



December 22, 2025 | St. John's, Newfoundland

Altius Announces Definitive Agreement to Acquire Lithium Royalty Corp.

Altius Minerals Corporation (TSX: ALS) (OTCQX: ATUSF) ("Altius") and **Lithium Royalty Corp. (TSX: LIRC) ("LRC")** announce that they have entered into a definitive agreement (the **"Agreement"**) in which Altius will acquire all of the issued common shares and convertible common shares of LRC (together, the **"LRC Shares"**) pursuant to a plan of arrangement (the **"Transaction"**) for total consideration of approximately C\$520 million, being C\$9.50 per LRC equity share (the **"Agreed Price"**). The Agreed Price is payable by Altius at the shareholders' election as C\$9.50 in cash or 0.240 of a common share of Altius (the **"Altius Shares"**), subject to proration to ensure the aggregate cash consideration represents no more than 1/3 of the aggregate consideration and the share consideration represents no more than 11,500,000 Altius Shares. LRC shareholders who do not elect cash or Altius Shares (subject to proration) will receive default consideration of C\$3.16 per LRC Share in cash and 0.16 Altius Shares per LRC Share.

In aggregate, the consideration consists of approximately C\$173 million in cash and approximately C\$347 million in Altius Shares. Altius holds an effective pre-existing approximate 8% gross ownership interest in LRC flowing from its holding of units of certain limited partnerships that hold LRC equity share conversion rights.

Benefits to Altius Shareholders

Large portfolio of royalties relating to a rapidly progressing pipeline of operating to exploration stage projects

- 37 new royalties (no streams) with the majority featuring long to ultra-long implied resource lives – a fundamental long-term optionality consideration for Altius.
- 4 producing stage royalties (3 commissioned in 2025) - each of which are currently ramping up and/or under expansion.
- 12 advanced stage projects with completed economic studies (Feasibility Study (7), Preliminary Economic Assessment (5)).
- 3-5 additional projects planning to start operations between 2026 and 2030.
- Low geopolitical risk profile with vast majority of assets located in Canada, Australia and South America.
- Well diversified by production method including both brine and hard rock based.
- Total expected acquisition-based royalty revenue contribution ramping steadily to C\$40-\$60 million by end of decade (at current spot prices) – adding to Altius's sector leading percentage revenue growth trajectory.

Counter-Cyclical Investment Timing

- Counter-cyclical, long-term investment: Lithium price recent cyclical low of <\$9000/t Lithium Carbonate Equivalent ("LCE") as compared to a prior cyclical high of more than \$80,000/t.
- The lithium market continues to mature with demand expected to exceed 1.5Mt LCE in 2025 with future growth diversified across grid-based storage, transport, consumer products and other emerging battery market applications.
- Lithium features among the highest demand growth rates of any mined commodity (>30% CAGR over past 5 years) with continuing strong drivers stemming from rapidly growing and increasingly diversified industrial and commercial usage cases.



- Potential market deficit re-emerging in 2026 as higher than expected recent and near-term demand begins to surpass previous oversupply conditions.
- Current prices do not adequately incentivize required supply growth.

Corporate Synergies

- Complements Altius's existing royalty level exposure to the electricity sector, which is experiencing rapid global adoption of batteries for grid enhancement and other supply stabilization purposes.
- Provides access to LRC's deep industry networks and investment origination platform with current LRC CEO Ernie Ortiz expected to join Altius's Corporate Development team following closing of the transaction.
- G&A synergies and revenue scaling drives enhanced pro-forma EBITDA margin.

Altius CEO Brian Dalton commented, "We believe that this transaction creates strong value for shareholders by adding a significant pipeline of operating, development and evaluation stage assets to the Base and Battery Metals component of our business. Altius was an early strategic investor and partner of LRC and participated in its asset selections and royalty structuring efforts. Since then, the lithium market has matured and grown considerably and is now emerging as a mainstream scale mined commodity. We believe that the portfolio the LRC team has constructed features all of the key attributes that we seek in our royalty investments, including: very long resource lives that we expect will translate into multiple future operational expansions and life extensions; strong cost curve positioning, and a low jurisdictional risk profile that in this case is dominated by the Americas and Australia." He then added, "We are pleased that current LRC CEO Ernie Ortiz has expressed his willingness to join Altius following completion of the transaction to continue to oversee the assets and relationships that are being acquired, as well as to support the Altius corporate development team in future potential initiatives across all of its commodity focus areas."

Transaction Summary

The Transaction is to be effected by way of a court-approved plan of arrangement under the Canada Business Corporations Act and will constitute a "business combination" for purposes of MI 61-101. The consummation of the Transaction is subject to a number of conditions customary for transactions of this nature, including, among others:

- approval of at least two-thirds of the votes cast by holders of LRC Shares voting as a single class, at a special meeting of shareholders;
- approval of a simple majority of the minority of the votes cast by holders of subordinate voting shares excluding Royal Capital limited partnership shareholders and any other shareholders required to be excluded in accordance with MI 61-101;
- court approval; and
- receipt of any required regulatory approvals under the *Competition Act* and customary stock exchange approvals.

Completion of the Transaction is not subject to any due diligence or financing conditions. Under the terms of the Arrangement Agreement LRC will hold a special meeting of shareholders no later than March 10, 2026 (the "**Special Meeting**") to consider the Transaction. Shareholders will receive a notice of meeting and management information circular containing full details of the Transaction in advance of the Special Meeting. Further information concerning the Special Meeting, including the record date for the Special Meeting, will be made available to shareholders under LRC's SEDAR+ profile in due course at www.sedarplus.ca.

