

FORM 51-102F3
MATERIAL CHANGE REPORT

Item 1: Name and Address of Company

RE Royalties Ltd. (the “**Company**”)
14th Floor - 1040 West Georgia Street
Vancouver, British Columbia
V6E 4H1

Item 2: Date of Material Change

August 29, 2024.

Item 3: News Release

The news release with respect to the material change referred to in this report was issued by the Company and distributed through the facilities of Accesswire on August 29, 2024. The news release was subsequently filed on SEDAR and is available at www.sedarplus.ca.

All amounts in Canadian dollars unless otherwise stated.

Item 4 Summary of Material Change

The Company completed an initial closing of its marketed private placement offering of the Series 4 senior secured green bonds of the Company, as previously announced on July 4, 2024, for aggregate gross proceeds of \$4,154,000 and US\$200,000.

Item 5 Full Description of Material Change

5.1 Full Description of Material Change

On August 26, 2024, the Company completed an initial closing (the “**Initial Closing**”) of its brokered private placement offering (the “**Private Placement**”) of the Series 4 senior secured green bonds of the Company (the “**Green Bonds**”), as previously announced on July 4, 2024.

Pursuant to the Initial Closing, the Company issued 3,804 Canadian dollar denominated Green Bonds, with a principal amount of \$1,000 per Green Bond for aggregate gross proceeds of \$3,804,000 and 50 United States dollar (US\$) denominated Green Bonds, with a principal amount of US\$1,000 per Green Bond for aggregate gross proceeds of US\$50,000.

In conjunction with the Initial Closing, the Company also issued, pursuant to a non-brokered private placement (the “**Non-Brokered Private Placement**”), 350 Canadian dollar denominated Green Bonds, with a principal amount of \$1,000 per Green Bond for aggregate gross proceeds of \$350,000 and 150 United States dollar (US\$) denominated Green Bonds, with a principal amount of US\$1,000 per Green Bond for aggregate gross proceeds of US\$150,000.

The Green Bonds will have a term of five years and bear interest at a rate of 9% per annum, payable quarterly, and will be senior obligations of the Company secured against the Company's portfolio of royalty and loan investments. The Green Bonds were issued under a supplemental trust indenture dated August 29, 2024 (the “**Supplemental Indenture**”) to the Company's existing green bond trust indenture (the “**Indenture**”) dated August 10, 2020, as amended, with Western Pacific Trust Company, as trustee. A copy of the Indenture and the Supplemental Indenture are available on the Company's SEDAR+ profile at www.sedarplus.ca.

Net proceeds from the Green Bonds will be utilized to finance or re-finance renewable and sustainable energy projects that are anticipated to reduce or offset green house gas emissions and assist in mitigating the impact of climate change. The Company has prepared a 2024 Green Bond Framework that is aligned with the International Capital Market Association Green Bond Principles (2021), which framework is available on the Company's website at <https://www.reroyalties.com/greenbonds>.

Integral Wealth Securities Limited acted as the sole bookrunner and co-lead agent alongside Canaccord Genuity Corp. as co-lead agent (together, the “**Agents**”) for the Private Placement. In connection with the Initial Closing, the Company paid the Agents a cash fee of \$266,280 and US\$3,500 and issued to the Agents an aggregate of 269,780 warrants (the “**Broker Warrants**”). Each Broker Warrant will entitle the holder thereof to acquire one common share of the Company at an exercise price equal to \$0.50 for a period of 36 months from the date of the Initial Closing.

In connection the Initial Closing of the Non-Brokered Private Placement, the Company has paid a corporate advisory fee to certain parties consisting of \$17,500 and US\$10,500 in cash, and the issuance of 28,000 warrants. Each warrant will entitle the holder thereof to acquire one common share of the Company at an exercise price equal to \$0.50 for a period of 36 months from the date of the Initial Closing.

