



MANAGEMENT'S DISCUSSION AND ANALYSIS FOR THE YEAR ENDED DECEMBER 31, 2025

This Management's Discussion and Analysis ("MD&A") should be read in conjunction with CVW Sustainable Royalties Inc.'s ("CVW Royalties", "we", "us", "our" or the "Company") audited financial statements and notes thereto for the year ended December 31, 2025. This MD&A has been prepared as of April 28, 2026. In July 2025, the Company amended its articles and changed its name from CVW CleanTech Inc. to CVW Sustainable Royalties Inc. CVW Royalties is a growth stage company whose common shares are listed on the TSX Venture Exchange ("TSXV") under the symbol "CVW". The Company's shares are also quoted on the OTCQX under the symbol "CVWFF", and on the Frankfurt Stock Exchange under the symbol "TMD". This MD&A and the audited financial statements and comparative information have been prepared and approved by the Board of Directors of the Company in accordance with International Financial Reporting Standards as issued by the International Accounting Standards Board ("IFRS Accounting Standards"). Unless otherwise noted, all financial measures presented in this MD&A are expressed in Canadian dollars.

Additional information and the above referenced material is available on CVW Royalties' website at www.CVWsustainableroyalties.com or on SEDAR+ at www.sedarplus.ca.

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Nature of Business

CVW Royalties' vision is to accelerate clean technologies that recover valuable commodities in a sustainable manner helping drive the world's transition to net zero. The Company is a diversified royalty platform, providing its shareholders with positive returns by investing in the sustainable production of commodity and commodity-like products to support a more resilient economy. Royalties on assets and technologies engaged in the sustainable production of critical resources present an opportunity to accelerate cash flow generation and create shareholder value. The Company currently has two companies within its royalty portfolio as described below. In addition, the Company has invested over \$100.0 million and 20 years developing its 100% owned Creating Value from Waste™ ("CVW™") technology which enables oil sands mining operators to extract valuable commodities from froth treatment tailings ("FTT"), reduce greenhouse gas ("GHG") emissions, and enhance water treatment and tailings management. The Company expects to receive a long-term cash flow stream from its CVW™ technology as it advances commercially.

Sustainable Royalty Platform

CVW Royalties' management team and Board of Directors have identified a significant market opportunity to partner with operators and provide strategic financing via royalty structures to create a leading royalty platform focused on the sustainable production of commodities and commodity-like products as these critical materials benefit from strong macroeconomic tailwinds. To capitalize on this opportunity, the Company has developed a royalty strategy and originated a pipeline of opportunities to build out its portfolio of sustainable technologies.

Commodities continue to form the key inputs into production processes as well as the energy transition. The Company intends to broaden its exposure to technologies and assets that can provide investors with long-duration returns that are linked to commodities or commodity-like products which drive sustainability through the value chain. The Company has identified three sectors to specifically target:

- Hydrocarbons: this includes technologies and assets which can lower the emissions of oil and gas production, decarbonize the production of transportation fuels, and deliver the fuels of the future;
- Metals and materials: this includes sustainable technologies and assets enabling the production of minerals critical to the energy transition and decarbonization, the extraction of metals from mining waste and tailings, innovative and sustainable methods of minerals extraction, and the recycling of spent materials, and

- Agriculture: this includes the conversion of agricultural waste into commodities, sustainable food production, and decarbonization within the agriculture value chain.

These are sectors in which CVW Royalties' management and Board have extensive financial and technical experience, strong industry networks, and a proven track record in structuring transactions, placing the Company in a strong position to evaluate commercially ready technologies for potential royalty investments.

To evaluate potential counterparties for suitability, the Company utilizes an in-depth diligence process to understand the technology, process and assets, the market opportunity, and other commercial considerations. A key consideration for the Company is the availability of feedstock and/or offtake agreements, the existence of which provides the Company with greater comfort over the availability of supply and saleability of the output. The Company is focused on advanced stage technologies with a Technology Readiness Level of 8 (TRL-8) or above. This includes technologies which are commercially ready-to-deploy, and technologies already in commercial production yet require capital for growth or other purposes. The Company is also focused on opportunities within developed market jurisdictions which will aid the Company in managing potential investment risk.

CVW Royalties believes that investing in technologies, processes and assets meeting these key criteria offers the Company's shareholders attractive risk adjusted returns. At scale, CVW Royalties' shareholders can benefit from the Company's expertise in selecting appropriate royalty counterparties to gain exposure to the production of commodities and commodity-like products in a diversified manner with strong sustainability fundamentals.

Royalty Portfolio

Northstar Clean Technologies Inc.

Northstar Clean Technologies Inc. ("Northstar") is a waste-to-value technology company focused on the sustainable recovery and reprocessing of asphalt shingles. Northstar has developed and owns a proprietary process for taking discarded asphalt shingles, otherwise destined for already over-crowded landfills, and extracts the liquid asphalt for use in new applications while also extracting aggregate, fiber, and limestone.

The Company provided Northstar with \$14.0 million in exchange for a royalty debenture. The royalty debenture has a 10% coupon rate, payable semi-annually, and is convertible into a revenue royalty on Northstar's next two facilities beyond the Calgary facility. Northstar may, at its sole discretion, capitalize the coupon payable on the royalty debenture for the first three years of its term. Pursuant to the

achievement of certain production and financial milestones, upon conversion of the royalty debenture, the Company is entitled to receive recurring royalty payments based on revenues at Northstar's second and third commercial facilities. In the event that certain production and financial milestones are not met, the Company may elect to convert the debenture into a royalty interest on Northstar's Calgary facility or be repaid the full value of the royalty debenture at maturity.

50.0% of the principal balance will automatically convert into a revenue royalty on Northstar's second commercial facility and the remaining balance will automatically convert into a revenue royalty on Northstar's third commercial facility (upon each facility reaching certain thresholds). The principal balance (including accrued and unpaid interest) will convert into a revenue royalty at a conversion ratio of 1.7143% royalty interest for each \$1,000,000 of principal converted. As at the date of this MD&A, the principal balance of the royalty debenture is approximately \$16.2 million and the royalty rate is approximately 13.9% per facility.

