

# **LUNR ROYALTIES CORP.**

**(formerly 17156138 Canada Inc.)**

Management's Discussion and Analysis  
From the Date of Incorporation on July 14, 2025  
to December 31, 2025

## **INTRODUCTION**

The following management's discussion and analysis ("MD&A") is an overview of the activities of LunR Royalties Corp. ("LunR" or the "Company"). LunR was incorporated on July 14, 2025, under the laws of the Canada Business Corporations Act (the "CBCA") as a wholly-owned subsidiary of NGEx Minerals Ltd. ("NGEx"), under the name "17156138 Canada Inc.". LunR was incorporated for the purpose of undertaking a share capital reorganization with NGEx by way of a statutory plan of arrangement under the CBCA (the "Arrangement") pursuant to an arrangement agreement between LunR and NGEx dated July 21, 2025, as amended (the "Arrangement Agreement"), which, upon its completion on October 23, 2025, resulted in 80.1% of the common shares of LunR ("LunR Shares") being distributed to shareholders of NGEx ("NGEx Shareholders"), with NGEx retaining a then 19.9% interest in LunR (see "Description of Business and Overview" section below).

This MD&A is intended to help the reader understand LunR's operation and financial performance, along with its present and future business environment. This MD&A should be read in conjunction with the audited financial statements of the Company for the period from July 14, 2025 to December 31, 2025, and related notes therein, which have been prepared in accordance with International Financial Reporting Standards as issued by the International Accounting Standards Board ("IFRS Accounting Standards").

All currency amounts are stated in United States dollars (\$), unless otherwise stated. References to C\$ are to Canadian dollars.

The date of this MD&A is March 16, 2026.

## **DESCRIPTION OF BUSINESS AND OVERVIEW**

Following completion of the Arrangement on October 23, 2025, as further described below, LunR is now a standalone royalty and streaming company, which will focus on growing and diversifying a portfolio of royalties and metals purchase agreements ("Streams") in the mining and mineral resource industry through acquisitions and strategic investments, leveraging deep industry knowledge and expertise of its board of directors (the "LunR Board") and management. LunR intends to accumulate and manage a portfolio of diversified royalty and Stream interests that may be acquired directly from mineral exploration companies or mine operators, as well as third-party holders of existing royalties and Streams, across the spectrum of project stages, from grassroots exploration to production. As at the date of this MD&A, LunR holds a 1.38% net smelter return ("NSR") royalty on the mineral concessions underlying NGEx's Los Helados Project in Chile, and a 1% NSR royalty on the concession underlying NGEx's Lunahuasi Project (see below).

LunR was incorporated on July 14, 2025, as a wholly-owned subsidiary of NGEx, for the purpose of acquiring certain royalty interests on NGEx's mineral properties and spinning out such royalty interests to NGEx Shareholders by way of a share capital reorganization with NGEx pursuant to the Arrangement.

### Acquisition of NSR Royalties, Arrangement and Capital Contribution

On July 21, 2025, LunR entered into a royalty purchase agreement with another wholly-owned subsidiary of NGEx, Pampa Exploración S.A. ("Pampa"), whereby Pampa agreed to sell a 1.0% NSR royalty on the Nacimiento I concession, located in San Juan Province, Argentina, on which NGEx's 100% owned Lunahuasi Project is currently defined, to LunR (the "Lunahuasi Royalty") in exchange for cash consideration of \$700,000 (the "Lunahuasi Royalty Purchase Agreement").

In addition, on August 5, 2025, LunR entered into a royalty purchase agreement with another wholly-owned subsidiary of NGEx, Minera Frontera del Oro SPA ("MFDO"), which holds the Los Helados Project, located in Region

III, Chile, on behalf of an unincorporated joint venture between NGEx and Nippon Caserones Resources LLC ("NCR"), a subsidiary of JX Advanced Metals Corporation, whereby MFDO agreed to sell a 1.38% NSR royalty to LunR on the concessions underlying the Los Helados Project (the "Los Helados Royalty") in exchange for cash consideration of \$938,400 (the "Los Helados Royalty Purchase Agreement").

In connection with the foregoing, on July 21, 2025, LunR also entered into the Arrangement Agreement, pursuant to which NGEx would undertake the Arrangement, resulting in, among other things, the LunR Shares being distributed to the NGEx Shareholders.

The Arrangement Agreement described the terms of the Arrangement, which, among other things, included:

- Each common share of NGEx (each, a "NGEx Share") outstanding at the close of business on the business day immediately preceding the Effective Time (as defined below) was redesignated and exchanged as part of a reorganization of the share capital of NGEx, and in accordance with section 86 of the *Income Tax Act* (Canada), for (i) one (1) new common share of NGEx (each, a "New NGEx Share"), which such New NGEx Share was identical to the NGEx Shares immediately prior to the Effective Time, and (ii) one-fourth (1/4) of a LunR Share; and
- Each stock option of NGEx (each, a "NGEx Option") that was outstanding immediately before the Effective Time was exchanged for (i) one (1) replacement stock option of NGEx to purchase from NGEx one New NGEx Share having an exercise price (rounded up to the nearest whole cent) equal to the product of the exercise price of each NGEx Option so exchanged immediately before the Effective Time multiplied by the fair market value of a New NGEx Share at the Effective Time divided by the total of the fair market value of a New NGEx Share and the fair market value of one-fourth (1/4) of a LunR Share at the Effective Time, and (ii) one (1) fully-vested stock option of LunR (each, a "LunR Option") to acquire one-fourth (1/4) of a LunR Share, each whole LunR Option having an exercise price (rounded up to the nearest whole cent) equal to the product of the exercise price of the NGEx Option so exchanged immediately prior to the Effective Time multiplied by the fair market value of one-fourth (1/4) of a LunR Share at the Effective Time divided by the total of the fair market value of one New NGEx Share and one-fourth (1/4) of a LunR Share at the Effective Time.

On September 11, 2025, LunR changed its name from "17156138 Canada Inc." to "LunR Royalties Corp."

On October 15, 2025, prior to the completion of the Arrangement, LunR issued 13,370,107 LunR Shares to NGEx for aggregate gross proceeds of C\$4,350,000 (\$3,097,188) (the "Capital Contribution"). Such Capital Contribution was used to fund the acquisition of the Lunahuasi Royalty and the Los Helados Royalty and LunR's working capital requirements for at least 12 months following completion of the Arrangement. Following completion of the Capital Contribution, LunR closed the transactions contemplated by the Lunahuasi Royalty Purchase Agreement and the Los Helados Royalty Purchase Agreement.

The Company's acquisition of the Lunahuasi Royalty and Los Helados Royalty were considered related party transactions as the sellers in the respective transactions at the time the transactions were entered into and completed were related to LunR by way of a common controlling shareholder, NGEx. On October 23, 2025, following completion of the Arrangement, NGEx ceased to be a controlling shareholder of the Company.

The Arrangement was approved by the NGEx Shareholders at the special meeting of NGEx Shareholders held on September 12, 2025, and a final order approving the Arrangement was obtained from the Supreme Court of British Columbia on September 18, 2025. Subsequently, the Arrangement was completed and became effective at 12:01 a.m. on October 23, 2025 (the "Effective Time"). Upon completion of the Arrangement, NGEx Shareholders held an aggregate of 53,816,239 LunR Shares, representing a 80.1% ownership interest in LunR, and NGEx held 13,370,107 LunR Shares, being the LunR Shares issued by LunR to NGEx pursuant to the Capital

Contribution, representing a 19.9% ownership interest in LunR. In addition, immediately following the completion of the Arrangement, LunR Options exercisable to acquire approximately 3.2 million LunR Shares at prices between C\$0.06 – C\$0.08 per share were issued to former holders of NGEx Options.

