

No securities regulatory authority has expressed an opinion about these securities and it is an offence to claim otherwise. This prospectus supplement, together with the short form base shelf prospectus dated June 17, 2021 (the "Base Prospectus") to which it relates, as amended or supplemented, and each document deemed to be incorporated by reference into the Base Prospectus, as amended or supplemented, constitutes a public offering of these securities only in those jurisdictions where they may be lawfully offered for sale and therein only by persons permitted to sell such securities.

These securities have not been and will not be registered under the United States Securities Act of 1933, as amended (the "U.S. Securities Act"), or any state securities laws, and may not be offered or sold within the United States or to, or for the account or benefit of, U.S. persons or persons in the United States. This prospectus supplement does not constitute an offer to sell or a solicitation or an offer to buy any of the securities offered hereby within the United States or to, or for the benefit of, U.S. persons. "United States" and "U.S. person" have the meanings ascribed to them in Regulation S under the U.S. Securities Act. See "Plan of Distribution".

Information has been incorporated by reference in this prospectus supplement from documents filed with securities commissions or similar authorities in Canada. Copies of the documents incorporated herein by reference may be obtained on request without charge from RE Royalties Ltd., 14th Floor, 1040 West Georgia Street, Vancouver, British Columbia, V6E 4H1 (Telephone 778-373-4533) (Attn: the Corporate Secretary), and are also available electronically at www.sedar.com.

**PROSPECTUS SUPPLEMENT
to the Short Form Base Shelf Prospectus dated June 17, 2021**

New Issue

December 13, 2022



RE ROYALTIES LTD.

**Up to 20,000 9.0% Series 3 Senior Secured Green Bonds
in an Aggregate Principal Amount of \$20,000,000**

This prospectus supplement (this "**Prospectus Supplement**"), together with the accompanying Base Prospectus (together, this "**Prospectus**") qualifies the distribution (the "**Offering**") of up to 20,000 Series 3 senior secured green bonds (the "**Bonds**") of RE Royalties Ltd. ("**RE Royalties**" or the "**Company**"). The Bonds will be offered as Canadian dollar denominated Bonds (the "**CDN Bonds**") and United States dollar denominated Bonds (the "**U.S. Bonds**"), and the CDN Bonds and the U.S. Bonds will be issued as two different series under the Third Supplemental Indenture (as hereinafter defined). The CDN Bonds will be offered at a price of \$1,000 and the U.S. Bonds will be offered at a price of US\$1,000, at the purchaser's discretion, for aggregate gross proceeds of up to \$20,000,000. For the purposes of calculating the Offering's total gross proceeds only, the aggregate amount of the U.S. Bonds will be converted (using the Bank of Canada rate on the applicable Closing Date (as hereinafter defined)) into Canadian dollars and the total gross proceeds of the Offering arrived at thereby. The Bonds will bear simple interest at a rate of 9.0% per annum from their date of issuance, payable quarterly in arrears. The Bonds will mature on the date which is five years from the date of issuance, provided that any Bonds issued after the Initial Closing Date (as defined below) will mature on the date that is five years from the Initial Closing Date (the "**Maturity Date**"). The Bonds will be secured obligations of the Company and will rank *pari passu* in right of payment of principal and interest with all other Bonds issued pursuant to the Offering and all previously existing secured indebtedness of the Company. The Bonds will be issued pursuant to the terms of a third supplemental indenture (the "**Third Supplemental Indenture**") to the trust indenture between the Company and Western Pacific Trust Company, as trustee (the "**Trustee**"), dated as of August 10, 2021 (as supplemented, the "**Indenture**") to be entered into between the Company and the Trustee, as trustee for the holders of the Bonds (the "**Bondholders**"). The Company shall have the right to redeem the Bonds prior to the applicable Maturity Date at any time after six months from the applicable Closing Date, by paying the Bondholders the outstanding principal amount of the Bonds together with all accrued and unpaid interest, by cash payment on giving the Bondholders 20 business days' notice to do so. See "**Description of Bonds**".

There is no minimum amount of funds that must be raised under the Offering. The Company could complete this Offering after raising only a small portion of the Offering amount set out above.

The Bonds will be issued and sold pursuant to the terms of an agency agreement (the “**Agency Agreement**”) dated December 13, 2022 among the Company and Canaccord Genuity Corp. (“**Canaccord**”), as sole bookrunner and co-lead agent, and Integral Wealth Securities Limited (“**Integral**”, and together with Canaccord, the “**Agents**”), as co-lead agent. The Agents conditionally offer the Bonds for sale if, as and when issued by the Company and accepted by the Agents on a “best efforts” basis, without underwriter liability, in accordance with the conditions contained in the Agency Agreement, as more fully described under the section entitled “*Plan of Distribution*” in this Prospectus Supplement. The terms of the Offering were established through arm’s length negotiations between the Company and the Agents.

The common shares of the Company (the “**Common Shares**”) are listed and posted for trading on the TSX Venture Exchange (the “**TSXV**”) under the symbol “RE”. On December 12, 2022, the last trading date before the date hereof, the closing price of the Common Shares as reported on the TSXV was \$0.74 per Common Share.

	Price to the Public	Minimum Subscription Amount	Agents’ Commission ⁽¹⁾⁽²⁾	Net Proceeds to the Company ⁽³⁾
Per Bond	\$1,000 or US\$1,000	N/A	\$70 or US\$70	\$930 or US\$930
Total Bond ⁽⁴⁾	Up to \$20,000,000	\$5,000 or US\$5,000	Up to \$1,400,000	Up to \$18,600,000

Notes:

- (1) In consideration for its services in connection with the Offering, on each Closing Date, the Company will pay to the Agents a cash commission equal to 7.0% of the gross proceeds of the Bonds sold on that Closing Date (the “**Agents’ Commission**”). As additional compensation, the Company has agreed to issue that number of Broker Warrants (the “**Broker Warrants**”) to the Agents as is equal to 3.5% of the gross proceeds of the Offering (including any Additional Bonds (as hereinafter defined) issued upon exercise of the Over-Allotment Option (as hereinafter defined)) on the applicable Closing Date. Each Broker Warrant will entitle the Agents to purchase one Common Share (each, a “**Broker Share**”) at an exercise price equal to \$0.75, subject to adjustment, for a period of 36 months from the applicable Closing Date. This Prospectus qualifies the distribution of the Broker Warrants. See “*Plan of Distribution*”.
- (2) The Agents have been granted an option (the “**Over-Allotment Option**”), exercisable, in whole or in part, at the sole discretion of the Agents, at any time and from time to time not later than the date that is 30 days following the Final Closing Date, to purchase from the Company up to an additional 3,000 Bonds (the “**Additional Bonds**”). The Additional Bonds will be offered as Canadian dollar denominated Additional Bonds (the “**Additional CDN Bonds**”) and United States dollar denominated Additional Bonds (the “**Additional U.S. Bonds**”), and the Additional CDN Bonds and the Additional U.S. Bonds will be issued as two different series under the Third Supplemental Indenture. The Additional CDN Bonds will be offered at a price of \$1,000 and the Additional U.S. Bonds will be offered at a price of US\$1,000, for aggregate gross proceeds of up to \$3,000,000. If the Over-Allotment Option is exercised in full, the total “Agents’ Commission” and “Net Proceeds to the Company” will be \$1,610,000 and \$21,390,000, respectively. For the purposes of calculating the gross proceeds of the Over-Allotment Option only, the aggregate amount of the Additional U.S. Bonds will be converted (using the Bank of Canada rate on the applicable Closing Date into Canadian dollars and the gross proceeds of the Over-Allotment Option arrived at thereby). This Prospectus qualifies the grant of the Over-Allotment Option and the distribution of the Additional Bonds. A purchaser who acquires Additional Bonds acquires those Bonds under this Prospectus, regardless of whether the over-allocation position is ultimately filled through the exercise of the Over-Allotment Option or secondary market purchases. See “*Plan of Distribution*”.
- (3) After deducting the Agents’ Commission, but before deducting expenses of this Offering, estimated to be approximately \$250,000, which will be paid from the proceeds of the Offering.
- (4) Assumes the Offering is fully subscribed.

The following table sets out the number of Additional Bonds and Broker Warrants that may be issued by the Company under the Offering:

Agents’ Position	Maximum Size or Number of Securities Available	Exercise Period or Acquisition Date	Exercise Price or Average Acquisition Price
Over-Allotment Option	3,000 Additional Bonds	Not later than the date that is 30 days following the Final Closing Date	\$1,000 per Additional CDN Bond US\$1,000 per Additional U.S. Bond
Broker Warrants ⁽¹⁾	105,000 Broker Shares ⁽²⁾	Within 36 months following the applicable Closing Date	\$0.75 per Broker Share

Notes:

- (1) This Prospectus Supplement also qualifies the distribution of the Broker Warrants. See “*Plan of Distribution*”.
- (2) If the Over-Allotment Option is exercised in full, the total “Maximum Number of Securities Available” will be 805,000 Broker Shares.

Unless the context otherwise requires, when used herein, all references to “Bonds” in this Prospectus Supplement include the Additional Bonds issuable upon exercise of the Over-Allotment Option. All references to “Offered Securities” in this Prospectus Supplement include the Bonds, the Broker Warrants and the Broker Shares.

Subscriptions for Bonds will be received subject to rejection or allotment in whole or in part and the right is reserved to close the subscription books at any time without notice. The Offering is expected to close in two tranches. The initial closing date of the Offering is expected to be on or about December 22, 2022, or such other date as the Company and the Agents may agree (the “**Initial Closing Date**”), and the final closing date of the Offering is expected to be on or about January 30, 2023, or such other date as the Company and the Agents may agree (the “**Final Closing Date**”, and each of the Initial Closing Date and the Final Closing Date, a “**Closing Date**”). The Bonds will be available for delivery by physical certificate or in book-entry form through CDS Clearing and Depository Services Inc. (“**CDS**”) or its nominee and will be deposited with CDS at the applicable Closing Date. Purchasers of Bonds through CDS deposit will receive only a customer confirmation from the registered dealer that is a CDS participant and from or through which the Bonds are purchased.

This Offering is not underwritten or guaranteed by any person. The Agents, on behalf of the Company, and any selling group members conditionally offer the Bonds on a “best efforts” agency basis, without underwriter liability, subject to prior sale, if, as and when issued by the Company and accepted by the Agents in accordance with the conditions contained in the Agency Agreement referred to under “*Plan of Distribution*” and subject to approval of certain legal matters by McMillan LLP, the Company’s legal counsel, on behalf of the Company, and by Bennett Jones LLP, the Agents’ legal counsel, on behalf of the Agents.

The Agents shall be permitted to appoint a soliciting dealer group of other registered dealers acceptable to the Company for the purpose of arranging for purchases of Bonds under the Offering.

The Company has applied to the TSXV for approval of the Offering and the listing of the Broker Shares. The completion of the Offering will be subject to the Company meeting the requirements of the TSXV.

There is currently no market through which the Bonds may be sold and purchasers may not be able to resell the Bonds purchased under this Prospectus Supplement. This may affect the pricing of the Bonds in the secondary market, the transparency and availability of trading prices, the liquidity of the Bonds, and the extent of issuer regulation. See “Risk Factors” in this Prospectus Supplement and the accompanying Base Prospectus.

NO CANADIAN SECURITIES COMMISSION HAS APPROVED OR DISAPPROVED THESE SECURITIES OR DETERMINED IF THIS PROSPECTUS SUPPLEMENT IS TRUTHFUL OR COMPLETE. ANY REPRESENTATION TO THE CONTRARY IS A CRIMINAL OFFENCE.

You should rely on the information contained in or incorporated by reference into this Prospectus Supplement and the accompanying Base Prospectus. The Company and the Agents have not authorized anyone to provide you with different information. The Company is not making an offer of these Bonds in any jurisdiction where the offer is not permitted. You should not assume that the information contained in this Prospectus Supplement or incorporated by reference in this Prospectus Supplement is accurate as of any date other than the date on the front of this Prospectus Supplement or the date of such documents incorporated by reference herein, as applicable.

An investment in the Bonds involves a high degree of risk. You should carefully review the risks outlined in this Prospectus Supplement and in the documents incorporated by reference in this Prospectus Supplement and consider such risks in connection with an investment in the Bonds. See “Risk Factors” in this Prospectus Supplement and the accompanying Base Prospectus.

Prospective investors should be aware that the acquisition, holding and the disposition of the Bonds may have tax consequences in Canada that may not be described fully in this Prospectus Supplement or the Base Prospectus. Prospective investors are urged to consult their own tax advisors with respect to their own particular circumstances. See “Certain Material Canadian Federal Income Tax Considerations”.

The earnings coverage ratio for the Company for the twelve-month period ended December 31, 2021 and for the twelve-month period ended September 20, 2022, respectively, is less than one-to-one. See “*Earnings Coverage*”.

The head office and registered office of the Company is located at 14th Floor, 1040 West Georgia Street, Vancouver, British Columbia, V6E 4H1.

TABLE OF CONTENTS
Prospectus Supplement

	<u>Page</u>
IMPORTANT NOTICE ABOUT THE INFORMATION IN THIS PROSPECTUS SUPPLEMENT AND THE BASE PROSPECTUS	7
DOCUMENTS INCORPORATED BY REFERENCE	8
MARKETING MATERIALS.....	10
MARKET AND INDUSTRY DATA.....	10
FORWARD-LOOKING STATEMENTS AND FINANCIAL OUTLOOK INFORMATION	10
CURRENCY PRESENTATION.....	12
NON-IFRS FINANCIAL MEASURES	13
THE BUSINESS	13
CONSOLIDATED CAPITALIZATION	19
USE OF PROCEEDS	20
PLAN OF DISTRIBUTION	21
DESCRIPTION OF BONDS	22
EARNINGS COVERAGE	26
PRIOR SALES.....	26
TRADING PRICE AND VOLUME	27
RISK FACTORS	27
ELIGIBILITY FOR INVESTMENT	30
CERTAIN MATERIAL CANADIAN FEDERAL INCOME TAX CONSIDERATIONS	30
LEGAL MATTERS.....	33
AUDITORS, TRANSFER AGENT AND REGISTRAR	33
INTEREST OF EXPERTS.....	33
STATUTORY RIGHTS OF WITHDRAWAL AND RESCISSION	34
CERTIFICATE OF THE COMPANY	C-1
CERTIFICATE OF THE AGENTS	C-2

TABLE OF CONTENTS
Base Prospectus

	<u>Page</u>
GENERAL MATTERS.....	2
DOCUMENTS INCORPORATED BY REFERENCE.....	2
FORWARD LOOKING STATEMENTS.....	4
CURRENCY PRESENTATION AND EXCHANGE RATE INFORMATION	7
MARKET AND INDUSTRY DATA.....	8
THE COMPANY.....	9
USE OF PROCEEDS.....	10
EARNINGS COVERAGE RATIO	11
CONSOLIDATED CAPITALIZATION	11
PRIOR SALES	11
TRADING PRICE AND VOLUME	12
PLAN OF DISTRIBUTION.....	12
DESCRIPTION OF SECURITIES	13
RISK FACTORS.....	18
INTEREST OF MANAGEMENT AND OTHERS IN MATERIAL TRANSACTIONS.....	29
CERTAIN INCOME TAX CONSIDERATIONS	29
LEGAL MATTERS.....	29
AUDITORS, TRANSFER AGENT AND REGISTRAR	29
INTEREST OF EXPERTS	29
STATUTORY RIGHTS OF WITHDRAWAL AND RESCISSION	30
CONTRACTUAL RIGHTS OF RESCISSION.....	30
CERTIFICATE OF THE COMPANY.....	C-1

**IMPORTANT NOTICE ABOUT THE INFORMATION
IN THIS PROSPECTUS SUPPLEMENT AND THE BASE PROSPECTUS**

This document is in two parts. The first part is this Prospectus Supplement, which describes the specific terms of the Offering and securities being distributed hereunder and also adds to and updates information contained in the Base Prospectus and the documents that are incorporated by reference into this Prospectus Supplement and the Base Prospectus. The second part is the Base Prospectus, which provides more general information. This Prospectus Supplement is deemed to be incorporated by reference into the Base Prospectus solely for the purposes of the Offering. Other documents are also incorporated or deemed to be incorporated by reference into this Prospectus Supplement and into the Base Prospectus. See *“Documents Incorporated by Reference”*.

The Company has filed the Base Prospectus with the securities commissions in each of the provinces of Canada, except Quebec (the **“Qualifying Jurisdictions”**) in order to qualify the offering of the securities described in the Base Prospectus in accordance with National Instrument 44-102 – *Shelf Distributions*, and in the United States on a private placement basis pursuant to applicable exemptions under the U.S. Securities Act. The British Columbia Securities Commission issued a receipt dated June 18, 2021 in respect of the final Base Prospectus as the principal regulatory authority under Multilateral Instrument 11-102 – *Passport System*, and each of the other commissions in the Qualifying Jurisdictions is deemed to have issued a receipt under National Policy 11-202 – *Process for Prospectus Reviews in Multiple Jurisdictions*.

You should rely only on the information contained in or incorporated by reference in this Prospectus Supplement and the Base Prospectus. If the description of the Bonds varies between this Prospectus Supplement and the Base Prospectus, you should rely on the information in this Prospectus Supplement. To the extent that any statement made in this Prospectus Supplement differs from those in the Base Prospectus, the statements made in the Base Prospectus and the information incorporated by reference herein and therein are deemed modified or superseded by the statements made by this Prospectus Supplement. The Company has not authorized any other person to provide investors with additional or different information. If anyone provides you with any additional, different or inconsistent information, you should not rely on it.

You should not assume that the information contained in or incorporated by reference in this Prospectus Supplement or the Base Prospectus is accurate as of any date other than the date of the document in which such information appears. The Company’s business, financial condition, results of operations and prospects may have changed since those dates. Information in this Prospectus Supplement updates and modifies the information in the Base Prospectus and information incorporated by reference herein and therein.

This Prospectus Supplement does not constitute, and may not be used in connection with, an offer to sell, or a solicitation of an offer to buy, any securities offered by this Prospectus Supplement by any person in any jurisdiction in which it is unlawful for such person to make such an offer or solicitation.

Market data and certain industry forecasts used in this Prospectus Supplement, the accompanying Base Prospectus and the documents incorporated by reference in this Prospectus Supplement and the accompanying Base Prospectus were obtained from market research, publicly available information and industry publications. The Company believes that these sources are generally reliable, but the accuracy and completeness of this information is not guaranteed. Neither the Company nor the Agents has independently verified such information, and they do not make any representation as to the accuracy of such information. The links included in this Prospectus Supplement are included as inactive textual reference for reference purposes only and the information on or connected to these websites is not part of, or incorporated by reference into, this Prospectus Supplement.

In this Prospectus Supplement, “RE Royalties”, the “Company”, “we”, “us” and “our” refer, collectively, to RE Royalties Ltd.

DOCUMENTS INCORPORATED BY REFERENCE

This Prospectus Supplement is deemed, as of the date hereof, to be incorporated by reference into the accompanying Base Prospectus solely for the purposes of the Offering.

Information has been incorporated by reference in this Prospectus Supplement from documents filed with securities commissions or similar authorities in each of the Qualifying Jurisdictions. Copies of the documents incorporated herein by reference may be obtained from us upon request without charge from RE Royalties Ltd., 14th Floor, 1040 West Georgia Street, Vancouver, British Columbia, V6E 4H1 (Telephone 778-374-2000) Attn: the Corporate Secretary, or by accessing the Company's disclosure documents available through the Internet on the Canadian System for Electronic Document Analysis and Retrieval (SEDAR) at www.sedar.com.

The following documents ("**documents incorporated by reference**" or "**documents incorporated herein by reference**") that the Company filed with the securities regulatory authorities in each of the Qualifying Jurisdictions are specifically incorporated by reference into, and form an integral part of, this Prospectus Supplement:

1. annual information form for the year ended December 31, 2021, dated as at May 2, 2022 and filed on May 2, 2022 (the "**AIF**");
2. audited consolidated financial statements for the years ended December 31, 2021 and 2020 together with the independent auditor's report thereon, filed on May 2, 2022 (the "**Annual Financial Statements**");
3. management's discussion and analysis for the year ended December 31, 2021, filed on May 2, 2022;
4. unaudited condensed consolidated interim financial statements for the three and nine months ended September 30, 2022 and 2021, filed on November 29, 2022 (the "**Interim Financial Statements**");
5. management's discussion and analysis for the three and nine months ended September 30, 2022 and 2021, filed on November 29, 2022;
6. amended management information circular of the Company dated September 30, 2022 distributed in connection with the Company's special meetings of the holders of Series 1-2020 Green Bonds and the holders Series 2 Green Bonds (as each term is defined in the Indenture) held on November 7, 2022, filed on September 30, 2022;
7. management information circular of the Company dated August 25, 2022 distributed in connection with the Company's annual general meeting of the shareholders of the Company held on September 29, 2022, filed on September 6, 2022;
8. the material change report of the Company dated June 16, 2022 regarding the closing of the marketed offering of units of the Company, filed on June 16, 2022;
9. the material change report of the Company dated January 6, 2022 regarding the closing of the private placement of the Company's Series 2 Green Bonds, filed on January 6, 2022;
10. the investor presentation entitled "Renewable Energy Royalties – Investing in a cleaner future" dated December, 2022 (the "**Investor Presentation**"), filed on December 13, 2022; and
11. the "template version" (as such term is defined in National Instrument 41-101 – *General Prospectus Requirements* ("**NI 41-101**")) of the term sheet in respect of the Offering dated December 13, 2022 (the "**Term Sheet**" and together with the Investor Presentation, the "**Marketing Materials**"), filed on December 13, 2022.

