss project in February 2023 and we received our first payment on the GOR royalty in Q2 2023.

In October 2023, Core Lithium announced updated Measured and Indicated Mineral Resource for the Finniss project of 21.8 Mt at an average grade of 1.4% Li_2O and Inferred Mineral Resource of 9.3 Mt at an average grade of 1.2% Li_2O, both at a 0.5% cutoff. Core Lithium's lithium production during 2023 was approximately 67,800 tonnes of spodumene concentrate.

In January 2024, Core Lithium announced a strategic review, resulting in temporarily suspending mining operations in the Grants open pit, but Core Lithium indicated that it would continue processing operations from existing stockpiles. Core Lithium also suspended the early construction works for the BP33 underground mine. Core Lithium is currently completing a mine restart study for the Finniss project and optimization work for the BP33 underground mine, which Core Lithium expects to complete by June 30, 2025.

In September 2024, Core updated its Mineral Reserves for the Finniss project to 9.3Mt at 1.38% Li_2O, with a cut-off grade of 0.3% Li_2O, based in part on drilling and study work completed in 2023 and 2024.

Mariana — Salta, Argentina

In February 2023, we acquired one quarter of the pre-existing 2.0% NSR royalty held by TNR Gold Corp.[10] The NSR royalty covers certain mineral properties comprising the Mariana lithium-potassium brine project in western Salta, Argentina, representing an area of approximately 235.6 square kilometers. The Mariana project is a typical salar brine, containing lithium, potassium and boron within permeable aquifers, and is supported by a processing plant located in Salta. The Mariana project is 100% owned by Ganfeng, an issuer listed on the Hong Kong Stock Exchange.

Ganfeng announced on July 6, 2021 that, using a 230 mg/L of Li cut-off and effective date of June 4, 2021, the Measured and Indicated Mineral Resource estimated for the Mariana project is 6.9 Mt of LCE at an average Li grade of 319 mg/L Li and the Inferred Mineral Resource is 1.3 Mt of LCE at an average Li grade of 334 mg/L Li. A report dated January 2020 estimated that the Mariana project includes a deposit that has the potential for more than 20 years of mine life, at a proposed production rate of 20,000 tonnes per annum.

In February 2025, Ganfeng inaugurated the processing plant for the Mariana project. Located in Salta province, the $790 million facility is expected to produce 20,000 metric tonnes of lithium chloride annually from brines located below the Llullaillaco salt flat. Ganfeng also invested $190 million in a dedicated solar park to power operations at the Marian project.

[10] The remaining 1.5% NSR royalty held by TNR Gold Corp. is subject to a buy-back right held by the operator. TNR Gold Corp. has agreed that the buy-back right will not apply to our 0.5% NSR royalty.

Development Stage Projects

Horse Creek — British Columbia, Canada

In March 2021, we acquired a GOR royalty over the Horse Creek polysilicon grade silica quartz project in British Columbia (the "**Horse Creek Royalty**") and a right of first refusal to acquire any future royalties proposed over the Horse Creek project owned by Sinova Global ("**Sinova**"). A subsidiary of Sinova assumed the obligations under the GOR royalty agreement along with full ownership of the Horse Creek quarry. This GOR royalty is assessed at 8.0% of annual gross revenues up to $45.0 million and 4.0% on annual gross revenues in excess of $45.0 million. The royalty is payable on all mineral products, including silica quartz, extracted from both the Horse Creek quarry and the property within two kilometers from the circumambient boundaries of the project, that are sold by Sinova. Ernie Ortiz, our Chief Executive Officer and director, is also a director of Sinova.

Pilot production at the quarry took place in the third quarter of 2021. Commercial production is anticipated to commence in 2025. The Horse Creek quarry covers an area of approximately 24 hectares, within a mineral lease of approximately 2.3 square kilometers, located near Golden in British Columbia, Canada. The Horse Creek quarry produces high-purity quartz that is used in the production of silicon metal. Sinova is in the process of developing a silicon metal manufacturing operation located in Tennessee to process quartz from the Horse Creek quarry. Sinova's 2025 plans include commencing limited production, with additional production subject to confirmation of product commitments. The Horse Creek project remains fully permitted, with an annual permitted ore production rate of up to 1,400,000 tonnes of quartz production per year.

Tres Quebradas — Catamarca, Argentina

In June 2018, we acquired two GOR royalties on the Tres Quebradas project in Catamarca, Argentina. Following the commencement of production at the Tres Quebradas project, the GOR royalties on the Tres Quebradas project will be payable on all material and products extracted or produced from brine, including lithium brine, from the salar deposits and two brine lakes located at the Tres Quebradas project and from the property within two kilometers from the circumambient boundaries of the project, that are sold by the operator. Neo Lithium Corp. ("**Neo Lithium**") is the 100% owner and operator of the Tres Quebradas project through its wholly-owned subsidiary, Liex S.A. In January 2022, Neo Lithium was acquired

by a subsidiary of Zijin. Our interest in the two Tres Quebradas royalties is registered as a notice on the deed of title to the property.

These GOR royalties cover an area of approximately 350 square kilometers and include salar sites that contain sodium chloride, potassium chloride, boric acid and calcium chloride that is removed from the brine to attain a 3.3% Li_2O concentration. The Tres Quebradas project is split between two sites, the first being located on the salar and the second in the vicinity of the town of Fiambalá. The salar is the location of the brine wells, evaporation ponds and crystallization plant and the Fiambalá site will be the location of the lithium carbonate plant. Zijin Mining commenced construction of the Tres Quebradas project on February 1, 2022 and pond construction began in March 2022.

The technical report entitled "Feasibility Study (FS) — 3Q Project NI 43-101 Technical Report Catamarca, Argentina", which technical report was prepared for Neo Lithium and filed under Neo Lithium's SEDAR profile on November 25, 2021 (the "**Tres Quebradas Technical Report**") includes a feasibility study. The technical report concluded that exploration work on the project supports a sufficient Mineral Reserve to justify the feasibility of a 20,000 tonnes per year lithium carbonate production facility with a 50-year mine life. Based on a Li_2O grade cut-off of 400 mg/L, the technical reports estimates a Measured and Indicated Mineral Resource total of 5.4 Mt of LCE at an average concentration of 647 mg/L and total Proven and Probable Mineral Reserves of 1.7 Mt of LCE at an average Li_2O grade of 786 mg/L. In its 2023 Interim Report issued in September 2023, Zijin confirmed that output is expected to be 40,000 to 60,000 tonnes per year lithium carbonate. See "Technical Information — Tres Quebradas Project".

In July 2023, we acquired an additional 0.5% GOR royalty on the Tres Quebradas project. In December 2024, we announced the sale of this additional GOR royalty to Triple Flag for cash consideration of $28 million. The sale is expected to be completed on March 19, 2025.

In March 2024, Zijin reported that loaded production of Phase 1 of the Tres Quebradas project commenced at the end of 2023 and that partial construction of Phase 2 had commenced in March 2023. In October 2024, Zijin announced that commercial production of Phase 1 is not expected to commence until the second half of 2025.

Das Neves – Minas Gerais, Brazil

In May 2023, we acquired a 3.0% GOR royalty interest in the Das Neves project, situated in the Jequitinhonha Valley area of Brazil, known as Brazil's "Lithium Valley". Following on historical mining activity, the region has significant infrastructure, including close proximity to the Irape hydroelectric power plant and is accessible from Belo Horizonte by highway.

In June 2023, Atlas Lithium announced continuous intercepts, revealing 103.4 meters of lithium-bearing spodumene, marking one of Brazil's broadest intercepts within Brazil's Lithium Valley. In May 2023, Atlas Lithium completed 28,025 meters of a 40,000-meter drill campaign. Subsequently, on October 23, 2023, Atlas Lithium reported encountering high-grade lithium mineralization at the Das Neves project, exemplified by drill hole DHAB-208 intersecting 1.64% Li_2O over 18 meters.

In December 2023, Atlas Lithium confirmed full funding for Phase I development of the Das Neves project, targeting a production rate of 150,000 tpa of spodumene concentrate. Financing was secured through strategic partnerships with lithium converters Chengxin Lithium and Sichuan Yahua.

In October 2024, Atlas received their operational permit, enabling them to commence production. In February 2025, Atlas announced that it had successfully shipped the modular dense media separation (DMS) plant from South Africa, which arrived in Brazil on March 7, 2025.

Select Exploration and Evaluation Stage Projects

Moblan — Québec, Canada

In October 2021, we acquired a GOR royalty on the Moblan project from Sayona Mining Limited ("**Sayona**") on certain mineral properties comprising the Moblan lithium project located northwest of Chibougamau, Québec, Canada. The project is owned and operated by Sayona, an issuer listed on the ASX under the symbol "SYA", as part of its "Northern Hub" development. This GOR royalty is assessed at 2.5% of gross revenues for the first one million tonnes of ore per annum produced and 1.5% of gross revenue for any tonne of ore per annum produced thereafter. The royalty is payable on mineral products, including spodumene concentrate, extracted from the Moblan lithium project and the area within two kilometers from the circumambient boundaries of the property, that are sold by the operator, *pro rated* to Sayona's interest in the project. Sayona currently holds a 60% interest in the Moblan lithium project, with SOQUEM Inc., a subsidiary of Investissement Québec, holding the remaining 40% interest. We have registered a hypothec securing payments owing under this GOR royalty against Sayona's mining claims for the Moblan project.

The Moblan lithium project is currently in development and covers an area of approximately 4 square kilometers and includes a highly defined ore body with a low strip ratio of 2.9:1.

In April 2023, Sayona announced an expansion of the Mineral Resource at the Moblan lithium project in Québec, Canada, growing to 49.9Mt of Measured and Indicated Mineral Resource at 1.2% Li_2O with a 0.25% cut-off grade.

On February 20, 2024, Sayona released an updated definitively feasibility study (the "Moblan DFS") on the Moblan lithium project. The Moblan DFS disclosed an annual production rate of 300,000 tpa 6% spodumene concentrate over a 21-year life of mine using open pit mining and estimated capital expenditure at C$962 million, with unit operating costs of C$555 per tonne and all-in sustaining costs of C$748 per tonne. According to the Moblan DFS, the Moblan project is estimated to have a post-tax NPV(8%) of C$2.2 billion and is expected to generate estimated total net revenue of C$14.4 billion over its 21-year life of mine, with estimated aggregate EBITDA of C$11.2 billion.

In August 2024, Sayona updated the Mineral Resource on the Moblan lithium project to 65.1Mt at 1.25% Li_2O Measured and Indicated Mineral Resource and 28.0Mt at 1.14% Li_2O Inferred Mineral Resource, all at a 0.55% Li_2O cut-off grade.

Adina — Québec, Canada

We own royalties on the Adina development property in northwest Québec, Canada, currently operated by Winsome Resources Limited ("**Winsome**"), an issuer listed on the ASX under the symbol "WR1". The Adina project is an exploration stage project and is composed of 54 claims totalling 27.8 square kilometers. In May 2021, we purchased three GOR royalties from MetalsTech Limited ("**MetalsTech**"), including on the Adina property. In November 2021, MetalsTech transferred 100% ownership of the Adina property underlying the royalty to Winsome as part of a spin-out initial public offering transaction by MetalsTech.

The Adina GOR Royalty is assessed at 4.0% of gross revenues from the mineral properties comprising the Adina project, with the exception of certain tenements within the Adina project that are assessed at 3.0% of gross revenues. The Adina GOR Royalty is payable on any mineral (excluding gold) extracted from the Adina project and sold by Winsome. As the project advances, we intend to register hypothecs on title to the mining claims for the Adina project to secure payments owing under the Adina GOR Royalty.

In January 2023, we acquired a pre-existing 2.0% NSR royalty on the Adina project. The NSR royalty covers an area of approximately 1.55 square kilometers.

In April 2024, Winsome entered into an option agreement to acquire the assets of the Renard mine, located approximately 60 kilometers south of the Adina project, offering the potential to materially reduce upfront capital expenditure, project risk and footprint at the Adina project. In February 2025, Winsome announced the Renard option was being extended to August 31, 2025. Winsome continues to evaluate the Renard opportunity and has not yet exercised this option.

In May 2024, Winsome upgraded the Mineral Resource at the Adina project to 61.4 Mt Indicated Mineral Resource at 1.14% Li_2O and 16.5Mt Inferred Mineral Resource at 1.19% Li_2O, based on a cut-off grade of 0.6% Li_2O. The new Mineral Resource incorporates 57,756 meters of drilling and projects a strike length of 3.1 kilometers, which remains open to the east and west along strike, up-dip to the north and at depth. Winsome believes that a significant portion of the Mineral Resource estimate at 1.20% Li_2O exists within the top 150 meters from surface, allowing it to be mined by open pit methods.

In September 2024, Winsome announced the completion of a scoping study for its Adina project. The scoping study projects that the Adina project would have an estimated start-up capital cost of approximately $260 million, mainly due to Winsome's option to leverage the existing infrastructure at the nearby Renard mine. Winsome's study forecasts 282,000 tpa of 5.5% Li_2O spodumene concentrate production, with AISC averaging $693 per tonne (FOB) over the 17-year active production period. The pit design in Winsome's scoping study incorporates the 4.0% GOR royalty that LRC owns over the Adina project. The scoping study estimates aggregate undiscounted royalty payments to LRC of $296 million over the life of the mine.

Yinnetharra — Western Australia

In May 2022, we purchased a GOR royalty on certain mineral properties comprising the Yinnetharra lithium project in the south-east trending belt of the Gascoyne province of the Capricorn Orogen in Western Australia from Electrostate. Electrostate was subsequently acquired by Delta Lithium Limited ("**Delta Lithium**"), an issuer listed on the ASX under the symbol "DLI". Delta Lithium now owns and operates the lithium project. This GOR royalty is assessed at 1.0% of gross revenues and is payable on lithium minerals (including spodumene concentrate) extracted and recovered from the Yinnetharra lithium project that are sold by the operator. A caveat and mortgage have been registered against certain of the Yinnetharra tenements. We are in the process of registering our interest in the remaining tenements with a caveat and a mortgage securing the royalty payments.

In December 2023, Delta Lithium announced a maiden Mineral Resource estimate for the Yinnetharra project, comprising 6.7Mt of Measured and Indicated Mineral Resource and 19.0Mt of Inferred Mineral Resource, both with a Li_2O grade of 1.0% and at a cut-off grade of 0.5% Li_2O.

In January 2025, Delta Lithium released an update on operational and metallurgical tests work on Yinnetharra, including infill drilling results.

Select Green Technology Metals properties — Ontario, Canada

In September 2022, we acquired two-thirds of an existing GOR royalty in certain mineral properties comprising the Seymour Lake and Root Lake projects in the Thunder Bay region of Ontario, Canada, from Churchill Strategic Investments Group Pty Ltd. The Seymour Lake and Root Lake projects are currently owned and operated by Green Technology Metals; an issuer listed on the ASX under the symbol "GT1".

In August 2024, Green Technology Metals announced a strategic investment by, and framework agreement with, EcoPro Innovation Co., Ltd., covering upstream and downstream cooperation proposals, as part of a broader strategic partnership.

Each of the GOR royalties on the Seymour Lake project and the Root Lake project is assessed at 1.0% of gross revenues and is payable in respect of the lithium bearing ore, including associated minerals such as beryllium, cesium, niobium, rubidium, tantalum and tin, extracted from the applicable project. As the project advances, we intend to register our interest in the royalties against the underlying mining claims covering the Seymour Lake and Root Lake properties.

In December 2023, Green Technology Metals released an integrated preliminary economic assessment (PEA) for its Seymour Lake and Root Lake projects. The PEA projected an average annual production rate of 207,000 tonnes of 5.5% spodumene concentrate over a 15-year life of mine for both projects, using open pit mining methods. The PEA contemplates mine and concentrator development at each of the Seymour Lake and Root Lake projects, with the Seymour Lake project commencing production in 2026 and the Root Lake project in 2031. The PEA projects initial startup capital expenditure of C$216 million for phase 1 (the Seymour Lake project) and capital expenditure of C$467 million for phase 2 (the Root Lake project), with C1 costs (cash operating costs before royalties) of C$985 per tonne SC5.5. The PEA estimates an aggregate

post-tax NPV(8%) of C$1.2 billion for the Seymour Lake and Root Lake projects together and the two projects are expected to generate estimated total undiscounted net revenue of C$8.0 billion over their 15-year life of mine.

Seymour Lake

The Seymour Lake project is located in northwest Ontario, Canada. The Seymour Lake project is within 8 kilometers of OPG's proposed Jackfish hydroelectric project and a transcontinental rail line is adjacent to the southern end of the property. The project is currently at the exploration and development stage. It includes two known pegmatite deposits that contain lithium-bearing spodumene, known as North and South Aubry.

In November 2023, Green Technology Metals announced an updated Mineral Resource estimate for the Seymour Lake project, comprising 6.1 Mt of indicated Mineral Resource at a grade of 1.3% Li_2O and 4.2 Mt of Inferred Mineral Resource at 0.7% Li_2O, both with a cut-off grade of 0.2% Li_2O.

In February 2025, Green Technology Metals released an updated preliminary economic assessment of the Seymour Lake project. The updated PEA highlighted favourable economics for both open pit and underground mine operations, with an after-tax NPV of approximately $251 million and C1 operating costs of $753 per tonne SC5.5.

Root Lake

The Root Lake project is located in northwest Ontario, Canada and is currently at the exploration and development stage.

Following on its maiden Mineral Resource release at Root Lake from April 2023, Green Technology Metals updated its Mineral Resource estimate at Root Lake in December 2023 to 9.4Mt of Indicated Mineral Resource at 1.3% Li_2O and 5.2Mt of Inferred Mineral Resource at 1.0% Li_2O, both at a cut-off grade of 0.2% Li_2O.

In September 2024, Green Technology Metals announced commencement of a two phase 14,000-meter diamond drilling program at the Root Lake project, with the objective of updating the Mineral Resource estimate.

Operations

Employees

The Company and its subsidiaries currently have eight employees. In addition, each of Messrs. Levinsky and Panet is an employee, officer or contractor of Waratah and provides us with executive officer services pursuant to the terms of the Services Agreement (as defined below). See "Material Contracts — Services Agreement" and "Directors and Executive Officers" for further details.

Foreign Operations and Interests

Outside of Canada, we have royalty interests covering mineral projects and properties in Australia, Argentina, Brazil, the United States, Finland and Serbia. Those operations may be subject to regulation (and changes thereto) in those jurisdictions with respect to land tenure, productions, export controls, taxation, tariffs, environmental legislation, foreign exchange, land and water use, local indigenous people's interests, mine safety, and expropriation of property. Any changes in legislation or regulation is beyond our control. See "Risk Factors — Risks Relating to Operations in Emerging Markets" and "Risk Factors — Risks Related to Mining Operations — Certain owners, developers and operators are subject to risks relating to foreign jurisdictions and developing economies, which could negatively impact the Company".

Competitive Conditions

The Company is a battery metals royalty company and competes with other providers of alternative financing to the mining sector, as well as providers of traditional debt and equity financing, including competitors which have been established longer than the Company and which may have larger financial resources than the Company. However, the Company is well positioned compared to providers of traditional debt and equity financing, as the Company is not similarly constrained by the lack of hedging options available in the lithium market that are sought by providers of traditional debt, while traditional equity financing remains expensive and dilutive for owners and operators. The ability of the Company to acquire additional royalties in the future will depend on its ability to select suitable properties, be successful in any competitive process initiated by a mine operator in respect of a property, and to obtain required financing.

Summary of Mineral Reserves and Mineral Resources

Estimated Mineral Reserves and Mineral Resources tabulated in this AIF reflect the most recent publicly disclosed figures by the owners, developers or operators of the mineral properties on which we have royalties. None of this information has been independently verified by the Company.

The following general notes apply to the Mineral Reserves and Mineral Resources tabulated below:

- All Mineral Reserves and Mineral Resources have been estimated in accordance with either the CIM guidelines or an acceptable foreign code under NI 43-101, including the JORC Code.
- All Mineral Reserves and Mineral Resources are reported in aggregate (i.e., the summation of all sub- deposits and stockpiles), with the exception of Grota do Cirilo.
- All Mineral Reserves and Mineral Resources are reported on a 100% attributable basis to the respective owner, developer or operator, unless otherwise noted.
- Totals and subtotals may not sum due to rounding.
- Mineral Resources that are not Mineral Reserves do not have demonstrated economic viability.
- Mineral Resources reported are inclusive of those portions of the Mineral Resource that have been converted to Mineral Reserves, unless stated otherwise.
- Inferred Mineral Resources are in addition to Measured Mineral Resources and Indicated Mineral Resources. Inferred Mineral Resources have a greater amount of uncertainty as to their existence and whether or not they can be mined legally or economically. It cannot be assumed that all or any part of the Inferred Mineral Resources will ever be upgraded to a higher category.
- Our qualified person has used conversion factors for mineral equivalency.
  - To convert from lithium (Li) to lithium oxide (Li_2O) — multiply by 2.153.
  - To convert from lithium oxide (Li_2O) to lithium carbonate (Li_2CO_3) — multiply by 2.473.
  - To convert from lithium (Li) to lithium carbonate (Li_2CO_3) — multiply by 5.323.
- Not all of the mineral properties over which we have royalty interests are summarized in these tables. A number of projects are at earlier stages of development and accordingly no estimates of Mineral Resources and/or Mineral Reserves are available for these projects. In addition, we have elected to omit estimates of Mineral Resources and/or Mineral Reserves for certain projects that we have assessed to currently be less significant to the Company.

Lithium Mineral Reserves

Hard Rock	Notes	Proven		Probable		Proven & Probable		
		Tonnes	Grade	Tonnes	Grade	Tonnes	Grade	Contained Lithium Carbonate Equivalent (LCE)
		(Mt)	(% Li_2O)	(Mt)	(% Li_2O)	(Mt)	(% Li_2O)	(kt Li_2CO_3)
Mt Cattlin	1)	0.2	0.9%	7.0[d]	1.2%	7.1	1.2%	208
Finniss	2)	3.0	1.3%	6.3	1.4%	9.3	1.4%	316
Grota do Cirilo								
Xuxa	3)	8.3	1.6%	3.5	1.5%	11.8	1.5%	452
Barreiro	4)	16.9	1.4%	4.8	1.3%	21.7	1.4%	730
NDC	5)	2.2	1.5%	19.0	1.4%	21.2	1.4%	760
Moblan	6)	-	-	34.5	1.4%	34.5	1.4%	1,159
James Bay	7)	-	-	37.2	1.3%	37.2	1.3%	1,168
Total		**33.0**	**1.3%**	**111.2**	**1.3%**	**144.2**	**1.4%**	**4,819**

Brine	Notes	Proven		Probable		Proven & Probable		
		Volume	Grade	Volume	Grade	Volume	Grade	Contained LCE
		(Mm^3)	(mg/L Li)	(Mm^3)	(mg/L Li)	(Mm^3)	(mg/L Li)	(kt Li_2CO_3)
Tres Quebradas	8)	79.9	902	328.1	757	408	786	1,672
Total		**79.9**	**902**	**328.1**	**757**	**408**	**786**	**1,672**

Numbers may not add due to rounding.

Notes:

1) Mt Cattlin:
   a) Effective as of June 30, 2023.
   b) Reported at a cut-off grade of 0.4% Li_2O, Mining Recovery of 93%, Mining Dilution of 17%, lithium concentrate price of $1,500 per tonne 6% Li_2O and 75% Li_2O recovery.
   c) Conforms to JORC Code 2012.
   d) Includes stockpiles.

2) Finniss:
   a) Effective as of June 30, 2024.
   b) Reported at a cut-off grade of 0.5% Li_2O for Grants open pit and 0.8% Li_2O for BP33 underground mine.

3) Grota do Cirilo — Xuxa:
   a) Effective as of June 26, 2021.
   b) Sale price for lithium concentrate at 6% Li_2O = $1,500/t concentrate FOB Mine.
   c) Exchange rate: $1.00 = R$5.00, Mining costs: $2.20/t mined, Processing costs: $10.7/t ore milled, G&A: $4.00/t ROM.
   d) 97% mining recovery and 3.75% mining dilution.
   e) Final slope angle: 34° to 72°.
   f) Strip ratio of 16.6 t/t.

4) Grota do Cirilo — Barreiro:
   a) Effective as of February 24, 2022.
   b) Sale price for lithium concentrate at 6% Li_2O = $1,500/t concentrate FOB Mine.
   c) Exchange rate: $1.00 = R$5.00, Mining costs: $2.19/t mined, Processing costs: $10.7/t ore milled, G&A: $4.00/t ROM.
   d) 97% mining recovery and 3% mining dilution.
   e) Final slope angle: 35° to 55°.
   f) Strip ratio of 12.5 t/t.

5) Grota do Cirilo — NDC:
   a) Effective as of October 30, 2022.
   b) Sale price for lithium concentrate at 6% Li_2O = $3,500/t concentrate FOB Mine.
   c) Exchange rate: $1.00 = R$5.30, Mining costs: $2.43/t mined, Processing costs: $10.7/t ore milled, G&A: $4.00/t ROM.
   d) 94% mining recovery and 3% mining dilution.
   e) Final slope angle: 35°to 52°.

f) Strip ratio of 16.01 t/t.

6) Moblan:

a) Effective as of January 24, 2024.
b) Reported on a 100% basis. The royalty is payable on Sayona's interest in the project, which is currently equal to 60% of the project.
c) Cut-off grade 0.6% Li_2O. Average concentrate price of US$1,990/t on LOM basis for 6% Li_2O concentrate.
d) Strip ratio 2.3:1 waste:ore.
e) Open pit optimisation for ore reserve estimate based on US$1,050/t concentrate selling price; mining cost of C$5.50/t; waste mining cost C$ 5.25/t; overburden mining cost of C$3.93/t; processing costs of C$35.00/t; freight costs of C$157.90/t concentrate; tailings management costs of C$0.80/t; G&A costs of C$12.53/t; mining recovery of 90%; dilution of 10%; process recovery of 75%; overall pit slope of 55º.

7) James Bay:

a) Effective as of December 2021.
b) Estimated using the long-term metal prices of Li_2O concentrate = $950/t Li_2O and an exchange rate of C$:US$ of 1.33.
c) Reported at a cut-off grade of 0.62%.
d) Strip ratio of 3.54 t/t.

8) Tres Quebradas:

a) Effective as of October 26, 2021. Covers total 50-year estimate.
b) Brine produced from outside the Measured and Indicated Resource is included in volume but excluded from the Mineral Reserve.
c) Based on Measured and Indicated Resource of 5,369 kt of LCE at 400/mg/L cut-off.
d) Resource recovered is 31%.

Lithium Mineral Resources

Hard Rock	Notes	Measured		Indicated		Measured & Indicated			Inferred		
		Tonnes	Grade	Tonnes	Grade	Tonnes	Grade	Contained LCE	Tonnes	Grade	Contained LCE
		(Mt)	(% Li_2O)	(Mt)	(% Li_2O)	(Mt)	(% Li_2O)	(kt Li_2CO_3)	(Mt)	(% Li_2O)	(kt Li_2CO_3)
Mt Cattlin	1)	0.2	1.0%	9.0	1.3%	9.2	1.3%	279	0.2	1.1%	5
Finniss	2)	6.3	1.4%	21.6	1.3%	27.9	1.3%	913	20.3	1.2%	591
Grota do Cirilo	3)	45.2	1.4%	49.1	1.4%	94.3	1.4%	3,265	14.6	1.4%	495
Moblan	4)	6.0	1.5%	59.1	1.2%	65.1	1.3%	2,012	28.0	1.1%	789
Adina	5)	-	-	61.4	1.1%	61.4	1.1%	1,731	16.5	1.2%	486
Donner Lake	6)	-	-	-	-	-	-	-	6.8	1.3%	217
Yinnetharra	7)	-	-	6.7	1.0%	6.7	1.0%	166	19.0	1.0%	448
Seymour	8)	-	-	6.1	1.3%	6.1	1.3%	189	4.2	0.7%	73
Root	9)	-	-	9.4	1.3%	9.4	1.3%	302	5.2	1.0%	129
James Bay	10)	-	-	54.3	1.3%	54.3	1.3%	1,746	55.9	1.3%	1,783
Total		**58.5**	**1.4%**	**193.1**	**1.3%**	**251.6**	**1.3%**	**8,173**	**194.6**	**1.2%**	**5,582**

Brine	Notes	Measured		Indicated		Measured & Indicated			Inferred		
		Volume	Grade	Volume	Grade	Volume	Grade	Contained LCE	Volume	Grade	Contained LCE
		(Mm^3)	(mg/L Li)	(Mm^3)	(mg/L Li)	(Mm^3)	(mg/L Li)	(kt Li_2CO_3)	(Mm^3)	(mg/L Li)	(kt Li_2CO_3)
Tres Quebradas	11)	450	792	1130	576	1,580	637	5,369	757	561	2,261
Mariana	12)	2,648	315	1,393	326	-	-	6,854	712	334	1,267
Total		**3,098**	**384**	**2,523**	**438**	**1,530**	**637**	**12,222**	**1,469**	**451**	**3,529**

Clay	Notes	Measured		Indicated		Measured & Indicated			Inferred		
		Tonnes	Grade	Tonnes	Grade	Volume	Grade	Contained LCE	Tonnes	Grade	Contained LCE
		(Mt)	(% Li)	(Mt)	(% Li)	(Mm^3)	(mg/L Li)	(kt Li_2CO_3)	(Mt)	(% Li)	(kt Li_2CO_3)
Valjevo	13)	72	0.073%	258	0.077%	330	0.1%	621	1,989	0.078	8,253
Basin East	14)	20	0.093%	122	0.086%	142	0.086%	659	506	0.081	2,175
Zeus	15)	116	0.086%	917	0.095%	1033	0.1%	2,401	235	0.087	1,090
Total		**188.0**	**0.081%**	**1,196.2**	**0.091%**	**1,384.2**	**0.1%**	**6,611**	**2,297**	**0**	**9,614**

Notes:

1) Mt Cattlin:
   a) Effective as of June 30, 2023.
   b) Reported at a cut-off grade of 0.3% Li_2O contained within a pit shell generated at a spodumene price of $1,500 at 6% Li_2O.
   c) Conforms to JORC Code 2012.
   d) All tonnages reported are dry metric tonnes.
   e) Excludes mineralization classified as oxide and transitional and material in stockpiles..
2) Finniss:
   a) Effective as of June 30, 2024.
   b) Reported at a cut-off grade of 0.5% Li_2O for Grants open pit and 0.8% Li_2O for BP33 underground mine.
3) Grota do Cirilo:
   a) Effective as of January 18, 2024.
   b) Reported at a cut-off grade of 0.3% Li_2O.
   c) Sale price for lithium concentrate at 6.0% Li_2O = $1,300/t concentrate.
   d) Assuming open pit mining methods. Mining costs of $2.20/t, crushing and processing costs of $10.70/t, G&A costs of US$4.00/t, concentrate recovery of 60%, 2% royalty payment, pit slope angles of 55º, and an overall cut-off grade of 0.3% Li_2O.

4) Moblan:

   a) Effective as of August 27, 2024.
   b) Cut-off grade of 0.55% Li_2O contained within a pit shell generated at a spodumene price of US$1,850 per tonne of 6% Li_2O, a USD:CAD exchange rate of 1.33, a recovery of 75%, a recovery of 75%, a mining cost of C$4.25/t mined, a G&A cost of C$11.15/t processed, a remote camp cost of C$5.66/t processed, a processing cost of C$22.70/t processed, a rehandling cost of C$0.88/t processed, a concentrate transportation cost of C$147.87/t concentrate and a tailing management cost of C$6.32/t processed. The cut-off grade takes into account a royalty of 2%.
   c) Reported on a 100% basis. The royalty is payable on Sayona's interest in the project, which is currently equal to 60% of the project.

5) Adina:

   a) Effective as of May 28, 2024.
   b) Cut-off grade of 0.6% Li_2O.

6) Donner Lake:

   a) Effective as of June 27, 2023.
   b) Cut-off grade of 0.3% Li_2O.

7) Yinnetharra:

   a) Effective as of December 27, 2023.
   b) Cut-off grade of 0.5% Li_2O.

8) Seymour:

   a) Effective as of June 3, 2023.
   b) Cut-off grade of 0.2% Li_2O contained within a pit shell generated at a spodumene price of US$4,000 per tonne of 6% Li_2O

9) Root:

   a) Effective as of September 2, 2023.
   b) Cut-off grade of 0.2% Li_2O contained within a pit shell generated at a spodumene price of US$4,000 per tonne of 6% Li_2O

10) James Bay:

   a) Effective as of August 9, 2023.
   b) Cut-off grade of 0.5% Li_2O contained within a pit shell generated at a spodumene price of US$1,500 per tonne of 6% Li_2O

11) Tres Quebradas:

   a) Effective as of October 26, 2021.
   b) Cut-off grade of 400 mg/L Li.

12) Mariana:

   a) Effective as of June 4, 2021.
   b) Cut-off grade of 230 mg/L Li.

13) Valjevo:

   a) Effective as of January 31, 2022.
   b) Cut-off of 0.025% Li.

14) Basin East:

   a) Effective as of June 11, 2024.
   b) Reported using a cut-off grade of 550 ppm Li and constraining the model to an optimized open pit shell, which was generated using the following assumptions: lithium carbonate metal prices of $17,200/t LCE; State of Arizona royalty (selling cost) of 6%; operating costs of $35/t ore; Li recovery of 72%; mining dilution and recovery of 0% and 100%; and pit slope angle of 45°.

15) Zeus:

   a) Effective as of January 30, 2023.
   b) Cut-off grade of 400 ppm Li.

Technical Information — Finniss Project

Technical Report

Core Lithium filed an updated technical report on the Finniss project on September 25, 2024, prepared in accordance with the JORC Code (the "**Finniss Technical Report**"). Core Lithium currently qualifies as a "producing issuer" under NI 43-101. Accordingly, as the holder of a royalty interest in the Finniss project, LRC is relying on section 9.2(1) of NI 43-101 to source the scientific and technical information in this AIF regarding the Finniss project on the Finniss Technical Report and other scientific and technical information released by Core Lithium (as detailed in the section of this AIF entitled "Technical and Third Party Information"). A copy of Core Lithium's most recent resource and reserve information can be found on Core Lithium's website at www.corelithium.com.au.

Project Description, Location and Access

The Finniss project is located near Darwin, Northern Territory, Australia. The Finniss property is readily accessible from Darwin via paved and unpaved roads. Finniss consists of over 500 square kilometers of tenements covering the Bynoe Pegmatite Field. The key deposits at Finniss are: (i) the Grants deposit, (ii) the Hang Gong deposit, (iii) the BP33 deposit and (iv) the Carlton deposit. Open pit mining is in progress for the Grants deposit and is planned for the Hang Gong deposit. Underground mining is planned for the Grants (below the open pit), BP33 and Carlton deposits. Portal construction an site establishment for the BP33 underground deposit was well advanced prior to pausing construction due to the recent downturn in the lithium market. Core Lithium reports that resumption of construction activity can be initiated quickly as market conditions improve.

Finniss is located on vacant crown land and covers an area of over 500 km^2 held under the following Exploration Licences (ELs) and Mining Leases (MLs): EL29698, EL29699, EL30012, EL30015, EL31126, EL31127, EL31271, EL31279, EL32205, ML29912, ML29914, ML29985, ML31654, ML31726 (Grants deposit), ML32074, ML32278, ML32346 (BP33 deposit), MLN16, MLN813 and MLN1148. All ELs and MLs are 100% owned by Core Lithium. There are no registered heritage sites covering the work area. The tenements have regulatory approval for exploration and mineral processing and associated haulage and water abstraction. The Finniss regulatory approvals have a term of seven years and are renewable upon application.

Royalties are payable to the Company and the Northern Territory government. In addition, Core Lithium is party to an offtake agreement with Jiangxi Ganfeng Lithium Co, Ltd and an offtake agreement with Yahua International Investment and Development Co. Ltd., a subsidiary of Sichuan Yahua Industrial Group Co. Ltd. The two offtake agreements provide for the sale of a total of 300,000 tonnes of spodumene concentrate over the initial 4 years of production at Finniss, representing approximately 80% of planned production.

The Darwin area is prone to cyclone activity from December to April each year, the impact of which has been accounted for in Core Lithium's production estimates. No other naturally-occurring material risks have been identified.

History

Mining activity in the vicinity of Finniss dates back to 1886, when tin was discovered in the region and several mines were opened. These mines closed by the 1930s. In the early 1980s, high tantalum prices resulted in the reactivation of the Bynoe Pegmatite Field. Tin exploration and production occurred in the Bynoe Pegmatite Field between 1980 and 1990, with tin and tantalite produced from the Observation Hill Treatment Plant from 1986 to 1988. The Finniss area was explored in 1996 by reverse circulation ("**RC**") holes into representative pegmatites located in the Finniss area, but lithium and gold were not assayed. In 2005, the Northern Territories Geological Survey published a regional appraisal of the Bynoe Pegmatite Field.

In 2016, Liontown Resources Limited drilled the first deep RC holes at the BP33, Hang Gong and Booths deposits. This drilling work targeted tin and tantalum and primarily focused on surface workings from the 1980s. Core Lithium also drilled the BP33, Grants, Far West, Central and Ah Hoy deposits in 2016. Furthermore, after purchasing certain tenements from Liontown Resources Limited in 2017, Core Lithium drilled the Lees, Booths, Carlton and Hang Gong deposits. In the following years, Core Lithium drilled roughly 50 prospects.

Geological Setting, Mineralization and Deposit Types

Finniss is located in the northern portion of the Bynoe Pegmatite Field, which is comprised of a swarm of complex zoned rare elements pegmatites, extending approximately 55 km long by 10 km wide. More specifically, the prospect is located in the West Arm — Mt Finniss pegmatite belt. The main pegmatites in this belt include the Mt Finniss, Grants, BP33, Hang Gong and Sandras deposits.

The Finniss pegmatites are classified as lithium-cesium-tantalum type. Individual pegmatites vary in size, from only a few meters wide and several meters long, to larger bodies many meters wide and hundreds of meters long. The Finniss pegmatites have intruded the early Proterozoic shales, siltstones and schists of the Burrell Creek Formation, which is located on the northwest margin of the Pine Creek Geosyncline. South and west of Finniss are the granitoid plutons and pegmatitic granite stocks of the Litchfield Complex and the Cullen Batholith. The Two Sisters Granite is likely the source of the fluids that formed the intruding Finniss pegmatites.

Fresh pegmatite at Grants is made up of coarse-grained spodumene, quartz, albite, microcline and muscovite. The pegmatite is not strongly zoned, apart from a thin quartz-mica-albite wall facies. The pegmatite bodies can be weakly zoned, usually with a thin (1-2 m) quartz-mica-albite wall facies and rare barren internal quartz veins. Mineralisation is typically hosted within large, massive, sub-vertical pegmatite bodies. It can also be present within shallow to moderately dipping stacked pegmatite bodies or sheets. Overall, the lithium content throughout the pegmatite is consistent.

Exploration

Exploration of the Finniss project has involved the review of historical work, surface geological sampling and mapping and an extensive program of reverse circulation ("**RC**") and diamond hole drilling ("**DDH**"), as well as bulk sampling and metallurgical testing. Geophysical techniques have also been employed to assist in defining exploration targets and overall geology of the project area.

Exploration at the Finniss project commenced in 2016 and has continued through 2023 using a combination of RC and DDH. A 39,600m RC and DDH drill program was completed in 2022 to enable an update of the Mineral Resource and Mineral Reserve estimates for the Finniss project. This exploration resulted in a significant upgrade in Mineral Resources and Mineral Reserves compared to the 2019 Definitive Feasibility Study (the "**2019 Finniss DFS**") results. Core Lithium completed a 68,000m drill program in 2023 using a combination of RC, DDH and reverse air blast ("**RAB**") drill rigs to infill drill and collect data at the BP33 and Carlton deposits, to infill drill and extend deposit data at the Lees-Booth, Hang Gong, Ah Hoy and Penfolds deposits and to test new targets identified from the 2023 geophysical and geochemical survey program.

The 2023 exploration program was successful in enabling an increase in the mineral resource estimate for the BP33 deposit and revision to the mine plan for BP33. Drilling at Grants identified the potential for pit extension below the currently defined mineral resource. The drilling at Lees-Booth showed strike and down dip extensions to the known mineralised pegmatite bodies and the identification of previously unknown pegmatite sheets within the system. At Penfolds the drilling identified down dip extensions and provided increased confidence in the continuity of mineralisation.

Drill results at Ah Hoy showed down dip extension of the deposit, with promising results for the adjacent Seadog deposit along strike and down dip. Drilling at Hang Gong enabled better definition of the resource potential.

Geophysical exploration involving Ambient Noise Tomography ("ANT") was used to explore for hidden pegmatites in new areas. ANT technology had been successfully tested at BP33 in 2022. Drilling at new prospects in 2023 totalled 14,327m of RC holes. This work was complemented by geochemical soil sampling and RAB sampling to test new targets in the wider Finniss project area.

Due to the significant decline in spodumene concentrate prices in late 2023, Core Lithium suspended exploration activity in January 2024, to preserve cash, but will reactivate activity as market conditions improve.

Drilling

Drilling campaigns for Finniss have involved both RC and DDH drilling. The RC drilling typically involved 4¾ inch or 5¼ inch hammers with 5 to 5½ inch face sampling bits. RC drilling also involved the use of significant compressor / booster / auxiliary air combinations capable of drilling to the target depths. DDH drilling started either at the surface or within pre-collars created using mud rotary or RC techniques. Oriented core was obtained for the diamond drilling results.

