

LABRADOR IRON ORE
ROYALTY CORPORATION

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

to be held on Thursday, May 16, 2024

and

MANAGEMENT INFORMATION CIRCULAR

April 8, 2024

LABRADOR IRON ORE ROYALTY CORPORATION NOTICE OF MEETING

Notice is hereby given that an annual and special meeting (the “**Meeting**”) of the holders of common shares of Labrador Iron Ore Royalty Corporation (“**LIORC**”) will be held on Thursday, May 16, 2024 at 11:00 a.m. (Toronto time) in person at The Lennox Hall, Oliver & Bonacini Events, 77 Adelaide Street West, First Canadian Place, Fourth Floor, Toronto, Ontario, Canada and virtually via a live audio webcast online at <https://meetnow.global/M94RRL6>. 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;
- (d) to consider and, if deemed appropriate, pass with or without variation an ordinary resolution to reconfirm LIORC’s amended and restated shareholder rights plan agreement, as described in the enclosed management information circular; and
- (e) to consider and, if deemed appropriate, pass with or without variation an advisory resolution on LIORC’s approach to executive compensation.

LIORC is holding a hybrid meeting this year. The Meeting will be conducted in person at The Lennox Hall, Oliver & Bonacini Events, 77 Adelaide Street West, First Canadian Place, Fourth Floor, Toronto, Ontario, Canada and virtually via live audio webcast. The live audio webcast will permit all participants to communicate adequately with each other during the Meeting. Detailed instructions on how to participate in the Meeting (either in person or virtually) are provided in the enclosed management information circular.


A holder of common shares who is unable to attend the Meeting in person or virtually 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 14, 2024. 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. **For holders of common shares who wish to appoint a proxyholder to vote at the meeting online, these instructions include the additional step of registering such proxyholder with LIORC’s transfer agent, Computershare Investor Services Inc., after submitting their form of proxy or voting instruction form. Failure to register the proxyholder with LIORC’s transfer agent will result in the proxyholder not receiving an invite code to vote at the virtual Meeting and only being able to attend as a guest.**

On behalf of the Board of Directors,

A handwritten signature in black ink, appearing to read "John F. Tuer". The signature is fluid and cursive, with a large initial "J" and "T".

John F. Tuer
President and Chief Executive Officer

April 8, 2024

A handwritten signature in black ink, appearing to read "Sandra Rosch". The signature is cursive and elegant, with a large initial "S" and "R".

Sandra L. Rosch
Executive Vice President

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 and special meeting (the “**Meeting**”) of holders of common shares of LIORC to be held in person at The Lennox Hall, Oliver & Bonacini Events, 77 Adelaide Street West, First Canadian Place, Fourth Floor, Toronto, Ontario, Canada, and virtually via a live audio webcast online at <https://meetnow.global/M94RRL6> on Thursday, May 16, 2024 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 8, 2024. 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.

Virtual Meeting Information

LIORC is holding a hybrid meeting this year. The Meeting will be conducted in person at The Lennox Hall, Oliver & Bonacini Events, 77 Adelaide Street West, First Canadian Place, Fourth Floor, Toronto, Ontario, Canada, as well as via live audio webcast. The live audio webcast will permit all participants to communicate adequately with each other during the Meeting. Detailed instructions on how to participate in the Meeting (either in person or virtually) are provided in this Information Circular. A summary of the information holders of common shares will need to attend the Meeting online is provided below. See “Voting at the Meeting” below.

Registered holders of common shares and duly appointed proxyholders who participate in the Meeting will be able to listen to the Meeting, ask questions and vote, provided they comply with all of the requirements set out below under “Voting at the Meeting”. 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. See “Voting at the Meeting” below.

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. **Shareholders who wish to be represented by a third party as proxy at the virtual meeting must also follow the additional registration step outlined below under “Voting at the Meeting — Appointment of a Third Party as 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 14, 2024. 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, (b) in the manner described below, or (c) in any other manner permitted by law.