Relocalize Inc.

Relocalize Inc. ("Relocalize") owns and operates a novel micro-factory technology to sustainably produce packaged premium ice and cold packs for various consumer packaging sectors. CVW Royalties has agreed to provide Relocalize with \$4.0 million of up-front capital for a 25% royalty on the gross revenues from its first two commercial facilities. The Company will also receive a 2% royalty on the gross revenues from Relocalize's next eight commercial facilities and the option to invest up to \$22.5 million in 13 additional facilities which will provide Relocalize with catalytic capital to fund its future growth. Relocalize is currently commissioning its first commercial facility for The Winn-Dixie Company in Florida.

Creating Value From Waste™ Technology

The Company's 100% owned CVW™ technology has been developed to recover bitumen, solvents, critical minerals, and water from FTT on oil sands mining sites to provide incremental revenue and cost savings, increasing oil sands mining profitability and supporting reclamation and compliance efforts. Critical minerals, specifically titanium, zircon, and potentially rare earth elements can provide a new source of revenue for the region. These minerals have been highlighted by the governments of Canada and Alberta as critical to the development of a more resilient economy, and CVW™ could position Canada as a global leader in the supply of critical minerals^{1,2}. CVW Royalties is pursuing commercialization of this technology with the goal of creating a long-term cash flow stream for the Company.

The recovery of valuable products from waste streams would result in important and timely environmental and economic benefits for the oil sands mining industry. Environmental benefits include a reduction in GHG emissions at the host oil sands mining site. When residual amounts of hydrocarbons biodegrade in a tailings pond, GHG emissions (primarily methane) and volatile organic compounds ("VOCs") are released. Methane is known to have a global warming potential 28-36 times as potent as carbon dioxide when considering its impact over 100 years³. By recovering bitumen and solvents that otherwise would be lost in tailings ponds, methane emissions from oil sands mining can be reduced by up to 90%. Canada's oil and gas industry has set ambitious emissions reduction targets and the CVW™ technology can help industry achieve their objectives. Remediation of oil sands mining tailings is a priority for all stakeholders, including industry, community members, Indigenous groups, government, regulators, and investors. CVW™ can significantly improve water quality and recycling, contributing to a reduction of total organic carbon by over 95% and a reduction in freshwater use intensity of over 15%. CVW Royalties' technology enhances tailings management by reducing annual deposition volumes up to 11%, and provides regulatory compliant ready-to-reclaim tailings allowing industry to move away from the use of tailings ponds for FTT. When implemented at a representative oil sands mining site that produces 250,000 barrels of synthetic crude oil equivalents per day, the CVW™ technology could provide the following economic and environmental benefits⁴:

- Recover 2.2 million barrels per annum of hydrocarbons (1.9 million barrels per annum of bitumen and 0.3 million barrels per annum of solvent) at a carbon-negative profile;
- Produce 243,000 tonnes per year of critical minerals in titanium and zircon concentrates with the potential of rare earths mineral recovery currently being progressed;
- Abate between 380,000 – 850,000 tonnes of CO₂e, primarily methane, annually;
- Eliminate up to 5,000 tonnes of VOCs annually, which are considered toxic substances by Environment and Climate Change Canada;
- Recover and reuse up to 14.0 million m³ of water and 1.9 million GJ of heat annually;
- Reduce land-use impacts by over 19.0 hectares per annum, and
- Enable the oil sands mining industry to potentially eliminate the use of tailings ponds for FTT consistent with the Alberta Energy Regulator's ("AER") Directive 085.

According to an independent economic impact assessment⁵ published in 2024, implementation of the CVW™ technology at a single site could:

- Create up to 16,500 person-years of employment in Alberta and 24,000 person-years of employment Canada wide over a 24-year period;
- Provide the Government of Alberta and the Government of Canada with up to \$1.4 and \$1.5 billion dollars of revenue respectively in total over a 24-year period, and
- Generate up to \$6.9 billion in additional GDP within Alberta, and up to \$7.9 billion for Canada as a whole.

Select Annual Information

The following table presents a summary of select annual financial information:

	December 31, 2025	December 31, 2024	December 31, 2023
	\$	\$	\$
Total revenue	1,478	435	-
Net loss	1,154	3,853	3,701
Net loss per share (basic and diluted)	0.01	0.03	0.03
Cash and cash equivalents	4,045	5,200	6,003
Total assets	20,101	19,793	6,291

All figures in thousands, except per share amounts.

During the year ended December 31, 2025, the Company earned \$1,478,000 of revenue through a change in the fair value of its royalty debenture (year ended December 31, 2024 - \$435,000). The Company's royalty debenture is discussed further in the Revenue section within this MD&A.

The Company reported a net loss of \$1,154,000 for the year ended December 31, 2025 (year ended December 31, 2024 - \$3,853,000). Loss per share was \$0.01 for the year ended December 31, 2025 (year ended December 31, 2024 - \$0.03).

Cash used in operating activities totalled \$2,946,000 for the year ended December 31, 2025 (year ended December 31, 2024 - \$3,075,000). Cash used in investing activities was \$3,000 for the year ended December 31, 2025 (year ended December 31, 2024 - \$14,008,000). Cash generated by financing activities was \$1,794,000 for the year ended December 31, 2025 (year ended December 31, 2024 - \$16,280,000).

2025 and Recent Business Highlights

A key priority for the business and a continuing focus is to ensure that commercial scale deployment of the CVW™ technology moves ahead to deliver value to shareholders. During the year ended December 31, 2025, we engaged with stakeholders including the oil sands mining operators to highlight our technology's alignment with their business objectives.

