



Nations Royalty Announces Closing of Bought Deal LIFE Private Placement for Gross Proceeds of C\$15 Million

January 30, 2026 – Vancouver, BC – **Nations Royalty Corp.** (TSX-V: **NRC**) (OTCQB: **NRYCF**) (FSE: **Y96**) ("**Nations Royalty**" or the "**Company**") is pleased to announce the closing of its previously announced "bought deal" private placement (the "**Offering**") for gross proceeds of C\$15,000,000, which includes the exercise in full of the over-allotment option. Pursuant to the Offering, the Company sold 9,375,000 units of the Company (the "**Units**") at a price of C\$1.60 per Unit (the "**Offering Price**"). 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 January 30, 2029.

Red Cloud Securities Inc. ("**Red Cloud**"), as co-lead underwriter and sole bookrunner, together with Canaccord Genuity Corp. (together with Red Cloud, the "**Underwriters**") acted as underwriters under the Offering. As consideration for their services, the Underwriters received aggregate cash fees of C\$873,600 and 546,000 non-transferable common share purchase warrants (the "**Broker Warrants**"). Each Broker Warrant is exercisable into a Warrant Share at the Offering Price at any time on or before January 30, 2029.

In accordance with National Instrument 45-106 – Prospectus Exemptions ("**NI 45-106**"), the Units were issued to Canadian purchasers 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 Units sold to purchasers resident in Canada are immediately freely tradeable in accordance with applicable Canadian securities legislation.

There is an amended and restated offering document (the "**Amended 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.

The closing of the Offering remains subject to the final approval of the TSX Venture Exchange (the "**TSX-V**").

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 use of proceeds from the Offering and the final approval of the Offering by the TSX-V.

By their nature, forward-looking statement involve known and unknown risks, uncertainties and other factors, which may cause actual result, performance or achievements to differ materially from those expressed or implied by such statements, including but not limited to: the potential inability of the Company to continue as a going concern, risks associated with potential governmental and/or regulatory action with respect to the Company's operations, the potential inability of the Company to implement its business plan going forward. Such statements and information reflect the current view of the Company and are based on information currently available to the Company. 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.