An insider of the Company participated in the Non-Brokered Private Placement for \$100,000 of the Canadian dollar denominated Green Bonds. The issuance of Green Bonds to an insider is considered a “related party transaction” within the meaning of Multilateral Instrument 61-101 I - *Protection of Minority Security Holders in Special Transactions* (“**MI 61-101**”). The Company is relying on exemptions from the formal valuation requirements of MI 61-101 pursuant to section 5.5(a) and the minority shareholder approval requirements of MI 61-101 pursuant to section 5.7(l)(a) in respect of such insider participation as the fair market value of the transaction, insofar as it involves interested parties, does not exceed 25% of the Company's market capitalization. The participants in the Non-Brokered Private Placement and the extent of their participation were not finalized until shortly prior to the completion of the Non-Brokered Private Placement. Accordingly, it was not possible to publicly disclose details of the nature and extent of the related party participation in the Non-Brokered Private Placement pursuant to a material change report filed at least 21 days prior to completion of the Non-Brokered Private Placement.

The securities issued under the Private Placement and the Non-Brokered Private Placement are subject to a four-month and one day hold period expiring December 30, 2024 in accordance with securities laws.

The securities referred to herein have not been, and will not be, registered under the United States 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, any U.S. persons or any persons within the United States absent registration or available exemptions from the registration requirements of the U.S. Securities Act and applicable U.S. state securities laws. This report 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 these securities in any jurisdiction in which such offer, solicitation or sale would be unlawful. 'United States' and 'U.S. person' are as defined in Regulation S under the U.S. Securities Act.

5.2 Disclosure for Restructuring Transactions

Not applicable.

Item 6 Reliance on subsection 7.1(2) of National Instrument 51-102

Not applicable.

Item 7 Omitted Information

Not applicable.

Item 8 Executive Officer

Bernard Tan
President and Chief Executive Officer
Tel: 778-374-2000

Item 9 Date of Report

September 9, 2024

This report includes certain statements that may be deemed "forward-looking information" or "forward-looking statements" within the meaning of Canadian and United States securities law. Any statements that express or involve discussions with respect to predictions, expectations, beliefs, plans, projections, objectives, assumptions of future events or performance (often, but not always, using words or phrases including, but not limited to, "expects", "does not expect", "is expected", "anticipates", "does not anticipate", "plans", "estimates", "believes", "does not believe" or "intends", or stating that certain actions, events or results may, could, would, might or will be taken, occur or be achieved) are not statements of historical fact and may be "forward-looking information". This information represents predictions, and actual events or results may differ materially.

Forward-looking information in this report may relate to the Private Placement and the Non-Brokered Private Placement, including, but not limited to, statements with respect to the terms of the Green Bonds, the anticipated use of net proceeds and the closing of additional tranches. Forward-looking information contained in this discussion is based on certain assumptions regarding Private Placement and the Non-Brokered Private Placement, including, but not limited to, the assumption that additional tranches may be completed on the terms described in this report, or at all.

While management considers these assumptions to be reasonable, based on information available, they may prove to be incorrect. Forward-looking statements involve known and unknown risks, uncertainties and other factors which may cause the actual results, performance or achievements of the Company to

be materially different from any future results, performance or achievements expressed or implied by the forward-looking statements. These risks, uncertainties and other factors include, but are not limited to risks associated with general economic conditions; adverse industry events; marketing costs; loss of markets; future legislative and regulatory developments involving the renewable energy industry; inability to access sufficient capital from internal and external sources, and/or inability to access sufficient capital on favourable terms; the renewable energy industry generally; income tax and regulatory matters; the ability of the Company to implement its business strategies including expansion plans; competition; currency and interest rate fluctuations; and the other risks discussed under the heading "Risk Factors" in the Company's annual information form dated May 2, 2024. The foregoing factors are not intended to be exhaustive.

Although the Company has attempted to identify important factors that could cause actual actions, events or results to differ materially from those described in forward-looking statements, there may be other factors that cause actions, events or results to differ from those anticipated, estimated or intended. Forward-looking statements contained herein are made as of the date hereof and the Company and its directors, officers and employees disclaim any obligation to update any forward-looking statements, whether as a result of new information, future events or results or otherwise. There can be no assurance that forward-looking statements will prove to be accurate, as actual results and future events could differ materially from those anticipated in such statements. Accordingly, you should not place undue reliance on forward-looking statements due to the inherent uncertainty therein. All forward-looking information is expressly qualified in its entirety by this cautionary statement. Any forward-looking statements contained in this discussion are made as of the date hereof and the Company does not undertake to update or revise them, except as may be required by applicable securities laws.