If you are using a control number or invite code to log in to the virtual Meeting, you will not be revoking any previously submitted proxies. However, if you vote on a ballot you will be revoking any and all previously submitted proxies. If you DO NOT wish to revoke your previously submitted proxies, DO NOT vote at the Meeting. You may also choose to attend the Meeting in person or virtually as a guest.

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 online (or have another person attend and vote at the Meeting in person or online 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. **In addition, shareholders who wish to be represented by a third party as proxy at the virtual meeting must also follow the additional registration step outlined below under "Voting at the Meeting — Appointment of a Third Party as Proxy".**

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 (a) at the virtual Meeting by completing a ballot online during the Meeting, or (b) at the Meeting in person. See "How do I Attend and Participate at the Meeting?" below.

Non-Registered Holders who have not duly appointed themselves as proxyholder will not be able to vote at the Meeting (either virtually or in person) 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 or online), 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 or online), 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 14, 2024. 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

The following applies to holders of common shares who wish to appoint a person other than the management nominees as their proxyholder named in the form of proxy or voting instruction form. This includes Non-Registered Holders who wish to appoint themselves as proxyholder to attend, participate or vote at the Meeting in person or virtually.

In Person

Holders of common shares who wish to appoint a person other than the management nominees 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?".

Virtually

Holders of common shares who wish to appoint a person other than the management nominees as their proxyholder to attend and participate at the virtual Meeting as their proxy and vote their common shares must submit their form of proxy or voting instruction form, as applicable, appointing that person as proxyholder and register that proxyholder online, as described below. Registering your proxyholder is an additional step to be completed after you have submitted your form of proxy or voting instruction form. Failure to register the proxyholder will result in the proxyholder not receiving an invite code to vote at the virtual Meeting and only being able to attend as a guest.

Step 1 — Submit your form of proxy or voting instruction form: 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. This must be completed before registering such proxyholder, which is an additional step to be completed once you have submitted your form of proxy or voting instruction form.

If you are a Non-Registered Holder and wish to vote at the Meeting, you have to insert your own name in the space provided on the voting instruction form sent to you by your Intermediary, follow all of the applicable instructions provided by your Intermediary and register yourself as your proxyholder, as described below. 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?"

Step 2 — Register your proxyholder: To register a third party proxyholder, Shareholders must visit <https://www.computershare.com/Labrador> by no later than 11:00 a.m. (Toronto time) on May 14, 2024 and provide Computershare with the required proxyholder contact information so that Computershare may provide the proxyholder with an invite code to participate in the Meeting. Without an invite code, proxyholders will not be able to vote at the Meeting but will be able to participate as a guest.

How do I Attend and Participate at the Meeting?

LIORC is holding a hybrid meeting this year. The Meeting will be conducted in person at The Lennox Hall, Oliver & Bonacini Events, 77 Adelaide Street West, First Canadian Place, Fourth Floor, Toronto, Ontario, Canada, as

well as via live audio webcast. The live audio webcast will permit all participants to communicate adequately with each other during the Meeting.

In Person

The Meeting will be conducted in person at The Lennox Hall, Oliver & Bonacini Events, 77 Adelaide Street West, First Canadian Place, Fourth Floor, 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.

Virtually

Attending the Meeting online enables Registered Holders and duly appointed proxyholders, including Non-Registered Holders who have duly appointed themselves as proxyholder, to vote at the Meeting and ask questions at the appropriate times during the Meeting, all in real time.

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

Log in online at <https://meetnow.global/M94RRL6> on your smartphone, tablet or computer. The virtual meeting platform is fully supported across most commonly used web browsers (note: Internet Explorer is not a supported browser). We encourage you to access the meeting prior to the start time. It is important that you are connected to the internet at all times during the meeting in order to vote when balloting commences.

If you are a Registered Holder click “Shareholder” and then enter your 15-digit control number, which is the control number located on your form of proxy or in the email notification you received from Computershare.

OR

If you are a duly appointed proxyholder click “Invitation” and then enter your invite code that was provided to you by Computershare after the voting deadline passed. In order to be a duly appointed proxyholder the proxyholder must be registered as described in “Appointment of a Third Party as Proxy” above.