In addition, the Company also incorporates by reference into this Prospectus Supplement any document of the types referred to in the preceding paragraph, including all annual information forms, all information circulars, all annual and interim financial statements and management's discussion and analysis relating thereto, all material change reports (excluding confidential material change reports, if any), all business acquisition reports, all updated earnings coverage ratio information or of any other type required to be incorporated by reference into a short form prospectus pursuant to National Instrument 44-101 – *Short Form Prospectus Distributions* that are filed by the Company with a securities commission or similar authority in Canada subsequent to the date of this Prospectus Supplement and prior to the issuance of the Bonds pursuant to the Offering. To the extent that the Company files any additional prospectus supplements disclosing additional or updated information relating to the Bonds with securities commissions or similar authorities in the relevant provinces of Canada after the date of this Prospectus Supplement and prior to the issuance of the Bonds hereunder, such additional prospectus supplements shall be deemed to be incorporated by reference into this Prospectus Supplement. As discussed below, this Prospectus Supplement may also expressly update or revise any document incorporated by reference and such document should be deemed so amended or updated hereby.

Any statement contained in this Prospectus Supplement, the Base Prospectus or in a document (or part thereof) incorporated by reference herein or therein, or deemed to be incorporated by reference herein or therein, shall be deemed to be modified or superseded, for purposes of this Prospectus Supplement, to the extent that a statement contained in this Prospectus Supplement or in any subsequently filed document (or part thereof) that also is, or is deemed to be, incorporated by reference in this Prospectus Supplement or in the Base Prospectus modifies or replaces such statement. Any statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute part of this Prospectus Supplement or the Base Prospectus. The modifying or superseding statement need not state that it has modified or superseded a prior statement or include any other information set forth in the document that it modifies or supersedes. The making of a modifying or superseding statement will not be deemed an admission for any purpose that the modified or superseded statement, when made, constituted a misrepresentation, an untrue statement of a material fact or an omission to state a material fact that is required to be stated or that is necessary to make a statement not misleading in light of the circumstances in which it was made.

Upon a new annual information form and related annual financial statements being filed by the Company with, and where required, accepted by, the applicable securities regulatory authority during the currency of this Prospectus Supplement, any previous annual information form, the previous annual financial statements and all interim financial statements, material change reports and information circulars and all prospectus supplements filed prior to the commencement of the Company's financial year in which a new annual information form is filed shall be deemed no longer to be incorporated into this Prospectus Supplement for purposes of future offers and sales of securities under this Prospectus Supplement. Upon consolidated interim financial statements and the accompanying management's discussion and analysis of financial condition and results of operations being filed by us with the applicable Canadian securities commissions or similar regulatory authorities during the period that this Prospectus Supplement is effective, all consolidated interim financial statements and the accompanying management's discussion and analysis of financial condition and results of operations filed prior to such new consolidated interim financial statements and management's discussion and analysis of financial condition and results of operations shall be deemed to no longer be incorporated into this Prospectus Supplement for purposes of future offers and sales of securities under this Prospectus Supplement. In addition, upon a new management information circular for an annual meeting of shareholders being filed by us with the applicable Canadian securities commissions or similar regulatory authorities during the period that this Prospectus Supplement is effective, the previous management information circular filed in respect of the prior annual meeting of shareholders shall no longer be deemed to be incorporated into this Prospectus Supplement for purposes of future offers and sales of securities under this Prospectus Supplement.

Information contained on the Company's website is not part of this Prospectus Supplement or the Base Prospectus and is not incorporated herein by reference and may not be relied upon you in connection with an investment in the Bonds.

MARKETING MATERIALS

The Marketing Materials are not part of this Prospectus Supplement to the extent that the contents of any of the Marketing Materials have been modified or superseded by a statement contained in this Prospectus Supplement or any amendment thereto. Any “template version” or “marketing materials”, as such terms are defined in NI 41-101, that are utilized in connection with this Offering are not part of this Prospectus Supplement or Base Prospectus to the extent that the contents of the template version of the Marketing Materials have been modified or superseded by a statement contained in this Prospectus Supplement or any amendment thereto. Any template version of any Marketing Materials filed with the securities commission or similar authority in each of Qualifying Jurisdictions, in connection with the Offering after the date of this Prospectus Supplement but prior to the termination of the distribution of the Bonds under this Prospectus Supplement (including any amendments to, or an amended version of, any template version of Marketing Materials) is deemed to be incorporated by reference in this Prospectus Supplement.

MARKET AND INDUSTRY DATA

Unless otherwise indicated, information contained in this Prospectus Supplement and the accompanying Base Prospectus concerning the clean energy markets in which the Company operates, including its market position, market opportunity and market share, is based on information from independent industry organizations, and other third-party sources (including industry publications, surveys and forecasts) and management estimates. Unless otherwise indicated, management estimates are derived from publicly available information released by independent industry analysts and third-party sources, as well as data from the Company’s internal research, and are based on assumptions made by the Company based on such data and its knowledge of such industry and markets, which it believes to be reasonable. The Company’s internal research has not been verified by any independent source, and the Company has not independently verified any third-party information. While the Company believes the market position, market opportunity and market share information included in this Prospectus Supplement is generally reliable, such information is inherently imprecise. In addition, projections, assumptions and estimates of the Company’s future performance and the future performance of the industry in which it operates are necessarily subject to a high degree of uncertainty and risk due to a variety of factors, including those described under the heading “*Risk Factors*” in this Prospectus Supplement, the Base Prospectus, and the AIF.

FORWARD-LOOKING STATEMENTS AND FINANCIAL OUTLOOK INFORMATION

This Prospectus Supplement and the accompanying Base Prospectus, including the documents incorporated by reference, contain forward-looking statements and forward-looking information (collectively referred to as “**forward-looking statements**”) which may not be based on historical fact, including without limitation statements regarding our expectations in respect of the Offering, the Bonds, the Company’s future financial position, the Company’s business strategy, the Company’s future production, the Company’s future royalty acquisitions, the Company’s future loan extensions, events or developments that we expect to take place in the future, the Company’s projected costs and the Company’s plans and objectives. Often, but not always, forward-looking statements can be identified by the use of the words “believes”, “may”, “plan”, “will”, “estimate”, “scheduled”, “continue”, “anticipates”, “intends”, “expects”, and similar expressions.

Such statements reflect our management’s current views with respect to future events and are subject to risks and uncertainties and are necessarily based upon a number of estimates and assumptions that, while considered reasonable by the Company, are inherently subject to significant business, economic, competitive, political and social uncertainties and known or unknown risks and contingencies. Many factors could cause our actual results, performance or achievements to be materially different from any future results, performance, or achievements that may be expressed or implied by such forward-looking statements, including, among others:

- inability to close the Offering on the terms described in this Prospectus Supplement and the Agency Agreement, or at all;
- inability of the Company to adhere to the terms of the Indenture;

- dependency on renewable energy generation facility owners and developers;
- limited access to data and disclosure regarding the operation of power generation facilities;
- general risks involved in the operations of a power generation facility;
- changes in supply of water, levels of winds, irradiation and other natural variables;
- reliance on natural and regional energy transmission systems;
- natural disasters and other catastrophic events;
- compliance with environmental laws and regulations by the renewable energy generation facility owner;
- local public opposition, negative public or community response to the renewable energy generation facility owner or developer;
- delays and cost overruns in the design and construction of projects;
- permitting risk;
- health, safety and environmental risks;
- potential early termination of royalty agreements;
- dependency on facility owners for the calculation of royalty amounts and accurate reporting;
- potential delay or failure to pay royalty payments;
- inability to acquire royalties on favourable terms;
- royalty payments and other interest may not be honoured by facility owners;
- rights in favour of third parties superseding the royalty payments;
- increased competition for royalty interests;
- lack of diversification and concentration risk in one sector and/or a few royalties;
- limited history of operations and there can be no assurance of success or profits;
- availability of additional financing at terms that are favourable to continue future acquisitions of royalties;
- potential dilution to shareholders interest if we are unable to obtain financing at favourable terms;
- foreign exchange risk;
- interest rate risk;
- risk of reduction in payments of dividends;
- attracting and retaining qualified management and personnel;
- changes in legislation, feed in tariffs, regulations in jurisdictions where the company invests in;
- income and other taxes in jurisdictions where the company invests in;
- general economic and political conditions;
- potential legal proceedings;
- limitation of insurance;
- risks related to COVID-19;
- assumptions made by management in estimating internal rate of return may be incorrect; and
- other risks detailed from time-to-time in our annual information forms, annual reports, management's discussion and analysis, quarterly reports and material change reports filed with and furnished to securities regulators, and those risks which are discussed under the heading "**Risk Factors**".

Some of the important risks and uncertainties that could affect forward-looking statements are described in this Prospectus Supplement and the accompanying Base Prospectus. Should one or more of these risks and uncertainties materialize, or should underlying factors or assumptions prove incorrect, actual results may vary materially from those described in forward-looking statements. Material factors or assumptions involved in developing forward-looking statements include, without limitation, that:

- the Company may not be able to close the Offering on the terms described in this Prospectus Supplement and the Agency Agreement, or at all;
- the Company may not be able to adhere to the terms of the Indenture;
- the Company may be unable to obtain additional financing on acceptable terms or not at all;
- the Company may face increasing competition from other companies where it may compete with competition that may have a higher capitalization, more experienced management or may be more mature as a business;
- the Company is reliant on management and if the Company is unable to attract and retain key personnel, it may not be able to compete effectively;
- the Company's officers and directors may be engaged in a range of business activities in the same industry that may result in conflicts of interest; and
- risks related to the Bonds and the Company's other indebtedness.

The above list is not exhaustive of the factors that may affect any of the forward-looking statements of the Company. If any of these risks or uncertainties materialize, or if assumptions underlying the forward-looking statements prove incorrect, actual results might materially vary from those anticipated in those forward-looking statements. The assumptions referred to above and described in greater detail under "Risk Factors" should be considered carefully by readers.

Should one or more of these risks and uncertainties materialize, or should underlying factors or assumptions prove incorrect, actual results may vary materially from those described in the forward-looking statements.

These factors should be considered carefully and readers are cautioned not to place undue reliance on the forward-looking statements. Readers are cautioned that the foregoing list of risk factors is not exhaustive and it is recommended that prospective investors consult the more complete discussion of risks and uncertainties facing the Company included in the Prospectus. See "**Risk Factors**" for a more detailed discussion of these risks.

Although we believe that the expectations conveyed by the forward-looking statements are reasonable based on the information available to us on the date such statements were made, no assurances can be given as to future results, approvals or achievements. The forward-looking statements contained in the Prospectus Supplement and the accompanying Base Prospectus and the documents incorporated by reference herein are expressly qualified by this cautionary statement. We disclaim any duty to update any of the forward-looking statements after the date of the Prospectus Supplement and the accompanying Base Prospectus to conform such statements to actual results or to changes in our expectations except as otherwise required by applicable law.

THE COMPANY QUALIFIES ALL THE FORWARD-LOOKING STATEMENTS AND FINANCIAL OUTLOOK INFORMATION CONTAINED IN THE BASE PROSPECTUS AND THIS PROSPECTUS SUPPLEMENT AND THE DOCUMENTS INCORPORATED BY REFERENCE HEREIN AND THEREIN BY THE FOREGOING CAUTIONARY STATEMENTS.

CURRENCY PRESENTATION

Unless stated otherwise or as the context otherwise requires, all references to dollar amounts in this Prospectus Supplement are references to Canadian dollars. References to "\$" or "C\$" are to Canadian dollars and references to "U.S. dollars" or "US\$" are to United States dollars.

NON-IFRS FINANCIAL MEASURES

This Prospectus Supplement and the documents incorporated by reference herein include certain terms or performance measures that are not defined under International Financial Reporting Standards (“IFRS”), such as “Annual Recurring Revenue” (“ARR”) and “Earnings before Interest, Taxes, Depreciation and Amortization” (“EBITDA”). The Company believes that, in addition to conventional measures prepared in accordance with IFRS, certain investors use this information to evaluate the Company’s performance. The data presented is intended to provide additional information and should not be considered in isolation or as a substitute for measures of performance prepared in accordance with IFRS. These non-IFRS measures are not recognized, defined or standardized measures under IFRS, and accordingly, the Company’s definition of ARR and EBITDA may differ from definitions used by other companies and therefore comparability may be limited. EBITDA and ARR should not be considered a substitute for or considered in isolation from measures prepared in accordance with IFRS. These non-IFRS measures should be read in conjunction with the Annual Financial Statements and the Interim Financial Statements and the notes thereto. Readers should not place undue reliance on non-IFRS measures and should instead view them in conjunction with the most comparable IFRS financial measures.

THE BUSINESS

The following description of the Company is derived from selected information about the Company contained in the documents incorporated by reference herein and in the Base Prospectus and does not contain all of the information about the Company and its business that should be considered before investing in the Bonds. This Prospectus Supplement, the accompanying Base Prospectus, and the documents incorporated by reference herein and therein should be reviewed and considered by prospective purchasers in connection with their investment in the Bonds.

The Company is a public company whose Common Shares are listed on the TSXV, under the trading symbol “RE”. Effective March 31, 2022, the Common Shares commenced trading under the symbol “RROYF” on the OTCQX Best Market, which is the highest market tier operated by OTC Markets Group Inc. The Company was incorporated on November 2, 2016 under the *Business Corporations Act* (British Columbia). The Company’s corporate office is located at 14th Floor, 1040 West Georgia Street, Vancouver, BC, V6E 4H1.

The Company provides short-term loans and acquires revenue-based royalties from renewable energy companies by providing a non-dilutive royalty financing solution to privately held and publicly traded renewable energy companies. The Company’s business objectives are to acquire a portfolio of long-term, stable, and diversified renewable energy royalty streams to provide shareholders with capital appreciation and a growing, sustainable, long-term cash distribution.

Management has identified what it perceives as an underserved segment in the renewable energy capital markets that lies between traditional debt and equity financing. For many small to medium-sized renewable energy companies (“SMREs”), the Company believes revenue-based royalty financing has many advantages with respect to flexibility, cost and contractual terms.

Traditional royalty-based financing has been used extensively in the North American natural resource, consumer service, industrial manufacturing, health-care, music and food sectors. Management believes that there is significant demand among SMREs for non-dilutive royalty based financing solutions due to a lack of innovation in the financing options available for renewable energy projects.

The Company intends to achieve its long-term objectives through the following:

- Acquiring long-term renewable energy generation royalty streams backed by power purchase agreements or other revenue programs from credit worthy utilities and/or facilities which operate in strong merchant markets with stable power pricing;

- Acquiring renewable energy royalties in high-growth areas of the low carbon energy sector including clean transportation, energy storage and, energy efficiency that are backed by offtake arrangements or customer sales and/or lease contracts from credit worthy counterparties;
- Reinvesting capital to acquire new royalties and to grow royalty income and interest;
- Utilizing debt financing and/or co-investment structures to acquire additional royalties in order to enhance financial returns for shareholders; and
- Maintaining a low operating cost structure.

The Company currently owns a portfolio of 110 royalties on solar, wind, battery storage, renewable natural gas and energy efficiency projects operating in Canada, Mexico, Europe and the United States. Since January 1, 2022, the Company has made a total of approximately \$24,700,000 in portfolio investments (based on a conversion of United States dollar investments to Canadian dollar investments of US\$1.00 is equal to C\$1.34), which the Company expects will have a pre-tax internal rate of return of 18%. A summary of the Company's portfolio as of the date of this Prospectus Supplement is as follows:

Client	Location	# of Royalties	Expected Expiration/ Term	Royalty as % of Revenue	Energy Type	Status	Generating /Storage Capacity	Original Investment (C\$ million)
Delta Energy Partners	Puerto Rico, USA	1	2035	Fixed ^(c) ^(d) \$210,112 per year	Energy Efficiency	Development	Not applicable	\$5.25 ^(c)
ReVolve (Cancun)	Mexico	3	2033	5%	Battery Storage	Construction	1.9 MW	\$1.9
Switch Power (Solar)	Ontario, Canada	1	2035	1%	Solar	Operational	0.38 MW	\$1.3
ReVolve (Solar)	Mexico	6	2030-2033	Up to 5%	Solar	Operational	2.4 MW	\$1.6
NOMAD	Vermont, USA	6	2027	3.5%	Battery storage	Operational	3.5 MW	\$ 7.47 ^(c)
OCEP	Wisconsin, USA	1	2035	Fixed ^(c) \$246,560 per year	Renewable Natural Gas	Construction	2 MW (equiv.)	\$ 5.92 ^(c)
Switch Power 1	Ontario, Canada	4	2031-2033	5% - 3%	Battery storage	Operational	2 MW	\$ 2.31
Switch Power 2 & 3	Ontario, Canada	10	2033-2035	5% - 3%	Battery storage	Partially operational	19 MW	\$ 5.07
Teichos Energy	Pennsylvania, USA	1	15 Years	2%	Solar	Development	20 MW	\$ 3.00
FuseForward Solutions	British Columbia, Canada	1	2031	Fixed \$284,000 per year	Energy Efficiency	Operational	Not applicable	\$ 3.00
Aeolis Wind	British Columbia, Canada	1	2035	1.00%	Wind	Operational	102 MW	\$ 1.24
Jade Power ^(a)	Romania	-	2035	1.05%	Solar, Wind, Hydro	Operational	34 MW	\$ 3.80
OntarioCo ^(a)	Ontario, Canada	59	2040	2.00%	Solar	Operational	18 MW	\$ 5.00
Fresh Air Energy	Ontario, Canada	4	2033	1.00%	Solar	Operational	40 MW	\$ 1.87
Scotian Windfields ^(a)	Nova Scotia, Canada	12	2036	8.00%	Wind	Operational	40 MW	\$ 4.64
Total		110						\$ 53.37^(b)

(a) As of the date of this Prospectus Supplement, the Company had received full repayment of the loans advanced to a private group (referred to in this Prospectus Supplement as "OntarioCo") (\$5.0 million), Scotian Windfields (\$3.3 million), and Jade Power (\$3.8 million). The royalties associated with these investments remain in place.

(b) As of the date of this Prospectus Supplement, the total amount of investments listed above, net of repayments in (a) above, was approximately \$32.5 million.

(c) Based on exchange rate of US\$1 to C\$1.34 as of September 30, 2022, being the last day of the Company's most recent completed financial quarter.

(d) The royalty amount for the Delta transaction has been fixed and calculated as 4% per annum of the total amount to be invested in this project by the Company.

Recent Developments Relating to the Company's Business

Since January 1, 2022 to the date of this Prospectus Supplement, the Company has made the following royalty based investments:

1. Outagamie Clean Energy Partners – Renewable Natural Gas Project – Wisconsin, USA

In March 2022, a newly formed co-investment vehicle ("**OCEP Invest LLC**") formed by the Company entered into a mezzanine financing agreement (the "**OCEP Loan Agreement**") with Outagamie Clean Energy Partners, a Renewable Natural Gas ("**RNG**") developer to finance the construction of a biogas to RNG upgrading project located in Wisconsin, United States. Pursuant to the OCEP Loan Agreement, OCEP Invest LLC provided a US\$4.6 million (\$5.8 million) secured loan (the "**OCEP Loan**") for three years. During the first two years of its term, the OCEP Loan will accrue and pay interest only at 15% per annum. During the third year of the term of the OCEP Loan, the amount of initial cash advance will be repaid in four equal installments, along with interest at 15% per annum. Thereafter, a fixed annual royalty payment (the "**Fixed Royalty**") equal to 10% of the initial cash advance will be payable for 10 years.

To provide funds for the OCEP Loan, the Company contributed approximately US\$4.5 million (\$5.7 million) ("**RER's Contribution**") to OCEP Invest LLC for approximately 97% equity/ownership interest in the entity; the remaining equity contribution was provided by certain private parties.

OCEP Invest LLC is governed by a shareholders' agreement, which sets out, among other things, the Company's economic interest as summarized below:

- During the first two years of its term, the OCEP Loan is interest only, and the Company will receive quarterly distributions equivalent to 13.5% per annum on RER's Contribution;
- During the third year of its term, the OCEP Loan will fully amortize, whereby the Company will receive quarterly distributions for an aggregate amount equivalent to RER's Contribution, plus 13.5% per annum on outstanding balance thereof; and
- Following the repayment of the OCEP Loan during the course of the third year, the Company will receive its share of the Fixed Royalty payments of approximately US\$180,000 (\$225,000) annually at the rate of 4% per annum on RER's Contribution as originally provided.

The OCEP Loan will enable OCEP to complete upgrades at an existing anaerobic digester facility located at a dairy farm near Green Bay, Wisconsin (the "**OCEP Project**"). The OCEP Project will take biogas produced from animal waste and upgrade this biogas to pipeline quality RNG for injection into the regional natural gas grid. The OCEP Project is located on an existing dairy farm, offering a constant, reliable source of feedstock.

The OCEP Project will receive revenue from multiple sources, with the primary sources being California Low Carbon Fuel Standard credits and U.S. Environmental Protection Agency Renewable Identification Numbers. The OCEP Project has been producing biogas for 15 years and the OCEP Loan proceeds will be utilized to upgrade this biogas to RNG quality for injection into the natural gas grid.

The OCEP Project reduces greenhouse gas emissions by capturing methane that would otherwise escape to the atmosphere and upgrading it for use as a transportation fuel. As methane is a powerful greenhouse gas (25 times the impact of CO₂), the benefit is anticipated to be significant for each unit of gas produced. The OCEP Project is expected to reduce emissions by up to 20,000 metric tonnes of CO₂ equivalent per year.

2. **Nomad Transportable Power Systems – Transportable Energy Storage System – Vermont, USA**

In April 2022, the Company entered into an agreement with Nomad Transportable Power Systems Inc. (“**NOMAD**”), a company co-founded by KORE Power Inc., a U.S.-based battery manufacturer, and Northern Reliability Inc., an energy systems integrator with over 50 year experience implementing storage projects around the world.

