



NATIONS ROYALTY TO BE LISTED ON TSXV ON JUNE 21, 2024

NATIONS ROYALTY COMPLETES ACQUISITION OF NISGA'A ROYALTY PORTFOLIO

June 20, 2024, Vancouver, BC and Gitlaxt'aamiks: Nations Royalty Corp. ("**Nations Royalty**" or the "**Company**") is proud to announce the approval for listing on Tier 2 of the TSX Venture Exchange ("**TSXV**") as an investment company, under the symbol "**NRC**", effective at the open of market on June 21, 2024. Upon listing, Nations Royalty will have 144,730,637 common shares issued and outstanding, of which, 132,852,500 common shares will be subject to Tier 2 Value Escrow.

With a foundation of Nisga'a Nation's five royalties in four agreements, Nations Royalty's vision is to unite First Nations and Indigenous groups across Canada and internationally, welcoming external investors to join the Company as shareholders. Together, they will combine royalties, income and commodity streams and annual benefit payment entitlements from resource projects, tapping into the growth, diversification and value potential typical of publicly traded royalty companies. As a leader in the spirit of economic reconciliation, Nations Royalty's mission includes capacity building of Indigenous People in public companies and capital markets.

Eva Clayton, President of Nisga'a Lisims Government, stated: "our shareholding in Nations Royalty is an important step in optimizing Nisga'a's value in the Tier 1 mines and development projects located in the Golden Triangle. Nations Royalty's vision presents a unique opportunity for the Nisga'a Nation, other First Nations and Indigenous groups, and investors to access a portfolio encompassing precious and critical metal mines, oil and gas ventures, and renewable energy projects. With guidance from renowned mining entrepreneur, Frank Giustra, our ambition is to grow Nations Royalty into one of the top global royalty companies."

Rob McLeod, Interim CEO of Nations Royalty, stated: "we are incredibly grateful to the Nisga'a Lisims Government for tirelessly advancing Nations Royalty to this important juncture. Nisga'a have always been leaders. From the legal advocacy for Aboriginal Rights and Title, icons like the legendary Frank Calder, the first indigenous person ever elected to any legislative body in Canada, and the first modern Treaty in British Columbia. Now, they are the founders of the largest majority indigenous-owned public company in Canada. Royalty companies have been the crown jewel of the mining space over the past two decades; we have the first-mover advantage and look forward to creating significant value for all investors in Nations Royalty."

The Transaction

The Company has completed the previously announced acquisition from the Nisga'a Nation of the rights to receive five annual benefit payment entitlements (the "**Annual Payments**"). Details of the Transaction and the Annual Payments can be found in the Company's Filing Statement dated June 14, 2024, prepared in connection with the Transaction and filed on SEDAR⁺. The Annual Payments in place are in respect to the following properties:

- The high-grade **Brucejack gold mine** operated by Pretium Resources Inc., a wholly-owned indirect subsidiary of Newmont Corporation, a large underground gold mine;
- The **KSM Copper-Gold-Silver-Molybdenum deposit**, currently in development by Seabridge Gold Inc.;
- The **Premier Gold Project**, currently being commissioned by Ascot Resources Ltd. with first gold poured in April, 2024 and commercial production scheduled for Q3 2024;
- The **Red Mountain Gold Deposit**, owned by Ascot Resources Ltd.; and
- The **Kitsault Molybdenum Deposit**, a large, fully permitted brownfield site owned and being actively advanced by New Moly LLC, majority-owned by Resource Capital Fund VI L.P.