Upon completion of the Arrangement, LunR became a reporting issuer in the provinces of British Columbia, Alberta, Ontario and Québec.

Additional details with respect to the Arrangement, NGEx or LunR can be found on SEDAR+ at [www.sedarplus.ca](http://www.sedarplus.ca).

## **HIGHLIGHTS FROM JULY 14, 2025 TO DECEMBER 31, 2025, AND 2026 TO DATE**

- On October 23, 2025, the Arrangement was completed and LunR became a standalone royalty and streaming company. Details of the Arrangement are described in the "Description of Business and Overview" section above.
- On December 17, 2025, the Company received final approval to list the LunR Shares for trading on the TSX Venture Exchange (the "TSXV"). Trading of LunR Shares commenced on December 19, 2025 under the symbol "LUNR".
- On January 21, 2026, Peter Hemstead stepped down from his position as Chief Financial Officer and Corporate Secretary of the Company. Effective the same day, Connor Mackay was appointed as the Chief Financial Officer of the Company, Mr. Nevin Lau as Corporate Controller of the Company, and Judy A. McCall as Corporate Secretary of the Company.
- On February 22, 2026, the Company announced that it had entered into a binding term sheet (the "Term Sheet") with Lundin Gold Inc. ("Lundin Gold"), Aurelian Resources Inc. ("ARI") and Surnorte Holdings I PTE LTD. ("Surnorte" and together with ARI, the "Sellers"), each a wholly-owned subsidiary of Lundin Gold, to acquire a life-of-mine silver stream (the "FDN Stream" or the "FDN Transaction") on the Fruta Del Norte gold mine ("FDN") in Ecuador, owned and operated by Lundin Gold.

### Acquisition of the FDN Stream

On February 22, 2026, the Company entered into the Term Sheet with Lundin Gold and the Sellers to acquire the FDN Stream. The FDN Stream will be effective March 1, 2026, and will initially encompass 100% of FDN's payable silver production with staged reductions once certain delivery thresholds have been met. As consideration, subject to the satisfaction of certain conditions as outlined below, the Company will issue 50,505,051 LunR Shares (the "Consideration Shares") to the Sellers (or to such person(s) as directed by the Sellers), having a value of approximately \$670 million based on the 20-day volume weighted average price of the LunR Shares on the TSXV of C\$18.18 as of February 20, 2026. Upon closing of the FDN Transaction, and subject to compliance with all applicable laws, Lundin Gold will distribute all of the Consideration Shares to its shareholders on a *pro rata* basis as a dividend in kind (the "Distribution") and will not hold any LunR Shares following completion of the Distribution. The Company will make ongoing payments equal to 10% of the spot price of silver at the time of each delivery for ounces delivered, and payments will increase as a percentage of the spot price of silver once certain delivery thresholds have been met. Closing of the FDN Transaction is expected to occur in Q2, 2026.

Key terms of the FDN Transaction are as follows:

- **Upfront Consideration:** LunR will issue 50,505,051 Consideration Shares to Lundin Gold on closing of the Transaction, having a value of approximately \$670 million based on the 20-day VWAP of the Company's common shares on the TSXV as of February 20, 2026, subject to the satisfaction of certain conditions as described below.
- **Effective Date:** The FDN Stream will be effective as of March 1, 2026, with the first delivery of silver to be made following the closing of the FDN Transaction.
- **Streamed Metal:** LunR will purchase 100% of the payable silver production of FDN until 12,200,000 ounces have been delivered (the "First Dropdown Threshold"); LunR will then purchase 50% of FDN's payable silver until an additional 7,800,000 ounces have been delivered (the "Second Dropdown Threshold"); and thereafter, LunR will purchase 7.5% of the payable silver for the remaining life-of-mine.
- **Ongoing Payments:** LunR will make payments equal to 10% of the spot price of silver at the time of each delivery for ounces delivered up to the First Dropdown Threshold; payments will then increase to 20% of the spot price for deliveries up to the Second Dropdown Threshold; and thereafter, payments will increase to 30% of the spot price for the remaining life-of-mine.
- **Stream Area:** All mining concessions related to FDN's operations, totaling approximately 5,566 ha, are subject to the FDN Stream. The FDN Stream area contains all Mineral Reserves and Mineral Resources defined to date as well as the five copper-gold-silver porphyry discoveries that are in early stages of exploration.
- **Distribution of the Share Consideration:** Subject to satisfactory completion of the closing conditions, Lundin Gold will distribute the Consideration Shares to its shareholders as a dividend-in-kind upon closing of the FDN Transaction. Lundin Gold will not hold any common shares of the Company following completion of the Distribution.

As Lundin Gold and LunR are "related parties" within the meaning of Multilateral Instrument 61-101 – *Protection of Minority Security Holders in Special Transactions* ("MI 61-101"), the FDN Transaction, including the issuance of the Consideration Shares to Lundin Gold, constitutes a "related party transaction" and requires the approval of a simple majority of votes cast by LunR shareholders, excluding votes from certain shareholders at a special meeting expected to be held to consider the FDN Transaction. The Company and Lundin Gold are also considered non-arm's length parties in accordance with the policies of the TSXV.

In addition, the FDN Transaction remains conditional upon, among other things, completion of due diligence by the parties, execution of a definitive silver purchase agreement and other ancillary agreements in connection with the FDN Transaction (including the execution of a parent guarantee by Lundin Gold concurrent with the execution of the definitive silver purchase agreement and the execution of an agreement between the Company and Lundin Gold that will govern matters related to the issuance and Distribution of the Consideration Shares), approval by the LunR Board and the board of directors of Lundin Gold, the Company being issued a final receipt by the British Columbia Securities Commission for a prospectus of the Company qualifying the distribution of the Consideration Shares to Lundin Gold (the "Prospectus"), the Company obtaining minority shareholder approval for the FDN Transaction in accordance with MI 61-101, the Company obtaining the necessary approval of the TSXV for the FDN Transaction, including obtaining disinterested shareholder approval in accordance with the TSXV's policies and other customary conditions for a transaction of this nature.

**LunR Royalties Corp.**

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From the Date of Incorporation on July 14, 2025 to December 31, 2025

Upon closing of the FDN Transaction, the Company will welcome Newmont Corporation ("**Newmont**") as a new major shareholder. Concurrently, the Company intends to appoint a representative from Newmont to the LunR Board. Newmont holds an approximate 32% interest in Lundin Gold and is expected to have greater than 10% ownership in the Company following the Distribution.

Per Lundin Gold's February 22, 2026, press release (available on SEDAR+ and at [www.lundingold.com](http://www.lundingold.com)), FDN is expected to produce 500,000 to 600,000 ounces of silver in 2026 and, subject to the Term Sheet and the closing conditions contained therein, LunR is accruing attributable silver production as of March 1, 2026, to be delivered shortly after the FDN Transaction closes.

**SELECTED ANNUAL INFORMATION**

	<b>July 14, 2025 to December 31, 2025</b>
Net loss	\$478,240
Net loss per share	0.02

  

	<b>December 31, 2025</b>
Total assets	\$3,104,110
Total liabilities	240,469
Shareholders' equity	2,863,641

The Company was incorporated on July 14, 2025, and this is the Company's first financial year; therefore, comparative annual information is not available and has not been presented. Refer to the "Description of Business and Overview" section for details on cash proceeds from the Capital Contribution and significant asset acquisitions in the period.

**SUMMARY OF QUARTERLY RESULTS**

The following table summarizes selected financial data reported by the Company for the three months ended December 31, 2025, and the previous quarter since incorporation. The Company's interim financial statements are reported under IFRS Accounting Standards applicable to interim financial reporting.