Most of the Finniss core has been drilled with an HQ tube size (*i.e.*, triple tube), with a small portion of the core drilled using a PQ tube size. The majority of drilling has employed RC techniques, with DDH and RAB drilling used as secondary drilling methods. Focused drilling by Core Lithium in 2020 through 2023 has resulted in substantial increases in reported Mineral Resources and Mineral Reserves at Finniss, especially for the Grants and BP33 deposits. However, despite the resource growth that has been driven by recent drilling campaigns, the average overall grade of Finniss has remained constant. Core Lithium indicates that this demonstrates the robustness of the geological model that has been developed for Finniss and has increased Core Lithium's confidence in its Mineral Resource estimates.

Drilling at Finniss in 2023 resulted in significant increases in Mineral Resources at several deposits, with extensions to the BP33, Carlton, Ah Hoy, Sandras, Hang Gong and Lees-Booth deposits, and the identification of promising new deposits such as Bilatos.

A significant portion of the Mineral Resource at Finniss is now within the measured category. This represents a high conversion rate for the indicated material that was reported by Core Lithium in its October 2018 estimate. The additional drilling in 2022 and 2023 has also enabled a significant increase in reported Mineral Reserves from the 2019 Finniss DFS. See "Risk Factors".

Sampling, Analysis and Data Verification

Sampling of RC drill chips involves documenting sample recovery and sample quality on a per meter basis. Evidence of contamination (e.g., extraneous iron) is monitored. Sample recovery is typically greater than 95%. RC samples are split at one-meter intervals using the rig cyclone and a cone splitter. The cyclone and splitter were regularly cleaned with compressed air and high-pressure water.

Diamond drill core recoveries were measured using conventional procedures, including drill markings and estimates of core loss by the drill operator, followed by mark-up and an estimate of core recovery by a geologist or geotechnician. Drill core was collected directly into trays, marked up and then secured. Geological logging and sample interval selection took place shortly after.

Field duplicate samples were used to monitor sampling methodology and the homogeneity of RC drilling. Results of duplicate analyses showed an acceptable degree of correlation. Furthermore, various duplicates were tested on a "like-for-like" basis to test for heterogeneity in the RC bag, and the results were highly correlated.

Samples were assayed using four acid digestion and analysed using inductively coupled plasma mass spectrometry ("**ICP-MS**") and inductively-coupled plasma optical emission spectrometry ("**ICP-OES**"). The measured elements were: Li, Cs, Rb, Sr, Nb, Sn, Ta, U, As, K, P and Fe. The lower and upper detection ranges for lithium were seven parts per million and 5,000 parts per million, respectively. In addition, during the 2016/2017 program, all samples were also analysed using a fusion method.

Certain drill core samples were tested for Al, Ca, Mg, Mn, Si, loss on ignition, specific gravity (immersion and pycnometer), and various trace elements. This testing was intended to provide a broader suite of analysis. Sodium was also tested using a four-acid digest and ICP-OES.

Sample quality assurance and quality control ("**QA/QC**") included a regime of one in eight control sub- samples, the use of certified lithium standards and duplicate sample analysis. Drilling data QA/QC included:

- one in 20 certified lithium ore standards;
- one in 20 duplicates were used during RC drilling; and
- one in 20 blanks.

External laboratory check samples are routinely submitted to an independent laboratory for final verification of results. This serves to check laboratory lithium assay repeatability and to investigate the iron contamination caused by laboratory milling equipment. The material used in these umpire tests was (i) excess crushed archive material from the original RC samples, (ii) in-tact quarter core samples or (iii) coarse rejects from the laboratory. The results of the umpire tests were well-aligned with the original results.

The technical report indicates that Core Lithium uses a modern chain of custody for sample submission. In addition, Core Lithium geologists supervise all (i) sampling, (ii) sample storage in the field and (iii) transport to the point of dispatch to the assay laboratory. The assay laboratory audits the samples on arrival and reports any discrepancies back to Core Lithium.

Mineral Processing and Metallurgical Testing

The metallurgical test work was performed at an external laboratory under the technical supervision of a metallurgy specialist. To determine the amenability of the Finniss pegmatites to concentration through density separation techniques, heavy liquid separation ("**HLS**") and dense media separation ("**DMS**") test work was performed on feed streams across a variety of feed size distributions. The HLS and DMS test work yielded the grade and recoveries achievable for certain feed size distributions. The HLS and DMS test work confirmed that density-based concentration is a viable treatment route, and indicated that a number of size fractions and separation stages could meaningfully enhance grade and recovery. In particular, the metallurgical test work revealed that two-stage DMS on two separate size fractions (6.3 to 2 millimeter and 2 to 0.5 millimeter, including DMS on the re-crushed 6.3 to 2 millimeter stage 2 float material) produces a high-grade concentrate at a high recovery. This configuration is robust enough to accommodate variability in processing plant performance and feed composition, and is able to scale up to a full production process.

The nominated concentrate grade of 5.8% Li_2O, at > 70% recovery, has been met consistently using the re-crush section. During test work, product impurities were consistently below reject specifications. The processing plant has been designed to treat 1.0 million tonnes of spodumene-bearing pegmatite at a head grade of 1.4% to 1.5% Li_2O, and will target production of a spodumene concentrate containing an average 5.8% Li_2O. The plant operations are contracted out. At full capacity, the processing plant will contain a management, supervisory and operational workforce of roughly 48 people.

Mineral Resource and Mineral Reserve Estimates

Lithium grades were estimated using ordinary kriging. Variography was undertaken on grade domain composite data. Variogram orientations were largely controlled by the strike and dip of the mineralization. Previous estimates were used for comparative analysis and to inform the current Mineral Resource estimate. A check estimate using an alternative estimation technique was also undertaken. No assumptions were made regarding the recovery of by-products.

Grade continuity analysis was performed in Micromine software for Li_2O. The data spacing varied considerably within the deposit, ranging from superficial drill holes at an approximate spacing of 25 meters by 30 meters, to deep exploration drill holes at a spacing greater than 50 meters by 30 meters. A parent block size of five meters (x-axis) by 10 meters (y-axis) by 10 meters (z-axis), coupled with a sub-block size of one meter (x-axis) by 2.5 meters (y-axis) by 2.5 meters (z-axis), was used to define the mineralization. Lithium was estimated at the parent block scale.

Geology and mineralization wireframes were generated in Micromine software using drill hole data supplied by Core Lithium. The mineralization and geological wireframes were used to flag the drill hole intercepts in the drill hole assay file. The flagged intercepts were then used to create composites (one meter lengths). The influence of extreme sample outliers in the composited data was determined using a combination of histograms and log probability plots. It was determined that no top-cuts needed to be applied. Model validation included: (i) visual comparison between composites and estimated blocks, (ii) a check for negative or absent grades and (iii) statistical comparison against the input drill hole data and graphical plots.

Resource classification was applied to the Mineral Resource estimate based on drilling data spacing, grade and geological continuity and data integrity. In particular, the Finniss resource was classified on the following basis:

- If (i) the drill spacing resolution was greater than 25 meters by 30 meters and (ii) the confidence in the geology, mineralization and resource estimate was considered to be high, such that it would be possible to apply modifying factors in a technical study, then the relevant portion of the model was classified as a Measured Mineral Resource.
- Areas that (i) had drill spacing resolution greater than 25 meters by 30 meters and/or (ii) were characterized by moderate levels of confidence in the (A) geology, mineralization and resource estimation or (B) potential impact of modifying factors, were classified as Indicated Mineral Resources.
- Areas that (i) had drill spacing of greater than 25 meters by 30 meters and (ii) were characterized by low levels of confidence in the (A) geology, mineralization and resource estimation or (B) potential impact of modifying factors, were classified as Inferred Mineral Resources.

The current Mineral Resource estimates for Finniss (as of September 25, 2024) and a corresponding summary are shown in the tables below. All Mineral Resources have been reported at a 0.5% Li_2O cut-off.

Finniss Mineral Resource Estimate Summary

Resource Category	Tonnes (Mt)	Li_2O%	Contained Li_2O (kt)
Measured	6.3	1.41	89
Indicated	21.6	1.30	280
Inferred	20.3	1.18	239
Total	**48.2**	**1.26**	**608**

Notes:

(1) Mineral Resources have an effective date of June 30, 2024.
(2) The Mineral Resources reported are inclusive of the Mineral Reserves.
(3) Mineral Resources which are not Mineral Reserves do not have demonstrated economic viability.

Measured Mineral Resources were converted to Proven Mineral Reserves or Probable Mineral Reserves, and Indicated Mineral Resources were converted to Probable Mineral Reserves. The Mineral Reserve estimate for the Grants and BP 33 deposits at the Finniss project is set out in the table below.

Finniss Mineral Reserves Estimate

Grants and BP 3 Deposits

	Proven		Probable	
	Tonnes (Mt)	Li_2O %	Tonnes (Mt)	Li_2O %
Grants Open Pit	0.53	1.40%	0.04	1.48%
BP 33 Underground	2.43	1.33%	6.25	1.40%
Total	**2.96**	**1.34%**	**6.29**	**1.40%**

Notes:

(1) Mineral Reserves have an effective date of June 30, 2024. Numbers are rounded and may not add. Ore reserves are the total for the Grants and BP 33 deposits.
(2) The long term spodumene price used for calculating the financial analysis was US$1,450/t. Reasonable assumptions have been used for calculating crushing, processing and treatment charges, deductions and payment terms, concentrate transport, metallurgical recoveries and royalties.
(3) The breakeven cut-off grade for underground mining at the BP 33 deposit is 0.80% Li_2O.
(4) The marginal cut-off grade for the Grants open pit is 0.50% Li_2O.
(5) The Mineral Reserves reported above are not additive to the Mineral Resources.
(6) Measured Mineral Resources were used to estimate Proven Mineral Reserves. Indicated Mineral Resources were used to estimate Probable Mineral Reserves.

Mineral Reserves associated with the Carlton, Hang Gong and Grants Underground are not reported. These require further study to ensure that the shift in market conditions, cost environment, and experience from the Grants operation and BP 33 project development are considered appropriately.

Mining Operations

Mining will be undertaken using a combination of open pit and underground methods, dependent on deposit geometry. The Grants deposits will be mined by open pit methods, while the BP 33 deposit will be mined by underground methods using long hole open stoping with paste backfill. Pre-stripping at Grants has largely been completed, and portal development at BP 33 has been partially completed. All material (*i.e.*, ore and waste) will require drill and blast, except for the oxidised pegmatite and phyllite waste which has been observed 30 to 50 meters from the surface. The mining contractor will also be responsible for pit dewatering, pit surface water management, heavy and light vehicle maintenance and day-to-day mining operations. Core Lithium will be responsible for site management and various administration and processing functions.

The BP33 deposit is located approximately 6 kilometers south of the proposed Grants open pit. The BP33 underground deposit will be accessed using a 340 meter decline from the surface, which will be box-cut to a decline connecting the lower levels. The pillar dimensions are expected to be 15 meters by 15 meters. The square shape will provide a greater load-bearing capacity compared to rectangular pillars. Mining from BP33 will be done using underground production loaders and the majority of the sublevel retreat mining will be done using remote loaders. The haulage path for the BP33 deposit will consist of the stope access development on the production level, the BP33 decline, and a haul road connecting BP33 to the area of the Grants deposit.

The overall production schedule for the combined Grants and BP33 operation calls for 800 kt ore in FY 2028, increasing to 1 Mta of ore in FY 2029 through FY 2035 and then declining to 900 kt in FY 2036 and approximately 350kt in FY 2037. The average ore mine grade is anticipated by be approximately 1.35% Li_2O for the life of mine.

Mining options at other deposits within the overall Finniss project are under review, based on updates to the resource estimates and overall production plans.

Processing and Recovery Operations

Lithium ore will be processed using a hybrid DMS and flotation process, for an overall plant recovery of 83.2%, to produce a 5% Li_2O concentrate at a rate of approximately 220 kta. Feed is provided to the backfill plant using flotation tails to produce flowable paste for the BP33 mine fill.

The process design is based on the existing Grants processing capacity of 1 Mta (dry, undiluted) process plant feed to produce coarse and fine spodumene concentrate. It is composed of the existing Grants crushing circuit and DMS plant with additions for flotation with key elements listed below:

- Three stage conventional crushing circuit
- Mica removal via up-flow classification
- Two stage DMS circuit (fines and ultra-fines)
- Milling and classification circuit
- Magnetic separation
- Spodumene flotation
- Dewatering and filtration

Concentrate will be transported to the Port of Darwin for shipment to customers.

Infrastructure

Infrastructure and services to support open pit mining and processing at the Grants deposit and the initial underground mine development at the BP33 deposit were in place at the time of suspension of operations in 2024. Principal infrastructure items to be put in place to support the restart of the Finniss project have been incorporated in the revised capital estimate and development schedule. These include:

- Flotation and associated modification to the existing process plant
- Backhaul paste plant to support underground mining at the BP33 deposit
- Mine haul road from the BP33 deposit to the process plant at the Grants deposit
- BP33 box cut, portal and decline
- BP33 ventilation system
- BP33 dewatering system
- BP33 site buildings
- TSF facility expansion (lift)

The port of Darwin (the "**DPO**") is a multi-user facility with four berths spaced along 865 meters of quay line. Berths one and three are primarily used for general cargo, containers, motor vehicles and livestock. Berth two is primarily used for bulk ore exports and has a rail-mounted dry bulk ship loader. Berth four is mostly used for bulk liquids and has a dedicated bulk liquids transfer facility. In early 2017, Core Lithium entered into a non-binding Heads of Agreement with DPO. DPO has also entered into a Port Operating Agreement (the "**POA**") with Core Lithium's wholly-owned subsidiary Lithium Developments Pty Ltd ("**Lithium Developments**"). The POA will allow Lithium Developments to use the DPO facilities for exporting Core Lithium's saleable product, including direct ship ore spodumene and spodumene concentrate. The POA has a five-year term.

The DPO facilities include a truck unloading facility, a ship loader feed conveyor and berths large enough to accommodate Panamax vessels. Lithium Developments will handle Core Lithium's product at the DPO.

Environmental, Social and Corporate Governance

Core Lithium has engaged an independent sustainability consulting firm to complete the following:

- a greenhouse gas assessment, which determined that the projected emissions for Finniss are relatively low compared to Australian peer lithium projects (attributable to the proximity to the port of Darwin);
- a sustainability assessment; and
- a life cycle analysis, which will assess the environmental impact and costs of Finniss.

Finniss is located on vacant crown land and the underlying tenure is owned outright by Core Lithium. There are no registered heritage sites covering the work area and there are no native title claims. Finniss was issued an Aboriginal Areas Protection Authority certificate on March 29, 2019.

Capital and Operating Costs

The updated capital expenditures ("**CAPEX**") for establishing and developing the Grants and BP33 mine sites, are estimated at A$282 million, based on the revised mine plan. This estimate includes the Grants open pit restart capital, BP33 mining and infrastructure capital and processing upgrade capital and capitalised operating costs prior to restart.

Current estimated unit operating costs for the revised production plan are:

- Grants open pit mining: A$64.21/t ore
- BP33 underground mining: A$120.05/t ore
- Finniss processing and tailings: A$69.45/t ore
- Finniss G&A: A$11.48/t ore

The operating costs ("**OPEX**") estimates were derived from cost estimates provided by mining contractors, price quotes contained in underground mining tenders submitted to Core Lithium and third party market research data that was prepared for Core Lithium. Cost estimates for the restart project are estimated at the Feasibility Study level.

Revenue

Core Lithium has assumed a revenue factor of 83.33% of the price of 6.0% spodumene concentrate, to derive a price for a 5% spodumene concentrate. The base price for the 6% spodumene concentrate was assumed to be US$1,450/t, yielding a price of $US1,208/t for the 5% spodumene concentrate. The price assumption incorporates allowance for recovery to concentrate, concentrate transport, taxes and royalties and 100% payable for the 5% spodumene concentrate.

Approvals

The Grants deposit was operating with all required approvals when works were suspended during 2024. At the time of suspension, approvals were in place for the development of the BP33 deposit and an amendment was being sought to allow mining, ore transport and processing of underground ore from the BP33 deposit. Core Lithium expects the regulatory approvals will be in place when required for the restart.

Exploration, Development and Production

Core Lithium has received all necessary permits for commencement of mining at the Grants deposit and announced commercial that production had commenced at the Finniss project on October 10, 2022. The Grants open pit will be the initial source of ore for the DMS plant until the BP33 deposit and the other Finniss deposits are brought online. Finniss commenced its first shipment of direct shipping ore at the end of 2022.

During the twelve months ending June 2024, Core Lithium produced 95,020 dry metric tonnes (dmt) of concentrate, sold 97,432 dmt of concentrate and 66,140 wmt (wet metric tonnes) of lithium fines and held 5,178 wmt of concentrate and approximately 75,000 wmt of lithium fines available for sale.

Core Lithium suspended mining activity at the end of 2023, due to significant declines in spodumene concentrate prices, but continued to process stockpiled ore. Sufficient ore is available to sustain operations until Q3 2024. Core Lithium also suspended early works construction projects for the BP33 underground mine.

Core Lithium is currently completing a mine restart study for the Finniss project and optimization work for the BP33 underground mine, which Core Lithium expects to complete by the end of 2025 or earlier, as market conditions permit.

Technical Information – Grota do Cirilo Project

Technical Report

The technical report in relation to the Grota do Cirilo lithium project is the Technical Report on the Grota do Cirilo Lithium Project, which was prepared for Sigma Lithium Corporation ("**Sigma**") and filed under Sigma's SEDAR profile on March 19, 2024, with an effective date of January 18, 2024. A complete copy of the Grota do Cirilo Technical Report can be viewed under the SEDAR+ profile of Sigma at www.sedarplus.ca.

Sigma provided an update on May 8, 2024 to the Mineral Resource and Mineral Reserve estimates detailed in the January 18, 2024 technical report. The update reported a significant increase to the Proven and Probable Reserves that were detailed in the January 18, 2024 technical report. Readers are cautioned that the reported increase in Mineral Reserves is not supported by an updated technical report and the January 18, 2024 technical report remains valid.

Sigma is a reporting issuer in Canada and LRC holds a royalty interest over the Grota do Cirilo project. Accordingly, LRC is relying on section 9.2(1) of NI 43-101 to source the scientific and technical information in this AIF regarding the Grota do Cirilo project on scientific and technical information released by Sigma (as detailed in the section of this AIF entitled "Technical and Third Party Information").

Project Description, Location and Access

Grota do Cirilo project is located in northeastern Minas Gerais, approximately 25 kilometers east of Araçuaí and 450 kilometers northeast of Belo Horizonte. Grota do Cirilo consists of four properties owned by Sigma Mineração S.A. ("**Sigma Brazil**"), the Brazilian subsidiary of Sigma and is divided into a northern complex (the Grota do Cirilo, Genipapo and Santa Clara properties) and a southern complex (the São José property).

Grota do Cirilo consists of 29 mineral rights, which include mining concessions, applications for mining concessions and exploration permits, spread over 191 square kilometers. Grota do Cirilo encompasses nine past-producing lithium mines and 11 first-priority exploration targets. The mining concessions granted in connection with Grota do Cirilo are in good standing with the Brazilian authorities.

The surface rights for Grota do Cirilo are held by three companies: (1) Arqueana Minérios e Metais, (2) Miazga Participações S.A., and (3) Tatooine Investimentos S.A. Sigma Brazil has entered into right-of-way agreements with these companies in order to support Sigma's exploration and development activities within the Grota do Cirilo property.

Sigma Brazil has a mining easement (*servidão mineral*) covering a total of 413.3 hectares, to address the areas for waste and tailings piles, production plant, all access roads (internal), electrical substation, fueling station and support structures. The servidão mineral was published in the Official Gazette of the Federal Government. It contemplates the mining and processing activities of the Xuxa deposit and processing plant (ANM Processs No. 824.692/1971). Sigma Brazil has been issued both an environment provisional license ("**ELP**") and an environment installation license ("**ELI**") for Grota do Cirilo, and construction of phase one has commenced. In addition, Sigma Brazil has been granted a water license to pump of 150 cubic meters per hour from the Jequitinhonha River for all months of the year for a period of 10 years.

Royalties are payable to the Brazilian government, LRC and a private third party. However, Sigma has disclosed an intention to exercise its option to repurchase the royalty payable to the private third party.

To the extent known to the authors of the Grota do Cirilo Technical Report, there are no other significant factors and risks that may affect access, title, or the right or ability to perform work on Grota do Cirilo that have not been discussed in the Grota do Cirilo Technical Report.

Accessibility, Climate, Local Resources, Infrastructure and Physiography

Grota do Cirilo is accessible from BR-367, a regional paved road that runs through the northern part of the Grota do Cirilo property. Within the Grota do Cirilo property, road access is provided by a network of service roads. A municipal airport services the town of Araçuaí. The closest major domestic airports are located in Montes Claros, which is 327 kilometers west of Araçuaí, and at Vitória da Conquista, 273 kilometres east of the project.

The Grota do Cirilo region is characterized by a dry, semi-arid and hot climate. Exploration can be completed throughout the year, but can be interrupted by short-term rainfall events. The topography in the region of Grota do Cirilo

consists of gentle hills (< 100 meters elevation change). The Grota do Cirilo area is generally characterized by thorn scrub and savannah ecosystems and much of the area has been cleared for agriculture. The primary source of water for Grota do Cirilo is the Jequitinhonha River.

Mining operations have been previously conducted in the Grota do Cirilo area. Existing infrastructure includes power supply and sub-stations, offices equipped with internet and telephones, on-site worker accommodations and a dining hall, kitchen, workshop, on-site laboratory, sample storage building, warehouse, fuel storage facility with pumping equipment and water pumping facility. A 138 kilovolt transmission line that is connected to the Irapé hydropower station runs through the northern part of the Grota do Cirilo property.

History

Tin and tantalite open pit mines were operated in the vicinity of Grota do Cirilo from 1957 until the 1980s. Pegmatite and alluvial gravel material was mined near Grota do Cirilo from the 1980s to the 2000s. Sigma Brazil has engaged in mapping, data compilation, surveying, channel sampling and HQ core drilling activities throughout the Grota do Cirilo property. Between 2014 and 2015, a heavy mineral separation pilot plant was completed for Grota do Cirilo. Lithium-specific mining activities have been conducted over at least nine deposits at Grota do Cirilo.

In 2017, Sigma purchased a DMS unit in order to produce a 6% Li_2O spodumene concentrate. Sigma has completed ground reconnaissance, satellite image interpretation, geological mapping, channel and chip sampling, trenching, core drilling, Mineral Resource and Mineral Reserve estimates and a feasibility study. Sigma initially focused on a geological assessment of available field data in order to prioritize the 200 known pegmatites at Grota do Cirilo. With respect to prospective areas, Sigma has concentrated its activities on detailed geological and mineralogical mapping of previously-mined pegmatites.

Geological Setting and Mineralization

The Grota do Cirilo pegmatites are classified as lithium-cesium-tantalum type. Grota do Cirilo is situated within the Eastern Brazilian Pegmatite Province. The pegmatite swarm is associated with the Neoproterozoic Araçuaí orogeny and has been divided into two main types: (1) anatectic pegmatite (directly formed from the partial melting of the country rock) and (2) residual pegmatite (fluid rich silicate melts that resulted from the fractional crystallization of a parent magma). The Grota do Cirilo pegmatites fall within the residual pegmatite category and are further classified as LCT types.

Pegmatite bodies are typically hosted in a grey biotite-quartz schist and are generally concordant with the schist foliation, but can also cross-cut foliation. The Grota do Cirilo dikes are sub-horizontal to shallow-dipping sheeted tabular bodies, typically ranging in thickness from a few meters up to over 40 meters. The Grota do Cirilo dikes display a discontinuous, thin, fine-grained chilled margin. Spodumene comprises about 28 – 30% of the dike, microcline and albite comprises around 30 to 35% of the dike and white micas account for roughly 5 – 7% of the dike. Feldspar and spodumene crystals reach as much as 10 to 20 centimeters in length. Tantalite, columbite and cassiterite can occur in association with albite and quartz. The primary lithium-bearing minerals are spodumene and petalite. Spodumene can theoretically contain as much as 3.73% Li, equivalent to 8.03% Li_2O, whereas petalite, can contain as much as 2.09% Li, equivalent to 4.50% Li_2O.

The primary Grota do Cirilo pegmatites are as follows:

- Xuxa: The Xuxa pegmatite has concordant foliation, strikes northwest-southeast, dips to the southeast at 40º to 45º and is not zoned. The pegmatite strike length is 1,700 meters long, averages 12 to 13 meters in thickness and has been drill tested down to 259 meters in depth. Xuxa is open to the west and east and at depth.
- Barreiro: The Barreiro pegmatite has discordant foliation, strikes northeast-southwest, dips to the southeast at 30º to 35º and is slightly zoned with distinct spodumene and albite zones. The pegmatite strike length is about 600 meters long, averages 30 to 35 meters in thickness and has a down-dip distance of 800 meters. Barreiro is open to the northeast and at depth.
- Murial: The Murial pegmatite has discordant foliation, strikes north-south and has a variable westerly dip, ranging from 25º to 75º. The pegmatite strike length is about 750 meters, averages 15 to 20 meters in thickness and has a down-dip distance of 200 meters. The pegmatite is characterized by a spodumene-rich intermediate zone and a central zone that contains both spodumene and petalite. The southern section of the pegmatite has lower lithium tenors compared to the norther portion of the dike. Murial remains open to the west, east and at depth.
- Lavra do Meio: The Lavra do Meio pegmatite has concordant foliation, strikes north-south and dips to the east at 75º to 80º. The pegmatite strike length is about 300 meters, averages 12 to 15 meters in thickness and has a down-

dip distance of 250 meters. The pegmatite is zoned and contains both spodumene and petalite. Lavra do Meio is open at depth.

- Nezinho do Chicao: The Nezinho do Chicao pegmatite body strikes roughly north-south and dips to the southeast at 40º to 75º. The pegmatite strike length is about 1,600 meters long, averages 20 to 30 meters in thickness has a down-dip distance of 200 meters. The pegmatite is a high-grade mix of spodumene and petalite. Nezinho do Chicao is open to the north and south and at depth.

Exploration

Sigma began working on Grota do Cirilo in June 2012. Sigma initially focused on a geological assessment of available field data in order to prioritize the 200 known pegmatites at Grota do Cirilo.

With respect to prospective areas, Sigma concentrated its activities on detailed geological and mineralogical mapping of previously-mined pegmatites (*e.g.*, Xuxa and Barreiro). These dikes were channel sampled and then evaluated in terms of their lithium, tantalum and cassiterite potential. This work was followed by bulk sampling, drilling and metallurgical test work. In the southern complex area, Sigma geologists have visited sites of historical workings and have carried out reconnaissance mapping and sampling. The Lavra Grande, Samambaia, Ananias, Lavra do Ramom and Lavra Antiga pegmatites were previously mined for spodumene, heavy minerals and, in some cases, gem-quality crystals. These pegmatites will be targeted in future exploration campaigns.

In general, the Grota do Cirilo pegmatites can be separated into two classes:

- Class 1: Structurally concordant (*i.e.*, having dips and strikes comparable to that of the regional foliation of the schist host) with an azimuth of 300 – 340º and a dip of 40 – 60º. Nearly all of the prospective pegmatites at Grota do Cirilo belong to the concordant class, and typically form intrusive bodies that are several hundred meters in length and 3 to 20 meters wide.

- Class 2: Structurally discordant, having dips and strikes that cross-cut the host schist foliation. The Gringo (azimuth 140 – 170º, dip -15 – 55º), Barbieri (azimuth 340º, dip 90º) and Urubu deposits are examples of discordant pegmatites.

Drilling

As of January 18, 2024, the drilling work completed by Sigma for Grota do Cirilo consists of 647 core holes totalling 131,982 meters. This total includes 14 holes for 1,722 metres drilled on the Elvira prospect on the Santa Clara property. Drilling was carried out using an HQ core size (*i.e.*, 63.5 millimeter core diameter) in order to recover enough material for metallurgical testing. Drill spacing varied by pegmatite but was typically 50 meters, with wider spacing at the edges of the drill pattern. Drill orientations were tailored according to the strike and dip of the pegmatites. The drill hole intercepts ranged in thickness, from (i) approximately 85 – 95% of true width of mineralization to (ii) near true width of mineralization.

Sigma conducted HQ drilling programs in 2014, 2017, 2018, 2020, 2021, 2022 and 2023. The drill programs included core logging, core photography, core recovery measurements, and collar and downhole survey measurements. The report indicates that there were no drilling, sampling or recovery factors that could materially impact the accuracy and reliability of the results in any of the drill campaigns.

As of January 18, 2024, Sigma had completed a total of 100 diamond drill holes on Xuxa totalling 15,531 meters. All drilling up to the end of 2018 was used to support the Mineral Resource estimate. The seven holes drilled in 2021 were confirmation drill holes and were not included in the Mineral Resource estimate. During the 2014 Xuxa drill program, the average pegmatite intersection was 13.55 meters and the average true thickness was 9.6 meters. During the 2017/2018 drilling, true thickness averaged 13.6 meters. Ten percent of the holes at Xuxa were drilled vertically. The remaining 90% of holes were inclined at 50 – 90º. The core holes were generally oriented at azimuth 145º, perpendicular to the general orientation of the pegmatite intrusions and deviated slightly to the west. Drilling at Xuxa reached depths of 230 meters.

Drilling at Barreiro from 2014 to 2021 yielded 136 HQ drill holes totalling 26,976 meters. All of the drill holes were used in the Mineral Resource estimate. Barreiro drill holes were generally spaced 50 to 100 meters apart. Approximately 65% of the Barreiro holes were drilled vertically, with the rest drilled on a N310º azimuth. Drill hole inclination ranged from 50 – 90º and the deepest hole reached 350 meters below the surface. The average pegmatite intersection was approximately 42 meters and truth thickness was approximately 35 – 40 meters.

From 2017 to 2018 and in 2023, Sigma completed 44 HQ core holes at Lavra do Meio totalling 9,192 meters. All of the drill holes were used in the Mineral Resource estimate. The holes at Lavra do Meio were generally vertical, perpendicular to the orientation of the pegmatite intrusions and had variable deviation to the south. Drill hole spacing was typically 50 – 75 meters. Drill holes dipped -60º on average and reached depths of 187 meters below the surface.

Between 2017 and 2023, Sigma drilled 177 HQ cores at Murial totalling 42,547 meters. Only the first 34 drill holes were used in the 2018 Mineral Resource estimate. The remaining holes will be used in a subsequent resource update. The core holes at Murial were generally vertical, perpendicular to the orientation of the pegmatite intrusions and deviated to the south. Drill hole spacing ranged from 50 to 100 meters. The drill holes had dips of 57º to 90º and reached depths of 208 meters below the surface.

As of the end of 2023, 131 drill holes totalling 25,671 meters have been completed at Nezinho do Chicao. Due to the cut-off date, holes 118, 120 and 123 were not used for the 2018 Mineral Resource estimate. Two of the drill holes at Nezinho do Chicao were drilled vertically, with the remaining holes drilled at an incline of 60º to 90º. The core holes were generally oriented at azimuth 295º and perpendicular to the orientation of the pegmatite intrusions. The drill holes at Nezinho do Chicao reach depths of 100 meters below the surface.

26 holes for 6,711 metres have been completed at Maxixe. Two holes were drilled at 70º inclination, with the remaining holes drilled at 60º inclination. All holes were oriented at 270º azimuth, perpendicular to the orientation of the pegmatite. Drill spacing was typically on 5 meter centres with wider spacing on the edges of the drill pattern.

Drilling at the Tamboril prospect totaled 19 holes for 3,582 meter in 2022 and 2023. All holes were inclined at 60º and 270º azimuth, perpendicular to the pegmatite orientation. Drill hole spacing was typically 50 meter centres with wider spacing on the edges of the drill pattern.

In 2023, 9 holes were completed at Elvira for 1,234 meters. All holes were inclined at 60º and oriented at 340º azimuth. The drill spacing was typically 100 meters.

Recovery in all drilling programs was generally excellent and typically close to 100%.

Sample Preparation, Analysis and Security

Sampling intervals were based on lithology and mineralization. The typical sampling length was one meter, but varied according to lithological contacts between the mineralized pegmatite and the host rock. In general, one meter samples were collected from each side of the contact host rock.

All samples collected by Sigma during the Grota do Cirilo exploration programs were delivered to qualified independent laboratories for analysis. Portions of the 2017 to 2018 and 2020 to 2022 sample pulps were submitted for cross-check validation. In addition, various 2014 samples were resampled by the authors of the report and submitted for validation. All of the laboratories used by Sigma are ISO 17025 accredited.

In some cases, sample preparation involved (i) drying, (ii) crushing to 75% passing 3 millimeters using jaw crushers and (iii) pulverizing to 95% passing 150 mesh (*i.e.*, 106 micrometers). In other cases, sample preparation involved (i) drying, (ii) crushing to 70% passing 2 millimeters using jaw crushers and (iii) pulverizing to 85% passing 200 mesh (*i.e.*, 75 micrometers).

In 2017, samples were subjected to a 55-element analysis using ICP-OES and ICP-MS. Each analysis required 10 grams of pulp material and returned different detection limits for each element that was tested. The lower limit for lithium detection was 10 parts per million and the upper limit for lithium detection was 10,000 parts per million. In 2018, samples were subjected to a 31-element analysis using inductively-coupled plasma atomic emission spectrometry and ICP-MS. The 2020 to 2022 samples were assayed with a 31-element analytical package that used ICP-OES and ICP-MS. The lower limit of detection for lithium was 10 parts per million and the upper limit was 15,000 parts per million (*i.e.*, 15% Li).

With respect to QA/QC, Sigma inserted analytical standard reference materials, blanks and core duplicates into the sample batches that were submitted for external analysis. In 2017 and 2021, pulps from certain mineralized intersections were sent for reanalysis. In addition, a total of 729 pulp samples from the 2017, 2018, 2020 and 2021 drilling programs were submitted for third-party verification. The 2013 and 2014 pulp samples, however, have not been reanalyzed.

The 2014 campaign analytical standards were made out of local pegmatite and were not certified. The uncertified standards were inserted into the sample stream at a rate of one in 25 samples. During the 2017 to 2018 campaign, Sigma began using certified standards prepared by African Mineral Standards ("**AMIS**"), an international supplier of certified reference materials. A total of 88 AMIS standards were used for the 2017 campaign and 315 were used for the 2018 campaign. A further 73 AMIS standards were used in the 2021 campaign.

During the 2017 to 2018 and 2020 to 2022 campaigns, Sigma included analytical blanks in its internal QA/QC protocol. The blank samples, which were made out of a fine silica powder provided by AMIS, were inserted into the sample stream at a rate of one in 20 samples. The same procedure was used by Sigma for the 2014 drilling campaign. A total of 919 analytical blanks were analysed during the 2014, 2017 to 2018 and 2020 to 2022 exploration programs.

Sigma also inserted core duplicates into sample streams at a rate of one in 20 samples. The sample duplicates consisted of either (i) a quarter HQ core or (ii) a representative channel sample taken from the secondary channel (which was cut parallel to the main channel).

Bulk densities of the lithologies were measured through a pycnometer measurement. Measurements were made according to lithology, and special attention was paid to the lithium-bearing pegmatite. Separate measurements were made for Xuxa, Barreiro, Murial, Lavra do Meio and Nezinho do Chicao samples.

A total of 219 measurements were made on Xuxa core from the drill programs completed between 2017 and 2021. Of the 219 measurements, 26 were made on albite-altered pegmatite, 69 on schist and 121 on lithium-bearing pegmatite. For Barreiro, a total of 471 measurements were made on core from the 2018 and 2021 drill programs. Of the 471 measurements, 94 were made on albite-altered pegmatite, 206 on schist and 164 on lithium-bearing pegmatite. For Murial, a total of 134 measurements were made on core from the 2018 drill program. Of the 134 measurements, 32 were made on the albite-altered pegmatite, 58 on schist and 44 on the lithium-bearing pegmatite. For Lavra do Meio, a total of 51 measurements were made on core from the 2018 drill program. Of the 51 measurements, nine were made on the albite-altered pegmatite, 22 on schist and 20 on the lithium-bearing pegmatite. For the Nezinho do Chicao deposit, 292 lithium-bearing samples were tested – specifically, 196 spodumene samples and 96 petalite samples.

As additional QA/QC, 664 samples from the 2017 to 2018 drilling campaign were sent to an external laboratory for sample check analysis. The average lithium concentration for the original samples was 6,411.4 parts per million while the duplicate sample average was 6,475.9 parts per million. This suggests that there is a slight bias within the duplicates, but is well within the accepted margin of error.

Sigma also sent 65 samples from the 2021 Barreiro drilling campaign to a third-party for sample check analysis. The average lithium concentration for the original samples was 6,518.0 parts per million and the duplicate samples averaged 6,559.7 parts per million – a difference of 41.7 parts per million, or 0.6%. The correlation coefficient for the sample check analysis was 0.9854, which indicates that there is a strong correlation between the two sets of samples.

Sigma sent 304 samples from the Nezinho do Chicao 2021 and 2022 drilling program for check sample analysis. In addition, the average lithium grade for the original samples was 1.38% Li_2O and the duplicates averaged 1.39% Li_2O. The correlation coefficient R^2 between the original samples and the duplicate samples was 0.98.

A total of 216 coarse duplicates and 216 pulp duplicates from the Nezinho do Chicao 2021 and 2022 drill programs were submitted for sample check analysis. The average concentration for the original coarse samples was 1.44% Li_2O while the average concentration for the coarse duplicates was 1.42% Li_2O. The average concentration for original pulp samples was 1.43% Li_2O and the pulp duplicates also averaged 1.43% Li_2O.

Data Verification

Through site visits, the authors of the Grota do Cirilo Technical Report familiarized themselves with Sigma's exploration methods, the field conditions, the position of the drill hole collars, the core storage and logging facilities and the different exploration targets.

The Grota do Cirilo database has been shared with third party modelling specialists. The database contains core collar locations, downhole survey results, lithologies and lithium assays. Errors were removed from the Grota do Cirilo data after consultation with Sigma geologists. Random checks on assay certificates were used to validate the assay values in the Grota do Cirilo database.

Witness sampling was carried out in 2017 on previously-sampled mineralized intervals. This involved cutting and submitting quarter core samples for external analysis. A total of nine mineralized intervals were sampled in order to compare the grade results delivered by different laboratories. The average for the original samples was 1.61% Li_2O while the average for the control samples was 1.59% Li_2O.

Mineral Processing and Metallurgical Testing

Drill core samples from Xuxa were processed in 2018 and 2022, while samples from Barreiro were tested between November 2020 and May 2021. Samples from Nezinho do Chicao were tested in 2022. The Xuxa sample test work included comminution, HLS, REFLUX classifier, DMS and magnetic separation. The Barreiro sample test work included sample characterization, grindability testing, HLS and DMS metallurgical testing. The Nezinho do Chicao test work program included sample characterization, mineralogical analyses, HLS, DMS and magnetic separation.

Xuxa

Xuxa drill core was combined into six variability samples. The test work program for Xuxa core included mineralogical analysis, grindability, HLS, REFLUX classifier, DMS and magnetic separation. Flowsheets for lithium beneficiation were developed in conjunction with the Xuxa test work. Overall, the testing target was (i) spodumene concentrate with at least 6% Li_2O and at most 1% Fe_2O_3 and (ii) a high rate of lithium recovery.

Four HLS tests, each at a different crush size (15.9 millimeters, 12.5 millimeters, 9.5 millimeters and 6.3 millimeters), were carried out on each of the six variability samples. This HLS test work helped evaluate the amenability of the samples to DMS for spodumene beneficiation. The HLS test work also helped determine the optimum crush size for DMS. The 9.5 millimeter crush size was found to be optimum for DMS test work, since it resulted in the highest lithium recovery and generated minimal fines.

The DMS variability samples were each crushed to -9.5 millimeters and screened into four size fractions: coarse (-9.5/+6.3 millimeters), fines (-6.3/+1.7 millimeters), ultrafines (-1.7/+0.5 millimeters) and hypofines (-0.5 millimeters). The coarse, fines and ultrafines fractions of each variability sample were then processed separately for lithium beneficiation.

The coarse, fines and ultrafines RC underflow streams of each variability sample were processed separately through DMS. The DMS concentrate from each of these fractions then underwent dry magnetic separation at 10,000 gauss.

The DMS test work flowsheet for the coarse and fines fractions included two passes through DMS. The first pass was carried out at a specific gravity designed for silicate gangue rejection (~2.65). The second pass was at a specific gravity cut-point designed for spodumene concentrate generation (~2.90). The coarse DMS middlings were re-crushed to -3.3 millimeters and then fed through a two-stage HLS test. The ultrafines DMS test work flowsheet included both a single-pass and a double-pass DMS circuit at a specific gravity cut-point designed for spodumene concentrate generation (~2.90).

The test results demonstrated that DMS was able to produce spodumene concentrate with >6% Li_2O in most cases. Based on the test work, a lithium recovery of 60.4% was selected for the plant design.

Barreiro

Four variability samples and one composite sample were tested for Barreiro. The goal of the testing program was to collect preliminary information on the metallurgical performance of mineralized material taken from Barreiro. The test work program was developed based on the Xuxa flowsheet. Overall, the testing target was (i) spodumene concentrate with at least 6% Li_2O and at most 1% Fe_2O_3 and (ii) a high rate of lithium recovery.