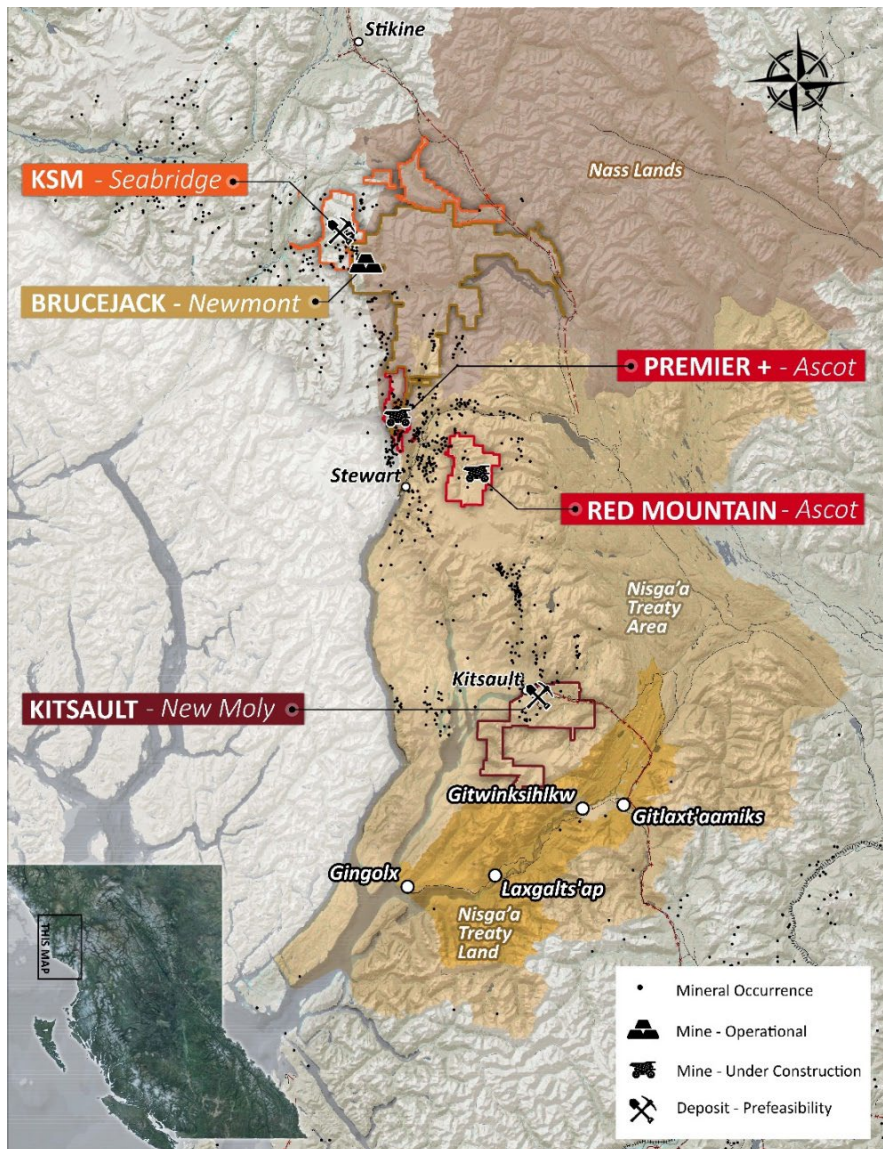


Figure 1 - Nations Royalty Mines and Development Projects in the Golden Triangle

In connection with closing of the Transaction, the Board of Directors of the Company (the “**Board**”) has been reconstituted to consist of Collier Azak, Edward Clayton, Debra Febril, Saga Williams, Rob McLeod and Alex Morrison. Detailed biographies of each of these persons, and information on the officers of the Company, can be found in the Company’s Filing Statement.

Pursuant to the Transaction, the Company issued an aggregate of 111,100,000 common shares to the Nisga’a Nation, resulting in the Nisga’a Nation holding approximately 76.76% of the outstanding shares of the Company. In addition, the Company issued an aggregate of 11,111,112 common shares to the subscribers on the concurrent financing at \$0.90 per common share.

An aggregate of 113,419,000 common shares (which includes the common shares issued to the Nisga’a Nation) and all options held by principals of the Company have been placed into a value security escrow agreement and are subject to the TSXV value security three-year staged release schedule. In addition, the 111,100,000 common shares issued to the Nisga’a Nation, and 21,752,500 of the previously issued common shares of the Company are all subject to voluntary pooling restrictions with 5% released on listing, subject to TSXV seed share value escrow resale restrictions, all of which are set out in more detail in the Company’s Filing Statement.

