

LABRADOR IRON ORE
ROYALTY CORPORATION

**NOTICE OF ANNUAL MEETING
OF HOLDERS OF COMMON SHARES**

to be held on Tuesday, May 13, 2025

and

MANAGEMENT INFORMATION CIRCULAR

April 4, 2025

LABRADOR IRON ORE ROYALTY CORPORATION

NOTICE OF MEETING

Notice is hereby given that an annual meeting (the “**Meeting**”) of the holders of common shares of Labrador Iron Ore Royalty Corporation (“**LIORC**”) will be held on Tuesday, May 13, 2025 at 11:00 a.m. (Toronto time) in person at the Knightsbridge Room, The Omni King Edward Hotel, 37 King Street East, Toronto, Ontario, Canada. The Meeting will be held for the following purposes:

- (a) to receive reports and audited financial statements;
- (b) to elect Directors for the coming year;
- (c) to appoint auditors for the coming year and authorize the Board of Directors to fix their remuneration; and
- (d) to consider and, if deemed appropriate, pass with or without variation an advisory resolution on LIORC’s approach to executive compensation.

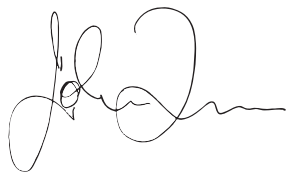
A holder of common shares who is unable to attend the Meeting in person should complete and submit the enclosed form of proxy for use at the Meeting. In order to be valid and acted upon at the Meeting or any adjournment thereof, proxies must be received by Computershare Investor Services Inc. at 100 University Avenue, Toronto, Ontario M5J 2Y1 by 11:00 a.m. (Toronto time) on May 9, 2025. The time limit for deposit of proxies may be waived or extended by the Chair of the Meeting at his or her discretion, without notice.

If you are a non-registered holder of common shares and received these materials through your broker or through another intermediary, please complete and return the form of proxy or voting instruction form, as the case may be, provided to you in accordance with the instructions provided by your broker or intermediary. Failure to do so may result in your common shares not being eligible to be voted at the Meeting.

Registered holders of common shares and duly appointed proxyholders will be able to attend, ask questions and vote at the Meeting provided they comply with all of the requirements set out in the enclosed management information circular. Non-registered holders of common shares who have not duly appointed themselves as proxyholders may still attend the Meeting as guests. Guests will be able to listen to the Meeting and ask questions following conclusion of the formal business of the Meeting but will not be able to vote at the Meeting.

Holders of common shares who wish to appoint a person other than the management nominees identified on the form of proxy or voting instruction form (including non-registered holders who wish to appoint themselves to attend) must carefully follow the instructions in the enclosed management information circular and on their form of proxy or voting instruction form.

On behalf of the Board of Directors,



John F. Tuer
President and Chief Executive Officer



Sandra L. Rosch
Executive Vice President

April 4, 2025

LABRADOR IRON ORE ROYALTY CORPORATION

MANAGEMENT INFORMATION CIRCULAR

This management information circular (“**Information Circular**”) is furnished in connection with the solicitation of proxies by management of Labrador Iron Ore Royalty Corporation (“**LIORC**”) for use at the annual meeting (the “**Meeting**”) of holders of common shares of LIORC to be held in person at the Knightsbridge Room, The Omni King Edward Hotel, 37 King Street East, Toronto, Ontario, Canada, on Tuesday, May 13, 2025 commencing at 11:00 a.m. (Toronto time) for the purposes set forth in the notice of meeting (the “**Notice**”) accompanying this Information Circular.

Solicitation of Proxies

Information contained herein is given as of April 4, 2025. The costs incurred in the solicitation of proxies and in the preparation of mailing of this Information Circular will be borne by LIORC. Solicitation of proxies by the management of LIORC and by employees of the Administrator (as defined herein) will be through the mail, in person and/or by telephone. LIORC may also engage a soliciting agent at an immaterial cost.

Appointment and Revocation of Proxies

A form of proxy accompanies the Notice and this Information Circular. The persons named in such form of proxy are directors and officers of LIORC. **A holder of common shares of LIORC submitting a proxy has the right to appoint a person (who need not be a holder of common shares of LIORC) to be a representative at the Meeting, other than the persons designated in the form of proxy furnished by LIORC.** Such appointment may be exercised by crossing out the persons named in the enclosed form of proxy and inserting the name of the appointed representative in the blank space on the form of proxy. A proxy will not be valid unless it is completed and submitted for use at the Meeting. In order to be valid and acted upon at the Meeting or any adjournment thereof, proxies must be received by Computershare Investor Services Inc. (“**Computershare**”) no later than 11:00 a.m. (Toronto time) on May 9, 2025. The time limit for deposit of proxies may be waived or extended by the Chair of the Meeting at his or her discretion, without notice.

A holder of common shares of LIORC who has deposited a proxy may revoke it (a) by depositing an instrument in writing executed by such holder (or by an attorney duly authorized in writing) or, if such holder is a corporation, by any officer or attorney thereof duly authorized, either at the registered office of LIORC at any time up to and including the close of business on the last business day preceding the Meeting or any adjournment thereof, or with the Chair of the Meeting on the day of the Meeting or an adjournment thereof, or (b) in any other manner permitted by law.

Exercise of Discretion by Proxies

The persons named in the enclosed form of proxy will, if the instructions are certain, vote the common shares of LIORC represented thereby and, where a choice with respect to any matter to be acted upon has been specified in the form of proxy, the common shares of LIORC will be voted in accordance with the specification. In the event that a proxy is returned without voting instructions, the common shares of LIORC represented thereby will be voted in favour of the resolutions described in the Notice. If a holder of common shares of LIORC appoints a representative other than the persons designated in the form of proxy, LIORC assumes no responsibility as to whether the representative so appointed will attend the Meeting to vote the common shares of LIORC in accordance with the instructions of, or otherwise act on behalf of, the person or corporation appointing the representative. If you appoint a non-management proxyholder, please ensure they attend the Meeting for your vote to count.

The enclosed form of proxy confers discretionary authority on the persons with respect to amendments or variations of matters identified in the Notice. At the time of printing this Information Circular, the directors of LIORC (the “**Directors**”) are not aware of any such amendments or variations.

Information for Registered and Non-Registered Holders

Only holders of common shares of LIORC whose names are set out in the applicable registers maintained by LIORC’s transfer agent (“**Registered Holders**”) or the persons they appoint as their proxies are permitted to vote at

the Meeting. CDS & Co. is a Registered Holder that acts as a clearing agent for intermediaries (each, an “**Intermediary**”) such as, among others, banks, trust companies, securities dealers or brokers and trustees, administrators or managers of self-administered registered retirement savings plans, registered retirement income funds, registered education savings plans and similar plans. In accordance with the requirements of National Instrument 54-101 — *Communication with Beneficial Owners of Securities of a Reporting Issuer*, LIORC has caused the Notice, this Information Circular and the accompanying form of proxy (collectively, the “**Meeting Materials**”) to be distributed to CDS & Co. and the Intermediaries for onward distribution to non-registered holders of common shares of LIORC (“**Non-Registered Holders**”).

Intermediaries are required to forward the Meeting Materials to Non-Registered Holders unless a Non-Registered Holder has waived the right to receive them. Very often, Intermediaries will use service companies to forward the Meeting Materials to Non-Registered Holders.

Generally, Non-Registered Holders who have not waived the right to receive Meeting Materials will be given either:

- (i) a form of proxy which has already been signed by the Intermediary (typically by a facsimile, stamped signature), which is restricted as to the numbers of common shares of LIORC beneficially owned by the Non-Registered Holder but which is otherwise not completed; this form of proxy need not be signed by the Non-Registered Holder; in this case, the Non-Registered Holder who wishes to submit a proxy should otherwise properly complete the form of proxy and send or deliver it to Computershare as set out in the Notice; or
- (ii) a voting instruction form, which must be completed and signed by the Non-Registered Holder in accordance with the directions on the voting instruction form and returned to the Intermediary or its service company.

Voting Instructions for Registered Holders

A Registered Holder may submit a proxy by:

Internet: Enter the 15-digit control number at www.investorvote.com.

Telephone: Enter the 15-digit control number at 1-866-732-8683 (Canada and the U.S. only) or 1-312-588-4290 (outside Canada and the U.S.).

Mail or delivery:

Computershare Investor Services Inc.
Attention: Proxy Department
100 University Avenue, Toronto, Ontario M5J 2Y1.

Voting Instructions for Non-Registered Holders

Canadian Non-Registered Holders may vote by:

Internet: Enter the 16-digit control number at www.proxyvote.com.

Telephone: Enter the 16-digit control number at 1-800-474-7493.

U.S. Non-Registered Holders may vote by:

Internet: Enter the 16-digit control number at www.proxyvote.com.

Telephone: Enter the 16-digit control number at 1-800-454-8683.

The purpose of these procedures is to permit Non-Registered Holders to direct the voting of the common shares of LIORC that they beneficially own at the Meeting. Should a Non-Registered Holder who receives either a form of proxy or a voting instruction form wish to vote at the Meeting in person (or have another person attend and vote at the Meeting in person on behalf of the Non-Registered Holder), the Non-Registered Holder should strike

out the names of the persons designated in the form of proxy and insert the Non-Registered Holder's (or such other person's) name in the blank space provided or, in the case of a voting instruction form, follow the corresponding directions on the form.