	<b>Three months ended December 31, 2025</b>	July 14, 2025 to September 30, 2025
Net loss	<b>\$474,612</b>	\$3,628
Basic and diluted loss per share	<b>0.01</b>	3,628 <sup>(1)</sup>

<sup>(1)</sup> During the period from July 14, 2025 to September 30, 2025, one LunR Share was issued and outstanding.

## **RESULTS OF OPERATIONS**

From the date of incorporation to December 31, 2025, the Company recorded a net loss of \$478,240 relating to general and administrative costs, and other comprehensive income of \$73,365 arising from foreign exchange translations.

For the quarter ended December 31, 2025, the Company recorded a net loss of \$474,612 relating to general and administrative costs, and other comprehensive income of \$73,339 arising from foreign exchange translations. General and administrative costs increased for the quarter ended December 31, 2025 due to an increase in salaries and benefits as a result of the Company appointing a dedicated management team, costs associated with the TSXV listing application and increased professional fees related to the TSXV listing and FDN Transaction.

## **LIQUIDITY AND CAPITAL RESOURCES**

Cash increased \$1,372,453 from the date of incorporation of July 14, 2025 to December 31, 2025. Cash used in operating activities during the period was \$260,222 and was for general and administrative expenses. Cash used in investing activities during the period of \$1,638,400 and was for the purchase of the Lunahuasi Royalty and the Los Helados Royalty (see "Description of Business and Overview"). Cash generated by financing activities during the period was \$3,244,283, mainly from the Capital Contribution (see "Description of Business and Overview").

As at December 31, 2025, the Company had working capital (current assets less current liabilities) of \$1,185,793. The Company's approach to managing liquidity risk is to ensure that it will have sufficient funds to meet liabilities when due. As at December 31, 2025, the Company had cash of \$1,372,453 to settle current liabilities of \$240,469. All of the Company's financial liabilities have contractual maturities of less than 30 days and are subject to normal trade terms.

As of December 31, 2025, the Company has a management services agreement (the "Agreement") with a management services company for the use of certain shared office facilities and ancillary corporate support services. As part of the terms of the Agreement, the Company is required to pay a basic fee of C\$18,600 per month, plus applicable taxes. The Agreement expires on February 28, 2039. The Company is required to make a one-time termination payment as determined by the Agreement and the management services company, if the Company were to terminate the agreement prior to its expiry.

Upon closing of the FDN Transaction (see "Acquisition of the FDN Stream" in "Highlights from July 14, 2025 to December 31, 2025, and 2026 to Date"), the Company is expected to generate sufficient revenues to service the ongoing payment requirements of the FDN Stream as well as the Company's forecasted general and administrative and future transaction evaluation expenses. Profits from the FDN Stream may not be sufficient to fund the full range of future transactions that the Company is contemplating as it executes its business plan and acquires additional royalty and stream interests. In that case, the Company may require additional funding through debt or equity financing(s). Additionally, if the FDN Transaction is not completed, the Company may not have sufficient working capital to fund ongoing general and administrative expenses, costs associated with the FDN Transaction that have accrued since December 31, 2025, or future transaction evaluation expenses and would need to secure additional funding.

As at December 31, 2025, share capital was \$3,257,318 and comprised of 70,347,515 issued and outstanding LunR Shares. During the period ended December 31, 2025, 13,370,107 LunR Shares were issued in relation to the Capital Contribution, 53,816,239 LunR Shares were issued upon completion of the Arrangement and 3,161,169 LunR Shares were issued upon the exercise of LunR Options.

The Company is not subject to externally imposed capital requirements as at December 31, 2025.

## **RISKS AND UNCERTAINTIES - GENERAL**

The operations of the Company are speculative due to the high-risk nature of its business, which includes growing and diversifying a portfolio of royalties and Streams in the mining and mineral resource industry through acquisitions and strategic investments. There are a number of factors that could negatively affect the Company's business and the value of the LunR Shares, and these risk factors could materially affect the Company's future operations and financial position and could cause actual events to differ materially from those described in forward-looking statements relating to the Company.

The significant risk factors identified by the Company are listed below. The following information pertains to the outlook and conditions currently known to the Company that could have a material impact on the financial condition of the Company. Other factors may arise that are not currently foreseen by management of the Company that may present additional risks in the future. Current and prospective security holders of the Company should carefully consider these risk factors, as they could materially affect the Company's future operations and could cause actual events to differ materially from those described in forward-looking statements relating to the Company.

### ***Royalties, Streams and Similar Interests May Not Be Honoured by Operators of a Project***

Royalties, Streams and similar interests are typically contractually-based. Parties to contracts do not always honour contractual terms and contracts themselves may be subject to interpretation or technical defects.

Non-performance by the Company's counterparties may occur if such counterparties find themselves unable to honour their contractual commitments due to financial distress or other reasons. In such circumstances, the Company may not be able to secure similar agreements on as competitive terms or at all. No assurance can be given that the Company's financial results will not be adversely affected by the failure of a counterparty or counterparties to fulfill their contractual obligations in the future. Such failure could have a material adverse effect on the Company's business, results of operations or financial condition.

To the extent grantors of royalties, Streams and similar interests that are or may be held by the Company do not abide by their contractual obligations, the Company may be forced to take legal action to enforce its contractual rights. 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 business, results of operations or financial condition.

### ***Limited or No Access to Data or the Operations Underlying its Interests***

The Company is not, nor will it be, the owner or operator of any of the properties underlying its current or future royalties, Streams and similar interests and has no input in the exploration, development or operation of such properties. Consequently, the Company has limited or no access to related exploration, development or operational data or to the properties themselves. This could affect the Company's ability to assess the value of a royalty, Stream or similar interest. This could also result in delays in cashflow from that anticipated by the Company, based on the stage of development of the properties underlying its royalties, Streams and similar interests. The Company's entitlement to payments in relation to such interests may be calculated by the royalty or Stream payors in a manner different from the Company's projections and the Company may not have rights of audit with respect to such interests. In addition, some royalties, Streams or similar interests may be subject to confidentiality arrangements that govern the disclosure of information with regard to such interests and, as a result, the Company may not be in a position to publicly disclose related non-public information. The limited access to data and disclosure regarding the exploration, development and production of minerals from, or the continued operation of, the properties in which the Company has an interest may restrict the Company's ability to assess value, which may have a material adverse effect on the Company's business, results of operations or financial condition. The Company will attempt to mitigate

this risk by building relationships with various owners, operators and counterparties, in order to encourage information sharing.

### ***Risks Facing Owners and Operators***

To the extent that they relate to the exploration, development and production of minerals from, or the continued operation of, the properties in which the Company holds or may hold royalties, Streams or similar interests, the Company will be subject to many of the risk factors applicable to the owners and operators of such mines or projects.

Mineral exploration, development and production generally involves a high degree of risk. Such operations are subject to all of the hazards and risks normally encountered in the exploration, development and production of metals, including weather-related events, unusual and unexpected geology formations, seismic activity, environmental hazards and the discharge of toxic chemicals, explosions and other conditions involved in the drilling, blasting and removal of material, any of which could result in damage to, or destruction of, mines and other producing facilities, damage to property, injury or loss of life, environmental damage, work stoppages, delays in exploration, development and production, increased production costs and possible legal liability. Any of these hazards and risks and other acts of God could shut down such activities temporarily or permanently. Mineral exploration, development and production is subject to hazards such as equipment failure or failure of retaining dams around tailings disposal areas and heap leach pads, which may result in environmental pollution and consequent liability for the owners or operators thereof. In addition, supply chain restrictions and disruptions could have a negative impact on the ability of an owner or operator of a mine or mineral project to procure equipment and supplies necessary to conduct its exploration, development and production activities. The exploration for, and development, mining and processing of, mineral deposits involves significant risks that even a combination of careful evaluation, experience and knowledge may not eliminate.