The Company believes NOMAD is a first mover in the utility, commercial and industrial-scale mobile energy storage sector and was founded in response to demand for a more flexible, transportable battery energy storage system. NOMAD’s business objective is to sell mobile energy storage systems (“**Mobile Units**”) and provide energy storage as a service.

The Mobile Units combine a fully-enclosed trailer chassis with high energy density lithium-ion battery cells and a proprietary docking system to deliver a plug-and-play energy storage solution to their customers. The Mobile Units combine the benefits of a fixed-site energy storage system with increased flexibility and the ability to relocate them, enabling a single Mobile Unit to serve multiple locations for seasonal, intermittent (outages), or temporary use (capital deferral), increasing asset utilization versus a fixed asset.

The Company provided a five-year US\$5.6 million senior secured working capital loan (the “**NOMAD Loan**”). The NOMAD Loan will enable NOMAD to manufacture Mobile Units including the NOMAD Traveler (2 MWh), and NOMAD Voyager (1.2 MWh). The Mobile Units are intended to be sold to utilities, commercial and industrial customers.

The NOMAD Loan has an interest rate of 12% per annum, interest-only for the term, with a bullet repayment after five years. The Company will also receive a gross revenue royalty of 3.5% on the sale of NOMAD’s Mobile Units manufactured using the NOMAD Loan proceeds.

3. **ReVolve Renewable Power– Roof Top Solar Generation Projects – Mexico**

On June 15, 2022, the Company entered into an agreement with ReVolve Renewable Power Corp. (TSXV: REVV) (“**ReVolve**”), a North American renewable energy developer with 3.3 GW of wind, solar, and battery projects under development in the USA and Mexico, to provide a \$1.6 million secured loan (the “**ReVolve Loan**”) to support ReVolve’s acquisition of a portfolio of six operational roof top solar generation projects in Mexico (the “**ReVolve Projects**”) with a combined generating capacity of 2.4 MW.

The ReVolve Projects are roof-mounted behind-the-meter installations, with three ReVolve Projects located near Mexico City and three ReVolve Projects in the neighbouring state Guanajuato, northwest of Mexico City. The ReVolve Projects receive revenue from Power Purchase Agreements (“**PPAs**”) with commercial customers that support the automotive, medical, and print industries. The ReVolve Projects are all operational and have PPAs with remaining terms ranging from 8-11 years.

The ReVolve Loan has a term of 24 months and bears interest at the rate of 10% per annum, compounded monthly, and payable quarterly. The Company received a structuring fee of 1.5% on the ReVolve Loan value at closing, and will receive an additional fee of 1.5% on the ReVolve Loan value at the end of term. The Company will also receive a gross revenue royalty of 5% on four of the ReVolve Projects and 1% on two of the ReVolve Projects for the remaining life of the PPAs.

4. **Switch Power Corp – Rooftop Solar Projects – Ontario, Canada**

In August 2022, the Company entered into a loan agreement with Switch Power Ontario Solar Operating Corporation (“**Switch Solar**”), a wholly-owned subsidiary of Alberta-based independent power producer Switch Power Corporation, for \$1.3 Million (the “**Switch Solar Loan**”). The Switch Solar Loan will finance the acquisition by Switch Solar of an operational rooftop solar generation project located in Vaughan, Ontario (the “**Switch Solar Project**”) with a capacity of 0.38 MW. Switch Power Corporation manages development, construction and operation of sustainable energy power generation projects in Canada consisting of solar, wind, battery storage and

thermal generation energy resources.

The Switch Solar Loan has an initial term of six months at a 10% interest rate per annum, compounded monthly, with the option for Switch Solar to extend the Switch Solar Loan by an additional six months. The Company will have first-ranking security interest over the Switch Solar Project, including a lien over its assets, and a pledge of shares in Switch Solar. The Company will also receive a gross revenue royalty of 1.0% on the Switch Solar Project for the remainder of the contract term, or approximately 12.5 years, which will increase to 2.0% if the Switch Solar Loan term is extended.

5. ReVolve Renewable Power – Energy Storage Projects – Mexico

On September 15, 2022, the Company entered into a second agreement with ReVolve, to provide a \$1.86 million secured loan (the “**ReVolve Cancun Loan**”) and royalty facility to support the purchase of battery and inverter equipment for three energy storage projects with a combined capacity of 3.2 MWh currently under development in Punta Cancun, Mexico (the “**Cancun Projects**”).

The Cancun Projects are located at the site of a major hotel chain in Cancun, Mexico. The hotels have entered into Energy Services Agreements (“**ESAs**”) with ReVolve wherein ReVolve will receive an annual fixed payment in addition to sharing the energy savings delivered by the Cancun Projects over a 10-year term. ReVolve has also entered into an agreement with Quartux Mexico S.A. de C.V., an experienced installer and operator of battery storage systems in Mexico, to deliver a turnkey solution for the installation and commissioning of the Cancun Projects.

The ReVolve Cancun Loan has a term of two years and bears interest at 12% per annum, payable quarterly. The ReVolve Cancun Loan is secured against the assets of the Cancun Projects. In addition, the ReVolve Cancun Loan will be subject to a 2% structuring fee on the total loan value and will be capitalized and added to the overall ReVolve Cancun Loan amount at financial close. A gross revenue royalty of 5% will apply to all revenues received from the Cancun Projects for the duration of the ESAs. In October 2022, the Company provided a partial cash advance to ReVolve against the ReVolve Cancun Loan.

6. Delta Energy Partners – Energy-as-a-Service Projects – Puerto Rico

In November 2022, through its newly formed investment vehicle, FP Puerto Rico Invest LLC (“**Delta Investment Vehicle**”), the Company entered into a loan and royalty agreement with Delta Energy Partners, a provider of energy-as-a-service solutions to customers, for US\$4.0 million (the “**Delta Loan**”) to fund energy efficiency projects in Puerto Rico (“**Delta Project**”). The Delta Project involves installation and servicing of energy-efficient lighting and environmental system in Puerto Rico based on contracts with customers with a term of 10 years.

The Delta Loan will be drawn in tranches with a term of five years at a 13.50% interest rate per annum, plus a 2% commitment fee on undrawn amounts. Delta Investment Vehicle will also receive a 10-year royalty of 10% per annum (the “**Delta Fixed Royalty**”) on invested capital commencing the 30th month after closing.

The Company will contribute 98% of the total funds required for cash advance pursuant to the Delta Loan in the form of its equity capital contributions to Delta Investment Vehicle and the remaining equity contribution will be provided by certain private parties. The Delta Investment Vehicle is governed by a shareholders’ agreement, which sets out, among other things, the Company’s economic interest, whereby interest on the Delta Loan to the extent of 12.15% on the Company’s contributions to Delta Investment Vehicle as well as 40% of the Delta Fixed Royalty will be attributable to the Company, whereas the remainder of the income of Delta Investment Vehicle will be attributable to the non-controlling interests. Pursuant to the Delta Loan, an initial cash advance of US\$0.4 million was provided in November 2022.

Financings

On June 15, 2022, the Company completed a public offering (the “**June 2022 Financing**”) of 9,837,680 units of the Company at price of \$0.82 per unit, for gross proceeds of \$8,066,898. Each unit consisted of one

Common Share and one Common Share purchase warrant (each a “**Warrant**”). Each Warrant is exercisable into one Common Share at an exercise price of \$1.10 per Common share for a period of 24 months following the date of issuance.

Potential Investment Targets

The Company has entered into non-binding letters of intent with a number of renewable energy companies which operate projects that the company has identified as potential investment targets. A summary of such potential investment targets, including an anonymized company name, project description and the potential investment size, is provided in the below table:

Client	Use of Funds	Amount (CAD)
Solar/Storage Co. A (Chile)	Expansion financing	\$ 4,000,000
Storage Co. B (US)	Construction finance	\$ 6,000,000
Storage Co. C (Can)	Construction finance	\$ 5,000,000
Solar Co. D (US)	Interconnection deposits	\$ 3,000,000
Battery Co. E (Mex)	Construction finance	\$ 11,000,000
Solar Co. F (Can)	Interconnection deposits	\$ 4,000,000
Solar Co. G (Can)	Interconnection deposits	\$ 7,200,000
Wind Co. H (Can)	Royalty sale	\$ 1,600,000
		\$ 41,800,000

The Company notes that these potential investments are subject to completion of due diligence to the satisfaction of the company, negotiation of definitive documents, satisfaction of condition precedents for each transaction, and approval of the Board of Directors. As a result, there is no assurance that these non-binding letters of intent will result in a completed transaction.

Impact of COVID-19

Certain COVID-19 related risks would delay or slow the implementation of the planned objectives resulting in additional costs for the Company to achieve its business objectives. The extent to which COVID-19 may impact the Company’s business activities will depend on future developments, such as the ultimate geographic spread of the disease, the duration of the outbreak, travel restrictions, business disruptions, and the effectiveness of actions taken in Canada, the United States and other countries to contain and treat the disease. As these events are highly uncertain and the Company cannot determine their potential impact on operations at this time. The COVID-19 pandemic may negatively impact the Company’s business as a result of government regulations that impact the Company’s ability to complete its targeted investments, which would influence the amount and timing of planned expenditures, which may adversely impact the Company’s business.

CONSOLIDATED CAPITALIZATION

There has been no material change in the Company’s share and debt capital on a consolidated basis since September 30, 2022, the date of the Company’s most recently completed financial period, except as disclosed below under the heading “*Prior Sales*” in this Prospectus Supplement.

The following table shows the pro forma effect of the Offering on the loan capital of the Company based on the Interim Financial Statements as at September 30, 2022. The table should be read in conjunction with the Interim Financial Statements and related management’s discussion and analysis which are incorporated by reference in this Prospectus Supplement. Readers are cautioned that the figures presented in the table below have not been audited.

	As at September 30, 2022 before giving effect to the Offering	As at September 30, 2022 after giving effect to the Offering⁽¹⁾⁽²⁾	As at September 30, 2022 after giving effect to the Offering and the exercise of the Over-Allotment Option⁽¹⁾⁽²⁾
Common Shares (Authorized: unlimited)	\$30,282,447 (43,127,607 Common Shares)	\$30,282,447 (43,127,607 Common Shares)	\$30,282,447 (43,127,607 Common Shares)
Bonds	\$15,332,000 15,332 Bonds US\$4,000,000 4,000 Bonds	\$33,682,000 35,332 Bonds US\$4,000,000 4,000 Bonds	\$36,472,000 38,332 Bonds US\$4,000,000 4,000 Bonds
2020 Convertible Notes ⁽³⁾	\$1,986,578	\$1,986,578	\$1,987,578
Broker Warrants	Nil	700,000	805,000

Notes:

- (1) Assumes the Offering is fully subscribed.
- (2) After deducting the Agents' Commission and estimated expenses of the Offering in the amount of \$250,000. Assuming all Bonds are subscribed for in Canadian dollars.
- (3) On January 31, 2020, the Company issued a series of unsecured convertible notes (the "2020 Convertible Notes") to certain arm's-length parties for aggregate gross proceeds of \$1,600,000. The 2020 Convertible Notes have a term of 36 months and accrue interest at 8% per annum, compounded annually but payable at maturity. The Company anticipates repaying the outstanding principal amount and accrued interest on the 2020 Convertible Notes prior to the closing of the Offering.

USE OF PROCEEDS

The net proceeds to be received by the Company from the Offering, after deducting the Agents' Commission and expenses of the Offering in the estimated amount of \$250,000, will be \$18,350,000 (\$21,140,000, including proceeds received by the Company pursuant to the exercise of the Over-Allotment Option in full).

The Company intends to use the net proceeds from the Offering to acquire revenue-based royalties and/or provide loans to privately held and publicly traded renewable energy companies and/or for general corporate and working capital purposes. There is no minimum amount of funds that must be raised under the Offering. This means that the Offering may terminate after only raising a small portion of the offering amount set out above, or none at all. An investor will not be entitled to a return of their investment if only a portion of the disclosed maximum offering amount set out above is in fact raised. See "Plan of Distribution".

Although the Company intends to use the net proceeds from the Offering as described above, the actual allocation of the net proceeds from the Offering may vary depending on future developments, at the discretion of the Company's board of directors (the "Board of Directors") and management. Until applied, the net proceeds from the Offering will be held as cash balances in the Company's bank account or invested in certificates of deposit and other instruments issued by banks or obligations of or guaranteed by the Government of Canada or any province thereof. Unallocated net proceeds from the Offering will be added to the working capital of the Company, and will be expended at the discretion of management. In the event that the Over-Allotment Option is exercised by the Agents, the Company intends to use the additional funds for general corporate and working capital purposes.

The Company had negative cash flow from its most recently completed interim period for which financial statements have been included in this Prospectus Supplement. To the extent that the Company has negative cash flow from operating activities in future periods, the Company may need to use a portion of the net proceeds from the Offering to fund such negative cash flow. See "Risk Factors – Negative Operating Cash Flow" below and in the accompanying Base Prospectus.

Business Objectives and Milestone

The net proceeds from the Offering are expected to be used by the Company as follows:

Business Objective	Significant Events	Expected Timing	Amount
Acquiring revenue-based royalties and/or providing loans to privately held and publicly traded renewable energy companies	Completion of investment transaction with several renewable energy companies currently under due diligence	During the financial year ending December 31, 2023	Up to \$ 21,140,000

If less than the maximum amount of the Offering is raised, the actual amount that the Company spends in connection with the intended use of proceeds set out above will be determined based on the actual amount of net proceeds raised under the Offering.

PLAN OF DISTRIBUTION

Pursuant to the Agency Agreement, the Company has engaged the Agents to act as its agent to offer for sale to the public on a “best efforts” agency basis up to 20,000 Bonds. The Bonds will be offered as CDN Bonds and U.S. Bonds, and the CDN Bonds and the U.S. Bonds will be issued as two different series under the Third Supplemental Indenture. The CDN Bonds will be offered at a price of \$1,000 and the U.S. Bonds will be offered at a price of US\$1,000, at the purchaser’s discretion, for aggregate gross proceeds of up to \$20,000,000. For the purposes of calculating the Offering’s total gross proceeds only, the aggregate amount of the U.S. Bonds will be converted (using the Bank of Canada rate on the applicable Closing Date) into Canadian dollars and the total gross proceeds of the Offering arrived at thereby. The Agents have agreed to assist with the Offering on an agency basis and are not obligated to purchase any Bonds for their own account.

The Company has applied to the TSXV for approval of the Offering and the listing of the Broker Shares. The completion of the Offering will be subject to the Company meeting the requirements of the TSXV. There is currently no market through which the Bonds may be sold and purchasers may not be able to resell the Bonds. This may affect the pricing of the Bonds in the secondary market, the transparency and availability of trading prices, the liquidity of the Bond and the extent of issuer regulation.

There is no minimum amount of funds that must be raised under the Offering. The Company could complete this Offering after raising only a small portion of the offering amount set out above.

The terms of the Offering, including the offering price of the Bonds, were established in the context of the market and through arm’s length negotiations between the Company and the Agents, and may bear no relationship to the price that will prevail in the public marketplace.

In consideration for its services in connection with the Offering, on each Closing Date, the Agents will be paid the Agents’ Commission equal to 7.0% of the gross proceeds of the Bonds sold on such Closing Date. As additional compensation, the Company has agreed to issue that number of Broker Warrants to the Agents as is equal to 3.5% of the aggregate gross proceeds raised under the Offering (including any Additional Bonds issued upon exercise of the Over-Allotment Option) on such Closing Date. Each Broker Warrant will entitle the Agents to purchase one Broker Share at an exercise price equal to \$0.75, subject to adjustment, for a period of 36 months from the applicable Closing Date. This Prospectus Supplement qualifies the distribution of the Broker Warrants.

The Company has agreed to indemnify the Agents and its affiliates, and their respective directors, officers, partners, employees and agents thereof against certain civil liabilities and expenses and to contribute to payments that the Agents may be required to make in respect thereof. The Agency Agreement provides that the obligations of the Agents under the Agency Agreement may be terminated by the Agents on the basis of “disaster out”, “market out”, “material change out”, “due diligence out”, “regulatory proceedings out” and “breach out” and may

also be terminated upon the occurrence of certain stated events. The Agents are not obligated, directly or indirectly, to advance its own funds to purchase any of the Bonds.

Upon closing of the Offering, the Company will grant Canaccord a right of first refusal to act as lead agent or underwriter in any further brokered offering of securities of the Company in Canada or the United States, by private placement or public offering, with participation of a minimum of 50% of any syndicate formed in respect of such offering, for six months from the last closing date of the Offering (including any closing of the Over-Allotment Option).

The Bonds have not been registered under the U.S. Securities Act, or any U.S. state securities laws, and may not be offered or sold within the United States or to, or for the account or benefit of, U.S. persons or persons in the United States. The Agents have agreed that they will not offer or sell the Bonds within the United States or to, or for the account or benefit of, U.S. persons or persons in the United States. "United States" and "U.S. person" have the respective meanings ascribed to them in Rule 902 of Regulation S under the U.S. Securities Act.

Subscriptions for Bonds will be received by the Agent subject to rejection or allotment in whole or in part by the Agents and the Agents reserve the right to close the subscription books at any time without notice. The Bonds will be issued by physical certificate, or in registered or electronic form to CDS or its nominee and deposited with CDS, in each case against payment of the aggregate purchase price for such Bonds, less applicable commissions. Purchasers of Bonds which are issued in registered or electronic form to CDS or its nominee and deposited with CDS will receive only a customer confirmation from the registered dealer through which such Bonds are purchased.

The Bonds will be offered in the Qualifying Jurisdictions, in the United States on a private placement basis pursuant to applicable exemptions under the United States Securities Act, and in certain other offshore jurisdictions, provided that placement in the United States or such other offshore jurisdictions does not give rise to the filing of a prospectus or registration statement or to any continuous disclosure obligations, through the Agents or their respective affiliates who are registered to offer the Bonds for sale in such provinces and such other registered dealers as may be designated by the Agents in accordance with the Agency Agreement.

DESCRIPTION OF BONDS

The following is a summary of the material attributes and characteristics of the Bonds and is subject to, and qualified in its entirety by, reference to the terms of the Third Supplemental Indenture, to be entered into between the Company and the Trustee. This summary does not purport to be complete, and for full particulars, reference should be made to the Indenture. After execution, the Third Supplemental Indenture will be available for inspection at the offices of the Company and will be filed under the Company's profile on SEDAR at www.sedar.com.

The CDN Bonds will be issued in denominations of \$1,000 or in integral multiples thereof and the U.S. Bonds will be issued in denominations of US\$1,000 or in integral multiples thereof. The Bonds will be dated as of the applicable Closing Date and unless previously redeemed or purchased, as described below, the Bonds will mature on the applicable Maturity Date. The principal amount of the Bonds is payable at maturity in cash. The Bonds will bear interest from the date of issuance at 9.0% per annum. Interest will be calculated on the basis of a year of 365 days (or 366 days in the case of a leap year) based on the actual number of days elapsed to and including the date of payment of the interest. Interest will be paid in arrears on the last business day of March, September, June and December (each, an "Interest Payment Date"). The first Interest Payment Date will be the last business day of the quarter in which a Bond is issued, unless such Bonds are issued on or before December 31, 2022, in which case the first Interest Payment Date will be the last business day of the following quarter in which such Bonds are issued, and will include accrued but unpaid interest from the previous quarter.

Rank and Subordination

The Bonds and all other secured debt securities of the Company issued and certified pursuant to the Indenture, heretofore, now or hereafter certified and issued under the Indenture rank *pari passu* and are secured equally and rateably by, and are equally and proportionately entitled to the benefits of, the security

agreement dated August 10, 2020 between the Company and the Trustee (the “**Security Agreement**”, and together with all such other agreements, instruments and documents as the Trustee may reasonably require to ensure that the Trustee has a first ranking Lien on the Collateral (subject to Permitted Liens) (as such terms are defined in the Indenture), the “**Security Documents**”), to which reference is made for a description of the nature and extent of the security created thereby, the respective rights of the Bondholders and the Company, and the terms and conditions upon which the Bonds are issued, secured and held. The Bonds will rank equally in right of payment to all other Indebtedness (as defined in the Indenture) of the Company that is not expressly subordinated in right of payment to the Bonds. After execution, the Third Supplemental Indenture will be available for inspection at the offices of the Company and will be filed under the Company’s profile on SEDAR at www.sedar.com. A copy of the Security Agreement is also available under the Company’s profile on SEDAR at www.sedar.com.

Optional Redemption

Except in certain circumstances upon a Change of Control as further described below under “*Change of Control*”, the Bonds will not be redeemable prior to the date that is six months from the applicable Closing Date. On or after the date that is six months from the applicable Closing Date and prior to the applicable Maturity Date, the Bonds will be redeemable, in whole or in part, from time to time at the Company’s option at a redemption price equal to the principal amount of the Bonds redeemed plus accrued and unpaid interest, if any, up to but excluding the date set for redemption, up on delivery of 20 business days’ written notice to the Bondholders.

Change of Control

Within 30 days following the occurrence of a Change of Control (as hereinafter defined), the Company shall be required to (a) give to the Trustee, and the Trustee shall deliver to all Bondholders, written notice as provided in the Indenture, stating among other things, the occurrence of a Change of Control and (b) offer to purchase all of the outstanding Bonds (a “**Change of Control Purchase Offer**”) on the date (the “**Change of Control Purchase Date**”) that is 30 days following the date on which the Change of Control Purchase Offer is delivered or mailed to the Trustee at a purchase price equal to 101% of the principal amount of the Bonds plus any accrued and unpaid interest up to, but not including, the Change of Control Purchase Date.