Common shares of LIORC held by Intermediaries can only be voted at the Meeting upon the instructions of the Non-Registered Holders. Non-Registered Holders should carefully follow the instructions of their Intermediaries, including those regarding when and where the proxy or voting instruction form is to be delivered.

Voting at the Meeting

General

Registered Holders may vote at the Meeting in person. Non-Registered Holders who have not duly appointed themselves as proxyholder will not be able to vote at the Meeting but will be able to participate as a guest and ask questions following conclusion of the formal business of the Meeting. This is because LIORC and Computershare do not have a record of the Non-Registered Holders, and, as a result, will have no knowledge of your shareholdings or entitlement to vote unless you appoint yourself as proxyholder.

If you are a Non-Registered Holder and wish to vote at the Meeting in person, you must appoint yourself as proxyholder by inserting your own name in the space provided on the voting instruction form sent to you and you must follow all of the applicable instructions, including the deadline, provided by your Intermediary. See "Appointment of a Third Party as Proxy" and "How do I Attend and Participate at the Meeting?" below.

If you are a U.S. beneficial shareholder, to attend and vote at the Meeting in person, you must first obtain a valid legal proxy from your broker, bank or other agent and then register in advance to attend the Meeting. Follow the instructions from your broker or bank included with these proxy materials, or contact your broker or bank to request a legal proxy form. After first obtaining a valid legal proxy from your broker, bank or other agent, to then register to attend the Meeting, you must submit a copy of your legal proxy to Computershare. Requests for registration should be directed by mail to the attention of the Proxy Department of Computershare at 100 University Avenue, Toronto, Ontario M5J 2Y1 or by email at uslegalproxy@computershare.com. Requests for registration must be labeled as "Legal Proxy" and be received no later than 11:00 a.m. (Toronto time) on May 9, 2025. You will receive a confirmation of your registration by email after Computershare receives your registration materials. Please note that you are required to register your appointment at <https://www.computershare.com/Labrador>.

Appointment of a Third Party as Proxy

Holders of common shares who wish to appoint a person other than the management nominees named in the form of proxy or voting instruction form as their proxyholder to attend and participate at the Meeting in person as their proxy and vote their common shares must submit their form of proxy or voting instruction form, as applicable. To appoint a person other than the management nominees as proxyholder, insert that person's name in the blank space provided in the form of proxy or voting instruction form (if permitted) and follow the instructions for submitting such form of proxy or voting instruction form.

If you are a Non-Registered Holder and wish to vote at the Meeting in person, you have to insert your own name in the space provided on the voting instruction form sent to you by your Intermediary and follow all of the applicable instructions provided by your Intermediary. By doing so, you are instructing your Intermediary to appoint you as proxyholder. It is important that you comply with the signature and return instructions provided by your Intermediary. Please also see further instructions below under the heading "How do I Attend and Participate at the Meeting?".

How do I Attend and Participate at the Meeting?

The Meeting will be conducted in person at the Knightsbridge Room, The Omni King Edward Hotel, 37 King Street East, Toronto, Ontario, Canada.

Registered Holders who wish to vote in person at the Meeting instead of via proxy should register with the Computershare representative at the Meeting upon arrival. Non-Registered Holders who wish to vote at the Meeting in person must appoint themselves as proxyholder. See "Appointment of a Third Party as Proxy" above. Guests,

including Non-Registered Holders who have not duly appointed themselves as proxyholder, can listen to the Meeting and ask questions following conclusion of the formal business of the Meeting but are not able to vote.

Quorum

The presence, in person or by proxy, of at least two holders of common shares of LIORC holding or representing at least 25% of the number of common shares outstanding on the date of the Meeting is required to constitute a quorum at the Meeting. If a quorum is not present at the Meeting, the Meeting will be adjourned to such day being not less than 14 days after the date of the Meeting, as may be specified by the Chair of the Meeting. If at such adjourned meeting a quorum is not present, the holders of common shares present in person or by proxy will form a quorum.

Voting Securities and Principal Holders

Common Shares

Holders of common shares of LIORC of record at the close of business on April 1, 2025 are entitled to notice of and to attend the Meeting in person or by proxy and are entitled to one vote per share held on all matters to be considered at the Meeting. There are 64 million common shares outstanding.

Principal Holders

To the best of the knowledge of the Directors, no person beneficially owns, directly or indirectly, or exercises control or direction over, common shares of LIORC carrying more than 10% of the voting rights attached to the outstanding common shares of LIORC which may be voted at the Meeting.

Non-IFRS Financial Measures

This Information Circular contains reference to “adjusted cash flow per share” (“**ACF/Share**”), which is not a recognized measure under International Financial Reporting Standards (“**IFRS**”) and therefore is not necessarily comparable to similar measures presented by other publicly traded entities. For further information, refer to the “Standardized Cash Flow and Adjusted Cash Flow” section of LIORC’s management discussion and analysis for the period ending December 31, 2024, which may be accessed on SEDAR+ (www.sedarplus.ca) or LIORC’s website (<https://labradorironore.com/investors/financials/>), which section is incorporated by reference herein. Holders of common shares may contact LIORC at PO Box 957, 31 Adelaide St. E., Toronto, Ontario M5C 2K3; telephone (416) 362-0066; or email investor.relations@labradorironore.com to request copies of LIORC’s financial statements and management discussion and analysis for the period ending December 31, 2024.

BUSINESS OF THE MEETING

Financial Statements

The financial statements of LIORC for the years ended December 31, 2024 and December 31, 2023, together with the auditors' report thereon, contained in the 2024 Annual Report mailed to the holders of common shares with this Information Circular, will be presented to the holders of common shares at the Meeting.

Election of Directors

Resolutions to elect Mark J. Fuller, Douglas F. McCutcheon, William H. McNeil, Dorothea E. Mell, Sandra L. Rosch, John F. Tuer and Patricia M. Volker as Directors will be presented to the holders of common shares at the Meeting. The term of office for each Director is from the date of the meeting at which he or she is elected until the next annual meeting or until a successor is elected or appointed. **It is the intention of the persons named in the enclosed form of proxy, if not expressly directed to the contrary in such form of proxy, to vote such proxies FOR the election of the nominees as Directors.** Management does not contemplate that any of the nominees will be unable to serve as a Director but should that circumstance arise for any reason prior to the Meeting, the persons named in the enclosed form of proxy reserve the right to vote for another nominee at their discretion.

The *Canada Business Corporations Act* ("CBCA") requires majority voting for individual directors in uncontested director elections. The CBCA provides that shareholders must be allowed to vote "for" or "against" each nominee for the Board (as opposed to "for" or "withhold") and, each nominee will be elected only if the number of votes cast in favour of the nominee represents a majority of the votes cast for and against the nominee at the Meeting. However, the CBCA also provides for a transitional period for any incumbent director who is not re-elected at the Meeting as a result of not receiving a majority of the votes in such director's favour, which permits such director to continue in office until the earlier of the 90th day after the day of the election and the day on which such director's successor is appointed or elected.

The proxy permits holders of common shares to vote in favour of all nominees, to vote in favour of some nominees and to vote against other nominees, or to vote against all nominees. The Corporation will ensure that the number of common shares voted in favour or against each nominee is recorded and promptly made public after the Meeting. If the vote is by a show of hands, LIORC will disclose the number of common shares voted by proxy in favour or against each nominee.

The name, province and country of residence, age, office held, principal occupation, date of appointment and number of common shares owned, or over which control or direction is exercised, with respect to each of such nominees as of December 31, 2024 are as follows:

<u>Name, Residence and Age</u>	<u>Office(s) Held</u>	<u>Principal Occupation</u>	<u>Director Since</u>	<u>Number of Common Shares</u>
Mark J. Fuller ⁽¹⁾⁽²⁾ Ontario, Canada Age: 65	Director	Company director	2014	5,000
Douglas F. McCutcheon ⁽¹⁾⁽²⁾ Ontario, Canada Age: 60	Director	President of Longview Asset Management Ltd.	2020	5,000
William H. McNeil Ontario, Canada Age: 77	Chair of the Board and Director	Chair of the Board of LIORC and company director	2015	10,000
Dorothea E. Mell ⁽¹⁾⁽²⁾ Ontario, Canada Age: 56	Director	Company director	2020	3,360
Sandra L. Rosch Ontario, Canada Age: 65	Executive Vice President and Director	Executive Vice President of LIORC	2014	7,000
John F. Tuer Ontario, Canada Age: 60	President and CEO and Director	President and CEO of LIORC	2017	16,200
Patricia M. Volker ⁽¹⁾⁽²⁾ Ontario, Canada Age: 68	Director	Company director	2014	5,000

Notes:

(1) Member of Audit Committee.

(2) Member of Governance and Human Resources Committee.

As at December 31, 2024, the Directors of LIORC collectively beneficially owned, directly or indirectly, or exercised control or direction over, an aggregate of 51,560 common shares, representing approximately 0.1% of the outstanding common shares. The Board of Directors has adopted a policy that requires each Director, including the CEO, to acquire and hold at least 5,000 common shares of LIORC prior to the fifth anniversary of the date the Director is elected. All of the Directors are in compliance with this policy. The directors of LIORC are also directors and officers of Hollinger-Hanna Limited. Messrs. Tuer and McNeil serve as directors of Iron Ore Company of Canada (“IOC”).

LIORC does not have an executive committee.

Also see LIORC’s annual information form for the year ended December 31, 2024 for information about the Audit Committee, including a copy of its charter and information about independence, financial literacy, relevant education and experience of Audit Committee members.