Testing was separated into two sets of HLS. The first set of HLS used the composite Barreiro sample and was intended to evaluate crush size (*e.g.*, 15.9 millimeters, 12.5 millimeters, 10.0 millimeters, and 6.3 millimeters). The second set of HLS was performed on each variability sample at the optimum crush size. The fine fraction (*i.e.*, -0.5 millimeters) was screened out from each sub-sample and the oversize fraction was submitted for HLS testing. The optimal crush size was determined to be -10.0 millimeters. Accordingly, variability HLS testing was performed using a -10.0 millimeters crush size.

In all four variability samples, HLS tests produced >6% Li_2O spodumene concentrate with low iron content (<1.0% Fe_2O_3). Interpolated stage recoveries (6% Li_2O concentrate) for the four variability samples ranged from 56.0% to 77.3%.

Pilot-scale DMS work was completed using the composite sample. Dry magnetic separation was performed on the DMS feed. DMS test work results yielded a combined spodumene concentrate grade of 6.11% Li_2O, a stage recovery of 59.5% and a global recovery of 50.9%.

Nezinho do Chicao

Three variability samples and one composite sample were tested for Nezinho do Chicao. The test work program was developed based on the flowsheet developed for the Barreiro deposit. The objective of the test work program was to produce chemical grade spodumene concentrate (*i.e.*, >5.5% Li_2O) with low iron content (<1% Fe_2O_3) while maximizing lithium recovery.

HLS tests were undertaken across four different crush sizes (15.9 mm, 12.5 mm, 9.5 mm and 6.3 mm) to determine the optimum crush size for each ore. The fine fraction (-0.5 mm) was screened out from each sub-sample and the oversize fraction was submitted for HLS testing, which yielded an optimal crush size of -9.5mm. Variability HLS testing was undertaken at this crush size. Interpolated stage recoveries (5.5% Li_2O concentrate) for the three variability samples ranged from 58.7% to 61.4%.

Pilot-scale DMS test work was carried out on the composite sample. Dry magnetic separation was performed on the DMS feed. DMS test results yielded a combined spodumene concentrate grade (with petalite) of 5.50% Li_2O and stage recovery of 58.7% (global recovery of 50.6%).

Mineral Resource Estimates

A resource block model was used to generate a Mineral Resource estimate for Grota do Cirilo. Three-dimensional wireframe solids of the mineralization were defined using drill hole Li_2O analytical data.

Data was composited to a length of one meter. Compositing started at the schist-pegmatite contact. No capping was applied to the composite data. The Xuxa model used a 5 meter by 3 meter by 5 meter block size. The Barreiro, Murial, Lavra do Meio and Nezinho do Chicao models used a 5 meter by 5 meter by 5 meter block. Average densities were applied to the model blocks, which ranged from 2.65 tonnes per cubic meter at Lavra do Meio to 2.71 tonnes per cubic meter at Barreiro.

Variography was applied to the Xuxa, Barreiro, Nezinho do Chicao and Murial data. Projection and z-axis rescaling was applied according to mineralization orientation.

Grade interpolation for the Xuxa, Barreiro, Nezinho do Chicao and Murial resource block models used ordinary kriging. The Lavra do Meio, Maxixe, Tamboril and Elvira models were estimated using an inverse distance weighting to the second power methodology. Interpolation involved three successive passes, with more inclusive search conditions from the first pass to the next.

The estimates and models were validated by comparing block model grades to the assay and composite grades, and by comparing block values to the composite values located inside the interpolated blocks.

Mineral Resources were classified as measured, indicated or inferred. Mineral Resource classification was based on the density of analytical information, grade variability and spatial continuity of mineralization. Mineral resources were classified in two successive stages: (1) automated classification and (2) manual revision. In addition, classification involved the following:

- Measured Mineral Resources:
    - *Xuxa*: search ellipsoid distance of 50 meters (strike) by 50 meters (dip) by 25 meters, with a minimum of seven composites and at least three different drill holes.
    - *Barreiro, Murial, and Lavra do Meio*: search ellipsoid distance of 55 meters (strike) by 55 meters (dip) by 35 meters, with a minimum of five composites and at least three different drill holes.
    - *Nezinho do Chicao*: search ellipsoid distance of 75 meters (strike) by 75 meters (dip) by 25 meters, with a minimum of seven composites and at least three different drill holes.

- Indicated Mineral Resources:
  - *All Deposits*: search ellipsoid twice the size of the measured category and the same composite selection criteria as the measured category.
- Inferred Mineral Resources:
  - *All Deposits*: all remaining blocks.

The Mineral Resource estimates for the total Grota do Cirilo project are reported in the below tables using a 0.3% Li_2O cut-off. The effective date for the combined Grota do Cirilo project estimates is January 18, 2024. The Mineral Resource estimates were constrained by topography and certain economic parameters.

Grota do Cirilo - Complete Mineral Resource Estimate[1]

Category	Tonnage (Mt)[2]	Average Grade Li_2O (%)	LCE (kt)
Measured	45.2	1.41%	1,576
Indicated	49.1	1.39%	1,688
Measured + Indicated	**94.3**	**1.40%**	**3,265**
Inferred	14.6	1.37%	495

Notes:

(1) Mineral Resources are (i) presented undiluted and in-situ, (ii) constrained by continuous three-dimensional wireframe models and (iii) considered to have reasonable prospects for eventual economic extraction. Mineral Resources are reported assuming open pit mining methods and the following assumptions: (i) lithium concentrate (6% Li_2O) price of US$1,300/t, mining costs of US$2.20/t for mineralization and waste, crushing and processing costs of US$10.70/t, general and administrative costs of US$4.00/t, concentrate recovery of 60%, 2% royalty payment, pit slope angles of 55º and an overall cut-off grade of 0.3% Li_2O. The estimate of Mineral Resources may be materially affected by environmental, permitting, legal, title, taxation, socio-political, marketing or other relevant issues.

(2) Tonnages and grades have been rounded in accordance with reporting guidelines. Totals may not sum due to rounding.

(3) Mineral Resources have an effective date of January 18, 2024.

(4) The Mineral Resources reported are inclusive of the Mineral Reserves.

(5) Mineral Resources, which are not Mineral Reserves, do not have demonstrated economic viability. An Inferred Mineral Resource has a lower level of confidence than that applying to a Measured and Indicated Mineral Resource and must not be converted to a Mineral Reserve. It is reasonably expected that the majority of Inferred Mineral Resources could be upgraded to Indicated Mineral Resources with continued exploration.

(6) The results from the pit optimization are used solely for the purpose of testing the "reasonable prospects of economic extraction" by an open pit and do not represent an attempt to estimate Mineral Reserves. The results are used as a guide to assist in the preparation of a Mineral Resource statement and to select an appropriate resource reporting cut-off grade.

Individual deposits within the overall Grota de Cirilo project have various effective dates. The Xuxa Mineral Resource estimate has an effective date of January 10, 2019; the Barreiro estimate has an effective date of February 11, 2022 and the Nezinho do Chicao, Murial, Lavra do Meio, Maxixe, Tamboril and Elvira estimates have an effective date of January 18, 2024. Mineral Resource estimates for the separate deposits are detailed in the accompanying tables.

Xuxa Deposit Mineral Resource Estimate[1]

Category	Tonnage (Mt)[2]	Average Grade Li_2O (%)	LCE (kt)
Measured	10.2	1.56%	401
Indicated	7.2	1.48%	266
Measured + Indicated	**17.4**	**1.49%**	**667**
Inferred	3.8	1.58%	149

Notes:

(1) Mineral Resources are (i) presented undiluted and in-situ, (ii) constrained by continuous three-dimensional wireframe models and (iii) considered to have reasonable prospects for eventual economic extraction. Mineral Resources are reported assuming open pit mining methods and the following assumptions: (i) lithium concentrate (6% Li_2O) price of US$1,000/t, mining costs of US$2.2/t for mineralization and waste, crushing and processing costs of US$10.7/t, general and administrative costs of US$4/t, concentrate recovery of 85%, 2% royalty payment, pit slope angles of 55º and an overall cut-off grade of 0.3% Li_2O. The estimate of Mineral Resources may be materially affected by environmental, permitting, legal, title, taxation, socio-political, marketing or other relevant issues.

(2) Tonnages and grades have been rounded in accordance with reporting guidelines. Totals may not sum due to rounding.

(3) Mineral Resources have an effective date of January 10, 2019.

(4) The Mineral Resources reported are inclusive of the Mineral Reserves.

(5) Mineral Resources, which are not Mineral Reserves, do not have demonstrated economic viability.

Barreiro Deposit Mineral Resource Estimate[1]

Category	Tonnage (Mt)[2]	Average Grade Li_2O (%)	LCE (kt)
Measured	19.5	1.41%	665
Indicated	6.1	1.30%	195
Measured + Indicated	**25.6**	**1.38%**	**861**
Inferred	3.8	1.39%	132

Notes:

(1) Mineral Resources are (i) presented undiluted and in-situ, (ii) constrained by continuous three-dimensional wireframe models and (iii) considered to have reasonable prospects for eventual economic extraction. Mineral Resources are reported assuming open pit mining methods and the following assumptions: (i) lithium concentrate (6% Li_2O) price of US$1,500/t, mining costs of US$2.2/t for mineralization and waste, crushing and processing costs of US$10.7/t, general and administrative costs of US$4/t, concentrate recovery of 60.7%, 2% royalty payment, pit slope angles of 55º and an overall cut-off grade of 0.3% Li_2O. The estimate of Mineral Resources may be materially affected by environmental, permitting, legal, title, taxation, socio-political, marketing or other relevant issues.

(2) Tonnages and grades have been rounded in accordance with reporting guidelines. Totals may not sum due to rounding.

(3) Mineral Resources have an effective date of February 11, 2022.

(4) The Mineral Resources reported are inclusive of the Mineral Reserves.

(5) Mineral Resources, which are not Mineral Reserves, do not have demonstrated economic viability.

Nezinho do Chicao Deposit Mineral Resource Estimate[1]

Category	Tonnage (Mt)[2]	Average Grade Li_2O (%)	LCE (kt)
Measured	2.4	1.58%	94
Indicated	31.2	1.43%	1,103
Measured + Indicated	**33.6**	**1.45%**	**1,205**

Notes:

(1) Mineral Resources are based on the following assumptions: (i) lithium concentrate (6% Li_2O) price of US$1,300/t, mining costs of US$2.20/t for mineralization and waste, US$1.20/t for overburden, crushing and processing costs of US$10.70/t, general and administrative costs of US$4.00/t, concentrate recovery of 60%, 2% royalty payment, pit slope angles of 55º and an overall cut-off grade of 0.3% Li_2O.

(2) Tonnages and grades have been rounded in accordance with reporting guidelines. Totals may not sum due to rounding.

(3) Mineral Resources have an effective date of January 18, 2024.

(4) The Mineral Resources reported are inclusive of the Mineral Reserves.

(5) Mineral Resources, which are not Mineral Reserves, do not have demonstrated economic viability.

Murial Deposit Mineral Resource Estimate

Category	Tonnage (Mt)[2]	Average Grade Li_2O (%)	LCE (kt)
Measured	10.1	1.31%	327
Indicated	3.4	1.07%	90
Measured + Indicated	**13.5**	**1.25%**	**417**
Inferred	0.7	1.06%	17.5

Notes:

(1) Mineral Resources are based on the following assumptions: (i) lithium concentrate (6% Li_2O) price of US$1,300/t, mining costs of US$2.20/t for mineralization and waste, US$1.20/t for overburden, crushing and processing costs of US$10.70/t, general and administrative costs of US$4.00/t, concentrate recovery of 60%, 2% royalty payment, pit slope angles of 55º and an overall cut-off grade of 0.3% Li_2O.

(2) Tonnages and grades have been rounded in accordance with reporting guidelines. Totals may not sum due to rounding.

(3) Mineral Resources have an effective date of January 18, 2024.

(4) The Mineral Resources reported are inclusive of the Mineral Reserves.

(5) Mineral Resources, which are not Mineral Reserves, do not have demonstrated economic viability.

Lavra do Meio Deposit Mineral Resource Estimate

Category	Tonnage (Mt)[2]	Average Grade Li_2O (%)	LCE (kt)
Measured	3.0	1.16%	86
Indicated	1.2	1.20%	36
Measured + Indicated	**4.2**	**1.17%**	**122**
Inferred	0.02	1.34%	0.7

Notes:

(1) Mineral Resources are based on the following assumptions: (i) lithium concentrate (6% Li_2O) price of US$1,300/t, mining costs of US$2.20/t for mineralization and waste, US$1.20/t for overburden, crushing and processing costs of US$10.70/t, general and administrative costs of US$4.00/t, concentrate recovery of 60%, 2% royalty payment, pit slope angles of 55º and an overall cut-off grade of 0.3% Li_2O.

(2) Tonnages and grades have been rounded in accordance with reporting guidelines. Totals may not sum due to rounding.

(3) Mineral Resources have an effective date of January 18, 2024.

(4) The Mineral Resources reported are inclusive of the Mineral Reserves.

(5) Mineral Resources, which are not Mineral Reserves, do not have demonstrated economic viability.

Maxixe Deposit Mineral Resource Estimate

Category	Tonnage (Mt)[2]	Average Grade Li_2O (%)	LCE (kt)
Measured	-	-	-
Indicated	-	-	-
Measured + Indicated	**-**	**-**	**-**
Inferred	1.6	1.35%	53.4

Notes:

(1) Mineral Resources are based on the following assumptions: (i) lithium concentrate (6% Li_2O) price of US$1,300/t, mining costs of US$2.20/t for mineralization and waste, US$1.20/t for overburden, crushing and processing costs of US$10.70/t, general and administrative costs of US$4.00/t, concentrate recovery of 60%, 2% royalty payment, pit slope angles of 55º and an overall cut-off grade of 0.3% Li_2O.

(2) Tonnages and grades have been rounded in accordance with reporting guidelines. Totals may not sum due to rounding.

(3) Mineral Resources have an effective date of January 18, 2024.

(4) The Mineral Resources reported are inclusive of the Mineral Reserves.

(5) Mineral Resources, which are not Mineral Reserves, do not have demonstrated economic viability.

Tamboril Deposit Mineral Resource Estimate

Category	Tonnage (Mt)[2]	Average Grade Li_2O (%)	LCE (kt)
Measured	-	-	-
Indicated	-	-	-
Measured + Indicated	**-**	**-**	**-**
Inferred	0.7	1.05%	18.1

Notes:

(1) Mineral Resources are based on the following assumptions: (i) lithium concentrate (6% Li_2O) price of US$1,300/t, mining costs of US$2.20/t for mineralization and waste, US$1.20/t for overburden, crushing and processing costs of US$10.70/t, general and administrative costs of US$4.00/t, concentrate recovery of 60%, 2% royalty payment, pit slope angles of 55º and an overall cut-off grade of 0.3% Li_2O.

(2) Tonnages and grades have been rounded in accordance with reporting guidelines. Totals may not sum due to rounding.

(3) Mineral Resources have an effective date of January 18, 2024.

(4) The Mineral Resources reported are inclusive of the Mineral Reserves.

(5) Mineral Resources, which are not Mineral Reserves, do not have demonstrated economic viability.

Elvira Deposit Mineral Resource Estimate

Category	Tonnage (Mt)[2]	Average Grade Li_2O (%)	LCE (kt)
Measured	-	-	-
Indicated	-	-	-
Measured + Indicated	**-**	**-**	**-**
Inferred	2.1	1.16%	60.2

Notes:

(1) Mineral Resources are based on the following assumptions: (i) lithium concentrate (6% Li_2O) price of US$1,300/t, mining costs of US$2.20/t for mineralization and waste, US$1.20/t for overburden, crushing and processing costs of US$10.70/t, general and administrative costs of US$4.00/t, concentrate recovery of 60%, 2% royalty payment, pit slope angles of 55º and an overall cut-off grade of 0.3% Li_2O.

(2) Tonnages and grades have been rounded in accordance with reporting guidelines. Totals may not sum due to rounding.

(3) Mineral Resources have an effective date of January 18, 2024.

(4) The Mineral Resources reported are inclusive of the Mineral Reserves.

(5) Mineral Resources, which are not Mineral Reserves, do not have demonstrated economic viability.

Factors that may affect the Grota do Cirilo Mineral Resource estimates include: (i) changes to geotechnical assumptions, especially the pit slope angles; (ii) changes to metallurgical recovery assumptions, which are based on preliminary test results; (iii) changes to any of the social, political, economic, permitting, and environmental assumptions; and (iv) changes to the market value of lithium and lithium compounds.

Mineral Reserve Estimates

The January 13, 2024 technical report detailed Mineral Reserve estimates for the Xuxa, Barreiro, Nezinho do Chicao deposits. These Mineral Reserve estimates have various effective dates preceding the effective date of the 2024 technical report. The table below summarize the Mineral Reserve estimate as of January 13, 2024.

Mineral Reserve – Combined Xuxa, Barreiro and Nezinho do Chicao Deposits	Tonnage (Mt)	Li_2O (%)	LCE (kt)
Proven	27.44	1.44	978.6
Probable	27.31	1.43	962.2
Total	54.75	1.44	1,940.8

Details of the Mineral Reserve estimates for the Xuxa Barreiro and Nizinho do Chicao deposits are provided in the tables below.

The Xuxa Mineral Reserve estimate has an effective date of June 26, 2021 and was generated using the Measured Mineral Resource and Indicated Mineral Resource estimates. The Proven Mineral Reserve and Probable Mineral Reserve estimates for the Xuxa deposit are presented in the table below.

Reserve	Tonnage (Mt)	Li_2O (%)	LCE (kt)
Proven	8.34	1.55	319.7
Probable	3.46	1.54	131.8
Total	11.80	1.55	451.5

Notes:

(1) Mineral Reserves have an effective date of June 21, 2021.

(2) Mineral Reserves are based on the following assumptions:

- a) Sale price of US$1,500/t for lithium concentrate at 6% Li_2O.
- b) Exchange rate of US$1.00/R$5.00.
- c) Mining costs of US$2.20/t mined.
- d) Processing costs of US$10.70/t ore milled.
- e) General and administrative costs of US$4.00/t run of mine.
- f) 97% mining recovery and 3.75% mining dilution.
- g) Final slope angle between 34º and 72º.
- h) Inferred Mineral Resources estimated for the final operational pit is 0.68 MT at 1.52% Li_2O. The Inferred Mineral Resources were not included in the Mineral Reserve estimates.
- i) Strip ratio of 16.6 t/t (waste + Inferred Mineral Resources)/Mineral Reserves.

The Barreiro Mineral Reserve estimate has an effective date of February 24, 2022 and was generated using the Measured Mineral Resources and Indicated Mineral Resource estimates. The Proven Mineral Reserve and Probable Mineral Reserve estimates for the Barreiro deposit are presented in the table below.

Reserve	Tonnage (Mt)	Li_2O (%)	LCE (kt)
Proven	16.93	1.38	576.8
Probable	4.83	1.29	153.1
Total	21.76	1.36	729.9

Notes:

(1) Mineral Reserves have an effective date of February 24, 2022.

(2) Mineral Reserves are based on the following assumptions:

- (a) Sale price of US$1,500/t for lithium concentrate at 6% Li_2O.
- (b) Exchange rate of US$1.00/R$5.00.
- (c) Mining costs of US$2.19/t mined.
- (d) Processing costs of US$10.70/t ore milled.
- (e) General and administrative costs of US$4.00/t run of mine.
- (f) 97% mining recovery and 3% mining dilution.
- (g) Final slope angle between 35º and 55º.
- (h) Inferred Mineral Resources estimated for the final operational pit is 0.59 MT at 1.32% Li_2O. The Inferred Mineral Resources were not included in the Mineral Reserve estimates.
- (i) Strip ratio of 12.5 t/t (waste + Inferred Mineral Resources)/Mineral Reserves.

The Nezinho do Chicao Mineral Reserve estimate has an effective date of October 31, 2022 and was generated using the Measured Mineral Resources and Indicated Mineral Resource estimates. The Proven Mineral Reserve and Probable Mineral Reserve estimates for the Nezinho do Chicao deposit are presented in the table below.

Reserve	Tonnage (Mt)	Li_2O (%)	LCE (kt)
Proven	2.17	1.53	82.1
Probable	19.02	1.44	677.3
Total	21.19	1.45	759.4

Notes:

(1) Mineral Reserves have an effective date of October 31, 2022.

(2) Mineral Reserves are based on the following assumptions:

- (a) Sale price of US$3,500/t for lithium concentrate at 6% Li_2O.
- (b) Exchange rate of US$1.00/R$5.30.
- (c) Mining costs of US$2.43/t mined.
- (d) Processing costs of US$10.70/t ore milled.
- (e) General and administrative costs of US$4.00/t run of mine.
- (f) 94% mining recovery and 3% mining dilution.
- (g) Final slope angle between 35º and 52º.
- (h) Strip ratio of 16.01 t/t (waste + Inferred Mineral Resources)/Mineral Reserves.

On May 8, 2024, Sigma announced the results of an optimization study to incorporate a revised mine plan designed to connect the Barreiro and Nezinho do Chicao (NDC) and Murial deposits as a single mining complex, with mining first at Barreiro (Phase 2) and then moving to a combined NDC-Murial open pit (Phase 3/4). The updated study incorporates two production plants, with Plant 1 processing ore from the Xuxa deposit and Plant 2 processing ore from the Barriero deposit and then the NDC and Murial deposits. Plant 1 has a design capacity of 270,000 tpy concentrate, while Plant 2 is proposed to have a design capacity of 250,000 tpy.

In conjunction with the May 8, 2024 announcement, Sigma reported an increase in Mineral Reserves to 77.0 Mt grading 1.4% Li_2O. No details of the supporting PFS (prefeasibility study) or FS (feasibility study) were reported by Sigma, although Sigma indicated in a January 31, 2024 news release that a PFS was in progress with respect to the proposed NDC-Murial combined open pit. Sigma's reported Mineral Reserve estimate as detailed in the May 8, 2024 news release is summarized below:

Mineral Reserve – Combined Xuxa, Barriero, NDC and Murial deposits	Tonnage (Mt)	Li_2O (%)	Li_2O (kt)	LCE (kt)
Proven	38.5	1.4	533	1,317
Probable	38.5	1.4	537	1,328
Total	**77.0**	**1.4**	**1,069**	**2,645**

Notes:

(1) Mineral Reserves reported as of May 8, 2024.

(2) Mineral Reserves are based on the following assumptions:

- (a) Sale price of US$1,150/t for lithium concentrate at 5.3% Li_2O.
- (b) Exchange rate of US$1.00/R$5.20.
- (c) Mining costs of US$2.43/t mined.
- (d) Processing costs of US$10.70/t ore milled.
- (e) General and administrative costs of US$4.00/t run of mine.
- (f) 97% mining recovery and 3% mining dilution.
- (g) Final slope angle between 35º and 52º.
- (h) Strip ratio of 21.04 t/t (waste//Mineral Reserves.

Readers are cautioned that the Mineral Reserve estimate detailed above is not supported by a current publicly available NI 43-101 technical report. However, as Sigma is a reporting issuer in Canada and LRC holds a royalty interest over the Grota do Cirilo project, LRC is relying on section 9.2(1) of NI 43-101 to source the scientific and technical information in this AIF regarding the Grota do Cirilo project on scientific and technical information released by Sigma (as detailed in the section of this AIF entitled "Technical and Third Party Information").

Mining Methods

Sigma carried out resource drilling programs for Xuxa, Barreiro and Nezinho do Chicao. Most of the drill holes have been geotechnically logged for structural data. The geotechnical data logged from these holes has been analyzed in order to estimate slope stability.

Geotechnical and hydrogeological analyses were used to identify the key design parameters for the Xuxa and Barreiro operating plans. The geotechnical analyses were supported by a comprehensive investigation and geotechnical assessment of drill hole samples and laboratory tests, which included uniaxial compressive testing, triaxial testing, indirect tensile strength testing and direct shear strength testing. The stability analyses took into account the strength parameters of various rock and soil materials. The stability analyses also considered the expected rupture mechanisms for the proposed pit slopes.

Xuxa

The operating plan for Xuxa includes: (i) two independent open pits areas – one in the north and one in the south; (ii) single access from both pits to the mine infrastructure pad and the processing plant; (iii) pre-splitting of the ore zone to reduce mine dilution; and (iv) elevated inter-ramp angles for waste in order to reduce the strip ratio.

The scheduling for the Xuxa deposit includes: (i) six months of pre-stripping to liberate the ore; (ii) concurrent mining of both pits from year one to year eight in order to reduce the drop-down rate and meet the 1.5 million tpa production rate target. The planned open pit mine life is eight years.

Barreiro

The operating plan for Barreiro includes: (i) a single open pit on the Barreiro pegmatite; (ii) low-height mineralized material benches in order to reduce mine dilution and maximize mine recovery; (iii) pre-splitting of the mineralized material to reduce mine dilution; and (iv) an elevated inter-ramp angles for waste in order to reduce the strip ratio.

The scheduling for the Barreiro includes: (i) pre-stripping to liberate mineralized material; (ii) pit cut-backs between years four and six to expand and deepen the pit; and (iii) mining at a target rate of 1.80 million tpa. The planned open pit mine life is 12 years.

Nezinho do Chicao

The mine layout and operation of Nezinho do Chicao includes: (i) two independent open pit areas; (ii) low-height mineralized material benches in order to reduce mine dilution and maximize mine recovery; (iii) pre-splitting of the mineralized material to reduce mine dilution; and (iv) an elevated inter-ramp angles for waste in order to reduce the strip ratio.

The scheduling at Nezinho do Chicao includes: (i) mining at a target rate of 1.80 million tpa; and (ii) a planned open pit mine life of 12 years.

On January 31, 2024, Sigma announced revisions to the proposed mining operations. The revisions were based on additional drilling and geological modeling undertaken in 2023, which indicated strike extensions and geological continuity for the Barriero deposit and between the NDC and Murial deposits. Based on the geological data, Sigma currently is planning to develop the NDC-Murail as a single open pit and the extend the Barriero open pit.

Recovery Methods

The Xuxa concentrator plant is designed to produce a minimum 6.0% Li_2O spodumene concentrate from an ore grade of 1.46% Li_2O (diluted) using DMS. A second DMS concentrator plant will be constructed to process Barreiro ore. The Barreiro plant will produce a minimum 6.0% Li_2O spodumene concentrate from an ore grade of 1.39% Li_2O (diluted). The proposed development of the Nezinho do Chicao mine would involve a combined Barreiro and Nezinho do Chicao/Murail processing facility. The target concentrate grade for Nezinho do Chicao ore is 5.5% Li_2O from an ore grade of 1.44% Li_2O.

Processing Plant Description

The Xuxa plant throughput capacity assumes that 1.7 million tpa (dry) of ore will be fed into the crushing circuit with a concentrate production capacity of 270 kta. The Barreiro plant throughput capacity assumes that 1.85 million tpa (dry) of ore will be fed into the crushing circuit with a production capacity of 250 kta concentrate.

The concentrator plants are designed based on a proven DMS circuit and include conventional three-stage crushing and screen circuits, an up-flow classification for mica removal, a two-stage coarse DMS circuit, a two-stage fines DMS circuit, a two-stage ultrafines circuit and a magnetic separation process for fines and ultrafines DMS concentrate final product streams.

Sigma has proposed the use of a third DMS circuit to recover additional lithium units from the spodumene DMS float stream in the combined Barreiro and Nezinho do Chicao facility. The sinks produced by this third circuit would become tailings, while the floats (*i.e.*, petalite) report to the spodumene stockpile.

The Xuxa concentrator plant is in operation, with production in Q4 2024 of 77 kt concentrate. Sigma has guided production for FY 2025 and FY 2026 at 270 kt concentrate. Plant 2, designed to process ore from the Barriero deposit, is under construction, with planned production of 30 kt in FY 2025 and 250 kt in FY 2026. Total combined concentrate production is guided by Sigma at 300 kt for FY 2025 and 520 kt in FY 2026.

Design Criteria and Utilities Requirements

Each plant will require 6.7 megawatts for process infrastructure and 1.5 megawatts for non-process infrastructure. The rate of consumption of process water will be 35 cubic meters per hour. The process water will be recycled within the plant using a thickener. The process will use reagents and other operational consumables within the crushing circuit and the DMS plant.

Project Infrastructure

Xuxa site infrastructure has been constructed on earthworks pads for the mineral processing plant, mine operation support units, open pits of the mines and areas of waste rock and tailing disposal. If developed, the Phase 2 and Phase 3 project will utilize the infrastructure developed for the Xuxa project.

Buildings, Roads, Fuel Storage, Power Supply and Water Supply

The processing plant can be accessed using BR-367, a municipal road that is connected to Poço D'antas and Taquaril Seco. Infrastructure requirements for administrative buildings, fuel storage, power and water supply are well advanced. The current road will be suitable for truck traffic; however, a new section of road will be constructed in order to bypass the plant.

Power will be supplied from the existing power grid line. Two main sub-stations will be installed to supply power to the plant, the mine services area and associated infrastructure. Raw water will be sourced from the Jequitinhonha River.

Waste Rock and Tailings Disposal and Stockpiles

At Xuxa, waste rock and tailings will be stored in three separate waste piles. Geotechnical studies determined that the optimal bench height for Xuxa is 20 meters and the optimal face angle for Xuxa is 38°. Access ramps will be 12 meters wide, with a maximum gradient of 10%. The capacities of the Xuxa waste piles are shown in the table below.

Waste Pile	Volume (Mm^3)	Area (hectares)
Pile 1	16.2	35.9
Pile 2	15.1	34.1
Pile 3	1.8	8.7
Pile 4	35.9	55.8
Pile 5	2.4	8.3
Total	**71.4**	**142.8**

The Barreiro waste will be stored in a single waste pile located close to the Barreiro pit. The waste pile parameters will be the same as those of the Xuxa waste piles – 20 meter bench height, 38° face angle, 12 meter access ramp and a maximum gradient of 10%. The capacity of the Barreiro waste pile is shown in the table below.

Waste Pile Metric	Value
Volume (Mm^3)	110.9
Area (hectares)	122.7
Maximum Height (meters)	220

The Nezinho do Chicao waste will be stored in a single waste stockpile adjacent to the Nezinho do Chicao pit. The waste pile parameters will be the same as the Xuxa and Barreiro waste piles – 20 meter bench height, 38° face angle, 12 meter access ramp and a maximum gradient of 10%. The capacity of the Nezinho do Chicao waste pile is shown in the table below.

Waste Pile Metric	Value
Volume (Mm^3)	162.5
Area (hectares)	158.8
Maximum Height (meters)	225

The tailings stockpile will be fed using a radial stacker. Tailings will be loaded onto mine trucks using front-end loaders and transported to a waste pile for disposal.

Control Systems and Communication

A process control system, including a main plant supervisory control and data acquisition system, will be installed for monitoring and control purposes. There will be also an on-site telecommunications network.

Environmental Studies, Permitting and Social or Community Impact

Sigma obtained an Operational License ("**LO**") for commercial production and sale in March 2023 for the Xuxa Pit #1 (North Pit) and in April 2023 for Pit #2 (South Pit) from Conselho Estadual de Politica Ambiental ("**COPAM**"). granted an operating license in support of certain Sigma Brazil mining concessions on the Grota do Cirilo property on August 25, 1994. The licence was renewed on August 14, 2008 but has since lapsed, as it was not suitable for the level of mining contemplated by Sigma. Sigma applied for and was granted an ELP and an ELI, allowing for construction at Xuxa to begin. Mining licenses last for the life of a mine and environmental licences are renewed when due. Sigma applied for the permitting of the environmental license for the Barreiro mine and waste piles on August 17, 2022.

Conselho Estadual de Politica Ambiental granted an operating license in support of certain Sigma Brazil mining concessions on the Grota do Cirilo property on August 25, 1994. The licence was renewed on August 14, 2008 but has since lapsed, as it was not suitable for the level of mining contemplated by Sigma. Sigma applied for and was granted an ELP and an ELI, allowing for construction at Xuxa to begin. Mining licenses last for the life of a mine and environmental licences are renewed when due.

Sigma holds approved economic mining plans ("**PAE**") over Xuxa, Barreiro, Lavra do Meio, Murial, Maxixe and Nezinho do Chicao. The PAE for Xuxa was updated and approved in August 2018. The PAE for Barreiro was updated and approved in July 2022. Reclamation plans have been developed and implemented for certain past-producing areas within the Grota do Cirilo property. The restoration of these areas is being overseen by Sigma Brazil and various regulatory agencies.

Sigma has held regular meetings and consultations with local stakeholders.

Current Project Environmental Permitting Status

Xuxa

Concurrent ELPs and ELIs will be required for Grota do Cirilo. Sigma applied for an ELP and an ELI for the initial phase of Grota do Cirilo on December 20, 2018, which was granted. Sigma is required to develop Grota do Cirilo within 5 years of this approval. Such installation is constrained by the environmental conditions that are contained in the ELP and ELI certificates.

Sigma has prepared: (i) an estudo e relatorio de impacto ambiental (environmental impact study, or "**EIS**"), (ii) an environmental impact report ("**EIR**") and (iii) an environmental control plan. Sigma's EIS was approved on June 3, 2019. A second EIS, which covers additional aspects of the Grota do Cirilo project, was approved in July 2022. Approval of the LO for Xuxa's Pit #1 and process plant was received in March 2023 and approval for Pit#2 and waste piles was received in April 2023.

Sigma's economic development plan was approved by the National Mining Agency on November 16, 2018. Sigma's EIS has also been approved.

A water license permitting Sigma to pull 150 cubic meters of water per hour from the Jequitinhonha River was approved by the Agencia Nacional das Águas in February 2019.

Sigma applied for a supplementary license and environmental control report for the permitting of the combined construction installation and operation license (LP, LI and LO) for the Xuxa project to increase production capacity to 3.7Mt/a on June 26, 2023. This was granted on January 26, 2024.

Barreiro

Application for a combined LP, LI and LO permit for the Barreiro was filed on August 17, 2022. Approval of the application was received in 2024 and construction has commenced.

Nezinho do Chicao

The environmental licensing process for the NDC project was finalized on August 10, 2023, with the filing of all required studies for the production of 1.7 Mt per annum open pit and associated waste piles. Sigma anticipates receiving approval by the end of 2024.

Land Access

Sigma has a lease agreement with Miazga Participações S.A. which allows Sigma to carry out mining activities on a number of farm properties. Sigma is also leasing the following individual farms: Lucinéia Fátima de Souza, Demostenes Vieira Filho, Jose Antonio Teixeira dos Santos, Ildete Faria, Vanusia Santos, Nixon Borges, Sandro Araújo, Claudenice Silva, Ustane Ribeiro, Nizoeiro Souza, Lourivaldo Araujo and Joaquim Ferreira Santos.

Social License Considerations

The Jequitinhonha Valley is the poorest region in Minas Gerais and is in the lowest quartile of the human development index. Sigma is the largest investor and commercial operator in the area and Grota do Cirilo will be economically important to

the local communities. Brazilians will indirectly benefit from government royalty, which will be divided between the federal government, state government and local government. In addition, the taxes on locally-procured goods and services will be shared with the local government. The government royalty and tax incomes will be an important source of funding for the local government. Also, Sigma will be the largest employer in the region – specifically, it is estimated that at least 500 jobs will be created by Grota do Cirilo.

There will be minimal impact on the farms that are adjacent to Grota do Cirilo. Sigma personnel and contractors will generally live in the cities of Araçuaí and Itinga. Strict environmental management plans are in place to minimize the environmental footprint of the project. For example, 90% of the process water must be re-circulated, and no run-off water is permitted to flow out of the project site (other than during the wet season, when pond run-off will be discharged using an overflow channel). The mining process will use dry stacking technology and there will not be any tailings ponds. Grota do Cirilo will be subjected to regular environmental monitoring and the results of this monitoring program will be shared with the local communities.

Sigma has engaged in consultations with a number of local stakeholders with regards to project development. Grota do Cirilo has been visited by representatives from various government departments and academic institutions.

Rehabilitation, Closure Planning and Post-Closure Monitoring

The closure plan for Grota do Cirilo will involve, among other things, the following:

- dismantling buildings and infrastructure;
- removing heavy mobile and surface equipment;
- grading;
- restoring the vegetal cover of the soil;
- re-establishing native vegetation;
- revegetation of waste rock and overburdened stockpiles;
- removal of suppressed vegetation;
- installation of fencing on-site; and
- environmental liability assessment studies in problem areas.

In the post-closure phase, a socioenvironmental and geotechnical monitoring program will be put in place in order to support either ecosystem restoration or preparation for future use. The monitoring program will involve annual soil measurements and biodiversity tests and will run for a five-year period.

Capital and Operating Costs

Capital Cost Estimate

The total CAPEX for the Xuxa project (Phase 1), which is inclusive of estimated tax incentives, is US$130.6 million. The total CAPEX for Phase 2 and Phase 3 (Barreiro and Nezinho do Chicao, combined), which is also inclusive of estimated tax incentives, is US$154.9 million. The foregoing CAPEX estimates have an accuracy of ±25% and are summarized in the tables below.

Xuxa (Phase 1) Capital Cost Estimate

Category	Direct + Indirect (US$)	Contingency (US$)	Total (US$)
Mine	7,856,938	605,014	8,461,952
Plant	64,841,255	4,992,777	69,834,032
Automation/Digitalization	3,852,981	296,680	4,149,661
Environmental	14,418,492	1,121,428	15,539,921
Engineering Services	17,867,543	1,375,801	19,243,344
Substation and Utility Power Supply	6,888,863	530,442	7,419,305
Total Construction Capital Cost	**111,873,091**	**8,625,462**	**120,498,553**
Owner's Project Costs	8,901,677	890,168	9,791,844
Working Capital and Spares	6,137,293	–	6,137,293
Total Construction Capital Cost (Excluding VAT Tax Incentive)	**126,912,061**	**9,515,630**	**136,427,691**
Estimated VAT Tax Incentive	-5,859,000	–	-5,859,000
Total Construction Capital Cost	**121,053,061**	**9,515,630**	**130,568,691**
Sustaining and Deferred Capital	3,200,000	246,400	3,446,400

Barreiro and Nezinho do Chicao (Phase 2 and Phase 3) Combined Capital Cost Estimate

Category	Direct + Indirect (US$)	Contingency (US$)	Total (US$)
Mine	2,096,208	161,408	2,257,616
Plant	89,536,397	6,718,807	96,255,204
Environmental	15,252,504	1,174,443	16,426,946
Engineering Services	21,672,011	1,668,745	23,340,755
Substation and Utility Power Supply[(1)]	663,829	51,115	714,943
Owner's Project Costs	9,071,230	698,485	9,769,715
Working Capital and Spares	6,137,293	-	6,137,293
Sustaining and Deferred Capital	13,070,000	1,006,390	14,076,390
Mega Plant (Excluding Sustaining Capital)	144,429,471	10,473,002	154,902,473
Mega Plant (Including Sustaining Capital)	157,499,471	11,479,392	168,978,863

Notes:

(1) Substation costs are included in the Xuxa CAPEX estimate.

Operating Cost Estimate

The processing plant OPEX estimate includes the operation of a three-stage crushing and screening circuit and various DMS circuits (*e.g.*, two-stage DMS for coarse, fine and ultrafines). The processing plant OPEX includes labour, power, fuel and indirect costs. Based on various cost assumptions, inclusions and exclusions, it is estimated that the variable OPEX for the Xuxa concentrator will be US$5.3 per tonne of ore feed and that the fixed OPEX for the Xuxa concentrator will be US$7.5 million. The estimated variable OPEX for the Barreiro and Nezinho do Chicao (combined) concentrator is US$4.8 per tonne of ore feed and the estimated fixed OPEX is US$6.7 million. The OPEX estimates are summarized in the tables below.

Xuxa (Phase 1) Operating Cost Estimate

Category	OPEX (US$)
Mining (US$/t material mined)	$2.10
Process (US$/t ore feed)	$10.40
General and administrative (US$/t ore feed)	$5.30
Shipping (US$/t spodumene concentrate)	$120

Barreiro and Nezinho do Chicao (Phase 2 and Phase 3) Combined Operating Cost Estimate

Category	OPEX (US$)
Barreiro Mining (US$/t material mined)	$2.68
Nezinho do Chicao Mining (US$/t material mined)	$1.98
Process (US$/t ore feed)	$7.10
General and administrative (US$/t ore feed)	$2.70
Shipping (US$/t SC)	$120

On February 24, 2025, Sigma provided updated guidance on production and operating costs for Q4 2024 and FY 2025 and FY 2026. These data are summarized in the tables below.

Q4 2024

Financial and Operational Metrics[1]	**Unit**	**Q4 2024**
Production Volume	tonnes	77,000
Unit Operating Cash Cost Plant Gate	US$/t	318
Unit Operating Cash Cost FOB Brazil	US$/t	367
Unit Operating Cash Cost CIF China	US$/t	427

FY 2024

Financial and Operational Metrics[1]	**Unit**	**FY 2024**
Unit Operating Cash Cost CIF China	US$/t	494
Underlying Revenue	US$ Million	181
Cash gross margin	%	41
Underlying EBITDA	US$ million	46
Underlying EBITDA margin	%	25

2025-2026 Outlook

Production Volumes	**Unit**	**FY 2025**	**FY 2026**
Production Volumes Plant 1	tonnes	270,000	270,000
Production Volumes Plant 2	tonnes	30,000	250,000
Total	**tonnes**	**300,000**	**520,000**
Cash Cost CIF China[1]	US$/t	500	

Note:

1. Financial results are based on expected results for the twelve months ended December 31, 2024. Underlying revenue represents expected revenue for the twelve months ending December 31, 2024, excluding non-cash provisional price adjustments ("Adjustments") for 2023 shipments. Unit operating Plant gate costs include mining, processing and on-site G&A expenses. Costs are on an incurred basis, credits for any capitalised mine waste development costs and exclude depreciation, depletion and amortization of mine and processing associated activities. When reported on an FOB basis, it includes trucking, warehousing and port related expenses. CIF cash costs include ocean freight, insurance and royalties. Cash gross margin is revenue, net of adjustments and net of cost of products sold (excluding D&A), expressed as a percentage of reported revenues. Underlying EBITDA is expected EBITDA for the twelve months ending December 31, 2024, excluding non-cash stock-based compensation and Adjustments.