In connection with the Transaction, the Company has entered into a shareholder rights agreement with the Nisga'a Nation pursuant to which the Nisga'a Nation is entitled to: (i) nominate four persons to the Board so long as it owns 50% or more of the issued and outstanding shares of the Company; (ii) nominate three persons so long as it owns 33% or more and less than 50% of the outstanding shares, (iii) nominate two persons so long as it owns 20% or more and less than 33% of the outstanding shares; and (iv) nominate one person so long as it owns 10% or more and less than 20% of the outstanding shares. At such time as the Nisga'a Nation owns less than 10% of the outstanding shares, it shall have no further right to nominate persons to the Board. In addition, so long as the Nisga'a Nation owns greater than 20% of the outstanding shares of the Company, the Company cannot increase the size of its Board beyond seven members without the prior consent of the Nisga'a Nation.

Immediately prior to closing of the Transaction, the Nisga'a Nation did not hold any shares of the Company. Pursuant to the Transaction, the Nisga'a Nation acquired ownership of an aggregate of 111,100,000 common shares at a deemed price of \$0.90 per share in consideration for the assignment of the Royalties. The common shares acquired represent 76.76% of the outstanding shares of the Company on closing of the Transaction. The Nisga'a Nation does not hold any securities convertible into common shares. The shares were acquired for investment purposes. The Nisga'a Nation may in the future acquire or dispose of securities of the Company, through the market, privately or otherwise, as circumstances or market conditions warrant. An early warning report will be filed by the Nisga'a Nation in accordance with applicable securities laws.

In addition, the Company has granted an aggregate of 10,000,000 stock options to directors, officers, consultants and employees of the Company and to certain charitable organizations. The options are exercisable at a price of \$0.90 per share for a period of five years from the date of grant.

About Nations Royalty Corp.

The Company's vision is to grow into a top global royalty company, specializing in indigenous-owned royalties and revenue streams in precious metals and critical minerals, oil and gas and renewable energy.

On behalf of the Board of Directors of Nations Royalty Corp.

"Robert McLeod"

Interim Chief Executive Officer

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Cautionary Statement Regarding Forward-Looking Information

Except for the statements of historical fact, this news release contains "forward-looking information" within the meaning of applicable Canadian securities legislation. When used in this news release, the words "estimate", "project", "belief", "anticipate", "intend", "expect", "plan", "predict", "may" or "should" and the negative of these words, or variations thereon or comparable terminology are intended to identify forward-looking statements and information. The forward-looking statements and information in this news release include information relating to: the business plans and objectives of the Company including the Company's plans to obtain additional royalties, income and commodity streams and annual

benefit payment entitlements or to partner with other First Nations or Indigenous Groups throughout the world. Such forward-looking information is based on the Company's expectations, estimates and projections as at the date of this news release.

By their nature, forward-looking statements involve known and unknown risks, uncertainties and other factors, which may cause actual results, performance or achievements to differ materially from those expressed or implied by such statements, including but not limited to: the potential inability of the Company to continue as a going concern, risks associated with potential governmental and/or regulatory action with respect to the Company's operations, the potential inability of the Company to implement its business plan going forward, and failure to achieve the proposed benefits of the Transaction, . Such statements and information reflect the current view of the Company and are based on information currently available to the Company. In connection with the forward-looking information contained in this news release, the Company has made assumptions about the Company's ability to execute on its business plans. The Company has also assumed that no significant events will occur outside the Company's normal course of business. Although the Company believes that the assumptions inherent in the forward-looking information are reasonable, forward-looking information is not a guarantee of future performance and accordingly undue reliance should not be put on such information due to the inherent uncertainty therein.

Any forward-looking information speaks only as of the date on which it is made and, except as may be required by applicable securities laws, the Company disclaims any intent or obligation to update any forward-looking information, whether as a result of new information, future events or results or otherwise.