Management Discussion and Analysis
First Quarter, 2025

This Management's Discussion and Analysis ("MD&A") of Eagle Royalties Ltd. ("Eagle Royalties", "ER", or the "Company") is dated May 27, 2025 and provides a discussion of the Company's financial and operating results for the quarters ended March 31, 2025 and 2024. The MD&A should be read in conjunction with the most recently published annual audited financial statements and notes.

Business Overview

Eagle Royalties Ltd. ("Eagle Royalties" or the "Company" or "ER") was incorporated on January 21, 2022 under the laws of the province of Alberta as a wholly-owned subsidiary of Eagle Plains Resources Ltd. ("Eagle Plains" or "EPL"). The Company was incorporated to manage the royalty portfolio of Eagle Plains. On February 28, 2023, Eagle Plains entered into an arrangement agreement with ER, and ER entered into an amalgamation agreement with 2513756 Alberta Ltd., formerly 1386884 BC Ltd. ("138") whereby, among other things EPL transferred a majority of its portfolio of royalty interests (the "Royalties") to its wholly-owned subsidiary, Eagle Royalties, in exchange for certain shares of Eagle Royalties (the "Spin-out Shares") and thereafter, ER and 138 amalgamated, and the resulting issuer, Eagle Royalties Ltd. was listed on the Canadian Securities Exchange under the symbol "ER".

Eagle Royalties is a growth-focused company seeking to develop its existing portfolio of royalty assets, acquire additional royalties from third-parties that have advanced stage development projects and identifying further investment opportunities.

Summary of Quarterly Results

Year Quarter	2025 Mar 31	2024 Dec 31	2024 Sep 30	2024 Jun 30	2024 Mar 31	2023 Dec31	2023 Sep 30	2023 Jun 30
Revenues	$ -	$ -	$ -	$ -	$ -	$ -	$ -	$ -
Net Profit (Loss)	(162,002)	(1,510,136)	(509,637)	3,624,708	(178,387)	(168,465)	(121,061)	(691,758)
Earnings (Loss) per Share - Basic	(0.00)	(0.03)	(0.01)	4.20	(0.00)	(0.00)	(0.00)	(0.04)
Diluted earnings (loss) per share	(0.00)	(0.03)	(0.01)	4.20	(0.00)	(0.00)	(0.00)	(0.04)
Assets	3,236,008	3,422,529	4,879,064	5,555,568	1,900,545	2,172,348	2,300,147	2,696,654

For the quarter ended March 31, 2025, the Company recorded a net loss of $162,002 (2024 - $178,387).

Expenditures
Office and administration costs of $9,147 (2024 - $13,017) consist of office operating costs of $4,059 (2024 - $3,554), interest costs of $nil (2024 - $3,740), insurance of $4,220 (2024 - $4,387) and internet and website costs of $868 (2024 - $1,336).

Professional fees of $13,892 (2024 - $40,254) include legal fees of $3,392 (2024 - $29,754) and CFO fees of $10,500 (2024 - $10,500).

Public company costs of $3,976 (2024 - $6,822) consist of reporting and issuing costs and AGM costs.

Wages and consulting fees of $70,921 (2024 - $74,304) remained consistent consisting of wages and wage costs of $46,441 (2024 - $49,824) and CEO fees of 24,480 (2024 - $24,480).

Tradeshows, travel and promotion costs of $55,864 (2024 - $43,990) consist of marketing, promotional and tradeshow costs of $55,073 (2024 - $36,480) and related travel costs of $791 (2024 - $7,510). The Company is making a concerted effort to enhance the Company's profile in the marketplace by increasing exposure to digital marketing initiatives.

The Company recorded share-based payments of $8,402 (2024 - $nil) for options vested in the quarter.

Liquidity and Financial Resources
At March 31, 2025, the Company had working capital of $2,973,437 (2024 - $1,407,124). The increase is due the receipt of $2,500,000 cash from the sale of royalties in 2024 less ongoing operating costs and income taxes. At March 31, 2025, the Company held cash of $133,993 (2024 -$376,232) and a term deposit of $3,000,000 (2024 - $1,500,000).

The Company held receivables of $3,289 (2024 - $8,424) representing a GST receivable.