### ***Dependence on Future Payments from Owners and Operators***

The Company will be dependent to a large extent on the financial viability and operational effectiveness of owners and operators of the properties underlying the royalties, Streams and similar interests that are or may be held by the Company. Payments from production generally flow through the operator and there is a risk of delay and additional expense in receiving such revenues. Payments may be delayed by restrictions imposed by lenders, delays in the sale or delivery of products, recovery by the operators of expenses, the establishment by the operators of mineral reserves for such expenses or the bankruptcy, insolvency or other adverse financial condition of the operator. The Company's rights to payment under royalties, Streams and similar interests must, in most cases, be enforced by contract without the protection of a security interest over property that the Company could readily liquidate. This may inhibit the Company's ability to collect outstanding royalties and Streams in the event of a default. In the event of a bankruptcy, insolvency or other arrangement of an operator or owner, the Company will be treated like any other unsecured creditor, and therefore have a limited prospect for full recovery of royalty, Stream or similar revenue.

### ***Risks Related to Mineral Reserves and Resources***

Current and future estimates of mineral reserves and mineral resources on properties underlying the royalties, Streams or similar interests that are or may be held by the Company are estimates only, and no assurance can be given that any estimated mineral reserves and mineral resources are accurate or that the indicated level of minerals will be produced. Such estimates are, in large part, based on interpretations of geological data obtained from drill holes and other sampling techniques. Actual mineralization or formations may be different from those predicted by the owners or operators of the properties. Further, it may take many years from the initial phase of drilling before production is possible and, during that time, the economic feasibility of exploiting a discovery may change. Market price fluctuations of commodities, as well as increased production and capital costs or reduced recovery rates, may render any proven and probable mineral reserves on properties underlying the royalties, Streams or similar interests that are or may be held by the Company unprofitable to develop at a particular site or sites for periods of time or

may render any mineral reserves containing relatively lower grade mineralization uneconomic. Moreover, short-term operating factors relating to any mineral reserves, such as the need for the orderly development of orebodies or the processing of new or different ore types or grades, may cause mineral reserves to be reduced or not extracted. Any estimated mineral reserves may have to be recalculated based on actual production experience. The economic viability of a mineral deposit may also be impacted by other attributes of a particular deposit, such as size, grade and proximity to infrastructure; by governmental regulations and policy relating to price, taxes, royalties, land tenure, land use permitting, the import and export of minerals and environmental protection; and by political and economic stability.

Mineral resource estimates in particular must be considered with caution. Mineral resource estimates for properties that have not commenced production are based, in many instances, on limited and widely-spaced drill holes or other limited information, which is not necessarily indicative of the conditions between and around drill holes. Such mineral resource estimates may require revision as more drilling or other exploration information becomes available or as actual production experience is gained. Further, mineral resources may not have demonstrated economic viability and may never be extracted by the operator of a property. It should not be assumed that any part or all of the mineral resources on properties underlying the royalties, Streams or similar interests that are or may be held by the Company constitute or will be converted into mineral reserves. Any of the foregoing factors may require operators to reduce their mineral reserves and mineral resources, which may have a material adverse effect on the Company's business, results of operations or financial condition.

### ***Rights of Third Parties***

Some royalty, Stream and similar interests that may be held by the Company may be subject to buy-down right provisions, pursuant to which an operator may buy back all or a portion of the Stream or royalty; pre-emptive rights, pursuant to which parties have the right of first refusal or first offer with respect to a proposed sale or assignment of the Stream or royalty; or claw-back rights, pursuant to which the seller of a Stream or royalty has the right to reacquire the Stream or royalty. The exercise of any such rights by the holders thereof may adversely affect the value of the applicable royalty, Stream or similar interest of the Company.

### ***Global Financial Conditions***

Global financial conditions could suddenly and rapidly destabilize in response to future events, as government authorities may have limited resources to respond to future crises. Future crises may be precipitated by any number of causes, including natural disasters, geopolitical instability, changes to energy prices or sovereign defaults. Any sudden or rapid destabilization of global economic conditions could negatively impact the Company's ability, or the ability of the owners or operators of the properties in respect of which it holds royalties, Streams or other interests, to obtain equity or debt financing or make other suitable arrangements to finance its projects. In the event of increased levels of volatility or a rapid destabilization of global economic conditions, the Company's profitability, results of operations and financial condition and the trading price of its securities could be adversely affected.

### ***Liquidity Concerns and Future Financing Requirements***

The Company has no current source of operating revenue and may require additional financing in order to fund its business plan. The Company's ability to arrange such financing in the future will depend, in part, on prevailing capital market conditions, as well as its business success. There can be no assurance that the Company will be successful in any efforts to arrange additional financing on terms satisfactory to it, or at all. If additional financing is raised by the issuance of LunR Shares or securities exchangeable for or convertible into LunR Shares, control of the Company may change, and investors may suffer additional dilution. If adequate funds are not available, or are not available on acceptable terms, the Company may not be able to operate its business at its maximum potential, to expand, to take advantage of other opportunities, or to otherwise remain in business.

Because of their size and scale, the success of some resource-based projects depends on the ability of the owners to raise the capital required to successfully explore, develop and operate a project. This ability may be affected by general economic and market conditions, including the perceived threat or actual occurrence of an economic recession or liquidity issues. If market conditions are not favorable, major resource-based projects could be cancelled or delayed, and any return to the Company may be extinguished or significantly delayed or diminished.

In the event that the Company is unable to secure necessary financing in the future, it may be forced to liquidate some or all of its assets. In such event, there is no certainty that such sales would yield sufficient proceeds and such sales could have a material adverse effect on the Company's business, results of operations or financial condition.

### ***Competition for Royalties, Streams and Other Similar Interests***

The business of the Company is competitive in all phases, with many companies engaged in the acquisition of royalties, Streams and similar interests, including large, established companies with substantial financial resources and protracted earnings records. Moreover, there are only a limited number of active projects globally and, accordingly, there will be limited opportunities for additional acquisitions and investments by the Company. The Company may be at a competitive disadvantage in acquiring additional interests, whether by way of royalty, Stream or other form of investment, as competitors may have greater financial resources and technical staff. There can be no assurance that the Company will be able to compete successfully against other companies in acquiring additional royalties, Streams or similar interests. In addition, the Company may be unable to acquire royalties, Streams or similar interests at acceptable valuations, which may have a material adverse effect on the Company's business, results of operations or financial condition.

### ***Risks Related to Foreign Jurisdiction and Emerging Markets***

Some of the properties on which the Company holds or may hold royalties, Streams or similar interests may be located outside of Canada. In addition, future investments may expose the Company to additional jurisdictions. The exploration, development and production of minerals from, or the continued operation of, these properties by their owners and operators are subject to the risks normally associated with conducting business in foreign countries. These risks include, depending on the country, nationalization and expropriation, social unrest and political instability, less developed legal and regulatory systems, uncertainties in perfecting mineral titles, trade barriers, exchange controls and material changes in taxation. These risks may, among other things, limit or disrupt the ownership, development or operation of properties, mines or projects in respect of which royalties, Streams or similar interests that are or may be held by the Company, restrict the movement of funds, or result in the deprivation of contractual rights or the taking of property by nationalization or expropriation without fair compensation.

