

NEWS RELEASE

Toronto, March 20, 2025

## **Lithium Royalty Corp. Announces Substantial Issuer Bid**

- LRC to repurchase up to C\$7 million of common shares
- Offer to proceed by modified Dutch auction in the range of C\$4.50 to C\$5.20 per common share

Lithium Royalty Corp (TSX: LIRC) ("LRC" or the "Company") announces today that it will be undertaking a substantial issuer bid (the "Offer"), pursuant to which the Company will offer to purchase up to C\$7 million in value of its outstanding common shares (the "Shares") from holders of Shares (the "Shareholders") for cash, at a single price per Share of not less than C\$4.50 per Share and not more than C\$5.20 per Share, determined pursuant to a "modified Dutch auction" process (the "Purchase Price"). The Offer is expected to commence on or about March 25, 2025 and remain open for acceptance until 5:00 p.m. (Toronto time) on or about April 30, 2025, unless extended, varied or withdrawn by the Company (the "Expiration Date").

As of March 20, 2025, there were 25,005,827 Shares and 30,549,214 convertible common shares of the Company ("Convertible Common Shares" and, together with the Shares, "Equity Shares") issued and outstanding, for an aggregate of 55,555,041 Equity Shares. The Offer would be for approximately 2.8% of the total number of issued and outstanding Equity Shares if the Purchase Price is determined to be C\$4.50 (which is the minimum price per Share under the Offer) or approximately 2.4% of the total number of issued and outstanding Equity Shares if the Purchase Price is determined to be C\$5.20 (which is the maximum price per Share under the Offer). The Offer is only being made to acquire Shares and not for Convertible Common Shares or any other securities of the Company.

The Offer will proceed by way of a "modified Dutch auction". Shareholders wishing to tender to the Offer will be entitled to do so pursuant to: (i) auction tenders in which they will specify the number of Shares being tendered at a price of not less than C\$4.50 and not more than C\$5.20 per Share, in increments of C\$0.10 per Share (an "Auction Tender"), or (ii) purchase price tenders in which they will not specify a price per Share, but will rather agree to have a specified number of Shares purchased at the Purchase Price (a "Purchase Price Tender"). The Company will deem those Shareholders who validly deposit Shares without specifying the method in which they are tendering their Shares to have made a Purchase Price Tender.

The Purchase Price that the Company will pay for each validly deposited Share taken up will be determined upon expiry of the Offer, and will be the lowest price (which will not be less than C\$4.50 and not more than C\$5.20 per Share) that enables the Company to purchase Shares up to the maximum amount available for Auction Tenders and Purchase Price Tenders, determined in accordance with the terms of the Offer. Each Shareholder who has properly deposited Shares pursuant to an Auction Tender at or below the Purchase Price, or a Purchase Price Tender, and who has not withdrawn such Shares, will receive the Purchase Price, payable in cash (subject to applicable withholding taxes, if any, as will be outlined in the Offer Documents (as defined below)), for all Shares taken up by the Company upon the terms and subject to the conditions of the Offer. The Company will return those Shares not taken up in connection with the Offer, including Shares deposited pursuant to Auction Tenders at prices above the Purchase Price.

If the aggregate number of Shares validly deposited and not withdrawn pursuant to the Offer exceeds the maximum number of Shares to be purchased under the Offer, then such deposited Shares will be purchased as follows: (a) first, the Company will purchase at the Purchase Price, all Shares validly tendered by Shareholders who own, as of the close of business on the Expiration Date, fewer than 100 Shares (the "Odd Lot Holders"); and (b) second, the Company will purchase at the Purchase Price on a pro rata basis according to the number of Shares deposited or deemed to be deposited by the depositing Shareholders, less the number of Shares purchased from Odd Lot Holders (with adjustments to avoid the purchase of fractional Shares).

The Offer will not be conditional upon any minimum number of Shares being tendered. The Offer will, however, be subject to other conditions and the Company will reserve the right, subject to applicable

laws, to withdraw, extend or amend the Offer, if, at any time prior to the payment for deposited Shares, certain events occur as described in the Offer Documents.

The Company plans to fund the purchases of Shares under the Offer through available cash on hand, which was recently supplemented following the closing of the Company's partial sale of the Tres Quebradas royalty interest on March 19, 2025.

