

# NATIONS ROYALTY CORP.

SUITE 3123 – 595 BURRARD STREET  
P.O. BOX 49139, THREE BENTALL CENTRE  
VANCOUVER, BC V7X 1J1  
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## NOTICE OF ANNUAL GENERAL AND SPECIAL MEETING OF SHAREHOLDERS

NOTICE IS HEREBY GIVEN that an Annual General and Special Meeting (the “**Meeting**”) of the shareholders of Nations Royalty Corp. (the “**Company**”) will be held at Suite 3123 - 595 Burrard Street, Vancouver, British Columbia, Canada, V7X 1J1 on **Thursday, November 14, 2024**, at **10:00 a.m.** (Vancouver Time).

The Meeting is to be held for the following purposes:

1. To receive and consider the audited financial statements of the Company for the financial years ended May 31, 2024 and May 31, 2023, together with the report of the auditor thereon.
2. To fix the number of directors for the ensuing year at six (6).
3. To elect directors for the ensuing year.
4. To appoint Deloitte LLP, Chartered Professional Accountants, as auditor of the Company for the ensuing year and to authorize the directors to fix the remuneration to be paid to the auditor.
5. To consider and, if deemed appropriate, to pass an ordinary resolution approving the Company’s 10% “rolling” stock option plan, as amended, as more particularly described in the accompanying Information Circular (as defined below).
6. To transact such further and other business as may be properly brought before the Meeting and any adjournment or postponement thereof.

The accompanying management information circular (the “**Information Circular**”) provides additional information relating to the matters to be dealt with at the Meeting and is deemed to form part of this Notice. No other matters are contemplated, however, any permitted amendment to or variation of any matter identified in this Notice may properly be considered at the Meeting. The Meeting may also consider the transaction of such further and other business as may properly come before the Meeting or any adjournment or postponement thereof.

The audited consolidated financial statements for the years ended May 31, 2024 and May 31, 2023, including the report of the auditor thereon, and the related management’s discussion and analysis will be made available at the Meeting and are available under the Company’s profile on SEDAR+ at [www.sedarplus.ca](http://www.sedarplus.ca).

Registered Shareholders unable to attend the Meeting in person and who wish to ensure that their shares will be voted at the Meeting are requested to complete, date and sign the enclosed form of proxy, or another suitable form of proxy and deliver it in accordance with the instructions set out in the form of proxy and in the Information Circular.

Non-registered Shareholders who plan to attend the Meeting must follow the instructions set out in the form of proxy or voting instruction form to ensure that their shares will be voted at the Meeting. If you hold your shares in a brokerage account, you are a non-registered Shareholder.

**DATED** at Vancouver, British Columbia as of this 26<sup>th</sup> day of September, 2024.

By order of the board of directors of **NATIONS ROYALTY CORP.**

/s/ Robert McLeod

Robert McLeod  
Chief Executive Officer and Director