Under the Indenture, a “**Change of Control**” of the Company will be deemed to have occurred at such time after the original issuance of the Bonds upon: (a) the acquisition, by any person or group of persons acting jointly or in concert (within the meaning of National Instrument 62-104 - *Take-Over Bids and Issuer Bids* (“**NI 62-104**”)), of voting control or direction over more than 50% of the voting rights attached to the issued and outstanding Common Shares; or (b) the sale, transfer or other disposition, directly or indirectly, of all or substantially all of the assets and properties of the Company and its subsidiaries, taken as a whole, but shall not include a sale, merger, reorganization, arrangement, combination or other similar transaction if the previous holders of Common Shares hold more than 50% of the voting control or direction in such merged, reorganized, arranged, combined or other continuing entity (and in the case of a sale of all or substantially all of the assets, in the entity which has acquired such assets) immediately following the completion of such transaction. Change of Control has the same meaning in this Prospectus Supplement.

Method of Payment

On redemption or at maturity of the Bonds, the Company will repay the indebtedness represented by the Bonds in the following manner. On or before 4:00 p.m. (Vancouver time) on the business day before the applicable Maturity Date, the Company will deposit in an account established by the Company and maintained by and subject to the control of the Trustee, an amount sufficient to pay the amount payable in respect of such Bonds (less any tax required by law to be deducted). The Company (either directly or through the Trustee or any agent of the Trustee) will pay to each Bondholder entitled to receive payment, the principal amount of, and premium (if any) on, the Bonds, upon surrender of the Bonds at any branch of the Trustee designated for such purpose from time to time by the Company and the Trustee.

Payment of interest due upon the principal amount of the Bonds, will be made on the applicable Interest Payment Date in the following manner. The Company (either directly or through the Trustee or any agent of the Trustee), at least two business days before each Interest Payment Date, will forward or cause to be forwarded by prepaid ordinary mail (or in the event of mail service interruption, by such other means as the Trustee and the Company determine to be appropriate), a cheque or an electronic transfer of funds for such interest (less any tax required by law to be deducted) payable to the Bondholder (or to the Trustee on behalf of such Bondholder, as determined from time to time) for the time being at the address appearing on the register maintained with respect to such Bonds, unless otherwise directed in writing by the Bondholder or, in the case of registered joint Bondholders, payable to all such joint Bondholders and addressed to one of them at the last address appearing in the applicable register and negotiable at par at each of the places at which interest upon such Bonds is payable.

Events of Default

The Indenture provides that an event of default (“**Event of Default**”) in respect of the Bonds will occur if any one or more of the following described events has occurred and is continuing: (a) failure to pay principal or premium, if any, on the Bonds when due whether at maturity, which default continues for ten business days; (b) failure to pay interest on the Bonds when due and payable, which default continues for ten business days; (c) the Company defaults in the performance of or is in breach of any covenant in the Indenture, any Security Document or the Bonds, where such default or breach: (i) continues for a period of 30 days after the Trustee has given notice in writing to the Company specifying the nature of such default or breach and requiring that it be remedied unless the Trustee (having regard to the subject matter of such breach or default) agrees to a longer period and, in such event, within the period agreed to by the Trustee; or (ii) is described in the section concerning financial covenants in the indenture and for which any cure period prescribed in has lapsed; (d) the Security Documents cease to be in full force and effect or if any Security Document ceases to constitute a valid and perfected first priority Lien (subject only to Permitted Lien) upon all the Collateral it purports to charge or encumber, in favour of the Trustee for the benefit of the Bondholders; (e) the Company defaults under the terms of any Indebtedness (other than Non-Recourse Indebtedness (as defined in the Indenture)) where that default results in such Indebtedness becoming or being declared due and payable prior to the date on which it would otherwise have become due and payable (after expiration of any applicable grace period) unless such acceleration is waived or rescinded, provided that the aggregate of all such Indebtedness which is accelerated exceeds 10% of the principal amount Bonds outstanding; and (f) the Company admits its inability to pay its liabilities generally as they become due or makes a general assignment for the benefit of the creditors of the Company or otherwise acknowledges the insolvency of the Company or any proceeding is instituted by or against the Company seeking to adjudicate it a bankrupt or insolvent or seeking liquidation, winding up, dissolution, reorganization, arrangement, adjustment, protection, relief or composition of its debts under any law relating to bankruptcy, insolvency, reorganization, moratorium or relief of debtors or seeking the entry of an order for relief by the appointment of a receiver, liquidator, Trustee or other similar official for the Company or for any substantial part of the property of the Company and, if such proceeding has been instituted against the Company without the consent or concurrence of the Company, either such proceeding has not been stayed or dismissed within 45 days or any of the actions sought in such proceeding (including the entry of an order for relief or the appointment of a receiver) are granted in whole or in part, or if a receiver is privately appointed in respect of the Company or a substantial part of the property of the Company, and such appointment has not been stayed or dismissed within 45 days.

If an Event of Default has occurred and is continuing, the Trustee may, in its discretion, and shall upon request of Bondholders of not less than 35% of the principal amount of Bonds then outstanding, declare the principal of and interest on all outstanding Bonds to be immediately due and payable. In certain cases, the holders of more than 50% of the principal amount of the Bonds then outstanding may, on behalf of the holders of all Bonds, waive any Event of Default and/or cancel any such declaration upon such terms and conditions as such Bondholders shall prescribe.

Consolidation, Mergers or Sales of Assets

The Indenture provides that the Company may not amalgamate or merge with or into or sell, assign, transfer or lease all or substantially all of its properties and assets unless: (a) the successor (if other than the Company) assumes all the obligations of the Company under the Indenture in respect of the Bonds; (b) no Events of Default has occurred and it continuing; and (c) other conditions described in the Indenture are met.

Upon the assumption of the Company's obligations by such corporation in such circumstances, subject to certain exceptions, the Company shall be discharged from all obligations under the Bonds and the Indenture. Although such transactions are permitted under the Indenture, certain of the foregoing transactions occurring could constitute a Change of Control of the Company, which would require the Company to offer to purchase the Bonds as described above.

An assumption of the Company's obligations under the Bonds and the Indenture by such corporation might be considered for Canadian federal income tax purposes to be an exchange of the Bonds for new Bonds by the Bondholders, resulting in recognition of gain or loss for such purposes and possibly other adverse tax consequences to the Bondholders. Bondholders should consult their own tax advisors regarding the tax consequences of such an assumption.

Non-Financial Covenants

The Indenture contains certain covenants of the Company, including to: (a) pay principal, premium (if any) and interest; (b) furnish to the Trustee a copy of all financial statements, whether annual or interim, of the Company and the report (if any) of the Company's auditors thereon at the same time as they are required to be filed under the *Securities Act* (British Columbia); (c) in connection with providing its annual financial statements, furnish to the Trustee a Certificate stating that the Company has complied with all covenants, conditions and other requirements contained in the Indenture; (d) maintain and cause its subsidiaries to maintain property and liability insurance as would be maintained by a prudent owner; (e) (i) perform and observe its obligations under the Security Documents and (ii) take any and all actions (including, without limitation, the covenants set forth in the Security Documents and in the Indenture) necessary or desirable to cause the Security Documents to create and maintain valid and enforceable, perfected, first-ranking security interests in and on all the Collateral, in favour of the Trustee, subject to no other Liens (other than Permitted Liens); and (f) pay to the Trustee reasonable remuneration as agreed from time to time for its services as Trustee.

Modifications of the Indenture

The rights of the Bondholders, as well as of any holders of other series of bonds that may be issued under the Indenture, may be modified in accordance with the terms of the Indenture. For that purpose, among others, the Indenture will contain certain provisions which will make binding on all Bondholders resolutions passed at meetings of the Bondholders by votes cast thereat by Bondholders of not less than 50% of the principal amount of the Bonds present at the meeting or represented by proxy, or 66^{2/3}% of the principal of the Bonds, in the case of certain matters requiring Extraordinary Resolution (as defined in the Indenture), or rendered by instruments in writing signed by the Bondholders of not less than 50% of the principal amount of the Bonds then outstanding, or 66^{2/3}% of the principal of the Bonds, in the case of certain matters requiring Extraordinary Resolution.

No Personal Liability of Board, Officers, Employees, Subsidiaries, Incorporators and Shareholders

No shareholder, director or officer of the Company will be held to have any personal liability as such, and no resort will be had to the private property of any shareholder, director or officer of the Company for satisfaction of any obligation or claim arising out of or in connection with the Indenture, and only the assets of the Company are liable and subject to levy or execution for full satisfaction.

Governing Law

The Indenture and the Bonds will be governed by and construed in accordance with the laws of the Province of British Columbia and the federal laws of Canada applicable therein.

Transfer and Exchange Of Bonds

A Bondholder may at any time and from time to time have their Bonds transferred at any of the places at which a register is kept pursuant to the provisions of the Indenture, in accordance with such reasonable regulations as the Trustee or other registrar may prescribe. Pursuant to a Transfer Agent Agreement between the Company and Capital Transfer Agency, ULC (the “**Transfer Agent**”) dated September 29, 2020 (the “**Transfer Agent Agreement**”), the Transfer Agent was appointed as transfer agent and registrar for the debt securities to be issued pursuant to the Indenture. Pursuant to the Indenture, the Company may cause to be kept a central register (as defined in the Indenture) by such registrar or registrars as the Company designates with the approval of the Trustee. Accordingly, the Company, the Transfer Agent and the Trustee intend to enter into a designation of transfer agent and registrar agreement with respect to the Bonds, pursuant to which the Transfer Agent will be appointed as co-agent for the purpose of maintaining the register of the Bonds.

EARNINGS COVERAGE

The following earnings coverage ratios are calculated for the year ended December 31, 2021 and the quarter ended September 30, 2022 and are derived from the Audited Financial Statements and the Unaudited Financial Statements.

The Company’s net (loss) income before interest and other bank charges, interest on bonds and other debt securities, and taxes (collectively, “**interest expense**”) for the year ended December 31, 2021 and the quarter ended September 30, 2022 were \$(1,104,465) and \$1,589,923, respectively. The Company’s total finance expenses for the year ended December 31, 2021 and the quarter ended September 30, 2022 were \$1,025,559 and \$1,657,462, respectively, for an earnings coverage ratio of -1.08 times and 0.96 times, respectively.

After giving effect to the Offering, the pro forma interest expense for the twelve-month periods ended December 31, 2021 and September 30, 2022 were \$3,529,000 and \$4,160,000, respectively, resulting in a pro forma earnings coverage ratio of -0.31 times and 0.38 times, respectively.

The earnings coverage ratio in each period is less than one-to-one. Additional earnings for the twelve-month periods ended December 31, 2021 and September 30, 2022 of \$4,633,000 and \$2,570,000, respectively, would have required in order to achieve pro forma earnings coverage ratio of one-to-one for such periods.

Earnings coverage is equal to net income before interest and other bank charges, interest on bonds and taxes divided by interest expense. The pro forma earnings coverage ratio includes the interest expense on all our debt securities in the calculation assuming that the full principal amount of such debt securities would be characterized as debt and borrowing costs would be characterized as interest expense in our financial statements.

The pro forma earnings coverage set forth above: (i) has been prepared in accordance with Canadian disclosure requirements using financial information that was prepared in accordance with IFRS; (ii) give effect to the issuance of the Bonds, assuming that the Over-Allotment Option is exercised, under this Prospectus Supplement as of the beginning of the applicable period; (iii) assume there are no additional earnings derived from the use of the net proceeds from the Offering; and (iv) do not purport to be indicative of earnings coverage ratios for any future periods.

PRIOR SALES

During the 12-month period before the date of this Prospectus Supplement, the Company has issued the following securities:

Date of issuance	Type of security issued	Number of securities issued	Price per security	Total funds received
December 30, 2021	Series 2-2021 Green Bonds	5,166	\$1,000	\$5,166,000
December 30, 2021	Series 2-2021 Green Bonds	4,000	US\$1,000	US\$4,000,000
January 12, 2022	Deferred Share Units	24,501	\$1.00	N/A
January 12, 2022	Restricted Share Units	38,011	\$1.00	N/A
June 15, 2022	Common Shares ⁽¹⁾	9,837,680	\$0.82	\$8,066,898
June 15, 2022	Warrants ⁽¹⁾	9,837,680	\$1.10	N/A

Notes:

(1) Issued in connection with the June 2022 Financing.

TRADING PRICE AND VOLUME

The Common Shares are listed on the TSXV under the trading symbol “RE”. The following table sets forth the reported high and low sale prices in Canadian dollars for the Common Shares on the TSXV for the monthly periods indicated.

Month	Price Range (CAD\$)		Volume
	High	Low	
December 1 – December 12, 2022	0.79	0.71	158,973
November 2022	0.79	0.69	763,429
October 2022	0.74	0.67	277,784
September 2022	0.73	0.67	155,351
August 2022	0.77	0.65	286,738
July 2022	0.80	0.71	79,167
June 2022	0.91	0.77	65,785
May 2022	0.91	0.75	76,463
April 2022	1.00	0.82	237,841
March 2022	0.99	0.85	77,654
February 2022	0.99	0.84	82,001
January 2022	1.05	0.84	136,057
December 2021	1.12	0.94	88,489

RISK FACTORS

Investors who will receive Bonds should consider carefully the risk factors set out herein and contained in and incorporated by reference in the accompanying Base Prospectus. Discussions of certain risks affecting the Company in connection with the Company’s business are set out under the heading “Risk Factors” in the accompanying Base Prospectus as well as in the documents incorporated by reference therein and herein, including, specifically, under the heading “Risk Factors” in the AIF, financial statements and accompanying management’s discussion and analysis.

Risks Relating to the Offering

The Company has discretion with respect to the use of proceeds from the Offering.

Management will have broad discretion with respect to the use of the net proceeds from the Offering, and investors will be relying on the judgment of management regarding the application of these proceeds. At the date of this Prospectus Supplement, the Company intends to use the net proceeds from the Offering as described under the heading “*Use of Proceeds*”. However, the Company’s needs may change as its business and the industry in which the Company operates may evolve. As a result, the net proceeds from the Offering may be used in a manner significantly different from the Company’s current expectations. The failure by management to apply these funds effectively could have a material adverse effect on the Company’s business.

You may lose your entire investment.

An investment in the Bonds is speculative and may result in the loss of your entire investment. Only potential investors who are experienced in high-risk investments and who can afford to lose their entire investment should consider purchasing the Bonds.

Ability to Satisfy Interest and Principal Payments.

There is no guarantee that the Company will have sufficient cash available to make interest and principal payments on the Bonds on a timely basis or at all. The likelihood that the Bondholders will receive the payments owing to them in connection with the Bonds will be dependent upon the financial health and creditworthiness of the Company and the ability of the Company to earn revenues. See “*Earnings Coverage*”, which is relevant to an assessment of the risk that the Company may be unable to make payments to the Bondholders when due, including payments of interest or the repayment of principal. There is no guarantee that the Company will be able to pay interest when due or repay the outstanding principal amount of the Bonds upon maturity.

No Market for the Bonds.

There is no existing trading market for the Bonds and there can be no assurance that a liquid market will develop or be maintained for the Bonds, or that an investor will be able to sell any of the Bonds at a particular time (if at all). The liquidity of the trading market in the Bonds and the sale price, if any, for the Bonds, may be adversely affected by, among other things: (i) changes in the overall market for the Bonds; (ii) changes in the Company’s financial performance or prospects; (iii) changes or perceived changes in the Company’s creditworthiness; (iv) the prospects for companies in the industry generally; (v) the number of Bondholders; and (vi) the interest of securities dealers in making a market for the Bonds.

No Certainty Regarding the Completion of the Offering.

The completion of the Offering remains subject to a number of conditions, and there can be no certainty that the Offering will be completed. If the Offering is not completed, the Company may not be able to raise the funds set out herein for the purposes contemplated under “*Use of Proceeds*” from other sources on commercially reasonable terms, or at all.

Changes in interest rates may cause the market value of the Bonds to decline.

Prevailing interest rates will affect the market price or value of the Bonds. The market price or value of the Bonds may decline as prevailing interest rates for comparable debt instruments rise, and increase as prevailing interest rates for comparable debt securities decline.

We may not be able to fulfill our repurchase obligations with respect to the Bonds upon a change of control.

If we experience a Change of Control, we will be required to make an offer to repurchase all outstanding Bonds at a repurchase price equal to 101% of the principal amount of the Bonds repurchased, plus accrued and

unpaid interest, if any, to the applicable repurchase date. Failure to repurchase, or to make an offer to repurchase, the Bonds would constitute a default under the Indenture governing the Bonds, which would also constitute a default under certain instruments governing our existing indebtedness. See “Description of Bonds — Change of Control” in this Prospectus Supplement.

If a Change of Control were to occur, we cannot assure you that we would have sufficient funds to repay any Bonds that we would be required to offer to repurchase, or to satisfy any other obligations that would become immediately due and payable under the other instruments governing our indebtedness, as a result of such Change of Control. In order to satisfy our obligations, we may attempt to refinance our indebtedness or obtain consents from our other lenders or from the Bondholders. We cannot assure you that we would be able to refinance our indebtedness or obtain such consents on satisfactory terms or at all.

Our ability to make timely payments on the Bonds you hold may be affected by the amount and terms of our future debt.

Our ability to make timely payments on our outstanding debt may depend on the amount and terms of our other obligations, including any additional debt securities issued under the Indenture. The Indenture governing the Bonds will not contain any limitation on the amount of indebtedness or other liabilities that we or any of our subsidiaries may incur in the future, including additional senior debt securities. In the event we issue additional debt securities under the Indenture governing the Bonds or incur other indebtedness, unless our earnings grow in proportion to our debt and other fixed charges, our ability to service the notes on a timely basis may become impaired. We expect that we will from time to time incur additional debt and other liabilities. In addition, the Company will not be restricted from paying dividends on or repurchasing its securities under the Indenture governing the Bonds.

Broad Discretion in the Use of Proceeds.

Management of the Company will have broad discretion in the application of the net proceeds from the Offering pursuant to the Prospectus and could spend the proceeds in ways that do not improve the Company’s results of operations. The failure by management to apply the net proceeds effectively could result in financial losses that could have a material adverse effect on the Company. Pending their use, management may apply the net proceeds from the Offering in a manner that does not produce income or that loses value.

Failure to meet investor expectations for sustainable finance products.

The market price and tradability of the Bonds may be impacted by any failure by us to allocate the net proceeds from the Offering to eligible projects (“**Eligible Projects**”), as determined by the Green Bond Framework developed by the Company with respect to the Bonds, which complies with the Green Bond Principles developed by the International Capital Markets Association (2018) (the “**Green Bond Framework**”), as same may be amended from time to time, or to otherwise meet or continue to meet the investment requirements of certain sustainability-focused investors.

We cannot assure you that the Eligible Projects to which we allocate the net proceeds from the Offering will satisfy, or continue to satisfy, investor criteria and expectations regarding environmental impact and sustainability performance nor can we assure you that the Eligible Projects criteria and other aspects of the Green Bond Framework will satisfy, or continue to satisfy, investor criteria or expectations for sustainable finance products.

Recent Canadian tax proposals.

In February 2022, the Department of Finance (Canada) released draft legislation, including a proposal on interest deductibility. The proposal was open for public comment until May 2022 and was originally intended to be effective for taxation years beginning on or after January 1, 2023. On November 3, 2022, the Department of Finance (Canada) released revised legislative proposals relating to the interest deductibility proposals and, while the November 3, 2022 draft legislative provisions provided that the interest deductibility proposals would be

effective for taxation years beginning on or after October 1, 2023, it is unknown when the legislation may be enacted. The November 3, 2022 draft legislative proposals are open for public comment until January 6, 2023. We will continue to assess the proposed changes in tax legislation as they could affect our business, financial condition and cash flows available to make payments to Bondholders.

Non-binding Letters of Intent.

The Company has entered into certain non-binding letters of intent with respect to potential investment targets (see *“The Business – Potential Investment Targets”*). None of the potential investments have settled terms, firm commitments or obligations to close. Each potential investment identified is subject to various conditions to closing, including the completion of due diligence to the satisfaction of the company, negotiation of definitive documents, satisfaction of condition precedents for each transaction, and approval of the Board of Directors. As a result, there is no assurance that any of these non-binding letters of intent will result in a completed transaction.

ELIGIBILITY FOR INVESTMENT

In the opinion of McMillan LLP, the Company’s legal counsel, based on the provisions of the *Income Tax Act* (Canada) (the **“Tax Act”**) in force as of the date hereof, provided the Common Shares are listed on a “designated stock exchange” in Canada as defined in the Tax Act (which currently includes the TSXV) on the applicable Closing Date, the Bonds will, as at the applicable Closing Date, be qualified investments under the Tax Act and the regulations thereunder for trusts governed by registered retirement savings plans (**“RRSPs”**), registered retirement income funds (**“RRIFs”**), deferred profit sharing plans (**“DPSPs”**) (except a DPSP to which the Company, or an employer that does not deal at arm’s length with the Company, has made a contribution), registered disability savings plans (**“RDSPs”**), registered education savings plans (**“RESPs”**) and tax-free savings accounts (**“TFSAs”** and, collectively, **“Deferred Plans”**). The Bonds will also be qualified investments for such Plans if the Bonds are listed on a designated stock exchange.