Economic Analysis

Economic Assumptions

Three levels of economic analyses were prepared for Grota do Cirilo. Each analysis focused on one of the following:

- the exploitation of Xuxa ("**GDC Phase 1**");
- the exploitation of Barreiro and Nezinho do Chicao ("**GDC Phase 2 + 3**"); and
- the exploitation of Xuxa, Barreiro and Nezinho do Chicao ("**GDC Phase 1 + 2 + 3**").

The economic analyses assumed that the production of spodumene concentrate would occur at 5.5% Li_2O, which is in line with current lithium market conditions.

A sensitivity analysis revealed that Grota do Cirilo's viability will not be significantly affected by variations in CAPEX. However, the economics of Grota do Cirilo are particularly sensitive to changes in spodumene prices, feedstock grades and recovery rates.

The base case scenario after-tax NPV results are shown in the table below. The discount rate assumed for the after-tax NPV is 8%.

Base-Case After-Tax NPVs

Economic Analysis Scenario	NPV @ 5.5% Spodumene Concentrate
GDC Phase 1	US$5,699 million
GDC Phase 2 + 3	US$9,587 million
GDC Phase 1 + 2 + 3	US$15,289 million

GDC Phase 1, GDC Phase 2 + 3 and GDC Phase 1 + 2 + 3 were evaluated on a pre- and after-tax basis. However, the taxes, depletion, and depreciation calculations in the economic analyses are simplified and only provide a general indication of the potential tax dynamics at the project level.

SUDENE is a Brazilian government agency tasked with stimulating economic development in specific geographies of Brazil. Grota do Cirilo is located in a SUDENE-covered region, where a tax incentive granted to Grota do Cirilo will provide a 75% reduction of income tax for 10 years (conditional on achieving at least 20% production capacity). The Brazilian income tax rate has been assumed at 15.25%, which corresponds to the Brazilian maximum corporate tax of 34% net of the SUDENE tax benefit. For GDC Phase 2 + 3, the SUDENE tax incentive is expected to be renewed after the 10th anniversary of achieving at least 20% production.

Grota do Cirilo is expected to be exempt from all importation taxes on products that have no substitutes produced in Brazil. Assembled equipment that contains individual components produced in Brazil may also be exempt from importation taxes.

Phase 1 Economic Analysis

The GDC Phase 1 economic analysis is based on an eight-year operation using 1.55% Li_2O feedstock ore from Xuxa. GDC Phase 1 is expected to generate run-rate production of 270 ktpa of lithium concentrate, delivering US$990 million of annual free cash flow at a 5.5% spodumene concentrate grade.

The base case scenario results and technical assumptions for the GDC Phase 1 economic analysis are shown in the tables below.

GDC Phase 1 Base Case Results

	Units	@ 5.5% spodumene concentrate
After-Tax NPV, 8% Discount Rate	US$ million	5,699
After-Tax IRR	%	1,282
After-Tax Payback	years	0.1

GDC Phase 1 Base Case Technical Assumptions

	Units	@ 5.5% spodumene concentrate
Total Ore Processed (ROM)	Mt	11.8
Annual ROM Ore Processed	Mt	1.5
Run-Rate Spodumene Concentrate Production	ktpa	270
Run-Rate LCE Production	ktpa	37
Strip Ratio	ratio	16.4:1
Average Li_2O Grade	%	1.55
Spodumene Recovery Rate	%	65.0
Spodumene Concentrate Grade	% Li_2O	5.5
Operating Life	years	8
Total Cash Cost Ex. Royalties	US$/t SC	288
Total Cash Cost Incl. Royalties	US$/t SC	419
Transportation Costs (CIF China)	US$/t SC	120
Total Cash Cost (CIF China)	US$/t SC	539
AISC (CIF China)	US$/t SC	541
Mining Costs	US$/t material mined	2.06
Processing Costs	US$/t ROM	10.38
General and Administrative Costs	US$/t ROM	5.29

The total gross revenue derived from the sale of spodumene concentrate for GDC Phase 1 is estimated as US$10.6 billion, with an average revenue of US$4,909/t for 5.5% spodumene concentrate. Total operating costs (including royalty payments and commercial discounts) are estimated as US$1.3 billion at a cost of US$581/t for 5.5% spodumene concentrate. The resulting after-tax earnings margin (gross revenue less realization, operating costs and taxes) was estimated at US$7.9 billion.

A sensitivity analysis for GDC Phase 1 was carried out with the base case (as described in the table above) as the midpoint. An interval of ±20% versus base case values was considered with increments of 10%. GDC Phase 1 after-tax NPV was not significantly vulnerable to changes exchange rates, CAPEX, OPEX or discount rates. In contrast, GDC Phase 1 after-tax NPV was more sensitive to variation in spodumene price, lithium grade and spodumene recovery rates. GDC Phase 1 after-tax IRR was not significantly vulnerable to changes in OPEX. However, GDC Phase 1 after-tax IRR was more sensitive to variation in spodumene price, lithium grade, spodumene recovery rates, exchange rates and CAPEX.

Phase 2 + 3 Economic Analysis

The GDC Phase 2 + 3 economic analysis is based on a twelve-year operation using 1.37% Li_2O feedstock ore from Barreiro and 1.45% Li_2O feedstock ore from Nezinho do Chicao. GDC Phase 2 + 3 is expected to generate run-rate production of up to 496 ktpa of lithium concentrate, delivering US$1,179 million of annual free cash flow at a 5.5% spodumene concentrate grade.

The base case scenario results and technical assumptions for the GDC Phase 2 + 3 economic analysis are shown in the tables below.

GDC Phase 2 + 3 Base Case Results

	Units	@ 5.5% spodumene concentrate
After-Tax NPV, 8% Discount Rate	US$ million	9,587
After-Tax IRR	%	1,207
After-Tax Payback Period	years	0.1

GDC Phase 2 + 3 Base Case Technical Assumptions

	Units	@ 5.5% spodumene concentrate
Total Ore Processed (ROM)	Mt	42.9
Annual ROM Ore Processed	Mt	3.3
Run-Rate Spodumene Concentrate Production	ktpa	496
Run-Rate LCE Production	ktpa	67
Phase 2 Strip Ratio	ratio	12.5:1
Phase 3 Strip Ratio	ratio	16.0:1
Phase 2 Average Li_2O Grade	%	1.36
Phase 3 Average Li_2O Grade	%	1.45
Phase 2 Spodumene Recovery Rate	%	57.9
Phase 3 Spodumene Recovery Rate	%	50.6
Spodumene Concentrate Grade	% Li_2O	5.5
Operating Life	years	12
Total Cash Cost Ex. Royalties	US$/t SC	292
Total Cash Cost Incl. Royalties	US$/t SC	394
Transportation Costs (CIF China)	US$/t SC	120
Total Cash Cost (CIF China)	US$/t SC	514
AISC (CIF China)	US$/t SC	516
Mining Costs	US$/t material mined	2.25
Processing Costs	US$/t ROM	7.06
General and Administrative Costs	US$/t ROM	2.68

The total gross revenue derived from the sale of spodumene concentrate for GDC Phase 2 + 3 is estimated as US$21.5 billion, with an average revenue of US$3,610/t for 5.5% spodumene concentrate. Total operating costs (including royalty payments and commercial discounts) are estimated as US$3.4 billion at an average cost of US$569/t for 5.5% spodumene concentrate. The resulting after-tax earnings margin (gross revenue less realization, operating costs and taxes) was estimated at US$15.3 billion.

A sensitivity analysis for GDC Phase 2 + 3 was carried out with the base case (as described in the table above) as the midpoint. An interval of ±20% versus base case values was considered with increments of 10%. GDC Phase 2 + 3 after-tax NPV was not particularly vulnerable to changes in exchange rates, CAPEX, OPEX or discount rates. In contrast, GDC Phase 2 + 3 after-tax NPV was more sensitive to variation in spodumene price, lithium grade and spodumene recovery rates. GDC

Phase 2 + 3 after-tax IRR was not significantly affected by changes in OPEX. However, GDC Phase 2 + 3 after-tax IRR was more sensitive to variation in spodumene price, lithium grade, spodumene recovery rates, exchange rates and CAPEX.

Phase 1 + Phase 2 + Phase 3 Economic Analysis

The GDC Phase 1 + 2 + 3 economic analysis is based on a thirteen-year operation using feedstock ore from Xuxa, Barreiro and Nezinho do Chicao. GDC Phase 1 + 2 + 3 is expected to generate run-rate production of up to 766 ktpa of lithium concentrate, delivering US$1,788 million of annual free cash flow at a 5.5% spodumene concentrate grade.

The base case scenario results and technical assumptions for the GDC Phase 1 + 2 + 3 economic analysis are shown in the tables below.

GDC Phase 1 + 2 + 3 Base Case Results

	Units	**@ 5.5% spodumene concentrate**
After-Tax NPV, 8% Discount Rate	US$ million	15,289
After-Tax IRR	%	1,273
After-Tax Payback Period	years	0.1

GDC Phase 1 + 2 + 3 Base Case Technical Assumptions

	Units	@ 5.5% spodumene concentrate
Total Ore Processed (ROM)	Mt	54.7
Annual ROM Ore Processed	Mt	4.6
Run-Rate Spodumene Concentrate Production	ktpa	766
Run-Rate LCE Production	ktpa	104
Phase 1 Strip Ratio	ratio	16.4:1
Phase 2 Strip Ratio	ratio	12.5:1
Phase 3 Strip Ratio	ratio	16.0:1
Phase 1 Average Li_2O Grade	%	1.55
Phase 2 Average Li_2O Grade	%	1.36
Phase 3 Average Li_2O Grade	%	1.45
Phase 1 Spodumene Recovery Rate	%	65.0
Phase 2 Spodumene Recovery Rate	%	57.9
Phase 3 Spodumene Recovery Rate	%	50.6
Spodumene Concentrate Grade	% Li_2O	5.5
Operating Life	years	13
Total Cash Cost Ex. Royalties	US$/t SC	289
Total Cash Cost Incl. Royalties	US$/t SC	401
Transportation Costs (CIF China)	US$/t SC	120
Total Cash Cost (CIF China)	US$/t SC	521
AISC (CIF China)	US$/t SC	523
Mining Costs	US$/t material mined	2.20
Processing Costs	US$/t ROM	7.78
General and Administrative Costs	US$/t ROM	3.24

The total gross revenue derived from the sale of spodumene concentrate from GDC Phase 1 + 2 + 3 is estimated as US$32.1 billion, with an average revenue of US$3,956/t for 5.5% spodumene concentration. Total operating costs (including royalty payments and commercial discounts) are estimated as US$4.6 billion at an average cost of US$572/t for 5.5% spodumene concentrate. The resulting after-tax earnings margin (gross revenue less realization, operating costs and taxes) was estimated at US$23.3 billion.

A sensitivity analysis for GDC Phase 1 + 2 + 3 was carried out with the base case (as described in the table above) as the midpoint. An interval of ±20% versus base case values was considered with increments of 10%. GDC Phase 1 + 2 + 3 after-tax NPV was not especially sensitive to changes in exchange rates, CAPEX, OPEX or discount rates. In contrast, GDC Phase 1 + 2 + 3 after-tax NPV was more sensitive to variation in spodumene price, lithium grade, and spodumene recovery rates. GDC Phase 1 + 2 + 3 after-tax IRR was not significantly vulnerable to changes in OPEX. However, GDC Phase 1 + 2 + 3 after-tax IRR was more sensitive to variation in spodumene price, lithium grade, spodumene recovery rates, exchange rates and CAPEX.

As noted above in the section discussing Mineral Resources, Sigma has revised its operating plans and now contemplates combining Phase 3 with Phase 4 (Murial) development and expanding development of Phase 2 (Barriero). A pre-feasibility study is currently in progress regarding the revised project concept with results expected by the end of 2025.

Exploration and Development

For the twelve months ending December 31, 2024, Sigma produced 236,811 tonnes of high grade spodumene concentrate and no tonnes of low grade spodumene concentrate.

Sigma has embarked on a significant exploration and development program to expand its mineral resources at Groto do Cirilo and to the southern end of its property holdings. Sigma anticipates a substantial increase in reported mineral resources upon completion of the 2024 exploration program, with an exploration target of 150 Mt based on a Sigma news release dated January 31, 2024.

Technical Information – Tres Quebradas Project

Technical Report

The technical report in relation to Tres Quebradas is the Tres Quebradas Technical Report, which was prepared for Neo Lithium and filed under Neo Lithium's SEDAR profile on November 25, 2021, with an effective date of October 26, 2021. A complete copy of the Tres Quebradas Technical Report can be viewed under the SEDAR+ profile of Neo Lithium at www.sedarplus.ca.

At the time that the Tres Quebradas Technical Report was issued, Neo Lithium was a reporting issuer in Canada and LRC holds a royalty interest over the Tres Quebradas project. Accordingly, LRC is relying on section 9.2(1) of NI 43-101 to source the scientific and technical information in this AIF regarding the Tres Quebradas project on scientific and technical information released by Neo Lithium (as detailed in the section of this AIF entitled "Technical and Third Party Information").

Zijin Mining, a company registered in the People's Republic of China, acquired a 100% interest in Neo Lithium and the Tres Quebradas project on January 22, 2022. No technical report conforming to the requirements of NI 43-101 has been issued by Zijin Mining and filed on SEDAR+ to update the above 2021 technical report issued by Neo Lithium.

Project Description, Location and Access

Tres Quebradas is located in the southwestern region of Catamarca, Argentina. The closest paved road to Tres Quebradas is Ruta Nacional 60, which connects San Fernando del Valle de Catamarca, the capital city of Catamarca, to the border between Argentina and Chile by way of Paso de San Francisco. Tres Quebradas can be accessed using a gravel road that is located at 2,582,627E and 6,943,080N. The communities that are closest to Tres Quebradas are Fiambalá, which is 170 kilometers from the project site, and Tinogasta, which is 210 kilometers from the project site.

Tres Quebradas is comprised of 35,362.06 hectares of tenements, all of which are located in a system of salar surfaces and brine lakes. Zijin Mining and its affiliates together have good and marketable title to the 12 mining claims and one exploration claim that make up the Tres Quebradas tenements (the "**Tres Quebradas Claims**"). The Tres Quebradas Claims are registered with the Catamarca mining authority and are free and clear of all liens or encumbrances, other than the royalties described below. The Tres Quebradas Claims are unlimited in duration and will continue to be Zijin Mining's property as long as Zijin Mining satisfies its obligations under the Argentinean National Mining Code (*e.g.*, annual canon payments, minimum investment commitments, *etc.*).

Tres Quebradas is located within a Ramsar site, meaning the surrounding area is of special interest with respect to bird nesting and wetland conservation. However, Tres Quebradas is not located within a protected area, nor is it located within a provincial or national park. Consequently, mining activities are permitted at Tres Quebradas as long as the mine is operated in accordance with applicable environmental laws. In that regard, Zijin Mining has obtained all necessary environmental approvals and is in compliance with all environmental laws and regulations that apply to Tres Quebradas.

On December 21, 2016, Neo Lithium applied to the Catamarca mining authority for infrastructure easements in connection with Tres Quebradas. On August 31, 2017, the Catamarca mining authority granted Liex S.A., a wholly-owned subsidiary of Neo Lithium, the infrastructure easements. The third party holding legal title over the property affected by the infrastructure easements did not appeal the Catamarca mining authority's decision. As a consequence of the acquisition by Zijin Mining of all of the issued and outstanding common shares of Neo Lithium, Zijin Mining now holds the infrastructure easements.

Royalties are payable to the provincial government of Catamarca, LRC, Waldo Pérez and Rubén Pindar.

The baseline studies and the EIR for Tres Quebradas demonstrate that responsible mining activities will minimize the project's environmental impact.

The initial environmental permit for Tres Quebradas was obtained following an application to the Catamarca Mining State Secretary. The government of Catamarca approved an exploration stage EIR for Tres Quebradas on September 9, 2016. Updates to the EIR were submitted in July 2018. In February 2019, the Catamarca Mining State Secretary approved a two-year EIR extension – the maximum term for an EIR in Argentina. The EIA regarding mine construction and the exploitation stage of Tres Quebradas has been approved by the government of Catamarca.

Tres Quebradas can be accessed in the winter; however, depending on weather conditions, winter access can require the use of heavy equipment. Industrial water sources have been operated without issue throughout the winter. In extreme conditions, some exploration activities (*e.g.*, drilling) have been temporarily curtailed.

To the extent known to the authors of the Tres Quebradas Technical Report, there are no other significant factors and risks that may materially affect access, title, or otherwise significantly affect the right or ability to perform work on Tres Quebradas that have not been discussed in the Tres Quebradas Technical Report.

History

A private owner previously staked six lithium and potassium mining claims (the "**Initial Tres Quebradas Claims**") at Tres Quebradas. On January 11, 2016, the Initial Claims were assigned to Waldo Pérez, Pedro Gonzalez and Gabriel Pindar.

On April 5, 2016, Waldo Pérez, Pedro Gonzalez and Gabriel Pindar together assigned the Initial Claims to Liex S.A. in exchange for an aggregate payment of 10,000 Argentine pesos and a royalty. In January 2016, six additional lithium and potassium mining claims were staked at Tres Quebradas (the "**Subsequent Tres Quebradas Claims**"). On October 1, 2021, Liex S.A. acquired an exploration claim through an Assignment of Mining Rights (the "**Tres Quebradas Exploration Claim**").

On January 26, 2022, the Tres Quebradas Claims (which include the Initial Tres Quebradas Claims, the Subsequent Tres Quebradas Claims and the Tres Quebradas Exploration Claim), were acquired by Zijin Mining as part of a plan of arrangement under the *Business Corporations Act* (Ontario) involving Neo Lithium and Zijin Mining.

The salar system in which Tres Quebradas is located (the "**Tres Quebradas Salar**") has a limited history of mining interest. Previous exploration campaigns in the Tres Quebradas Salar were focused on gold and copper and include the following:

- From 1995 to 1998, El Dorado Gold Corporation performed drilling, trenching and geophysical survey work near the Valle Ancho River in the western area of the Tres Quebradas Salar. The access road to Tres Quebradas was constructed during this exploration campaign.
- From 2004 to 2005, Rio Tinto PLC performed further trenching and drilling work in the vicinity of the Valle Ancho River.
- From 1995 to 1996, Newcrest Mining Limited performed drilling and trenching work in the eastern portion of the Tres Quebradas Salar. In 2011, Rugby Mining Limited conducted additional exploration in the same area.
- Between 2019 and 2021, NGEx Minerals Ltd. conducted sampling, geophysics and geological mapping at the Valle Ancho copper-gold project. The project area covers approximately 1,000 square kilometers in the western area of the catchment and encompasses the area previously explored by El Dorado Gold Corporate, Newcrest Mining Limited and Rio Tinto PLC.

Geological Setting, Mineralization and Deposit Types

Geological mapping of Tres Quebradas took place during the 2016/2017 field program. A subsequent geology review of Tres Quebradas was carried out during the 2017/2018 field program, which involved (i) a review of both new and pre-existing drilling results, (ii) a review of borehole geophysical logs, (iii) seismic data interpretation, (iv) vertical electrical sounding ("**VES**") interpretation and (v) tertiary outcrop mapping.

Following the 2018-21 field program, a follow-up geology update was undertaken, which incorporated new drilling results and borehole geophysical logs into previous geological interpretations.

The region surrounding Tres Quebradas is characterized by volcanic cones, some of which are more than 6,000 meters above sea level ("**MASL**"). These volcanoes are surrounded by extensive lava and pyroclastic flows.

Successive tectonic episodes and the reactivation of hydrogeomorphological dynamics have formed low-level drainage networks in the region. This has resulted in the conformation of inter-mountain basins (such as the Tres Quebradas Salar) and has given rise to positive relief in the area. Tres Quebradas is located in an accumulation basin.

Salar in-fill units were differentiated in the Tres Quebradas Salar and have been the target of various exploration campaigns. The salar in-fill units (or hydrostratigraphic units), arranged from deepest to shallowest, are as follows:

- Fanglomerate: overlies the hydrogeologic basement and is composed of fanglomerates, medium-coarse sandstones and sedimentary breccias.
- Lower Sediments: composed of sandstones and siltstones, with minor gypsum laminae.
- Massive Halite: composed of fine- to coarse-grained halite.
- Porous Halite: composed of medium- to coarse-grained halite, with granular intervals of loose crystals.
- Upper Sediments: composed of reddish sandstones, silty sandstones, gravel and plastic shales, mixed with halite crystals.
- Hyper-Porous Halite: composed of medium- to coarse-grained halite with high inter-crystalline porosity.

The salar units have been mapped using an integrated interpretation of borehole cores, borehole cuttings, seismic surveys, VES surveys and downhole geophysics. Overall, the Tres Quebradas surveys and test results indicate that the lithium and potassium grades, as well as the levels of impurities, compare favourably against other brine deposits. A monitoring network has been installed to better understand groundwater patterns in the Tres Quebradas Salar. Groundwater has been monitored in shallow and deep aquifer units since October 2017.

Testing and sampling data indicates that the Tres Quebradas Salar is a favourable environment for the formation of brine deposits with economically-important quantities of lithium. There is clear evidence that evaporation has led to the accumulation of evaporites and lithium brines in the near-surface of the salar, in nearby lakes and at depth.

The Tres Quebradas Salar has both evaporite-dominant and clastic-dominant features. Within the salar, there are evaporite sequences in excess of 200 meters. However, there are also three laterally-extensive clastic units (upper sediments, lower sediments and fanglomerate) that contain evidence of extended periods of clastic-dominant deposition. Furthermore, there are frequent small clastic layers within the evaporite units. These small clastic layers tend to increase in frequency and/or thickness with proximity to the formal clastic units, forming a gradual transition zone from the evaporite units to the clastic units.

Exploration

An initial reconnaissance and four full field programs (the "**Tres Quebradas Field Programs**") have been carried out in order to evaluate the potential of the Tres Quebradas lithium deposits. Initial reconnaissance was conducted in 2015 (first reported in 2016), the first field program was conducted in 2015/2016 (first reported in 2016), the second field program was conducted in 2016/2017 (first reported in 2017), the third field program was conducted in 2017/2018 (first reported in 2018) and the fourth field program was conducted between 2018 and 2021 (first reported in the Tres Quebradas Technical Report).

Exploration carried out during the Tres Quebradas Field Programs included:

- 636 surface brine and water samples collected from the salar surface, lakes, and rivers (including 116 QA/QC samples);
- 55 VES stations along 13 sections throughout and surrounding the salar;
- seismic surveying with 11 lines (total of 49.34 kilometers) within the Tres Quebradas Salar and the surrounding area;
- 6,145.7 meters of diamond drilling in 23 boreholes and the construction of 20 wells;
- 310 core samples for relative brine release capacity ("**RBRC**") analysis;
- 3,114.3 meters of rotary drilling in 26 boreholes and the construction of 27 wells;
- 284 subsurface brine samples (including 66 QA/QC samples) collected from packers and wells; and
- 15 72-hour pumping tests, one three-hour step test and two six-hour pumping tests in pumping trenches.

The 2018-21 field program consisted of (i) 1,296.0 meters of rotary drilling in six boreholes and the construction of five wells, (ii) 70 subsurface brine samples (including 12 QA/QC samples) collected from wells, (iii) one 19-day pumping test and three 72-hour pumping tests, (iv) 316 flow rates recorded from 17 river monitoring stations and (v) 441 surface brine and water samples (including 108 QA/QC samples) collected from nearby lakes and rivers.

Drilling

Three rounds of drilling have been conducted at Tres Quebradas. The first round of drilling took place during the 2016/17 field program, the second round of drilling took place during the 2017/18 field program and the third round of drilling took place during the 2018–21 field program.

The drilling objectives were as follows:

- Obtain samples for characterizing subsurface brine chemistry.
- Characterize salar geology with continuous cores, downhole geophysics and other drilling information.
- Install pumping and observation wells for hydrogeological characterization.

Boreholes were planned and grouped in platforms. A diamond borehole was installed on each platform (where feasible) to help guide subsequent rotary boreholes and wells.

The diamond boreholes were drilled in the HQ diameter down to a target depth or, in some cases, down to the depth that the equipment was able to penetrate. If additional penetration was required, the gear was changed to the NQ diameter for the remaining drilling. Cores were recovered during drilling and transferred to a core box. A range of biodegradable additives were used for the drilling.

During the 2016/17 field program, drilling logs were prepared by third parties. The authors of the Tres Quebradas Technical Report performed a final review of all 2016/2017 field program cores and logs. During the 2017/18 field program, drilling logs were prepared by geologists from Neo Lithium. The 2017/2018 field program cores and drilling logs were independently reviewed. The 2017/2018 field program data was also inspected by the authors of the Tres Quebradas Technical Report.

Drilling cores were sampled for RBRC analysis during core logging. Samples were collected in order to obtain thickness-weighted coverage of the lithological units encountered in the cores. Core samples were placed in two-inch diameter PVC sleeves, caps were tightly fastened on both ends of the PVC sleeves and plastic foil was wrapped around the entire sample.

Core samples were shipped to a qualified laboratory for RBRC analysis. The RBRC analysis yielded an estimate of specific yield, which is the volume of pore solution that will readily drain from a geologic material. The RBRC results are summarized in the table below.

Lithological Unit	RBRC (%)	Number of Samples
Hyper-Porous Halite	14.74	66
Upper Sediments	9.12	14
Porous Halite	6.33	97
Massive Halite	3.85	84
Lower Sediments	5.18	12
Fanglomerate	11.23	33
Hydrological Basement	1.73	1
Total		**307**

As drilling progressed, brine sampling was conducted with double or simple packer systems, depending on the lithological conditions. Observation wells were constructed in the diamond boreholes with two-inch PVC casings and screens. After construction, the wells were developed and cleaned using air lift methods, which involved evacuating the brine until the fluid was sufficiently clear. Monitoring, logging and downhole geophysics services for the diamond drilling program were provided by a third party.

A third party was responsible for the rotary drilling and pumping tests during the 2016/17 field program, a different third party was responsible for rotary drilling during the 2017/18 field program and a different third party was responsible for rotary drilling during the 2018–21 field program. The pumping wells were drilled with 8-, 12- and 15-inch (diameter) tri-cone bits and contained 8-inch PVC casings and screens. Gravel was placed around each pumping well screen. After installation,

wells were cleaned with a 4-inch submersible pump until the evacuated fluid was sufficiently clear. Observation wells were drilled with 6- and 8-inch (diameter) bits and contained 2-inch PVC screens and casings.

Monitoring, logging and downhole geophysical services for the 2016/2017 and 2017/2018 rotary drilling programs were provided by a third party. Downhole geophysical surveys included normal resistivity (both short-normal and long-normal), single point resistance, and spontaneous potential. During the 2018–21 field program, downhole geophysical surveys were performed by a third party. The 2019 geophysical surveys included normal resistivity (both short-normal and long-normal), single point resistance and spontaneous potential. The 2021 geophysical surveys included normal resistivity (both short-normal and long-normal), spectral gamma and spontaneous potential.

Sample Preparation, Analysis and Security

Sampling during the Tres Quebradas Field Programs involved the following:

- Salar Sampling:
  - Salar surface crust was excavated to an approximate depth of one meter by pick and shovel or with heavy equipment.
  - Excavated holes were purged of brine. Then, the brine level was allowed to recover.
  - Brine samples were collected using 500 milliliter plastic bottles.
- Lake Sampling:
  - Lake samples were collected at mid-depth in the water column.
  - In deep sampling areas, samples were collected using an inflatable boat. In shallow sampling areas, samples were collected by hand (with the assistance of hip waders).
  - Samples were collected using a 2.2 liter water collection device that could be closed at depth. Once retrieved, samples were immediately transferred to a 500 milliliter bottle.
  - Lake depths were measured using a weighted rope.
- River Sampling:
  - River water velocity was measured across a suitable stream reach using a current meter.
  - Velocity and cross-sectional area measurements were used to calculate the rate of flow through the stream reach.
  - Streamflow samples were collected using a 500 millilitre plastic bottle.
  - Field parameters were measured for each river and stream (e.g., pH, temperature, conductivity, etc.).

Packers were used to collect brine samples from discrete formation levels in the diamond boreholes. Samples were collected primarily with a simple packer apparatus; however, some samples were collected with a double packer instead.

Pumping tests conducted during the Tres Quebradas Field Programs involved the following:

- A step test was carried out in order to determine the appropriate pumping rate for constant rate tests.
- Piezometric levels were manually measured during each pumping test.
- Pumping test results were interpreted with specialized software and through calibration using MODFLOW and PEST.
- Trench pumping tests were carried out during the 2016/17 field program. Pumping was conducted in pumping trenches and drawdown was monitored in two observation trenches. In some cases, a fluorescein tracer was used to estimate effective porosity. These estimates were later compared to laboratory RBRC measurements.
- During the 2018–21 field program, pumping tests were interpreted, and previous long-term constant rate pumping tests were re-interpreted, using numerical model calibration in FEFLOW.

Brine samples did not require any initial treatment or preparation. Brine samples were tested by an independent accredited laboratory. Sample analysis and assaying involved the following:

- ICP-OES was used to measure the amount of boron, barium, calcium, lithium, magnesium, manganese and potassium in each sample.
- An argentometric method was used to assay for chloride.
- A gravimetric method was used to measure sulfate.
- A volumetric analysis (*i.e.*, acid/base titration) was used to measure sample alkalinity (*i.e.*, calcium carbonate, or $CaCO_3$).
- Density and total dissolved solids were measured using a gravimetric method.
- Sample pH was measured using a laboratory pH meter.

The QA/QC for the Tres Quebradas Field Programs included the following:

- During the 2015/2016 field program, a reference sample was inserted into the sample stream at a frequency of approximately one in 15 samples. The bulk sample that was used for this was taken from the eastern shoreline of Laguna Tres Quebradas.
- During the 2016/2017, 2017/2018 and 2018–21 field programs, two separate reference samples were inserted into the sample stream:
    - A mid-range reference sample was inserted into the sample stream at a frequency of approximately one in 20 samples. The bulk sample that was used for this was obtained in March 2016 from the eastern shoreline of Laguna Tres Quebradas – a deposit characterized by mid-range grades. Due to sample degradation, however, use of this mid-range sample was discontinued in February 2019.
    - A high-range sample was inserted into the sample stream at a frequency of approximately one in 20 samples. In 2019, this frequency increased to approximately one in 15 samples. The bulk sample that was used for this was obtained in March 2016 from the southeast shoreline of Laguna Tres Quebradas – a deposit characterized by high grades.
- A round-robin analysis of the high grade and mid-range bulk reference samples.
- A low-range reference sample (essentially a field blank) was inserted at a frequency of approximately one in 15 samples.
- Field duplicates were inserted into the sample stream at a frequency of approximately one in 15 samples.

An established chain of custody procedure was used for Tres Quebradas sampling, storage, and shipping. Samples were periodically driven in project vehicles to La Rioja. In La Rioja, the samples were delivered to a transport company for immediate truck shipment to a laboratory in Mendoza, Argentina. Samples were under the control of qualified staff at all times. In that regard, the authors of the Tres Quebradas Technical Report considered the sample security measures to be acceptable.

Data Verification

The authors of the Tres Quebradas Technical Report helped plan, design and execute the Tres Quebradas exploration campaigns. The authors of the Tres Quebradas Technical Report visited Tres Quebradas during each field program (other than the 2018–21 field program due to COVID-19 travel restrictions) and oversaw sample collection, sample packaging and sample transport. The authors of the Tres Quebradas Technical Report also reviewed field methods (*e.g.*, packer sampling, sample handling and shipping, diamond drilling, pumping tests, core logging and handling, shallow trenching, surface water flow monitoring and surface water sampling, etc.), QA/QC procedures and laboratory results.

Mineral Processing and Metallurgical Testing

Battery-grade lithium carbonate will be produced from Tres Quebradas brine through a process involving (i) simple evaporation, (ii) salt precipitation via reagents and (iii) carbonation.

There will be two processing sites – one at the Tres Quebradas Salar and one in Fiambalá. At the Tres Quebradas Salar site, brine will be extracted from wells, evaporated and then subjected to a calcium chloride crystallization process. The concentrated brine will then be trucked to the Fiambalá site where boron, calcium, magnesium and sodium will be removed. Finally, the processed brine will be carbonated, dried, packaged and prepared for export.

The unique environmental conditions at the Tres Quebradas Salar site make it possible to concentrate the brine in evaporation ponds. The Tres Quebradas Salar site can accommodate pond expansion, which may be needed to account for variations in brine content over the lifetime of the project. There is also enough space for stockpiling waste salts – a by-product of solar evaporation.

The main studies for each project site include the following:

- Tres Quebradas Salar Site: Sodium chloride, potassium chloride, boric acid and calcium chloride, which are brine contaminants, will be removed from the brine at this site.
    - On-site testing included the modelling of the evaporation ponds system and the operation of 1:600 scale pilot ponds.
    - Crystal properties, sedimentation coefficients, porosity, particle distribution and other meaningful physical parameters were measured.
    - Salar environmental conditions were measured.
- Fiambalá: Boron and remaining calcium, which are brine contaminants, will be removed and lithium carbonate will be obtained at this site.
    - Models were developed to establish the baseline process at the Fiambalá plant. These models simulated the solvent extraction of boron and the removal of other impurities.
    - Pilot plant tests were completed.
    - Models were developed to establish the baseline process at the lithium carbonate plant. These models helped assess different options for producing battery-grade lithium carbonate.

Mineral Resource Estimates

A Mineral Resource estimate (effective date of October 26, 2021) for Tres Quebradas was developed using a three-dimensional FEFLOW model. The Mineral Resource estimate was prepared using two cut-off grades: (1) 400 mg/L and (2) 800 mg/L. The Mineral Resource that is defined by the 400 mg/L cut-off extends for the full extent of the Mineral Resource zone. Meanwhile, the Mineral Resource that is defined by the 800 mg/L cut-off is limited to the northern third of the Mineral Resource zone.

The FEFLOW model methodology included the following:

- The pre-existing geological model was brought forward in time.
- Geological units were re-interpreted along a series of two-dimensional sections. This re-interpretation was informed by new drilling data, pre-existing drilling data, seismic surveys and VES results.
- The two-dimensional sections were interpolated within a geographic information system. Updated surfaces were transferred to FEFLOW in order to form a three-dimensional geological model.
- Drainable porosity was assigned to each geological unit based on RBRC results.
- Measured Mineral Resource, Indicated Mineral Resource and Inferred Mineral Resource zones were re-evaluated using a borehole density method, which was supported by variography.
- Brine samples were used to interpolate three-dimensional concentration distributions for: Li, Ba, Ca, Fe, K, B, Mg, Na, Sr, Cl and SO_4. Interpolation was supported by variogram analysis.
- Brine grade and drainable volume were used to estimate the mass of brine constituents in each geological unit.
- Measured Mineral Resource, Indicated Mineral Resource and Inferred Mineral Resource estimates were generated for the two chosen lithium grade cut-offs.

Measured Mineral Resource, Indicated Mineral Resource, and Inferred Mineral Resource zones were classified using a borehole spacing method. Semi-variogram analysis was used to evaluate minimum borehole spacing. The Measured Mineral Resource zone is 14 kilometers in length and reaches a depth of 150 meters. The Indicated Mineral Resource zone underlies the Measured Mineral Resource zone in the northern portion of the model, occupying depths between 150 and 350 meters. In the southern portion of the model, the Indicated Mineral Resource zone extends from the surface down to a depth of 300 meters.

The Inferred Mineral Resource zone underlies the Indicated Mineral Resource zone throughout the model and extends to the model base.

The Mineral Resource estimate for Tres Quebradas is summarized in the table below.

	Lithium Grade Cut-Off 800 mg/L				Lithium Grade Cut-Off 400 mg/L			
	Measured	**Indicated**	**Measured + Indicated**	**Inferred**	**Measured**	**Indicated**	**Measured + Indicated**	**Inferred**
	Volume (million m^3)				**Volume (million m^3)**			
	201	155	357	33.4	450	1,130	1,580	757
	Average Concentration (mg/L)				**Average Concentration (mg/L)**			
Lithium	923	922	923	918	792	576	637	561
Boron	1,352	1,343	1,348	1,308	1,140	787	887	744
Potassium	8,366	8,335	8,353	8,210	7,382	5,616	6,119	5,475
Magnesium	1,532	1,529	1,531	1,535	1,402	2,371	2,095	2,301
Calcium	40,560	40,679	40,611	40,772	35,162	31,026	32,202	30,020
Strontium	730	732	731	735	654	571	595	564
Sodium	78,980	78,405	78,730	77,670	82,702	86,413	85,358	88,494
Sulfates	462	442	453	372	377	308	327	290
	Tonnage (rounded)				**Tonnage (rounded)**			
Lithium	186,000	143,000	328,000	31,000	356,000	652,000	1,009,000	425,000
Lithium Carbonate	988,000	759,000	1,747,000	163,000	1,897,000	3,472,000	5,369,000	2,261,000
Boron	272,000	208,000	479,000	44,000	513,000	891,000	1,404,000	563,000
Boric Acid	1,555,000	1,187,000	2,741,000	250,000	2,934,000	5,098,000	8,032,000	3,218,000
Potassium	1,682,000	1,288,000	2,970,000	275,000	3,322,000	6,360,000	9,682,000	4,142,000
Potash	3,213,000	2,461,000	5,674,000	525,000	6,346,000	12,147,000	18,492,000	7,911,000
Magnesium	308,000	236,000	544,000	51,000	631,000	2,685,000	3,316,000	1,741,000
Calcium	8,155,500	6,287,000	14,443,000	1,364,000	15,824,000	35,131,000	50,956,000	22,713,000
Calcium Chloride	21,590,000	17,416,000	40,006,000	3,777,000	43,834,000	97,313,000	141,147,000	62,916,000
Sulfates	93,000	68,000	161,000	12,000	170,000	348,000	518,000	219,000
	Ratios				**Ratios**			
Mg/Li	1.66	1.66	1.66	1.67	1.77	4.12	2.27	4.10
K/Li	9.06	9.04	9.06	8.95	9.32	9.75	6.63	9.75
SO_4/Li	0.50	0.48	0.49	0.41	0.48	0.53	0.35	0.52
Ca/Li	43.94	44.10	44.03	44.42	44.39	53.86	34.91	53.48

Notes:

(1) Mineral Resources have an effective date of October 26, 2021.
(2) The Mineral Resources reported are inclusive of Mineral Reserves.
(3) Mineral Resources, which are not Mineral Reserves, do not have demonstrated economic viability.

Mineral Reserve Estimates

The Mineral Reserve estimate for Tres Quebradas (effective date of October 26, 2021) was generated using a numerical groundwater flow and transport FEFLOW model. The model was developed by numerical modelling specialists, with technical direction from the authors of the Tres Quebradas Technical Report. The model incorporated the geological, hydrological, hydrogeological, brine chemistry and geophysical data that was collected during the Tres Quebradas Field Programs.

The Tres Quebradas mine plan contemplates a processing plant influent flow rate of 260 L/s for the entire 50-year mine life. The proposed plan also calls for a lithium grade between 893 and 960 mg/L in the recovered brine. These specifications will yield a wellhead recovery of 40,000 tpa of LCE and a process production of 20,000 tpa of LCE, assuming processing losses of roughly 50%. Simulations indicate that the Tres Quebradas grade specifications will be met for the first 20 years of mining, followed by a gradual decrease in lithium grades. This gradual decrease is attributable to increased resource extraction in lower grade zones.

The numerical model contained a variety of brine production constraints. These constraints related to target grades, flows and duration. The numerical model was run iteratively in order to identify a pumping scenario that could meet the brine production constraints for a sufficient period of time.

The wells were grouped into three categories:

- A-Series Wells: Selected to meet grade constraints. This series consisted of nine wells (three existing wells and six new wells) that targeted the highest grade lithium Mineral Resource (> 1,000 mg/L).
- B-Series Wells: Selected to meet early pond-filling requirements and to blend with A-series wells to meet the lithium grade target of 940 mg/L. This series consisted of four wells (all existing wells) within the mid-grade lithium Mineral Resource (> 650 mg/L) located in the northern salar.
- C-Series Wells: Selected to enhance LCE recovery after the first 20 years of production. This series consisted of two wells (one existing well and one new well) located east of Laguna Tres Quebradas. This series targets the highest grade lithium Mineral Resource that is expected to be available after the first 20 years of production (~800 mg/L).

The brine production and brine recovery constraints were as follows:

- Target production duration of 50 years.
- Production begins with an initial pond-filling period consisting of:
  - nine months of pumping at 196 L/s at a target blended lithium grade of 647 mg/L;
  - eight months of pumping at 305 L/s at a target blended lithium grade of 647 mg/L; and
  - four months of pumping at 305 L/s at a target blended lithium grade of 940 mg/L.
- After the pond-filling period, the pumping target is 260 L/s.
- Target wellhead production rate of 40,000 tpa of LCE – to be achieved using a 260 L/s target pumping rate and a target blended lithium grade of 940 mg/L.
- Exploit existing wells exploited before installing new wells.