### ***Commodity Prices***

The price of the LunR Shares and LunR's financial results may be significantly adversely affected by a decline in the price of copper, gold, silver and other mineral commodities. Metal prices fluctuate widely and are affected by numerous factors beyond the Company's control. The level of interest rates, the rate of inflation, world supply of mineral commodities, global and regional consumption patterns, speculative trading activities, the value of the United States dollar and stability of exchange rates can all cause significant fluctuations in prices. Such external economic factors are in turn influenced by changes in international investment patterns and monetary systems, political systems and political and economic developments. The price of mineral commodities has fluctuated widely in recent years and future serious price declines could cause potential commercial production to be uneconomic. A severe decline in the price of minerals in which the Company holds a royalty, Stream or similar interest would have a material adverse effect on the Company

***Limited Operating History and Uncertainty of Future Revenues***

The Company has a limited operating history. It is therefore difficult to evaluate the Company's business and future prospects. In particular, the Company is at an early stage of development with operating losses expected to continue for the foreseeable future. The future success of the Company is dependent on the Board's ability to implement its strategy. While the Board is optimistic about the Company's prospects, there is no certainty that anticipated outcomes and sustainable revenue streams will be achieved. The Company faces risks frequently encountered by developing companies. In particular, its future growth and prospects will depend on its ability to manage growth and to continue to expand and improve operational, financial and management information and quality control systems on a timely basis, while at the same time maintaining effective cost controls. Any failure to expand and improve operational, financial and management information and quality control systems in line with the Company growth could have a material adverse effect on the Company's business, results of operations or financial condition.

***Lack of Liquidity in Mining Company Investments***

The Company may in the future make investments in securities of companies involved in the mining industry in the future. Some of the companies in which the Company may invest may be thinly traded and some may have no market at all. There are no restrictions on the investment by the Company in illiquid securities. It is possible that the Company may not be able to sell such positions, in whole or in part, without facing substantially adverse sales prices. If the Company is required to transact in such securities before its intended investment horizon, the financial performance of the Company could suffer.

***No History of Earnings***

The Company has no history of earnings or of a return on investment, and there is no assurance that its royalty interests or any other royalty or streaming interests that the Company may acquire will generate earnings, operate profitably or provide a return on investment in the future.

***Acquisition or Business Arrangement***

The Company will seek new opportunities in the mining royalty and streaming industry. In pursuit of such opportunities, the Company may fail to select appropriate investments or negotiate acceptable arrangements, including arrangements to finance acquisitions or integrate the acquired businesses and their workforce into the Company. Ultimately, any acquisitions would be accompanied by risks, which could include change in commodity prices, difficulty with integration, failure to realize anticipated synergies, significant unknown liabilities, delays in regulatory approvals and exposure to litigation. Any material issues that the Company encounters in connection with an acquisition could have a material adverse effect on its business, results of operations or financial position.

***Market Price and Trading of LunR Shares***

An active and liquid market for the LunR Shares may not develop or, if developed, may not be maintained. If an active public market is not maintained, investors may have difficulty selling their LunR Shares at any given time at a price that the investor may consider reasonable. The lack of an active market may also reduce the fair market value and increase the volatility of the LunR Shares and may impair the Company's ability to raise capital by selling LunR Shares.

### ***Mining is a High-Risk Business***

The Company's principal operation is the acquisition of royalties, Streams and similar interests. Its operations will be subject to all of the hazards and risks normally encountered in the mining and processing of minerals. These include unusual and unexpected geological formations, rock falls, flooding and other conditions involved in the extraction of material, any of which could result in damage to, or destruction of, mines and other producing facilities, damage to or loss of life or property, environmental damage and possible legal liability. Although the Company expects that operators will take adequate precautions to minimize risk, operations are subject to hazards, which may result in environmental pollution and consequent liability which could have a material adverse effect on the business, operations and financial performance of the Company. As is common with all mining operations, there is uncertainty and therefore risk associated with the Company's operating parameters and costs. These can be difficult to predict and are often affected by factors outside the Company's control.

### ***Government Regulation Risk***

The properties underlying the royalties, Streams or similar interests that are or may be held by the Company are subject to various laws governing prospecting, development, production, exports, imports, taxes, labour standards and occupational health and safety, mine safety, toxic substances, waste disposal, environmental protection and remediation, protection of endangered and protected species, land use, water use, land claims of local peoples and other matters. No assurance can be given that new rules and regulations will not be enacted or that existing rules and regulations will not be applied in a manner which could have an adverse effect on the Company's financial position. Amendments to current laws, regulations and permits governing development activities and activities of mining and exploration companies, or more stringent or different implementation, could have a material adverse impact on the Company's financial position.

### ***Environmental Risks and Hazards***

All phases of the properties underlying the royalties, Streams or similar interests that are or may be held by the Company are subject to environmental regulation in the jurisdictions in which they operate. These regulations mandate, among other things, the maintenance of air and water quality standards and land reclamation. They also set out limitations on the generation, transportation, storage and disposal of solid and hazardous waste. Environmental legislation is evolving in a manner which will likely, in the future, require stricter standards and enforcement, increased fines and penalties for non-compliance, more stringent environmental assessments of proposed projects and heightened degree of responsibility for companies and their officers, directors and employees. There is no assurance that future changes in environmental regulation, if any, will not adversely affect the mining industry generally and the Company particularly.

Failure to comply with applicable laws, regulations and permitting requirements may result in enforcement actions thereunder, including orders issued by regulatory or judicial authorities causing operations on properties underlying the royalties, Streams or similar interests to cease or be curtailed, and may include corrective measures requiring capital expenditures, installation of additional equipment or remedial actions. Parties engaged in mining operations or in the exploration or development of mineral properties may be required to compensate those suffering loss or damage by reason of the mineral exploration or mining activities and may have civil or criminal fines or penalties imposed for violations of applicable laws or regulations.

### ***No History of Dividends***

The Company has not paid a dividend on the LunR Shares since its incorporation. The Company intends to continue to retain earnings and other cash resources for its business. Any future determination to pay dividends will be at the discretion of the Board and will depend upon the capital requirements of the Company, results of operations and such other factors as the Board considers relevant.

***The Company May Become, In the Future, Subject to Legal Proceedings***

The Company may become party to legal claims arising in the ordinary course of business. There can be no assurance that any such legal claims will not result in significant costs to the Company. In addition, potential litigation may arise on a property underlying the royalties, Streams and similar interests that are or may be held by the Company (for example, litigation between joint venture partners or between operators and original property owners or adjacent property owners). As a royalty, Stream or similar interest holder, the Company will not generally have any influence on the litigation and will not generally have any access to data. Any such litigation that inhibits the exploration, development and production of minerals from, or the continued operation of, a property underlying the royalties, Streams and similar interests that are or may be held by the Company could have a material adverse effect on the Company's business, results of operations or financial condition.

***Dependence on Good Relations with Employees***

The success of the Company's operations depends on the skills and abilities of its employees and on the employees of the owners and operators of the properties underlying the royalties, Streams or similar interests that are or may be held by the Company. There is intense competition for individuals with expertise in mining, natural resources and finance. Further, relations with employees may be affected by changes in the scheme of labour relations that may be introduced by relevant governmental authorities in the jurisdictions in which the properties underlying the royalties, Streams or similar interests that are or may be held by the Company are located. Changes in such legislation or otherwise in the Company's relationships with its employees, or in the relationship between the owners and operators of the properties underlying the royalties, Streams or similar interests that are or may be held by the Company and their employees, may result in strikes, lockouts or other work stoppages, any of which could have a material adverse effect on the mining operations, results of operations or financial condition.