Notwithstanding that the Bonds may be a qualified investment for a TFSA, RRSP, RDSP or RRIF, the holder of a TFSA or RDSP, the annuitant of a RRSP or RRIF or the subscriber of a RESP, as the case may be, which acquires Bonds will be subject to a penalty tax under the Tax Act if such Bonds are a “prohibited investment” (within the meaning of the Tax Act) for the particular TFSA, RRSP, RDSP, RESP or RRIF. Generally, Bonds will not be a prohibited investment for a TFSA, RRSP, RDSP, RESP or RRIF provided the holder of the TFSA or RDSP, the annuitant of the RRSP or RRIF or the subscriber of a RESP, as applicable, deals at arm’s length with the Company for purposes of the Tax Act and does not have a “significant interest” (within the meaning of the Tax Act) in the Company. Based on legislative proposals released by the Minister of Finance (Canada) on August 9, 2022 (the **“August 2022 Proposed Amendments”**), it is expected that, upon such amendments coming into force (which, under the August 2022 Proposed Amendments, would occur on January 1, 2023), the Bonds would, provided they are qualified investments for Deferred Plans as described above, also be qualified investments for trusts governed by a first home savings account (an **“FHSA”**), and (b) holders of FHSAs would also be subject to the prohibited investment rules described above.

CERTAIN MATERIAL CANADIAN FEDERAL INCOME TAX CONSIDERATIONS

In the opinion of McMillan LLP, the Company’s legal counsel, the following is, as of the date hereof, a summary of the principal Canadian federal income tax considerations generally applicable to a Bondholder who acquires their Bonds as beneficial owner pursuant to the Offering and who, for purposes of the Tax Act and at all relevant times, (i) holds the Bonds as capital property, (ii) deals at arm’s length with the Company and each of the Agents, and (iii) is not affiliated with the Company or any of the Agents (a **“Holder”**). Generally, the Bonds will be considered to be capital property to a Holder provided that the Holder does not hold the Bonds in the course of carrying on a business of trading or dealing in securities and has not acquired the Bonds in one or more transactions considered to be an adventure or concern in the nature of trade.

This summary is not applicable to a Bondholder (i) that is a “financial institution” (as defined for the purposes of the mark-to-market rules in the Tax Act), (ii) an interest in which would be a “tax shelter investment” (as defined in the Tax Act), (iii) that is a “specified financial institution” (as defined in the Tax Act), (iv) that has

elected to report its “Canadian tax results” (as defined in the Tax Act) in a currency other than Canadian currency, or (v) that has entered or will enter into a “derivative forward agreement” or “synthetic disposition arrangement” (each as defined in the Tax Act) with respect to the Bonds. Any such Bondholder should consult its own tax advisor with respect to an investment in the Bonds.

This summary does not address the possible application of the “foreign affiliate dumping” rules in section 212.3 of the Tax Act to a Bondholder that is a corporation and that is or becomes, or does not deal at arm’s length for purposes of the Tax Act with a corporation resident in Canada that is or becomes, as part of a transaction or event or series of transactions or events that includes the acquisition of Bonds, controlled by a non-resident person, or a group of non-resident persons, not dealing with each other at arm’s length, in each case for the purposes of section 212.3 of the Tax Act. Such Bondholders should consult their own tax advisors with respect to the possible application of these rules. In addition, this summary does not address the deductibility of interest by a Bondholder who has borrowed money or otherwise incurred debt in connection with the acquisition of Bonds.

This summary is based upon the provisions of the Tax Act in force as of the date hereof, all specific proposals to amend the Tax Act that have been publicly announced by or on behalf of the Minister of Finance prior to the date hereof (the “**Proposed Amendments**”) and McMillan LLP’s understanding of the current administrative policies and assessing practices of the Canada Revenue Agency made publicly available prior to the date hereof. This summary assumes the Proposed Amendments will be enacted in the form proposed, however, no assurance can be given that the Proposed Amendments will be enacted in the form proposed or at all. This summary is not exhaustive of all possible Canadian federal income tax considerations and, except for the Proposed Amendments, does not take into account any changes in the law, administrative policy or assessing practice, whether by legislative, governmental or judicial action or decision, nor does it take into account other federal or any provincial, territorial or foreign tax considerations, which may differ significantly from those discussed herein.

This summary is of a general nature only and is not intended to be, nor should it be construed to be, legal or tax advice to any particular Bondholder or prospective holder of Bonds, and no representations with respect to the income tax consequences to any Bondholder or prospective holder are made. Consequently, Bondholders and prospective holders of Bonds should consult their own tax advisors for advice with respect to the tax consequences to them of acquiring such Bonds, having regard to their particular circumstances.

Residents of Canada

The following summary is applicable to a Holder who, at all relevant times, for the purposes of the Tax Act and any applicable tax treaty or convention, is or is deemed to be resident in Canada and who holds Bonds as capital property (a “**Resident Holder**”). Certain Resident Holders who might not otherwise be considered to hold their Bonds as capital property may, in certain circumstances, be entitled to have their Bonds, and all other “Canadian securities” (as defined in the Tax Act) owned by such Resident Holders in the taxation year of the election and any subsequent taxation year, treated as capital property by making the irrevocable election permitted by subsection 39(4) of the Tax Act. Resident Holders should consult their own tax advisors regarding this election.

Taxation of Interest on the Bonds

A Resident Holder that is a corporation, partnership, unit trust or trust of which a corporation or partnership is a beneficiary will be required to include in its income for a taxation year all interest on a Bond that accrues (or is deemed to accrue) to the Resident Holder to the end of that taxation year or becomes receivable or is received (including on a redemption or repayment at maturity) by the Resident Holder before the end of that taxation year, to the extent that such amount was not included in its income for a preceding taxation year.

Any other Resident Holder, including an individual, will be required to include in income for a taxation year any interest on a Bond that is received or receivable by such Resident Holder in that taxation year (depending upon the method regularly followed by the Resident Holder in computing income under the Tax Act), including on a redemption or repayment on maturity, to the extent that such amount was not otherwise included in the Resident Holder’s income for that or any preceding taxation year. In addition, if at any time a Bond should become

an “investment contract”, as defined in the Tax Act, in relation to a Resident Holder, such Resident Holder will be required to include in computing their income for a taxation year all interest that accrues or is deemed to accrue on their Bonds to the end of any “anniversary day”, as defined in the Tax Act, in that year to the extent such interest was not otherwise included in the Resident Holder’s income for that year or a preceding year.

Where a Resident Holder is required to include in income interest on a Bond that has accrued before such Bond was acquired by the Resident Holder, the Resident Holder will be entitled to a deduction in computing income of an equivalent amount to the extent such amount was included in the former holder’s income. The adjusted cost base of the Bond to the Resident Holder will be reduced by the amount which is so deductible.

The fair market value of any premium paid by the Company to a Resident Holder upon a repayment of Bonds before maturity will generally be deemed to be interest received at that time by such Resident Holder to the extent that such premium can reasonably be considered to relate to, and does not exceed the value at the time of payment of the interest that, but for the repayment, would have been paid or payable by the Company on the Bonds for taxation years of the Company ending after the date of such repayment.

Disposition of the Bonds

On a disposition or deemed disposition of a Bond (including a redemption or a repayment at maturity), a Resident Holder will generally be required to include in income (as interest) the aggregate amount of interest accrued (or deemed to have accrued) on the Bond from the date of the last interest payment to the date of disposition and that is not payable until after such date, to the extent that such amount has not otherwise been included in the Resident Holder’s income for the taxation year or a previous taxation year.

A disposition or deemed disposition of a Bond will generally result in the Resident Holder realizing a capital gain (or capital loss) to the extent that the proceeds of disposition, net of accrued interest or any amount deemed to be interest and any reasonable costs of disposition, exceed (or are less than) the adjusted cost base of the Bond to the Resident Holder immediately before the disposition.

One-half of the amount of any capital gain (a “**taxable capital gain**”) realized by a Resident Holder in a taxation year must be included in the Resident Holder’s income in that year, and one-half of the amount of any capital loss (an “**allowable capital loss**”) realized by a Resident Holder in a taxation year must generally be deducted from taxable capital gains realized by the Resident Holder in that year. Allowable capital losses in excess of taxable capital gains may be carried back and deducted in any of the three preceding taxation years or carried forward and deducted in any subsequent taxation year against net taxable capital gains realized in such years to the extent and under the circumstances described in the Tax Act.

Additional Taxes

A Resident Holder that is a “Canadian-controlled private corporation” (as defined in the Tax Act) or a “substantive CCPC” (as proposed to be defined in the Tax Act pursuant to the legislative proposals released by the Minister of Finance (Canada) on August 9, 2022) may be liable to pay an additional refundable tax on certain investment income, including certain amounts in respect of net taxable capital gains and interest. Resident Holders are advised to consult their own tax advisors in this regard.

Capital gains realized by an individual (including certain trusts and estates) may give rise to a liability for alternative minimum tax under the Tax Act.

Non-Residents of Canada

The following discussion is applicable to a Holder who, at all relevant times, for purposes of the Tax Act and any applicable tax treaty or convention, (i) is not resident or deemed to be resident in Canada, (ii) does not use or hold, and is not deemed to use or hold, a Bond in the course of carrying on business in Canada, and (iii) deals at arm’s length for purposes of the Tax Act with any transferee that is resident in Canada and to whom the Holder

disposes of a Bond (a “**Non-Resident Holder**”). Special rules, which are not discussed below, may apply to a non-resident that is an insurer which carries on business in Canada and elsewhere.

The following discussion does not apply to (i) a non-resident that carries on an insurance business in Canada and elsewhere, (ii) an “authorized foreign bank” (as defined in the Tax Act), or (iii) a non-resident that is at any time a “specified shareholder” (as defined in subsection 18(5) of the Tax Act) of the Company or that, at any time, does not deal at arm’s length for purposes of the Tax Act with a “specified shareholder” of the Company. Non-Resident Holders to which the foregoing exclusions apply should consult their own tax advisors.

Amounts Paid or Credited to Non-Resident Holders

No Canadian withholding tax will apply to amounts paid or credited, or deemed to be paid or credited, to a Non-Resident Holder as, on account or in lieu of payment of, or in satisfaction of, interest, principal, premium, bonus or penalty on the Bonds. No other Canadian taxes on income or capital gains will be payable under the Tax Act by a Non-Resident Holder in respect of the acquisition, holding, redemption or disposition of a Bond by a Non-Resident Holder, or the receipt of interest, principal or premium thereon by a Non-Resident Holder solely as a consequence of such acquisition, holding, redemption or disposition of a Bond.

LEGAL MATTERS

Certain legal matters relating to the Offering under this Prospectus Supplement will be passed on behalf of the Company by McMillan LLP, Vancouver, British Columbia, with respect to matters of Canadian securities laws and on behalf of the Agents by Bennett Jones LLP, Vancouver, British Columbia.

AUDITORS, TRANSFER AGENT AND REGISTRAR

The independent auditor of the Company is Deloitte LLP, Chartered Professional Accountants, at its offices in Vancouver, BC.

The transfer agent and registrar for the Common Shares is Computershare Investor Services Inc. at its offices in Vancouver, BC.

The transfer agent and registrar for the Bonds is Capital Transfer Agency, ULC, at its offices in Toronto, Ontario.

INTEREST OF EXPERTS

Name of Experts

The following are the names of each person or company who has prepared or certified a report, valuation, statement or opinion in this Prospectus Supplement, either directly or in a document incorporated by reference and whose profession or business gives authority to the report, valuation, statement or opinion made by the person or the company:

- McMillan LLP, the Company’s legal counsel; and
- Deloitte LLP, Chartered Professional Accountants, is the Company’s independent auditor and has prepared an independent audit report dated May 2, 2022 in respect of the Audited Financial Statements.

Interests of Experts

Deloitte LLP, Chartered Professional Accountants, is independent with respect to the Company in accordance with the rules of professional conduct of the Chartered Professional Accountants of British Columbia.

As at the date hereof, the “designated professionals” (as such term is defined in Form 51-102F2 – *Annual Information Form*) of McMillan LLP beneficially own, directly or indirectly, less than one percent of the Company’s securities of any class. As of the date hereof, the partners and associates of Bennett Jones LLP, the Agents’ legal counsel, as a group, beneficially own, directly or indirectly, less than 1% of the Common Shares.

STATUTORY RIGHTS OF WITHDRAWAL AND RESCISSION

Securities legislation in certain of the provinces of Canada provides purchasers with the right to withdraw from an agreement to purchase securities. This right may be exercised within two business days after receipt or deemed receipt of a prospectus or a prospectus supplement (including a pricing supplement) relating to the securities purchased by a purchaser and any amendment thereto. In several of the provinces of Canada, the securities legislation further provides a purchaser with remedies for rescission or, in some jurisdictions, damages if the prospectus or prospectus supplement (including any pricing supplement) relating to the securities purchased by a purchaser and any amendment thereto contains a misrepresentation or is not delivered to the purchaser, provided that the remedies for rescission, or damages are exercised by the purchaser within the time limit prescribed by the securities legislation of the purchaser’s province. The purchaser should refer to any applicable provisions of the securities legislation of the purchaser’s province for the particulars of these rights or consult with a legal adviser.

CERTIFICATE OF THE COMPANY

Dated: December 13, 2022

The short form prospectus, together with the documents incorporated in the Base Prospectus by reference, as supplemented by the foregoing, constitutes full, true and plain disclosure of all material facts relating to the securities offered by the Base Prospectus and this supplement as required by the securities legislation of each of the Provinces of Canada, except Quebec.

(signed) Bernard Tan
Chief Executive Officer

(signed) Luqman Khan
Chief Financial Officer

On Behalf of the Board of Directors

(signed) Gordon Fretwell
Director

(signed) Rene Carrier
Director

CERTIFICATE OF THE AGENTS

Date: December 13, 2022

To the best of our knowledge, information and belief, the short form prospectus, together with the documents incorporated in the prospectus by reference, as supplemented by the foregoing, constitutes full, true and plain disclosure of all material facts relating to the securities offered by the prospectus and this supplement as required by the securities legislation of each of the Provinces of Canada, except Quebec.

CANACCORD GENUITY CORP.

(signed) Jamie Brown

Jamie Brown

Managing Director, Head of Capital Markets – Western
Canada

INTEGRAL WEALTH SECURITIES LIMITED

(signed) John Gibson

John Gibson

Chief Executive Officer

This short form prospectus is a base shelf prospectus. This short form base shelf prospectus has been filed under legislation in each of the provinces of Canada, except Quebec, that permit certain information about these securities to be determined after the short form base shelf prospectus has become final and that permit the omission of that information from this prospectus. The legislation requires the delivery to purchasers of a prospectus supplement containing the omitted information within a specified period of time after agreeing to purchase any of these securities, except in cases where an exemption from such delivery requirements has been obtained.

The securities offered under this short form base shelf prospectus have not been and will not be registered under the United States Securities Act of 1933, as amended (the "U.S. Securities Act") or any state securities laws and may not be offered or sold within the United States of America or to, or for the account or benefit of, U.S. persons unless exemptions from the registration requirements of the U.S. Securities Act and applicable state securities laws are available. This short form base shelf prospectus does not constitute an offer to sell or a solicitation or an offer to buy any of the securities offered hereby within the United States or to, or for the benefit of, U.S. persons.

No securities regulatory authority has expressed an opinion about these securities and it is an offence to claim otherwise. This short form base shelf prospectus constitutes a public offering of these securities only in those jurisdictions where they may be lawfully offered for sale and therein only by persons permitted to sell such securities.

Information has been incorporated by reference in this short form base shelf prospectus from documents filed with the securities commissions or similar authorities in Canada. Copies of the documents incorporated herein by reference may be obtained on request without charge from RE Royalties Ltd., 14th Floor, 1040 West Georgia Street, Vancouver, British Columbia, V6E 4H1 (Telephone 778-373-4533) (Attn: the Corporate Secretary), and are also available electronically at www.sedar.com.

SHORT FORM BASE SHELF PROSPECTUS

New Issue

June 17, 2021



\$100,000,000

**Common Shares
Warrants
Subscription Receipts
Debt Securities
Units**

This short form base shelf prospectus (the "**Prospectus**") relates to the offering for sale of common shares (the "**Common Shares**"), warrants (the "**Warrants**"), subscription receipts (the "**Subscription Receipts**"), debt securities (the "**Debt Securities**"), or any combination of such securities (the "**Units**") (all of the foregoing, collectively, the "**Securities**") by RE Royalties Ltd. (the "**Company**" or "**RER**") from time to time, during the 25-month period that the Prospectus, including any amendments hereto, remains effective, in one or more series or issuances, with a total offering price of the Securities in the aggregate, of up to \$100,000,000. The Securities may be offered in amounts at prices to be determined based on market conditions at the time of the sale and set forth in an accompanying prospectus supplement (a "**Prospectus Supplement**"). In addition, Securities may be offered and issued in consideration for the acquisition of other businesses, assets or securities by the Company or a subsidiary of the Company. The consideration for any such acquisition may consist of any of the Securities separately, a combination of Securities or any combination of, among other things, Securities, cash and assumption of liabilities.

The Company's outstanding Common Shares are listed for trading on the TSX Venture Exchange (the "TSXV") under the trading symbol "RE". The closing price of the Company's Common Shares on the TSXV on June 16, 2021, being the trading session on the last trading day before the date of the Prospectus, was \$1.20 per Common Share.

Investing in Securities of the Company involves a high degree of risk. You should carefully review the risks outlined in this Prospectus (together with any Prospectus Supplement) and in the documents incorporated by reference in this Prospectus and any Prospectus Supplement and consider such risks in connection with an investment in such Securities. See "RISK FACTORS".

Prospective investors should be aware that the acquisition of the securities described herein may have tax consequences in Canada. Prospective investors should read the tax discussion contained in the applicable Prospectus Supplement with respect to a particular offering of Securities.

The specific terms of the Securities with respect to a particular offering will be set out in one or more Prospectus Supplements and may include, where applicable: (i) in the case of Common Shares, the number of Common Shares offered, the offering price and any other specific terms; (ii) in the case of Warrants, the number of Warrants offered, the offering price, the designation, number and terms of the Common Shares issuable upon exercise of the Warrants, any procedures that will result in the adjustment of these numbers, the exercise price, dates and periods of exercise, the currency in which the Warrants are issued and any other specific terms; (iii) in the case of Subscription Receipts, the number of Subscription Receipts offered, the offering price, the procedures for the exchange of the Subscription Receipts for Common Shares or Warrants, as the case may be, and any other specific terms; (iv) in the case of Debt Securities, the specific designation, aggregate principal amount, the currency or the currency unit for which the Debt Securities may be purchased, the maturity, interest provisions, authorized denominations, offering price, covenants, events of default, any terms for redemption, any exchange or conversion terms, whether the debt is senior, senior subordinated or subordinated, whether the debt is secured or unsecured and any other terms specific to the Debt Securities being offered; and (v) in the case of Units, the designation, number and terms of the Common Shares, Warrants, Subscription Receipts or Debt Securities comprising the Units. Where required by statute, regulation or policy, and where Securities are offered in currencies other than Canadian dollars, appropriate disclosure of foreign exchange rates applicable to the Securities will be included in the Prospectus Supplement describing the Securities.

In addition, the Debt Securities that may be offered may be guaranteed by the Company and certain direct and indirect subsidiaries of RER with respect to the payment of the principal, premium, if any, and interest on the Debt Securities. The Company expects that any guarantee provided in respect of senior Debt Securities would constitute a senior unsecured or secured obligation of the applicable guarantor. For a more detailed description of the Debt Securities that may be offered, see "Description of Securities – Debt Securities - Guarantees", below.

All information permitted under applicable securities legislation to be omitted from the Prospectus will be contained in one or more Prospectus Supplement(s) that will be delivered to purchasers together with the Prospectus. Each Prospectus Supplement will be incorporated by reference into the Prospectus for the purposes of applicable securities legislation as of the date of the Prospectus Supplement and only for the purposes of the distribution of the Securities to which the Prospectus

Supplement pertains. Investors should read the Prospectus and any applicable Prospectus Supplement carefully before investing in the Securities.

This Prospectus constitutes a public offering of the Securities only in those jurisdictions where they may be lawfully offered for sale and only by persons permitted to sell the Securities in such jurisdictions. The Company may offer and sell Securities to, or through, underwriters or dealers, directly to one or more other purchasers, or through agents pursuant to exemptions from registration or qualification under applicable securities laws. A Prospectus Supplement relating to each issue of Securities will set forth the names of any underwriters, dealers or agents involved in the offering and sale of the Securities and will set forth the terms of the offering of the Securities, the method of distribution of the Securities, including, to the extent applicable, the proceeds to us and any fees, discounts, concessions or other compensation payable to the underwriters, dealers or agents, and any other material terms of the plan of distribution. In connection with any offering of the Securities, the underwriters or agents may over-allot or effect transactions which stabilize or maintain the market price of the Securities offered at a higher level than that which might exist in the open market. Such transaction, if commenced, may be interrupted or discontinued at any time. See "Plan of Distribution".

No underwriter has been involved in the preparation of the Prospectus or performed any review of the contents of the Prospectus.

Unless otherwise disclosed in any applicable Prospectus Supplement, the Debt Securities, the Warrants, the Subscription Receipts and the Units will not be listed on any securities exchange. Unless the Securities are disclosed to be listed, there will be no market through which these Securities may be sold and purchasers may not be able to resell these Securities purchased under this Prospectus. This may affect the pricing of such Securities in the secondary market, the transparency and availability of trading prices, the liquidity of such Securities, and the extent of issuer regulation.

You should rely only on the information contained in or incorporated by reference into this Prospectus and in any applicable Prospectus Supplement. The Company has not authorized anyone to provide you with different information. The Company is not making any offer of these Securities in any jurisdiction where the offer is not permitted. You should not assume that the information contained in this Prospectus and any Prospectus Supplement is accurate as of any date other than the date on the front of those documents or that any information contained in any document incorporated by reference is accurate as of any date other than the date of that document.

The head office and registered office of the Company is located at 14th Floor, 1040 West Georgia Street, Vancouver, British Columbia, V6E 4H1.