Director Biographies

Mark J. Fuller — From January 2009 until August 2024, Mr. Fuller served as President and Chief Executive Officer of Ontario Pension Board, the administrator of the Ontario Public Service Pension Plan. He joined the Ontario Pension Board in 1999. He received a LL.B. from Western University and is called to the bar in Ontario.

Douglas F. McCutcheon — Mr. McCutcheon is President of Longview Asset Management Ltd., a financial advisory and investment management firm. He also has over 35 years of experience in investment management and investment banking around the world. He has a B. Comm. Hons from Queen’s University.

William H. McNeil — Mr. McNeil served as President and CEO of LIORC from September 1, 2016 to March 7, 2019. He was a Managing Director and Senior Mining Engineer at The Bank of Nova Scotia from 1995 to

2016. Mr. McNeil holds the ICD.D designation and earned an MBA from Ivey Business School at Western University and a B.Sc. (Mining) from Queen's University.

Dorothea E. Mell — Ms. Mell has over 25 years' experience in the investment industry. Most recently she was Managing Director and Portfolio Manager at Gluskin Sheff, a private wealth management firm, where she was responsible for high yield investments. She has a B.A. (Economics) and an MBA from McMaster University and is a Chartered Financial Analyst.

Sandra L. Rosch — Ms. Rosch is Executive Vice President of LIORC. She also served as President of Stonecrest Capital Inc., an independent Canadian restructuring firm, until December, 2018. She has over 30 years' experience in financial restructuring, mergers and acquisitions and financing transactions, including working for 17 years as an investment banker with two of Canada's largest investment banks. She holds the ICD.D designation and earned an MBA from Ivey Business School at Western University and a B. Comm. from McMaster University.

John F. Tuer — Mr. Tuer was appointed President and CEO of LIORC on March 7, 2019. He was Managing Director & Head, Mergers and Acquisitions, Scotiabank, until February 23, 2017. He has over 25 years' experience in the mergers and acquisitions advisory business. He received a B. Comm. Hons. from Queen's University and a LL.B. from the University of Toronto.

Patricia M. Volker — Ms. Volker is a corporate Director who retired in 2015 after 17 years at the Chartered Professional Accountants of Ontario. Ms. Volker served in various capacities in the accounting profession and her career includes over 30 years of advisory, public accounting, banking and regulatory expertise. She is a CPA, CA and CMA, holds the ICD.D designation and earned a B.Sc. from the University of Toronto.

Nomination of Directors

The Board of Directors, based on a review undertaken by the Governance and Human Resources Committee, considers annually the composition of the Board and its committees, including strengths, skills, experiences, diversity and gender balance. It also reviews the performance and attendance record of the incumbent Directors. The objective is to ensure the composition of the Board and its committees provides the appropriate mix of skills and experience to guide the strategy of LIORC. The Governance and Human Resources Committee identifies any gaps in composition and seeks to fill those gaps. Qualities such as integrity, good character and high regard in his or her professional field will always be basic criteria for Directors.

Skills Matrix

LIORC maintains a skills matrix and the Directors indicate their experience in each area. The matrix below illustrates the Board's mix of experience in 11 categories that are important to LIORC. Neither the Board nor the Governance and Human Resources Committee weigh these categories equally in evaluating Board composition. The Board recognizes that, as a whole, it may not include all of these areas and therefore may access relevant skills externally.

<u>Skills</u>	<u>Experience Description</u>	<u>No. of Directors with significant experience</u>
General Senior Management.	Experience working as CEO or senior officer for a major organization	7
Strategy	Experience in formulating and driving the implementation of strategic planning	7
Corporate Finance and Securities	Experience with corporate finance, investment banking and securities transactions.	7
Mining.	Experience related to mining and mining royalty businesses	5
Investment Acumen.	Experience managing the relationship between an issuer and retail and institutional investors; experience with buy-side public market investing	5
Risk Management	Experience and expertise in investment, financial, strategic and operational risk management at the enterprise level, including risks associated with climate change and other environmental factors	7
Finance, Accounting and Audit.	Experience and expertise in financial accounting, audit and reporting, including internal controls	7
Governance and Board	Experience as a board member of a public company or other major organization; experience in board practices and environmental, social and governance matters of a public company or other major organization	7
Human Resources and Compensation	Experience in human resource management with particular emphasis in executive compensation	4
Legal and Regulatory.	Experience and expertise in business and securities law	3
Information Technology and Cyber Security	Experience in the design and implementation of information technology systems and managing cyber security and risks	1

Appointment of Auditors

A resolution to appoint KPMG LLP as auditors of LIORC will be presented to holders of common shares at the Meeting. It is the intention of the persons named in the enclosed form of proxy, if not expressly directed to the contrary in such form of proxy, to vote such proxies FOR the appointment of KPMG LLP, Chartered Accountants, as auditors of LIORC until the next annual meeting of holders of common shares at remuneration to be fixed by the Directors. KPMG LLP was first appointed the auditor of LIORC on August 11, 2022.

“Say-on-Pay” Advisory Resolution

Holders of common shares of LIORC are being given the opportunity to vote on an advisory basis “for” or “against” LIORC’s approach to executive compensation through the following resolution (the **“Say-on-Pay Advisory Resolution”**):

BE IT RESOLVED THAT, on an advisory basis and not to diminish the role and responsibilities of the Board of Directors, the holders of common shares of LIORC accept the approach to executive compensation as disclosed in LIORC’s management information circular dated April 4, 2025.

The Board recommends to the holders of common shares of LIORC that they vote FOR the Say-on-Pay Advisory Resolution. It is the intention of the persons named in the enclosed form of proxy, if not expressly directed to the contrary in such form of proxy, to vote such proxies FOR the Say-on-Pay Advisory Resolution.

In LIORC’s 2024 “say-on-pay” vote held at its annual general meeting held on May 16, 2024, 94.13% of shareholder votes were in support of LIORC’s executive compensation approach. LIORC considers the vote on the Say-on-Pay Advisory Resolution an important part of its shareholder engagement process whereby the vote provides valuable feedback to the Board. Since the vote on the Say-on-Pay Advisory Resolution is advisory, it will not be binding on the Board or the Governance and Human Resources Committee. However, the Board and, in particular, the Governance and Human Resources Committee, will consider the outcome of the vote as part of its ongoing review of executive compensation.

For further information on LIORC’s approach to executive compensation, please see below.

EXECUTIVE COMPENSATION

Compensation Philosophy and Objectives

LIORC's executive officer compensation program is designed to:

- provide motivation and incentives to executive officers with a view to increasing alignment with LIORC shareholders and enhancing shareholder value;
- attract and retain key executive officers;
- recognize the scope and level of responsibility of each position; and
- reward superior performance and achievement.

LIORC evaluates both performance and compensation to ensure that its compensation philosophy and objectives are met. LIORC periodically reviews its executive compensation philosophy and programs to ensure that they are consistent with its goals of attracting, retaining and motivating executive officers to enhance shareholder value. This evaluation and review was most recently undertaken by the Governance and Human Resources Committee in the fourth quarter of 2024. See "Compensation Comparators" below.

Executive Compensation Governance

The Governance and Human Resources Committee is comprised of Mark J. Fuller (Chair), Douglas F. McCutcheon, Dorothea E. Mell and Patricia M. Volker (each of whom is an independent Director).

The Governance and Human Resources Committee's principal responsibility is to assist the Board in fulfilling its oversight responsibility with respect to corporate governance, compensation and Board nomination matters. As part of its Board-approved mandate with respect to compensation matters, the Governance and Human Resources Committee:

- (a) reviews and approves annually the key objectives applicable to the compensation of the executive officers of LIORC, evaluates at least annually the performance of the executive officers in light of those key objectives, and determines and makes recommendations to the Board with respect to the compensation of the executive officers based on this evaluation;
- (b) reviews and makes recommendations to the Board with respect to the compensation of Directors, the Chair of the Board and those acting as committee chairs to, among other things, ensure their compensation appropriately reflects the responsibilities they are assuming;
- (c) reviews and makes recommendations to the Board regarding incentive compensation plans and equity-based compensation plans;
- (d) in conjunction with the executive officers, administers any equity-based compensation plans of LIORC and such other similar plans as established by the Board;
- (e) reviews and makes recommendations to the Board regarding any employment agreements and any severance agreements or plans, including benefits to be provided in connection with a change in control, for executive officers;
- (f) periodically reviews LIORC's executive compensation philosophy and programs to ensure that they are consistent with LIORC's goals of attracting, retaining and motivating executive officers to enhance shareholder value;
- (g) each year, reviews and makes recommendations to the Board regarding LIORC's compensation policies and programs for its executive officers to ensure that any risks arising from the policies and programs are not reasonably likely to have a material adverse effect on the Corporation;
- (h) reviews and discusses with management LIORC's compensation disclosure to be included in LIORC's public disclosure documents; and
- (i) reports to the Board periodically on the Committee's compensation activities.

All members of the Governance and Human Resources Committee have a thorough understanding of the principles and policies underlying executive compensation decisions. They acquired this through experience as senior executive officers of publicly-traded corporations and other sizeable businesses and not-for-profit organizations, as well as through other experience. Several members of the Governance and Human Resources Committee serve or have served on other compensation or human resources committees and all have experience in dealing with compensation matters, including the development and oversight of incentive plans, leadership and succession planning and the financial and market analysis of compensation practices.