The Transaction includes customary non-solicitation provisions, which are subject to the LRC's board's right to make a change in its recommendation to shareholders upon the occurrence of certain "intervening events", including in the event any "superior proposal" was to emerge (and subject to the purchaser's "right to match"). A break fee of C\$23.4 million is payable to Altius by LRC under specified events including if the Arrangement Agreement is terminated as a result of a superior proposal and in the event the LRC Board changes its recommendation for shareholders to vote in favour of the Transaction.



If approved at the Special Meeting, and subject to court approval, any required *Competition Act* (Canada) clearance and other customary closing conditions, the Transaction is expected to close in the first quarter of 2026. Following closing of the Transaction, Altius intends to cause the LRC Shares to be delisted from the Toronto Stock Exchange and will cause LRC to apply to cease to be a reporting issuer in all provinces and territories of Canada.

Voting and Support Agreements

In connection with the Transaction, the Royalty Capital limited partnerships and Riverstone VI LRC B.V., who collectively hold approximately 84.7% of the outstanding LRC Shares, have entered into voting agreements agreeing to vote their LRC Shares in favour of the Transaction and against any competing acquisition proposals. In addition, each of the directors and executive officers of the LRC, who collectively hold less than 3% of the outstanding LRC Shares, have entered into voting agreements agreeing to vote their LRC Shares in favour of the Transaction.

LRC Interim Financing

Subject to definitive documentation, Altius has agreed to provide LRC with a secured bridge loan facility in an aggregate principal amount of up to US\$20 million (the “Bridge Loan”). The Bridge Loan is being provided for general working capital purposes, including to fund ongoing royalty acquisitions.

Advisors

Altius was advised by McCarthy Tétrault LLP, and has engaged Scotiabank to act as a financial advisor.

Forward Looking Statements

This news release contains forward-looking information. The statements are based on reasonable assumptions and expectations of management and Altius provides no assurance that actual events will meet management’s expectations. In certain cases, forward-looking information may be identified by such terms as “anticipates”, “believes”, “could”, “estimates”, “expects”, “may”, “shall”, “will”, or “would”. Although Altius believes the expectations expressed in such forward-looking statements are based on reasonable assumptions, such statements are not guarantees of future performance and actual results or developments may differ materially from those projected. Readers should not place undue reliance on forward-looking information. Altius does not undertake to update any forward-looking information contained herein except in accordance with securities regulations.

Forward-looking information in this news release includes, among other things, statements relating to the Transaction, timing for completion of the Transaction, expected transaction based royalty revenue, anticipated lithium demand, Ernie Ortiz joining Altius following the closing of the Transaction, potential synergies of the Transaction, the anticipated timing of the Special Meeting and the closing of the Transaction, LRC delisting from the TSX and ceasing to be a reporting issuer. Forward-looking information is necessarily based on a number of opinions, estimates and assumptions that the Altius considered appropriate and reasonable as of the date such statements are made in light of its experience, current conditions and expected future developments, including assumptions that any conditions precedent to the closing of the Transaction can be satisfied, and that there will be no undue delays with respect to the Transaction.

Forward-looking statements involve known and unknown risks, uncertainties and other factors which may cause the actual results, performance or achievements of Altius to be materially different from any future results, performance or achievements expressed or implied by the forward-looking statements. Such factors include, among others, those factors set forth in the Company’s Annual Information Form for the year ended December 31, 2024.



Although the Altius has attempted to identify important risk factors that could cause actual results to differ materially from those contained in forward-looking information, there may be other risk factors not presently known to management of the Altius or that it presently believes are not material that could also cause actual results or future events to differ materially from those expressed in such forward-looking information. There can be no assurance that such information will prove to be accurate, as actual results and future events could differ materially from those anticipated in such information. No forward-looking statement is a guarantee of future results. Accordingly, shareholders should not place undue reliance on forward-looking information, which speaks only as of the date made. The forward-looking information contained in this news release represents the Altius' expectations as of the date of this news release (or as the date they are otherwise stated to be made) and is subject to change after such date. However, the Altius disclaims any intention or obligation or undertaking to update or revise any forward-looking information whether as a result of new information, future events or otherwise, except as required under applicable securities laws in Canada. All of the forward-looking information contained in this news release is expressly qualified by the foregoing cautionary statements.

About Altius

Altius's strategy is to create per share growth through a diversified portfolio of royalty assets that relate to long life, high margin operations. This strategy further provides shareholders with exposures that are well aligned with global growth trends including increasing electricity-based market share within energy usage, global infrastructure build and refurbishment growth, increased EAF based steelmaking, steadily increasing agricultural fertilizer requirements and the enhanced appetite for financial asset diversification through precious metals ownership. These macro-trends each hold the potential to cause higher demand for many of Altius's commodity exposures including potash, high purity iron ore, renewable energy, base metals, and gold. In addition, Altius runs a successful Project Generation business that originates mineral projects for sale to developers in exchange for royalties and that has a demonstrated track record of driving outsized direct returns from its overall royalty investment portfolio. Altius has 46,285,577 common shares issued and outstanding that are listed on Canada's Toronto Stock Exchange. It is a member of both the S&P/TSX Small Cap and S&P/TSX Global Mining Indices and the S&P/TSX Canadian Dividend Aristocrats Index.

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