



Nations Royalty Announces Bought Deal LIFE Private Placement for Gross Proceeds of C\$10 Million

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January 15, 2026 – Vancouver, BC – **Nations Royalty Corp.** (TSX-V: NRC) (FSE: Y96) (“**Nations Royalty**” or the “**Company**”) is pleased to announce that it has entered into an agreement with Red Cloud Securities Inc. (“**Red Cloud**”), as co-lead underwriter and sole bookrunner, pursuant to which Red Cloud and Canaccord Genuity Corp. (collectively with Red Cloud, the “**Underwriters**”), as co-lead underwriter, have agreed to purchase for resale 6,250,000 units of the Company (the “**Units**”) at a price of C\$1.60 per Unit (the “**Offering Price**”) on a “bought deal” basis in a private placement for gross proceeds of C\$10,000,000 (the “**Underwritten Offering**”).

Each Unit will consist of one common share of the Company (each, a “**Unit Share**”) and one-half of one common share purchase warrant (each whole warrant, a “**Warrant**”). Each whole Warrant shall entitle the holder to purchase one common share of the Company (each, a “**Warrant Share**”) at a price of C\$2.25 at any time on or before that date which is 36 months after the Closing Date (as herein defined).

The Company will grant to the Underwriters an option, exercisable up to 48 hours prior to the Closing Date, to purchase for resale up to an additional 1,250,000 Units at the Offering Price for additional gross proceeds of up to C\$2,000,000 (the “**Over-Allotment Option**”). The Underwritten Offering and the securities issuable upon exercise of the Over-Allotment Option shall be collectively referred to as the “**Offering**”.

The Company intends to use the net proceeds of the Offering for acquisitions of royalties, income and commodity streams, annual benefit payments and similar interests, as well as for working capital purposes.

Subject to compliance with applicable regulatory requirements and in accordance with National Instrument 45-106 - *Prospectus Exemptions* (“**NI 45-106**”), the Units under the Offering will be offered for sale to purchasers resident in all of the provinces of Canada except Québec pursuant to the listed issuer financing exemption under Part 5A of NI 45-106, as amended by Coordinated Blanket Order 45-935 – *Exemptions from Certain Conditions of the Listed Issuer Financing Exemption* (the “**Listed Issuer Financing Exemption**”). The Unit Shares and the Warrant Shares underlying the Units are expected to be immediately freely tradeable in accordance with applicable Canadian securities legislation if sold to purchasers resident in Canada. The Units will also be offered in the United States or to, or for the account or benefit of, U.S. persons, by way of private placement pursuant to the exemptions from the registration requirements provided for under the United States Securities Act of 1933, as amended (the “**U.S. Securities Act**”), and in jurisdictions outside of Canada and the United States on a private placement or equivalent basis, in each case in accordance with all applicable laws, provided that no prospectus, registration statement or other similar document is required to be filed in such jurisdiction.

There is an offering document (the “**Offering Document**”) related to the Offering that can be accessed under the Company’s profile at www.sedarplus.ca and on the Company’s website at www.nationsroyalty.ca. Prospective investors should read this Offering Document before making an investment decision.

The Offering is scheduled to close on January 30, 2026 (the “**Closing Date**”), or such other date as the Company and Red Cloud may agree. Completion of the Offering is subject to certain conditions including, but not limited to the receipt of all necessary approvals, including the approval of the TSX Venture Exchange. On closing of the Offering, the Company has agreed to pay to the Underwriters a cash commission equal to 6.0% of the gross proceeds of the Offering. In addition, on closing of the Offering, the Company has agreed to issue to the Underwriters warrants of the Company exercisable for a period of 36 months following the closing of the Offering, to acquire in aggregate that number of Common Shares which is equal to 6.0% of the number of Units sold under the Offering at an exercise price equal to the Offering Price.

The securities offered in the Offering have not been, and will not be, registered under the U.S. Securities Act of 1933, as amended (the “**U.S. Securities Act**”) or any U.S. state securities laws, and may not be offered or sold in the United States or to, or for the account or benefit of, United States persons absent registration or any applicable exemption from the registration requirements of the U.S. Securities Act and applicable U.S. state securities laws. This news release shall not constitute an offer to sell or the solicitation of an offer to buy securities in the United States, nor shall there be any sale of the securities in any jurisdiction in which such offer, solicitation or sale would be unlawful.

About Nations Royalty Corp.

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

Nations Royalty’s foundation begins with five annual benefit payment entitlements in place in respect of the following properties in Canada:

- The high-grade Brucejack gold mine operated by Newmont Corporation;
- The KSM Copper-Gold-Silver-Molybdenum deposit, currently in development by Seabridge Gold Inc.;
- The Premier Gold Project, currently evaluating a restart decision by Ascot Resources Ltd.;
- The Red Mountain Gold Deposit, owned by Ascot Resources Ltd.; and
- The Kitsault Molybdenum Deposit, a large, fully permitted brownfield site owned and being actively advanced by New Moly LLC, majority-owned by Resource Capital Fund VI L.P.

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

“Derrick Pattenden”

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Cautionary Statement Regarding Forward-Looking Information

Except for the statements of historical fact, this news release contains “forward-looking information” within the meaning of applicable Canadian securities legislation. When used in this news release, the words “estimate”, “project”, “belief”, “anticipate”, “intend”, “expect”, “plan”, “predict”, “may” or “should” and the negative of these words, or variations thereon or comparable terminology are intended to identify forward-looking statements and information. The forward-looking statements and information in this news release include, without limitation, statements regarding the Offering, the closing of the Offering, the anticipated closing date of the Offering, the intended use of proceeds from the Offering and the filing of the Offering Document.

By their nature, forward-looking statements involve known and unknown risks, uncertainties and other factors, which may cause actual results, performance or achievements to differ materially from those expressed or implied by such statements, including but not limited to: the Offering may not close on the terms currently contemplated, or at all; the potential inability of the Company to continue as a going concern, risks associated with potential governmental and/or regulatory action with respect to the Company’s operations, the potential inability of the Company to implement its business plan going forward. Such statements and information reflect the current view of the Company and are based on information currently available to the Company. In connection with the forward-looking information contained in this news release, the Company has made assumptions regarding the Company successfully completing the Offering. Although the Company believes that the assumptions inherent in the forward-looking information are reasonable, forward-looking information is not a guarantee of future performance and accordingly undue reliance should not be put on such information due to the inherent uncertainty therein.

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

Neither the TSX Venture Exchange nor its Regulation Services Provider (as that term is defined in the policies of the TSX Venture Exchange) accepts responsibility for the adequacy or accuracy of this release.