

Form 62-103F1

Required Disclosure Under the Early Warning Requirements

1. Security and Reporting Issuer

- 1.1 *State the designation of securities to which this report relates and the name and address of the head office of the issuer of the securities.*

This report relates to common shares of the Issuer (“**Shares**”).

Nations Royalty Corp. (the “**Issuer**”)
Suite 3123 – 595 Burrard Street
Vancouver, BC, V7X 1J1

- 1.2 *State the name of the market in which the transaction or other occurrence that triggered the requirement to file this report took place.*

The transaction involved an issuance from treasury and did not take place on a stock exchange or other published market for the Shares.

2. Identity of the Acquiror

- 2.1 *State the name and address of the acquiror.*

Nisga’a Lisims Government Executive
PO Box 231 – 2000 Lisims Drive
New Aiyansh, British Columbia, V0J 1A0

(the “**Acquiror**”)

- 2.2 *State the date of the transaction or other occurrence that triggered the requirement to file this report and briefly describe the transaction or other occurrence.*

On June 18, 2024, the Acquiror acquired a total of 111,100,000 Shares.

The Shares were acquired pursuant to an amalgamation agreement among the Issuer, the Acquiror, 1445146 B.C. Ltd., and Nations Acquisitions Corp., a wholly-owned subsidiary of the Acquiror, dated February 1, 2024, as amended May 31, 2024 (the “**Amalgamation Agreement**”). In accordance with the Amalgamation Agreement, Nations Acquisitions Corp., a private company incorporated under the *Business Corporations Act* (British Columbia) amalgamated with 1445146 B.C. Ltd., to become a wholly-owned subsidiary of the Issuer (the “**Amalgamation**”). Each issued and outstanding common share of Nations Acquisition Corp. was exchanged for one (1) Share.

- 2.3 *State the names of any joint actors.*

Not applicable.

3. Interest in Securities of the Reporting Issuer

- 3.1 *State the designation and number or principal amount of securities acquired or disposed of that triggered the requirement to file this report and the change in the acquiror’s securityholding percentage in the class of securities.*

Refer to 2.2. Pursuant to the Amalgamation, the Acquiror acquired beneficial ownership or control over 111,100,000 Shares.

Prior to the completion of the Amalgamation, the Acquiror did not own or exercise control or direction over any of the issued and outstanding Shares. Following the Amalgamation, the Acquiror owned or exercised control or direction over 111,110,000 Shares, representing approximately 76.76% of the issued and outstanding Shares on a non-diluted basis and partially diluted basis.

- 3.2 *State whether the acquiror acquired or disposed ownership of, or acquired or ceased to have control over, the securities that triggered the requirement to file this report.*

The Acquiror acquired beneficial ownership or control over the Shares pursuant to the Amalgamation. See Item 2.2.

- 3.3 *If the transaction involved a securities lending arrangement, state that fact.*

Not applicable.

- 3.4 *State the designation and number or principal amount of securities and the acquiror's securityholding percentage in the class of securities, immediately before and after the transaction or other occurrence that triggered the requirement to file this report.*

See item 3.1

- 3.5 *State the designation and number or principal amount of securities and the acquiror's securityholding percentage in the class of securities referred to in Item 3.4 over which*

- (a) *the acquiror, either alone or together with any joint actors, has ownership and control,*

See item 3.1

- (b) *the acquiror, either alone or together with any joint actors, has ownership but control is held by persons or companies other than the acquiror or any joint actor, and*

Not applicable.

- (c) *the acquiror, either alone or together with any joint actors, has exclusive or shared control but does not have ownership.*

Not applicable.

- 3.6 *If the acquiror or any of its joint actors has an interest in, or right or obligation associated with, a related financial instrument involving a security of the class of securities in respect of which disclosure is required under this item, describe the material terms of the related financial instrument and its impact on the acquiror's securityholdings.*

Not applicable.