Annual Process

At the start of each year, the CEO recommends a corporate financial goal and prepares a list of the CEO's key objectives, which are reviewed and approved by the Governance and Human Resources Committee. The CEO also prepares lists of similar key objectives for the other Named Executive Officers (as defined below) and delivers those lists to the Governance and Human Resources Committee. These objectives form a "scorecard" that forms the basis of the annual personal performance assessment for the Named Executive Officers that drives the payment of annual cash bonuses pursuant to LIORC's Short Term Incentive Plan (the "STIP") and grants of performance share units ("PSUs") pursuant to LIORC's Performance Share Unit Plan for Designated Officers (the "PSU Plan"). Prior to 2023, Named Executive Officers received restricted share units ("RSUs") pursuant to LIORC's Restricted Share Unit Plan for Designated Officers (the "Old RSU Plan").

At the end of each fiscal year (or early in the following year), the Governance and Human Resources Committee reviews the CEO's performance against each of the key objectives. The Governance and Human Resources Committee's assessment of performance generates a score ranging from 0% to 200% (with 100% representing a "target" score where key objectives are achieved) that drives a payout calculated as a percentage of the CEO's current base salary. Prior to 2023, the score range was 0% to 150%. Similarly, the CEO assesses the performance of each of the other Named Executive Officers against his or her key objectives and recommends a score for the Governance and Human Resources Committee's review and approval. The Board retains full discretion to adjust the quantum of the payment of annual cash bonuses pursuant to the STIP and the grants of PSUs pursuant to the PSU Plan for each Named Executive Officer based on LIORC's financial performance and an overall market context.

Compensation Comparators

LIORC's unique business profile limits its comparability to other publicly traded companies. LIORC's business is less complex than traditional gold and mineral royalty companies in Canada and there are few other comparable royalty entities outside of this industry segment. To benchmark executive compensation, LIORC uses Canadian publicly traded gold and mineral royalty companies (with data discounted appropriately to reflect differences in functions and executive officers' responsibilities). LIORC also looks at Deterra Royalties Ltd., an iron ore royalty company in Australia.

The benchmarking data is used by the Governance and Human Resources Committee as a reference point to inform its judgment in determining appropriate pay levels. This benchmarking peer group consists of Altius Minerals Corporation, EMX Royalty Corp., Freehold Royalties Ltd., Osisko Gold Royalties Ltd., Sandstorm Gold Ltd., Triple Flag Precious Metals Corp., Gold Royalty Corp., and Deterra Royalties Ltd. Relative to the peer group, LIORC is positioned near the 50th percentile in terms of market capitalization and near the median on a total enterprise value basis.

In reviewing its executive compensation program, LIORC compares base salary, target annual bonus, target total cash compensation (salary plus annual bonus), target long-term incentive and target total direct compensation for its executive officers against those of its peers.

Compensation Advisor

Hugessen Consulting Inc. ("Hugessen") was first retained by LIORC as its independent compensation advisor in 2017. The Board or Governance and Human Resources Committee must pre-approve services that Hugessen or its affiliates provide to LIORC at the request of management.

Executive Compensation-Related Fees

The aggregate fees billed by Hugessen in 2024 for services related to determining compensation for LIORC's directors and executive officers, including a review of LIORC's executive compensation disclosure in the context of the 2024 say-on-pay vote, was \$17,927. There were fees in the amount of \$43,646 billed by Hugessen in 2023.

All Other Fees

There were no other fees billed by Hugessen in 2024 or 2023.

Components of Executive Compensation

During the year ending December 31, 2024, LIORC's named executive officers ("**Named Executive Officers**") were: John F. Tuer, President and CEO and Director; Alan R. Thomas, CFO; and Sandra L. Rosch, Executive Vice President and Director.

The components of compensation for LIORC's Named Executive Officers during the year ending December 31, 2024 consisted of:

- base salary;
- performance-based annual cash bonuses granted under the STIP;
- PSUs granted under the PSU Plan; and
- remaining performance-based RSUs granted under the Old RSU Plan.

The mix of these components in any given year is primarily influenced by the financial performance of LIORC, the individual performance of the Named Executive Officer, and the competitive market levels of compensation.

Base Salary

LIORC provides its Named Executive Officers with a base salary to compensate them for services rendered during the fiscal year and to aid in attracting and retaining quality executive officers. The base salary for each Named Executive Officer is reviewed annually or upon a promotion or other change in job responsibility, based on the individual's scope of responsibility, the importance of the position, LIORC's financial performance and inflation. Executive salaries were increased 3.0% for 2023, 3.8% for 2024 and 3.5% for 2025.

Performance-Based Annual Cash Bonuses

Named Executive Officers of LIORC are entitled to receive an annual cash bonus pursuant to the STIP based on performance against a pre-determined scorecard. Corporate financial and personal objectives are outlined at the beginning of the fiscal year in the scorecard and assessed at the completion of the fiscal year (or shortly thereafter). While the corporate financial goal is weighted 50% with personal scorecard objectives weighted 50%, the Committee reviews all results holistically and applies judgement when determining each executive's final performance score.

Total ACF/Share was selected as the corporate financial objective as it reflects cash available for dividends without being impacted by board decisions or policies. The ACF/Share target benchmark in 2024 was \$2.83 (the "**2024 ACF/Share Benchmark**") and was set by the Board based on IOC's forecast for the year. The following table sets forth ACF/Share from 2019 to 2023. Prior to 2024, the annual ACF/Share benchmark was calculated as the average of the previous five years, excluding the high and low years.¹

<u>2019</u>	<u>2020</u>	<u>2021</u>	<u>2022</u>	<u>2023</u>
\$3.25	\$3.09	\$5.98	\$3.09	\$3.14

Personal objectives are subjective in nature and tailored to the individual roles. For additional details see "Named Executive Officer Accomplishments and Incentive Awards" below. These annual cash bonuses are designed to serve as a short-term incentive to reward Named Executive Officers for performance results achieved in the year.

¹ ACF/Share is not a recognized measure under IFRS and therefore is not necessarily comparable to similar measures presented by other publicly traded entities. See "Non-IFRS Financial Measures".

The annual cash bonuses pursuant to the STIP are denominated as a percentage of current base salary and are paid within the following payout ranges:

<u>Named Executive Officers</u>	<u>Minimum/Threshold (i.e., Score = 0% of Target)</u>	<u>Target (i.e., Score = 100% of Target)</u>	<u>Maximum (i.e., Score = 200% of Target)</u>
CEO	0% of base salary	25% of base salary	50% of base salary
CFO	0% of base salary	25% of base salary	50% of base salary
EVP	0% of base salary	25% of base salary	50% of base salary

Scores between 0% and 200% are linearly interpolated to correspond to the relevant payout level. The award ranges described above are subject to review and confirmation by the Board annually.

PSUs

Named Executive Officers are entitled to receive awards of PSUs that are also determined based on performance against a pre-determined corporate financial objective (as described above). Grants of PSUs are designed to serve as a long-term incentive for Named Executive Officers, to focus their efforts on key corporate objectives outlined by the Board that extend beyond a single year and to align their interests with those of LIORC's shareholders.

Award entitlements under the PSU Plan are set in the context of the Named Executive Officer's total direct compensation and sized as a percentage of base salary ("**LTIP Entitlement**"). The percentages are subject to review and confirmation by the Board, including the Board's assessment of performance. Previous grants of PSUs are generally not taken into account when considering new grants in light of the fact that awards are sized based on annual performance results. The number of PSUs granted is calculated by dividing the LTIP Entitlement (expressed in Canadian dollars) by the average closing trading price of LIORC's common shares on the Toronto Stock Exchange (the "**TSX**") on the five business days leading up to and including the award date.

The Governance and Human Resources Committee will set the minimum/threshold and maximum ACF/Share target. If the maximum ACF/Share target is met or exceeded, 200% of PSUs will vest. If the minimum/threshold ACF/Share target is not met, 0% of the PSUs will vest. Between the minimum/threshold and maximum ACF/Share targets, the number of PSUs that will vest is linearly interpolated between 0% and 200% to correspond to the relevant percentage of PSUs that will vest.

RSUs

Named Executive Officers were previously entitled to receive awards of RSUs that were also determined based on performance against pre-determined corporate, financial and personal objectives (as described above). The Old RSU Plan was replaced in 2023 by the PSU Plan. However, certain Named Executive Officers may still have unvested awards under the Old RSU Plan.

Target grant date values were set in the context of the Named Executive Officer's total direct compensation and sized as a percentage of base salary. Grant date values were subject to review and confirmation by the Board, including the Board's assessment of performance. Previous grants of RSUs were generally not taken into account when considering new grants in light of the fact that awards are sized based on annual performance results. The number of RSUs granted was calculated by dividing the grant value of the award by the average closing trading price of LIORC's common shares on the TSX on the five business days leading up to and including the award date. The aggregate value of an award of RSUs was denominated as a percentage of current base salary and grants were made within the following ranges:

<u>Named Executive Officers</u>	<u>Minimum/Threshold (i.e., Score = 0% of Target)</u>	<u>Target (i.e., Score = 100% of Target)</u>	<u>Maximum (i.e., Score = 150% of Target)</u>
CEO	0% of base salary	30% of base salary	45% of base salary
CFO	0% of base salary	30% of base salary	45% of base salary
EVP	0% of base salary	30% of base salary	45% of base salary

Scores between 0% and 150% were linearly interpolated to correspond to the relevant level. The award ranges described above were subject to review and confirmation by the Board annually.