TABLE OF CONTENTS

GENERAL MATTERS	2
DOCUMENTS INCORPORATED BY REFERENCE.....	2
FORWARD LOOKING STATEMENTS.....	4
CURRENCY PRESENTATION AND EXCHANGE RATE INFORMATION.....	7
MARKET AND INDUSTRY DATA.....	8
THE COMPANY	9
USE OF PROCEEDS.....	10
EARNINGS COVERAGE RATIO.....	11
CONSOLIDATED CAPITALIZATION	11
PRIOR SALES	11
TRADING PRICE AND VOLUME.....	12
PLAN OF DISTRIBUTION	12
DESCRIPTION OF SECURITIES	13
RISK FACTORS.....	18
INTEREST OF MANAGEMENT AND OTHERS IN MATERIAL TRANSACTIONS.....	29
CERTAIN INCOME TAX CONSIDERATIONS.....	29
LEGAL MATTERS.....	29
AUDITORS, TRANSFER AGENT AND REGISTRAR.....	29
INTEREST OF EXPERTS	29
STATUTORY RIGHTS OF WITHDRAWAL AND RESCISSION.....	30
CONTRACTUAL RIGHTS OF RESCISSION	30
CERTIFICATE OF THE COMPANY.....	C-1

GENERAL MATTERS

Unless the context otherwise requires, references in this Prospectus and any Prospectus Supplement to “we”, “our”, “us”, “RER” or the “Company” refer to RE Royalties Ltd. and each of its subsidiaries.

DOCUMENTS INCORPORATED BY REFERENCE

We incorporate by reference into this Prospectus documents that we have filed with securities commissions or similar authorities in Canada. You may obtain copies of the documents incorporated herein by reference without charge from RE Royalties Ltd., 14th Floor, 1040 West Georgia Street, Vancouver, British Columbia, V6E 4H1 (Telephone 778-374-2000) Attn: the Corporate Secretary. These documents are also available electronically from the website of Canadian Securities Administrators at www.sedar.com (“**SEDAR**”). The Company’s filings through SEDAR are not incorporated by reference in the Prospectus except as specifically set out herein.

The following documents filed with the securities regulatory authorities in the jurisdictions in Canada in which the Company is a reporting issuer are specifically incorporated by reference into and, except where herein otherwise provided, form an integral part of, this Prospectus:

- our annual information form for the year ended December 31, 2020, dated as at May 25, 2021 and filed on May 27, 2021 (the “**2020 AIF**”);
- our audited consolidated financial statements for the years ended December 31, 2020 and 2021 together with the report of the independent auditor thereon, filed April 30, 2021; and
- our management’s discussion and analysis for the year ended December 31, 2020, filed April 30, 2021 (the “**2020 Annual MD&A**”);
- our unaudited interim consolidated financial statements for the three months ended March 31, 2021 and 2020, filed May 31, 2021 (the “**Interim Financial Statements**”);
- our management's discussion and analysis for the three months ended March 31, 2021 and 2020, filed May 31, 2021 (the “**Interim MD&A**”);
- management information circular of the Company dated April 23, 2020 distributed in connection with the Company’s annual general meeting of shareholders held on May 28, 2020, filed on May 1, 2020; and
- the material change report of the Company dated March 10, 2021 regarding the closing of the final tranche of the private placement of senior secured green bonds.

Any documents of the type referred to above or in Section 11.1 of Form 44-101F1, including any material change reports (excluding confidential reports), annual and interim financial statements (including management’s discussion and analysis filed in connection with such annual and interim financial statements), updated disclosure of earnings interest coverage ratios, and information circulars or annual filings that are filed by the Company with the Securities Commissions or any similar authorities in the

provinces and territories of Canada after the date of this Prospectus and prior to the termination of the offering under any Prospectus Supplement shall be deemed to be incorporated by reference into this Prospectus.

Any statement contained in this Prospectus or in a document incorporated or deemed to be incorporated by reference herein will be deemed to be modified or superseded to the extent that a statement contained herein, in any Prospectus Supplement or in any other subsequently filed document that is also incorporated or is deemed to be incorporated by reference herein modifies or supersedes such statement. The modifying or superseding statement need not state that it has modified or superseded a prior statement or include any other information set forth in the document that it modifies or supersedes. The making of a modifying or superseding statement will not be deemed an admission for any purpose that the modified or superseded statement, when made, constituted a misrepresentation, an untrue statement of a material fact or an omission to state a material fact that is required to be stated or that is necessary to make a statement not misleading in light of the circumstances in which it was made. Any statement so modified or superseded will not be deemed, except as so modified or superseded, to constitute a part of the Prospectus.

Upon a new annual information form and related annual financial statements being filed by the Company with, and where required, accepted by, the applicable securities regulatory authority of this Prospectus, the previous annual information form, the previous annual financial statements and all interim financial statements, material change reports and information circulars and all Prospectus Supplements filed prior to the commencement of the Company's financial year in which a new annual information form is filed shall be deemed no longer to be incorporated into this Prospectus for purposes of future offers and sales of Securities hereunder. Upon condensed consolidated interim financial statements and the accompanying management's discussion and analysis of financial condition and results of operations being filed by the Company with the applicable Canadian securities commissions or similar regulatory authorities during the period that this Prospectus is effective, all condensed consolidated interim financial statements and the accompanying management's discussion and analysis of financial condition and results of operations filed prior to such new condensed consolidated interim financial statements and management's discussion and analysis of financial condition and results of operations shall be deemed to no longer be incorporated into this Prospectus for purposes of future offers and sales of Securities under this Prospectus. In addition, upon a new management information circular for an annual meeting of shareholders being filed by the Company with the applicable Canadian securities commissions or similar regulatory authorities during the period that this Prospectus is effective, the previous management information circular filed in respect of the prior annual meeting of shareholders shall no longer be deemed to be incorporated into this Prospectus for purposes of future offers and sales of Securities under this Prospectus.

All information permitted under applicable securities legislation to be omitted from the Prospectus will be contained in one or more Prospectus Supplements that will be delivered to purchasers together with the Prospectus. A Prospectus Supplement containing the specific terms of an offering of Securities will be delivered to purchasers of such Securities together with this Prospectus and will be deemed to be incorporated by reference into this Prospectus as of the date of such Prospectus Supplement, but only for the purposes of the offering of Securities covered by that Prospectus Supplement. Investors should read the Prospectus and any applicable Prospectus Supplement carefully before investing in the Company's Securities.

Any template version of any “marketing materials” (as such terms are defined in National Instrument 41-101 – *General Prospectus Requirements* of the Canadian Securities Administrators) filed after the date of a Prospectus Supplement and before the termination of the distribution of the Securities offered pursuant to such Prospectus Supplement (together with this Prospectus) is deemed to be incorporated by reference in such Prospectus Supplement.

FORWARD LOOKING STATEMENTS

The Prospectus, including the documents incorporated by reference, contain forward-looking statements and forward-looking information (collectively referred to as “**forward-looking statements**”) which may not be based on historical fact, including without limitation statements regarding our expectations in respect of future financial position, business strategy, future production, future royalty acquisitions, future loan extensions, events or developments that we expect to take place in the future, projected costs and plans and objectives. Often, but not always, forward-looking statements can be identified by the use of the words “believes”, “may”, “plan”, “will”, “estimate”, “scheduled”, “continue”, “anticipates”, “intends”, “expects”, and similar expressions.

Such statements reflect our management’s current views with respect to future events and are subject to risks and uncertainties and are necessarily based upon a number of estimates and assumptions that, while considered reasonable by the Company, are inherently subject to significant business, economic, competitive, political and social uncertainties and known or unknown risks and contingencies. Many factors could cause our actual results, performance or achievements to be materially different from any future results, performance, or achievements that may be expressed or implied by such forward-looking statements, including, among others:

- dependency on renewable energy generation facility owners and developers;
- limited access to data and disclosure regarding the operation of power generation facilities;
- general risks involved in the operations of a power generation facility;
- changes in supply of water, levels of winds, irradiation and other natural variables;
- reliance on natural and regional energy transmission systems;
- natural disasters and other catastrophic events;
- compliance with environmental laws and regulations by the renewable energy generation facility owner;
- local public opposition, negative public or community response to the renewable energy generation facility owner or developer;
- delays and cost overruns in the design and construction of projects;
- permitting risk;
- health, safety and environmental risks;

- potential early termination of royalty agreements;
- dependency on facility owners for the calculation of royalty amounts and accurate reporting;
- potential delay or failure to pay royalty payments;
- inability to acquire royalties on favourable terms;
- royalty payments and other interest may not be honoured by facility owners;
- rights in favour of third parties superseding the royalty payments;
- increased competition for royalty interests;
- lack of diversification and concentration risk in one sector and/or a few royalties;
- we have a limited history of operations and there can be no assurance of success or profits;
- availability of additional financing at terms that are favourable to continue future acquisitions of royalties;
- potential dilution to shareholders interest if we are unable to obtain financing at favourable terms;
- foreign exchange risk;
- interest rate risk;
- risk of reduction in payments of dividends;
- attracting and retaining qualified management and personnel;
- changes in legislation, feed in tariffs, regulations in jurisdictions where the company invests in;
- income and other taxes in jurisdictions where the company invests in;
- general economic and political conditions;
- potential legal proceedings;
- limitation of insurance;
- risks related to COVID-19; and
- other risks detailed from time-to-time in our annual information forms, annual reports, MD&A, quarterly reports and material change reports filed with and furnished to securities regulators, and those risks which are discussed under the heading “**Risk Factors**”.

Some of the important risks and uncertainties that could affect forward-looking statements are described in this Prospectus. Should one or more of these risks and uncertainties materialize, or should underlying factors or assumptions prove incorrect, actual results may vary materially from those described in forward-looking statements. Material factors or assumptions involved in developing forward-looking statements include, without limitation, that:

- the Company may be unable to obtain additional financing on acceptable terms or not at all;
- the Company may face increasing competition from other companies where it may compete with competition that may have a higher capitalization, more experienced management or may be more mature as a business;
- the Company is reliant on management and if the Company is unable to attract and retain key personnel, it may not be able to compete effectively;
- the Company's officers and directors may be engaged in a range of business activities in the same industry that may result in conflicts of interest;
- future sales of Common Shares by existing shareholders could reduce the market price of the Common Shares;
- the market price for Common Shares may be volatile and subject to wide fluctuations in response to numerous factors, many of which are beyond the Company's control; and
- the Company cannot assure you that a market will continue to develop or exist for the Common Shares and, if such market continues to develop, what the market price of the Common Shares will be.

The above list is not exhaustive of the factors that may affect any of the forward-looking statements of the Company. If any of these risks or uncertainties materialize, or if assumptions underlying the forward-looking statements prove incorrect, actual results might materially vary from those anticipated in those forward-looking statements. The assumptions referred to above and described in greater detail under "Risk Factors" should be considered carefully by readers.

Such information is included, among other places, in this Prospectus under the headings "The Company", "Use of Proceeds", "Risk Factors", in our 2020 AIF under the headings "Description of Business" and "Risk Factors" and in our 2020 Annual MD&A and Interim MD&A, each of which documents are incorporated by reference into this Prospectus. Should one or more of these risks and uncertainties materialize, or should underlying factors or assumptions prove incorrect, actual results may vary materially from those described in the forward-looking statements.

These factors should be considered carefully and readers are cautioned not to place undue reliance on the forward-looking statements. Readers are cautioned that the foregoing list of risk factors is not exhaustive and it is recommended that prospective investors consult the more complete discussion of risks and uncertainties facing the Company included in the Prospectus. See "**Risk Factors**" for a more detailed discussion of these risks.

Although we believe that the expectations conveyed by the forward-looking statements are reasonable based on the information available to us on the date such statements were made, no assurances can be given as to future results, approvals or achievements. The forward-looking statements contained in the Prospectus and the documents incorporated by reference herein are expressly qualified

by this cautionary statement. We disclaim any duty to update any of the forward-looking statements after the date of the Prospectus to conform such statements to actual results or to changes in our expectations except as otherwise required by applicable law.

This Prospectus includes market data and forecasts with respect to the clean energy markets. Although the Company is responsible for all of the disclosure contained in this Prospectus, in some cases the Company relies on and refers to market data and certain industry forecasts that were obtained from third party surveys, market research, consultant surveys, publicly available information and industry publications and surveys that it believes to be reliable. Unless otherwise indicated, all market and industry data and other statistical information and forecasts contained in this Prospectus are based on independent industry publications, reports by market research firms or other published independent sources and other externally obtained data that the Company believes to be reliable. Any such market data, information or forecast may prove to be inaccurate because of the method by which it was obtained or because it cannot always be verified with complete certainty given the limits on the availability and reliability of raw data, the voluntary nature of the data gathering process and other limitations and uncertainties, including those discussed under the captions “Risk Factors”. As a result, although the Company believes that these sources are reliable, it has not independently verified the information.

CURRENCY PRESENTATION AND EXCHANGE RATE INFORMATION

Unless stated otherwise or as the context otherwise requires, all references to dollar amounts in this Prospectus and any Prospectus Supplement are references to Canadian dollars. References to “\$” or “C\$” are to Canadian dollars and references to “U.S. dollars” or “US\$” are to United States dollars.

Except as otherwise noted in the 2020 AIF and the Company’s financial statements and related management’s discussion and analysis of financial condition and results of operations of the Company that are incorporated by reference into this Prospectus, the financial information contained in such documents is expressed in Canadian dollars.

The high, low, average and closing noon rates for the United States dollar in terms of Canadian dollars for each of the financial periods of the Company ended December 31, 2020, December 31, 2019 and December 31, 2018, as quoted by the Bank of Canada, were as follows:

	<u>Year ended December 31, 2020</u>	<u>Year ended December 31, 2019</u>	<u>Year ended December 31, 2018</u>
(in Canadian Dollars)			
High	1.4496	1.3600	1.3642
Low	1.2718	1.2988	1.2288
Average	1.3415	1.3269	1.2957
Closing	1.2732	1.2988	1.3642

On June 16, 2021, the exchange rate for the United States dollar in terms of Canadian dollars, as quoted by the Bank of Canada, was US\$1.00 = \$1.2191.

MARKET AND INDUSTRY DATA

Unless otherwise indicated, information contained in this Prospectus concerning the industry and markets in which the Company operates, including its general expectations and market position, market opportunity and market share is based on information from independent industry organizations, and other third-party sources (including industry publications, surveys and forecasts), and management estimates. Unless otherwise indicated, management estimates are derived from publicly available information released by independent industry analysts and third-party sources, as well as data from the Company's internal research, and are based on assumptions made by the Company based on such data and its knowledge of such industry and markets, which it believes to be reasonable. The Company's internal research has not been verified by any independent source, and it has not independently verified any third-party information. While the Company believes the market position, market opportunity and market share information included in this Prospectus is generally reliable, such information is inherently imprecise. In addition, projections, assumptions and estimates of the Company's future performance and the future performance of the industry in which it operates are necessarily subject to a high degree of uncertainty and risk due to a variety of factors, including those described under the heading "Risk Factors".

THE COMPANY

Description of Business

RE Royalties Ltd. is a public company whose common shares are listed on the TSX Venture Exchange (“**TSXV**”), under the trading symbol “RE”. The Company was incorporated on November 2, 2016 under the laws of the Province of British Columbia, Canada. The address of the Company’s corporate office is 14th Floor, 1040 West Georgia Street, Vancouver, BC, V6E 4H1.

The Company acquires revenue-based royalties from renewable energy companies by providing a non-dilutive royalty financing solution to privately held and publicly traded renewable energy companies. The Company’s business objectives are to acquire a portfolio of long-term, stable, and diversified renewable energy royalty streams to provide shareholders with capital appreciation and a growing, sustainable, long-term cash distribution.

Management has identified an underserved segment in the renewable energy capital markets that lies between traditional debt and equity financing. For many small to medium-sized renewable energy companies (“**SMREs**”), a revenue-based royalty financing has many advantages with respect to flexibility, cost and contractual terms.

Traditional royalty-based financing has been used extensively in the North American natural resource, consumer service, industrial manufacturing, health-care, music and food sectors. Management believes that there is significant demand among SMREs for non-dilutive royalty based financing solutions due to a lack of innovation in the financing for renewable energy projects.

The Company’s long-term objectives will be achieved by:

- Acquiring long-term renewable energy project royalty streams backed by power purchase agreements or other revenue programs from credit worthy utilities and/or facilities which operate in strong merchant markets with stable power pricing;
- Acquiring medium-term royalties in growth areas such as clean transportation, energy storage, energy efficiency, backed by projects or customer sales and/or lease contracts from credit worthy counterparties;
- Reinvesting capital to acquire new royalties and to grow royalty income and interest;
- Utilizing debt financing and/or co-investment structures to acquire additional royalties in order to enhance financial returns for shareholders; and
- Maintaining a low operating cost structure.

The Company currently owns a portfolio of 83 royalties on solar, wind and hydro projects operating in Canada, Europe and the United States. A summary of the Company's portfolio as of the date of this MD&A is as follows:

Client	Location	# of Royalties	Remaining Avg. Royalty Life (Years)	Royalty as % of Revenue	Energy Type	Status	Generating Capacity	Original Investment (C\$ million)
Aeolis Wind	British Columbia, Canada	1	17	1%	Wind	Operational	102 MW	\$ 1.24
OntarioCo	Ontario, Canada	59	17	2%	Solar	Operational	22 MW	\$ 5.0
Fresh Air Energy	Ontario, Canada	4	15	1%	Solar	Operational	40 MW	\$ 1.87
Scotian Windfields	Nova Scotia, Canada	12	16	8%	Wind	Operational	40 MW	\$ 4.64
Alpin Sun	Texas, USA	2	20	2%	Solar	Development	152 MW	\$ 1.3
Jade Power	Romania	5	17	1%	Solar, Wind, Hydro	Operational	37 MW	\$ 3.8
Total / Average		83	17				393 MW	\$17.85

USE OF PROCEEDS

Unless otherwise specified in a Prospectus Supplement, the net proceeds from the sale of the Securities will be used for general corporate purposes, including funding working capital, potential future acquisitions, loan funding of clients, debt repayments and capital expenditures. Each Prospectus Supplement will contain specific information concerning the use of proceeds from that sale of Securities.

All expenses relating to an offering of Securities and any compensation paid to underwriters, dealers or agents, as the case may be, will be paid out of our general funds, unless otherwise stated in the applicable Prospectus Supplement.

Certain COVID-19 related risks would delay or slow the implementation of the planned objectives resulting in additional costs for the Company to achieve its business objectives. The extent to which COVID-19 may impact the Company's business activities will depend on future developments, such as the ultimate geographic spread of the disease, the duration of the outbreak, travel restrictions, business disruptions, and the effectiveness of actions taken in Canada, the United States and other countries to contain and treat the disease. As these events are highly uncertain and the Company cannot determine their potential impact on operations at this time. The COVID-19 pandemic may negatively impact the Company's business as a result of government regulations that impact the Company's ability to complete its targeted investments, which would influence the amount and timing of planned expenditures, which may adversely impact the Company's business. See "Risk Factors".

The Company has a negative operating cash flow for the year ended December 31, 2020 and the three months ended March 31, 2021. To the extent that the Company has negative operating cash flow

in future periods, it may need to allocate a portion of its cash reserves to fund such negative cash flow. The Company may also be required to raise additional funds through the issuance of equity or debt securities. There can be no assurance that the Company will be able to generate a positive cash flow from its operations, that additional capital or other types of financing will be available when needed or that these financings will be on terms favourable to the Company.

EARNINGS COVERAGE RATIO

Earnings coverage ratios will be provided as required in the applicable Prospectus Supplement(s) with respect to the issuance of Debt Securities pursuant to this Prospectus.

CONSOLIDATED CAPITALIZATION

There have been no material changes in the Company's share and debt capital, on a consolidated basis, since March 31, 2021, being the date of the Company's most recently filed consolidated financial statements incorporated by reference in this Prospectus.

PRIOR SALES

The following table sets out details of all Common Shares issued by the Company during the 12 months prior to the date of this Prospectus.

<u>Date</u> <u>Common Shares</u>	<u>Price per</u> <u>Security/Exercise</u> <u>Price per Security</u>	<u>Number of Securities</u>
<i>Issued pursuant to exercise of options</i>		
September 2020	\$ 1.00	7,700
October 2020	\$ 1.00	7,300
October 2020	\$ 0.80	100,000
<i>Issued pursuant to exercise of warrants</i>		
July 2020	\$ 0.50	500,000
<i>Issued pursuant to exercise of convertible note</i>		
November 2020	\$ 1.00	503,538

The following table sets out details of all securities convertible or exercisable into Common Shares that were issued or granted by the Company during the 12 months prior to the date of this Prospectus.

<u>Date</u>	<u>Type of Security Issued</u>	<u>Exercise or Conversion</u> <u>Price Per Common</u> <u>Share</u> <u>(\$)</u>	<u>Number of Common</u> <u>Shares Issuable Upon</u> <u>Exercise or Conversion</u>
October 2, 2020	Agent Warrants	\$ 1.33	245,955
October 29, 2020	Agent Warrants	\$ 1.44	86,083

<u>Date</u>	<u>Type of Security Issued</u>	<u>Exercise or Conversion Price Per Common Share (\$)</u>	<u>Number of Common Shares Issuable Upon Exercise or Conversion</u>
December 15, 2020	Agent Warrants	\$ 1.48	92,595
March 1, 2021	Agent Warrants	\$ 1.25	17,472
March 1, 2021	Stock Options	\$ 1.32	1,450,000

TRADING PRICE AND VOLUME

Our common shares are listed on the TSXV under the trading symbol “RE”. The following tables set forth information relating to the trading of the common shares on the TSXV for the months indicated.