OR

If you are a Non-Registered Holder that has not appointed yourself as a proxyholder click “Guest” and then complete the online form. If you participate in the Meeting as a guest, you will not be able to vote.

If you attend the Meeting online, it is important that you are connected to the internet at all times during the Meeting in order to vote online when balloting commences. It is your responsibility to ensure connectivity for the duration of the Meeting. You should allow ample time to check into the Meeting online and complete the related procedures outlined above.

If you are using a control number or invite code to log in to the virtual Meeting, you will not be revoking any previously submitted proxies. However, if you vote on a ballot you will be revoking any and all previously submitted proxies. If you **DO NOT** wish to revoke your previously submitted proxies, **DO NOT** vote at the Meeting. You may also choose to enter the Meeting as a guest.

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 4, 2024 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, 2023, 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, 2023.

BUSINESS OF THE MEETING

Financial Statements

The financial statements of LIORC for the years ended December 31, 2023 and December 31, 2022, together with the auditors' report thereon, contained in the 2023 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 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⁾⁽³⁾ Ontario, Canada Age: 64	Director	President and CEO of Ontario Pension Board, the administrator of the Ontario Public Service Pension Plan	2014	5,000
Douglas F. McCutcheon ⁽¹⁾⁽²⁾ Ontario, Canada Age: 59	Director	President of Longview Asset Management Ltd., an investment management firm	2020	5,000
William H. McNeil. Ontario, Canada Age: 76	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: 55	Director	Company director	2020	Nil
Sandra L. Rosch. Ontario, Canada Age: 64	Executive Vice President and Director	Executive Vice President of LIORC	2014	7,000
John F. Tuer Ontario, Canada Age: 59	President and CEO and Director	President and CEO of LIORC	2017	16,200
Patricia M. Volker ⁽¹⁾⁽²⁾ Ontario, Canada Age: 67	Director	Company director	2014	5,000

Notes:

- (1) Member of Audit Committee.
- (2) Member of Governance and Human Resources Committee.
- (3) Lead Director.

As at December 31, 2023, directors and officers of LIORC collectively beneficially owned, directly or indirectly, or exercised control or direction over, an aggregate of 50,200 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, 2023 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 — Mr. Fuller is 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 the University of Western Ontario 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 the University of Western Ontario 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. She was an investment banker with Scotia Capital Inc. from 1994 to 2001. She holds the ICD.D designation and earned an MBA from the University of Western Ontario 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.

Experience 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.

Renewal of the Shareholder Rights Plan

The Board of Directors adopted a shareholder rights plan (the “**Rights Plan**”) effective as of April 18, 2018 (the “**Effective Date**”), pursuant to a shareholder rights plan agreement dated April 18, 2018 between LIORC and Computershare Investor Services Inc., as rights agent, which agreement was amended and restated on May 2, 2018. The adoption of the Rights Plan by the Board of Directors was approved, ratified and confirmed by a special resolution of LIORC’s shareholders at a meeting held on May 16, 2018. The Rights Plan was reconfirmed by LIORC’s shareholders at the annual and special meeting held on May 13, 2021.

The Rights Plan must be reconfirmed by a resolution passed by a majority of the votes cast by Independent Shareholders (as defined in the Rights Plan) who vote in respect of such reconfirmation (subject to any additional requirements relating to such vote then prescribed by a stock exchange on which the common shares are listed) at every third annual meeting of LIORC’s shareholders. If the Rights Plan is not so reconfirmed or is not presented for reconfirmation at such annual meeting, the Rights Plan and all outstanding Rights (as defined below) shall terminate and be void and of no further force and effect on and from the date of termination of the applicable annual meeting. At the Meeting, shareholders will be asked to consider and, if thought appropriate, to pass an ordinary resolution (the “**Rights Plan Resolution**”) to reconfirm the Rights Plan. The text of the Rights Plan Resolution is set forth in Appendix B hereto.