In 2025, the Company participated in productive and valuable discussions with the governments of Canada and Alberta. Management has engaged with cabinet members and other federal government representatives who can be influential in supporting the commercialization of the CVW™ technology. The Company has built strong advocates across the federal Parliament amidst a new government. The Company engaged with Environment and Climate Change Canada's Crown-Indigenous Working Group ("CIWG") regarding oil sands tailings water management. In particular, CVW Royalties has participated in the CIWG Oil Sands Mine Effluent Regulation discussions and CVW™ has been recognized as one of their 'top performing' technologies as an alternative to mine water release. In 2025 we had the opportunity to engage with Alberta government representatives including the Oil Sands Mine Water Steering Committee, and senior leadership from the Ministry of Environment and Protected Areas, and the Ministry of Energy and Minerals including the Minister responsible for each department. Further, CVW Royalties has held preliminary discussions with the US Embassy regarding critical minerals supply potential from oil sands.

The Company continues to monitor opportunities for government grants and similar funding opportunities that promote development of our commercial applications. The Company welcomes the proposed changes to the Government of Alberta's Technology Innovation and Emissions Reduction ("TIER") program. These changes would allow major industrial emitters to invest TIER payments directly into on-site technology projects instead of contributing into the program or purchasing offsets. This creates a new pathway for capital to flow toward technologies like CVW™ that deliver measurable emissions reductions. Should the Company obtain a commercial agreement with an oil sands mining operator, we also anticipate consideration under Finance Canada's Clean Technology Manufacturing ("CTM") Investment Tax Credit ("ITC") program, and expect to apply for government funding with the Strategic Innovation Fund, Emissions Reduction Alberta, the Low Carbon Economy Fund, and the Canada Growth Fund. We have been actively engaged in discussions with the Government of Canada about how the CTM ITC could apply to future CVW™ projects. Our existing funding and relationships with many of these agencies are expected to help streamline future application processes. These agencies are expected to play a role in helping to provide further sources of low cost and/or non-repayable capital as we advance the CVW™ technology to full scale

commercial operations. We expect that these government grants will be a material source of capital as we look to develop our first project.

The Company continues to support its joint research project with the University of Alberta to advance the recovery of rare earth elements from oil sands tailings. The partnership utilizes mineral separation processing technology to capitalize on this abundant source of critical minerals which is currently being lost to tailings ponds. The project is funded by the Natural Sciences and Engineering Research Council of Canada ("NSERC") and carried out in partnership with InnoTech Alberta. The project will take place over three years with results on the current focus of REE recovery expected in H1 2026 or shortly thereafter.

The Company has been very active in identifying potential royalty counterparties. To this effect, the Company attended the Tribeca Future Facing Commodities conference in Singapore, the Energy Tech Summit in Spain, Climate Week and the Morgan Stanley Spark conference in New York, Trellis Impact in San Jose, the 2026 CleanTech Forum in San Diego, and the 2026 International Biogas and Biofuels Congress in Brussels. These events are frequented by companies who would be ideal candidates for our royalty financing structure, and would fit well within our investment sectors. By attending these events and through other origination efforts, the Company has grown its royalty pipeline to over \$900 million in potential transaction value with another 100 opportunities actively under evaluation. Investments in these royalty opportunities would generate revenue based on the sustainable production of commodity or commodity-like products and are within the hydrocarbons, metals and materials, and agriculture sectors consistent with the Company's royalty strategy.

In Q3 2025 and after obtaining shareholder approval, the Company updated its TSXV listing status from a "technology issuer" to an "investment issuer" (the "Industry Classification Change"). The Industry Classification Change will provide the Company with additional flexibility in structuring investments and will streamline regulatory approvals for future transactions. The Industry Classification Change was not conducted in connection with a transaction or financing, and instead is intended to support the Company's strategy moving forward.

Also in Q3 2025 and after obtaining shareholder approval, the Company amended its articles and changed its name to CVW Sustainable Royalties Inc. The name change was completed to better position the Company with its strategy of building a royalty platform focused on the sustainable production of valuable commodities, including continuing to advance the commercial deployment of its proprietary CVW™ technology.

In July 2025, Northstar achieved a major milestone, having successfully produced liquid asphalt at its Calgary facility, marking the successful commissioning of all major processing units. Northstar has now produced liquid asphalt that exceeds the specifications required under its commercial agreements and exceeds the quality produced at their pilot plant. This milestone demonstrates that Northstar's technology functions as designed, significantly de-risking the project. In October, 2025, Northstar announced that it had successfully reached its first major operational goal by processing over 80 tonnes of shingle feedstock per day. Northstar is now focussed on increasing production volumes as it progresses towards commercial operations in Calgary, and executing on its expansion strategy. During the year Northstar also announced that it received a non-binding letter of intent from Export Development Canada (EDC) for potential project financing for up to four Northstar facilities in the US. This demonstrates strong financing support for Northstar and their growth plans. In December, 2025, Northstar announced its first sale of liquid asphalt to McAsphalt Industries and expects to generate regular ongoing commercial sales in line with the McAsphalt offtake agreement. Subsequent to year-end, Northstar announced that it had entered into a non-binding agreement to secure a lease in Baltimore, Maryland as the location for its first US commercial facility. Also subsequent to year-end, Northstar announced it had entered into a non-brokered private placement for US \$10.0 million in convertible debentures to support ongoing ramp-up of the Calgary facility and business development for future facilities.

In February, 2026 the Company entered into a gross revenue royalty agreement and strategic partnership with Relocalize (the "Relocalize Royalty Agreement"), a company with a novel micro-factory technology to sustainably produce packaged premium ice and cold packs for various consumer packaging sectors. Pursuant to the Relocalize Royalty Agreement, CVW Royalties has agreed to provide Relocalize with \$4.0 million of up-front capital for a 25% royalty on the gross revenues from its first two commercial facilities. The Company will also receive a 2% royalty on the gross revenues from Relocalize's next eight commercial facilities and the option to invest up to \$22.5 million in 13 additional facilities which will provide Relocalize with catalytic capital to fund its future growth.