The Board of Directors of the Company believes that the Offer is an advisable use of the Company's financial resources given its available cash resources and its ongoing cash requirements as well as the Company's belief that its Shares are undervalued. The Offer provides the Company with the opportunity to return up to C\$7 million of capital to Shareholders who elect to tender, while at the same time increasing the proportionate share ownership of Shareholders who do not elect to tender.

In connection with the Offer, the Company has suspended Share repurchases under its normal course issuer bid ("NCIB"), and therefore the Company will not repurchase any of its Shares under its NCIB during the term of the Offer. The Company will resume Share repurchases under its NCIB following closing of the Offer.

Details of the Offer, including instructions for tendering Shares to the Offer and the factors considered by the Board of Directors in making its decision to approve the Offer, will be set out in the formal offer to purchase and issuer bid circular, letter of transmittal, notice of guaranteed delivery and other related documents (the "Offer Documents"), which are expected to be mailed to Shareholders, filed with applicable Canadian Securities Administrators and made available free of charge on the System for Electronic Data Analysis and Retrieval + ("SEDAR+") at [www.sedarplus.com](http://www.sedarplus.com) on or about March 25, 2025. Shareholders should carefully read the Offer Documents prior to making a decision with respect to the Offer.

The Board of Directors of the Company has obtained a liquidity opinion (the "Liquidity Opinion") from Cormark Securities Inc. ("Cormark") to the effect that, based on and subject to the qualifications, assumptions and limitations stated in the Liquidity Opinion, as of March 20, 2025, (a) a liquid market for the Shares exists and (b) that it is reasonable to conclude that, following the completion of the Offer in accordance with its terms, there will be a market for the holders of Shares who do not tender to the Offer that is not materially less liquid than the market that existed at the time of the

making of the Offer. Reference should be made to the complete version of Cormark's Liquidity Opinion, a copy of which will be included in the Offer Documents.

Waratah Capital Advisors Ltd., as investment manager to the four Royalty Capital funds that collectively hold all 30,549,214 Convertible Common Shares issued and outstanding, has confirmed to the Company that none of the Royalty Capital funds will be converting their Convertible Common Shares into Shares and tendering to the Offer. Riverstone VI LRC B.V., which is the beneficial owner of, or exercises control or direction over, 15,912,472 Shares, representing approximately 63.6% of all issued and outstanding Common Shares, has also confirmed to the Company that it will not be tendering Shares to the Offer. To the knowledge of the Company, after reasonable inquiry, no director or officer of the Company has indicated an intention to tender Shares to the Offer.

The Company has engaged TSX Trust Company ("TSX Trust") to act as depositary for the Offer.

The Board of Directors of the Company has approved the Offer. However, none of the Company, its Board of Directors, Cormark or TSX Trust makes any recommendation to any Shareholder as to whether to deposit or refrain from depositing Shares under the Offer, or in the case of Auction Tenders, at what price to deposit Shares under the Offer. Shareholders are urged to read the Offer Documents carefully and evaluate carefully all information in the Offer, and to consult their own financial, legal, investment and tax advisors prior to making any decision with respect to the Offer.

This press release is for informational purposes only and does not constitute an offer to buy or the solicitation of an offer to sell Shares. The solicitation and the offer to buy Shares will only be made pursuant to the Offer Documents.

Any questions or requests for information regarding the Offer should be directed to TSX Trust, as the depositary, at: [shareholderinquiries@tmx.com](mailto:shareholderinquiries@tmx.com).

### **About Lithium Royalty Corp.**

LRC is a lithium-focused royalty company organized in Canada, which has established a globally diversified portfolio of 35 revenue royalties on mineral properties that are related to the electrification and decarbonization of the global economy. The Company's royalty portfolio is

focused on the battery supply chain for the transportation and energy storage industries and is underpinned by mineral properties that produce or are expected to produce lithium and other battery materials. LRC is a signatory to the Principles for Responsible Investment; the integration of ESG factors and sustainable mining are considerations in our investment analysis and royalty acquisitions.