The Board believes the Rights Plan continues to be necessary to protect LIORC and its shareholders from certain actions that could result in unequal treatment of shareholders, including the acquisition of effective control of LIORC through the purchase of common shares under one or more private agreements at a premium to the market price, resulting in a change of control transaction without the payment of a premium to all shareholders; the gradual accumulation of common shares through stock exchange acquisitions over time, resulting in the acquisition of effective control of LIORC without payment of fair value for control; and arrangements between a person seeking to acquire control of LIORC and shareholders who, together with the potential acquiror, hold more than 20% of the outstanding common shares that irrevocably commit those shareholders to tender their common shares to a take-over bid made by the potential acquiror, thereby enabling the potential acquiror to impede or block the Board’s ability to run a value enhancing auction process.

The reconfirmation of the Rights Plan is not being recommended in response to or in contemplation of any known take-over bid or other similar transaction. Neither management of LIORC nor the Board is aware of any pending, threatened or proposed acquisition or take-over bid for LIORC. The reconfirmation of the Rights Plan does not change the duty of the Board to act honestly and in good faith with a view to the best interests of LIORC. Further, the Rights Plan is not intended as a means to prevent a take-over of the Corporation, to secure the continuance of management of LIORC or the Board in their respective offices, or to deter fair offers for the common shares. In the event of a take-over bid or similar transaction, the Board will continue to have the right and responsibility to take such action and to make such recommendations to shareholders as are considered necessary or appropriate.

Summary of the Principal Terms of the Rights Plan

The following is a summary of the principal terms of the Rights Plan, which is qualified in its entirety by reference to the text of the Rights Plan, a copy of which is available on SEDAR+ at www.sedarplus.ca and on LIORC’s website at www.labradorironore.com.

Issue of Rights

On the Effective Date, one right (a “**Right**”) was issued and attached to each common share outstanding as of the close of business on such date (the “**Record Time**”). One Right will also be issued and attached to each common share issued after that date, subject to the limitations set forth in the Rights Plan. In addition to the common shares, the terms of the Rights Plan will apply to any other securities of LIORC created after the Record Time that are entitled to vote generally in the election of directors of LIORC. The initial exercise price of each Right is \$100 (the “**Exercise Price**”), subject to appropriate anti-dilution adjustments. Until a Right is exercised, the holder thereof, as such, will have no rights as a shareholder in respect of the Rights or the common shares underlying the Rights.

Rights Exercise Privilege

The Rights will separate from the common shares to which they are attached and will become exercisable as of the earlier of (such time, the “**Separation Time**”): (a) the close of business on the tenth trading day after the earliest

of (i) the first date of public announcement by an Acquiring Person (as defined below) that he, she or it has become an Acquiring Person (the “**Share Acquisition Date**”), (ii) the date of the commencement of, or first public announcement of the intent of any person (other than LIORC or any subsidiary of LIORC) to commence, a take-over bid (other than a Permitted Bid or Competing Permitted Bid (as defined below)), and (iii) the date on which a Permitted Bid or Competing Permitted Bid ceases to qualify as such; and (b) such later date as may be determined by the Board.

The acquisition by a person (an “**Acquiring Person**”), including persons acting jointly or in concert with such person, of 20% or more of the outstanding common shares, other than by way of a Permitted Bid in certain circumstances, is referred to as a “**Flip-in Event**”. Any Rights held by an Acquiring Person on or after the earlier of the Separation Time or the Share Acquisition Date, will become void upon the occurrence of a Share Acquisition Date, as will any Rights beneficially owned by the Acquiring Person’s affiliates and associates (and any persons acting jointly or in concert with the Acquiring Person or such affiliates or associates), and transferees thereof. Ten trading days after the occurrence of a Flip-in Event, each Right (other than those that are void) will permit the holder thereof to purchase common shares having a total market value of \$200 on payment of \$100 (i.e., at a 50% discount).