***Uninsurable Risks***

In the course of development of the properties underlying the royalties, Streams or similar interests that are or may be held by the Company, the Company is subject to a number of risks and hazards generally, including adverse environmental conditions, industrial accidents, labour disputes, unusual or unexpected geological conditions, ground or slope failures, mechanical failures, changes in the regulatory environment and natural phenomena such as inclement weather conditions, floods and earthquakes. Such occurrences could result in damage to mineral properties or production facilities, personal injury or death, delays in mineral exploration or mining, monetary losses and possible legal liability.

***Dependence on Management and Key Personnel***

The Company will be dependent upon the personal efforts and commitment of its directors, officers, employees and consultants. If one or more of the Company's directors or executive officers become unavailable for any reason, a severe disruption to the business and operations of the Company could result, and the Company may not be able to readily replace them, if at all. There is no assurance that the Company can maintain the services of its directors and officers or other qualified personnel required to operate its business. Failure to do so could have a material adverse effect on the Company and its prospects.

The Company's success is highly dependent on the retention of key personnel who possess specialized expertise and are well versed in the natural resource, mining and finance sectors. The availability of persons with the necessary skills to execute the Company's business strategy is very limited and competition for such persons is intense. As the Company's business activity grows, the Company may require additional key financial and administrative personnel. There can be no assurance that the Company will be successful in attracting, training and retaining qualified personnel as competition for individuals with these skillsets increase. If the Company is not successful in attracting, training and retaining qualified personnel, the efficiency of its operations could be impaired, which could have an adverse impact on the Company's future cash flows, earnings, results of operations or financial condition.

### ***Impacts of Geopolitical Events***

International conflict and other geopolitical tensions and events, including war, military action, terrorism, trade disputes, and international responses thereto have historically led to, and may in the future lead to, uncertainty or volatility in global financial markets. The current conflict between Ukraine and Russia, the current conflicts in the Middle East, the evolving political situation in Venezuela, and the international response to those issues may have continuing, potentially wide-ranging consequences for global market volatility and macro-economic conditions, including commodity prices, which may, in turn, increase inflationary pressures and interest rates. In addition, should current international conflicts broaden or escalate, this may destabilize global security, markets, and economic growth, along with commodity prices.

The short-, medium- and long-term implications of geopolitical events are difficult to predict with any certainty at this time and there remains uncertainty relating to the potential direct and indirect impacts on the Company, which impacts could have a material and adverse effect on the Company's business, financial condition and results of operations. Depending on the extent, duration, and severity of these conflicts, it may have the effect of heightening other risks described herein, including, without limitation, the risks relating to the Company's exposure to commodity prices; cybersecurity risks; and restricted access to capital and increased borrowing costs as a result of increased interest rates.

### ***Corruption and Bribery Laws***

It is expected that the Company's operations will be governed by, and involve interactions with, many levels of government in numerous countries. The Company is required to comply with anti-corruption and anti-bribery laws, including the Criminal Code, and the Canadian Corruption of Foreign Public Officials Act, as well as similar laws in the countries in which the Company is expected to conduct its business. In recent years, there has been a general increase in both the frequency of enforcement and the severity of penalties under such laws, resulting in greater scrutiny and punishment to companies and senior personnel convicted of violating anti-corruption and anti-bribery laws. Furthermore, a company may be found liable for violations by not only its employees, but also by its contractors and third-party agents. Although the Company has adopted steps to mitigate such risks, including the implementation of training programs, internal monitoring, reviews and audits, and policies to ensure compliance with such laws, such measures may not always be effective in ensuring that the Company, its employees, contractors or third-party agents will comply strictly with such laws. If the Company finds itself subject to an enforcement action or is found to be in violation of such laws, this may result in significant penalties, fines and/or sanctions imposed on the Company resulting in a material adverse effect on the Company's reputation and results of its operations.

### ***Reporting Issuer Obligations***

The Company's business is subject to evolving corporate governance and public disclosure regulations that have increased both the Company's compliance costs and the risk of non-compliance, which could adversely impact the price of the LunR Shares.

The Company is subject to changing rules and regulations promulgated by a number of governmental and self-regulated organizations, including the Canadian Securities Administrators and the International Accounting Standards Board. These rules and regulations continue to evolve in scope and complexity creating many new requirements.

The Company's efforts to comply with such legislation could result in increased general and administration expenses and a diversion of management time and attention from the acquisition and management of royalties, Streams or similar interests to compliance activities.

### ***LunR Shares may be Suspended from Trading***

The TSXV has the right to suspend trading in certain circumstances. If the LunR Shares are suspended from trading, the holders of LunR Shares may not be able to dispose of their LunR Shares through the TSXV.

The objective of the TSXV's policies regarding continued listing privileges is to facilitate the maintenance of an orderly and effective auction market for securities of a wide variety of listed issuers, in which there is a substantial public interest, and that comply with the requirements of the TSXV. The policies are designed and administered in a manner consistent with that objective. The TSXV has adopted certain quantitative and qualitative criteria under which it will normally consider the suspension from trading and delisting of securities. However, no set of criteria can effectively anticipate the unique circumstances which may arise in any given situation. Accordingly, each situation is considered individually on the basis of relevant facts and circumstances. As such, whether or not any of the delisting criteria has become applicable to a listed issuer or security, the TSXV may, at any time, suspend from trading and delist securities if in the opinion of the TSXV, such action is consistent with the objective noted above or further dealings in the securities on the TSXV may be prejudicial to the public interest. In addition, the TSXV may at any time suspend from trading the LunR Shares if it is satisfied that the Company has failed to comply with any of the provisions of its listing agreement with the TSXV or other agreements with the TSXV, or with any TSXV requirement or policy.

### ***Income, Federal, State and Municipal Taxes***

The Company is subject to income taxes in Canada. No assurance can be given that new taxation rules will not be enacted in Canada or that existing rules will not be applied in a manner which could result in the Company's profits being subject to increased income tax.

### ***Change in Climate Conditions***

Governments are moving to introduce climate change legislation and treaties at the international, national, state/province and local levels. Regulations relating to emission levels (such as carbon taxes) and energy efficiency are becoming more stringent. If the current regulatory trend continues, the Company expects that this will result in increased costs. In addition, physical risk of climate change may also have an adverse effect on the operations of the owners and operators of the properties underlying the royalties, Streams or similar interests that are or may be held by the Company. These risks include: sea level rise, extreme weather events, and resource shortages due to disruption of delivery of items. The Company can provide no assurance that efforts to mitigate the risks of climate changes will be effective and that the physical risks of climate change will not have an adverse effect on the properties in which it holds royalties, Streams or similar interests.

### ***Public Health Crises***

The Company's business could be significantly adversely affected by the outbreak of epidemics or pandemics or other public health crises. The Company cannot accurately predict the impact epidemics, pandemics or public health crises will have on third parties' ability to meet their obligations with the Company. In addition, a significant outbreak of contagious diseases in the human population could result in a widespread health crisis that could adversely affect the economies and financial markets of many countries, resulting in an economic downturn that may negatively impact operating results.

### ***Information Systems***

Targeted attacks on the information technology ("IT") systems of the Company, the owners and operators of the properties underlying the royalties, Streams or similar interests that are or may be held by the Company and of third parties that the Company and such owners and operators rely on, failure or non-availability of such IT systems or a breach of security measures designed to protect such IT systems could result in disruptions to the Company's business and the business of such owners and operators, extensive property damage or financial or reputational risks. As the threat landscape is ever-changing, the Company, and the owners and operators of the properties underlying the royalties, Streams or similar interests that are or may be held by the Company, must make continuous mitigation efforts, including risk-prioritized controls to protect against known and emerging threats, tools to provide automated monitoring and alerting and backup and recovery systems to restore systems and return to normal operations.