- 3.7 *If the acquiror or any of its joint actors is a party to a securities lending arrangement involving a security of the class of securities in respect of which disclosure is required under this item, describe the material terms of the arrangement including the duration of the arrangement, the number or principal amount of securities involved and any right to recall the securities or identical securities that have been transferred or lent under the arrangement.*

Not applicable.

State if the securities lending arrangement is subject to the exception provided in section 5.7 of NI 62-104.

Not applicable.

- 3.8 *If the acquiror or any of its joint actors is a party to an agreement, arrangement or understanding that has the effect of altering, directly or indirectly, the acquiror's economic exposure to the security of the class of securities to which this report relates, describe the material terms of the agreement, arrangement or understanding.*

Not applicable.

4. Consideration Paid

- 4.1 *State the value, in Canadian dollars, of any consideration paid or received per security and in total.*

The Acquirer received 111,100,000 Shares in exchange for 111,100,000 common shares in the capital of Nations Acquisition Corp. at a deemed price of \$0.90 per Share.

- 4.2 *In the case of a transaction or other occurrence that did not take place on a stock exchange or other market that represents a published market for the securities, including an issuance from treasury, disclose the nature and value, in Canadian dollars, of the consideration paid or received by the acquiror.*

See items 2.2 and 4.1.

- 4.3 *If the securities were acquired or disposed of other than by purchase or sale, describe the method of acquisition or disposition.*

See item 2.2.

5. Purpose of the Transaction

State the purpose or purposes of the acquiror and any joint actors for the acquisition or disposition of securities of the reporting issuer.

The Acquiror acquired the Shares for investment purposes, which are subject to an escrow time-based release schedule as more particularly described in item 6 below. The Acquiror may from time to time, subject to the above noted escrow requirements and applicable securities laws, and depending on market and other conditions, dispose or acquire additional Shares through market transactions, private agreements, treasury issuances, exercises of convertible securities or otherwise, or may, subject to the requirements of applicable securities laws, sell all or some portion of the Shares it owns or controls, or may continue to hold the Shares.

6. Agreements, Arrangements, Commitments or Understandings With Respect to Securities of the Reporting Issuer

Describe the material terms of any agreements, arrangements, commitments or understandings between the acquiror and a joint actor and among those persons and any person with respect to securities of the class of securities to which this report relates, including but not limited to the transfer or the voting of any of the securities, finder's fees, joint ventures, loan or option arrangements, guarantees of profits, division

of profits or loss, or the giving or withholding of proxies. Include such information for any of the securities that are pledged or otherwise subject to a contingency, the occurrence of which would give another person voting power or investment power over such securities, except that disclosure of standard default and similar provisions contained in loan agreements need not be included.

The 111,100,000 Shares held by the Acquiror are subject to the terms of a TSX Venture Exchange Form 5D Escrow Agreement, with 10% being released on their initial release date of June 19, 2024 (the “**Initial Release**”), and an additional 15% being released on each of the dates that are 6 months, 12 months, 18 months, 24 months, 30 months, and 36 months following the Initial Release.

7. Change in Material Fact

If applicable, describe any change in a material fact set out in a previous report filed by the acquiror under the early warning requirements or Part 4 in respect of the reporting issuer’s securities.

Not applicable.

8. Exemption

If the acquiror relies on an exemption from requirements in securities legislation applicable to formal bids for the transaction, state the exemption being relied on and describe the facts supporting that reliance.

Not applicable.

9. Certification

The acquiror must certify that the information in this report is true and complete in every respect. In the case of an agent, the certification is based on the agent’s best knowledge, information and belief but the acquiror is still responsible for ensuring that the information filed by the agent is true and complete. This report must be signed by each person on whose behalf the report is filed or his or her authorized representative. It is an offence to submit information that, in a material respect and at the time and in the light of the circumstances in which it is submitted, is misleading or untrue.

10. Certificate

I, as the Acquiror, certify to the best of my knowledge, information and belief, that the statements made in this report are true and complete in every respect.

DATED this 20th day of June, 2024

THE NISGA’A NATION, as represented by the
Nisga’a Lisims Government Executive

Per: /s/ The Nisga'a Nation
Authorized Signatory