The issue of the Rights is not initially dilutive. Upon a Flip-in Event occurring and the Rights separating from the attached common shares, reported earnings per common share on a fully diluted or non-diluted basis may be affected. Holders of Rights who do not exercise their Rights upon the occurrence of a Flip-in Event may suffer substantial dilution.

Lock-up Agreement

A bidder may enter into lock-up agreements with holders of common shares (“**Locked-up Persons**”) whereby such shareholders agree to tender their common shares to a take-over bid (the “**Subject Bid**”) without a Flip-in Event occurring. Any such agreement must contain a provision that either permits the Locked-up Person to withdraw the common shares to tender to another take-over bid or to support another transaction that contains an offering price that provides greater value per common share to the Locked-up Person than the Subject Bid or permits the Locked-up Person to withdraw the common shares to tender to another take-over bid or to support another transaction that contains an offering price that exceeds the offering price contained in the Subject Bid by a specified minimum amount not exceeding 7% of the offering price of the Subject Bid. A lock-up agreement may contain a right of first refusal or require a period of delay (or other similar limitation) to give a bidder an opportunity to match a higher price in another transaction as long as the Locked-up Person can accept another bid or tender to another transaction. The Rights Plan requires that any lock-up agreement be made available to LIORC and the public and also provides that under a lock-up agreement no “break up” fees, “top up” fees, penalties, expenses or other amounts that exceed in the aggregate the greater of: (a) 2.5% of the price or value payable under the Subject Bid to a Locked-up Person; and (b) 50% of the amount by which the price or value payable to a Locked-up Person under another take-over bid or transaction exceeds what such Locked-up Person would have received under the Subject Bid, can be payable by such Locked-up Person if the Locked-up Person fails to deposit or tender common shares to the Subject Bid or withdraws common shares previously tendered thereto to deposit such common shares to another take-over bid or support another transaction.

Certificates and Transferability

Prior to the Separation Time, the Rights will be evidenced by a legend imprinted on certificates for common shares issued from and after the Record Time and will not be transferable separately from the attached common shares. From and after the Separation Time, the Rights will be evidenced by Rights certificates, which will be transferable and traded separately from the common shares.

Permitted Bid Requirements

To qualify as a Permitted Bid, a take-over bid must be made by a bidder by way of a take-over bid circular pursuant to and in compliance with National Instrument 62-104 — Take-Over Bids and Issuer Bids and the take-over bid must be made to all holders of common shares, other than the bidder, for all common shares held by them. Generally, this means that a Permitted Bid must be made to all shareholders and must be open for at least 105 days after the bid is made. If more than 50% of the common shares held by independent shareholders (i.e., generally, holders of common shares other than any Acquiring Person or any person who has announced or made a take-over

bid, together with their respective affiliates, associates and joint actors) are deposited or tendered to the bid and not withdrawn at the end of 105 days, the bidder may take up and pay for such common shares. The take-over bid must then be extended for a further period of ten days on the same terms to allow those shareholders who did not initially tender their common shares to tender to the take-over bid if they so choose. Thus, there is no coercion to tender during the initial 105-day period because the bid must be open for acceptance for at least 10 days after the expiry of the initial tender period.

The Rights Plan allows a competing Permitted Bid (a “**Competing Permitted Bid**”) to be made while a Permitted Bid is in existence. A Competing Permitted Bid must satisfy all the requirements of a Permitted Bid.

Waiver and Redemption

The Board acting in good faith may, prior to a Flip-in Event, without the approval of holders of common shares, waive the dilutive effects of the Rights Plan in respect of a particular Flip-in Event. At any time prior to the occurrence of a Flip-in Event, with the prior consent of the holders of the common shares (or the holders of the Rights, if the Separation Time has occurred), the Board acting in good faith may redeem all, but not less than all, of the outstanding Rights at a price of \$0.00001 each.

Waiver of Inadvertent Flip-in Event

The Board may, within ten trading days after a person becomes an Acquiring Person, waive the application of the Rights Plan to an inadvertent Flip-in Event on the condition that such person reduces its beneficial ownership of common shares such that it is not an Acquiring Person within 14 days of the determination of the Board or such earlier or later date as the Board may determine.