With respect to constraints for reserve categorization, Proven Mineral Reserves were drawn from Measured Mineral Resources and Probable Mineral Reserves were drawn from Indicated Mineral Resources (in accordance with NI 43-101).

The change in lithium mass within each Mineral Resource zone was tracked throughout the production simulation. Proven Mineral Reserves and Probable Mineral Reserves were then estimated using the mass changes. The mass changes also provided a quality check on the simulated lithium recovery.

The Mineral Reserve estimate for Tres Quebradas is shown in the table below.

Year	Brine Volume (Mm^3)	Weighted Average Li Grade[1] (mg/L)	Li Metal (Tonnes)		LCE (Tonnes)		Resource Recovered[2] (%)
			Proven	Probable	Proven	Probable	
1	4.7	655	1,689	1,377	8,993	7,331	0.3
2	9.6	747	3,977	3,181	21,171	16,931	0.7
3-10	65.6	942	38,549	22,111	205,187	117,694	6.0
11-20	82.0	922	48,853	24,850	260,034	132,273	7.3
21-30	82.0	775	41,647	20,454	221,677	108,873	6.2
31-40	82.0	708	37,415	19,535	199,150	103,979	5.6
41-50	82.0	626	31,570	18,695	168,040	99,507	5.0
20 years	**161.9**	**912**	**93,068**	**51,520**	**495,384**	**274,229**	**14.3**
Total 50 years production (Reserve Estimate)[3]	**408**	**786**	**203,700**	**110,200**	**1,084,300**	**587,600**	**31**

Notes:

(1) Mineral Reserves have an effective date of October 26, 2021.

(2) Brine produced from outside the Measured Mineral Resource and the Indicated Mineral Resource is included here, but excluded from the Mineral Reserves.

(3) Based on the Measured Mineral Resource and Indicated Mineral Resource of 5,369,000 tonnes LCE (400 mg/L cut-off).

(4) Mineral Reserve estimate numbers have been rounded.

Mining Methods

The design constraints for the brine production wellfield are described above. The final configuration of well locations, screen depths and pumping rates was driven by these constraints. Ultimately, the FEFLOW model yielded a brine production wellfield with 15 wells and a 50-year project life.

Recovery Methods

Tres Quebradas production will be split between two sites – one at the Tres Quebradas Salar and one in Fiambalá. The Tres Quebradas Salar site will be contain the brine wells, the evaporation ponds and the $CaCl_2$ crystallization plant. The Fiambalá site will contain the lithium carbonate plant.

Brine will be extracted from the wells located at Tres Quebradas. Brine extracted from the wells will be sent to pre-concentration ponds, which will precipitate both sodium chloride salts (*i.e.*, halite) and potassium salts (primarily sylvinite) in order to produce a pre-concentrated brine. The pre-concentrated brine will be transferred to concentration ponds. Following this pond sequence, the concentrated brine will go through the $CaCl_2$ crystallization plant, which will remove some of the calcium contaminants contained in the brine. Once the brine contains a sufficient concentration of lithium, it will be fed through dispatch ponds. The brine will then be transferred to the Fiambalá site using tanker trucks.

The Fiambalá Li_2CO_3 plant is designed to reduce the levels of boron and calcium contained in the brine. Boron will be removed from the brine through solvent extraction. The boron-free brine will then be pumped through an initial precipitation stage, where calcium and magnesium will be removed through the addition of reagents, followed by solid-liquid separation. The concentrated brine will then undergo an additional round of calcium precipitation, which will be done through the addition of sodium hydroxide, followed by solid-liquid separation. Solids used in this second round of precipitation will be re-used in the initial precipitation stage. All remaining calcium will be removed in a third round of precipitation, which will involve the addition of a soda ash solution and solid-liquid separation. Finally, once all of the contaminants are removed, the brine will go through a lithium carbonate precipitation process, where Li_2CO_3 solids will precipitate through the addition of a soda ash solution. Excess liquids will be removed from the precipitated lithium carbonate using solid-liquid separation. Dewatered solids will then undergo a drying process. After the drying stage, the resulting battery-grade lithium carbonate will be packed, stored and then exported.

Overall, this recovery process is expected to yield 20,000 tpa of battery-grade lithium carbonate for the Phase 1 operations. Capacity expansion to 50,000 to 60,000 tpa production will follow a similar recovery method.

Project Infrastructure

From an infrastructure perspective, Tres Quebradas has three main areas: (1) the Tres Quebradas Salar site, (2) the Tres Quebradas access road and (3) the industrial park property in Fiambalá.

The infrastructure for Tres Quebradas includes the following:

- Process Installations:
  - pre-concentration ponds;
  - concentration ponds;
  - a crystallization plant (which will include crystallizers, polishing filters, centrifuges and chillers); and
  - dispatch ponds coupled with a truck loading area.
- Process Ancillary Services:
  - a compressed air generation, storage and distribution system;
  - an industrial water treatment plant, which will produce soft-treated water;
  - hydrochloric acid storage and distribution; and
  - power generation and distribution.
- General Ancillary Services
- Temporary Installations:
  - contractor camp installations.

The Tres Quebradas Salar site will use thermal and photovoltaic power. Power will be distributed across the Tres Quebradas Salar site using an overhead network. If overhead power infrastructure becomes unfeasible, underground distribution will be used. The Tres Quebradas Salar site will require a power supply of four megawatt-hours.

Concentrated brine will arrive at the Fiambalá on tanker trucks. All installations at the Fiambalá site will be permanent. The key aspects of the Fiambalá site infrastructure include the following:

- Main Process Installations:
  - reception ponds; and
  - a lithium carbonate plant (including control rooms).
- Process Ancillary Services:
  - reagent preparation and storage, which will be used for soda ash, caustic soda, hydrochloric acid, sulphuric acid and solvent extraction reagents;
  - a compressed air generation, storage and distribution system;
  - an industrial water treatment plant, which will produce soft-treated water;
  - a water recovery pond;
  - a water heater area;
  - power generators (*i.e.*, emergency back-up power);
  - a connection to the Tinogasta electrical network; and
  - a natural gas storage and gasification area.
- General Ancillary Services

Industrial water will be sourced from industrial water wells located near the plant in Fiambalá. The processing activities in Fiambalá will consume industrial water at a rate of 10.07 L/s.

Environmental Studies, Permitting and Social or Community Impact

Environmental

Authorities have granted all of the authorizations and permits required for Tres Quebradas exploration and test work. A third party consultant was engaged to prepare (i) an EIR for the exploration stage of Tres Quebradas (completed in 2019), (ii) an environmental baseline study (completed in 2018) and (iii) an EIA for the exploitation stage of Tres Quebradas (completed in 2019). A different third party consultant was engaged to deliver (i) an updated EIR for the exploration stage (completed in 2021) and (ii) an updated EIA for the exploitation stage (completed in 2021).

Social Responsibility

Zijin Mining is committed to strengthening the relationship between Tres Quebradas and Tinogasta. In that regard, Zijin Mining has developed community engagement and consultation programs, and has established a community grievance process. Zijin Mining has also been in regular contact with the institutions and public agencies of Fiambalá and Tinogasta.

Governance

Zijin Mining has indicated that it has considered, and will continue to consider, the socio-environmental factors that are important to the Tres Quebradas stakeholders. Zijin Mining has indicated that it is committed to protecting the welfare of the people and communities that may be affected by Tres Quebradas.

Capital and Operating Costs

CAPEX and OPEX for Tres Quebradas, as detailed in the 2021 Neo Lithium technical report, were estimated with an accuracy of ± 15%. The CAPEX estimate includes direct and indirect costs for the implementation of Tres Quebradas, including the cost of:

- the brine production wellfields and the pipeline delivery system;
- the evaporation ponds;
- the platforms, earthworks and earth movements;
- the crystallization plant;
- the lithium carbonate plant;
- general services;
- other project infrastructure; and
- indirect and owner's costs.

The CAPEX for Tres Quebradas has been estimated at US$370,550,823. This value excludes interest expenses, sunk costs, legal costs, mineral license costs, escalation and any other start-up cost. This CAPEX figure includes the following estimates:

- direct project costs of US$286,928,462;
- indirect project costs of US$43,920,488; and
- project contingencies of US$39,701,874.

The CAPEX estimates are shown in the table below.

	CAPEX Schedule (US$ thousands)			
CAPEX Item	**2022**	**2023**	**2024**	**Total**
Brine Extraction Wells	16,171		-	16,171
Evaporation Ponds	37,352	80,930	6,225	124,508
Brine Treatment Plant	-	18,292	18,292	36,584
Lithium Carbonate Plant	-	42,600	42,600	85,200
General Services	-	-	-	-
Infrastructure	14,680	9,786	-	24,466
Subtotal	**68,203**	**151,608**	**67,117**	**286,928**
Indirect Cost	10,440	23,207	10,274	43,920
Contingencies	4,719	10,489	24,494	39,702
Total	**83,362**	**185,304**	**101,885**	**370,551**

The estimated cost of producing one tonne of battery-grade lithium carbonate (assuming a gross production of 20,000 tonnes per year) is US$2,953. This OPEX estimate has an accuracy of ± 15%, and is based on vendor quotes for principal costs such as reagents, fuel (diesel and natural gas), electricity and transportation.

Brine processing costs and outputs are based on the processes that were designed with the assistance of computer simulations and other test work. Reagent consumption rates were determined using mass balance calculations and then validated in pilot plant operations. The transportation cost for reagents and final product was obtained from a logistic study developed by an independent firm in Argentina. Energy consumption was determined on an equipment-by-equipment basis.

The OPEX estimates are shown in the table below.

Operating Cost Item	US$ / Tonne Li_2CO_3	Total US$ / Year
Chemical Reagents	1,580	31,599,353
Salt Removal and Transport	372	7,434,633
Energy	315	6,295,434
Manpower	264	5,271,845
Reagents and Other Items Transport	329	6,576,850
Direct Costs Subtotal	**2,859**	**57,178,115**
General and Administration – Local	32	633,789
Catering & Camp Services	63	1,255,600
Indirect Costs Subtotal	**95**	**1,889,389**
Total Production Costs	**2,953**	**59,067,504**

Economic Analysis

An economic analysis was prepared in order to determine the financial viability of Tres Quebradas. CAPEX, OPEX and prices for battery-grade lithium carbonate were used in the economic analysis.

The economic indicators for Tres Quebradas are summarized in the table below.

Economic Indicator	Value
Discount Rate	8%
NPV	US$1,129 million
IRR	39.5%
Payback Period	2.3 years
Pre-Tax NPV	US$1,630 million
Pre-Tax IRR	46.7%

The financial aspects of Tres Quebradas include the following:

- CAPEX: The capital investment required for Tres Quebradas (assuming a gross production of 20,000 tpa) is US$370,550,823. This estimate has an accuracy of ± 15%, and includes direct and indirect costs, as well as a US$39,701,874 contingency allowance.
- OPEX: The operating cost for Tres Quebradas has been estimated at US$2,953 per tonne of production (assuming a gross production of 20,000 tonnes per year). This estimate has an accuracy of ± 15%, and puts Tres Quebradas in the lowest quartile of global lithium projects (in terms of OPEX).
- Financial Returns: The CAPEX and OPEX estimates for Tres Quebradas correspond to an NPV of approximately US$ 1,129,000,000, an IRR of 39.5% and a payback period of roughly two years.
- Sensitivity Analysis: Sensitivity analyses show that Tres Quebradas will be resilient under economic pressure. Battery-grade lithium carbonate price had the highest impact on NPV and IRR, whereas CAPEX and OPEX only had a mild impact on NPV and IRR.

Exploration and Development

Following its acquisition of Neo Lithium, Zijin Mining (i) accelerated the Tres Quebradas construction and development schedule and (ii) committed to investing $380 million in Tres Quebradas. In its latest annual report, Zijin Mining reports an expected capital cost of US$620 million for Phase 1 of the Tres Quebradas project, with initial commercial production (*i.e.*, 20,000 tpa of battery-grade lithium carbonate) is scheduled to begin in 2024. Zijin has reported in its 2023 Interim Report in September 2023 that a 300 tonne per annum crude lithium carbonate plant was placed into production in May

2023. In March 2024, Zijin further reported in its Annual Results Announcement for 2023 that loaded production of Phase 1 commenced at the end of 2023. Commercial production of Phase 1 is not expected to be reached until late 2024.

With a view to increasing production capacity, Zijin is evaluating technical upgrade and project expansion opportunities. In that regard, Zijin Mining is currently building more pond capacity and expects commercial output to increase to a total of 40,000 to 60,000 tpa in Phase 2 of development, at a capital cost of US$621 million. Partial construction of Phase 2 commenced in March 2023, including laying geotextile fabric and membrane at the large pre-concentration pond and base treatment of the small pre-concentration pond, with the objective of increasing annual output of lithium carbonate by approximately 30,000 tpa.

In October 2024, Zijin announced that commercial production of Phase 1 is not expected to commence until the second half of 2025.

RISK FACTORS

Risk is an inherent component of LRC's business. The ability to deliver on our vision and strategic objectives depends on our ability to understand, effectively respond to and mitigate the risks or uncertainties we face. Investors should carefully consider all of the information disclosed in this AIF. Other risks and uncertainties that we do not presently consider to be material, or of which we are not presently aware, may become important factors that affect our future financial condition and results of operations. The occurrence of any of the risks discussed below could materially adversely affect our business, prospects, financial condition, results of operations, cash flow, intrinsic value of our royalties or trading price of our securities.

Risks Related to Our Business and Industry

The Company is exposed to market fluctuations of prices of lithium-related products and a significant change in such prices may have an adverse impact on the value of the Company's royalties

The value of the Company's royalty interests and the potential future development of the projects underlying those interests are directly related to the market price of lithium and other commodity prices. The revenue derived by the Company from its asset portfolio will be significantly affected by changes in the price of the commodities underlying the royalties and other interests, particularly the prices of lithium commodities. Commodity prices may fluctuate widely and are affected by numerous factors beyond our control or that of any mining company. Factors that may impact lithium prices include global economic growth, electric vehicle demand, demand from ESS installations, supply and demand dynamics, inflation and the level of interest rates, changes to the cost of production including energy and raw material and refining costs, changes to the cost of production including labour costs, changes to freight costs, governmental focus on decarbonisation initiatives, industrial investment levels, changes to exchange rates including the strength of the U.S. dollar, stockpiling of commodities, technological developments and geopolitical events. For example, during 2023 and 2024, market prices for lithium products experienced a steady decrease, primarily as a result of a relative oversupply from lithium producers.

In addition, lithium is not an established traded commodity like many base and precious metals and, as a result, it is inherently more difficult to predict fluctuations in the market price of lithium. Project operators may negotiate sales agreements on an individual and private basis with end-users or intermediaries and related pricing information is usually not available to the public. Lithium prices are often estimated by market observers based on the realized revenue of lithium producers. Other factors, such as supply and demand of lithium-based end-products (such as lithium carbonate and lithium hydroxide), pricing characteristics of alternative sources of energy, industrial disruption and actual lithium market sale prices, could have an adverse impact on the market price of lithium. There can be no assurance that lithium prices will remain at current levels or that such prices will improve.

Declines in market prices could cause an operator to cease or slow down exploration and development activities, reduce, delay, suspend or terminate production from an operating project or construction work at a development project which would negatively impact our ability to obtain revenues from our royalty interests in the future. Severe declines that cause a suspension or termination of production by relevant operators may result in a complete cessation of revenue from royalties or other interests applicable to one or more relevant commodities. For example, during 2024, Core Lithium announced that it was putting the Finniss lithium project into care and maintenance, and Arcadium (now Rio Tinto) announced that the Mt Cattlin project would be put into care and maintenance effective by mid-2025 due to low lithium prices. In addition, the majority of our royalty interests are either gross overriding revenue royalties or net smelter return royalties, which entitle us to a share of the market price of the mined product or a portion of the revenue generated by the sale of the product, respectively. A decline in lithium prices would therefore lead to a corresponding reduction in the amount of money payable by the operator to the Company, which may result in a material adverse effect on the Company's business, results of operations, financial condition and prospects, the intrinsic value of our royalties and the trading price of our securities. On the other hand, in the event of a significant or sustained increase in lithium prices, end-users may seek alternatives such as sodium ion batteries, hydrogen storage or other lower cost energy solutions, which may reduce the market demand for lithium batteries. Consequently, the financial condition, results of operations and prospects of the Company may be materially and adversely affected. Moreover, the broader commodity market tends to be cyclical, and a general downturn in overall commodity prices could result in a significant decrease in our overall revenue. Any such price decline may result in a material adverse effect on the Company's earnings, results of operations, financial condition and prospects and the trading price of its securities.

The Company has no or limited control over the operation of the properties covered by its interests and an operator's failure to perform or decision to cease or suspend operations will affect the revenues of the Company

The Company is not directly involved in the development, construction or operation of mines or lithium extraction projects. The revenue derived from its asset portfolio is based on production and commodity sales by third-party property owners and operators. The owners and operators generally will have the power to determine the manner in which the properties are exploited, including decisions to expand, continue or reduce, suspend or discontinue production from a property, decisions about the marketing of products extracted from the property and decisions to advance exploration efforts and conduct development of non-producing properties. The interests of third-party owners and operators and those of the Company regarding the relevant properties may not always be aligned. As an example, it will usually be in the interest of the Company to advance development and production on properties as rapidly as possible in order to maximize near-term cash flow, while third-party owners and operators may take a more cautious approach to development, as they are at risk on the cost of development and operations. Likewise, it may be in the interest of property owners to invest in the development of and emphasize production from projects or areas of a project that are not subject to our royalty or other interests. The inability of the Company to control the operations for the properties in respect of which it has a royalty or other interest may result in a material adverse effect on the Company's earnings, results of operations, financial condition and prospects and the trading price of its securities. In addition, the owners, developers or operators may take action contrary to the Company's policies or objectives, be unable or unwilling to fulfill their obligations under their contracts with the Company, have difficulty obtaining or be unable to obtain the financing necessary to advance projects or experience financial, operational or other difficulties, including insolvency, which could limit the owner, developer or operator's ability to perform its obligations under arrangements with the Company.

At any time, any of the operators of the properties in respect of which the Company holds a royalty or other interest or their successors may decide to reduce, slow down, suspend or discontinue operations. The Company may not be entitled to any material compensation if any of the properties in respect of which it holds a royalty or other interest delays, shuts down or discontinues their operations on a temporary or permanent basis.

The lithium market is still at a relatively early stage of development and future demand for lithium products is uncertain

The Company is exposed to the market forces in the lithium industry, including the current and expected supply and demand dynamics of lithium, which are primarily based on resource availability, the competitive landscape of the lithium industry, discovery of new lithium mineral projects, end market demand for products in which lithium is used, technological developments, government policies and global and regional economic conditions.

The growth of lithium demand over the last decade has been led by the rapidly increasing use of lithium in rechargeable battery applications in the form of lithium carbonate and more recently lithium hydroxide. The development of present and future lithium operations is highly dependent upon the currently projected demand for and uses of lithium-based end products, including lithium-ion batteries for electric vehicles, ESS installations and other large format batteries whose projected adoption rates are not assured. Many factors may affect the viability of lithium projects and the demand for lithium products, including:

- the cost-effectiveness, performance and reliability of lithium-ion batteries;
- the development and adoption of other battery technologies, including sodium-ion and other non-lithium alternatives (such as hydrogen storage), as well as developments that reduce lithium intensity, such as hybrid and extended range EVs;
- fluctuations in economic and market conditions that affect the viability of conventional internal combustion engines, such as increases or decreases in the prices of oil, gas and other fossil fuels;
- the availability of government subsidies and incentives to support the development of the electric transportation industry and adoption of EVs by consumers; and
- the availability of favourable regulation for electric batteries and electric vehicles within the electric power industry and the broader energy industry.

To the extent that such markets do not develop in the manner contemplated by the Company, then the long-term growth in the market for lithium products will be adversely affected, which would inhibit the potential for development and potential commercial viability of the projects on which the Company has a royalty interest and would otherwise have a negative effect on the business, financial condition and prospects of the Company. In addition, as a commodity and industrial chemical, lithium market demand is subject to the substitution effect in which end-users adopt alternate commodities as a response to supply constraints or increases in market pricing. To the extent that these factors arise in the market for lithium, it could have

a negative impact on overall prospects for growth of the lithium market and pricing, which in turn could have a negative effect on the operators of the projects in which we have a royalty interest.

The development and adoption of non-lithium battery technologies could significantly impact our prospects and future revenues

Lithium and its derivatives are the preferred raw materials for certain industrial applications, such as current and next generation high energy density batteries for use in electric vehicles and ESS installations. Alternative materials and technologies are being researched with the goal of making batteries lighter, more efficient, faster charging and less expensive, and some of these technologies could be less reliant on lithium. The development and adoption of new battery technologies that rely on inputs other than lithium compounds (such as sodium-ion batteries) or that reduce lithium intensity could significantly impact the prospects and future revenues of the Company, which are heavily dependent on continued demand for lithium. The Company cannot predict which new technologies may ultimately prove to be commercially viable and in what timeframe. In addition, alternatives to lithium products may become more economically attractive as global commodity prices shift. Any of these events could adversely affect demand for and market prices of lithium, thereby resulting in a material adverse effect on the economic feasibility of extracting any mineralization discovered by project operators and reducing or eliminating the viability of lithium deposits identified by such operators.

Revenue generating royalties are concentrated on a small number of existing producing projects

As of the effective date of this AIF, the Company generates revenue, and consequently cash flow, from only two producing mineral extraction operations, on the Grota do Cirilo and Mt Cattlin lithium projects. While the Company anticipates that additional extraction projects over which it has royalty interests will begin producing mineral products in subsequent years, there is no assurance that any of those projects will begin production or that the Company will generate royalty revenues or cash flow from those projects. Furthermore, certain of the current producing projects and any future producing projects could temporarily or permanently cease operations, such that the revenues and cash flow from the royalties on those projects would temporarily or permanently cease accruing to the Company. Given the current and near-term concentration of our royalty portfolio in a small number of producing projects, a temporary or permanent loss of a producing project could have a material adverse effect on the Company's earnings, results of operations and financial condition and the trading price of its securities. More specifically, during 2024, Core Lithium suspended mining operations at the Grants open pit at the Finniss project and Arcadium (now Rio Tinto) announced that it would suspend mining operations at the Mt Cattlin project in 2025.

Many of the properties covered by the Company's interests may never achieve commercial production, and the Company may lose its entire investment in those properties

The majority of the projects or properties in respect of which the Company holds an interest are in the exploration, construction, development or expansion stage, including Moblan, Adina and Yinnetharra. Other projects, such as Tres Quebradas, Mariana and Das Neves, are even further advanced and expected to commence production during 2025. However, there can be no assurance that exploration, construction, development or expansion will be completed on a timely basis or at all. If such properties do not reach commercial production, the Company will not receive payments under the applicable royalties, which may have a material adverse effect on the Company's earnings, results of operations, financial condition and prospects and the trading price of its securities.

In addition, due to the exploration stage or development nature of many of the properties in respect of which the Company holds an interest, the owners, developers or operators of some of these properties may experience financial difficulties and, in some cases, may require covenant waivers pursuant to their credit and other financing documents. To the extent that any of the owners, developers or operators of properties in respect of which the Company holds a royalty or other interest default under their credit and other financing documents, this could delay or inhibit operations at the relevant properties, which may have a material adverse effect on the Company's earnings, results of operations, financial condition and prospects and the trading price of its securities.

There is a risk that the values of certain of the Company's assets may not be recoverable if the operating entities cannot raise additional capital to continue to explore and develop their assets. It is also possible that owners, developers or operators will require additional capital in order for their projects to become producing mines. The Company may be asked to provide additional capital to these entities and may decide to do so to preserve the value of its initial investment. The value of the Company's interests in these projects could thus be negatively affected by many factors, some of which cannot be assessed at the time of investment. Although the Company undertakes a due diligence review as part of each investment, mining exploration and development are subject to many risks, and it is possible that the value realized by the Company be materially less than the original investment.

The Company may acquire royalties or other interests covering properties that are speculative and there can be no guarantee that mineable deposits will be discovered, developed or mined, which would impair or eliminate the Company's ability to earn revenue from such royalties and other interests

Exploration for minerals is a speculative venture necessarily involving substantial risk. While the discovery of an ore body may result in substantial rewards, few properties which are explored are commercially mineable and ultimately developed into producing mines. There is no certainty that the expenditures made by the operator of any given project will result in discoveries of commercial quantities of minerals on areas of the project where the Company holds royalties or other interests. Several properties on which the Company has a royalty interest are in the exploration phase and have not yet confirmed Mineral Reserves or Mineral Resources at the relevant site, such as the Das Neves, Cancet, Case Lake, Tansim, Mallina, Mt Edon, Tabba Tabba, and Mia projects.

If mineable deposits are discovered, substantial expenditures by the project operator are required to establish Mineral Reserves and Mineral Resources through drilling, to develop processes to extract the resources and, in the case of new properties, to develop the extraction and processing facilities and infrastructure at any site chosen for extraction and to obtain the required environmental approvals and permitting required to commence commercial operations. The decision as to whether a property contains a commercially viable mineral deposit and should be brought into production will depend upon the results of exploration programs, feasibility studies, and the recommendations of duly qualified engineers and geologists, all of which involves significant expense for operators. This decision will involve consideration and evaluation of several significant factors including, but not limited to: (i) costs of bringing a property into production, including exploration and development work, preparation of production feasibility studies and construction of production facilities; (ii) availability and costs of financing; (iii) ongoing costs of production; (iv) commodity prices; (v) environmental compliance regulations and restraints (including potential environmental liabilities associated with historical exploration activities); and (vi) political climate and governmental regulation and control. It may take several years to confirm Mineral Resources or Mineral Reserves at a site, during which time the economic viability of production may change. Development projects are also subject to the successful completion of engineering studies, issuance of necessary governmental permits, and availability of adequate financing. Although the Company intends to hold only royalties or other interests in respect of these properties and not be responsible for these expenditures, the operator may not be in a financial position to obtain the necessary funding to advance the project. As a result, there is no assurance that current or future exploration programs will be successful. For producing projects, there is a risk that the depletion of Mineral Reserves will not be offset by discoveries or acquisitions. A decision not to pursue development and production, negative study results or recommendations, the denial of the issuance of government permits or a failure to obtain financing could each result in an interruption or suspension of operation of the properties in respect of which the Company holds a royalty or other interest and have a material adverse effect on the Company's earnings, results of operations, financial condition and prospects and the trading price of its securities.

LRC's portfolio includes royalties on projects at varying stages of development, including early exploration and feasibility stages. For these projects, the estimation of economically recoverable lithium resources often relies on preliminary geological data, which may prove inaccurate or overly optimistic. This uncertainty is exacerbated by the nascent nature of lithium extraction in certain regions, where a lack of robust historical data increases the potential for error. LRC may not realize anticipated returns on its investments. Additionally, any reclassification of resources by a project operator could negatively affect the market perception of LRC's portfolio quality.

Assets and properties may become significant to the Company from time to time and any adverse development related to any such assets will affect the revenue derived from such assets

As new assets are acquired or move into production, the materiality of each of our assets will be reconsidered. Any adverse development affecting the development or operation of, production from or recoverability of Mineral Reserves from any significant property in the asset portfolio from time to time, such as, but not limited to, unusual and unexpected geologic formations, seismic activity, rock bursts, cave-ins, pit wall failures, tailings dam failures, flooding and other conditions involved in the drilling and removal of material, any of which could result in damage to, or destruction of, mines and other producing facilities, damage to life or property, environmental damage, or the inability to hire suitable personnel and engineering contractors or secure supply agreements on commercially suitable terms, may have a material adverse effect on the Company's earnings, results of operations, financial condition and prospects and the trading price of its securities. Any adverse decision made by the owners and operators, including for example, alterations to development or mine plans or production schedules, may impact the timing and amount of revenue that the Company receives and may have a material adverse effect on the Company's earnings, results of operations, financial condition and prospects and the trading price of its securities.

The Company has limited access to data and disclosure regarding the operation of properties covered by its interests, which will affect its ability to evaluate, monitor and predict the performance of its royalties or other interests

As a holder of royalties and other interests, the Company generally has limited access to data on the operations or to the actual properties themselves. Accordingly, the Company must rely on the accuracy and timeliness of the public disclosure and other information it receives from the owners and operators of the properties in respect of which it holds royalties and other interests. The Company uses such information, including production estimates, in its analyses, forecasts and assessments relating to its own business. If such information contains material inaccuracies or omissions, the Company's ability to assess and accurately forecast performance or achieve its stated objectives may be materially impaired. In addition, some royalties or other interests may be subject to confidentiality arrangements which govern the disclosure of information with regard to the royalties or other interests and, as such, the Company may not be in a position to publicly disclose such information with respect to certain royalties or other interests. The limited access to data and disclosure regarding the operations of the properties in respect of which the Company holds an interest may restrict the Company's ability to enhance its performance or to protect its rights, which may result in a material adverse effect on the Company's earnings, results of operations, revenue recognition and reconciliation, financial condition and prospects and the trading price of its securities.

Although the Company attempts to secure contractual rights to address these risks when its creates new royalty or other interests, such as audit or access rights, that will permit it to monitor operators' compliance with their obligations to the Company, there can be no assurance that such rights, if granted, will always be sufficient to ensure such compliance or to affect operations in ways that would be beneficial to the Company.

The Company is dependent on the payment by the owners and operators of the properties covered by a royalty or other interests, and any delay in or failure of such payments may affect the revenues generated by the asset portfolio and the solvency of the Company

The Company is dependent to a large extent upon the financial viability of owners and operators of the relevant properties in respect of which it holds royalties and other interests. Payments linked to project production (such as a royalty) generally flow through the operator and there is a risk of delay and additional expense in receiving such payments. Payments may be delayed by restrictions imposed by lenders, capital controls, delays in the sale of products, the ability or willingness of smelters and refiners to process mineral products, accidents, recovery by the operators of expenses incurred in the operation of the properties, the establishment by the operators of reserves for such expenses or the insolvency of the operator. The Company's rights to payment from royalties and other interests must, in some cases, be enforced by contract, without the protection of the ability to liquidate a property. This inhibits the Company's ability to collect outstanding payments in respect of such royalties or other interests upon a default. Additionally, some contracts may provide limited recourse in particular circumstances which may further inhibit the Company's ability to recover or obtain equitable relief in the event of a default under such contracts. In the event of a bankruptcy of an operator or owner, it is possible that an operator may claim that the Company should be treated as an unsecured creditor and therefore have a limited prospect for full recovery of revenue. A creditor or the owner, developer or operator may also claim that the royalty contract should be terminated in the insolvency proceeding. Alternatively, in order to preserve its interest in a royalty or other interest in the context of an insolvency or similar proceeding, the Company may be required to make additional investments in, or provide funding to, owners, developers or operators, which would increase the Company's exposure to the relevant project and to counterparty risk. Failure to receive payments from the owners and operators of the relevant properties or termination of the Company's rights may result in a material adverse effect on the Company's earnings, results of operations, financial condition, solvency and prospects and the trading price of its securities.

The Company depends on its operators for the calculation of certain payments, and it may not be possible to detect errors in payment calculations

Payments to the Company for royalties and other interests are calculated by the operators of the relevant properties based on the reported production and sales. Each operator's calculations are subject to and dependent upon the adequacy and accuracy of its production and accounting functions, and errors may occur from time to time in the calculations made by an operator. Certain contracts for royalties or other interests require the operators to provide the Company with production and operating information that may, depending on the completeness and accuracy of such information, enable the Company to detect errors in such calculations. The Company does not, however, have the contractual right to receive production information for all of its royalties and other interests and the information that it does receive may be flawed or inaccurate. As a result, the Company's ability to detect payment errors in respect of royalties or other interests through its program of monitoring its interests and its associated internal controls and procedures is limited, and the possibility exists that the Company will need to make retroactive revenue adjustments in respect of royalties or other interests. Some of our contracts for royalties and other interests provide the right to audit the operational calculations and production data for the associated payments in respect of

such royalties and other interests. However, such audits may occur many months following our recognition of the revenue in respect of the royalties and other interests and may require us to adjust our revenue in later periods.

The Company's reported revenue figures are subject to quotational pricing adjustments

The Company generally recognizes revenue on its royalty interests based on product that has been shipped by the operator of the project underlying each royalty interest. This approach to revenue recognition is often similar to the revenue recognition methodology used by the project operators. As set out in greater detail in our financial statements, the Company's revenue recognition policy provides that, in some instances, the Company will not have access to sufficient information to prepare a reasonable estimate of revenue and accordingly revenue recognition will be deferred until such time as management is able to make a reasonable estimate of revenue. Differences between estimated and actual revenue amounts are recorded in the period in which the actual revenue amounts are known. In a period when the price of lithium commodities is falling, the price adjustment (generally referred to as a "quotational price adjustment") could materially reduce the Company's revenue. In circumstances of severe declines in the price of lithium commodities, the Company's revenue could even be negative as a result of quotational price adjustments.

Some of the agreements governing the Company's royalty assets contain terms that reduce the revenue generated from those assets upon the achievement of certain milestones

Revenue from some of the Company's royalty interests decreases after certain production or revenue milestones are achieved by the operator. For example, the royalty interests on each of the Horse Creek and Moblan properties, contain these types of step down provisions. See "Description of our Business — Summary of Our Asset Portfolio". As a result, past production and revenue relating to these royalty interests may not be indicative of future results from those interests.

Royalties and other interests may be subject to buy-back rights in favour of the Company's counterparties that could adversely affect the revenues generated from the asset portfolio

Only two of the Company's royalties and other interests (on the Valjevo project and on the Galaxy project) are subject to buy-back or buy-down rights. However, buy-back and buy-down rights are common in the mining industry and there is no guarantee that future royalties acquired by the Company will not have such rights in favour of the Company's counterparties. Buy-back and buy-down rights allow an operator to permanently eliminate or reduce the Company's interest or entitlement under the relevant royalty or other interest. The exercise of any buy-back and buy-down rights may result in a material adverse effect on the Company's earnings, results of operations, financial condition and prospects and the trading price of its securities. In addition, our royalty interest may be tied to a project operator's interest in a project and that project operator's interest in the project may be subject to a reduction that is out of our control.

Sales of assets covered by the Company's interests may result in a new operator and any failure of such operator to perform could affect the revenues of the Company

The owners, developers or operators of the projects or mines in respect of which the Company holds an interest may from time to time engage in transactions, including the sale or transfer of the projects or mines or of the operator itself, over which the Company has little or no control. If such a transaction is completed, it may result in a new operator controlling the project or mine, who may or may not operate the project or mine in a similar manner to the current operator, which may positively or negatively impact the Company. If any such transaction is announced, there is no certainty that such transaction will be completed, or completed as announced, and any consequences of such non-completion on the Company may be difficult or impossible to predict.

Any limitation on the transfer of cash or other assets between the Company and the Company's subsidiaries, or among such entities, could restrict the Company's ability to fund the acquisition of new royalty interests

The Company holds certain of its royalty assets and other interests through subsidiaries. Accordingly, any limitation on the transfer of cash or other assets between the parent corporation and such entities, or among such entities, could restrict the Company's ability to fund its future acquisitions efficiently or to optimally allocate its resources. Any such limitations, or the perception that such limitations may exist now or in the future, could have an adverse impact on the Company's valuation and the trading price of its securities.

Global financial conditions may destabilize

Global financial conditions could suddenly and rapidly destabilize in response to future events, as government authorities may have limited resources to respond to future crises. Future crises may be precipitated by any number of causes, including natural disasters, geopolitical instability, pandemics, changes to international trading regimes (including tariff increases), changes to energy prices or sovereign defaults. Any sudden or rapid destabilization of global economic conditions could negatively impact the Company's ability, or the ability of the owners, developers or operators of the properties in respect of which the Company holds royalties or other interests, to obtain equity or debt financing or make other suitable arrangements to finance their projects. In addition, economic volatility, disruptions in the financial markets, or severe price declines for lithium or other minerals could adversely affect our ability to obtain future debt or equity financing for acquisitions on acceptable terms. In the event of increased levels of volatility or a rapid destabilization of global economic conditions, the Company's earnings, results of operations, financial condition and prospects and the trading price of its securities could be adversely affected.

The Company is exposed to general counterparty and liquidity risk, and any delay or failure of counterparties to make payments may affect the revenues of the Company

The Company is exposed to its counterparties in its royalty and other interests and a failure of those counterparties to make payments to the Company when due, including in connection with an insolvency of a counterparty, could have a material adverse impact on the Company. In addition to counterparty risk with respect to payments from operators and owners, the Company is also exposed to various counterparty risks including, but not limited to (i) companies that have payables to the Company and (ii) through the Company's insurance providers.

The Company is indirectly exposed to the counterparties of the operators of the projects over which it has royalty interests

The Company is also indirectly exposed to significant counterparties to the operators of the projects over which it has royalty or other interests, including material commodity customers or trading businesses that acquire mineral production from those projects and accordingly are the source of revenues and cash flow for project operators. Given that a significant portion of the customer counterparties of the project operators are lithium converters and battery manufacturers based in China, the Company has significant indirect exposure to political and economic developments in China. Any delay or failure of such counterparties to make payments will affect the revenues of the Company. The Company is also exposed to liquidity risks in meeting its operating expenditure requirements in instances where cash positions are unable to be maintained, or appropriate financing is unavailable. These factors may impact the ability of the Company to obtain loans or other credit facilities or obtain equity financing in the future or to obtain them on terms favourable to the Company.

Operators may interpret the agreements underlying the Company's existing or future royalty or other interests in a manner adverse to the Company or otherwise may not abide by their contractual or legal obligations

Royalty interests are generally subject to uncertainties and complexities arising from the application of contract and property laws in the jurisdictions where the mineral projects are located. Operators and other parties to the agreements governing the Company's existing or future royalty or other interests may interpret the Company's interests in a manner adverse to the Company or otherwise may not abide by their contractual obligations, and the Company could be forced to take legal action to enforce its contractual rights. The Company may or may not be successful in enforcing its contractual rights, and its revenues relating to any challenged royalty interests may be delayed, curtailed or eliminated during the pendency of any such dispute or in the event its position is not upheld. Disputes could arise challenging, among other things, methods for calculating the royalty interest, various rights of the operator or third parties in or to the royalty interest or the underlying property, the obligations of a current or former operator to make payments on royalty interests, and various defects or ambiguities in the agreement governing a royalty interest. Any pending disputes, proceedings or actions or any decisions determined adversely to the Company, may have a material adverse effect on the Company's earnings, results of operations, financial condition and prospects and the trading price of its securities.

Only certain of the Company's royalties and other interests are registered as property interests

While the Company generally seeks to document its royalty and other interests as interests in real property, such that the royalty or other interest ceases to be property owned by the project operator and instead that the royalty or other interest becomes property interest of the Company, that construction of the royalty or other interest is not always available under the real property laws applicable in the jurisdiction of the project subject to the royalty or other interest. While the Company generally seeks to implement the best available protections for its royalty or other interests under applicable property laws, such protections may take alternative, lesser structural forms, such as security interests over the underlying project or simple

notice registrations on the applicable mining claims. In those circumstances, the protections available to the Company will be attenuated and the royalty or other interests will likely be at greater risk in the event that the project operator experiences financial distress or becomes insolvent. Furthermore, even when the royalty or other interests are registered as real property interests, there is no assurance that a court or other body supervising an insolvency proceeding for the project operator will recognize or protect that royalty or other interest through that insolvency proceeding.

Operator insolvency and its impact on royalty revenues

The Company's revenue streams depend on the financial stability and operational continuity of the mining companies that produce lithium with which the Company has a royalty. If an operator becomes insolvent, the associated mining project may be delayed, downsized, or halted altogether, directly affecting royalty payments. Furthermore, insolvency proceedings could result in the renegotiation, impairment, or outright termination of existing royalty agreements. Legal complexities arising from insolvency cases – especially across jurisdictions with varying creditor protection regimes – may delay the Company's ability to recover payments or assert its royalty rights. The Company has limited ability to intervene in such scenarios, making operator solvency a critical risk to the Company's financial performance.

Only certain of the Company's royalties and other interests are secured and the Company's security interests, if any, may be subordinated or difficult to enforce

While certain of the Company's royalties and other interests are secured, many of the Company's royalty and other interests are unsecured. In a default, liquidation or realization situation, any of the Company unsecured interest will be satisfied pro rata with all other unsecured claims after all secured claims, property claims, and prior ranking claims are satisfied in full. Absent a security interest, the Company's likely potential recourse against a defaulting property owner or mining operator is for breach of the applicable contract, which will result in unsecured damages claim for which recovery may be remote and time-consuming. Furthermore, that damage claim may reflect the value of future anticipated cash flows from the Company's royalty interest only imperfectly, or not at all. In the event that a mining operator or property owner has insufficient funds to pay its liabilities and obligations as they become due, it is possible that other liabilities and obligations will be satisfied prior to the liabilities and obligations owed to the Company.