On February 4, 2026, the Company announced a brokered private placement for gross proceeds of up to \$25.0 million (the "February 2026 Offering"). The February 2026 Offering was structured as a unit offering at a price of \$0.78 per unit, with each unit consisting of one common share and one common share purchase warrant. Each warrant is exercisable to acquire one additional common share at a price of \$0.95 per share for a period of two years from the date of issuance. At any time following the six-month anniversary of issuance, if the volume-weighted average trading price of the Company's common shares

exceeds \$1.20 for 30 consecutive trading days, the Company may, within 20 days of such occurrence, accelerate the expiry date of the warrants to a date that is 30 calendar days following the date of notice.

On February 24, 2026, the Company announced an increase to the size of the Offering to aggregate gross proceeds of up to \$100.0 million (the "February 2026 Upsized Offering"), including a \$50.0 million strategic investment from Fairfax Financial Holdings Limited, with the balance to be raised through a combination of brokered and non-brokered components. All other terms of the Offering, including the price per unit and warrant terms, remained unchanged.

On March 2, 2026, the Company completed the brokered portion of the February 2026 Upsized Offering and issued 64,102,565 units at a price of \$0.78 per unit for gross proceeds of \$50.0 million. The Company issued a total of 2,217,373 in finder shares.

On March 4, 2026, Northstar confirmed its decision to capitalize interest on the royalty debenture for the period from September 13, 2025, to March 13, 2026. As a result, the accrued interest will be added to the principal balance of the royalty debenture. Following such capitalization, the principal balance of the royalty debenture increased to approximately \$16.2 million, and the Company's royalty rate was updated to approximately 13.9% based on the updated principal balance.

On April 14, 2026 shareholders approved a resolution authorizing the Company to amend its articles to create a new class of non-voting common shares in connection with the previously announced \$50.0 million strategic investment by Fairfax Financial Holdings Limited.

On April 16, 2026, the Company completed the previously announced strategic investment with Fairfax Financial Holdings Limited, pursuant to which the Company issued 64,102,564 units for aggregate gross proceeds of approximately \$50.0 million. The unit issue was structured as follows:

- Tranche 1 – 54,600,712 Fairfax voting units purchased by Fairfax at a price of \$0.78 per Fairfax Voting Unit for gross proceeds of approximately \$42,588,555. Each Fairfax Voting Unit consists of one common share of the Company (a "Common Share") and one warrant exercisable to purchase a Non-Voting Common Share at a price of \$0.95 per Non-Voting Common Share for a period of two years from the date of closing (the "Non-Voting Common Share Warrants").
- Tranche 2 – 9,501,852 Fairfax non-voting units (the "Non-Voting Unit") purchased by Fairfax at a price of \$0.78 per Fairfax Non-Voting Unit for gross proceeds of approximately \$7,411,445. Each Fairfax Non-Voting Unit consists of one Non-Voting Common Share and one Non-Voting Common Share Warrant.

In seeking to create value for our shareholders and provide line of sight to cash flow generation, CVW Royalties is in the process of evaluating multiple opportunities for potential royalty investments. Alongside the immense value we expect to create through the commercialization of our proprietary CVW™ technology, the Company believes that these royalty opportunities can deliver positive clean technology exposure to its shareholders by creating the first diversified, sustainable royalty platform in a sector with strong macroeconomic tailwinds.

Select Quarterly and Annual Financial Highlights

The following table summarizes the Company's financial results for the most recently completed quarterly periods:

	Q4 December 31, 2025	Q3 September 30, 2025	Q2 June 30, 2025	Q1 March 31, 2025
Net loss (income)	(\$1,939)	\$1,027	\$1,235	\$831
Net loss per share (basic and diluted)	(\$0.02)	\$0.01	\$0.01	\$0.01

All figures in thousands, except per share amounts. Per share amounts will not total to annual value due to rounding.

	Q4 December 31, 2024	Q3 September 30, 2024	Q2 June 30, 2024	Q1 March 31, 2024
Net loss	\$1,088	\$584	\$1,230	\$951
Net loss per share (basic and diluted)	\$0.01	\$0.01	\$0.01	\$0.01

All figures in thousands, except per share amounts. Per share amounts will not total to annual value due to rounding.

The Company reported a net income of \$1,939,000 for the three months ended December 31, 2025. This was driven by a \$1,451,000 net recovery of operating expenses, \$386,000 of revenue from the royalty debenture, and \$102,000 of net interest and other income. This compares to a net loss of \$1,088,000 for the quarter ended December 31, 2024. The net income per share for the three months ended December 31, 2025 was \$0.02 compared to a net loss per share of \$0.01 for the three months ended December 31, 2024. Reversal of stock-based compensation expense and increase in the change in fair value of the royalty debenture, has resulted in net income for the three months ended December 31, 2025 compared to net loss in the same period in 2024.

The net loss for the year ended December 31, 2025 amounted to \$1,154,000 consisting of revenue from the Company's royalty debenture of \$1,478,000, operating expenses of \$2,888,000, and net interest and

other income of \$256,000. This compares to a net loss of \$3,853,000 for the year ended December 31, 2024, which consisted of revenue from the Company's royalty debenture of \$435,000, operating expenses of \$4,622,000, and net interest and other income of \$333,000. The decrease in net loss for the year ended December 31, 2025 compared to the year ended December 31, 2024 is primarily a result of the reversal of stock-based compensation expense and an increase in the revenue from the Company's royalty debenture.

Revenue

Three months ended December 31, 2025 and 2024

Revenue	December 31, 2025 \$	December 31, 2024 \$	Increase \$
Change in fair value of royalty debenture	386	350	36

All figures in thousands.

During the three months ended December 31, 2025, the Company earned \$386,000 of revenue through a change in the fair value of its royalty debenture (three months ended December 31, 2024 - \$350,000). This amount has been capitalized as part of the royalty debenture on the Statements of Financial Position.

Years ended December 31, 2025 and 2024

Revenue	December 31, 2025 \$	December 31, 2024 \$	Increase \$
Change in fair value of royalty debenture	1,478	435	1,043

All figures in thousands.