### ***New Technology and Generative Artificial Intelligence ("Generative AI")***

New technological advances, including the use of Generative AI, are evolving rapidly and risks regarding their use are emerging. The successful development, adoption and monitoring of Generative AI at the Company may require significant additional resources and costs. The Company's consideration of the value of Generative AI in its business will require assessments of opportunities for its use as well as the quality, limitations, vulnerabilities and potential legal and regulatory concerns, as well as enhanced controls, processes and practices designed to address challenges. In addition, if the Company uses or adopts Generative AI in the future, the availability of intellectual property protection is uncertain.

Finally, Generative AI could be used by the Company's competitors to obtain a competitive advantage over the Company and could adversely impact the Company's results of operations.

### ***The Possible Issuance of Additional LunR Shares May Impact the Value of LunR Shares***

LunR is authorized to issue an unlimited number of LunR Shares. Sales of substantial amounts of LunR Shares (including LunR Shares issuable upon the exercise of LunR Options), or the perception that such sales could occur, could materially adversely affect prevailing market prices for the LunR Shares and the ability of the Company to raise equity capital in the future.

### ***Additional Financings May Result in Dilution***

The Company may require additional funds to further its activities and objectives. To obtain such funds, the Company may issue additional securities, including LunR Shares or securities convertible into or exchangeable for LunR Shares. As a result, the Company's shareholders could be substantially diluted. In addition, there can be no assurance that the Company will be able to obtain sufficient financing in the future on terms favourable to the Company or at all.

***Conflicts of Interest***

Certain directors and officers of the Company are, may continue to be, or could be, involved in the mining and mineral exploration industry, or in the royalty or streaming industry, through their direct and indirect participation in Companies, partnerships or joint ventures which are potential competitors of the Company, including possibly NGEx. Situations may arise in connection with potential acquisitions in investments where the other interests of these directors and officers may conflict with the interests of the Company. Directors and officers of the Company with conflicts of interest will be subject to the procedures set out in applicable corporate and securities legislation, regulations, rules and policies.

***Significant Shareholders***

As of March 16, 2026, NGEx holds approximately 19.0% of the outstanding LunR Shares and Nemesia S.à.r.l. ("Nemesia") holds approximately 26.1% of the outstanding LunR Shares. As a result of their significant shareholding in the Company, NGEx and Nemesia are subject to certain requirements under Canadian securities laws with respect to reporting and trading in LunR Shares, as well as with respect to certain transactions. The Company does not control these entities, and their interests may differ from those of other shareholders. As long as NGEx, Nemesia, along with the other companies controlled by the Lundin family trusts, maintain significant interests in the Company, they may exert certain influence with respect to matters that are determined by the votes of shareholders. As a result of the significant holdings of these entities, individually or in the aggregate, there is a risk that the LunR Shares are less liquid and could trade at a relative discount compared to circumstances where these entities did not have the ability to influence or determine matters affecting the Company. Additionally, there is a risk that their significant interests in the Company discourages transactions involving a change of control of the Company, including transactions in which an investor, as a holder of the Company's securities, would otherwise receive a premium for its securities in the Company over the then-current market price.

***Indigenous Peoples***

Various international and national, state and provincial laws, codes, resolutions, conventions, guidelines, treaties, and other principles and considerations relate to the rights of Indigenous peoples. Royalty, Stream and other interests may be held by the Company on operations located in some areas presently or previously inhabited or used by Indigenous peoples. Many of these materials impose obligations on government to respect the rights of Indigenous people. Some mandate consultation with Indigenous people regarding actions which may affect Indigenous people, including actions to approve or grant mining rights or permits. The obligations of government and private parties under the various international and national requirements, principles and considerations pertaining to Indigenous people continue to evolve and be defined. The Company's current and future operations are subject to a risk that one or more groups of Indigenous people may oppose continued operation, further development, or new development of those projects or operations on which the Company holds a royalty, Stream or other interest. This risk exists even where operators have sought to comply with applicable consultation obligations. Such opposition may be directed through legal or administrative proceedings or protests, roadblocks or other forms of public expression against the Company or the operators' activities. Opposition by Indigenous people to such activities may require modification of or preclude operation or development of projects or may require the entering into of agreements with Indigenous people. Claims and protests of Indigenous peoples may disrupt or delay activities of the operators of the Company's royalty, Stream or other interests.

***Discretion in Use of Available Funds***

There may be circumstances where, in the judgement of the Board or management of the Company, the use of funds which is in the best interests of the Company may differ from previously disclosed uses. The Company has discretion concerning the use of its available funds, as well as the timing of the expenditure of such funds. As a result, investors rely on the judgment of the Company for the application of its available funds. The Company may use its available funds in ways that investors may not consider desirable. The results and the effectiveness of the application of the Company's funds is uncertain. If the funds are not applied effectively, the results of the Company's operations may suffer.

**RISK FACTORS – FDN TRANSACTION**

***Completion of the FDN Transaction is Uncertain***

Completion of the FDN Transaction is dependent upon satisfaction of certain conditions, including, without limitation, completion of due diligence by the parties, execution of a definitive silver purchase agreement and other ancillary agreements in connection with the FDN Transaction (including an agreement in respect of the Distribution), approval by the boards of the Company and Lundin Gold, approval of the TSXV, approval of the Company's shareholders in accordance with MI 61-101 and the policies of the TSXV, the Company being issued a final receipt for the Prospectus, and other customary conditions for a transaction of this nature. There can be no certainty, nor can the Company provide any assurance, that all conditions to the FDN Transaction will be satisfied, or, if satisfied, when they will be satisfied and, accordingly, the FDN Transaction may not be completed. If the FDN Transaction is not completed for any reason, the dedication of our resources to the completion thereof may have an adverse effect on the Company's business, results of operations or financial condition and the market price of the LunR Shares may be materially adversely affected.

**Transaction Fees and Costs**

The Company has incurred and expect to incur additional material non-recurring expenses in connection with the FDN Transaction and completion of the transactions contemplated by the Term Sheet, including costs relating to obtaining required shareholder and stock exchange approvals and obtaining the final receipt of the Prospectus. If the FDN Transaction is not completed, we will need to pay certain costs relating to the FDN Transaction incurred prior to the date the transaction was abandoned, such as legal, accounting, financial advisory and printing fees. Such costs may be significant and could have an adverse effect on the Company's business, results of operations or financial condition.

**Attention of Management**

The FDN Transaction and the completion thereof could cause the attention of our management to be diverted from our day-to-day operations. These disruptions could be exacerbated by a delay in the completion of the FDN Transaction and could result in lost opportunities or negative impacts on performance, which could have a material and adverse effect on the Company's business, results of operations or financial condition if the FDN Transaction is not completed.

### **Consideration Shares Fixed**

The number of Consideration Shares to be issued pursuant to the FDN Transaction is fixed and will not increase or decrease due to fluctuations in the market price of the LunR Shares. The market price of the LunR Shares may fluctuate significantly prior to the completion of the FDN Transaction in response to various factors and events, including, without limitation, the difference between the Company's financial or operating results and those expected by investors and analysts, changes in analysts' projections or recommendations, changes in general economic or market conditions, and broad market fluctuations. As a result of such fluctuations, historical market prices are not indicative of future market prices or the future market value of the Consideration Shares that Lundin Gold shareholders may receive following completion of the FDN Transaction and the Distribution. There can also be no assurance that the trading price of the LunR Shares will not decline following the completion of the Distribution. Accordingly, the market value represented by the Consideration Shares will also vary.