Even valid security interests which are held by the Company may be (i) subordinated, (ii) unenforceable, (iii) difficult to enforce or (iv) subject to attack by other creditors or stakeholders of the Company's counterparty. If the Company's security is subordinated, the Company may be prohibited from enforcing its security, even if a default has occurred, until steps are undertaken by senior creditors or until otherwise permitted under the applicable subordination agreement. Also, any recovery or distribution in respect of its subordinated obligations may be postponed until senior creditors are indefeasibly paid in full. Even if the Company is permitted to enforce its security interests, if any, the security may be difficult to enforce because of the nature of the security and issues out of the Company's control, including court orders, restricted access and jurisdiction. The Company may be unwilling to exercise any rights that it may have if the Company could become exposed to environmental or other liabilities, such as successor employer or as a mortgagee-in-possession, by virtue of exercising such rights. Other creditors and stakeholders of the mining operator or property owner of the mining operator or property owner may attack the Company's security interests and royalty rights and other rights under applicable insolvency, preference or reviewable transaction legislation. If such creditors are successful, the remedies may include unwinding or voiding the Company's interests. If the Company is unable to enforce its security interests, there may be a material adverse effect on the Company's earnings, results of operations, financial condition and prospects and the trading price of its securities.

In addition to the issues relating to enforcing its security, there is no assurance that the Company will be able to effectively enforce any guarantees, indemnities or other interests, even if they exist. Should an insolvency proceeding or other similar event related to a mining operator or property owner be commenced (whether by it or its creditors), there will likely be a court ordered stay of proceedings that may prevent the Company from enforcing its security and/or royalty rights and other rights. In an insolvency proceeding, a property owner or mining operator may not be empowered to perform its obligations under a royalty or other agreements with the Company, it or its creditors may seek to unilaterally terminate, disclaim or resiliate agreements with the Company, they may seek to sell or vest the property to another party free and clear of the Company's royalty or other obligations or seek other relief with respect to the Company's interests. Any sale or transfer of property in such insolvency proceeding may also be effected by court order, notwithstanding any transfer restrictions, options, rights of first refusal or other rights contained in the agreements with the Company or others. Further, in insolvency proceedings, any security or other interest held by the Company will likely be primed and further subordinated by court ordered charges or other court ordered relief, including for interim financing. Moreover, development or exploration stage owners and operators may hold only mining claims or other rights that are not considered interests in land. Our royalties covering these mining claims or other rights would not survive an insolvency proceeding, and may also be lost if the owner or operator fails to keep such mining claims or other rights in good standing.

Insolvency proceedings in the mining industry are generally complex and lengthy, the outcome of which may be uncertain and may result in a material adverse effect on the Company's earnings, results of operations, financial condition prospects and the trading price of its securities. In such proceeding, property owners may sell or convey the property free and clear of any obligations owed to the Company.

In addition, because some of the properties in respect of which the Company holds royalties and other interests are owned and operated by foreign entities in foreign jurisdictions, the Company's security interests and royalty rights and other rights may be subject to political interference, as well as real and personal property, enforcement and insolvency laws of foreign jurisdictions that differ significantly from those in Canada, and may prevent the Company from enforcing its security and royalty rights and other rights as anticipated. Further, there can be no assurance that any judgments or orders obtained in Canadian courts will be enforceable in those jurisdictions. If the Company is unable to enforce its security interests and royalty rights and other rights, there may be a material adverse effect on the Company's earnings, results of operations, financial condition and prospects and the trading price of its securities.

The Company's earnings, results of operations and financial condition are subject to variations in foreign exchange rates and currency controls

Certain of the Company's activities, offices and royalties are located in Canada and the costs associated with these activities are largely denominated in Canadian dollars. However, the majority of the Company's royalties and other interests are denominated in U.S. dollars or Australian dollars and, as a result, are potentially subject to foreign currency fluctuations, capital controls, currency controls and inflationary pressures, which may have a material adverse effect on the Company's earnings, results of operations, financial condition, prospects and the trading price of its securities. There can be no assurance that the steps taken by management to address variations in foreign exchange rates will eliminate all adverse effects and the Company may suffer losses due to adverse foreign currency rate fluctuations.

Business activities in Argentina may be subject to exchange, capital and currency controls, which may interfere with the ability of mine operators to pay royalty holders like the Company and of royalty holders to repatriate funds from Argentina

Historically, the Argentine government has periodically tightened its exchange, capital and currency controls. Currently, all export proceeds are required to be converted into Argentine pesos and dividend distributions and payments to foreign suppliers now require specific authorizations from the Central Bank of Argentina. Because some of the properties in respect of which the Company holds royalties and other interests are located in Argentina, the Company's royalty rights, security interests and other rights may be adversely impacted by the current exchange, capital and currency regulations in Argentina. These may include interference with the ability of a mine operator to pay the Company and with the Company's ability to repatriate funds from Argentina, including royalty payments received from mine operators. Following the election the Milei government in December 2023, while proposals have been advanced to loosen these controls, Argentina may also be subject to macroeconomic and regulatory policy changes which impact broader economic activity in Argentina.

Operators of mines may not be able to replace depleted Mineral Reserves and Mineral Resources, which could reduce the Company's revenue from royalties and other interests

The revenue generated by the Company is principally based on the exploitation of Mineral Reserves on assets underlying the Company's royalties or other interests. Mineral Reserves are continually being depleted through extraction and the long-term viability of the Company's asset portfolio depends on the replacement of Mineral Reserves by owners and operators through the development of new producing assets and increases in Mineral Reserves on existing producing assets, all subject to the scope of the Company's royalties. As extraction projects mature, the Company can expect overall declines in production over the years unless operators are able to replace Mineral Reserves that are mined through mine expansion or successful new exploration in a manner that remains subject to the Company's royalties. Exploration for minerals is a speculative venture necessarily involving substantial risk. There is no certainty that the expenditures made by the operator of any given project will result in discoveries of commercial quantities of minerals on properties underlying the asset portfolio or that discoveries will be located on properties covered by the relevant royalty or other interest. Even in those cases where a significant mineral deposit is identified, there is no guarantee that the deposit can be economically extracted or that new Mineral Reserves will be covered by our royalty interest. Substantial expenditures are required to establish Mineral Reserves through drilling, to develop processes to extract the resources and, in the case of new properties, to develop the extraction and processing facilities and infrastructure at any site chosen for extraction. Although substantial benefits may be derived from the discovery of a major deposit covered by the royalty or other interest, no assurance can be given that new Mineral Reserves will be identified to replace or increase the amount of Mineral Reserves currently in the asset portfolio. This includes Mineral Resources, as the resources that have been discovered have not been subjected to sufficient analysis to justify commercial operations or the allocation of funds required for development. The inability by operators to add additional Mineral Reserves

or to replace existing Mineral Reserves through, either the development of existing Mineral Resources or the acquisition of new mineral producing assets, in each case covered by a royalty or other interest, may result in a material adverse effect on the Company's earnings, results of operations and financial condition and the trading price of its securities.

The Company may enter into acquisitions, dispositions or other material royalty transactions at any time, which may be material, may involve the issuance of the Company securities or the incurrence of indebtedness and will be subject to transaction-specific risks

The Company is continuously reviewing opportunities to create new royalty or other arrangements, to acquire existing royalties or other interests, to acquire companies that hold royalties or other interests in respect of mineral properties or to dispose of assets. At any given time, the Company may have various types of transactions and acquisition and/or disposition opportunities in various stages of active review, including submission of indications of interest and participation in discussions or negotiations in respect of such transactions. This process may also involve the engagement of consultants and advisors to assist in analyzing particular opportunities. Any such acquisition, disposition or other transaction could be material to the Company and may involve the issuance of securities by the Company or the incurrence of indebtedness to fund any such acquisition. In addition, any such transaction may have other transaction-specific risks associated with it, including risks related to the completion of the transaction, the project operators or the jurisdictions in which assets may be acquired or underlying properties located. Additionally, the Company may consider opportunities to restructure or dispose of its royalty arrangements where it believes such a restructuring or disposition may provide a long-term benefit to the Company, even if such restructuring or disposition may reduce near-term revenues or result in the Company incurring transaction related costs.

Increased competition for royalties and other interests could adversely affect the Company's ability to acquire additional royalties and other interests in mineral properties

Many companies are engaged in the search for and the acquisition of mineral interests, including royalties and other interests, and there is a limited supply of desirable mineral interests. The mineral exploration and mining businesses are competitive in all phases. Many companies are engaged in the acquisition of mineral interests, including large, established companies with substantial financial resources, operational capabilities and long earnings records. Furthermore, the operators of the underlying projects may seek to acquire or repurchase royalty or other interests that the Company is also seeking to acquire. The Company may be at a competitive disadvantage in acquiring those interests, whether by way of royalty or other form of investment, as competitors may have greater financial resources and technical staffs. There can be no assurance that the Company will be able to compete successfully against other companies in acquiring new royalties or other interests. In addition, the Company may be unable to acquire royalties or other interests at acceptable valuations.

Risk related to indebtedness and compliance with our obligations under the Credit Facility

The Company is the borrower under a Credit Facility with a Canadian bank and may from time to time have amounts outstanding under the Credit Facility, which may be significant. The Credit Facility permits borrowings to be used for general corporate purposes and to make investments in the mineral industry, including to finance the acquisition of royalty interests. The acquisition of royalty interests may result in significant borrowings under the Credit Facility, which would require that the Company allocate a portion of our subsequent cash flow to service principal and interest payments on those borrowings, which would limit the cash flow available for other business opportunities. Our ability to make scheduled payments of the principal on, to pay interest on, or to refinance our indebtedness depends on the Company's future performance, which is subject to economic, financial, competitive and other factors beyond our control. The Company may not be able to generate cash flow in the future sufficient to service our debts. If the Company is unable to generate sufficient cash flow, the Company may be required to adopt one or more alternatives, such as restructuring our debts or obtaining additional equity capital. Our ability to refinance indebtedness will depend on the capital markets and the Company's financial condition at such time. The Company may not be able to engage in any of these activities or engage in these activities on desirable terms, which could result in a default on our debt obligations.

The Credit Facility includes covenants that require the Company to maintain certain financial ratios, including leverage ratios, as well as non-financial requirements such as reporting and maintaining proper books of account and records. Compliance with leverage ratios depends on the Company's annualized earnings and is affected by the performance of our underlying royalties. In addition, the Credit Facility provides that an extended operational disruption, such as the suspension of substantially all operations or sale of production from a royalty project, would adversely impact the calculation of leverage ratios. Circumstances may arise where the Company is in breach of these covenants rendering the Company unable to draw on the Credit Facility and/or necessitating that the Company obtain a waiver from its lenders. To date, the Company has been able to secure such waivers, but there is no assurance that such waivers will be granted by the Company's lenders in the future.

Furthermore, such waivers may restrict or suspend the Company's ability to draw upon the Credit Facility and/or other sources of financing relied upon by the Company.

Interest is charged on the Credit Facility based on term-based Secured Overnight Financing Rate ("SOFR"), which is a variable rate, plus an additional credit spread which depends on the Company's leverage ratio. An increase in SOFR or the Company's leverage ratio will each increase the interest charged on the Credit Facility and accordingly limit the cash flow available for the Company to use for other purposes.

We can provide no assurances that in the future, we will not be limited by the Credit Facility in our ability to respond to changes in our business or competitive activities or be restricted in our ability to engage in acquisitions or dispositions of assets. Furthermore, a failure to comply with the covenants in the Credit Facility, including a failure to meet the financial tests or ratios, could result in an event of default under the Credit Facility and could lead the lenders to accelerate any outstanding debt under the Credit Facility, which could materially and adversely affect our business, results of operations, financial condition and the trading price of our common shares.

The Company can provide no assurance that it will be able to obtain adequate financing in the future or that the terms of such financing will be favourable

There can be no assurance that the Company will be able to obtain adequate financing in the future or that the terms of such financing will be favourable. Failure to obtain such additional financing could result in delay or postponement of further business activities and future acquisitions of royalty and other interests, which may result in a material adverse effect on the Company's earnings, results of operations and financial condition and the trading price of its securities.

Obtaining additional funding will be subject to various factors, including general market conditions, current and forecasted lithium commodity pricing, investor acceptance of our business plans and ongoing results from our existing royalty portfolio. These financings could require contractual or other restrictions on our operations or on alternatives that may be available to us. If we raise funds by issuing debt securities, these debt securities could impose significant restrictions on our operations. Any such required financing may not be available in amount or on terms acceptable to us, and the failure to procure such required financing could have a material and adverse effect on our development plans and continuous growth. Furthermore, debt financings may impose significant restrictions on our operations, and may not be available in amounts or on terms acceptable to us, and the failure to procure such required financing could have a material adverse effect on our development plans and continuous growth.

We may not be able to acquire additional funds on acceptable terms or at all. If we are unable to raise adequate funds, we may have to delay some of our acquisitions, therefore potentially affecting our development plans, or growth and our earnings in the short and long term. Any of these factors could harm our operating results.

The Company may experience difficulty attracting and retaining qualified management and technical personnel to efficiently operate its business

The Company is dependent upon the continued availability and commitment of its key management personnel, whose contributions to immediate and future operations of the Company are of significant importance. The loss of any such key management personnel and, in particular, our Chief Executive Officer Ernie Ortiz could negatively affect our business operations. From time to time, the Company may also need to identify and retain additional skilled management and specialized technical personnel to operate its business efficiently. In addition, the Company frequently retains third party specialized technical personnel to assess and execute on opportunities. These individuals may have conflicts of interest or scheduling conflicts, which may delay or inhibit the Company's ability to employ such individuals' expertise. The number of persons skilled in the acquisition, exploration and development of royalties and interests in natural resource properties (and particularly lithium extraction projects) is limited and competition for such persons is intense. Recruiting and retaining qualified personnel is critical to the Company's success and there can be no assurance that the Company will be able to recruit and retain such personnel. If the Company is not successful in recruiting and retaining qualified personnel, the Company's ability to execute its business model and growth strategy could be affected, which could have a material adverse impact on its earnings, results of operations and financial condition and the trading price of its securities. Furthermore, if the attention of our key personnel is diverted to other activities unrelated to the key operations and priorities of the Company, our performance may suffer. The Company does not maintain "key man" insurance for any members of its management.

Certain of the Company's directors and officers serve in similar positions with other public companies, which could put them in a conflict position from time to time

Certain of the directors and officers of the Company also serve as directors or officers of, or have significant shareholdings or involvement in, other companies involved in natural resource exploration, development and production and, to the extent that such other companies may engage in transactions or participate in the same ventures in which the Company participates, or in transactions or ventures in which the Company may seek to participate, the directors and officers of the Company may have a conflict of interest in negotiating and concluding terms respecting the extent of such participation or their attention may otherwise be diverted from the key operations and priorities of the Company. Such conflicts of the directors and officers may result in a material adverse effect on the Company's earnings, results of operations and financial condition and the trading price of its securities.

The imposition of taxes under, changes to or differing interpretation of tax legislation or changes in accounting rules could affect the earnings of the Company

The Company (or its subsidiaries) may be subject to foreign withholding tax (or other foreign taxes) on payments associated with royalties in respect of mining operations in foreign jurisdictions. The imposition of taxes under, changes to, or differing interpretation of taxation laws or regulations in Canada, Australia, Brazil, Argentina and the United States or any of the other countries in which the Company's assets or relevant contracting parties or underlying properties are located could result in some or all of the Company's profits being subject to additional taxation. No assurance can be given that new taxation rules or accounting policies will not be enacted or that existing rules will not be applied in a manner which could result in the Company's profits being subject to additional taxation or which could otherwise have a material adverse effect on the Company's earnings, results of operations and financial condition and the trading price of its securities. In addition, the imposition of taxes in foreign jurisdictions, introduction of new tax rules or accounting policies, or changes to, or differing interpretations of, or application of, existing tax rules or accounting policies could make royalties or other interests held by the Company less attractive as a source of financing to counterparties. Such circumstances could adversely affect the Company's ability to acquire new assets or make future investments.

Currently all of our royalties are held by us and our Canadian subsidiaries, and include royalties in respect of mining operations in foreign jurisdictions. In the future, it may be necessary or advisable to acquire royalties or other assets through a non-Canadian subsidiary or to restructure existing holdings, which may trigger taxation. Multinational structures are subject to greater scrutiny by the Canada Revenue Agency and other taxing authorities, and global tax reform (including OECD initiatives to address tax base erosion) is ongoing. Differing interpretations of, or changes in, taxation laws or regulations in Canada, Australia, Brazil, Argentina or the United States, or any of the other countries in which the Company's assets or relevant contracting parties or underlying properties are located could have a material adverse effect on the Company's earnings, results of operations and financial condition, and the trading price of its securities.

The Company could be subject to tax consequences as a result of the Pre-IPO Reorganization

Prior to the closing of the IPO, the Company carried out a reorganization ("**Pre-IPO Reorganization**"). The tax consequences to the Company of such Pre-IPO Reorganization will depend on the valuation of the assets of the Company. Such valuation is not binding on the Canada Revenue Agency or other relevant tax authorities. If the Canada Revenue Agency or any other relevant tax authority takes a different view of such valuation, this could have a negative tax consequence to the Company.

The Company's operations depend on information systems that may be vulnerable to cyber security threats

The Company's operations depend, in part, on its information technology ("**IT**") systems, networks, equipment and software and the security of these systems. The Company depends on various IT systems to process and record financial and technical data, administer its contracts with its counterparties and communicate with employees and third-parties. These IT systems, and those of the Company's third-party service providers and vendors and the counterparties under its contracts for royalties and other interests may be vulnerable to an increasing number of continually evolving cyber security risks. Unauthorized third parties may be able to penetrate network security and misappropriate or compromise confidential information, create system disruptions or cause shutdowns. Any such breach or compromise may go undetected for an extended period of time.

A significant breach of the IT systems or data security or misuse of data, particularly if such breach or misuse goes undetected for an extended period of time, could result in significant costs, loss of revenue, fines or lawsuits and damage to our reputation. The costs to eliminate or alleviate cyber or other security problems, including bugs, viruses, worms, malware and

other security vulnerabilities, could be significant, and our efforts to address these problems may not be successful. The significance of any cyber-security breach is difficult to quantify, but may in certain circumstances be material and could have a material adverse effect on the Company's results of operations and financial condition and the trading price of its securities.

Changes to accounting rules could affect the reported earnings and financial position of the Company

The financial statements of the Company are prepared in accordance with applicable accounting rules. Changes to those rules could have a material impact upon the presentation of those financial statements, including on the reported earnings and financial position of the Company. Changes to its financial statements may adversely impact the Company's relationship to its counterparties, including financial institutions that extend credit to the Company. In particular, the Company may no longer be in compliance with the financial covenants set out in its credit facility or other debt instruments. For example, the presentation of financial statements is expected to undergo significant changes in presentation pursuant to IFRS 18 and the revised presentation following the implementation of those changes may require amendments to arrangements with our counterparties, which amendments may not be forthcoming.

Fraudulent actors may exploit vulnerabilities in the Company's financial processes

While the Company seeks to guard against such attacks, the financial operations of the Company may be subjected to a wide range of attempts to extract cash and other financial assets from the Company, through fraud, impersonation, cyber attacks and other criminal activities. The defensive measures implemented by the Company may not be adequate to prevent such activities from resulting in a loss of financial or other assets of the Company and such losses may have a material adverse impact on the financial position of the Company.

Risks Related to Mining Operations

The Company is indirectly exposed to many of the same risk factors as the owners, developers and operators of properties covered by its royalty or other interests

To the extent that they relate to the production of minerals from, or the continued operation of, the properties in respect of which the Company holds a royalty or interest, the Company will be subject to the risk factors applicable to the owners and operators of such mines or projects. These risks and uncertainties include, but are not limited to, environmental hazards, industrial accidents, labour disputes, increases in the cost of labour, social unrest, changes in the regulatory environment, permitting and title risks, changes to environmental and endangered species regulation, impact of non-compliance with laws and regulations, inadequate infrastructure, rights of indigenous peoples, fires, explosions, blowouts, cratering, encountering unusual or unexpected geological formations or other geological or grade problems, unanticipated metallurgical characteristics or less than expected mineral recovery, encountering unanticipated ground or water conditions, cave-ins, pit wall failures, flooding, rock bursts, tailings dam failures, periodic interruptions due to inclement or hazardous weather conditions, earthquakes, seismic activity, other natural disasters or unfavourable operating conditions and losses. The occurrence of any of the above-mentioned risks or hazards could result in an interruption or suspension of operation of the properties in respect of which the Company holds a royalty or other interest and have a material adverse effect on the Company's earnings, results of operations and financial condition and the trading price of its securities.

Many of the projects or properties in respect of which the Company holds an interest in are in the construction, development or expansion stage and such projects are subject to numerous risks, including, but not limited to, delays in obtaining equipment, materials and services essential to the construction and development of such projects in a timely manner, currency exchange rates, labor shortages, cost escalations and fluctuations in commodity prices. There can be no assurance that the owners, developers or operators of such projects will have the financial, technical and operational resources to complete construction, development or expansion of such projects in accordance with current expectations or at all.

Mineral Reserves and Mineral Resources are estimates based on interpretation and assumptions and actual production may differ from amounts identified in such estimates

The Mineral Reserves and Mineral Resources on properties underlying the Company's royalties or other interests are estimates only, and no assurance can be given that the estimated Mineral Reserves and Mineral Resources are accurate or that the indicated level of minerals will be produced. Mineral Reserve and Mineral Resource estimates for the projects underlying the Company's royalty and other interests are prepared by the operators of the underlying properties. The Company does not participate in the preparation or verification of such estimates (or the reports in which they are presented) and the Company has not independently assessed or verified the accuracy of such estimates. Such estimates are, in large part, based on interpretations of geological data obtained from drill holes and other sampling techniques. Actual mineralization or formations

may be different from those predicted. Further, it may take many years from the initial phase of drilling before production is possible and during that time the economic feasibility of exploiting a prospective mineral deposit may change.

Market price fluctuations of the applicable commodity, as well as increased production and capital costs or reduced recovery rates, may render the proven and probable Mineral Reserves on properties underlying the Company's royalties or other interests unprofitable to develop at a particular site or sites for periods of time or may render Mineral Reserves containing relatively lower grade mineralization uneconomic. Moreover, short-term operating factors relating to the Mineral Reserves, such as the need for the orderly development of ore bodies or the processing of new or different ore grades, may cause Mineral Reserves to be reduced or not extracted. Estimated Mineral Reserves may have to be recalculated based on actual production experience. The economic viability of a mineral deposit may also be impacted by other attributes of a particular deposit, such as size, grade and proximity to infrastructure, governmental regulations and policy relating to price, taxes, royalties, land tenure, land use permitting, the import and export of minerals and environmental protection and by political and economic stability. While these risks exist for all of the Company's assets, they are heightened in the case of interests in properties which have not yet commenced production.

Mineral Resource estimates in particular must be considered with caution. Mineral Resource estimates for properties that have not commenced production are based, in many instances, on limited and widely spaced drill hole or other limited information, which is not necessarily indicative of the conditions between and around drill holes. Such Mineral Resource estimates may require revision as more drilling or other exploration information becomes available or as actual production experience is gained. Further, Mineral Resources that are not Mineral Reserves do not have demonstrated economic viability and may never be extracted by the operator of a property. It should not be assumed that any part or all of the Mineral Resources on properties underlying the Company's royalties or other interests constitute or will be converted into Mineral Reserves.

Any of the foregoing factors may require operators (and the Company, for mineral properties material to the Company) to reduce their Mineral Reserves and Mineral Resources, which may result in a material adverse effect on the Company's earnings, results of operations, financial condition and prospects and the trading price of its securities.

The terms of our royalty interests may vary across the area of a lithium project and, depending on the scope of extraction operations, our royalty payments from a producing lithium project may be delayed, be payable at different rates or never be payable

For some lithium projects covered by our royalties, our royalty interests do not cover the entire mineral deposit or the royalty rates on our royalty interests may vary across the deposit. For example, our royalty on the Galaxy project covers only parts of the Galaxy deposit and the royalty rates for our Moblan royalty vary across the deposit. Accordingly, mineral extraction operations may be conducted by the project operator in areas that result in reduced royalty payments to us or that are not subject to our royalty interests. Extraction operations may be subject to significant delays before they reach those project areas covered by our royalty interests and, in some cases, extraction operations may never reach areas covered by our royalty interests. The terms of our royalty interests generally provide project operators with significant discretion about how to conduct their operations and we generally do not have the ability to direct operators to focus on project areas covered by our royalty interests. While we generally reflect considerations regarding the projected mine plan into our investment decisions, in some circumstances, royalties may not be available over the most prospective areas of a lithium project and our investment decisions may require us to assume a material delay between a project commencing production and payments on our royalty commencing. Accordingly, even though a lithium project may have commenced commercial extraction operations, our entitlement to royalty payments may be delayed, be payable at reduced rates or, in some circumstances (including due to changes in the mine plan over the life of the project) may never be payable.

Incorrect or varying assessments of the value of our royalty assets or other interests that may be acquired could adversely affect the Company

The estimated value of our royalty assets and other interests of the Company will be based in large part on assessments made by management and valuators, which will include a series of assumptions. Investments or acquisitions in lithium properties or companies will be based in part on engineering and economic assessments made by our engineers and technical experts. These assessments include a series of assumptions regarding such factors as construction, timelines, operational optimization, recoverability and marketability of lithium, future prices of lithium and operating costs, future capital expenditures, royalties and streams and other government levies which will be imposed over the producing life of the reserves. The anticipated timeline to commercial production and the optimization of that production are key assumptions to an assessment of the value of a royalty or similar mineral interest. Many of these factors are subject to change and are beyond the Company's control. All such assessments involve a measure of geologic and engineering uncertainty, which could result in actual production and reserves being lower than anticipated or, in the case of the valuation of the Company's royalty assets, could

result in such royalty assets being valued differently than currently assumed in the financial statements of the Company. The incorrect or varying assessments of the value of our royalty assets or other interests that may be acquired may result in a material and adverse effect on the Company's earnings, results of operation, financial condition and the trading price of its securities.

Defects in title to properties covered by the Company's royalty or other interests may result in a loss of entitlement by the operator and a loss of the Company's interest

A defect in the chain of title to any of the properties underlying one of the Company's royalties or other interest or in an interest necessary for the anticipated development or operation of a particular project to which a royalty or other interest relates, may arise to defeat or impair the claim of the operator to a property, which could in turn result in a loss of the Company's interest in respect of that property. In addition, claims by third parties or indigenous groups in Canada and elsewhere may impact on the operator's ability to conduct activities on a property to the detriment of the Company's royalties or other interests. To the extent an owner, developer or operator does not have title to the property, it may be required to cease operations or transfer operational control to another party. Many royalties or other interests are contractual, rather than an interest in land, with the risk that an assignment or bankruptcy or insolvency proceedings by an owner will result in the loss of any effective royalty or other interest in a particular property. Further, even in those jurisdictions where there is a right to record or register royalties or other interests held by the Company in land registries or mining recorder's offices, such registrations may serve only to provide notice of the existence of the royalty or other interest and may not necessarily provide any protection to the Company. As a result, known title defects, as well as unforeseen and unknown title defects, may impact operations at a project in respect of which the Company has a royalty or other interest and may result in a material adverse effect on the Company's earnings, results of operations, financial condition and prospects and the trading price of its securities.

Future litigation affecting the properties covered by the Company's royalty or other interests could have an adverse effect on the Company

Litigation may arise on a property on which the Company holds a royalty or other interest (for example, litigation between joint venture partners or between operators and original property owners or neighbouring property owners). As a holder of such interests, the Company will not generally have any influence on, or standing in, the litigation and will not generally have access to developments in the litigation. Any such litigation that results in the cessation or reduction of production from a property (whether temporary or permanent) or the expropriation or loss of rights to a property could have a material adverse effect on the Company's earnings, results of operations and financial condition and the trading price of its securities.

Moreover, the courts in some of the jurisdictions in which the Company has royalty or other interests may offer less certainty as to the judicial outcome of legal proceedings or a more protracted judicial process than is the case in more established jurisdictions. Accordingly, there can be no assurance that contracts, joint ventures, licenses, license applications or other legal arrangements will not be adversely affected by the actions of government authorities and the effectiveness of and enforcement of such arrangements in these jurisdictions. Moreover, the commitment of local businesses, government officials and agencies and the judicial system in these jurisdictions to abide by legal requirements and negotiated agreements may be more uncertain and may be susceptible to revision or cancellation, and legal redress may be uncertain or delayed. The Company's efforts to mitigate these considerations, such as through the use of alternative dispute resolution mechanisms such as public or private arbitration, may not be effective. These uncertainties and delays could have a material adverse effect on our financial condition and results of operations.

Defects or disputes relating to the Company's royalties or other interests could have an adverse effect on the Company

Defects in or disputes relating to the royalty or other interests that the Company holds or acquires may prevent the Company from realizing the anticipated benefits from these interests. Material changes could also occur that may adversely affect management's estimate of the carrying value of the Company's royalty and other interests and could result in impairment charges. While the Company seeks to confirm the existence, validity, enforceability, terms and geographic extent of the royalty and other interests it acquires, there can be no assurance that disputes or other problems concerning these and other matters or other problems will not arise. Confirming these matters is complex and is subject to the application of the laws of each jurisdiction to the particular circumstances of each parcel of mineral property and to the documents reflecting the royalty or other interest. The discovery of any defects in, or any disputes in respect of, the Company's royalty and other interests, could have a material adverse effect on the Company's earnings, results of operations, financial condition and prospects and the trading price of its securities.

Furthermore, particularly in circumstances where the Company acquires pre-existing royalties or other interests, these interests may be documented in a manner less thorough and complete than the Company would expect in circumstances where

it was negotiating and documenting a new interest. Accordingly, in some circumstances, the royalty or other interest may not include all the protections that the Company might otherwise prefer, including lacking information reporting obligations on operators, audit rights, security, property transfer restrictions, dispute resolution procedures and similar protections typically involved in more complete royalty or other interests. While the Company assesses each investment from a risk-reward perspective in context of relevant information, reductions to the acquisition cost of a royalty or other interest may not ultimately compensate the Company for the absence of certain of these protections. The absence of certain of these protections could have a material adverse impact on the value of the royalty or other interest and on the financial returns that could be generated by those interests.

If the Company expands its business beyond the acquisition of royalties or other interests, the Company may face new challenges and risks which could affect its earnings, results of operations and financial condition

The Company's operations and expertise have been focused on the acquisition and management of royalties and other interests. While it is not the Company's current intention, the Company may in the future pursue acquisitions outside this area. Expansion of the Company's activities into new areas would present challenges and risks that the Company has not faced in the past, including risks other than those described under "Risks Related to Mining Operations". The failure to manage these challenges and risks successfully may result in a material adverse effect on the Company's earnings, results of operations, financial condition and the trading price of the Company securities.

The Company may be subject to reputational damage

Reputational damage can be the result of the actual or perceived occurrence of any number of events, and could include any negative publicity, whether true or not. While the Company does not ultimately have direct control over how it is perceived by others, reputational loss could have a material adverse impact on the ability of the Company to attract business opportunities with counterparties within the mining industry, which could have an adverse impact on the trading price of its securities.

Climate change may impact exploration, construction and mining operations of project operators

Climate change may impact the feasibility, productivity and financial costs of the operations of project operators, through mechanisms that may not currently be anticipated. Warmer temperatures may impede access to geographies traditionally accessed through winter or ice roads. Heat stress in historically warmer jurisdictions may materially adversely impact the health and productivity of human workforces and effectiveness of equipment and machinery. More volatility in weather conditions and natural disasters may impede activities of project operators, including more frequent and more severe forest fires in Canada and Australia. Other unpredictable or unanticipated consequences of climate change may also materially adversely impact project exploration, construction and mining operations. The impact of these considerations on projects where the Company has royalty or other interest may have a material adverse impact on the Company's earnings, results of operations, financial conditions and prospects and the trading price of its securities.

Certain owners, developers and operators are subject to risks relating to foreign jurisdictions and developing economies, which could negatively impact the Company

Some of the Company's royalty or other interests relate to properties outside of Canada, the United States or Australia, including in Argentina and Brazil in South America. In addition, future investments may expose the Company to new jurisdictions. The ownership, development and operation of properties, mines and projects in foreign jurisdictions by their owners are subject to the risks normally associated with conducting business in foreign jurisdictions. These risks include, depending on the country, nationalization and expropriation, social unrest and political instability, less developed legal and regulatory systems, uncertainties in perfecting mineral titles, trade and tariff barriers, foreign exchange controls and changes in taxation. These risks may, among other things, limit or disrupt the ownership, development or operation of properties, mines or projects in respect of which the Company holds royalty or other interests, restrict the movement of funds, or result in the deprivation of contractual rights or the taking of property by nationalization or expropriation without fair compensation. If any of these events were to occur, this may result in a write down or write-off of the carrying value of one or more of the Company's assets, which could have a material adverse effect on the Company's earnings, results of operations, financial condition and prospects and the trading price of its securities. In addition, in the event of a dispute arising from foreign operations, the Company may be subject to the exclusive jurisdiction of foreign courts or may not be successful in subjecting foreign persons to the jurisdiction of courts in Canada.

The Company applies various methods, where practicable, to identify, assess and, where possible, mitigate these risks prior to entering into contracts for royalty or other interests. Such methods generally include: conducting due diligence on the political, social, legal and regulatory systems and on the ownership, title and regulatory compliance of the properties subject to

the royalty or other interests; engaging experienced local counsel and other advisors in the applicable jurisdiction; negotiating where possible so that the applicable contract contains appropriate protections, representations, warranties and, in each case as the Company deems necessary or appropriate in the circumstances, all applied on a risk-adjusted basis. There can be no assurance, however, that the Company will be able to identify or mitigate all risks relating to holding royalties and other interests in respect of properties, mines and projects located in foreign jurisdictions, and the occurrence of any of the factors and uncertainties described above could have a material adverse effect on the Company's earnings, results of operation and financial condition and the trading price of its securities.

Changes in government regulation could inhibit exploration, construction and development on, or production from, the mineral properties covered by the Company's royalty or other interests

The properties on which the Company holds or will hold a royalty or other interest are located in multiple legal jurisdictions and political systems. There is no assurance that future political and economic conditions in such countries will not result in the adoption of different policies or attitudes respecting the development and ownership of resources. Changes in applicable laws, regulations, or in their enforcement or regulatory interpretation could result in adverse changes to mineral development or operations. Any such changes in policy or attitudes may result in changes in laws affecting ownership of assets, land tenure and resource concessions, licensing fees, taxation, royalties, price controls, foreign exchange rates, export controls, environmental protection, labor relations, foreign investment, nationalization, expropriation, repatriation of income and return of capital, which may affect both the ability to undertake exploration, construction and development on, or production from, the properties in respect of which the Company holds a royalty or other interest or the payments under such royalties or other interests. In certain areas where the Company holds a royalty or other interest, the regulatory environment is in a state of continuing change, and new laws, regulations and requirements may be retroactive in their effect and implementation. Any changes in governmental laws, regulations, economic conditions or shifts in political attitudes or stability are beyond the control of the Company and of the owners and operators of the properties in respect of which the Company holds an interest. These changes may result in a material adverse effect on the Company's earnings, results of operations, financial condition and prospects and the trading price of its securities.

Risks Related to the Ownership of our Common Shares

Our common shares are subject to price volatility

Securities markets have a high level of price and volume volatility and the market price of securities of many companies have experienced wide fluctuations in price which have not necessarily been related to the operating performance, underlying asset values or prospects of such companies. Factors unrelated to our financial performance or prospects that could impact our share price include macroeconomic developments in North America and globally, and market perceptions of the attractiveness of particular industries or asset classes. There can be no assurance that continued fluctuations in mineral prices will not occur. As a result of any of these factors, the market price of our common shares at any given time may not accurately reflect the long-term value of the Company.

In the past, following periods of volatility in the market price of a company's securities, shareholders have instituted class action securities litigation against them. Such litigation, if instituted, could result in substantial cost and diversion of management attention and resources, which could significantly harm the profitability and the reputation of the Company.

Future sales of common shares by the Waratah Group or Riverstone could impact the price of the common shares

No prediction can be made as to the effect, if any, of future sales of common shares by the Waratah Group or Riverstone on the market price of the common shares. However, the future sale of a substantial number of common shares by the Waratah Group or Riverstone or the perception that such sales could occur, could adversely affect prevailing market prices for the common shares. Neither the Waratah Group nor Riverstone is subject to any contractual lock-up or similar restriction that would prevent them from selling or otherwise disposing of their respective convertible common shares or common shares.

The Waratah Group materially affects control of the Company

The Waratah Group owns or controls, directly or indirectly, approximately 55% of the issued and outstanding equity shares. In addition, the Ontario Entity, a member of the Waratah Group, has an option pursuant to which it will acquire common shares from Riverstone for nominal consideration, in such number as is determined under the option with Riverstone, based on the price at which Riverstone may transfer, redeem or otherwise receive value for its common shares. The Company estimates that, in aggregate, the Ontario Entity will not acquire common shares from Riverstone pursuant to this option representing more than 5% of the equity shares issued and outstanding as of the date of this AIF. Accordingly, the Waratah Group materially

affects control of the Company, including with respect to all matters submitted to the Company's shareholders for approval, including without limitation the election and removal of directors, amendments to the Company's constating documents and the approval of certain business combinations. In considering such matters, the interests of the Waratah Group may not always align with the interests of the Company's other shareholders. In addition, the Company and the Waratah Group are party to the Investor Rights Agreement, which, among other things, provides the Waratah Group the ability to nominate up to a majority of the members of our seven-person Board. See "Material Contracts — Investor Rights Agreement". Other shareholders will have a limited role in the Company's affairs. This concentration of holdings may cause the market price of the common shares to decline, delay or prevent any acquisition or delay or discourage take-over attempts that shareholders may consider to be favourable, or make it more difficult or impossible for a third-party to acquire control of the Company or effect a change in the Board and management. Any delay or prevention of a change of control transaction could deter potential acquirors or prevent the completion of a transaction in which the Company's shareholders could receive a substantial premium over the then current market price for their common shares.

The Company relies on Waratah for certain services that the Company requires

The Company does not employ all of its own personnel, but instead relies upon Waratah for certain of its executive officers and its employees for some of the services that the Company requires. While the Company has expanded its management team to eight employees currently, our Executive Chair and our Chief Operating Officer continue to be employees of Waratah, and their services are being provided to the Company pursuant to the Services Agreement. Accordingly, our success depends in part on Waratah and its personnel, services and resources. 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. During the term, the Services Agreement may only be terminated by us for Cause or following a change of control of the Company. We will have the right to terminate our agreements with Waratah following a determination of Cause by a court or government body of competent jurisdiction in a final judgement or admission of Cause by Waratah, or following completion of a change of control of the Company, as applicable. See "Material Contracts — Services Agreement — Duration and Termination".

Further, our ability to pursue our strategies successfully may depend on the continued service of key personnel of Waratah and its ability to recruit individuals of similar experience and calibre. While our manager seeks to ensure that the principal members of its management teams are suitably incentivized, the retention of key members of those teams cannot be guaranteed. There is no guarantee that, following the death, disability or departure from our manager of any key personnel, our manager would be able to recruit a suitable replacement or avoid any delay in doing so. The loss of key personnel and any inability to recruit an appropriate replacement in a timely fashion could have an adverse effect on our financial condition, results of operations and prospects.

There can be no assurance that the policies and procedures the Company has established to mitigate conflicts of interest with Waratah will be effective in doing so

The ability of Waratah, and its officers and employees to engage in other business activities may reduce the amount of time Waratah, its officers or other employees spend supporting our business. Waratah is involved in other financial, investment or professional activities and may not, and under the terms of the Services Agreement is not required to, commit all of its resources to our affairs. Insofar as Waratah devotes resources to satisfy its responsibilities to other business interests, its ability to devote resources and attention to our affairs will be correspondingly less. In particular, Waratah may provide investment management and related services to other managed entities that may invest in the battery materials space. While Waratah has established procedures to address any such potential conflicts of interests and will undertake reasonable efforts to identify and manage such conflicts, there can be no assurance that such conflicts will be adequately resolved by the conflicts policy which, in turn, could have an adverse effect our financial condition, results of operations and prospects. Furthermore, there could be conflicts of interest between us and the senior management of Waratah.

In addition, the structure of Waratah's compensation arrangements as cost recovery only may have unintended consequences for us. We have agreed to reimburse Waratah for costs and expenses relating to our operations that are paid by Waratah.

As disclosed elsewhere in this AIF, Waratah is majority owned and jointly controlled by the Company's Executive Chair, Blair Levinsky. Mr. Levinsky is not an independent director and is responsible for the compensation that Waratah pays to the service NEOs for the provision of such services to the Company. See "Material Contracts — Services Agreement — Compensation and Expenses". See also "Directors and Executive Officers — Conflicts of Interest".

There may be circumstances in which a member of the Waratah Group has, directly or indirectly, a material interest in a transaction that we are considering or a conflict of interest with us. The Waratah Group and individuals connected to the Waratah Group may, from time to time, act as a director or employee of, or invest in or be otherwise involved with: (i) other investment vehicles that have strategies similar to ours; or (ii) entities or other vehicles that are the subject of transactions with us, subject, in both cases and at all times, to the provisions governing such conflicts of interests in the Services Agreement, the CBCA, our Code of Ethics and our constating documents. For example, Blair Levinsky is the Chief Executive Officer and Co-Founder of Waratah and has both investments in, and is entitled to, performance-based interests arising from investment funds established by Waratah from time to time. Certain of our other directors or individuals providing executive officer services pursuant to the Services Agreement may also be entitled to similar performance-based interests in those funds. Furthermore, certain of our officers and directors may hold equity or debt investments in the operators of projects over which the Company has royalty or other interests.