During the year ended December 31, 2025, the Company earned \$1,478,000 of revenue through the change in the fair value of its royalty debenture (year ended December 31, 2024 - \$435,000). This amount has been capitalized as part of the royalty debenture on the Statements of Financial Position.

During 2024, the Company earned coupon interest of \$435,417 of which \$15,417 was collected upon cancellation of the initial debenture. The Company earned coupon interest of \$1,478,050 during the year ended December 31, 2025. In March 2025, Northstar provided notice of its decision to capitalize the coupon on the royalty debenture for the period from September 13, 2024, to March 12, 2025. As a result, the accrued coupon amounting to \$700,000 was added to the principal balance of the royalty debenture. In September 2025, Northstar provided notice of its decision to capitalize the coupon on the royalty debenture for the period from March 13, 2025 to September 12, 2025. As a result, the accrued coupon amounting to \$735,000 was added to the principal balance of the royalty debenture for a total principal balance of \$15,435,000 as at September 12, 2025.

Operating Expenditures

Three months ended December 31, 2025 and 2024

Operating Expenses	December 31, 2025	December 31, 2024	Increase (decrease)
	\$	\$	\$
Compensation and benefits	365	343	22
Professional fees	152	149	3
Consulting fees	61	143	(82)
Director fees	92	46	46
Investor communication and marketing	12	99	(87)
Transfer agent and regulatory fees	44	32	12
Office and administration	58	89	(31)
Engineering and analysis	96	31	65
Stock-based compensation	(2,333)	543	(2,876)
Amortization	2	3	(1)
Total operating expenses / (reversal)	(1,451)	1,478	(2,929)

All figures in thousands.

The largest components of operating expenses for the three months ended December 31, 2025 were a credit of \$2,333,000 to stock-based compensation, compensation and benefits expense of \$365,000 and professional fees of \$152,000. The largest components of operating expenses for the three months ended December 31, 2024 were stock-based compensation expense of \$543,000, compensation and benefits expense of \$343,000, and professional fees of \$149,000.

Compensation and benefits expenses increased by \$22,000 compared to the quarter ended December 31, 2024 due to the Company having a more complete staffing complement for the quarter ended December 31, 2025.

Consulting fees for the three months ended December 31, 2025 decreased by \$82,000 compared to the three months ended December 31, 2024. The consulting contract with the Company's former CEO was completed in February 2025 which resulted in a reduction of \$29,000 compared to the three months ended December 31, 2024. In Q4 2024, the Company hired a financial consultant to support the transaction with Northstar. This resulted in a decrease in consulting fees of \$75,000 compared to Q4 2024.

Investor communication and marketing expenses decreased by \$87,000 as compared to the three months ended December 31, 2024. In Q4 2024, the Company attended two investor conferences, and had active engagements with firms to support the development of marketing assets and media relations. In Q4 2025,

the Company did not have active engagements with the aforementioned firms and performed more targeted investor engagement activities.

Engineering and analysis expenses for the three months ended December 31, 2025 increased by \$65,000 compared to the three months ended December 31, 2024. This cost represents technical diligence performed to support potential royalty investments. No such costs were incurred in Q4 2024.

The reversal of stock-based compensation expense in Q4 2025 reflects a revision in the life to date expense as a result of updating the expected time to achieve certain non-market performance vesting conditions within specific stock options. This revision resulted in a lengthening of the vesting period, along with the expectation that specific stock options may expire prior to the achievement of certain milestones. No such adjustments were made during the fourth quarter of 2024.

Years ended December 31, 2025 and 2024

Operating Expenses	December 31, 2025	December 31, 2024	Increase (decrease)
	\$	\$	\$
Compensation and benefits	1,483	1,351	132
Professional fees	547	539	8
Consulting fees	293	499	(206)
Director fees	275	191	84
Investor communication and marketing	252	252	-
Transfer agent and regulatory fees	223	142	81
Office and administration	223	224	(1)
Engineering and analysis	154	65	89
Stock-based compensation	(571)	1,350	(1,921)
Amortization	9	9	-
Total operating expenses	2,888	4,622	(1,734)

All figures in thousands.

The largest components of operating expenses for the year-ended December 31, 2025 were compensation and benefits expense of \$1,483,000 and professional fees of \$547,000. The largest components of operating expenses for the year-ended December 31, 2024 were compensation and benefits expense of \$1,351,000, stock-based compensation of \$1,350, and professional fees of \$539,000.

Compensation and benefits expenses increased by \$132,000 compared to the year ended December 31, 2024 due to the Company having a more complete staffing complement for the year ended December 31, 2025.

Consulting fees for the year ended December 31, 2025 decreased by \$206,000 as compared to the year ended December 31, 2024. The consulting contract with the Company's former CEO was completed in February 2025 which resulted in a reduction of \$96,000 compared to the year ended December 31, 2024. In 2024, the Company hired a financial consultant to support the transaction with Northstar. This resulted in a decrease in consulting fees of \$128,000 compared to the year ended December 31, 2024.

Director fees increased by \$84,000 compared to the year ended December 31, 2024. The increase is a result of fees paid to certain directors for additional non-Board activities that the Company requests directors to perform from time to time.

Transfer agent and regulatory fees increased by \$81,000 compared to the year ended December 31, 2024. During the year ended December 31, 2025 the Company incurred \$66,000 in fees for the use of a third-party market making firm. The Company did not incur such fees in 2024. The remaining increase is due to one-time regulatory and filing fees incurred by the Company for the Industry Classification Change.

Engineering and analysis expenses for the year ended December 31, 2025 increased by \$89,000 as compared to the year ended December 31, 2024. These expenses represent technical diligence performed to support potential royalty investments, and technical studies with respect to the CVW™ technology. In the year ended December 31, 2024 the Company incurred \$50,000 of diligence costs as compared to \$143,000 during the year ended December 31, 2025.