The Company's continuing operations can be financed by cash on hand. Expanded operations would require financing, primarily through the public equity markets. Circumstances that could affect liquidity are significant exploration successes or lack thereof on royalty properties, new acquisitions, changes in metal prices and the general state of the equity markets for junior exploration companies.

Investments
The Company holds public traded securities having a market value of $53,000 (2024 - $nil). During the year ended December 31, 2024, the Company purchased 625,000 units in a publicly listed mineral resource company for $50,000 cash. Each unit consists of one common share and one share purchase warrant exercisable at $0.16 per common share until July 12, 2026.

Royalty Portfolio

Eagle Royalties assets include mineral royalties overlying gold, critical-metal, lithium, rare earth element and industrial mineral exploration projects. These royalties provide shareholder exposure to mineral exploration that Eagle Plains as operator, or other companies may conduct on properties that had been vended to them previously by Eagle Plains Resources. Eagle Royalties holds royalties on such projects owned by senior to junior mining and exploration companies. For the most part these royalties are 2% Net Smelter Return (NSRs) whereby 1% may be purchased from Eagle Royalties for $1m prior to production. Eagle Royalties' flagship asset is the AurMac/McQuesten royalty, a 0.5% - 2% NSR at Banyan Gold's AurMac property located in central Yukon where a 7.0M oz inferred gold resource was announced in February 2024 (no buydown option exists for this royalty).

Eagle Plains historically held potentially valuable royalty interests on a large number of projects in western Canada targeting a broad spectrum of metals and industrial mineral projects including gold, silver, base-metals, uranium, diamonds and gypsum. It is these royalties which were transferred to Eagle Royalties. One royalty of particular interest is on claims formerly known as "McQuesten", underlying the "AurMac" property, currently operated by Banyan Gold Corp. ("Banyan"). Beginning in 1997, Eagle Plains and predecessor company Miner River Resources Ltd. jointly acquired an interest in claims which are now the target of aggressive drilling and development activity by Banyan. Through a series of subsequent transactions Eagle Plains became the holder of royalty interests ranging from 0.5% to 2% (with no buy-down provisions) on certain claims which comprise part of the AurMac property. On February 7, 2024, Banyan announced an inferred mineral resource of 7.0 million ounces of gold, a portion of which appear to be situated on claims subject to Eagle Royalties' NSR's. On March 19, 2024, Banyan filed a NI 43-101 compliant technical report which outlined the updated Inferred Mineral Resource Estimate (as defined in the Canadian Institute of Mining, Metallurgy and Petroleum ("CIM") Definition Standards for Mineral Resources & Mineral Reserves incorporated by reference into NI 43 101).

- In January 2024, the Company learned of encouraging drill hole intercepts, including visible gold, at the AurMac Project in central Yukon in a public announcement made by Banyan Gold Corp. on January 15, 2024.
- On April 18, 2024, Banyan announced plans at AurMac to carry out "further metallurgical work, and engineering and environmental baseline programs to advance the project to support future economic studies and permit applications". Banyan further reported plans to carry out diamond drilling in the Powerline and Airstrip deposit areas, which have potential to enhance the value of ER's royalty interests.
- On June 24, 2024 a landslide occurred at Victoria Gold's Eagle deposit located approximately 20km west of the AurMac project. Though this event did not directly affect operations at AurMac, numerous Yukon exploration companies including Banyan have seen negative impacts on their share prices, which may impact future financing activities in the area.
- On October 7, 2024, Banyan Gold issued news announcing a helicopter-supported Z-axis Tipper Electromagnetic (ZTEM) geophysical survey on the AurMac Project.
- On March 3, 2025, Banyan Gold Corp. announced a comprehensive summary of the 2024 AurMac definition drill program results. The 21,000 metre diamond drill program included 118 diamond drillholes collared within the Airstrip and Powerline Deposits which are located on the Company's AurMac Project, within Yukon's prolific Tombstone Gold Belt. 2024 drilling was highly successful with visible gold observed in multiple drillholes and multiple intersections of high-grade gold mineralization near surface and at depth in both the Airstrip and Powerline Deposits.
- On March 27, 2025, Banyan Gold Corp. announced the mobilization of personnel and drills to start a 30,000 metre diamond drilling and exploration program at its AurMac Project ("AurMac" or the "Project") in the Tombstone Gold Belt, Yukon. A focus of the 2025 strategic drill program will be to follow up on high-grade intersections from 2024.