Investment Managers

The provisions of the Rights Plan relating to investment managers are designed to prevent the occurrence of a Flip-in Event solely by virtue of the customary activities of such managers, including trust companies and other persons, where a portion of the ordinary business of such person is the management of funds for unaffiliated investors, so long as any such person does not propose to make a take-over bid either alone or jointly with others.

Supplement and Amendments

LIORC may, without the approval of the holders of common shares or Rights, make amendments to the Rights Plan to: (a) correct clerical or typographical errors; and (b) maintain the validity and effectiveness of the Rights Plan as a result of any change in applicable law, rule or regulatory requirement. Any amendment referred to in item (b) must, if made before the Separation Time, be submitted for approval to the holders of common shares at the next meeting of shareholders and, if made after the Separation Time, must be submitted to the holders of Rights for approval.

At any time before the Separation Time, LIORC may with prior consent of the independent shareholders (i.e., generally, holders of common shares other than any Acquiring Person or any person who has announced or made a take-over bid, together with their respective affiliates, associates and joint actors) received at a meeting of shareholders duly called and held in compliance with applicable laws and the articles and by-laws of LIORC, amend, vary or rescind any of the provisions of the Rights Plan or the Rights, whether or not such action would materially adversely affect the interests of the Rights generally.

The Board has determined that reconfirmation of the Rights Plan is in the best interests of LIORC and recommends that shareholders vote FOR the approval of the Rights Plan 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 Rights Plan Resolution.

The full text of the proposed Rights Plan Resolution is set out in Appendix B to this Circular. To be approved, the Rights Plan Resolution must be passed by a majority of the votes cast by independent shareholders (i.e., generally, holders of common shares other than any Acquiring Person or any person who has announced or made a take-over bid, together with their respective affiliates, associates and joint actors), present in person or represented by proxy, at the Meeting. If the Rights Plan Resolution is not approved by shareholders, the Rights Plan will terminate at the conclusion of the Meeting.

“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 8, 2024.

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 inaugural “say-on-pay” vote held at its annual general meeting held on May 16, 2023, 89.49% 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 2023. See "Compensation Comparators" below.

Executive Compensation Governance

Effective March 7, 2023, the Board approved the combination of the Compensation Committee and the Nominating Committee to form a single Governance and Human Resources Committee, 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, the Lead Director 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 40th percentile in terms of market capitalization and near 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 2023 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 inaugural say-on-pay vote, was \$43,646. There were no fees billed by Hugessen in 2022.

All Other Fees

There were no other fees billed by Hugessen in 2023 or 2022.

Components of Executive Compensation

During the year ending December 31, 2023, 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, 2023 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 2.5% for 2022, 3.0% for 2023 and 3.8% for 2024.

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. To mitigate some of the annual volatility from underlying commodity prices and operating cash flows which are dependent on the royalty and commission revenues from IOC, the ACF/Share target benchmark in 2023 was \$3.14 (the "**2023 ACF/Share Benchmark**"), which represented the average of the previous five years, excluding the high and low years. The following table sets forth ACF/Share from 2018 to 2022:¹

<u>2018</u>	<u>2019</u>	<u>2020</u>	<u>2021</u>	<u>2022</u>
\$2.42	\$3.25	\$3.09	\$5.98	\$3.09

Beginning in 2024, the annual ACF/Share benchmark will be set by the Board based on IOC's forecast for 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".

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.

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:

Named Executive Officers	Minimum/Threshold (i.e., Score = 0% of Target)	Target (i.e., Score = 100% of Target)	Maximum (i.e., Score = 200% of Target)
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:

Named Executive Officers	Minimum/Threshold (i.e., Score = 0% of Target)	Target (i.e., Score = 100% of Target)	Maximum (i.e., Score = 150% of Target)
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.