During the year ended December 31, 2025, the Company issued stock options and RSUs to management as part of the 2024 annual performance review process. In the second quarter of 2025, the achievement of market-based conditions attached to certain stock option grants triggered the accelerated recognition of stock-based compensation expense. In Q3 2025, stock options were issued to a new Director. During the year, the Company also adjusted the expected time to achieve certain non-market performance vesting conditions within specific stock options. This revision resulted in a lengthening of the vesting period, along with the expectation that specific stock options may expire prior to the achievement of certain milestones. The net effect of these activities resulted in a credit to the annual stock-based compensation expense in 2025.

Liquidity and Capital Resources

CVW Royalties held cash and cash equivalents of \$4,045,000 as at December 31, 2025 (December 31, 2024 - \$5,200,000). The Company's cash balances are held with major Canadian financial institutions with credit ratings of Aa or higher and are available upon demand.

During the year ended December 31, 2025, \$2,946,000 in cash was used for operating activities (year ended December 31, 2024 - \$3,075,000). Interest income of \$168,000 was earned during the year ended December 31, 2025 (year ended December 31, 2024 - \$231,000). During the year ended December 31, 2025, the Company also received \$65,000 in reimbursements under the Scientific Research & Experimental Development tax incentive program (year ended December 31, 2024 - \$120,000). In 2026, the Company successfully closed \$100.0 million of additional financing which has significantly increased the resources available to execution on its strategy.

Based on internal forecasting and considering day-to-day operating needs, the Company's liquidity position is sufficient for the forthcoming year. Amounts in excess of day-to-day operating needs will be preserved for capital and growth-related expenditures. The cash-on-hand can help provide a ready source of early-stage capital where upfront spending may be required at the outset of a commercial endeavor with an oil sands mining operator, or for diligence expenses to support royalty financing opportunities.

Additional sources of capital will be required to fund the commercial deployment of the Company's CVW™ technology and to fund future royalty financing transactions. Capital to fund these is anticipated to come from a variety of sources, including, but not limited to, government grants, government debt, commercial debt, strategic partnerships, and equity placements.

Market Outlook

Target Royalty Market

The clean technology market is significant and growing, with the global clean technology market funding flows projected to have exceeded US\$3.5 trillion in 2025⁶. Over 135 countries and 1,250 companies have committed to be net zero by 2050⁷. These substantial funding flows have created significant momentum in the creation and deployment of novel technologies with the ability to meet global environmental commitments. There has been an increase in the number of environmental patent applications globally from 217,000 patent applications in 2017 to 474,000 in 2025⁸. Annually, more technologies are being advanced which have the ability to increase efficiencies, displace legacy processes, and contribute towards a more sustainable economy. To support this move towards a more sustainable economy, the Company intends to invest in royalties and similar structures on commercial deployments of technologies and assets within the metals and materials, hydrocarbons, and agriculture industries.

Metals and materials are critical to ensuring a sustainable economy. These commodities are expected to require significant additional supply in both the medium and long term. Additionally, the primary

production of many critical materials and metals is often located in volatile jurisdictions. More recently, technologies have been developed with the ability to produce urgently required commodities through the reuse of waste and other spent material. These technologies do not necessarily need to be located exactly where traditional mining resources are found – rather, these can be strategically placed near large metropolitan areas within developed jurisdictions. In addition, new technologies are being advanced to increase the recovery of metals relative to traditional processes, and other technologies are being developed to increase the sustainability of traditional processes.

OPEC currently predicts global primary energy demand rising 26% by 2045, with oil maintaining a 29% share of the mix based on data-driven forecasts⁹. As evidenced by the world’s continued use of coal, despite a focus on developing lower carbon-intensity energy sources, the world will continue to require many forms of energy including hydrocarbons to support a growing population and the transition to cleaner energy. Reduction in the carbon intensity of hydrocarbons is essential to achieve a more sustainable economy. Importantly, the development of sustainable fuels such as sustainable aviation fuels, biodiesel, and renewable natural gas, has the potential to displace a portion of traditional hydrocarbons in the world’s energy supply chain. Currently less than 10% of plastics are recycled. Technologies are currently being developed to address the surging demand from consumer goods companies for recycled content, replacing traditional fossil fuel feedstocks in petrochemical plants.

By 2050 the global population is estimated to reach 10 billion, which would require a 56% increase to the current level of food production¹⁰. Ensuring food security for a growing population is arguably the most critical human challenge. The need to increase food production has created significant commercial opportunities. Agricultural innovations make growing practices more efficient, safe, and less environmentally damaging. The reuse of waste biomass, generated by the increase in food production, has created opportunities for value-added products that can sustainably generate heat and power or be utilized as fuel feedstocks.

Creating Value From Waste™ Technology

The Company believes that economic, political, social, and regulatory forces favouring the adoption of our technology are intensifying as industry and various levels of government position the country to focus on energy security and affordably transition to a lower carbon economy. The current global environment has created bipartisan interest in Canada to create a domestic critical minerals supply chain. This is in addition to strong political interest in Canada’s vast amount of critical minerals from its closest trading partners. CVW™ can produce zircon, titanium, and potentially rare earths in significant quantities. Such production

would create a new critical minerals industry, that would place Canada amongst the global supply leaders, that enhances the minerals security for Canada and its allies, while also providing the opportunity for the development of downstream value-add industries.

The Canadian Critical Minerals Strategy ("CCMS") aims to position Canada as a global supplier for strategic and critical minerals. The CTM ITC may be favorable to the commercialization of our technology. The CTM ITC is a refundable tax credit aimed at encouraging the investment of capital for clean technology manufacturing and processing, and critical mineral extraction and processing in Canada. The Province of Alberta has introduced Bill 82 which is a strategy and action plan that aligns the province's mineral development policies with the CCMS. These critical minerals, which include titanium, zircon, and rare earths, are seen as vital to transition to a more sustainable economy.