PSU Plan

The PSU Plan is administered by the Board, which may delegate administrative responsibilities, in whole or in part, to a committee of the Board or management of LIORC. As of the date hereof, administrative responsibility has been delegated by the Board to the Governance and Human Resources Committee. The Board has the discretion to determine which employees are eligible in any particular year to participate in the PSU Plan.

PSUs vest on the third anniversary of the award date. Notwithstanding the foregoing and except as otherwise determined by the Board, PSUs will also vest in accordance with the following:

- *Termination:* Unvested PSUs as of the date immediately after the later of (a) the date on which an employee stops performing his or her day-to-day job duties as an employee (excluding authorized leaves of absence); and (b) the last day of the minimum statutory notice of termination period (if any) required by applicable employment standards legislation, shall be forfeited.
- *Death:* Unvested PSUs immediately vest and no further PSUs are issued or credited.
- *Disability:* Unvested PSUs continue to vest and are paid out in accordance with the original vesting schedule.
- *Change of Control:* Unvested PSUs immediately vest on the date of a change of control (i.e. the occurrence of any of the following events: (a) any change in the ownership, directly or indirectly, of the outstanding common shares, as a result of which a person, or a group of persons, or persons acting in concert hold common shares which entitle the holders thereof to cast 30% or more of the votes attaching to all common shares which may be cast to elect the directors of LIORC; or (b) the sale, transfer, lease or other disposition of 50% or more of the assets of LIORC to an arm's length person).

Upon vesting, the PSUs are automatically redeemed for an amount of money equal to the number of PSUs multiplied by the average closing trading price of LIORC's common shares on the TSX on the five business days leading up to and including the vesting date. A holder of PSUs is also entitled to receive additional PSUs having an aggregate value equal to the value of any dividends paid by LIORC on the number of common shares underlying the holder's PSUs during each fiscal quarter. Holders are not permitted to assign or transfer their PSUs.

The PSU Plan does not contemplate cash repurchases of unvested PSUs. All PSUs are subject to a claw-back provision that entitles the Board, in its discretion, to cancel unvested or vested but unpaid PSUs and to recover from participants amounts paid on the redemption of PSUs in the prior 12 months in the following circumstances:

- LIORC is required to prepare an accounting restatement due to material non-compliance with financial reporting requirements of securities laws, to the extent required by such laws or government regulations; or
- the participant is terminated for cause which involves serious misconduct, fraud or gross negligence by the participant, as determined by the Board in its discretion.

The PSU Plan permits the Board to make reasonable and appropriate adjustments to preserve the intended benefits of the PSU Plan for participants with respect to PSUs in the event of the subdivision or consolidation of the common shares, payments of extraordinary dividends, reclassification or conversion of the common shares, recapitalization, reorganization, change of control or other events as the Board may determine. The Board also retains broad discretion to amend or terminate the PSU Plan at any time or from time to time, subject to certain restrictions designed to protect the rights of participants.

Old RSU Plan

The Old RSU Plan is administered by the Board, which may delegate administrative responsibilities, in whole or in part, to a committee of the Board or management of LIORC. As of the date hereof, administrative responsibility has been delegated by the Board to the Governance and Human Resources Committee. The Board has the discretion to determine which employees are eligible in any particular year to participate in the Old RSU Plan.

RSUs vest in three equal installments on each of the first, second and third anniversary of the award date. Notwithstanding the foregoing and except as otherwise determined by the Board, RSUs will also vest in accordance with the following:

- *Termination without cause:* Subject to the exercise of Board discretion (see “Retirement or termination without cause” below) unvested RSUs are forfeited following the expiry of the applicable notice period.
- *Termination with cause:* Unvested RSUs are forfeited.
- *Death:* Unvested RSUs immediately vest and no further RSUs are issued or credited.
- *Disability:* Unvested RSUs continue to vest and are paid out in accordance with the original vesting schedule.
- *Change of Control:* Unvested RSUs immediately vest on the date of a change of control (i.e. the occurrence of any of the following events: (a) any change in the ownership, directly or indirectly, of the outstanding common shares, as a result of which a person, or a group of persons, or persons acting in concert hold common shares which entitle the holders thereof to cast 30% or more of the votes attaching to all common shares which may be cast to elect the directors of LIORC; or (b) the sale, transfer, lease or other disposition of 50% or more of the assets of LIORC to an arm’s length person).
- *Retirement or termination without cause:* The Board may, in its discretion, (a) accelerate the vesting of all or a part of the unvested RSUs that would otherwise remain unvested and therefore be forfeited, or (b) accelerate the payment of all unvested RSUs that would eventually become vested.

Upon vesting, the RSUs are automatically redeemed for an amount of money equal to the number of RSUs multiplied by the average closing trading price of LIORC’s common shares on the TSX on the five business days leading up to and including the vesting date. A holder of RSUs is also entitled to receive additional RSUs having an aggregate value equal to the value of any dividends paid by LIORC on the number of common shares underlying the holder’s RSUs during each fiscal quarter. Holders are not permitted to assign or transfer their RSUs.

The Old RSU Plan does not contemplate cash repurchases of unvested RSUs. All RSUs are subject to a claw-back provision that entitles the Board, in its discretion, to cancel unvested or vested but unpaid RSUs and to recover from participants amounts paid on the redemption of RSUs in the prior 12 months in the following circumstances:

- LIORC is required to prepare an accounting restatement due to material non-compliance with financial reporting requirements of securities laws, to the extent required by such laws or government regulations; or
- the participant is terminated for cause which involves serious misconduct, fraud or gross negligence by the participant, as determined by the Board in its discretion.

The Old RSU Plan permits the Board to make reasonable and appropriate adjustments to preserve the intended benefits of the Old RSU Plan for participants with respect to RSUs in the event of the subdivision or consolidation of the common shares, payments of extraordinary dividends, reclassification or conversion of the common shares, recapitalization, reorganization, change of control or other events as the Board may determine. The Board also retains broad discretion to amend or terminate the Old RSU Plan at any time or from time to time, subject to certain restrictions designed to protect the rights of participants.

2024 Corporate Performance

The 2024 ACF/Share Benchmark was \$2.83. The Board set the 2024 ACF/Share Benchmark based on IOC’s forecast for the year. LIORC generated \$3.11 in ACF/Share², representing 110% of the 2024 ACF/Share Benchmark. The average price for the Platts index for 65% Fe iron ore CFR China declined by 6% from US\$132 in 2023 to US\$123 in 2024.

Shareholders of LIORC on January 1, 2024 earned an annualized dividend yield of approximately 9.6%. However, a decline in the trading price of LIORC’s common shares during 2024 resulted in a total return for 2024 of 2%. This compares to a 5% total return for the TSX Global Mining Index and an 22% total return for the S&P/TSX

² ACF/Share is a not a recognized measure under IFRS and therefore is not necessarily comparable to similar measures presented by other publicly traded entities. See “Non-IFRS Financial Measures”.

Composite Index. Over the last three years, LIORC's compounded annual total return was approximately 1.1%, compared to 8% for the TSX Global Mining Index and 9% for the S&P/TSX Composite Index.

Named Executive Officer Accomplishments and Incentive Awards

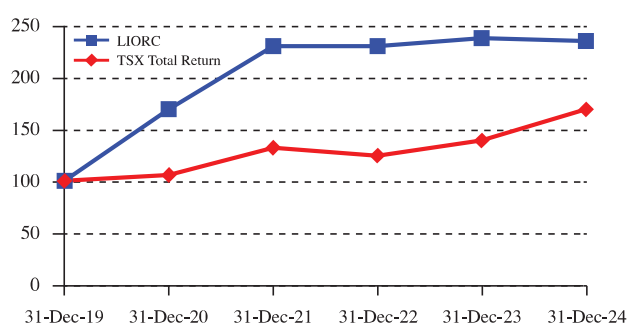
Mr. Tuer's performance objectives for fiscal 2024 were subjective and financial. Subjective objectives included managing LIORC's corporate strategy, monitoring and overseeing LIORC's investment in IOC, including representing LIORC on the IOC board of directors, communicating with LIORC's Board, its stakeholders and the broader investment community, and providing leadership to LIORC's management. Mr. Tuer's financial objective consisted of supporting LIORC's financial success. The metric used by the Governance and Human Resources Committee to assess performance against this financial objective was ACF/Share for the year exceeding the target set by the Board. The 2024 ACF/Share Benchmark to exceed was \$2.83. Following a review of Mr. Tuer's performance, the Governance and Human Resources Committee determined that Mr. Tuer achieved a 125% target score for having achieved his objectives. The value of the performance-based annual cash bonuses paid and PSUs granted to Mr. Tuer in respect of the year ended December 31, 2024 represented approximately 62.2% of his base salary in 2024.

Mr. Thomas' subjective objectives included matters related to the treasury, accounting and financial reporting functions of LIORC, as well as managing certain administrative functions. Mr. Thomas managed LIORC's financial recording, reporting and control systems, executed an internal control program, continued his review and testing of cyber security matters, liaised with senior financial staff at IOC and the auditors on accounting matters and assisted with investor relations. Mr. Thomas' financial objective was also to support the financial success of LIORC, as measured by the 2024 ACF/Share Benchmark. Following a review of the performance of Mr. Thomas by Mr. Tuer, the Governance and Human Resources Committee determined (based on input received from Mr. Tuer) that Mr. Thomas achieved a 125% target score for having achieved his objectives.