The Company relies upon employees of Waratah who may not continue to work for Waratah

We rely on the expertise, skill and network of business contacts of certain employees of Waratah (currently our Executive Chair and Chief Operating Officer), who may assist the Company to evaluate, negotiate, structure, execute, monitor and service our assets in accordance with the terms of the Services Agreement between us and Waratah. Our future success is enhanced by the continued service and coordination of those employees of Waratah, but they may have other demands on their time now and in the future, and we cannot assure you that they will continue to be actively involved in our business. These individuals may be employees or contractors of Waratah or its affiliates or may be members of our executive and may not be subject to an employment contract with us. While we continue to reduce our reliance on Waratah, the departure of any of these individuals or competing demands on their time in the future could have a material adverse effect on our ability to achieve our business objectives. This could have a material adverse effect on our financial condition and results of operations.

Waratah's liability is limited under the Services Agreement, and the Company has agreed to indemnify Waratah against certain liabilities. As a result, the Company could experience unfavourable operating results or incur losses for which Waratah would not be liable

Pursuant to the Services Agreement, Waratah will not assume any responsibility other than to render the services called for thereunder. Under the terms of the Services Agreement, Waratah and its and its affiliates' members, officers, directors, employees, shareholders, partners, consultants and advisors and any other person who is entitled to indemnification (each, an "**Indemnitee**") will not be liable to us or any shareholder, partner or equity holder of ours for acts or omissions performed in accordance with and pursuant to the Services Agreement, except those resulting from acts constituting gross negligence or wilful misconduct.

In addition, to the fullest extent permitted by law, we have agreed to indemnify the Indemnitees from and against any and all damages, losses and expenses that are incurred by any Indemnitees and arise out of or in connection with our affairs, including acting as an executive officer of us or our subsidiaries or acting as a director of any of our subsidiaries, or the performance by such Indemnitee of any of the services or other functions arising out of or in connection with the Services Agreement, or otherwise in connection with the matters contemplated in the Services Agreement other than as a result of: (i) losses arising from such Indemnitee's gross negligence or wilful misconduct, (ii) economic losses incurred by any Indemnitee as a result of the ownership of an interest in us, (iii) the expenses that Waratah is otherwise obligated to pay, (iv) our expenses that an Indemnitee has agreed to pay without a right to reimbursement, or (v) disputes exclusively between and among Indemnitees, or (vi) a violation of any applicable laws and regulations by any Indemnitee. As a result, we could experience unfavourable operating results or incur losses for which Waratah would not be liable.

Future offerings of debt securities, which would rank senior to the common shares upon the bankruptcy or liquidation, and future offerings of equity securities that may be senior to the common shares for the purposes of dividend and liquidating distributions, may adversely affect the market price of the common shares

In the future, the Company may seek to increase its capital resources by making offerings of debt instruments or other securities convertible into common shares and/or senior to the common shares. Upon bankruptcy or liquidation, holders of our debt securities, lenders with respect to other borrowings and holders of senior instruments may receive a distribution of our available assets, prior to the holders of our common shares. Our decision to issue securities in any future offering will depend on market conditions and other factors beyond our control. As a result, we cannot predict or estimate the amount, timing or nature of our future offerings, and shareholders bear the risk that our future offerings may reduce the market price of our common shares and adversely affect the priority of the common shares upon a bankruptcy or liquidiation.

The Company may have to raise capital through the issuance of additional common shares, which may have a dilutive effect on the interests of the Company's shareholders

The issuance of additional common shares may have a dilutive effect on the interests of our shareholders. The number of common shares that we are authorized to issue is unlimited. We may, in our sole discretion, subject to applicable law and the rules of the TSX, issue additional common shares from time to time (including pursuant to any equity-based compensation plans that may be introduced in the future) and the interests of our shareholders may be diluted thereby. Similarly, we may issue debt instruments or other securities convertible into common shares, which could also have a dilutive effect on the interests of our shareholders.

The Company may require new capital to continue to grow its business and there are no assurances that capital will be available when needed, if at all. It is likely that, at least to some extent, such additional capital will be raised through the issuance of additional equity, which could result in substantial dilution to shareholders.

Our inability to maintain effective internal controls over financial reporting could increase the risk of an error in our financial statements and/or call into question the reliability of our financial statements

We are responsible for establishing and maintaining adequate internal controls over financial reporting, which is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with IFRS. Because of our inherent limitations, internal controls over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate. A failure to prevent or detect errors or misstatements may result in a decline in the market price of our common shares and harm our ability to raise capital in the future.

If our management is unable to certify the effectiveness of our internal controls or if material weaknesses in our internal controls are identified, we could be subject to regulatory scrutiny and a loss of public confidence, which could harm our business and cause a decline in the price of our common shares. In addition, if we do not maintain adequate financial and management personnel, processes and controls, we may not be able to accurately report our financial performance on a timely basis, which could cause a decline in the market price of the common shares and harm our ability to raise capital.

We do not expect that our disclosure controls and procedures and internal controls over financial reporting will prevent all error or fraud. A control system, no matter how well-designed and implemented, can provide only reasonable, not absolute, assurance that the control system's objectives will be met. Further, the design of a control system must reflect the fact that there are resource constraints, and the benefits of controls must be considered relative to their costs. Due to the inherent limitations in all control systems, no evaluation of controls can provide absolute assurance that all control issues within an organization are detected. The inherent limitations include the realities that judgments in decision making can be faulty, and that breakdowns can occur because of simple errors or mistakes. Controls can also be circumvented by individual acts of certain persons, by collusion of two or more people or by management override of the controls. Due to the inherent limitations in a cost-effective control system, misstatements due to error or fraud may occur and may not be detected in a timely manner or at all. If we cannot provide reliable financial reports or prevent fraud, our reputation and operating results could be materially adversely affected, which could also cause investors to lose confidence in our reported financial information, which in turn could result in a reduction in the trading price of our common shares.

Claims for indemnification by the Company's directors and officers may reduce our available funds to satisfy successful third-party claims against the Company and may reduce the amount of money available to the Company

Our by-laws provide that we will indemnify our directors and officers. We have entered into agreements to indemnify our directors and executive officers as determined by our Board.

Under the terms of the indemnification agreements with each of our directors and officers, we are required to indemnify each of our directors and officers, to the fullest extent permitted by applicable laws, if the basis of the indemnitee's involvement in a proceeding is by reason of the fact that the indemnitee is or was a director or officer of the Company or any of its subsidiaries. We will indemnify our officers and directors against all reasonable fees, expenses, charges and other costs of any type or nature whatsoever, including any and all expenses and obligations paid or incurred in connection with investigating, defending, being a witness in, participating in (including on appeal), or preparing to defend, any completed, actual, pending or threatened action, suit, claim or proceeding, whether civil, criminal, administrative or investigative, or establishing or enforcing a right to indemnification under the indemnification agreement. The indemnification agreements will also require us, if so requested, to advance within 10 days of such request all reasonable fees, expenses, charges and other costs

that such director or officer incurred, provided that such person will return any such advance if it is ultimately determined that such person is not entitled to indemnification by us. Any claims for indemnification by our directors and officers may reduce our available funds to satisfy successful third-party claims against us and may reduce the amount of money available to us.

Anti-corruption laws and regulations could subject the Company to liability and require it to incur additional costs

The Company is subject to the Corruption of Foreign Public Officials Act (Canada) (the "**CFPOA**"), the U.S. Foreign Corrupt Practices Act (the "**FCPA**") and other laws that prohibit improper payments or offers of payments to third parties, including foreign governments and their officials, for the purpose of obtaining or retaining business. In some cases, the Company invests in mining operations in jurisdictions that have experienced corruption in the past. The Company's international investment activities create the risk of unauthorized payments or offers of payments in violation of the CFPOA, the FCPA or other anti-corruption laws by one of its employees or agents in violation of the Company's policies. In addition, the operators of the properties in which the Company owns royalty interests may fail to comply with anti-corruption laws and regulations. Although the Company is generally a passive investor in these properties, enforcement authorities could deem us to have some culpability for the operators' actions. Any violations of the CFPOA, the FCPA or other anti-corruption laws could result in significant civil or criminal penalties to the Company and could have an adverse effect on our reputation.

The Company's by-laws provide that any derivative actions, actions relating to breach of fiduciary duties, actions arising pursuant to the CBCA or its articles or by-laws and other actions relating to its internal affairs will be required to be litigated in Ontario, which could limit investors' ability to obtain a favourable judicial forum for disputes with the Company

Our by-laws provide that, unless we consent in writing to the selection of an alternative forum, the Superior Court of Justice of the Province of Ontario, Canada (Commercial List) (the "**Court**") and appellate courts therefrom (or, failing such Court, any other "court" as defined in the CBCA, having jurisdiction, and the appellate courts therefrom) will be the sole and exclusive forum for (1) any derivative action or proceeding brought on our behalf, (2) any action or proceeding asserting a breach of fiduciary duty owed by any of our directors, officers or other employees to us, (3) any action or proceeding asserting a claim arising pursuant to any provision of the CBCA or our articles or by-laws, or (4) any action or proceeding asserting a claim otherwise related to our "affairs" (as defined in the CBCA). Our forum selection provision also provides that our shareholders are deemed to have consented to personal jurisdiction in the Province of Ontario and to service of process on their counsel in any foreign action initiated in violation of this provision. Therefore, it may not be possible for shareholders to litigate any action relating to the foregoing matters outside of the Province of Ontario.

The Company does not anticipate paying dividends on the equity shares prior to achieving sufficient cash flow from its royalty portfolio and, consequently, purchasers of our common shares may never receive a return on their investment unless they sell common shares for a price greater than their acquisition price

The Company has not declared or paid any dividends since its incorporation and does not intend to declare or pay any dividends prior to achieving sufficient cash flow from its royalty portfolio. While the Company anticipates that the Board will adopt a dividend policy after the Company achieves sufficient cash flow from its royalty portfolio, there is no guarantee that the Board will adopt such a policy. Whether or not such a policy is adopted, any determination to pay dividends on the Company's securities will be at the discretion of the Board and will depend on, among other things, the Company's earnings, results of operations, current and anticipated cash requirements and surplus, the attractiveness of available investment opportunities, financial condition, contractual restrictions and financing agreement covenants, solvency tests imposed by corporate law and other factors that the Board may deem relevant. Until the time that the Company declares and pays dividends, which it might never do, shareholders will not be able to receive a return on their common shares unless they sell such common shares for a price greater than their acquisition price, and such appreciation may never occur. See "Dividend Policy".

U.S. holders of the common shares may suffer adverse tax consequences as a result of the Company's likely status as a passive foreign investment company

It is likely that we will be treated as a passive foreign investment company, or PFIC, for the tax year ending December 31, 2024, as well for prior and future years. However, we have not made a determination, and as of this time do not intend to make a determination, as to whether we are or may become classified as a PFIC for U.S. federal income tax purposes. If we are a PFIC for any taxable year during which a U.S. party subject to the PFIC rules holds the common shares, it would generally result in adverse U.S. federal income tax consequences for such U.S. holder, including increased taxes and related interest charges on a disposition or distributions and increased reporting requirements. Holders of our common shares that are subject to the PFIC rules should consult their own tax advisors regarding the likelihood and consequences if we are treated as a PFIC for U.S. federal income tax purposes, including the advisability and availability of certain elections which may mitigate certain possible adverse U.S. federal income tax consequences.

If securities or industry analysts do not publish research or publish unfavourable research about our business, our common share price and trading volume could decline

The trading market for our common shares depends on the research and reports that securities or industry analysts publish about us and our business. We do not have any control over these analysts. We cannot assure that analysts will cover us or provide favourable coverage. If one or more of the analysts who cover the Company downgrade our stock or change their opinion of our common shares, the price of our common shares may decline. If one or more of these analysts cease coverage of the Company or fail to regularly publish reports, we could lose visibility in the financial markets, which could cause the price and trading volume of our common shares to decline.

The forward-looking statements contained in this AIF may prove to be incorrect

The forward-looking statements in this AIF are based on opinions, assumptions and estimates made by us in light of our experience and perception of historical trends, current conditions and expected future developments, as well as other factors we believe are appropriate and reasonable in the circumstances. However, there can be no assurance that such estimates and assumptions will prove to be correct. Actual results of the Company in the future may vary significantly from historical and estimated results and those variations may be material. There is no representation by us that actual results achieved by the Company in the future will be the same, in whole or in part, as those included in this AIF.

TECHNICAL AND THIRD-PARTY INFORMATION

Except where otherwise stated, the disclosure in this AIF relating to properties and operations on the properties covered by the Company's royalty or other interests is based on technical reports prepared and published by the relevant owner, developer or operator in accordance with NI 43-101 or the JORC Code prepared by the Australasian Joint Ore Reserves Committee, and otherwise information publicly disclosed by the owners, developers or operators of these properties and other information and data available in the public domain as at the effective date of this AIF (except where stated otherwise), and none of such information has been independently verified by the Company. Specifically, as a royalty holder, the Company has limited, if any, access to properties included in its asset portfolio. Additionally, the Company may from time to time receive operating information from the owners, developers and operators of the properties, which it is not permitted to disclose to the public. The Company is dependent on the owners, developers and operators of the properties and their qualified persons to provide information to the Company or on publicly available information to prepare disclosure pertaining to properties and operations on the properties covered by the Company's royalty or other interests. The Company generally has limited or no ability to independently verify such information. The assumptions and methodologies underpinning estimates of Mineral Reserves and Mineral Resources on a property, and the classification of mineralization in categories of proven and probable and measured, indicated and inferred within the estimates of Mineral Reserves and Mineral Resources, respectively, and the assumptions and methodologies employed in proposed mining and recovery processes and production plans, were made by owners, developers and operators and their qualified persons. Although the Company does not have any knowledge that such information may be inaccurate, there can be no assurance that such third-party information is complete or accurate. Disclosure in this AIF is also based upon an analysis by the Company of such information to reflect the Company's expectations based on an owner, developer or operator's historical performance and the applicable owner, developer or operator's publicly disclosed guidance on the timing and amount of future production, establishing Mineral Resources, the conversion of Mineral Resources to Mineral Reserves, drill results, the Company's view on an owner, developer or operator's expansion cases and other factors. Some information publicly reported by owners, developers or operators may relate to a larger property than the area covered by the Company's royalty or other interest. The Company's royalty or other interests in certain cases cover less than 100% and sometimes only a portion of the publicly reported Mineral Reserves, Mineral Resources and production of a property. For the avoidance of doubt, nothing stated in this paragraph operates to relieve the Company from liability for any misrepresentation contained in this AIF under applicable Canadian securities laws.

Except where otherwise noted, the disclosure in this AIF relating to Mineral Reserve and Mineral Resource statements for individual properties is made as at the effective date of this AIF. In addition, numerical information presented in this AIF which has been derived from information publicly disclosed by owners, developers or operators may have been rounded by the Company and therefore there may be some inconsistencies between the significant digits presented in this AIF and the information publicly disclosed by owners, developers and operators.

LRC considers the Finniss, Grota do Cirilo and Tres Quebradas lithium projects to be the only mineral properties material to it for purposes of NI 43-101. LRC will continue to assess the materiality of its assets as new assets are acquired and existing assets move into production.

Information contained in this AIF with respect to each of the Finnis project, the Grota do Cirilo project and the Tres Quebradas project has been prepared in accordance with the exemption set forth in section 9.2 of NI 43-101.

Finnis project. The disclosure in this AIF of scientific or technical information for the Finniss project is based on (i) the definitive feasibility study in respect of the Finniss project prepared by Core Lithium, entitled "Finniss Definitive Feasibility Study and Maiden Ore Reserve" and released on April 17, 2019; (ii) the updated definitive feasibility study dated July 26, 2021 and entitled "Stage 1 Definitive Feasibility Study" prepared for Core Lithium in accordance with the JORC Code; (iii) mining management plan and public report in respect of Finniss, entitled "Mining Management Plan and Public Report" and dated January 11, 2019; (iv) the information disclosed in the press release of Core Lithium entitled "Mineral Resource at BP 33 increased to 89% Measured and Indicated" dated 16 October 2023; (v) the information disclosed in the press release of Core Lithium entitled "Finniss Mineral Resource increased by 58%" dated 11 April 2024; and (vi) the information disclosed in the press release of Core Lithium entitled "Lithium Ore Reserve Update" dated 25 September 2024. Core Lithium's feasibility studies and press releases are available on Core Lithium's website at www.corelithium.com.au.

Grota do Cirilo project. The disclosure in this AIF of scientific or technical information for the Grota do Cirilo project is based on (i) the technical report entitled "Grota do Cirilo Lithium Project Araçuaí and Itinga Regions, Minas Gerais, Brazil, Updated Technical Report", prepared for Sigma and dated January 16, 2023; (ii) the technical report entitled "Technical Report on the Grota do Cirilo Lithium Project", prepared for Sigma and dated March 19, 2024 (the "**Grota do Cirilo Technical Report**"), (iii) the information disclosed in the annual information form of Sigma dated April 30, 2024; (iv) the information disclosed in the press release of Sigma entitled "Sigma Lithium Significantly Increased Audited Mineral Resource by 27% to

109Mt: Grota do Cirilo in Brazil Becomes World's 4th Largest Operating Industrial Pre-Chemical Lithium Beneficiation & Mining Complex; Grota do Cirilo Expected to Further Increase to 150Mt" dated January 31, 2024; (v) the information disclosed in the press release of Sigma entitled "Sigma Lithium Increases Proven & Probable Open Pit Mineral Reserve By 40% To 77mt Extending Operations To 25 Years" dated May 8, 2024; and (vi) the information disclosed in the press release of Sigma entitled "Sigma Lithium Advances Construction to Double Capacity and Provides FY2024 Preview and FY2025 Guidance" dated February 24, 2025. Readers are cautioned that the Mineral Reserve estimate provided by Sigma in May 2024 is not supported by a current publicly available NI 43-101 technical report. However, as Sigma is a reporting issuer in Canada and LRC holds a royalty interest over the Grota do Cirilo project, LRC is relying on section 9.2(1) of NI 43-101 to source the scientific and technical information in this AIF regarding the Grota do Cirilo project on scientific and technical information released by Sigma, as detailed above. Sigma's various disclosure documents and technical reports are filed under Sigma's SEDAR+ profile and available at www.sedarplus.ca.

Tres Quebradas project. The disclosure in this AIF of scientific or technical information for the Tres Quebradas project is based on (i) the technical report entitled "Feasibility Study (FS) — 3Q Project NI 43-101 Technical Report Catamarca, Argentina", prepared for Neo Lithium and dated November 25, 2021 (the "**Tres Quebradas Technical Report**"); (ii) the information disclosed in the annual information form of Neo Lithium dated April 1, 2021; (iii) the information disclosed by Zijin in its unaudited interim results announcement for the six months ended June 30, 2024; and (iv) the information disclosed by Zijin in a document entitled "Third Quarterly Report 2024". Neo Lithium's various disclosure documents and the Tres Quebradas Technical Report are filed under the SEDAR+ profile for Neo Lithium Corp. and available at www.sedarplus.ca. Zijin acquired Neo Lithium in January 2022. Zijin's disclosure documents are available on Zijin's website at www.zijinmining.com.

The technical and scientific information contained in this AIF relating to each of the Finniss project, the Grota do Cirilo project, and the Tres Quebradas project was reviewed and approved in accordance with NI 43-101 by Don Hains, P. Geo. of the Hains Engineering Company Limited, a "qualified person" as defined in NI 43-101.

DIVIDEND POLICY

The Company has not declared or paid any dividends since its incorporation and does not currently intend to declare or pay any dividends. The Company anticipates that the Board will adopt a dividend policy after the Company achieves sufficient cash flow from its royalty portfolio. Any determination to pay dividends on its securities will be at the discretion of the Board and will depend on, among other things, its earnings, results of operations, current and anticipated cash requirements and surplus, the attractiveness of available investment opportunities, financial condition, contractual restrictions and financing agreement covenants, solvency tests imposed by corporate law and other factors that the Board may deem relevant. Dividends are not guaranteed. See "Risk Factors".

CAPITAL STRUCTURE

Our authorized share capital consists of an unlimited number of common Shares, 30,549,214 convertible common shares and an unlimited number of preferred shares, issuable in series. As of the date of this AIF, an aggregate of 25,005,827 common shares and 30,549,214 convertible common shares, being an aggregate of 55,555,041 equity shares, and no preferred shares were issued and outstanding.

Equity Shares — Common Shares and Convertible Common Shares

Except as set forth below, the common shares and convertible common shares have the same rights, are equal in all respects and treated by us as if they were a single class of shares. We refer to the common shares and convertible common shares collectively as "equity shares".

Dividend Rights

Subject to the prior rights of the holders of any class of shares ranking senior to the equity shares with respect to the priority in the payment of dividends, the holders of the equity shares ("**Shareholders**") are entitled to receive dividends as and when declared by the Board out of monies properly applicable to the payment of dividends, in such amount and in such form as the Board may from time to time determine, in equal amounts per equity share. See "Dividend Policy".

Voting Rights

Shareholders are entitled to one vote in respect of each equity share held at meetings of Shareholders (except where the holders of a specified class of shares are entitled to vote separately as a class as provided in the CBCA).

Notice to the Auditor

Registered shareholders who are entitled to vote at a meeting of shareholders may give written notice to the auditor or a former auditor of the Company requesting that such auditor or former auditor attend such meeting, provided that such notice is given: (i) in the case of holders of common shares, not less than 10 days before the meeting of shareholders, and (ii) in the case of holders of convertible common shares, not less than 15 days before the meeting of shareholders, in each case, or such other period as required by applicable law.

Conversion

The common shares are not convertible into any other class of shares or other securities of the Company.

Each convertible common share is convertible, at the option of the holder at any time, into either (i) one common share or (ii) 0.9999 of a common share plus a subscription right to acquire 0.0001 common shares for an exercise price of US$0.00001 per whole common share. Each subscription right is exercisable at any time by the holder thereof and expires five business days after the subscription right is issued, and fractional common shares will not be issued. We expect that the option in clause (ii) will be used only in connection with a distribution of common shares to the partners of the Waratah Funds. In addition:

- at the time at which any convertible common share is Transferred (as defined below) by the holder of such share, without any further action, the convertible common share shall automatically convert into one common share; and
- on the fifth anniversary of the IPO, without any further action, each convertible common share shall automatically convert into one common share.

For purposes of the foregoing:

"**Transfer**" of any convertible common share shall mean any sale, assignment, transfer, conveyance or other transfer or disposition of such share or any legal or beneficial interest in such share, whether or not for value and whether voluntary or involuntary or by operation of law, and shall also include, without limitation, (1) a transfer of a convertible common share to a broker or other nominee (regardless of whether or not there is a corresponding change in beneficial ownership) or (2) the transfer of, or entering into a binding agreement with respect to, voting control over a convertible common share by proxy or otherwise, provided, however, that the following shall not be considered a "Transfer": (a) the grant of a proxy to our officers or directors at the request of our Board in connection with actions to be taken at an annual or special meeting of shareholders;

(b) the grant of voting control by any Waratah Fund to Waratah or any of its affiliates; (c) a transfer or assignment resulting from a change in the general partner of any Waratah Fund to an affiliate of such general partner; (d) any transfer, action or other circumstance deemed by the independent directors on the Board not to be a Transfer where (x) no change of control to the Corporation would result from the transfer and (y) the transfer, action or other circumstance would compromise any tax deferral available to the investors in the Waratah Funds by virtue of the convertible common shares; or (e) the pledge of a convertible common share that creates a mere security interest in such share pursuant to a *bona fide* loan or indebtedness transaction so long as the holder of the convertible common share continues to exercise voting control over such pledged share (but, for greater certainty, a foreclosure on such convertible common share or other similar action by the pledgee shall constitute a "Transfer").

No Subdivision or Consolidation

No subdivision or consolidation of the common shares or the convertible common shares may be carried out unless, at the same time, the convertible common shares or the common shares, as the case may be, are subdivided or consolidated in the same manner and on the same basis.

Certain Class Votes

Except as required by the CBCA, applicable securities laws or our Articles, holders of our common shares and convertible common shares will vote together on all matters subject to a vote of holders of both those classes of shares as if they were one class of shares. Under the CBCA, certain types of amendments to our Articles are subject to approval by special resolution of the holders of our classes of shares voting separately as a class, including amendments to:

- add, change or remove the rights, privileges, restrictions or conditions attached to the shares of such class;
- increase the rights or privileges of any class of shares having rights or privileges equal or superior to the shares of that class; and
- make any class of shares having rights or privileges inferior to the shares of such class equal or superior to the shares of that class.

Without limiting other rights at law of any holders of common shares or convertible common shares to vote separately as a class, neither the holders of the common shares nor the holders of the convertible common shares shall be entitled to vote separately as a class upon a proposal to amend our Articles in the case of an amendment to (1) increase or decrease any maximum number of authorized shares of such class, or increase any maximum number of authorized shares of a class having rights or privileges equal or superior to the shares of such class; or (2) create a new class of shares equal or superior to the shares of such class.

Pursuant to our Articles, neither holders of our common shares nor our convertible common shares will be entitled to vote separately as a class on a proposal to amend our Articles to effect an exchange, reclassification or cancellation of all or part of the shares of such class pursuant to section 176(1)(b) of the CBCA unless such exchange, reclassification or cancellation: (a) affects only the holders of that class; or (b) affects the holders of common shares and convertible common shares differently, on a per share basis, and such holders are not already otherwise entitled to vote separately as a class under applicable law or our Articles in respect of such exchange, reclassification or cancellation.

Meetings of Shareholders

Holders of the equity shares are entitled to receive notice of any meeting of shareholders and may attend and vote at such meetings, except those meetings where only the holders of shares of another class or of a particular series are entitled to vote. A 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 our outstanding equity shares entitled to vote at the meeting are present in person or represented by proxy.

Redemption/Retraction Rights

The Company has no redemption or mandatory purchase for cancellation rights in respect of the equity shares, nor do holders of equity shares have retraction rights.

Liquidation Rights

In the event of our liquidation, dissolution or winding-up, whether voluntary or involuntary, or any other distribution of our assets among our shareholders for the purpose of winding up our affairs, subject to the rights of the holders (if any) of preferred shares and/or any other class of shares ranking in priority to the equity shares, the holders of our equity shares shall be entitled to receive our remaining property and assets in equal amounts per equity share.

Preferred Shares

The Board may issue the preferred shares at any time and from time to time in one or more series. Before the first shares of a particular series are issued, the Board may fix the number of shares in such series and shall determine the designation, rights, privileges, restrictions and conditions to be attached to the shares of such series including, without limitation, the rate, amount or method of calculation of preferential dividends, whether cumulative or non-cumulative or partially cumulative and whether such rate, amount or method of calculation shall be subject to change or adjustment in the future, the currency or currencies of payment of dividends, the date and place of payment of dividends and the date from which such preferential dividends shall accrue, the consideration and terms and conditions of any purchase for cancellation, redemption or retraction rights (if any), the conversion or exchange rights (if any), the voting rights (if any), and the terms and conditions of any sinking fund or share purchase plan.

No rights, privileges, restrictions or conditions attached to a series of preferred shares shall confer upon a series a priority in respect of dividends or return of capital over any other series of preferred shares then outstanding.

If any cumulative dividends, whether or not declared, or declared non-cumulative dividends, or amounts payable on a return of capital in respect of preferred shares are not paid in full, the preferred shares of all series shall participate rateably in respect of such dividends, in accordance with the sums that would be payable on such shares if all such dividends were declared and paid in full, and in respect of any repayment of capital in accordance with the sums that would be payable on such repayment of capital if all sums so payable were paid in full; provided, however, that in the event of there being insufficient assets to satisfy in full all such claims to dividends and return of capital, the claims of the holders of the preferred shares with respect to repayment of capital shall first be paid and satisfied and any assets remaining thereafter shall be applied towards the payment and satisfaction of claims in respect of dividends.

The preferred shares shall be entitled to priority over the equity shares and over any other shares of the Company ranking junior to the preferred shares with respect to priority in the payment of dividends and the distribution of assets in the event of the liquidation, dissolution or winding up of the Company, whether voluntary or involuntary, or any other distribution of the assets of the Company among its shareholders for the purpose of winding up its affairs. The preferred shares of any series may also be given such other preferences over the equity shares and over any other shares ranking junior to the preferred shares as may be determined in the case of such series of preferred shares.

March 2023 Pre-IPO Reorganization

Prior to the closing of the IPO, our authorized share capital consisted of an unlimited number of Class A, Class B and Class C common shares, of which the Principal Shareholders held all of the issued and outstanding shares, being 43,594.68 Class A common shares, 24,494.03 Class B common shares and 35,466.04 Class C common shares. Prior to closing, we and the Principal Shareholders effected the Pre-IPO Reorganization:

- *Disposition of Portfolio Securities, Offtakes and Working Interests and Transfer of Cash* — We disposed of the portfolio securities, offtakes and working interests held by the Company, together with excess cash, by directly or indirectly distributing them by way of return of capital and dividend to the Principal Shareholders.
- *Repayment of Shareholder Notes* — We returned capital to the Principal Shareholders by reducing the stated capital of each class of common shares by issuing to the Principal Shareholders non-interest bearing shareholder notes representing that return of capital. The return of capital consisted of a fixed amount equal to C$50,000,000. The following shareholder notes were issued in the following fixed amounts: C$21.05 million in aggregate to the pre-IPO holders of the Class A common shares, C$11.83 million in aggregate to the pre-IPO holders of the Class B common shares and C$17.12 million in aggregate to the pre-IPO holder of the Class C common shares, for shareholder notes in an aggregate amount of C$50,000,000. The shareholder notes have been repaid with proceeds from the IPO and the shareholder notes have been cancelled.

- *Creation of Convertible common shares* — We amended our Articles to create the convertible common shares and re-designated our Class C common shares as our common shares, in each case having the terms described below.
- *Exchange of Class A common shares and Class B common shares* — Each Waratah Fund exchanged each Class A common share held by it for one convertible common share and each Class B common share held by it for one convertible common share.
- *Subdivision* — We further amended our Articles to (i) remove the Class A common shares and Class B common shares from our authorized share capital, and (ii) subdivide each outstanding common share and each outstanding convertible common share into 448.6678426 shares of the same class.

MARKET FOR SECURITIES

The LRC shares are currently listed on the TSX under the symbol LIRC. The following table sets out the price range and trade volume for the LRC shares on the TSX.

2024	High	Low	Volume
January	8.79	7.63	902,220
February	7.99	6.56	946,272
March	$7.90	$6.90	612,640
April	$7.86	$6.60	665,364
May	$7.72	$6.44	471,893
June	$7.10	$6.14	355,937
July	$7.41	$6.45	169,828
August	$7.00	$6.00	257,940
September	$6.20	$5.69	201,885
October	$6.45	$5.46	382,874
November	$6.30	$5.49	356,144
December	$6.20	$5.25	748,357
2025			
January	$6.25	$5.60	98,410
February	$5.69	$4.71	245,564
March (1-14)	$4.99	$4.20	161,279

PRIOR SALES

During 2024, no convertible common shares (being the only class of securities of the Company that are outstanding but not listed or quoted on a marketplace) were issued.

DIRECTORS AND EXECUTIVE OFFICERS

Directors

The following table sets forth the name, residence and positions of each person that is a member of our Board. Additional biographical information for each individual is provided below under “Biographical Information Regarding the Directors and Executive Officers”.

Name, Province or State and Country of Residence	Position/Title[1]	Director Since
Liz Breen[3], [5], [6] ..... *Ontario, Canada*	Lead Independent Director	February 13, 2023
Blair Levinsky[7] ..... *Ontario, Canada*	Director and Executive Chair	March 29, 2018
Mark Wellings[4], [7] ..... *Ontario, Canada*	Director and Vice Chair and Executive Vice President, Technical	November 23, 2017
Ernie Ortiz[4], [7] ..... *Florida, United States*	Director and President and Chief Executive Officer	February 13, 2023
John Kanellitsas[2], [4], [5], [6] ..... *Florida, United States*	Director	February 13, 2023
Jesal Shah[2], [3], [5] ..... *New York, United States*	Director	February 1, 2024
Tamara Brown[2], [3], [5], [6] ..... *Ontario, Canada*	Director	February 13, 2023

Notes:

(1) All directors will hold office for a term expiring at the close of the next annual meeting of Shareholders or until their respective successors are elected or appointed.

(2) Member of our Audit Committee.

(3) Member of our Compensation, Nominating and Governance Committee.

(4) Member of our Technical Committee.

(5) Independent director for the purposes of National Instrument 58-101 — *Disclosure of Corporate Governance Practices* ("**NI 58-101**") of the Canadian Securities Administrators. See "— Corporate Governance — Director Independence".

(6) Waratah Independent Director for the purposes of the Services Agreement. See "Material Contracts — Services Agreement."

(7) Nominees of the Waratah Group. See "Material Contracts — Investor Rights Agreement".

Executive Officers

We have an experienced management team with significant expertise in the mining and finance industries. The following table sets forth the names, residences, positions and years of experience of each of our executive officers. Additional biographical information for each individual is provided below under "Biographical Information Regarding the Directors and Executive Officers".

Name, Province or State and Country of Residence	Position/Title	Years in the Finance Industry
Blair Levinsky[1] ..... *Ontario, Canada*	Executive Chair	25 years
Ernie Ortiz ..... *Florida, United States*	President and Chief Executive Officer	13 years
Mark Wellings ..... *Ontario, Canada*	Vice Chair Executive Vice President, Technical	29 years
Dominique Barker ..... *Ontario, Canada*	Chief Financial Officer and Head of Sustainability	25 years
Philip de L. Panet[1] ..... *Ontario, Canada*	Chief Operating Officer and Vice President, Legal and Corporate Secretary	21 years

Notes:

(1) Executive officer services provided through Waratah pursuant to the Services Agreement.

Biographical Information Regarding our Directors and Executive Officers

Elizabeth (Liz) Breen, 67

Lead Director (Independent)

Liz is the Chief Legal Officer of Manara Minerals Investment Company, based in Riyadh, KSA. Manara Minerals invests globally in mining projects relating to critical minerals, with a current focus on investments in lithium, iron ore, copper and nickel. She has extensive experience in royalty transactions, mergers & acquisitions, finance and private equity transactions. Liz was previously a senior partner at Stikeman Elliott LLP, a Canadian business law firm, where she 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 was 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.

Blair Levinsky, 52

Director and Executive Chair

Blair is Co-Founder, President and Chief Executive Officer of Waratah Capital Advisors Ltd., an alternative investment management company based in Toronto, Canada with over C$4 billion in assets under management, including thematic and specialty private equity strategies. In addition to setting strategy for Waratah and managing Waratah's strategic growth, Blair is the lead portfolio manager for the Waratah Electrification and Decarbonization Fund and the Executive Chair of the Company.

From 1999 to 2010, Blair was a Managing Director at TD Securities, a division of TD Bank Financial Group. Blair was formerly a director at the Women's College Hospital Foundation and served on its Investment Committee for seven years and is a former member of YPO.

Blair holds a Bachelor of Arts from the University of Western Ontario and a joint Bachelor of Laws and Master of Business Administration from Dalhousie University.

Mark Wellings, 61

Director, Vice Chair and Executive Vice President, Technical

Mark is the Vice Chair and the Executive Vice President, Technical of the Company. 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 the Lead Director of Li-Cycle Holdings Corp.

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.

Ernie Ortiz Ortega, 36

Director, President & Chief Executive Officer

Ernie is a Director, President and the Chief Executive Officer of the Company. He manages the origination, structuring, and execution of our royalties, which involves cross-border negotiations with parties in Argentina, Australia, Brazil, China, Serbia, Finland, the United Kingdom, Canada and the United States. Ernie led the Company through the only and largest IPO on the Toronto Stock Exchange during 2023, raising C$150 million. Ernie has visited many of the world's lithium deposits and 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. At Tide Point Capital, Ernie led investments into lithium companies that included Sociedad Quimica y Minera de Chile, Albemarle Corporation and Galaxy Resources Limited 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 was a founding member of and continues to sit on the London Metal Exchange Lithium Advisory Committee. He also serves as a director on the board of Sinova Global Inc. Ernie is a CFA charter holder and holds a Bachelor of Arts in Economics from the University of Chicago.

John Kanellitsas, 63

Director (Independent)

John is the Executive Chair of Lithium Argentina AG (formerly Lithium Americas (Argentina) Corp.), an operator of lithium projects in Argentina. John joined its predecessor 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. He also served as the Interim Chief Executive Officer from October 2023 until March 2024. John also serves as a director of Largo Physical Vanadium Corp.

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.

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.

Jesal Shah, 39

Director (Independent)

Jesal has served as a member of our Board of Directors since January 2024. Jesal is a Managing Director 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 2010, Jesal was in the energy investment banking group of Credit Suisse, where he was involved with M&A and capital markets advisory for power, utilities, and renewables clients.

In addition to serving on the boards of a number of privately held Riverstone Holdings portfolio companies and their affiliates, Jesal has previously served on several public company boards, including Hammerhead Energy (formerly Hammerhead Resources) from 2018 to 2023, Pipestone Energy Corp from 2021 to 2023, and Liberty Oilfield Services from 2018 to 2020.

Jesal holds a Bachelor of Arts from Tufts University and a Master of Business Administration from Harvard Business School.

Tamara Brown, 52

Director (Independent)

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) and 29Metals Ltd. (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.

Tamara holds a Bachelor of Engineering from Curtin University in Australia and has completed the Chartered Business Valuator Course at York University.

Dominique Barker, 53

Chief Financial Officer and Head of Sustainability

Dominique is the Chief Financial Officer and Head of Sustainability at LRC. Dominique served as Head of Sustainability Advisory at CIBC Capital Markets. She joined the Capital Markets division after a ten-year tenure at CIBC Asset Management, where she was portfolio manager of several funds, including real estate and social responsible investing mandates.

Dominique's prior experience includes investment banking, research, institutional equity sales, audit, and corporate advisory services at several well-known, international financial institutions and accounting firms.

Dominique has a Master of Business Administration in Accounting from the University of Toronto and a Bachelor of Science degree in Engineering from Queen's University. Dominique holds a CPA designation and is also a CFA charter holder. Dominique is fluent in English and French.

Philip de L. Panet, 55

Chief Operating Officer and Vice President, Legal and Corporate Secretary

Philip is the Chief Operating Officer, Vice President, Legal and Corporate Secretary of the Company. He is also the Senior Vice President and General Counsel at Waratah.

Philip joined Waratah in May 2022, primarily to assist with the initial public offering of the Company. Prior to joining Waratah, Philip worked as Chief Operating Officer, General Counsel and Secretary at West Face Capital Inc., a Toronto-based alternative investment fund manager. He also worked at UBS Securities Canada and other hedge fund advisers, and at Torys LLP.

Philip holds a Bachelor of Science in Economics from the University of Toronto, a Master of Arts in Economics from Harvard University and a Juris Doctor from the University of Toronto. He is also a CFA charter holder.

Ownership Interests

The directors and executive officers of LRC, as a group, beneficially own, directly or indirectly, or exercise control or direction over 609,963 common shares, representing 2.4% of the issued and outstanding equity shares. Each of Blair Levinsky, Ernie Ortiz and Mark Wellings has a substantial indirect exposure to the value of the equity shares through their respective investments in the Waratah Funds and through Waratah's participation in the Waratah Funds.

The following table identifies other public companies for which members of our Board currently serve as directors:

Director	Other Current Board Appointments	Dates
Mark Wellings.....	Li-Cycle Holdings Corp.	August 2021 – present
John Kanellitsas	Lithium Argentina AG Largo Physical Vanadium Corp.	September 2015 – present September 2022 – present
Tamara Brown.....	Orla Mining Ltd. 29Metals Ltd.	June 2022 – present April 2023 – present

Corporate Cease Trade Orders

None of the directors or executive officers of the Company is, as at the date of this AIF, or has been within the 10 years before the date of this AIF, a director, chief executive officer or chief financial officer of any company (including the Company) 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.

Bankruptcies

Except as described below, none of the directors or executive officers of the Company, nor, to the best of the Company's knowledge, any other shareholder holding a sufficient number of securities to affect materially control of the Company, has, within the 10 years prior to the date of this AIF, (a) been a director or executive officer of any company (including the Company) 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.

Penalties or Sanctions

None of the directors or executive officers of the Company, nor, to the best of the Company's knowledge, any other shareholder holding a sufficient number of securities to affect materially control of the Company, 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.

Conflicts of Interest

To the best of the Company's knowledge, except as described below and under "Material Contracts — Services Agreement" and under "Principal Shareholders", there are no existing or potential conflicts of interest among the Company or its subsidiaries and the directors or officers of the Company or its subsidiaries as a result of their outside business interests as at the date of this AIF. The Waratah Group owns or controls, directly or indirectly, approximately 55% of the issued and outstanding equity shares. As disclosed elsewhere in this AIF, Waratah is owned and jointly controlled by our Executive Chair, Blair Levinsky. Mr. Levinsky is not an independent director. Waratah is party to the Services Agreement and will be reimbursed for the costs and expenses it incurs in providing services thereunder. Since the Company will reimburse Waratah for its expenses in connection with the provision of services of the Service NEOs, the Company will have input into the compensation that Waratah pays the individuals for the provision of such services to us. Certain members of our Board are also members of the boards of directors or executive officers of other public companies. Our Board has not adopted a director interlock policy, but will keep informed of other public directorships held by its members (see "Directors and Executive Officers — Biographical Information Regarding our Directors and Executive Officers"). Accordingly, conflicts of interest may arise which could

influence these persons in evaluating possible acquisitions or in generally acting on behalf of the Company. See "Risk Factors" and "Material Contracts — Services Agreement".