<u>Month</u>	<u>TSXV Price Range</u>		<u>Total Volume</u>
	<u>High</u>	<u>Low</u>	
June 2020	1.17	0.95	101,805
July 2020	1.07	0.88	42,907
August 2020	1.17	0.94	107,272
September 2020	1.60	1.11	147,627
October 2020	1.55	1.30	83,685
November 2020	1.55	1.39	83,206
December 2020	1.80	1.40	25,712
January 2021	1.63	1.30	120,782
February 2021	1.49	1.16	100,812
March 2021	1.29	1.10	163,653
April 2021	1.19	1.05	246,801
May 2021	1.19	0.98	380,332
June 1 - 16, 2021	1.27	1.19	52,349

PLAN OF DISTRIBUTION

The Company may from time to time during the 25-month period that this Prospectus, including any amendments hereto, remains valid, offer for sale and issue Common Shares, Warrants, Subscription Receipts Debt Securities and Units. During such period, the Company may sell up to \$100,000,000 in the aggregate of Securities at the offering price (or the equivalent amount if any Securities are denominated in a currency other than Canadian dollars).

The Company will sell the Securities to or through underwriters or dealers or to purchasers directly or through agents. The Securities may be sold from time to time in one or more transactions at a fixed price or prices, which may be changed or at market prices prevailing at the time of sale, at prices related to such prevailing market prices or at negotiated prices.

A Prospectus Supplement will set forth the terms of the offering, including the name(s) of any underwriters, dealers or agents, the purchase price(s) of the Securities, the proceeds to the Company from the sale of Securities, any initial public offering price (or the manner of determination thereof if offered on a non-fixed price basis), any underwriting discount or commission and any discounts, concessions or commissions allowed or paid by any underwriter to other dealers. Any initial public offering price and any discounts, concessions or omissions allowed or paid to dealers may be changed from time to time.

Underwriters, dealers and agents who participate in the distribution of the Securities may be entitled under certain agreements to be entered into with the Company to indemnification by the Company against certain liabilities, including liabilities under securities legislation or to contribution with respect to payments that they may be required to make in respect thereof. Such underwriters, dealers and agents may be customers of, engage in transactions with, or perform services for the Company in the ordinary course of business.

The Securities have not been and will not be registered under the U.S. Securities Act or any state securities laws. Accordingly, the Securities may not be offered, sold or delivered within the United States, and each underwriter or agent for any offering of Securities will agree that it will not offer, sell or deliver the Securities within the United States, except pursuant to the exemption from the registration requirements of the U.S. Securities Act provided by Rule 144A thereunder ("**Rule 144A**") and in compliance with applicable state securities laws. In addition, until 40 days after the commencement of the offering of Securities, any offer or sale of such Securities within the United States by a dealer (whether or not participating in the offering) may violate the registration requirements of the U.S. Securities Act if such offer or sale is made otherwise than in accordance with Rule 144A.

This Prospectus does not constitute an offer to sell or a solicitation of an offer to buy the Securities in the United States or to, or for the account or benefit of, U.S. persons.

DESCRIPTION OF SECURITIES

Common Shares

The authorized share capital of the Company consists of an unlimited number of Common Shares without par value, of which 33,289,927 shares were issued and outstanding as at May [X], 2021. The holders of Common Shares are entitled to receive notice of any meeting of the shareholders of the Company and to attend and vote thereat, except those meetings at which only the holders shares of another class or of a particular series are entitled to vote. Each Common Share entitles its holder to one vote. The holders of Common Shares are entitled to receive on a pro-rata basis such dividends as the board of directors may declare out of funds legally available therefor. In the event of the dissolution, liquidation, winding-up or other distribution of our assets, such holders are entitled to receive on a pro-rata basis all of assets of the Company remaining after payment of all of liabilities. The Common Shares carry no pre-emptive or conversion rights.

Warrants

This section describes the general terms that will apply to any Warrants for the purchase of Common Shares. The Company will not offer Warrants for sale unless the applicable Prospectus Supplement containing the specific terms of the Warrants to be offered separately is first approved, in

accordance with applicable laws, for filing by the securities commissions or similar regulatory authorities in each of the jurisdictions where the Warrants will be offered for.

Subject to the foregoing, we may issue Warrants independently or together with other securities, and Warrants sold with other securities may be attached to or separate from the other securities. Warrants may be issued directly by the Company to the purchasers thereof or under one or more warrant indentures or warrant agency agreements to be entered into by the Company and one or more banks or trust companies acting as warrant agent. Warrants, like other Securities that may be sold, may be listed on a securities exchange subject to exchange listing requirements and applicable legal requirements.

This summary of some of the provisions of the Warrants is not complete. The statements made in the Prospectus relating to any warrant agreement and Warrants to be issued under the Prospectus are summaries of certain anticipated provisions thereof and do not purport to be complete and are subject to, and are qualified in their entirety by reference to, all provisions of the applicable warrant agreement. Investors should refer to the warrant indenture or warrant agency agreement relating to the specific warrants being offered for the complete terms of the Warrants. A copy of any warrant indenture or warrant agency agreement relating to an offering of Warrants will be filed by the Company with the applicable securities regulatory authorities in Canada following its execution.

The particular terms of each issue of Warrants will be described in the applicable Prospectus Supplement. This description will include, where applicable:

- the designation and aggregate number of Warrants;
- the price at which the Warrants will be offered;
- the currency or currencies in which the Warrants will be offered;
- the date on which the right to exercise the Warrants will commence and the date on which the right will expire;
- the number of common shares that may be purchased upon exercise of each Warrant and the price at which and currency or currencies in which the Common Shares may be purchased upon exercise of each Warrant;
- the designation and terms of any securities with which the Warrants will be offered, if any, and the number of the Warrants that will be offered with each security;
- the date or dates, if any, on or after which the Warrants and the related securities will be transferable separately;
- whether the Warrants will be subject to redemption and, if so, the terms of such redemption provisions;
- whether the Warrants are to be issued in registered form, “book-entry only” form, non-certificated inventory system form, bearer form or in the form of temporary or permanent global securities and the basis of exchange, transfer and ownership thereof;
- any material risk factors relating to such Warrants and the Common Shares to be issued upon exercise of the Warrants;

- any other rights, privileges, restrictions and conditions attaching to the Warrants and the Common Shares to be issued upon exercise of the Warrants;
- material Canadian income tax consequences of owning the Warrants; and
- any other material terms or conditions of the Warrants.

Subscription Receipts

This section describes the general terms that will apply to any Subscription Receipts that may be offered by the Company pursuant to the Prospectus. Subscription Receipts may be offered separately or together with other Securities, as the case may be. The Subscription Receipts will be issued under a Subscription Receipt agreement.

In the event the Company issues Subscription Receipts, the Company will provide the original purchasers of Subscription Receipts a contractual right of rescission exercisable following the issuance of the underlying Securities to such purchasers.

The applicable Prospectus Supplement will include details of the Subscription Receipt agreement covering the Subscription Receipts being offered. A copy of the Subscription Receipt agreement relating to an offering of Subscription Receipts will be filed by the Company with the applicable securities regulatory authorities after it has been entered into by the Company. The specific terms of the Subscription Receipts, and the extent to which the general terms described in this section apply to those Subscription Receipts, will be set forth in the applicable Prospectus Supplement. This description will include, where applicable:

- the number of Subscription Receipts;
- the price at which the Subscription Receipts will be offered;
- the currency at which the Subscription Receipts will be offered and whether the price is payable in installments;
- the procedures for the exchange of the Subscription Receipts into Common Shares, Warrants or Units;
- the number of number and type of Securities that may be exchanged upon exercise of each Subscription Receipt;
- conditions to the conversion or exchange of Subscription Receipts into other Securities and the consequences of such conditions not being satisfied;
- the dates or periods during which the Subscription Receipts may be converted or exchanged;
- the circumstances, if any, which will cause the Subscription Receipts to be deemed to be automatically converted or exchanged;

- provisions applicable to any escrow of the gross or net proceeds from the sale of the Subscription Receipts plus any interest or income earned thereon, and for the release of such proceeds from such escrow;
- if applicable, the identity of the Subscription Receipt agent;
- whether the Subscription Receipts will be listed on any securities exchange;
- whether the Subscription Receipts will be issued with any other Securities and, if so, the amount and terms of these Securities;
- any minimum or maximum subscription amount;
- whether the Subscription Receipts are to be issued in registered form, “book-entry only” form, non-certificated inventory system form, bearer form or in the form of temporary or permanent global securities and the basis of exchange, transfer and ownership thereof;
- any material risk factors relating to such Subscription Receipts and the Securities to be issued upon conversion or exchange of the Subscription Receipts;
- any other rights, privileges, restrictions and conditions attaching to the Subscription Receipts and the Securities to be issued upon exchange of the Subscription Receipts;
- material Canadian income tax consequences of owning or converting or exchanging the Subscription Receipts; and
- any other material terms and conditions of the Subscription Receipts.

Description of Debt Securities

This section describes the general terms that will apply to any Debt Securities that may be offered by the Company pursuant to this Prospectus. Debt Securities may be offered separately or together with other Securities. The specific terms of the Debt Securities, and the extent to which the general terms described in this section apply to those Debt Securities, will be set forth in the applicable Prospectus Supplement.

The Debt Securities will be direct obligations of the Company and may be guaranteed by the Company and/or an affiliate or associate of the Company. The Debt Securities may be senior or subordinated indebtedness of the Company and may be secured or unsecured, all as described in the relevant Prospectus Supplement. In the event of the insolvency or winding up of the Company, the subordinated indebtedness of the Company, including the subordinated Debt Securities, will be subordinate in right of payment to the prior payment in full of all other liabilities of the Company (including senior indebtedness), except those which by their terms rank equally in right of payment with or are subordinate to such subordinated indebtedness.

The Debt Securities may be issued under one or more trust indentures (each, a “**Trust Indenture**”), in each case between the Company and a trustee (each, an “**Indenture Trustee**”). The statements made hereunder relating to any Trust Indenture and the Debt Securities to be issued thereunder are summaries

of certain anticipated provisions thereof and do not purport to be complete and are subject to, and are qualified in their entirety by reference to, all provisions of the applicable Trust Indenture.

Each Trust Indenture may provide that Debt Securities may be issued thereunder up to the aggregate principal amount, which may be authorized from time to time by the Company.

The particular terms of each issue of Debt Securities will be described in the related Prospectus Supplement. Such description will include, where applicable:

- the designation, aggregate principal amount and authorized denominations of such Debt Securities;
- the currency or currency units for which the Debt Securities may be purchased and the currency or currency unit in which the principal and any interest is payable (in either case, if other than Canadian dollars);
- the percentage of the principal amount at which such Debt Securities will be issued;
- the date or dates on which such Debt Securities will mature;
- the rate or rates per annum at which such Debt Securities will bear interest (if any), or the method of determination of such rates (if any);
- the dates on which any such interest will be payable and the record dates for such payments;
- if applicable, the Indenture Trustee of the Debt Security under the Trust Indenture pursuant to which the Debt Securities are to be issued;
- the designation and terms of any securities with which the Debt Securities will be offered, if any, and the number of Debt Securities that will be offered with each security;
- whether the Debt Securities are subject to redemption or call and, if so, the terms of such redemption or call provisions;
- whether such Debt Securities are to be issued in registered form, bearer form or in the form of temporary or permanent global securities and the basis of exchange, transfer and ownership thereof;
- any exchange or conversion terms;
- whether the Debt Securities will be subordinated to other liabilities of the Company and, if so, to what extent;
- the material tax consequences of owning the Debt Securities, if any; and
- any other material terms and conditions of the Debt Securities.

Debt Securities may be issued at various times with different maturity dates, may bear interest at different rates and may otherwise vary.

Units

The Company may issue Units comprised of one or more of the other Securities described in the Prospectus in any combination. Each Unit will be issued so that the holder of the Unit is also the holder of each of the Securities included in the Unit. Thus, the holder of a Unit will have the rights and obligations of a holder of each included Security. The unit agreement, if any, under which a Unit is issued may provide that the Securities included in the Unit may not be held or transferred separately, at any time or at any time before a specified date.

The particular terms and provisions of Units offered by any Prospectus Supplement, and the extent to which the general terms and provisions described below may apply thereto, will be described in the Prospectus Supplement filed in respect of such Units. This description will include, where applicable:

- the number of Units offered;
- the price or prices, if any, at which the Units will be issued;
- the currency at which the Units will be offered;
- the Securities comprising the Units;
- whether the Units will be issued with any other Securities and, if so, the amount and terms of these Securities;
- any minimum or maximum subscription amount;
- whether the Units and the Securities comprising the Units are to be issued in registered form, “book-entry only” form, non-certificated inventory system form, bearer form or in the form of temporary or permanent global securities and the basis of exchange, transfer and ownership thereof;
- any material risk factors relating to such Units or the Securities comprising the Units;
- any other rights, privileges, restrictions and conditions attaching to the Units or the Securities comprising the Units; and
- any other material terms or conditions of the Units or the Securities comprising the Units, including whether and under what circumstances the Securities comprising the Units may be held or transferred separately.

The terms and provisions of any Units offered under a Prospectus Supplement may differ from the terms described above, and may not be subject to or contain any or all of the terms described above.

RISK FACTORS

Before making an investment decision to purchase any Securities, investors should carefully consider the information described in this Prospectus and the documents incorporated or deemed incorporated by reference herein, including the applicable Prospectus Supplement. There are certain risks inherent in an investment in the Securities, including the factors described in the 2020 AIF, in the 2020

Annual MD&A, the Interim MD&A and any other risk factors described herein or in a document incorporated or deemed incorporated by reference herein, which investors should carefully consider before investing. Additional risk factors relating to a specific offering of Securities will be described in the applicable Prospectus Supplement. Some of the factors described herein, in the documents incorporated or deemed incorporated by reference herein, and/or the applicable Prospectus Supplement are interrelated and, consequently, investors should treat such risk factors as a whole. If any of the adverse effects set out in the risk factors described herein, in the 2020 AIF, in the 2020 Annual MD&A, in the Interim MD&A, in another document incorporated or deemed incorporated by reference herein or in the applicable Prospectus Supplement occur, it could have a material adverse effect on the business, financial condition and results of operations of the Company. Additional risks and uncertainties of which the Company currently is unaware or that are unknown or that it currently deems to be immaterial could have a material adverse effect on the Company's business, financial condition and results of operations. The Company cannot assure you that it will successfully address any or all of these risks. There is no assurance that any risk management steps taken will avoid future loss due to the occurrence of the adverse effects set out in the risk factors herein, in the 2020 AIF, in the 2020 Annual MD&A, in the Interim MD&A, in the other documents incorporated or deemed incorporated by reference herein or in the applicable Prospectus Supplement or other unforeseen risks.

Dependency on Renewable Energy Generation Facility Owners

The operation of the power generation facilities in which the Company holds royalty interests will be dependent upon the facility owner, operator, or developer of the renewable energy generation facility (collective the “**Facility Owner**”), and the Company has no input as to how these facilities are operated. As a result of the Company’s operating model, the cash flow of the Company is dependent upon the activities of the Facility Owner. This creates the risk that at any time those Facility Owners: (a) may have business interests or targets that are inconsistent with those of the Company; (b) may take action contrary to the Company’s policies or objectives; (c) may be unable or unwilling to fulfill their obligations under their agreements with the Company; (d) may be unable or unwilling to comply with the underlying power or electricity purchase or sale agreement between the owner of a facility generating electricity and a third party acquirer of electricity (“PPA”); or, (e) may experience financial, operational or other difficulties, including insolvency, which could limit the Facility Owner’s ability to perform its obligations under the royalty arrangements.

Dependency on Renewable Energy Generation Facility Developers

The development of the power generation facilities that are not yet operational and in which the Company holds royalty interests will be dependent upon the Facility Owner’s ability to complete the development and place the facility into operation at the name plate capacity, and the Company will have no input as to how these facilities will be developed. The failed development or delayed development, could have a material adverse effect on the Company’s profitability, results of operations and financial condition.

The Company Will Have Limited Access to Data and Disclosure Regarding the Operation of Power Generation Facilities, Which Will Affect its Ability to Access the Performance of the Operators

As a royalty holder, the Company will have limited access to data on the underlying operations or to the underlying facilities themselves. This could affect its ability to assess the performance of the royalty agreements with the Facility Owners. This could result in deviations in cash flow from that which is anticipated from the power generation facilities. The limited access to data and disclosure regarding the

operations of the facilities to which the royalty agreements relate may restrict the ability of the Company to enhance the performance of the power generation facilities, which may result in a material and adverse effect on the profitability, results of operations and financial condition of the Company.

Early Termination of Royalty Agreements

While the Company seeks to ensure that all its royalty interests will be secured and legally binding with the Facility Owners, there exists the possibility that other third parties such as governments or senior lenders to the facility owners may seek to terminate the royalty arrangements without compensation to the Company. The early termination of one or more of the Company's royalty agreements, without compensation to the Company, could have a material adverse effect on the Company's profitability, results of operations and financial condition.

Early Termination or changes to of Power Purchase Agreements

While the Company seeks to ensure that the Facility Owners sell power in terms of legally binding PPAs, there exists the possibility that other parties such as the power purchaser may default on or seek to amend or terminate the power purchase arrangements without compensation to the Facility Owner. The early termination or adverse amendment of one or more of the PPAs underlying the Company's royalty agreements, without compensation to the Facility Owner, could have a material adverse effect on the Company's profitability, results of operations and financial condition.

Changes to Government Subsidies, Legislation or Regulations

Changes to government subsidies, legislation or regulations may negatively impact the financial position of the Facility Owners and such changes, without compensation to the Facility Owner, could have a material adverse effect on the Company's profitability, results of operations and financial condition.

The Company Will Depend on Facility Owners for the Calculation of Royalty Amounts

The amounts deliverable under the royalty agreements are calculated by the Facility Owners of the power generation facilities based on electricity produced and sold at the revenue meter and on the sale of renewable energy credits sold. Each Facility Owner's calculation of royalty amounts is 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 a Facility Owner. As a result, the Company's ability to detect errors in royalty amounts may be limited. Some of the royalty agreements provide the right to audit the operational calculations and production data for the associated royalty amounts; however, such audits may not occur until many months following recognition of the royalty revenue, and may require the Company to adjust revenue in later periods.

Delay or Failure of Royalty Payments

Although the Company generally seeks to invest in royalties generated from revenues from facilities that are fully contracted under long-term PPAs with investment grade counterparties (“Off-taker”), the Company will not be a party to the PPA and as such, revenues (and the corresponding royalties) generated will generally flow first from the Off-taker to the Facility Owner. In the event there are any delays or failure to pay by the Off-taker to the Facility Owner, or the Facility Owner to the Company, the Company may face delay or possibly failure in receiving its royalty payments, contrary to its contractual arrangements. The Company’s rights to payment under the royalties must, in most cases, be enforced by contract, with or without the protection of a security interest over property that the Company could readily liquidate. This affects the Company’s ability to collect outstanding royalties upon a default. In the event of a bankruptcy of a Facility Owner, the Company may be treated like any other unsecured creditor, and therefore have a limited prospect for full recovery of royalty revenue. The Company may not have any recourse against the Off-taker in a PPA. Failure to receive any royalty payments from the owners and operators may result in a material adverse effect on the Company’s profitability, results of operations and financial condition.

Reliance on Facility Owner Reporting

The Company relies on public disclosure and other information regarding the power generation facilities it receives from the Facility Owners. The Company must rely on the accuracy and timeliness of the public disclosure and other information it receives from the Facility Owners of the power generation facilities, and uses such information in its analyses, forecasts and assessments relating to its own business and to prepare its disclosure with respect to the royalties. If the information provided by the Facility Owners to the Company contains material inaccuracies or omissions, the Company’s disclosure may be inaccurate and its ability to accurately forecast or achieve its stated objectives may be materially impaired, which may have a material adverse effect on the Company.

Acquisition Strategy

As part of the Company’s business strategy, it has sought and will continue to seek to purchase royalties from renewable power generation facility owners, operators and developers. In pursuit of such opportunities, the Company may fail to select appropriate acquisition targets or negotiate acceptable arrangements, including arrangements to finance the acquisitions. The Company cannot assure that it can complete any acquisition or business arrangement that it pursues, or is pursuing, on favourable terms, or that any acquisitions or business arrangements completed will ultimately benefit the Company.

Royalty and Other Interests May Not Be Honored by Facility Owners

Royalty and other interests in renewable energy projects are largely contractually based. Parties to contracts do not always honor contractual terms and contracts themselves may be subject to interpretation or technical defects. To the extent grantors of royalty and other interests do not abide by their contractual obligations, the Company would be forced to take legal action to enforce its contractual rights, including any security interests. Such litigation may be time consuming and costly, and as with all litigation, no guarantee of success can be made. Should any such decision be determined adversely to the Company, it may have a material adverse effect on the Company’s profitability, results of operations and financial condition.

Rights in Favour of Third Parties

The Company may acquire royalties that are subject to: (i) buy-down right provisions pursuant to which a Facility Owner may buy-back all or a portion of the royalty; (ii) pre-emptive rights pursuant to which parties to various operating and royalty agreements may have the right of first refusal or first offer with respect to a proposed sale or assignment of a royalty to the Company; or (iii) claw back rights pursuant to which the seller of a royalty to the Company has the right to re-acquire the royalty. Holders of these rights may exercise them such that certain royalty interests would not be available to the Company. Any such exercise may result in the elimination of a royalty interest for compensation to the Company and it may have a material adverse effect on the Company's profitability, results of operations and financial condition.

Increased Competition for Royalty Interests

Although the Company believes that, as a pioneer in providing royalty financing in the renewable energy sector, it faces minimal competition in the acquisition of royalties in the renewable energy sector, the success of the Company's business model may lead other companies or funds to engage in the search for and the acquisition of royalties in the renewable energy sector. If the Company has to compete with larger companies or funds with substantial financial resources, the Company may be at a competitive disadvantage in acquiring royalty interests in these renewable energy projects. Accordingly, there can be no assurance that the Company will be able to compete successfully against other larger companies or funds in acquiring new royalty interests or ability to acquire royalties at a viable cost. The Company's inability to acquire additional royalties may result in a material adverse effect on the Company's profitability, results of operations and financial condition.