Ms. Rosch's subjective objectives included conducting specific investor relations activities, as well as undertaking specific activities relating to business and financial matters. Ms. Rosch was also responsible for continuing to monitor and develop environmental, social and governance practices and policies, reviewing corporate disclosure materials and reviewing and revising the enterprise risk management framework. Ms. Rosch's financial objective was also to support the financial success of LIORC, as measured by the 2024 ACF/Share Benchmark. Following a review of the performance of Ms. Rosch by Mr. Tuer, the Governance and Human Resources Committee determined (based on input received from Mr. Tuer) that Ms. Rosch achieved a 125% target score for having achieved her objectives.

Performance Graph

The graph in this section shows the cumulative total return on a \$100 investment on December 31, 2019 in common shares of LIORC and the cumulative total return of the S&P/TSX Composite Index over the five year period ending December 31, 2024, assuming reinvestment of all distributions.



Officers' salaries and incentives are not affected by the price performance of LIORC's common shares. Share price and dividends will have an impact on the final PSU and RSU payouts. The table below shows total annual compensation for LIORC's Named Executive Officers since 2019.

	2019	2020	2021	2022	2023	2024
LIORC	100.0	169.1	230.2	230.1	238.0	235.1
TSX Total Return	100.0	105.6	132.1	124.4	139.0	169.1
Named Executive Officer Total						
Compensation	\$1,061,428	\$881,460	\$925,533	\$901,525	\$882,363	\$991,228

Summary Compensation Table

The compensation paid by LIORC to each Named Executive Officer for the period from January 1, 2022 to December 31, 2024 was as follows:

Name and Principal Position	Year	Salary	Share-Based Awards ⁽¹⁾	Option-Based Awards	Non-Equity Incentive Plan Compensation Annual	Pension Value	All Other Compensation	Total Compensation
					Incentive Plans ⁽²⁾			
John F. Tuer President and CEO and Director ⁽³⁾	2024	\$293,419	\$88,026	—	\$94,569	—	—	\$476,014
	2023	\$282,677	\$84,803	—	\$56,253	—	—	\$423,733
	2022	\$274,444	\$86,450	—	\$72,041	—	—	\$432,935
Alan R. Thomas CFO	2024	\$158,792	\$47,637	—	\$51,178	—	—	\$257,607
	2023	\$152,979	\$45,893	—	\$30,443	—	—	\$229,315
	2022	\$148,523	\$46,785	—	\$38,987	—	—	\$234,295
Sandra L. Rosch Executive Vice President and Director ⁽³⁾	2024	\$158,792	\$47,637	—	\$51,178	—	—	\$257,607
	2023	\$152,979	\$45,893	—	\$30,443	—	—	\$229,315
	2022	\$148,523	\$46,785	—	\$38,987	—	—	\$234,295

Notes:

- (1) Amounts for 2022 represent an award of RSUs under the Old RSU Plan earned by the Named Executive Officers in that fiscal year but awarded in the subsequent fiscal year. Amounts for 2023 and 2024 represent an award of PSUs under the PSU Plan earned by the Named Executive Officers in 2023 and 2024, but awarded in 2024 and 2025, respectively.
- (2) Amounts represent performance-based annual cash bonuses earned by the Named Executive Officers in that fiscal year but paid in the subsequent fiscal year in accordance with the STIP.
- (3) None of Mr. Tuer's and Ms. Rosch's compensation is for their role as a Director.

Incentive Plans — Outstanding Share-Based Awards

The following table sets forth information regarding share-based awards that were outstanding at December 31, 2024. All values shown in the table are based upon the closing price of the common shares on the TSX of \$28.93 per share on December 31, 2024.

Name	Number of shares or units of shares that have not vested	Market or pay-out value of share-based awards that have not vested	Market or pay-out value of vested share-based awards not paid out or distributed
John F. Tuer	6,268	\$181,333	—
Sandra L. Rosch	3,392	\$ 98,131	—
Alan R. Thomas	3,392	\$ 98,131	—

Incentive Plans — Value Vested or Earned During the Year

The following table discloses the aggregate value realized upon vesting of share-based awards and the value of non-equity incentive plan compensation earned, in each case during the year ended December 31, 2024.

Name	Share-based awards — Value vested during the year	Non-equity incentive plan compensation — Value earned during the year
John F. Tuer	1,991	\$59,233
Sandra L. Rosch	1,077	\$32,056
Alan R. Thomas	1,077	\$32,056

Assessment of Risks Associated with Compensation Policies and Practices

The Governance and Human Resources Committee has assessed LIORC's executive compensation policies and practices to ensure alignment of those policies and practices with LIORC's business and to evaluate potential risks associated with those policies and practices. The Governance and Human Resources Committee has concluded that, although LIORC maintains performance-based incentive plans, the executive compensation policies and practices do not create any risks that are reasonably likely to have a material adverse effect on LIORC.

None of the executive officers or directors of LIORC is permitted to purchase financial instruments, including prepaid variable forward contracts, equity swaps, collars, or units of exchange funds, that are designed to hedge or offset a decrease in market value of LIORC's securities granted as compensation or held, directly or indirectly, by the executive officer or director.

Cost of Management Ratio

The total cash compensation paid to the Named Executive Officers during the year ended December 31, 2024 was \$728,142, representing approximately 4% of comprehensive net income.

Termination and Change of Control Benefits

Except as described below, LIORC has not entered into any agreements with any Named Executive Officer that provides for benefits upon termination with or without cause, resignation, retirement or a change in a Named Executive Officer's responsibilities.

Mr. Tuer has an employment contract that provides if his employment is terminated by LIORC without cause, or is terminated by him for constructive dismissal of his employment following a change of control, LIORC will pay to Mr. Tuer an amount equal to (a) twice his annual salary at the time of termination, (b) a payment representing twice his annual entitlement under the STIP calculated by averaging the value of the entitlements he received thereunder over the past three calendar years, prorated over a two-year period, and (c) a payment representing twice his annual entitlement under the PSU Plan calculated by averaging the value of the entitlements he received thereunder over the past three calendar years, prorated over a two-year period. Mr. Tuer would also be entitled to receive statutory benefits continuation.

Mr. Thomas and Ms. Rosch each have an employment contract that provides for the payment of two times his or her salary in the event of a change of control of LIORC, but no amount is payable if he or she continues as an employee of LIORC for a period longer than 90 days after the change of control. They would also be entitled to receive statutory benefits continuation.

For purposes of the employment contracts with Messrs. Tuer and Thomas and Ms. Rosch, a "change of control" means the occurrence of any of the following events: (a) any change in the ownership as at the date of the employment contract, directly or indirectly, of the outstanding common shares of LIORC, as a result of which a person, or a group of persons, or persons acting in concert hold common shares of LIORC which entitle the holders thereof to cast 30% or more of the votes attaching to all common shares of LIORC which may be cast to elect the Directors of LIORC; or (b) the sale, transfer, lease or other disposition of 50% or more of the assets of LIORC to an arm's length person.

Director Compensation

The Directors are entitled to compensation as approved by the Board from time to time. In 2024, the annual compensation of the Directors consisted of (a) annual cash compensation for Directors, other than those who are also executive officers, of \$72,100, and (b) annual cash compensation for the Chair of the Board of \$154,500. In 2024, the Chairs of each of the Governance and Human Resources Committee and the Audit Committee were entitled to receive an additional \$20,600 per annum. The Directors were not entitled to any additional fees for attending meetings. Directors did not receive any grants of equity or equity-based awards.

The following table shows compensation paid to the Directors during the financial year ended December 31, 2024.

Name	Fees Earned	Share- Based Awards	Option- Based Awards	Non-Equity Incentive Plan Compensation	Pension Value	All Other Compensation	Total Compensation
William H. McNeil	\$154,500	—	—	—	—	—	\$154,500
Mark J. Fuller	\$ 92,700	—	—	—	—	—	\$ 92,700
Douglas F. McCutcheon	\$ 72,100	—	—	—	—	—	\$ 72,100
Dorothea E. Mell	\$ 72,100	—	—	—	—	—	\$ 72,100
Patricia M. Volker	\$ 92,700	—	—	—	—	—	\$ 92,700

The Board approved a 3.5% increase to Director compensation effective January 1, 2025, as follows: (i) the annual cash compensation to be paid to Directors (other than those who are also executive officers) will be increased from \$72,100 to \$74,600, (ii) the annual cash compensation to be paid to the Chair of the Board will be increased from \$154,500 to \$159,900, and (iii) the annual cash compensation to be paid to the Chairs of each of the Audit Committee and the Governance and Human Resources Committee will be increased from \$20,600 to \$21,300.

OTHER MATTERS

Administration Agreement

Pursuant to an administration agreement (the “**Administration Agreement**”) made as of December 31, 2023 between LIORC and Lextorch CPA Professional Corporation (the “**Administrator**”) and amended on February 28, 2024 and March 27, 2025, the Administrator acts as administrator for LIORC and its subsidiary, Hollinger-Hanna Limited, for an aggregate annual fee of \$265,600 (payable quarterly) plus applicable taxes and such other amounts as the Board may from time to time determine in its sole discretion based on the quality and quantity of the services performed by the Administrator. The Administrator has agreed to provide normal administrative functions required to support LIORC and Hollinger-Hanna Limited. The Administration Agreement will remain in force until December 31, 2025, subject to successive one-year renewals at LIORC’s discretion or earlier termination by either party on 90 days’ written notice for any reason or forthwith on written notice in the event of certain insolvency events, a breach that remains uncured for 30 days or the professional personnel providing the services ceasing to be actively employed by the Administrator. If the Administration Agreement is terminated for convenience within 12 months following the date of a change of control, then LIORC must pay an amount equal to \$531,200 to the Administrator. In addition, LIORC has agreed to reimburse the Administrator for its reasonable and documented out-of-pocket expenses and to indemnify the Administrator from certain losses arising from the Administration Agreement. The address of the Administrator is 129 Buckingham Avenue, North York, ON M4N 1R5.