In August 2024, the Company purchased a royalty on Silver Range Resources Ltd.'s East Goldfield project located in Nevada for cash consideration of $25,000.

On June 12, 2024, the Company entered into a royalty purchase agreement (the "Agreement") with an arm's-length British Columbia based private company, Royal Uranium Inc. ("Royal Uranium") and its wholly-owned subsidiary, 1485568 B.C. Ltd. ("568"). Under the terms of the Agreement, the Company sold 12 uranium royalties to 568 (the "Transaction") for an aggregate amount of $3,750,000.00. The total purchase price paid by Royal Uranium is comprised of (i) a cash payment of $2,500,000.00 paid at closing; and (ii) the remaining $1,250,000.00 to be satisfied through the issuance of a secured promissory note (the "Note"). The Note allows Royal Uranium to pay a portion of the principal amount in cash (i.e., $500,000.00) and the remaining portion (i.e., $750,000.00) either in cash or through the issuance of common shares, at Royal Uranium's sole discretion.

The Note will initially mature on the earlier of: (i) December 14, 2025; (ii) the date on which Royal Uranium successfully completes a going public transaction; or (iii) upon the occurrence of an event of default. The Note includes penalty provisions if Royal Uranium has not completed its planned going-public transaction by the initial maturity date. Royal Uranium and the Issuer may jointly agree to extend the maturity date to June 14, 2026, subject to certain additional penalty provisions against Royal Uranium. In the event of default, the royalties will revert back to the Company.

The Company recognized a gain on sale of royalties in the amount of $3,750,000 in 2024 as the carrying value of the royalties was $nil. At December 31, 2024, management determined the credit risk on the note receivable increased significantly since initial recognition, thus the Company recorded a provision of $1,250,000, which equals to the lifetime expected credit loss of the note receivable, in profit or loss.

Transactions with Related Parties

The Company was involved in the following related party transactions during the period:

(a) The Company is related to Eagle Plains through common directors. During the period the Company had the following transactions with the related company:

	2025	2024
Administrative services provided by EPL	**$ 3,492**	$ 3,153
Costs reimbursed to EPL	**8,978**	15,001
Repayments to EPL	**-**	100,000
Interest paid to EPL	**-**	3,740
	$ 12,470	$ 121,894

At March 31, 2025, $7,807 (2024 - $4,191) is included in accounts payable and accrued liabilities.
At March 31, 2025, $nil (2024 - $428,637) is included in due to related company.

(b) Compensation to key management

Key management personnel are those persons having authority and responsibility for planning, directing and controlling the activities of the Company, directly or indirectly. Key management personnel include the Company's executive officers and Board of Director members. The aggregate amount of expenditures paid or payable to key management personnel in the period was as follows:

	2025	2024
Consulting fees	**$ 24,480**	$ 24,480
Professional fees	**10,500**	10,500
Wages	**31,036**	21,000
	$ 66,016	$ 55,980

(i) Included in wages and consulting fees is $24,480 (2024 - $24,480) paid or accrued for management services to a company owned by a director and officer of the Company.

(ii) Included in professional fees is $10,500 (2024 - $10,500) paid or accrued for accounting services to an officer and former officer of the Company.

(iii) Included in wages is $31,036 (2024 - $21,000) paid or accrued for services to officers of the Company, two of whom are also directors.

All related party transactions in the normal course of business have been measured at the agreed upon exchange amounts, which is the amount of consideration established and agreed to by the related parties. Amounts due to/from the related parties are non-interest bearing, unsecured and have no fixed terms of repayment unless otherwise specified.

Disclosure of Management Compensation

The Company has standard compensation agreements with certain Officers to pay for services as an officer of the Company. Payments totaling $66,016 (2024 - $55,980) were paid out in the period ended March 31, 2025.