Our directors and officers are required by law to act honestly and in good faith with a view to the best interests of the Company, and are also required to comply with the conflict of interest provisions of the CBCA. A director who has a material interest in a matter before our Board or any committee on which he or she serves is required to disclose such interest as soon as he or she becomes aware of it. In situations where a director has a material interest in a matter to be considered by our Board or any committee on which he or she serves, he or she may be required to recuse himself or herself from the meeting while discussions and voting with respect to the matter are taking place. The contract or transaction resulting from the matter is not invalid, and the director is not accountable to the Company or its shareholders for any profits realized from the contract or transaction, because of the director's interest in the contract or transaction or because the director was present or was counted to determine whether a quorum existed at the meeting of directors that considered the contract or transaction, if the interest was properly disclosed as detailed above, the directors approved the contract or transaction, and the contract or transaction was reasonable and fair to the Company when it was approved. In appropriate cases, the Company will establish a special committee of independent directors to review a matter in which several directors, or management, may have a conflict of interest.

Our directors and officers have been advised of their obligations to act at all times in good faith and in the best interest of the Company and to disclose any conflicts to the Company if and when they arise.

Our directors and executive officers are prohibited from purchasing financial instruments designed to hedge or offset a decrease in the market value of our equity shares.

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 will be 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 Jesal Shah. 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 Company's financial statements. For additional details regarding the relevant education and experience of each member of our Audit Committee, see "Directors and Executive Officers — Biographical Information Regarding the Directors and Executive Officers".

Our Board has adopted a written charter, in the form set forth in Appendix A, 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 Company'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 Company's internal controls over financial reporting and disclosure controls and procedures;
- the Company'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 Company'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 Company. The Audit Committee will be given full access to the Company's management and records and external auditors as necessary to carry out these responsibilities. The Audit Committee has the authority to carry out such special investigations as it sees fit in respect of any matters within its various roles and responsibilities. The Company 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.

External Auditor Service Fee

For fiscal 2023 and fiscal 2024, we incurred the following fees with our external auditor, KPMG LLP:

	Fiscal 2024	Fiscal 2023
Audit fees[(1)]	348,804	380,035
Audit-related fees[(2)]	-	82,984
Tax fees[(3)]	49,777	399,445
All other fees	-	-
Total[(4)]	**398,581**	**862,464**

Notes:
(1) Audit fees are reported on an accrual basis for the relevant year and include out-of-pocket expenses and administrative fees, including fees for the audit of the year-end financial statements for the relevant year.
(2) Audit-related fees related to services provided in connection with the IPO and the Pre-IPO Reorganization.
(3) Tax fees for 2023 includes IPO related fees of $ 170,352, tax compliance fees of $115,076 and general tax advisory fees of $114,016. Tax fees for 2024 includes tax compliance fees of $5,170 and general tax advisory fees of $44,607.
(4) Fees set out in the table above have been reported on an accrual basis, particularly in respect of the allocation of amounts billed in the first quarter following a completed fiscal year.

Promoter

Waratah may be considered a promoter of the Company within the meaning of applicable securities legislation. As of the date of this AIF, Waratah owned or controlled, directly or indirectly, 30,549,214 equity shares, representing approximately 55% of the issued and outstanding equity shares.

LEGAL PROCEEDINGS AND REGULATORY ACTIONS

We are, from time to time, involved in legal proceedings of a nature considered normal to our business. We believe that none of the litigation in which we are currently involved, or have been involved since the beginning of the most recently completed financial year, individually or in the aggregate, is material to our consolidated financial condition or results of operations.

There have been no penalties or sanctions imposed against LRC by a court related to securities legislation or by a securities regulatory authority during fiscal 2024 and there have been no other penalties or sanctions imposed by a court or regulatory body against LRC that would likely be considered important to a reasonable investor in making an investment decision. LRC has not entered into any settlement agreement before a court related to securities legislation or with a securities regulatory authority during fiscal 2024.

INTEREST OF MANAGEMENT AND OTHERS IN MATERIAL TRANSACTIONS

Other than as described elsewhere in this 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 common shares, or any associate or affiliate of any of the foregoing persons, in any transaction within the three years before the date hereof that has materially affected or is reasonably expected to materially affect us or any of our subsidiaries.

TRANSFER AGENT AND REGISTRAR

The transfer agent and registrar for the common shares is TSX Trust Company at its principal office in Toronto, Ontario.

MATERIAL CONTRACTS

The only material contracts entered into by the Company as of the date of this AIF or before such time that are still in effect, other than material contracts entered into in the ordinary course of business, are the management services agreement (the "**Services Agreement**") dated as of March 8, 2023 between the Company and Waratah, the investor rights agreement dated as of March 15, 2023 between the Company, Riverstone and Waratah and the limited partnership agreement dated as of March 13, 2023 between the Company, LRC GP Inc. and Altius Royalty Corporation.

Investor Rights Agreement

The following is a summary of the material terms of the Investor Rights Agreement; this summary is qualified in its entirety by reference to the provisions of the agreement, which is available on SEDAR+ at www.sedarplus.ca.

Director Nomination Rights

Waratah has the right to nominate the following number of individuals for election to the Board in the following circumstances:

- 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.

Demand Registration Rights and Piggy-Back Registration Rights

Waratah has registration rights in respect of any common shares owned, controlled or directed by the Waratah Group from time to time and Riverstone has registration rights in respect of any common shares owned, controlled or directed by it from time to time (Waratah and Riverstone, each a "**Rights Holder**" and such common shares of the Rights Holder, collectively, the "**Registrable Securities**"). Where we refer to the ownership, control or direction by Waratah of our securities as a Rights Holder, we mean the ownership, control or direction of our securities by the Waratah Group as a whole.

Each Rights Holder may require us to effect a registration for a public offering of all or any portion of its Registrable Securities (a "**Demand Registration**"). We are obligated to effect in any twelve-month period no more than (a) two Demand Registrations from such Rights Holder and (b) three Demand Registrations from all Rights Holders. We are required to give prompt notice to each Rights Holder of our intention to register any securities for sale in a public offering, whether the registration is on our behalf or pursuant to a Demand Registration by the other Rights Holder. Upon receiving such notice, each applicable Rights Holder may require that all or a specified part of its Registrable Securities be included in the proposed registration ("**Piggy-Back Registration Rights**"). These Demand Registration and Piggy-Back Registration Rights will fall away for a Rights Holder if such Rights Holder ceases to own, control or direct less than 10% of our outstanding equity shares.

Underwriting discounts, commissions and transfer taxes, if any, attributable to the sale of common shares by a party shall by borne by the party selling such common shares. All other costs and expenses of the Company associated with (i) any Demand Registration will be borne by the participating Rights Holders and the Company pro rata based on the common shares sold by each of them, or (ii) any offering initiated by the Company shall be borne by the Company irrespective of whether Piggy-Back Registration Rights are exercised.

Services Agreement

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.sedarplus.ca.

Since inception, we have been operated by Waratah as the manager of the Waratah Funds. As a result, we are the process of building our own management team. We have negotiated 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.

Executive Officers

In addition to our own executive officers, Waratah provides us with the services of additional executive officers for the purposes of conducting the business of the Company 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 "Directors and Executive Officers" 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 (if any) for acting as directors on our Board. Rather, we will 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 will be 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 we can elect to require Waratah to use commercially reasonable efforts to procure the services of a replacement for such individual.

Compensation and Expenses

There are no annual fees payable by us to Waratah pursuant to the Services Agreement. The Services Agreement is cost recovery only in nature and is not structured as a fee earning contract for Waratah. We will bear and be charged with the reasonable costs and expenses of our operations (and will promptly reimburse Waratah to the extent that any of such costs and expenses are paid by Waratah). These costs and expenses may include, among others and as applicable, office space, administrative support, information technology systems and compensation payable to individuals providing executive officer services (in the amounts determined by our Board, on the recommendation of the Compensation, Nominating and Governance Committee). From time to time, the Company may provide Waratah services on a cost recovery basis, and would be able to set-off those amounts against amounts owing to Waratah.

In 2024, the Company expensed approximately $360,000 (2023: $354,000) in aggregate to Waratah pursuant to the Services Agreement, primarily related to compensation expenses associated with individuals employed by Waratah who provided executive officer services to the Company.

During 2024 and the first quarter of 2025, the Company progressed in its efforts to separate itself from Waratah and reduce its reliance on the Services Agreement, by securing its own office premises, implementing its own separate information technology systems and transitioning one employee from Waratah to the Company.

Conflicts of Interest and Other Restrictions

Our officers are required by law to act honestly and in good faith with a view to the best interests of the Company. Pursuant to the Services Agreement, all future investment opportunities in battery metal royalty and streaming interests identified or received by management will first be presented to the Board for approval by a majority of our directors who are independent of Waratah (the "**Waratah Independent Directors**").

Without the consent of a majority of the Waratah Independent Directors, Waratah is not permitted to manage other funds, investment vehicles or accounts that invest directly in or acquire royalties or streams in respect of battery materials (excluding the Company or any other public company). Waratah is permitted to manage a fund, investment vehicle or account that: (i) invests in or acquires an investment opportunity that is rejected by a majority of the Waratah Independent Directors, or (ii) with our consent, co-invests in any royalties alongside us. Investment funds managed by Waratah will not be restricted from investing in non-royalty opportunities in the lithium sector, including by making investments in public or private companies involved in developing lithium projects.

Apart from transactions the terms of which are contemplated or expressly permitted by the Services Agreement or our Articles, Waratah and its affiliates will not engage in any transaction with us unless the terms of the transaction are on an arm's-length basis and on terms which are no less favourable to us than would be obtained in a transaction with an unaffiliated party. We anticipate that, from time to time, investment funds managed by Waratah may offer to grant us royalties, streams or prospective mineral claims on terms that are attractive to us. The terms of any transaction approved by a majority of the Waratah Independent Directors will be deemed to be on an arm's-length basis. Additionally, we may enter into co-investments with Waratah, provided that such co-investments are approved by the Waratah Independent Directors and Waratah.

Historically, investment funds managed by Waratah have from time to time invested alongside the Company in equity securities of lithium developers. Both the Company and Waratah believe that this collaboration has been beneficial to both parties and enables the Company to secure investment opportunities that might not be available if the Company was acting alone. Under the terms of the Services Agreement, and in light of the benefits that we will realize as a result of our arrangements with Waratah, we have agreed, subject to exceptions for de minimis amounts, that we will not, without the prior written consent of Waratah:

(1) make any standalone portfolio investment in the equities of any third party without first offering Waratah the opportunity for one of its managed investment funds to make any such investment; or

(2) make any portfolio investment in the equity of any third party ancillary to a royalty investment where our and Waratah's participation is capped below the desired amount of the investment without first offering Waratah the opportunity for one of its managed investment funds to participate in such equity investment at a 9:1 ratio, with 9/10th of the investment being allocated to such investment fund and the remaining 1/10th of the investment being allocated to the Company, provided that the Company may acquire the securities of or enter into any arrangement, amalgamation or business combination with, any entity carrying on a royalty or streaming business or receive securities in exchange for the sale of its assets.

See also "Risk Factors — Risks Related to the Ownership of our Common Shares — There can be no assurance that the policies and procedures the Company has established to mitigate conflicts of interest with the Waratah Group will be effective in doing so".

Standard of Care

The Services Agreement requires Waratah to perform its obligations thereunder with such skill and care as would be reasonably expected of a professional manager managing in good faith an entity of comparable size and complexity to us and having a materially similar objective. In addition, Waratah is required to ensure that its obligations under the Services Agreement are performed by a team of appropriately qualified, trained and experienced professionals and that the executives of Waratah devote an appropriate portion of their business time to the management of our business as shall be necessary to ensure that Waratah is able to perform its obligations under the Services Agreement.

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 Company.

During the term, the Services Agreement may only be terminated by us for Cause (as defined below) or following a change of control of the Company. 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 Company, as applicable.

On the termination of the Services Agreement: (i) Waratah will be entitled to receive all moneys accrued and due up to the date of such termination but will not be entitled to compensation in respect of such termination; and (ii) Waratah will forthwith deliver to us all correspondence and records of all and every description relating to our affairs which are in its possession or under its control.

"**Cause**" will exist where: (i) Waratah defaults in the performance or observance of any material term, condition or covenant contained in the Services Agreement that results in a material harm to us and to the extent such default is capable of being remedied such default continues unremedied for a period of 45 days after written notice thereof by us to Waratah specifying such default and requesting that the same be remedied in such 45-day period, (ii) Waratah engages in any act of fraud, gross misconduct, misappropriation of funds or embezzlement against us and such act results in material harm to us, (iii) Waratah is grossly negligent in the performance of its duties under the Services Agreement and such gross negligence results in material harm to us, or (iv) Waratah makes a general assignment for the benefit of its creditors, institutes proceedings to be adjudicated voluntarily bankrupt, consents to the filing of a petition of bankruptcy against it, is adjudicated by a court of competent jurisdiction as being bankrupt or insolvent, seeks reorganization under any bankruptcy or insolvency law or consents to the filing of a petition seeking such reorganization or has a decree entered against it by a court of competent jurisdiction appointing a receiver, liquidator, trustee or assignee in bankruptcy or insolvency; provided that in the case of clauses (ii) and (iii), where the relevant act or omission is carried out by an individual providing executive officer services to us, it shall not constitute Cause if Waratah promptly terminates its relationship with such individual (without cost or expense to us) and arranges for the replacement of such individual with another individual acceptable to our Compensation, Nominating and Governance Committee.

There are no penalties for terminating a portion of in scope services; however, the Company will be responsible for covering the cost of any early termination charges, pre-paid expenses and wind-down costs that may be incurred by Waratah in connection with the discontinuance of such services.

Indemnification

The Services Agreement provides that, to the fullest extent permitted by law, we will indemnify and hold harmless Waratah and its and its affiliates' members, officers, directors, employees, shareholders, partners, consultants or advisors (collectively, the "**Indemnified Parties**") from and against any and all damages, losses and expenses that are incurred by any Indemnified Party and arise out of or in connection with our affairs, including acting as an executive officer of us or our subsidiaries or acting as a director of any of our subsidiaries, or the performance by such Indemnified Party of any of the services or other functions arising out of or in connection with the Services Agreement, or otherwise in connection with the matters contemplated in the Services Agreement other than as a result of: (i) losses arising from such Indemnified Party's act or omission to the extent such Indemnified Party's performance thereof was grossly negligent or constituted wilful misconduct, (ii) economic losses incurred by any Indemnified Party as a result of the ownership of an interest in us, (iii) the expenses that Waratah is otherwise obligated to pay, (iv) our expenses that an Indemnified Party has agreed to pay without a right to reimbursement, or (v) disputes exclusively between and among the Indemnified Parties, or (vi) a violation of any applicable laws and regulations by any Indemnified Party. Expenses reasonably incurred by any Indemnified Party in defending an action, suit or proceeding will be paid by us in advance of the final disposition of such action, suit or proceeding, provided that the Indemnified Party undertakes to repay such amount if it is ultimately determined that such person was not entitled to be indemnified.

Limitation of Liability

The Services Agreement provides that Waratah shall have no liability to the Company in excess of amounts paid (or reimbursed) by the Company to Waratah during the prior 12 month period under the Services Agreement; provided that Waratah shall not be liable for any action taken, omitted or suffered to be taken by it in its reasonable judgment, in good faith and believed by it to be authorized or within the discretion or rights or powers conferred upon it by the Services Agreement, or in accordance with (or in the absence of) specific directions or instructions from the Company. Notwithstanding the foregoing, these limitations of liability shall not apply to any acts or omissions that resulted from Waratah's wilful misconduct, bad faith or gross negligence or violation of the standard of care owed to the Company under the Services Agreement.

LRC LP I Limited Partnership Agreement

Each of the two remaining GOR royalties on the Tres Quebradas project, the NSR royalty on the Grota do Cirilo project and the NSR royalty on the Mariana project are held by LRC LP I. Pursuant to a third amended and restated limited partnership agreement entered into on March 13, 2023 (the "**Limited Partnership Agreement**"), we own a 90% limited partnership interest in LRC LP I and Altius Royalty Corporation owns the remaining 10% limited partnership interest. By

virtue of owning its general partner, LRC GP Inc., we have indirect control over the business and affairs of LRC LP I. Altius Royalty Corporation has limited rights under the Limited Partnership Agreement, and based on current ownership levels any transfer by Altius Royalty Corporation of its limited partnership interests is subject to a right of first offer in our favour while we hold a majority interest in the limited partnership. Other than the royalties listed immediately above, the Company does not anticipate that any royalties will be held in this limited partnership. The Limited Partnership Agreement is available on SEDAR+ at www.sedarplus.ca.

INTERESTS OF EXPERTS

Certain technical and scientific information contained in this AIF was reviewed or approved in accordance with NI 43-101 by Don Hains, P. Geo, of Hains Engineering Company Limited, a "qualified person" as defined in NI 43-101. To the knowledge of the Company, Mr. Hains held less than 1% of the outstanding securities of the Company, or of any associate or affiliate thereof as of the date hereof, when he reviewed and approved the technical and scientific information contained in this AIF. Mr. Hains did not receive, and will not receive, any direct or indirect interest in any securities of the Company or of any associate or affiliate thereof in connection with his review and approval of such technical and scientific information.

The Company's auditors are KPMG LLP, Chartered Professional Accountants. KPMG LLP has advised that it is independent of the Company within the meaning of the Code of Professional Conduct of the Chartered Professional Accountants of Ontario.

ADDITIONAL INFORMATION

Additional information related to LRC is available electronically on SEDAR+ at www.sedarplus.ca and on its website at www.lithiumroyaltycorp.com. Additional financial information is provided in LRC's Financial Statements and MD&A for its most recently completed financial year.

GLOSSARY OF CERTAIN TERMS

The following is a glossary of certain technical terms that appear in this prospectus. "brine" means saline groundwater that is enriched with dissolved lithium.

"AISC" means "all-in sustaining cost" and is intended to be a comprehensive measure of the total cost of extraction operations per unit of production, including direct operating costs, sustaining capital expenditures, corporate overhead and reclamation costs.

"CIF" means "cost, insurance and freight" and is a shipping term indicating that the seller is responsive for covering the cost of the shipments, marine insurance, and freight charges to transport the shipment to the buyer's designated port. However, once the shipment is loaded onto the shipping vessel, the risk of loss or damage transfers to the buyer.

"**claim**" means a mining right that grants a holder the exclusive right to search and develop any mineral substance within a given area, but does not represent a title interest to the underlying property.

"**crushing**" means a unit operation which reduces the size of material delivered as ore for further processing.

"**cut-off grade**" means a calculated minimum metal or mineral grade at which material can be mined and processed at break-even cost.

"**deposit**" means an accumulation of mineralization or other valuable earth material of any origin.

"**EV**" means electric vehicle, which includes passenger and commercial vehicles powered in full or in part by batteries, as opposed to an internal combustion engine.

"**ESG**" means environmental, social and governance.

"**ESS**" means energy storage systems, which are systems whose purpose is to store energy for use at a later time.

"FOB" means "free on board" and is a shipping term indicating that the seller of the shipment is responsible for all the costs and risks of delivering the shipment to a specific port or location, at which point ownership and liability transfer to the buyer. The specific obligations depend on whether the term is FOB Shipping Point (buyer assumes risk once shipment leaves the seller's location) or FOB Destination (seller retains risk until the shipment arrives at the buyer's location).

"**grade**" means the concentration of an element of interest expressed as relative mass units (percentage, parts per million, ounces per ton, etc.).

"**gross overriding revenue**" or "**GOR**" means a royalty based on the total revenue stream from the sale of production from the property with few, if any, deductions.

"**illite**" means a mica-like clay mineral common in sedimentary rocks.

"**ICE**" means internal combustion engine.

"**IPO**" means the initial public offering of common shares of the Company completed on March 15, 2023.

"**JORC Code**" means the Australasian Code for Reporting of Exploration Results, Mineral Resources and Ore Reserves prepared by the Joint Ore Reserves Committee of the Australasian Institute of Mining and Metallurgy, Australian Institute of Geoscientists and Minerals Council of Australia, as amended.

"**kt**" means a thousand tonnes.

"**lepidolite**" is a lithium-bearing mineral and a member of the mica group of minerals.

"**lithium carbonate equivalent**" or "**LCE**" means a normalized measure of varied lithium content found in key raw materials and chemicals, such as spodumene concentrate, lithium carbonate and lithium hydroxide. Set out below is a conversion table between LCE and other lithium materials.

LCE Conversion Table

Convert from	Convert to Li	Convert to Li_2O	Convert to Li_2CO_3
Lithium (Li)	1.00	2.153	5.323
Lithium Oxide (Li_2O)	0.464	1.000	2.473
Lithium Carbonate (Li_2CO_3)	0.188	0.404	1.000

"**Li_2O**" means lithium oxide.

"**mg/L**" means milligrams per litre, a measure of lithium concentration, typically used in reference to lithium brines.

"**Mineral Reserve**" means the economically mineable part of a Measured or Indicated Mineral Resource demonstrated by at least a preliminary feasibility study, which study must include adequate information on mining, processing, metallurgical, economic and other relevant factors that demonstrate, at the time of reporting, that economic extraction can be justified. A Mineral Reserve includes diluting materials and allowances for losses that may occur when the material is mined. The following are different types of Mineral Reserves:

"*Probable Mineral Reserve*" means the economically mineable part of an Indicated and, in some circumstances, a Measured Mineral Resource demonstrated by at least a preliminary feasibility study. This study must include adequate information on mining, processing, metallurgical, economic, and other relevant factors that demonstrate, at the time of reporting, that economic extraction can be justified.

"*Proven Mineral Reserve*" means the economically mineable part of a Measured Mineral Resource. A proven Mineral Reserve implies a high degree of confidence in the modifying factors.

"**Mineral Resource**" means a concentration or occurrence of diamonds, natural solid inorganic material, or natural solid fossilized organic material including base and precious metals, coal, and industrial minerals in or on the earth's crust in such form and quantity and of such a grade or quality that it has reasonable prospects for economic extraction. The location, quantity, grade, geological characteristics and continuity of a Mineral Resource are known, estimated or interpreted from specific geological evidence and knowledge. The following are different types of Mineral Resources:

"*Inferred Mineral Resource*" means that part of a Mineral Resource for which quantity and grade or quality can be estimated on the basis of geological evidence and limited sampling and reasonably assumed, but not verified, geological and grade continuity. The estimate is based on limited information and sampling gathered through appropriate techniques from locations such as outcrops, trenches, pits, workings and drill holes.

"*Indicated Mineral Resource*" means that part of a Mineral Resource for which quantity, grade or quality, densities, shape and physical characteristics can be estimated with a level of confidence sufficient to allow the appropriate application of technical and economic parameters to support mine planning and evaluation of the economic viability of the deposit. The estimate is based on detailed and reliable exploration and test information gathered through appropriate techniques from location such as outcrops, trenches, pits, workings and drill holes that are spaced closely enough for geological and grade continuity to be reasonably assumed.

"*Measured Mineral Resource*" means that part of a Mineral Resource for which quantity, grade or quality, densities, shape and physical characteristics are so well established that they can be estimated with confidence sufficient to allow the appropriate application of technical and economic parameters to support production planning and evaluation of the economic viability of the deposit. The estimate is based on detailed and reliable exploration, sampling and testing information gathered through appropriate techniques from locations such as outcrops, trenches, pits, workings and drill holes that are spaced closely enough to confirm both geological and grade continuity.

"**mineralization**" means the process or processes by which a mineral or minerals are introduced into a rock, resulting in a potentially valuable deposit.

"**Mm^3**" means 1 million cubic meters, a unit of volume.

"**Mt**" means megatonne, or 1 million metric tonnes.

"**mT**" means metric tonne, a metric measurement of weight equivalent to 1,000 kilograms.

"**net smelter return**" or "**NSR**" means a royalty based on the value of production or net proceeds received by the operator from the smelter or refinery that treats the operator's mineral production.

"**NI 43-101**" means National Instrument 43-101, a national instrument for the Standards of Disclosure for Mineral Projects within Canada. The Instrument is a codified set of rules and guidelines for reporting and displaying information related to mineral properties owned by, or explored by, companies which report these results on stock exchanges within Canada and issuers that are subject to Canadian securities laws.

"**Ontario Entity**" means 2401261 Ontario Inc.

"**open pit**" means the use of surface mining to extract ore from an open pit. The geometry of the open pit may vary with the characteristics of the ore.

"**ore**" means a mineral or aggregate of minerals from which metal or minerals can be economically mined or extracted.

"**pegmatite**" means an igneous rock, formed by slow crystallization at high temperature and pressure at depth, and exhibiting large interlocking crystals usually greater in size than 2.5 cm (1 in).

"**Pre-IPO Reorganization**" means the reorganization described in "Capital Structure — March 2023 Pre-IPO Reorganization", consisting of disposition of portfolio securities, offtakes, working interests and excess cash; repayment of shareholder notes; creation of convertible common shares; exchange of Class A common shares and Class B common shares; and subdivision of equity shares.

"Principal Shareholders" means the Waratah Funds and Riverstone.

"recovery rate" means the percentage of a target mineral successfully extracted from the ore during processing, relative to the total amount contained in the mined material. It is calculated as the ratio of the recovered material in the final product to the total mineral content in the ore fed into the processing plant and is an indicator of processing efficiency.

"**refining**" means the process of purifying an impure metal.

"**Riverstone**" means Riverstone VI LRC B.V.

"**salar**" means a large-scale geographic feature characterized by a salt flat or salt-encrusted depression.

"**SC6**" means spodumene concentrate, with 6% lithium oxide content.

"**smectite**" means a phyllosilicate clay mineral.

"**spodumene**" means a pyroxene mineral consisting of lithium aluminium inosilicate, $LiAl(SiO_3)_2$, a source of lithium.

"strip ratio" means the ratio of waste material to ore that must be removed during mining to access the target mineral deposit. It is calculated as the volume or tonnage of waste rock mined divided by the volume or tonnage of ore mined.

"**Ta_2O_5**" means tantalum pentoxide.

"**Tax Act**" means the Income Tax Act (Canada).

"**tpa**" means tonnes per annum.

"**tailings**" means the finely ground rock from which valuable minerals have been extracted from concentration.

"**tenement**" means a mineral claim.

"**tonne**" or "**t**" means a metric tonne, being 1,000 kilograms or 2,204.62 pounds.

"**Waratah**" means Waratah Capital Advisors Ltd.

"**Waratah Funds**" means, collectively, Royalty Capital I Limited Partnership, Royalty Capital II Limited Partnership, Royalty Capital I-II Limited Partnership and Royalty Capital II-II Limited Partnership.

"**Waratah Group**" means, collectively, Waratah and its affiliates, its controlling persons and investment funds managed by it and its affiliates. As of the date of this prospectus, the Waratah Group includes Waratah, each of the Waratah Funds, each of the founders of Waratah who are the controlling persons and the Ontario Entity.

Appendix A — Charter of the Audit Committee

CHARTER OF THE AUDIT COMMITTEE OF

LITHIUM ROYALTY CORP.

1 PURPOSE AND RESPONSIBILITIES OF THE COMMITTEE

1.1 Purpose

The purpose of the audit committee (the "**Committee**") of Lithium Royalty Corp. (the "**Corporation**") is to assist the board of directors of the Corporation (the "**Board**") in its oversight of:

(a) 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;

(b) the adequacy of the Corporation's internal controls over financial reporting and disclosure controls and procedures;

(c) the Corporation's compliance with legal and regulatory requirements;

(d) the External Auditor's independence, qualifications and performance;

(e) the work of the External Auditor and the performance of the Corporation's internal audit function; and

(f) performing any other activities consistent with this Charter or specifically assigned to the Committee by the Board.

2 DEFINITIONS AND INTERPRETATION

2.1 Definitions

In this Charter:

(a) "**Chair**" means the Chair of the Committee;

(b) "**Compensation, Nominating and Governance Committee**" means the compensation, nominating and governance committee of the Board;

(c) "**Director**" means a member of the Board;

(d) "**External Auditor**" means the accounting firm that serves as the Corporation's independent auditor; and

(e) "**Shareholders**" means the shareholders of the Corporation.

2.2 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*, and any other applicable legislation.

3 ESTABLISHMENT AND COMPOSITION OF COMMITTEE

3.1 Establishment of the Audit Committee

The Committee is hereby established with the constitution, function and responsibilities set forth herein.

3.2 Appointment and Removal of Members of the Committee

(a) **Appointment of Members**. The members of the Committee shall be appointed by the Board, having considered the recommendations of the Compensation, Nominating and Governance Committee.

(b) **Annual Appointments**. The appointment of members of the Committee shall take place 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 members of the Committee is not so made, the Directors who are then serving as members of the Committee shall continue as members of the Committee until their successors are appointed.

(c) **Vacancies**. The Board may appoint a member to fill a vacancy which occurs in the Committee between annual elections of Directors. If a vacancy exists on the Committee, the remaining members shall exercise all of their powers so long as a quorum remains in office.

(d) **Removal of Members**. Any member of the Committee may be removed from the Committee by a resolution of the Board.

3.3 Number of Members

The Committee shall consist of three or more Directors.

3.4 Qualifications and Independence of Members

(a) **Financial Literacy**. Each member of the Committee shall be financially literate or must become financially literate within a reasonable period of time after his or her appointment to the Committee. For the purposes of this Charter being "**financially literate**" means having 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.

(b) **Accounting or Financial Management Expertise**. The Board will appoint to the Committee at least one Director who has accounting or financial management expertise.

(c) **Independence**. Each member of the Committee shall be independent for the purposes of all applicable laws and stock exchange requirements.

3.5 Board Approval Required

No member of the Committee shall serve on more than three public company audit committees without the approval of the Board.

4 COMMITTEE CHAIR

4.1 Board to Appoint Chair

The Board shall appoint the Chair from the members of the Committee.

4.2 Chair to be Appointed Annually

The appointment of the Chair shall take place 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 is not so made, the Director who is then serving as Chair shall continue as Chair until his or her successor is appointed.

5 COMMITTEE MEETINGS

5.1 Quorum

A quorum of the Committee shall be a majority of the members.

5.2 Secretary

The Chair shall designate from time to time a person who may, but need not, be a member of the Committee, to act as the secretary of the Committee.

5.3 Time and Place of Meetings

The time and place of the meetings of the Committee and the calling of meetings and the procedure in all things at such meetings shall be determined by the Committee; provided, however, that the Committee shall meet at least quarterly.

5.4 Meetings with Management and Auditors

As part of each meeting of the Committee at which the Committee recommends that the Board approve the annual audited financial statements or at which the Committee approves the quarterly financial statements, the Committee shall meet separately with each of:

(a) the relevant members of management of the Corporation; and

(b) the External Auditor.

5.5 Right to Vote

Each member of the Committee shall have the right to vote on matters that come before the Committee.

5.6 Voting

Any matters to be determined by the Committee shall be decided by a majority of votes cast at a meeting of the Committee called for such purpose. Actions of the Committee may be taken by an instrument or instruments in writing signed by all of the members of the Committee, and such actions shall be effective as though they had been decided by a majority of votes cast at a meeting of the Committee called for such purpose.

5.7 Invitees

The Committee may invite any Directors, officers or employees of the Corporation or any other person to attend meetings of the Committee to assist in the discussion and examination of the matters under consideration by the Committee. The External Auditor shall receive notice of and attend, at the expense of the Corporation, each meeting of the Committee.

5.8 Regular Reporting

The Committee shall report to the Board at the Board's next meeting the proceedings at the meetings of the Committee and all recommendations made by the Committee at such meetings.

6 AUTHORITY OF COMMITTEE

6.1 Retaining and Compensating Advisors

The Committee has the authority to retain independent counsel or any other advisors as the Committee may deem appropriate, in its sole and absolute discretion. The Committee is not required to obtain the approval of the Board in order to retain or compensate such counsel or other advisors.

6.2 Funding

The Committee has the authority to authorize the payment of:

(a) the compensation of the External Auditor or any other independent auditor engaged for the purpose of preparing or issuing an audit report or performing other audit, review or attest services for the Corporation;

(b) the compensation of any independent counsel or other advisors retained by the Committee under Section 6.1; and

(c) any ordinary administrative expenses of the Committee that are necessary or appropriate in carrying out its duties.

6.3 Communication with Auditors

The Committee has the authority to communicate directly with the External Auditor and the Internal Auditor.

6.4 Subcommittees

The Committee may delegate authority to individual members or subcommittees if deemed appropriate.

6.5 Recommendations to the Board

The Committee shall have the authority to make recommendations to the Board, but shall have no decision-making authority other than as specifically contemplated in this Charter or as specifically delegated by the Board.

7 REMUNERATION OF COMMITTEE MEMBERS

7.1 Remuneration of Committee Members

Members of the Committee and the Chair shall receive such remuneration for their service on the Committee as the Board may determine from time to time, having considered the recommendations of the Compensation, Nominating and Governance Committee.

7.2 Directors' Fees

No member of the Committee may earn fees from the Corporation or any of its subsidiaries other than Directors' fees (which fees may include a combination of cash, benefits and common shares, options or other equity securities of the Corporation). For greater certainty, no member of the Committee shall accept, directly or indirectly, any consulting, advisory or other compensatory fee from the Corporation.

8 PRIMARY DUTIES AND RESPONSIBILITIES OF THE COMMITTEE

8.1 Review and Approval of Financial Information

(a) ***Annual Financial Statements***. The Committee shall review and discuss with the relevant members of management and the External Auditor the audited annual financial statements of the Corporation, together with the notes thereto and the report of the External Auditor thereon, and the related management's discussion and analysis ("**MD&A**") and, if appropriate, recommend to the Board that it approve such audited annual financial statements and the related MD&A.

(b) ***Interim Financial Statements***. The Committee shall review and discuss with the relevant members of management and the External Auditor the unaudited condensed interim consolidated financial statements of the Corporation, together with the notes thereto, and the related MD&A and, if appropriate, recommend to the Board that it approve such unaudited condensed interim consolidated financial statements and the related MD&A.

(c) ***Material Public Financial Disclosure***. The Committee shall discuss with the relevant members of management and the External Auditor:

(i) financial information to be disclosed in the press releases discussing the annual and interim profits or losses of the Corporation;

(ii) financial information to be disclosed in any other press releases issued by the Corporation; and

(iii) financial information and earnings guidance provided to analysts and rating agencies.

(d) ***Procedures for Review***. The Committee shall be satisfied that adequate procedures are in place for the review of disclosure containing financial information extracted or derived from the Corporation's financial statements and shall periodically assess the adequacy of those procedures.

(e) ***General***. The Committee shall review and discuss with the relevant members of management and the External Auditor:

(i) major issues regarding accounting principles and financial statement presentations, including any significant changes in the Corporation's selection or application of accounting principles;

(ii) major issues as to the adequacy of the Corporation's internal controls over financial reporting and any special audit steps adopted in light of material internal control deficiencies;

(iii) analyses prepared by management or the External Auditor setting forth significant financial reporting issues and judgments made in connection with the preparation of the financial statements, including analyses of the effects of alternative accounting methods on the financial statements;

(iv) the effect on the financial statements of the Corporation of regulatory and accounting initiatives;

(v) the effect on the financial statements of the Corporation of off-balance sheet transaction structures, obligations (including contingent obligations) and other relationships of the Corporation with unconsolidated entities or other persons that have a material current or future effect on the financial condition, changes in financial condition, results of operations, liquidity, capital resources, capital reserves or significant components of revenues or expenses of the Corporation;

(vi) the extent to which changes or improvements in financial or accounting practices approved by the Committee have been implemented;

(vii) policies and procedures relating to the maintenance and oversight of financial information relating to royalties and other financial interests;

(viii) any financial information or financial statements to be disclosed in a prospectuses, offering memorandum or other offering document of the Corporation; and

(ix) management's certification of the financial statements as required under applicable laws and stock exchange requirements.

8.2 Oversight of the External Auditor

(a) ***Authority with Respect to External Auditor***. The Committee shall be responsible for the selection, compensation, retention and oversight of the work of the External Auditor engaged for the purpose of preparing or issuing an audit report or performing other audit, review or attest services for the Corporation. In discharging its responsibilities, the Committee shall:

(i) recommend to the Board the accounting firm to be proposed to the Shareholders for appointment as the External Auditor;

(ii) recommend to the Board the compensation of the External Auditor;

(iii) determine, at any time, whether the Board should recommend to the Shareholders that the incumbent External Auditor be removed from office;

(iv) review the terms of the External Auditor's engagement and discuss the audit fees with the External Auditor, as necessary; and

(v) require the External Auditor report directly to the Committee.

(b) ***Independence of External Auditor***. The Committee shall satisfy itself as to the independence of the External Auditor. As part of this process, the Committee shall:

(i) assure the regular rotation of the lead audit partner as required by applicable laws and consider whether, in order to ensure continuing independence of the External Auditor, the Corporation should periodically rotate the accounting firm that serves as External Auditor;

(ii) require the External Auditor to submit at least annually to the Committee a formal written statement delineating all relationships between the External Auditor and the Corporation, engage in a dialogue with the External Auditor with respect to any disclosed relationships or services that may impact the objectivity and independence of the External Auditor, and recommend to the Board the appropriate actions to be taken in response to the External Auditor's report to satisfy itself of the External Auditor's independence;

(iii) unless the Committee adopts pre-approval policies and procedures, it must pre-approve any non-audit services provided by the External Auditor to the Corporation or its subsidiaries; provided, however, that the Committee may delegate such pre-approval authority to one or more of its members, who shall report to the Committee concerning their exercise of such delegated authority at or prior to the next scheduled meeting of the Committee; and

(iv) establish, approve and periodically review the Corporation's hiring policy regarding partners, employees and former partners and employees of the External Auditor and any accounting firm that used to serve as External Auditor.

(c) ***Issues Between External Auditor and Management***. The Committee shall satisfy itself that any disagreement between management and the External Auditor regarding the Corporation's financial reporting is resolved. As part of this process, the Committee shall:

(i) review any problems experienced by the External Auditor in conducting the audit, including any restrictions on the scope of the External Auditor's activities or on its access to requested information;

(ii) act as an intermediary with a view of resolving any significant disagreements that may arise between management of the Corporation and the External Auditor;

(iii) review with the External Auditor:

(A) any accounting adjustments that were noted or proposed by the External Auditor, but were ultimately not made;

(B) any auditing or accounting issues presented by the engagement;

(C) any internal control issues or weaknesses identified by the External Auditor; and

(D) the responsibilities, budget and staffing of the Corporation's internal audit function.

(d) ***Evaluation of External Auditor***. The Committee shall evaluate the External Auditor every two years and present its conclusions to the Board. In connection with this evaluation, the Committee shall:

(i) obtain and review a report prepared by the External Auditor describing:

(A) the External Auditor's quality-control procedures;

(B) any material issues raised by the most recent internal quality-control review, or peer review, of the External Auditor or by any inquiry, review, inspection or investigation involving the External Auditor by governmental or professional authorities, within the preceding five years, in respect of one or more independent audits carried out by the External Auditor, and any steps taken to deal with any such issues; and

(C) all relationships between the External Auditor and the Corporation; and

(ii) review and evaluate the performance of the lead partner of the External Auditor.

8.3 Risk Assessment and Risk Management

The Committee shall assist the executive officers of the Corporation in assessing and managing the Corporation's risk exposure. In doing so, the Committee shall:

(a) discuss the Corporation's major financial risk exposures with the executive officers and review the systems implemented and strategies taken by management to monitor and control such financial risk exposures;

(b) review the External Auditor's recommendations to address any weaknesses in the Corporation's internal controls and the steps taken by management to implement such recommendations;

(c) make recommendations to the Board whether any new risk management strategies should be considered or implemented.

8.4 Internal Audit Function

In connection with the oversight of the Corporation's internal audit function, to the extent applicable, the Committee shall:

(a) review the terms of reference of the internal audit function;

(b) in consultation with the External Auditor and the internal audit group, review the adequacy of the Corporation's internal control structure and procedures designed to ensure compliance with applicable laws and any special audit steps adopted in light of material deficiencies and controls;

(c) review management's response to significant internal control recommendations made by the internal audit group and the External Auditor;

(d) review (i) the annual internal control report prepared by management, including management's assessment of the effectiveness of the Corporation's internal controls, structure and procedures for financial reporting, and (ii) the External Auditor's annual report on the assessment made by management; and

(e) instruct the External Auditor to prepare an annual evaluation of the Corporation's internal audit function and review the results of that evaluation.

9 OTHER DUTIES AND RESPONSIBILITIES OF THE COMMITTEE

9.1 Related Party Transactions

The Committee shall review all related party transactions involving the Corporation and make recommendations to the Board regarding any actions to be taken, including the approval of any proposed transactions.

9.2 Expense Reimbursement Policy

The Committee shall review and make recommendations with respect to the Corporation's expense reimbursement policy and the rules relating to the standardization of the Corporation's expense reporting practices. The Committee shall also review the expense reimbursement summaries submitted by the Chief Executive Officer of the Corporation on a quarterly basis.

9.3 Integrity Assurance

The Committee shall review and make recommendations with respect to the Corporation's integrity assurance policy. In connection therewith, the Committee shall put in place procedures for:

(a) the receipt, retention and treatment of complaints received by the Corporation regarding accounting, internal accounting controls or auditing matters; and

(b) the confidentiality and anonymity of submissions made by employees and other personnel of the Corporation regarding questionable accounting or auditing practices;

(c) the receipt of reports by the general counsel of the Corporation on all complaints received under the integrity assurance policy; and

(d) considering the recommendations of the general counsel of the Corporation in respect of actions to be taken in response to the complaints received.

10 PERFORMANCE EVALUATION

Every two years, the Committee shall assess the performance and effectiveness of the Committee, pursuant to the process established by the Compensation, Nominating and Governance Committee.

11 CHARTER REVIEW

Every two years, the Committee shall review and assess the adequacy of this Charter and recommend to the Board any changes it deems appropriate.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