2023 Corporate Performance

The 2023 ACF/Share Benchmark was \$3.14 (the average for the last five years, minus the high and low). LIORC generated \$2.52 in ACF/Share², representing 80% of the 2023 ACF/Share Benchmark. The average price for the Platts index for 65% Fe iron ore CFR China declined by 5% from US\$139 in 2022 to US\$132 in 2023.

Shareholders of LIORC on January 1, 2023 earned an annualized dividend yield of approximately 7.5%. However, a decline in the trading price of LIORC's common shares during 2023 resulted in a total return for 2023 of 1.9%. This compares to a 7.5% total return for the TSX Global Mining Index and an 11.8% total return for the S&P/TSX Composite Index. Over the last three years, LIORC's compounded annual total return was approximately 10.4%, compared to 8.2% for the TSX Global Mining Index and 9.6% for the S&P/TSX Composite Index.

Named Executive Officer Accomplishments and Incentive Awards

Mr. Tuer's performance objectives for fiscal 2023 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 average of the last five years, after discarding the high and low years from the data set. The 2023 ACF/Share Benchmark to exceed was \$3.14. 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, 2023 represented approximately 49.9% of his base salary in 2023.

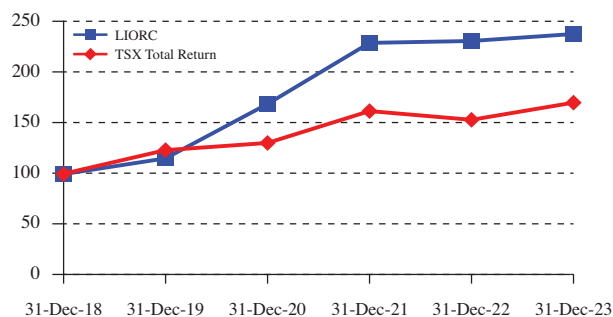
Mr. Thomas' subjective objectives included matters related to the treasury, accounting and financial reporting functions of LIORC, as well as managing certain administrative functions. Mr. Thomas managed LIORC's financial recording, reporting and control systems, executed an internal control program, 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 2023 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 2023 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.

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".

Performance Graph

The graph in this section shows the cumulative total return on a \$100 investment on December 31, 2018 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, 2023, 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 2018.

	2018	2019	2020	2021	2022	2023
LIORC	100.0	115.6	169.1	230.2	230.1	238.0
TSX Total Return	100.0	122.9	129.8	162.3	152.8	170.8
Named Executive Officer Total Compensation (\$)	\$1,216,781	\$1,061,428	\$881,460	\$925,533	\$901,525	\$882,363

Summary Compensation Table

The compensation paid by LIORC to each Named Executive Officer for the period from January 1, 2021 to December 31, 2023 was as follows:

Name and Principal Position	Year	Salary	Share-Based Awards ⁽¹⁾	Option-Based Awards	Non-Equity Incentive Plan Compensation Annual			Total Compensation
					Incentive Plans ⁽²⁾	Pension Value	All Other Compensation	
John F. Tuer President and CEO and Director ⁽³⁾	2023	\$282,677	\$84,803	—	\$56,253	—	—	\$423,733
	2022	\$274,444	\$86,450	—	\$72,041	—	—	\$432,935
	2021	\$267,750	\$96,390	—	\$80,325	—	—	\$444,465
Alan R. Thomas CFO	2023	\$152,979	\$45,893	—	\$30,443	—	—	\$229,315
	2022	\$148,523	\$46,785	—	\$38,987	—	—	\$234,295
	2021	\$144,900	\$52,164	—	\$43,470	—	—	\$240,534
Sandra L. Rosch Executive Vice President and Director ⁽³⁾	2023	\$152,979	\$45,893	—	\$30,443	—	—	\$229,315
	2022	\$148,523	\$46,785	—	\$38,987	—	—	\$234,295
	2021	\$144,900	\$52,164	—	\$43,470	—	—	\$240,534

Notes:

- (1) Amounts for 2021 and 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 represent an award of PSUs under the PSU Plan earned by the Named Executive Officers in 2023 but awarded in 2024.
- (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, 2023. All values shown in the table are based upon the closing price of the common shares on the TSX of \$31.90 per share on December 31, 2023.