Widely accepted science-based studies describe the importance of moving to a carbon neutral society, and the risks of failing to achieve globally agreed 2050 targets. The scientific community has communicated the climate risks specific to methane, which CVW™ actively abates. Today, the oil sands industry is focused on the Oil Sands Alliance's foundational carbon capture and storage project. This solution has the potential to deliver significant carbon reductions however will require substantial federal and provincial funding for the construction and ongoing operation with a timeline of being operational at the end of the decade. In support of the oil sands industry's decarbonization efforts, our deployment-ready CVW™ technology could lower emissions by 5%-10% by addressing oil sands mining tailings ponds which are an area source that is not amenable to carbon capture and storage.

In March of 2022, the Government of Canada provided guidelines to address climate change for various sectors of the economy, with stringent targets for the oil and gas sector. In particular, the federal government has proposed targets for the oil and gas industry to reduce its methane emissions by 75% of 2012 levels by 2030¹¹. In the 2025 Federal Budget, the federal government committed to finalizing enhanced methane regulations for the oil and gas sector. In November of 2025, Canada and Alberta announced a memorandum of understanding ("MOU") which commits both parties to negotiate an agreement to reduce oil and gas methane emissions by 75% relative to 2014 levels by 2035. This MOU is significant because it brings the Governments of Canada and Alberta back into alignment on several issues that have previously complicated energy development — including methane abatement, carbon pricing, carbon capture, utilization, and storage (CCUS) implementation, and major project approvals. The MOU provides greater clarity and reinforces a pro-investment environment including environmental solutions where CVW™ is uniquely positioned to support. The CVW™ technology can meaningfully contribute to

methane emissions reductions through increased hydrocarbon recovery, abating between 380,000 – 850,000 tonnes of CO₂e, primarily methane.

In May of 2024 the Government of Alberta created the Oil Sands Mine Water Steering Committee ("OSMWSC") to "look at options to speed up oil sands mine water management and tailings ponds reclamation." The Company believes that its CVW™ technology can assist the government and industry in meeting the above stated objectives. The OSMWSC released their initial set of five recommendations in June, 2025 and an additional four recommendations in September, 2025. The Company is encouraged that the CVW™ technology can support many of the Committee's recommendations including treating FTT which the OSMWSC notes may be prohibited from deposition into end-pit lakes, economically treating oil sands mine water, and supporting enhanced water re-use efficiencies. Further, CVW Royalties has participated in the CIWG which is investigating water treatment options and alternatives, and CVW™ has been recognized as one of their 'top performing' technologies as an alternative to mine water release¹² and is engaged in subsequent CIWG studies to provide further definition on alternatives to water release. CVW™ can treat oil sands process-affected waters ("OSPW") for re-use, enabling operators to significantly reduce and potentially eliminate fresh water draw from the Athabasca River and reduce liabilities related to water storage.

The Company also believes that its CVW™ technology can support operators meeting certain regulatory requirements of the AER's Directive 085. This regulation requires oil sands mining operators to minimize fluid tailings accumulation through ongoing treatment and progressive reclamation. The CVW™ technology can eliminate the need for tailings ponds for FTT and meet the "ready-to-reclaim" criteria outlined in Directive 085. In particular, the Company's technology has the potential to address several aspects of the AER's Directive 085 sub-objective 2 which focuses on circumstances where oil sands operators may propose strategies to manage risks associated with deposit characteristics such as treated froth fluid fine tailings, acidification, specific additives, or gas formation. The CVW™ technology can substantially mitigate these risks through the treatment of froth fluid fine tailings, helping move the industry away from the use of tailings ponds.

Key economic drivers that support the adoption of CVW Royalties' technology include: the commodity value of recovered bitumen and solvents currently lost to tailings ponds; the value of recovered critical minerals including titanium and zircon concentrates, and potentially rare earth elements; the value of emissions abatement under current and future regulatory regimes; energy cost reductions on site due to hot process water recapture and reuse; potential cost reductions related to enhanced tailings remediation;

and potential cost savings related to acid rock drainage mitigation. In addition, studies have demonstrated that tailings that have been processed through the CVW™ technology should dewater more effectively in subsequent tailings management operations, reducing tailings rehandling and supporting the Government of Alberta regulations requiring reductions in tailings volume.

There is widespread acceptance that innovation and new technologies will be the principal source of solutions for reducing both environmental impacts and operating costs in Canada's oil sands industry. Through a disciplined collaborative approach, with the cooperation of industry and governments, the Company has successfully developed a unique, practical technology for oil sands FTT that offers significant improvements to technologies currently used, and addresses environmental, operational, and economic challenges. There is optimism that CVW Royalties, other clean technology companies, industry partners, and government can collaborate to meaningfully address climate change.

Financial Instruments and Financial Risk Factors

The Company has, for accounting purposes, designated its cash and cash equivalents, trade and other receivables, and subscriptions receivable as financial assets at amortized cost. The Company's royalty debenture is designated as a financial instrument carried at fair value through profit or loss. Accounts payable and accrued liabilities have been designated as other financial liabilities for accounting purposes.

The Company characterizes its fair value measurements into a three-level hierarchy depending on the degree to which the inputs are observable:

- Level 1: quoted prices (unadjusted) in active markets for identical assets or liabilities;
- Level 2: inputs other than quoted prices included within Level 1 that are observable for the asset or liability either directly (i.e. as prices) or indirectly (i.e. derived from prices), and
- Level 3: inputs for the asset or liability that are not based on observable market data (unobservable inputs).

As at December 31, 2025 and December 31, 2024, the Company estimates that both the carrying and fair value amounts of the Company's financial instruments designated as financial assets at amortized cost or other financial liabilities are approximately equivalent because of the short-term nature of the assets and liabilities.