Interest of Certain Persons and Companies in Matters to be Acted Upon

The Directors of LIORC are not aware of any material interest, direct or indirect, by way of beneficial ownership of securities or otherwise, of any Director or executive officer of LIORC at any time since January 1, 2024, or of any associate or affiliate of any of the foregoing, in any matter to be acted on at the Meeting.

Corporate Governance Matters

Disclosure regarding LIORC’s corporate governance practices is set out in Appendix A to this Information Circular.

Additional Information

Additional information relating to LIORC is available on SEDAR+ at www.sedarplus.ca. Additional information is also available on LIORC’s website at www.labradorironore.com. Financial information is provided in LIORC’s comparative financial statements and management’s discussion and analysis in its 2024 Annual Report. Holders of common shares may contact LIORC at PO Box 957, 31 Adelaide St. E., Toronto, Ontario M5C 2K3; telephone (416) 362-0066; or email investor.relations@labradorironore.com to request copies of LIORC’s financial statements and management’s discussion and analysis.

Shareholder Proposals for Next Year's Annual Meeting

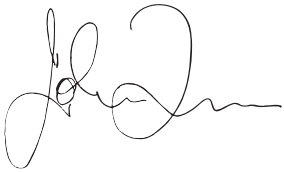
The CBCA permits certain eligible shareholders to submit shareholder proposals to LIORC for inclusion in a management proxy circular for an annual meeting of shareholders. Shareholder proposals for the annual meeting of LIORC to be held in 2026 must be received between December 14, 2025 and February 12, 2026.

In addition, LIORC's By-Law No. 5 fixes a deadline by which shareholders must submit Director nominations prior to any meeting of shareholders. In the case of annual meetings, advance notice must be delivered to LIORC not less than 30 days prior to the date of the meeting. By-Law No. 5 also requires any shareholder making a Director nomination to provide certain important information about its nominees with its advance notice. Only shareholders who comply with the requirements of By-Law No. 5 will be permitted to nominate Directors to the Board unless the "advance notice" requirements of By-Law No. 5 are waived by the Board in its sole discretion. LIORC's By-Law No. 5 is available online on SEDAR+ at www.sedarplus.ca and on LIORC's website at www.labradorironore.com.

Directors' Approval

The contents and sending of this Information Circular have been approved by the Directors of LIORC.

Dated the 4th day of April, 2025.

A handwritten signature in black ink, appearing to read 'John F. Tuer', with a stylized, flowing script.

John F. Tuer
President and Chief Executive Officer

APPENDIX A

CORPORATE GOVERNANCE DISCLOSURE

Directors

- The Directors who are independent are Mark J. Fuller, Douglas F. McCutcheon, William H. McNeil, Dorothea E. Mell and Patricia M. Volker.
- Sandra L. Rosch and John F. Tuer are officers of LIORC and are not considered to be independent.
- A majority of the Directors are independent.
- Mark J. Fuller is a director of The Empire Life Insurance Company. Douglas F. McCutcheon is a director and board chair of Worldwide Healthcare Trust PLC. Sandra L. Rosch was a director and Chair of Cline Mining Corporation until July 2015 and it filed under the *Companies' Creditors Arrangement Act* (Canada) in December 2014. Patricia M. Volker is a director of Denison Mines Corp. and The Empire Life Insurance Company. Dorothea E. Mell is a director of American Life & Security Corp.
- The independent Directors meet separately at Board meetings. LIORC is an investment company whose investments all relate to IOC and has no operating business. The main responsibility of the Directors is to supervise the receipt of revenues and the payment of dividends to holders of common shares. In these circumstances, LIORC does not require as much organization and structure as an operating company. All discussion, including discussion among the independent Directors, is open and candid. The Directors facilitate open and candid discussion among the independent Directors by asking non-independent Directors to recuse themselves from meetings in the event of any conflict or potential conflict of interest. The Audit Committee meets quarterly with LIORC's auditors and meets quarterly without management present.
- William H. McNeil is the Chair of the Board and is considered independent. Mr. McNeil is a mining engineer with more than 40 years of mining experience. The Directors consider it useful to have an experienced mining engineer on the Board.
- In 2024, seven meetings of the Directors were held. All of the Directors attended all of the meetings. In 2024, there were four meetings of the Audit Committee and four meetings of the Governance and Human Resources Committee. All members of the Committees attended all of the meetings.

Mandate

- The Directors have developed a written mandate (the “**Board Mandate**”) which is attached as a Schedule hereto.

Position Descriptions

- The Directors have developed written descriptions of the responsibilities of the Chair of the Board and the President and CEO. The Chairs of the committees are appointed under resolutions appointing the committees and their responsibilities are those usually applicable to the offices.

Orientation and Continuing Education

- When the Directors were first elected or appointed, they were provided with an orientation and education program regarding the role of the Board, its committees and its Directors and the nature of LIORC's business.
- The Directors receive confidential monthly reports on the operations of IOC and periodically visit the mine and other facilities of IOC.
- Directors are encouraged to take personal responsibility for undergoing continuing professional education and are provided with the resources and training to address skills gaps where they are identified and to receive continuing education concerning the industry and environment within which LIORC operates.

Ethical Business Conduct

- The Directors have adopted a written code of conduct which is posted, together with the Mandate for the Board of Directors, on LIORC's website at www.labradorironore.com. The Board of Directors monitors compliance with the code as part of its ongoing responsibilities. LIORC provides continuing education on the substance of

the code for its directors and officers as it deems appropriate and at least on an annual basis. The directors and officers of LIORC must confirm in writing their understanding of and compliance with the code, upon their election or appointment and thereafter on an annual basis.

- LIORC has not used corporate funds for the purposes of political advocacy, including lobbying, campaign contributions or contributions to tax-exempt groups, including trade associations.

Risk Management

- Under the Board Mandate, the stewardship of LIORC involves the Board of Directors in identification of principal risks of the business and ensuring implementation of appropriate systems to manage those risks. Management and the Board have worked together to develop rigorous identification, management, reporting and mitigation strategies for key risks that LIORC faces in the operation of its business. Management has identified risks and assigned ratings to those risks to assess each risk's impact, likelihood of occurring and effectiveness of current processes to mitigate the risks.
- The key factors that drive LIORC's risk profile are set out in LIORC's annual information form for the year ended December 31, 2024. Changes in these factors can increase or decrease the Company's risk profile. The Board receives reports from management annually, or more frequently as appropriate, to review LIORC's progress in managing these risks and identify any emerging risks. In addition, certain committees are engaged in the risk management oversight of LIORC. The Audit Committee reviews LIORC's enterprise and financial risk management processes with respect to major financial risk exposures including cyber security threats and steps taken to monitor and control such exposures. The Audit Committee also reviews the adequacy of risk management policies and procedures as they relate to financial reporting, and implementation of appropriate systems to manage such risks, including the adequacy of insurance coverages. As part of its mandate, the Audit Committee monitors environmental and sustainable business practices risks, including environmental and climate change, health and safety, social responsibility and related matters. The Governance and Human Resources Committee monitors human resource risks including compensation policies and programs and succession.

Nomination of Directors

- The Governance and Human Resources Committee, made up of independent Directors, is responsible for reviewing the performance and attendance record of the Directors annually and for selecting the nominees for election as Directors by the holders of common shares at each annual meeting. The Governance and Human Resources Committee also assists the Board of Directors in fulfilling its oversight responsibility with respect to corporate governance, including (i) establishing and reviewing LIORC's corporate governance documents, (ii) reviewing and assessing the size, composition and operation of the Board of Directors and composition and chairs of the committees of the Board of Directors, (iii) conducting annual assessments of the performance and effectiveness of the Board of Directors and its committees, (iv) periodically reviewing corporate governance issues, trends, best practices and proposed, new or amended regulatory requirements and recommending changes to LIORC's corporate governance practices and principals for approval by the Board of Directors, and (v) reporting to the Board of Directors periodically on governance activities. Mr. Fuller is the Chair of the Governance and Human Resources Committee.
- The Board of Directors has approved a Board Member Skills/Needs Guideline (the "**Skills/Needs Guideline**") to ensure that the Board of Directors comprises individual Directors who, collectively, have the full range of skills, expertise and experience necessary to oversee management and otherwise fulfill its duties and responsibilities. The Governance and Human Resources Committee conducts an analysis of Board member skills/needs regularly and reviews this analysis annually. In addition to specific desired personal attributes and competencies, the guideline identifies categories of skills, expertise and experience, including (a) general senior management, (b) strategy, (c) corporate finance and securities, (d) mining, (e) investment acumen, (f) risk management, (g) finance, accounting and audit, (h) governance and board, (i) human resources and compensation, (j) legal and regulatory, and (k) information technology and cyber security.
- When a vacancy arises, or is expected to arise, the Governance and Human Resources Committee:
 - reviews the Skills/Needs Guideline and updates it if required; and
 - in consultation with the CEO and the rest of the Board, (a) determines, according to the Skills/Needs Guideline, what additional skills, experience and expertise would be of most assistance to the Board in

fulfilling its duties and responsibilities, and (b) considers the need for diverse candidates who can assist the Board in considering a wide range of perspectives.