### **Market Overhang and Dilution**

On completion of the FDN Transaction and the Distribution, a significant number of additional LunR Shares will be issued and available for trading in the public market. The increase in the number of LunR Shares may lead to sales of such shares or the perception that such sales may occur (commonly referred to as "market overhang"), either of which may adversely affect the market for, and the market price of, the LunR Shares.

In addition, as a result of the issuance of the Consideration Shares in connection with the FDN Transaction, the ownership and voting interests of the current shareholders of LunR will be diluted, relative to current proportional ownership and voting interests.

### **OFF-BALANCE SHEET ARRANGEMENTS**

The Company has not entered into any off-balance sheet arrangements.

### **TRANSACTIONS WITH RELATED PARTIES**

Key management personnel have the authority and responsibility for planning, directing and controlling the activities of the Company. The Company has determined that key management personnel consist of non-executive members of the LunR Board and certain executives and corporate officers. The remuneration of key management personnel included in the statements of loss and comprehensive loss is as follows:

	<b>July 14, 2025 to December 31, 2025</b>
Salaries and benefits	\$31,004
Share-based compensation	11,033
	<b><u>\$42,037</u></b>

For the period from July 14, 2025, to December 31, 2025, the Company received funds from NGEx, its sole shareholder prior to the completion of the Arrangement, pursuant to the Capital Contribution, in support of ongoing operations and entering into the royalty agreements with respect to the acquisition of the Lunahuasi Royalty and the Los Helados Royalty. The Company's acquisition of the Lunahuasi Royalty and the Los Helados Royalty were considered related party transactions as the sellers in the respective transactions at the time the transactions were entered into and completed were related to LunR by way of a common controlling shareholder, NGEx. During the period, NGEx transferred to the Company C\$10,500 as an advance, and as the amount was not yet repaid as at December 31, 2025, LunR recognized an amount of \$7,661 due to NGEx on its statement of financial position as at December 31, 2025.

Additionally, subsequent to the period from July 14, 2025, to December 31, 2025, the Company entered into the Term Sheet with respect to the FDN Transaction. As Lundin Gold and LunR are "related parties" within the meaning of MI 61-101, the FDN Transaction, including the issuance of the Consideration Shares to Lundin Gold, constitutes a "related party transaction". See "Highlights from July 14, 2025 to December 31, 2025, and 2026 to Date" for further information.

## **PROPOSED TRANSACTIONS**

See "Highlights from July 14, 2025 to December 31, 2025, and 2026 to Date" for further information regarding the FDN Transaction and the status of the required shareholder or regulatory approvals thereof. See "Liquidity and Capital Resources" for the expected effect of the FDN Transaction on the Company's financial condition, financial performance and cash flows.

## **MATERIAL ACCOUNTING POLICIES AND ESTIMATES**

A description of the Company's material accounting policies and estimates can be found in note 4 of the Company's audited financial statements from the date of incorporation on July 14, 2025 to December 31, 2025.

## **FINANCIAL INSTRUMENTS AND CAPITAL RISK MANAGEMENT**

A description of the Company's financial and capital risk management and financial instruments can be found in notes 8 and 9, respectively, of the Company's audited financial statements from the date of incorporation on July 14, 2025 to December 31, 2025.

## **OUTSTANDING SHARE DATA**

The Company has authorized an unlimited number of voting common shares without par value. As at March 16, 2026, the Company had 70,385,015 LunR Shares and 4,070,000 LunR Options issued and outstanding.

**FORWARD-LOOKING STATEMENTS**

Certain statements made and information contained herein in the MD&A constitutes "forward-looking information" within the meaning of applicable securities legislation (collectively, "forward-looking information"). All statements other than statements of historical facts included in this document constitute forward-looking information, including but not limited to, statements regarding: LunR's future business objectives and strategies, including, but not limited to, future acquisitions of additional royalty interests or Streams by LunR to its portfolio, including the completion of the FDN Transaction and the timing thereof; matters associated with the FDN transaction, including the execution of a definitive agreement in respect thereof, the holding of a special meeting of shareholders of LunR, the approval of the TSXV and the approval of the shareholders of LunR in accordance with MI 61-101 and the policies of the TSXV; the introduction of a new major shareholder following completion of the FDN Transaction; the future allocation and uses of LunR's funds; and the structure, timing, or amount of any new financing obtained by LunR, if any. Generally, this forward-looking information can frequently, but not always, be identified by use of forward-looking terminology such as "plans", "expects" or "does not expect", "is expected", "budget", "scheduled", "estimates", "forecasts", "intends", "projects", "budgets", "assumes", "strategy", "objectives", "potential", "possible", "anticipates" or "does not anticipate", or "believes", or variations of such words and phrases or statements that certain actions, events, conditions or results "will", "may", "could", "would", "should", "might" or "will be taken", "will occur" or "will be achieved" or the negative connotations thereof.

Forward-looking information is necessarily based upon various estimates and assumptions including, without limitation, the expectations and beliefs of management. Although the Company believes that these factors and expectations are reasonable as at the date of this document, in light of management's experience and perception of current conditions and expected developments, these statements are inherently subject to significant business, economic and competitive uncertainties and contingencies. Known and unknown risks, uncertainties and other factors may cause actual results or events to differ materially from those anticipated in such forward-looking statements and undue reliance should not be placed on such statements and information. Such factors include, without limitation: the risk of the market valuing LunR in a manner not anticipated by the Company, risks that royalties, Streams and similar interests may not be honoured by operators of a project; limited or no access to data or the operations underlying the Company's interests; risks facing owners and operators; dependence on future payments from owners and operators of the properties underlying the Company's interests; risks related to mineral reserves and mineral resources; global financial conditions; liquidity concerns and future financing requirements; competition for royalties, Streams and other similar interests; risks related to foreign jurisdictions and emerging markets; commodity prices, including volatility in metal prices, namely gold, silver and copper; limited operating history and uncertainty of future revenues; no history of earnings; acquisitions or business arrangements; market price and trading of the LunR Shares; risks inherent to the mining business; government regulation risk; environmental risks and hazards; no history of dividends; the Company may become, subject to legal proceedings in the future; dependence on good relations with employees; uninsurable risks; dependence on management and key personnel; impacts of geopolitical events; corruption and bribery laws; reporting issuer obligations; LunR Shares may be suspended from trading; income, federal, state and municipal taxes; changes in climate conditions; public health crises; information systems and the use of generative artificial intelligence; the possible issuance of additional LunR Shares may impact the value of the LunR Shares; additional financings may result in dilution; conflicts of interest; significant shareholders; Indigenous peoples; discretion in use of available funds; risks related to the FDN Transaction, as further described in the "Risk and Uncertainties" section of this MD&A; and the "Risk Factors" section of the Company's TSXV Form 2B – Listing Application dated December 16, 2025, which is available on SEDAR+ at [www.sedarplus.ca](http://www.sedarplus.ca) under the Company's profile.

The forward-looking information contained in this MD&A is based on information available to LunR as at the date of this MD&A. Except as required under applicable securities legislation, LunR does not undertake any obligation to publicly update and/or revise any of the forward-looking information included, whether as a result of additional information, future events and/or otherwise. Forward-looking information is provided for the purpose of providing information about management's current expectations and plans and allowing investors and others to get a better understanding of LunR's operating environment. Although LunR has attempted to identify important factors that would cause actual results to differ materially from those contained in forward-looking information, there may be other factors that cause results not to be as anticipated, estimated, or intended. There can be no assurance that such statements will prove to be accurate, as actual results and future events could differ materially from those anticipated in such statements. All the forward-looking information contained in this document is qualified by these cautionary statements. Readers are cautioned not to place undue reliance on forward-looking information due to the inherent uncertainty thereof.