Critical Accounting Estimates and Judgments

The preparation of financial statements requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. The estimates and associated assumptions are based on historical experience and various other factors that are believed to be reasonable under the circumstances, the results of which form the basis of making the judgments about carrying values of assets and liabilities that are not readily apparent from other sources. Financial results as determined by actual events could differ from these estimates.

The estimates and underlying assumptions are continuously evaluated and reviewed on an ongoing basis. Revisions to accounting estimates are recognized in the period in which the estimate is revised if the revision affects only that period or in the period of the revision and further periods if the revision affects both current and future periods.

Significant area requiring the use of management estimates and judgment include the valuation of note receivable, which mainly involves the determination of whether the credit risk of note receivable has increased significantly since initial recognition and the measurement of the loss allowance for note receivable at an amount equal to the lifetime expected credit loss.

An area of significant judgment includes the assessment of the going concern assumption.

Financial Instruments

The Company carries various financial instruments and it is management's opinion that the Company is not exposed to significant risks arising from these financial instruments. Substantially all of the Company's cash is held at one recognized Canadian National financial institution. As a result, the Company is exposed to all of the risks associated with that institution. See Note 6 in the condensed interim financial statements. See Note 5 to the condensed interim financial statements for a note receivable with a contractual amount of $1,250,000, which has an expected credit loss allowance of $1,250,000 as at March 31, 2025.

Accounting Policies

The condensed interim financial statements for the Company for the period ending March 31, 2025 are prepared in accordance with International Financial Reporting Standard 34 ("IAS 34"), Interim Financial Reporting, using accounting policies which are consistent with IFRS Accounting Standards ("IFRS") as issued by the International Accounting Standards Board ("IASB"). Refer to Note 3 to the condensed interim financial statements for information pertaining to accounting standards and amendments effective for future years.

Disclosure of Outstanding Share Data

The Company has an unlimited number of common shares without nominal or par value authorized for issuance.

At May 27, 2025, the Company has 57,060,310 (May 22, 2024 – 57,060,310) common shares issued and outstanding. There are no other classes of shares outstanding.

Normal Course Issuer Bid ("NCIB")

On September 16, 2024, the Company filed a notice of NCIB with regulators to purchase shares for cancellation, from time to time, as the Company considers advisable, up to 2,853,016 common shares of the Company, representing approximately 5.96% of the current public float of the common shares. The maximum number of shares available for daily repurchase is 5,909. The NCIB will terminate on September 17, 2025. During the period ended March 31, 2025, there were no common shares purchased for cancellation under the NCIB. As at March 31, 2025, the Company had $10,000 cash reserved with a broker for the NCIB.

At May 27, 2025, the Company has 4,200,000 (2024 – nil) options outstanding with expiry dates of August 8, 2029 and November 14, 2029.

- 3,700,000 options were issued on August 8, 2024, exercisable at $0.30 with an expiry date of August 8, 2029.
- 700,000 options were issued on November 14, 2024, exercisable at $0.30 with an expiry date of November 14, 2029.

At May 27, 2025, the Company has 5,562,404 (May 22, 2024 – 5,562,404) warrants outstanding with an expiry date of May 18, 2025.

Under the Arrangement Agreement, for every Eagle Plains warrant or option outstanding as of the Spin-out Transaction completion date that is exercised subsequently, the Company has to issue 1/3 of a common share and will receive 1/3 proceeds from the warrant or option exercise. As at April 24, 2025, the total commitment is for 9,565,000 options exercisable at $0.20 - $0.24 with expiry dates of May 29, 2025 to January 6, 2028 and 3,785,529 warrants exercisable at $0.25 with expiry dates of July 11, 2025.

Risk Factors

Financial Capability and Additional Financing

The Company has limited financial resources. There can be no assurance that it will be able to obtain sufficient financing in the future to continue operations and to acquire royalties. The ability of the Company to arrange additional financing in the future will depend, in part, on the prevailing capital market conditions as well as the business performance of the Company.

Mining Titles

There is no guarantee that the Company's title to or interests in the Company's royalty interests will not be challenged or impugned. Title to the area of mineral properties may be disputed. There is no guarantee of title to any of the Company's royalties. The Company's royalties may be subject to prior unregistered agreements or transfers and title may be affected by undetected defects. With the exception of certain Crown Granted Mineral Claims and legacy tenures, the Company has not surveyed the boundaries of its properties and consequently the boundaries may be disputed. There can be no assurance that the Company's rights will not be challenged by third parties claiming an interest in the properties.