Compensation

- The Governance and Human Resources Committee also determines the fees and other compensation for the Directors and the compensation for the executive officers. The Governance and Human Resources Committee considers the responsibilities, risks and time commitments of the Directors and the executive officers. The Governance and Human Resources Committee is responsible for reviewing the performance of the executive officers.

Succession Planning

- The Board is responsible for succession planning for executive officers and the Governance and Human Resources Committee is responsible for providing recommendations to the Board on succession planning for executive officers. The Board or the Governance and Human Resources Committee or both formally consider succession planning for executive officers at least annually. In the event of an emergency, the Board and Governance and Human Resources Committee have temporary succession plans that can be implemented.

Assessments

- The Governance and Human Resources Committee assesses the performance of the Directors during each year as part of the process of selecting nominees for election as Directors by the holders of common shares for the following year. Formal written self-assessments are prepared by the Directors on topics including (a) the Board's relationship with the CEO, management and the Chair of the Board, (b) information and resources provided to Directors, (c) the composition of the Board, (d) the frequency and conduct of Board meetings, (e) Board committees, and (f) individual Director's views on their contributions, engagement and understanding of their duties and role on the Board and on Board committees. These self-assessments are reviewed by the Chair of the Board and the Chair of the Governance and Human Resources Committee periodically. The most recent formal written self-assessment was completed and reviewed in 2025, with the Chair of the Board and the Chair of the Governance and Human Resources Committee concluding that the Board was functioning well.

Director Term Limits

- The Directors are elected until the next annual meeting or until their successors are elected or appointed. There are no other term limits for Directors. The annual nomination and election process, including the annual review of the composition of the Board, is regarded by the Board as a sufficient mechanism of Board renewal.

Representation of Designated Groups on the Board and in Executive Officer Positions

- The diversity information disclosed in this Appendix A reflects LIORC's situation as of April 4, 2025.
- LIORC has a written diversity and inclusion policy that relates to the identification and nomination of women, indigenous peoples, persons with disabilities and members of visible minorities ("**designated groups**") as directors. The Governance and Human Resources Committee actively considers diversity matters in its annual review of the composition of the Board. LIORC believes that diversity in composition, together with diversity in certain identified attributes, skills and competencies deepens insight and decision-making capability. Leveraging diverse perspectives, backgrounds, skills and talents contributes to the best outcomes in board discussions and in serving a diverse population of stakeholders.
- The Governance and Human Resources Committee discusses and considers the level of representation by designated groups on the Board at meetings held to identify and nominate candidates for election to the Board. The Board has adopted a current target requiring that at least 40% of the directors be from designated groups.
- LIORC currently has seven board members, three of which are women (42.9%). Assuming all nominees for Directors are elected at the Meeting, three of seven, or 42.9% of Directors, will be women. The Chair of the Audit Committee is a woman. None of the Directors (0%) is a member of any other designated group.
- The Chief Executive Officer and the Board actively consider representation from designated groups when making senior management appointments for reasons substantially similar to those discussed above with respect to the

composition of the Board. LIORC currently has four executive officer positions, one of which (25%) is held by a woman. Considering the reasonable level of representation of women in executive officer positions as well as the small team of executive officers, which consists of all three of LIORC's employees, no target regarding the representation of members of the designated groups in executive officer positions has been adopted at this time. None of the executive officers (0%) is a member of any other designated group.

- The Board is committed to ensuring that persons from designated groups will be included in any pool of candidates being considered for election to the Board and for appointment to any senior management position. The Governance and Human Resources Committee and the Board have concluded that the current number of directors and executive officers is appropriate given that LIORC is an investment company with no operating business whose investments all relate to IOC. However, the Board would be willing to add a racially or ethnically diverse individual to the Board at or prior to the next annual meeting of LIORC's shareholders if a vacancy arises and the Board identifies such an individual with the requisite skills, experience and expertise identified by the Governance and Human Resources Committee as part of its nominee selection process.

SCHEDULE TO APPENDIX A — MANDATE FOR THE BOARD OF DIRECTORS

The board of directors of the Corporation (the “**Board**”) is elected by its shareholders and is responsible for managing, or supervising the management of, the investments and other business and affairs of the Corporation, including its subsidiary, Hollinger-Hanna Limited, and their holdings of a 7% gross overriding royalty on all iron ore product produced, sold and shipped by Iron Ore Company of Canada (“**IOC**”), a 15.1% equity interest in IOC and a 10 cent per tonne fee on all iron ore products produced and sold by IOC.

LIORC is an investment company whose investments all relate to IOC and has no operating business. As a result, the numbers of directors and executive officers are relatively small. The most important activity of the Board is supervising the receipt of revenues and the payment of dividends to the holders of its common shares. In these circumstances, the Corporation does not require as much organization and structure as an operating company. The Board has appointed Lextorch CPA Professional Corporation as administrator of the Corporation and its subsidiary, subject to the supervision of the Board and the officers of the Corporation.

The Board discharges its responsibilities directly and through committees, including an Audit Committee and a Governance and Human Resources Committee. In addition to the Board’s primary responsibility of managing, or supervising the management of, the business and affairs of the Corporation, including the management of the investments of the Corporation, its responsibilities include, but are not limited to, the following:

General

1. The Board has the responsibility to manage, or to supervise the management of, the business and affairs of the Corporation, to approve policies of the Corporation and to review and approve major decisions taken by the Corporation. The stewardship of the Corporation involves the Board in strategic planning, identification of principal risks and ensuring implementation of appropriate systems to manage those risks, management appointments, succession planning and internal control integrity.

Oversight of Officers

1. The Board has the responsibility for approving the appointment of the officers of the Corporation and satisfying itself as to the integrity of the officers.
2. The Board has delegated authority to the President and Chief Executive Officer for the overall management of the Corporation, including operations to ensure the long term success of the Corporation and to maximize shareholder value.
3. The Board may from time to time delegate authority to the officers, subject to specified limits. Matters which are outside the scope of the authority delegated to the officers and material transactions are reviewed by and subject to the prior approval of the Board. The Board is responsible for the Corporation’s approach to corporate governance.

Board Organization

1. The Board has the responsibility for developing and monitoring corporate governance principles and guidelines, the selection of the Chair, the selection of nominees for election to the Board, orientation of new directors, committee and committee chair appointments, committee charters, directors’ compensation and the selection of a lead director, if any.
2. The Board may delegate to Board committees matters it is responsible for, including the approval of compensation of the directors and management, the conduct of performance evaluations and oversight of internal controls systems and disclosure controls and procedures, but the Board retains its oversight function and ultimate responsibility for these matters and all other delegated responsibilities.
3. All Board committees will consist only of independent directors.
4. Each member of a Board committee will hold office until the next annual meeting of shareholders after the member’s appointment, except that any member of a committee may be removed at any time by the Board and will cease to be a member upon ceasing to be a director. The Board may fill vacancies on any committee by

appointment from among its members. If and when a vacancy exists on a committee, the remaining members of the committee may exercise all of its powers and discharge all of its duties as long as a quorum remains in office.

5. The Board will appoint one of the members of a committee to be chair of the committee. The Secretary of the Corporation will be secretary of the committee. A committee must keep minutes of its meetings in which all action taken by it is recorded. Minutes will be made available to the directors.
6. Unless otherwise provided by the Board, meetings of a committee may be held at such place, on such day and at such time as the chair of the committee determines. Notice of a meeting will be given to each member of a committee at least 48 hours before the time when the meeting is to be held, unless all members of the committee otherwise consent. At all meetings of a committee every question will be decided by a majority of the votes cast on the question, and in the case of an equality of votes the chair of the meeting will not be entitled to a second or casting vote.

Monitoring of Financial Performance and Other Financial Reporting Matters

1. The Board is responsible for exercising the powers and authorities set out in the articles and by-laws of the Corporation.
2. The Board is responsible for approving the audited and unaudited financial statements of the Corporation and the notes thereto and the related management's discussion and analysis.
3. The Board is responsible for reviewing and approving material transactions involving the Corporation and/or its subsidiaries.

Policies and Procedures

1. The Board is responsible for:
 - (a) approving and monitoring compliance with all significant policies and procedures under which the Corporation is operated;
 - (b) approving policies and procedures designed to ensure that the Corporation operates at all times within applicable laws and regulations and to the highest ethical and moral standards; and
 - (c) enforcing obligations of the Corporation respecting confidential treatment of the Corporation's proprietary information and Board deliberations.

Communications and Reporting

1. The Board is responsible for:
 - (a) overseeing the accurate reporting of the financial performance of the Corporation to shareholders, other security holders and regulators on a timely and regular basis;
 - (b) overseeing the reporting of financial results, fairly and in accordance with generally accepted accounting principles and related legal disclosure requirements;
 - (c) overseeing the integrity of the internal control and management information systems of the Corporation;
 - (d) overseeing the evaluation of the disclosure controls and procedures of the Corporation;
 - (e) overseeing the timely disclosure of any other developments that have a significant and material impact on the Corporation;
 - (f) reporting annually to shareholders on its stewardship for the preceding year; and
 - (g) overseeing the investor relations and communications strategy of the Corporation.

LABRADOR IRON ORE
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