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	5,648	\$180,179	—
William H. McNeil	—	—	—
Sandra L. Rosch	3,081	\$ 98,282	—
Alan R. Thomas	3,032	\$ 96,736	—

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, 2023.

Name	Share-based awards — Value vested during the year	Non-equity incentive plan compensation — Value earned during the year
John F. Tuer	\$3,691	\$118,811
William H. McNeil	\$ 426	\$ 13,704
Sandra L. Rosch	\$2,250	\$ 72,434
Alan R. Thomas	\$2,205	\$ 70,993

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, 2023 was \$707,771, representing 0.4% 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 2023, the annual compensation of the Directors consisted of (a) annual cash compensation for Directors, other than those who are also executive officers, of \$70,000, and (b) annual cash compensation for the Chair of the Board of Directors of \$150,000. The Chairs of each of the Governance and Human Resources Committee and the Audit Committee is entitled to receive an additional \$20,000 per annum and the Lead Director is entitled to receive an additional \$20,000 per annum. The Directors are 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, 2023.

Name	Fees Earned	Share-Based Awards	Option-Based Awards	Non-Equity Incentive Plan Compensation	Pension Value	All Other Compensation	Total Compensation
William H. McNeil	\$150,000	\$13,704	—	—	—	—	\$163,704
Mark J. Fuller	\$110,000	—	—	—	—	—	\$110,000
Douglas F. McCutcheon	\$ 70,000	—	—	—	—	—	\$ 70,000
Dorothea E. Mell	\$ 70,000	—	—	—	—	—	\$ 70,000
Patricia M. Volker	\$ 90,000	—	—	—	—	—	\$ 90,000

OTHER MATTERS

Administration Agreement

Pursuant to an administration agreement (the “**Administration Agreement**”) made as of December 31, 2022 between LIORC and Lextorch CPA Professional Corporation (the “**Administrator**”) and amended on February 28, 2024, the Administrator acts as administrator for LIORC and its subsidiary, Hollinger-Hanna Limited, for an aggregate annual fee of \$256,600 (\$247,200 in 2023) (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 term of the Administration Agreement expires on December 31, 2024, subject to 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 \$513,200 (\$494,400 in 2023) 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, 2023, 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 2023 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 2025 must be received between December 17, 2024 and February 15, 2025.

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 8th day of April, 2024.



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.
- 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 Mark J. Fuller is currently the Lead Director. Mr. McNeil served as President and CEO of LIORC until March 7, 2019. In light of the fact that Mr. McNeil is now considered independent (more than five years have elapsed since he served as President and CEO and he serves as Chair on a part-time basis), Mr. Fuller will relinquish the role of Lead Director following the election of Directors at the upcoming annual meeting of shareholders. As Lead Director, Mr. Fuller has provided independent leadership to assist in enabling the Directors to effectively carry out their duties and responsibilities independently from the executive officers of LIORC. 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 2023, seven meetings of the Directors were held. All of the Directors attended all of the meetings. In 2023, there were four meetings of the Audit Committee and two 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, the Lead Director 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, 2023. 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 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. Mr. Fuller, the Lead Director, 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 2023, 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 8, 2024.
- 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.

APPENDIX B

RIGHTS PLAN RESOLUTION

RESOLVED as an ordinary resolution of the shareholders of Labrador Iron Ore Royalty Corporation (the “**Corporation**”) that:

1. The Amended and Restated Shareholder Rights Plan Agreement dated May 2, 2018 between the Corporation and Computershare Investor Services Inc., as rights agent, is reconfirmed in accordance with Section 5.16 thereof.
2. Each director and officer of the Corporation is authorized to do all such acts and things and to execute (whether under the corporate seal of the Corporation or otherwise) and deliver all such documents as in such director’s or officer’s opinion may be necessary or desirable to implement the foregoing.

LABRADOR IRON ORE
ROYALTY CORPORATION