

LUNR ROYALTIES CORP.
(formerly 17156138 Canada Inc.)

Management's Discussion and Analysis
For the three months ended to March 31, 2026

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.

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 Company's condensed interim financial statements for the three months ended March 31, 2026, 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 first, second, third and fourth quarters of the Company's fiscal years are referred to as "Q1", "Q2", "Q3" and "Q4", respectively.

The date of this MD&A is May 14, 2026.

DESCRIPTION OF BUSINESS AND OVERVIEW

LunR is a royalty and streaming company which focuses 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.

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.

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

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.

LunR's registered office is located at Suite 2200, 885 West Georgia Street, Vancouver, British Columbia, V6C 3E8, Canada and its head office is located at Suite 2800, 1055 Dunsmuir Street, Vancouver, British Columbia V7X 1L2. The Company is listed on the TSX Venture Exchange (the "TSXV") under the symbol "LUNR".

HIGHLIGHTS DURING AND SUBSEQUENT TO Q1 2026

- 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") and Aureliean Resources Inc. ("ARI"), 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. The Company subsequently announced, on April 2, 2026, that it entered definitive agreements with Lundin Gold in relation to the FDN Transaction.
- 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, Nevin Lau as Corporate Controller of the Company, and Judy A. McCall as Corporate Secretary of the Company.

Acquisition of the FDN Stream

On February 22, 2026, the Company entered into the Term Sheet with Lundin Gold and ARI to acquire the FDN Stream. The FDN Stream will be effective as of 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 Lundin Gold, 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 to be held on May 21, 2026 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, 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.

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.

SUMMARY OF QUARTERLY RESULTS

The following table summarizes selected financial data reported by the Company for the three months ended March 31, 2026, and the previous quarters since incorporation. The Company's interim financial statements are reported under IFRS Accounting Standards applicable to interim financial reporting.

	Q1 2026	Q4 2025	July 14, 2025 to September 30, 2025
Net loss	\$1,840,740	\$474,612	\$3,628
Basic and diluted loss per share	0.03	0.01	3,628 ⁽¹⁾

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

Net loss increased in Q1 2026 compared to the previous quarters since incorporation due to corporate development expenses relating to the FDN Transaction and a one-time severance payment.

RESULTS OF OPERATIONS

During Q1 2026, the Company recorded a net loss of \$1,840,740 mainly relating to general and administrative costs, and other comprehensive loss of \$18,412 arising from foreign exchange translations. General and administrative costs increased in Q1 2026 from Q4 2025 due to corporate development expenses relating to the FDN Transaction and a one-time severance payment.

LIQUIDITY AND CAPITAL RESOURCES

Cash decreased \$935,174 during Q1 2026. Cash used in operating activities during the period was \$933,075 and was for general and administrative expenses. Cash generated by financing activities during the period of \$1,619 was from the proceeds from stock option exercises.

As of March 31, 2026, 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.

As at March 31, 2026, the Company had a working capital deficit (current assets less current liabilities) of \$632,284. The Company's approach to managing liquidity risk is to ensure that it will have sufficient funds to meet liabilities when due. All of the Company's financial liabilities have contractual maturities of less than 30 days and are subject to normal trade terms. Upon closing of the FDN Transaction (see "Acquisition of the FDN Stream" in "Highlights During and Subsequent to Q1 2026"), the Company is expected to generate sufficient revenues to service the ongoing payment requirements of the FDN Stream as well as the Company's current working capital deficit, 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 or future transaction evaluation expenses and would need to secure additional funding.

As at March 31, 2026, share capital was \$3,259,222 and comprised of 70,385,015 issued and outstanding LunR Shares. During Q1 2026, 37,500 LunR Shares were issued upon the exercise of LunR Options.

The Company is not subject to externally imposed capital requirements as at March 31, 2026.

RISKS AND UNCERTAINTIES

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.

An analysis of risks and uncertainties, as they have the potential to impact the Company, can be found in the Company's MD&A and annual information form for the period from incorporation on July 14, 2025 to December 31, 2025. The risks and uncertainties have not changed from those disclosed in the Company's MD&A for the period from incorporation on July 14, 2025 to December 31, 2025, except for those related to the FDN Transaction.

There are a number of risks, uncertainties and assumptions relating to the FDN Transaction which may have a material and adverse impact on the future operating results and financial performance of the Company and could cause actual events to differ materially from those described in forward-looking statements related to the Company, including those risk factors set out under "FDN Transaction Risk Factors" of the Company's management information circular dated April 13, 2026, and under "Risk Factors" of the Company's preliminary short form prospectus dated April 27, 2026.

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 for the three months ended March 31, 2026 is as follows:

Salaries and benefits	\$64,339
Share-based compensation	9,555
	<hr/> \$73,894

During Q1 2026, the Company incurred \$119,799 in corporate development expenses provided by a company associated with a director or officer of the Company. As at March 31, 2026, the Company had \$117,874 in trade payables and accrued liabilities relating to these expenses.

During Q1 2026, 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 During and Subsequent to Q1 2026" for further information.

PROPOSED TRANSACTIONS

See "Highlights During and Subsequent to Q1 2026" 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 as at December 31, 2025 and 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 9 and 10, respectively, of the Company's unaudited condensed interim financial statements for the three months ended March 31, 2026.

OUTSTANDING SHARE DATA

The Company has authorized an unlimited number of voting common shares without par value. As at May 14, 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; and risks related to the FDN Transaction, as further described in the "FDN Transaction Risk Factors" section of the Company's management information circular dated April 13, 2026, and under "Risk Factors" of the Company's preliminary short form prospectus dated April 27, 2026. For a further discussion of risks and uncertainties relevant to the Company, see the Company's MD&A and annual information form for the period from incorporation on July 14, 2025 to December 31, 2025, available on the Company's SEDAR+ profile at www.sedarplus.ca.

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.