Concentration Risk

The business of the Company is to invest in royalty interests in the renewable energy generation sector only. Given the concentration of the Company's exposure to the renewable power generation sector, the Company's investment portfolio will be more susceptible to adverse economic or regulatory occurrences affecting the renewable power generation sector than an investment fund that holds a diversified portfolio of securities. Moreover, while the Company's intention is to purchase a large number of royalties from different companies in different renewable energy generation segments, it will take time to attain such diversification. Until diversification is achieved, the Company may have a significant portion of its assets dedicated to a small number of renewable energy generation facilities or a single segment of the renewable energy generation sector. In the event that any such business or renewable energy generation segment is unsuccessful or experiences a downturn, a material adverse effect on the Company's profitability, results of operations and financial condition may result.

The Company Has a Limited History of Operations and There Can Be No Assurance of Success or Profits

The Company's business has only recently commenced, and the Company has a limited history of operations. While many members of management have expertise and comparable operating experience, the Company itself has a limited history of operations and there can be no assurance that the Company's business will be successful or profitable or that the Company will be able to successfully execute its business model and growth strategy. If the Company cannot execute its business model and growth strategy, it may result in a material adverse effect on the Company's profitability, results of operations and financial condition. Since the Company is an early stage company, there will be limited financial, operational and other information available to evaluate the Company's prospects.

Availability and Terms of Additional Financing and Dilution to Shareholders' Interest

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 favorable. Failure to obtain such additional financing could result in delay or indefinite postponement of further business activities, which may result in a material adverse effect on the Company's profitability, results of operations and financial condition. The Company will require new capital to grow its business and there are no assurances that capital will be available when needed, if at all. If such additional capital is raised through the issuance of additional equity, it will result in dilution to shareholders.

Foreign Exchange Risk

The Company's royalty interests will be subject to foreign currency fluctuations and inflationary pressures, which may have a material adverse effect on the Company's profitability, results of operations and financial condition. There can be no assurance that the steps taken by management to address variations in foreign exchange rates will eliminate all adverse effects and, accordingly, the Company may suffer losses due to adverse foreign currency rate fluctuations and it may result in a material adverse effect on the Company's profitability, results of operations and financial condition.

Interest Rate Risk

The Company intends on obtaining financing in the future by accessing the debt markets. Amounts payable in respect of interest and principal on debt to be incurred by the Company will affect its net cash flow and profitability. Any increase in such payments will result in a corresponding increase in the cash out flow of the Company that must be applied to debt service. In the event of such an increase, there can be no assurance that net cash flow derived from the Company's operations will be sufficient to cover its future financial obligations or that additional funds will otherwise be able to be obtained. If the Company becomes unable to pay its debt service charges or otherwise commits an event of default such as bankruptcy, the lender may foreclose on or sell all or some of the Company's assets, which may have a material adverse effect on the Company's profitability, results of operations and financial condition.

Payments of Dividends

Payment of dividends on the Common Shares will be within the discretion of the Board and will depend upon the Company's future earnings, its cash flows, its acquisition or lending capital requirements and financial condition, and other relevant factors discussed herein. There can be no assurance that the Company will pay dividends or will be in a position to issue dividends due to the occurrence of one or more of the risks described herein.

Attracting and Retaining Qualified Management and Personnel

The Company is dependent upon the continued availability and commitment of its key management, whose contributions to immediate and future operations of the Company are of significant importance. The loss of any such members could negatively affect business operations. From time to time, the Company may need to identify and retain additional skilled management and personnel to efficiently operate its business. The number of persons skilled in the acquisition of royalties in the renewable energy sector is limited and as new entrants enter this business, competition for such persons may intensify. Recruiting and retaining qualified personnel is critical to the Company's success and there can be no assurance of such recruitment and retention. If the Company is not successful in attracting and training

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 profitability, results of operations and financial condition.

Income Taxes

The Company's activities will generally be taxable in the jurisdictions in which it operates. Changes to taxation laws in Canada, the United States or any of the countries in which the Company acquires royalty agreements could materially affect the Company's royalty interests. No assurance can be given that new taxation rules will not be enacted or that existing rules will not be applied in a manner that could materially affect in the Company's profits and it may result in a material adverse effect on the Company's profitability, results of operations and financial condition.

Legal Proceedings

In the normal course of business, the Company may become party to legal action. There can be no assurance that the Company will be successful in defending these claims and legal actions or that any claim or legal action that is decided adverse to the Company will not materially and adversely affect the Company's profitability, results of operations and financial condition.

Limitation of Insurance

The Company maintains insurance policies, covering usual and customary risks associated with its business, with credit-worthy insurance carriers. A royalty interest in a renewable power generation facility is generally exposed to the risks inherent in the construction and operation of electricity generation facilities, such as breakdowns, manufacturing defects, natural disasters, theft, terrorist attacks and sabotage. The Company relies on the Facility Owner's insurance policies to cover losses as a result of force majeure, natural disasters, terrorist attacks or sabotage, among other things. While the Company may perform a review of the Facility Owner's insurance policies, a significant uninsured loss or a loss that significantly exceeds the limits of the Facility Owner's insurance policies or the failure to renew such insurance policies on similar or favourable terms could have a material adverse effect on the Company's royalty interests.

General Risks Involved in the Operations of a Power Generation Facility

The revenue generated by the Company from a royalty interest is dependent on the amount of electricity generated by underlying power generation facilities. The ability of the power generation facilities to generate the amount of electricity expected is a primary determinant in the amount of revenues that will be received by the Company. A number of different factors, including: equipment failure due to wear and tear, latent defect, design error, operator error, slow response to outages due to underperforming monitoring systems, changes in wind or water flows, changes in solar irradiation patterns, and vandalism or theft could adversely affect the amount of electricity produced, and thus the revenues and cash flows of the Company. Unplanned outages or prolonged downtime for maintenance and repair may increase operating and maintenance expenses and reduce revenues as a result of selling less electricity. To the extent that a facility's equipment requires longer than forecasted down times for maintenance and repair, or suffers disruptions of power generation for other reasons, the profitability, results of operations and financial condition of the Company could be adversely affected.

Natural Disasters and Other Catastrophic Events

The power generation facilities and operations could be exposed to potential interruption and damage (partial or full loss) resulting from events such as environmental disasters (e.g. floods, high winds, fires, and earthquakes), severe weather conditions and equipment failures. There can be no assurance that in the event of an earthquake, hurricane, tornado, tsunami, typhoon, terrorist attack, act of war or other natural, manmade or technical catastrophe, all or some parts of the generation facilities and infrastructure systems of the power generation facilities which the Company holds a royalty interest in, will not be disrupted. The occurrence of a significant event which disrupts the ability of the renewable power generation assets of the Royalty Sellers to produce or sell electricity for an extended period that could have a material adverse effect on the Company's profitability, results of operations and financial condition.

Permitting Risk

Although the Company generally seeks to acquire royalty interests in the power generating facilities that have commenced commercial operations or will commence commercial operations in near term, the Company may acquire royalty interests in power generation facilities that will require additional permits before commercial operations can be commenced. These facilities will require various property rights, permits and licenses in order to conduct current and future operations, and delays or a failure to obtain such property rights, permits and licenses, or a failure to comply with the terms if any of such property rights, permits and licenses could result in interruption or closure of operations on the facility. Such interruptions or closures could have a material adverse effect on the Company's profitability, results of operations and financial condition.

Environmental Laws and Regulations

The activities of a renewable power generation facility are subject to stringent environmental laws and regulations promulgated and administered by federal, provincial and municipal governments where the facility operates. These laws and regulations generally concern water use, wildlife, wetlands preservation, endangered species preservation and noise limitations, among others. Failure to comply with applicable environmental laws and regulations or failure to obtain or comply with any necessary environmental permits pursuant to such laws and regulations could result in sanctions against the facility owner and operator and may disrupt revenue of the Company for an extended period that, in turn, may have a material adverse effect on the Company's profitability, results of operations and financial condition.

Local Public Opposition

The development and operation of renewable assets may at times be subject to public opposition. In particular, with respect to the development and operation of wind projects, public concerns and objections often center around the noise generated by wind turbines and the impact such turbines have on wildlife, including birds and bats. While public opposition may be of greatest concern during the development stage of renewable assets, when the public has the ability to provide comments and appeal regulatory permits, continued opposition could have an impact on ongoing operations. Legal requirements, changes in scientific knowledge and public complaints regarding issues such as noise generated by wind turbines could impact the operation of certain of the projects in which the Company may hold a royalty interest in the future and it may result in a material adverse effect on the Company's profitability, results of operations and financial condition.

Negative Public or Community Response

Negative public or community response to wind, hydroelectric, and other power generation facilities could adversely affect the ability of the owners and operators to construct or operate the power generation facilities in which the Company may acquire royalty interests. This type of negative response could lead to legal, public relations and other challenges that impede the ability of the power generation facilities to achieve commercial operations and generate revenues at the anticipated levels. An increase in opposition to the facilities or segment of the renewable energy sector in which the Company may hold royalty interests could have a material adverse effect on the Company's profitability, results of operations and financial condition.

Changes in Supply of Water, Levels of Winds, Irradiation and Other Natural Variables

The operations of renewable assets is inherently exposed to relevant natural variables, such as levels of wind, precipitation, the timing and rate of melting, run off, temperatures, hours of irradiation and other factors beyond the control of the Company. A shift in these weather or climate patterns may reduce the water flow to, or consistency of the wind resource at, the facilities in which the Company may hold royalty interests. Moreover, the use, treatment and discharge of water, and the licensing of water rights in many jurisdictions are subject to increasing level of regulations that may impact the supply of water to a specific power generation facility. These changes in natural variables and regulations could have a material adverse effect on the Company's profitability, results of operations and financial condition.

Reliance on Natural and Regional Transmission Systems

Renewable power generation facilities generally depend on electric transmission systems and related facilities (the "Grid") owned and operated by third parties to deliver the electricity a facility generates to delivery points where ownership changes as per the terms of underlying PPA. These Grids operate with both regulatory and physical constraints which in certain circumstances may impede access to electricity markets. There may be instances in system emergencies in which the power generation facilities are physically disconnected from the power grid, or their production curtailed, for short periods of time. Most PPAs do not provide for payments to the relevant facilities if electricity is not delivered. Renewable power generation facilities may also be subject to changes in regulations governing the use of the local transmission and distribution systems. The Company's profitability, results of operations and financial condition could be adversely affected as a result of any impediment to a facility's access to electricity markets due to regulatory and/or interconnection or physical constraints relating to electricity transmission systems.

Effect of General Economic and Political Conditions

The Company's business is subject to the impact of changes in global economic conditions including, but not limited to, recessionary or inflationary trends, market conditions, consumer credit availability, interest rates, consumers' disposable income and spending levels, job security and unemployment, and overall consumer confidence. These economic conditions may be further affected by political events throughout the world that cause disruptions in the financial markets, either directly or indirectly. Adverse economic and political developments could have a material adverse effect on the Company's profitability, results of operations and financial condition.

Delays and Cost Overruns in the Design and Construction of Projects

Delays and cost over-runs may occur in completing the construction of power generation facilities that the Facility Owners will undertake. A number of factors which could cause such delays or cost over-runs include, without limitation, permitting delays, construction pricing escalation, changing engineering and design requirements, the performance of contractors, labour disruptions, adverse weather conditions and the availability of financing. Even when complete, a power generation facility may not operate as planned due to design or manufacturing flaws, which may not all be covered by warranty. Mechanical breakdown that is not covered by business interruption insurance could occur in equipment after the period of warranty has expired, resulting in loss of production.

Health, Safety and Environmental Risks

The ownership, construction and operation of power generation facilities carries an inherent risk of liability related to worker health and safety and the environment, including the risk of government imposed orders to remedy unsafe conditions and/or to remediate or otherwise address environmental contamination, potential penalties for contravention of health, safety and environmental laws, licenses, permits and other approvals, and potential civil liability. Compliance with health, safety and environmental laws (and any future changes) and the requirements of licenses, permits and other approvals remain material to the Facility Owners' businesses. The Facility Owners' power generation facilities may become subject to government orders, investigations, inquiries or other proceedings (including civil claims) relating to health, safety and environmental matters. The occurrence of any of these events or any changes, additions to or more rigorous enforcement of, health, safety and environmental laws, licenses, permits or other approvals could have a significant impact on operations and/or result in additional material expenditures and ultimately affect the ability of Facility Owners to pay the Company royalties. As a consequence, no assurances can be given that additional environmental and workers' health and safety issues relating to presently known or unknown matters will not require unanticipated expenditures, or result in fines, penalties or other consequences (including changes to operations) material to the business and operations of the power generation facilities which could have a material adverse effect on the Company's profitability, results of operations and financial condition.

Use of Proceeds

While information regarding the use of proceeds from the sale the Securities will be described in the applicable Prospectus Supplement, the Company will have broad discretion over the use of the net proceeds from an offering of Securities. Because of the number and variability of factors that will determine the use of such proceeds, the Company's ultimate use might vary substantially from its planned use. Purchasers of Securities may not agree with how the Company allocates or spends the proceeds from an offering of Securities. The Company may pursue acquisitions, collaborations or other opportunities that do not result in an increase in the market value of our securities, including the market value of the Common Shares, and that may increase our losses.

Negative Cash Flow from Operations

For the year ended December 31, 2020 the Company had negative operating cash flow from operating activities, reported as a net comprehensive loss of \$456,028 and a net loss per common share of \$0.01. For the three months ended March 31, 2021 the Company had a negative cash flow from operating activities, reported as a net comprehensive loss of \$754,787 and a net loss per common share of \$0.02. The Company anticipates it will have negative cash flow from operating activities in future

periods. To the extent that the Company has negative cash flow in any future period, certain of the net proceeds from any offering the company undertakes may be used to fund such negative cash flow from operating activities, if any.

Return on Investment is not Guaranteed

There is no guarantee that an investment in the securities described herein will provide any positive return in the short term or long term. An investment in the securities of the Company is speculative and involves a high degree of risk and should be undertaken only by investors whose financial resources are sufficient to enable them to assume such risks and who have no need for immediate liquidity in their investment. An investment in the securities of the Company described herein is appropriate only for holders who have the capacity to absorb a loss of some or all of their investment.

No Existing Trading Market (other than for Common Shares)

There is currently no market through which the Securities (other than Common Shares) may be sold and purchasers of such Securities may not be able to resell such Securities purchased under this Prospectus. There can be no assurance that an active trading market will develop for such Securities after an offering or, if developed, that such market will be sustained. This may affect the pricing of such Securities in the secondary market, the transparency and availability of trading prices, the liquidity of such Securities and the extent of issuer regulation. The public offering prices of the Securities may be determined by negotiation between the Company and underwriters based on several factors and may bear no relationship to the prices at which the Securities will trade in the public market subsequent to such offering. See "Plan of Distribution".

Future Sales May Affect the Market Price of the Company Shares.

In order to finance future operations, the Company may determine to raise funds through the issuance of additional Common Shares or the issuance of debt instruments or other securities convertible into Common Shares. The Company cannot predict the size of future issuances of Common Shares or the issuance of debt instruments or other securities convertible into Common Shares or the dilutive effect, if any, that future issuances and sales of the Company's securities will have on the market price of the Common Shares. These sales may have an adverse impact on the market price of the Common Shares.

Risk Related to COVID-19

The current outbreak of the novel coronavirus (COVID-19), and any future emergence and spread of similar pathogens, could have a material adverse effect on global and local economic and business conditions. The extent to which the coronavirus impacts our operations will depend on future developments, which are highly uncertain and cannot be predicted with confidence, including the duration of the outbreak, new information that may emerge concerning the severity of the coronavirus and the actions taken to contain the coronavirus or treat its impact, among others. Moreover, the spread of the coronavirus globally is expected to have a material adverse effect on global and regional economies and to continue to negatively impact stock markets, including the trading price of our shares. These adverse effects on the economy, the stock market and our share price could adversely impact our ability to raise capital. Any of these developments, and others, could have a material adverse effect on our business and results of operations and could delay our business development plans.

INTEREST OF MANAGEMENT AND OTHERS IN MATERIAL TRANSACTIONS

Other than disclosed in this Prospectus, there are no material interest, direct or indirect, of the directors or officers of the Company, any shareholder that beneficially owns more than 10% of the Common Shares or any associate or affiliate of any the foregoing persons in any transaction within the last three years or any proposed transaction that has materially affected or would materially affect the Company or any of its subsidiaries.

CERTAIN INCOME TAX CONSIDERATIONS

The applicable Prospectus Supplement will describe certain Canadian federal income tax consequences to investors described therein of acquiring Securities, including, in the case of an investor who is not a resident of Canada, Canadian non-resident withholding tax consideration.

LEGAL MATTERS

Certain legal matters relating to the Securities offered by this Prospectus will be passed upon for us by McMillan LLP, Vancouver, B.C.

AUDITORS, TRANSFER AGENT AND REGISTRAR

The auditors of the Company are Deloitte LLP, Chartered Professional Accountants, Vancouver, British Columbia.

The transfer agent and registrar for the Common Shares of the Company is Computershare Investor Services Inc. at its principal office in Vancouver, British Columbia and Toronto, Ontario.

INTEREST OF EXPERTS

The following are the names of each person or company who has prepared or certified a report, valuation, statement or opinion in this Prospectus, either directly or in a document incorporated by reference, and whose profession or business gives authority to the report, valuation, statement or opinion made by the person or company:

- McMillan LLP, with respect to certain legal matters related to this Prospectus; and
- Deloitte LLP, Chartered Professional Accountants, as the external auditor of the Company who reported on the Company's audited financial statements for the years ended December 31, 2020 and 2019, as filed on SEDAR and incorporated into this Prospectus by reference;

Deloitte LLP is independent of the Company within the meaning of the rules of professional conduct of the Chartered Professional Accountants of British Columbia.

As at the date hereof, the "designated professionals" (as such term is defined in Form 51-102F2 – *Annual Information Form*) of McMillan LLP beneficially own, directly or indirectly, less than one percent of the outstanding Common Shares and holds no other securities of the Company.

STATUTORY RIGHTS OF WITHDRAWAL AND RESCISSION

Securities legislation in certain of the provinces of Canada provides purchasers with the right to withdraw from an agreement to purchase securities. This right may be exercised within two business days after receipt or deemed receipt of a prospectus or a Prospectus Supplement (including a pricing supplement) relating to the securities purchased by a purchaser and any amendment thereto. In several of the provinces of Canada, the securities legislation further provides a purchaser with remedies for rescission or, in some jurisdictions, damages, if the prospectus or Prospectus Supplement (including a pricing supplement) relating to the securities purchased by a purchaser and any amendment thereto contains a misrepresentation or is not delivered to the purchaser, provided that the remedies for rescission or damages are exercised by the purchaser within the time limit prescribed by the securities legislation of the purchaser's province. The purchaser should refer to any applicable provisions of the securities legislation of the purchaser's province for the particulars of these rights or consult with a legal adviser.

In an offering of convertible, exchangeable or exercisable Securities, investors are cautioned that the statutory right of action for damages for a misrepresentation contained in the prospectus is limited, in certain provincial securities legislation, to the price at which the convertible, exchangeable or exercisable Securities is offered to the public under the prospectus offering. This means that, under the securities legislation of certain provinces, if the purchaser pays additional amounts upon conversion, exchange or exercise of the security, those amounts may not be recoverable under the statutory right of action for damages that applies in those provinces. The purchaser should refer to any applicable provisions of the securities legislation of the purchaser's province for the particulars of this right of action for damages or consult with a legal adviser.

CONTRACTUAL RIGHTS OF RESCISSION

In addition to statutory rights of withdrawal and rescission, original purchasers of Warrants (if offered separately from other Securities) and Subscription Receipts will have a contractual right of rescission against the Company in respect of the exercise of such Warrant or Subscription Receipt, as the case may be.

The contractual right of rescission will entitle such original purchasers to receive, in addition to the amount paid on original purchase of the Warrant or Subscription Receipt (or Units comprised partly thereof), as the case may be, the amount paid upon exercise upon surrender of the underlying securities gained thereby, in the event that this Prospectus (as supplemented or amended) contains a misrepresentation, provided that: (i) the conversion, exchange or exercise takes place within 180 days of the date of the purchase of the Warrant or Subscription Receipt under this Prospectus; and (ii) the right of rescission is exercised within 180 days of the date of purchase of the Warrant or Subscription Receipt under this Prospectus. This contractual right of rescission will be consistent with the statutory right of rescission described under section 131 of the *Securities Act* (British Columbia), and is in addition to any other right or remedy available to original purchasers under section 131 of the *Securities Act* (British Columbia) or otherwise at law.

Original purchasers are further advised that in certain provinces the statutory right of action for damages in connection with a prospectus misrepresentation is limited to the amount paid for the security that was purchased under a prospectus, and therefore a further payment at the time of exercise may not be recoverable in a statutory action for damages. The purchaser should refer to any applicable provisions

of the securities legislation of the purchaser's province for the particulars of these rights, or consult with a legal advisor.

CERTIFICATE OF THE COMPANY

Dated: June 17, 2021

This short form prospectus, together with the documents incorporated in this prospectus by reference, will, as of the date of the last supplement to this prospectus relating to the securities offered by this prospectus and the supplement(s), constitutes full, true and plain disclosure of all material facts relating to the securities offered by this prospectus and the supplement(s) as required by the securities legislation of all the provinces of Canada, except Québec.

(signed) *Bernard Tan*
Chief Executive Officer

(signed) *Luqman Khan*
Chief Financial Officer

On Behalf of the Board of Directors

(signed) *Marchand Snyman*
Director

(signed) *Steven Cheeseman*
Director