Management

The success of the Company is currently largely dependent on the performance of its officers. The loss of the services of these persons could have a materially adverse effect on the Company's business and prospects. There is no assurance the Company can maintain the services of its officers or other qualified personnel required to operate its business. Failure to do so could have a material adverse effect on the Company and its prospects.

Conflicts of Interest

Certain directors and officers of the Company are, and may continue to be, involved in the mining and mineral exploration industry through their direct and indirect participation in corporations, partnerships or joint ventures which are potential competitors of the Company.

Risk Factors - continued

Conflicts of Interest - continued

Situations may arise in connection with potential acquisitions in investments where the other interests of these directors and officers may conflict with the interests of the Company. Directors and officers of the Company with conflicts of interest will be subject to the applicable corporate and securities legislation, regulation, rules and policies.

History of Losses and No Assurance of Profitable Operations

The Company has incurred a loss since inception except for the current year, which is an anomaly. There can be no assurance that the Company will be able to operate profitably during future periods. If the Company is unable to operate profitably during future periods, and is not successful in obtaining additional financing, the Company could be forced to cease its plans as a result of lacking sufficient cash resources. The Company has not paid dividends in the past and has no plans to pay dividends for the foreseeable future.

Price Volatility of Publicly Traded Securities

Following the completion of the amalgamation, the Company listed its common shares on the Canadian Securities Exchange. In recent years, the securities markets in the United States and Canada have experienced high levels of price and volume volatility, and the market prices of securities of many companies have experienced wide fluctuations in price which have not necessarily been related to the operating performance, underlying asset values or prospects of such companies. There can be no assurance that continual fluctuations in price will not occur. Any quoted market may be subject to market trends generally, notwithstanding any potential success of the Company in creating revenues, cash flows or earnings.

Commodity Prices

The price of the Company's common shares and the Company's financial results may be significantly affected by a decline in the price of commodities. The price of commodities fluctuates widely, especially in recent years, and is affected aby numerous factors beyond the Company's control, including by not limited to, interest rates, exchange rates, inflation or deflation, global and regional supply and demand and the political and economic conditions throughout the world.

Environmental

All phases of mining and exploration operations are subject to environmental regulation pursuant to a variety of government laws and regulations and First Nations claims. Environmental legislation is becoming stricter and there can be no assurance that possible future changes in environmental regulation will not adversely affect operations at mines, and consequently, the Company's operations.

Risks and Uncertainties

Management's estimates of mineral prices, mineral resources and operating costs are subject to certain risks and uncertainties which may affect the Company's operation. Although management has made its best estimate of these factors, it is possible that material changes could occur which may adversely affect management's estimate of operating requirements. The Company's success will be dependent upon the extent to which it can acquire additional royalties and the economic viability of developing its royalties. Substantially all of the Company's operating funding must be derived from external financing. Should changes in equity market conditions prevent the Company from obtaining additional external financing; the Company will need to review its future planning.

Other MD & A Requirements

Additional information relating to the Company is available on the SEDAR+ website: www.sedarplus.com under "Company Profiles" and "Eagle Royalties".

Forward Looking Statements

"All statements other than those of a historical nature are 'forward-looking statements' that may involve a number of unknown risks, uncertainties and other factors. Although the Company believes the expectations expressed in such forward-looking statements are based on reasonable assumptions, such statements are not guarantees of future performance and actual results or developments may differ materially from those in forward-looking statements."

Subsequent Events

No subsequent events.

Outlook

Work continues by Banyan Gold on the Company's flagship AurMac royalty as the project steadily progresses, while exploration is also advancing on other projects in the portfolio. Despite currently challenging financial markets, Eagle Royalties management oversees a robust treasury and continues to seek out undervalued royalty assets for acquisition. In addition, Eagle Royalties management remains vigilant in identifying and acting on other opportunities that may arise from time to time. We thank our shareholders for their continuing support and look optimistically to the future.

On behalf of the Board of Directors

"Timothy J. Termuende"

Timothy J. Termuende, P.Geo.
President and CEO