### Contact Information for Inquiries:

Jonida Zaganjori  
Investor Relations  
(647) 792-1100  
jonida@lithiumroyaltycorp.com

### Forward Looking Statements

*This press release contains "forward-looking information" and "forward-looking statements" within the meaning of applicable Canadian securities laws, which may include, but are not limited to, statements with respect to future events or future performance, the Company's current intentions regarding commencement of the Offer, the timing, terms and conditions of the Offer, the source of funds through which the Shares will be purchased, the ultimate Purchase Price, the number of Shares to be purchased and the resumption of the NCIB. Often, but not always, forward-looking statements can be identified by the use of words such as "plans", "expects", "is expected", "budgets", "potential for", "scheduled", "estimates", "forecasts", "predicts", "projects", "intends", "targets", "aims", "anticipates" or "believes" or variations (including negative variations) of such words and phrases or may be identified by statements to the effect that certain actions "may", "could", "should", "would", "might" or "will" be taken, occur or be achieved. Forward-looking statements involve known and unknown risks, uncertainties and other factors, which may cause the actual results, performance or achievements of LRC to be materially different from any future results, performance or achievements expressed or implied by the forward-looking statements. Forward-looking information is based on management's beliefs and assumptions and on information currently available to management. The forward-looking statements herein are made as of the date of this press release only and LRC does not assume any obligation to update or revise them to reflect new information, estimates or opinions, future events or results or otherwise, except as required by applicable law.*

*A number of factors could cause actual events or results to differ materially from any forward-looking statement, including, without limitation: fluctuations in the prices of the primary commodities that drive royalty revenue (including various lithium products); fluctuations in the value of the Canadian and Australian dollar and any other currency in which revenue is generated, relative to the U.S. dollar; changes in national and local government legislation, including permitting and licensing regimes and taxation policies and the enforcement thereof; the adoption of a global minimum tax on corporations; regulatory, political or economic developments in any of the countries where properties in which LRC holds a royalty or other interest are located or through which they are held; risks related to the operators of the properties in which LRC holds a royalty or other interest, including changes in the ownership and control of such operators; relinquishment or sale of mineral properties; influence of macroeconomic developments; business opportunities that become available to, or are pursued by LRC; reduced access to debt and equity capital; litigation; title, permit or license disputes related to interests on any of the properties in which LRC holds a royalty or other interest; whether or not the Company is determined to have "passive foreign investment company" ("PFIC") status as defined in Section 1297 of the United States Internal Revenue Code of 1986, as amended; excessive cost escalation as well as development, permitting, infrastructure, operating or technical difficulties on any of the properties in which LRC holds a royalty or other interest; actual mineral content may differ from the resources and reserves contained in technical reports; rate and timing of production differences from resource estimates, other technical reports and mine plans; risks associated with the solvency of operators of*

*projects that LRC has royalties over; risks and hazards associated with the business of development and mining on any of the properties in which LRC holds a royalty or other interest, including, but not limited to unusual or unexpected geological and metallurgical conditions, slope failures or cave-ins, sinkholes, flooding and other natural disasters, terrorism, civil unrest or an outbreak of contagious disease; and the integration of acquired assets. The forward-looking statements contained in this press release are based upon assumptions management believes to be reasonable, including, without limitation: the ongoing operation of the properties in which LRC holds a royalty or other interest by the owners 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; no material adverse change in the market price of the commodities (including various lithium products) that underlie the asset portfolio; the Company's ongoing income and assets relating to determination of its PFIC status; no material changes to existing tax treatment; the expected application of tax laws and regulations by taxation authorities; no adverse development in respect of any significant property in which LRC holds a royalty or other interest; the solvency of project operators; the accuracy of publicly disclosed expectations for the development of underlying properties that are not yet in production; integration of acquired assets; and the absence of any other factors that could cause actions, events or results to differ from those anticipated, estimated or intended. However, there can be no assurance that forward-looking statements will prove to be accurate, as actual results and future events could differ materially from those anticipated in such statements. Investors are cautioned that forward-looking statements are not guarantees of future performance. LRC cannot assure investors that actual results will be consistent with these forward-looking statements. Accordingly, investors should not place undue reliance on forward-looking statements due to the inherent uncertainty therein.*

*For additional information with respect to risks, uncertainties and assumptions, please refer to LRC's most recent Annual Information Form dated March 17, 2025 and filed with the Canadian securities regulatory authorities on [www.sedarplus.com](http://www.sedarplus.com). These risks and uncertainties include, but are not limited to, those described under "Risk Factors" in the Annual Information Form, and in particular risks summarized under the "Risks Related to Mining Operations" heading.*