The value of the royalty debenture is considered a level 3 measurement. The Company has established a valuation approach for determining the fair value of its level 3 asset using publicly available information,

internal information, valuation assumptions, and other data points to calculate the value of the royalty debenture and record changes in the fair value at each reporting period. Additional details on the valuation of the Company's royalty debenture can be found within its December 31, 2025 audited financial statements.

a. Financial risk

The Company's activities expose it to a variety of financial, credit, liquidity, and market risks, including interest rate and foreign exchange rate risks. Financial risk management is carried out by the Company's management team with guidance from the Audit Committee and the Board of Directors. The Board of Directors also provides guidance for enterprise risk management.

b. Credit risk

Credit risk is the risk of loss associated with a counterparty's inability to fulfill its payment obligations. The Company's credit risk is primarily attributable to cash and cash equivalents, recovery of project and diligence costs, other receivables, and coupon payments on its royalty debenture. Cash and cash equivalents are held with Canadian financial institutions with credit rating of Aa or higher. Management believes that the credit risk concentration with respect to cash is minimal. The Company mitigates the credit risk associated with the recovery of diligence costs by requiring upfront retainers, performing comprehensive commercial assessments of counterparties prior to incurring third-party costs, and, where appropriate, structuring reimbursement terms contractually with defined payment milestones and rights of recovery. The Company limits credit risk with respect to its royalty investments by performing detailed due diligence on royalty counterparties and, where possible, securing the Company's rights against present and after-acquired property of the royalty counterparty.

c. Liquidity risk

Liquidity risk is the risk that the Company will not have sufficient cash resources to meet its financial obligations as they come due. The Company ensures that it will have sufficient liquidity to meet liabilities when due by monitoring actual and projected cash flows. The Board of Directors reviews and approves the operating plan as well as material transactions outside the ordinary course of business. This oversight process is also supplemented by a continuous and detailed cash forecasting process. The Company is dependent on raising funds through the issuance of shares, loan facilities, government grants and/or attracting partners to undertake further development and commercialization of its CVW™ technology. As at December 31, 2025, the Company had an aggregate cash balance of \$4,045,407 to settle current

liabilities of \$601,605 (December 31, 2024 - Cash \$5,200,244; current liabilities \$400,753). Most of the Company's financial liabilities have contractual terms of 30 days or less.

d. Market risk

Market risk is the risk of loss that may arise from changes in market factors such as interest rates and foreign exchange rates.

I. Interest rate risk

The Company's current policy is to invest excess cash in interest bearing cash accounts, bankers' acceptances and guaranteed investment certificates issued by Canadian banks with credit ratings of Aa or higher. The Company periodically monitors its investments and the creditworthiness of the banks it holds investments in.

II. Foreign exchange currency risk

The Company's reporting and functional currency is the Canadian dollar, and most purchases are transacted in Canadian dollars. The Company does not hold any significant balances in foreign currencies which may cause exposure to foreign exchange risk. The Company's current revenue is payable in Canadian dollars. Any impact from fluctuations in foreign exchange rates would be minimal and therefore the Company does not hedge its foreign exchange risk.

e. Capital management

The Company considers its equity as its capital. As at December 31, 2025, the Company had total equity of \$19,499,000 (December 31, 2024 – \$19,390,000). The Company does not have any bank debt or externally imposed capital requirements. As at December 31, 2025, the Company's capital management objectives are to manage its cash and cash equivalents prudently; to minimize expenditures to ensure funds are available to continue to advance the commercialization of CVW™ projects; to access available funding for commercialization of CVW™; and to support due diligence activities and the acquisition of future royalties. The Company reviews its capital management approach on an ongoing basis and believes that its current approach, given the relative size and stage of the Company, is appropriate.

Related Party Transactions

Key management personnel include those persons having authority and responsibility for planning, directing, and controlling the activities of CVW Royalties as a whole. Compensation to directors, officers, and other insiders of the Company is summarized below.

Three months ended December 31, 2025 and 2024

Corporate Officers	December 31, 2025 \$	December 31, 2024 \$	Increase (decrease) \$
Compensation and benefits	365	343	22
Consulting fees	50	54	(4)
Stock-based compensation	(2,368)	543	(2,911)
Total	(1,953)	940	(2,893)

All figures in thousands.

Board of Directors	December 31, 2025 \$	December 31, 2024 \$	Increase (decrease) \$
Director fees	92	46	46
Stock-based compensation	28	-	28
Total	120	46	74

All figures in thousands.

Years ended December 31, 2025 and 2024

Corporate Officers	December 31, 2025 \$	December 31, 2024 \$	Increase (decrease) \$
Compensation and benefits	1,483	1,351	132
Consulting fees	78	202	(124)
Stock-based compensation	(606)	1,350	(1,956)
Total	955	2,903	(1,948)

All figures in thousands.

Board of Directors	December 31, 2025 \$	December 31, 2024 \$	Increase (decrease) \$
Director fees	275	191	84
Stock-based compensation	35	-	35
Total	310	191	119

All figures in thousands.

Accounts payable and accrued liabilities as at December 31, 2025 included \$32,000 due to corporate insiders and directors (December 31, 2024 - \$104,000) in respect of the transactions identified above.

One member of the Board of Directors is a partner in a law firm which provides legal services to the Company. Legal fees charged by this law firm during the year ended December 31, 2025 were \$2,000 (year ended December 31, 2024 - \$16,000).

Off Balance Sheet Arrangements

As of the date of this MD&A the Company does not have any off-balance sheet arrangements.

Additional Disclosure for Venture Issuers Without Significant Revenue

During the years ended December 31, 2025 and 2024, CVW Royalties has not capitalized any research and development costs. All amounts expensed as operating expenses are disclosed in the Company's audited financial statements and in this MD&A. The Company has not established any deferred development costs and has not incurred any costs related to exploration activities.

Discussion of Risks

Current and prospective shareholders should specifically consider various risk factors and uncertainties, including but not limited to the risks outlined in the Annual Information Form published on August 7, 2023. In regards to the transaction with Northstar, current and prospective shareholders should specifically consider the Company's news releases dated August 7, 2024, September 6, 2024, and September 16, 2024. In regards to the transaction with Relocalize, current and prospective shareholders should specifically consider the Company's news release dated February 3, 2026.

Should one or more of those risks or uncertainties, including the risks listed within this MD&A, or a risk that is not currently known to us materialize, or should assumptions underlying those forward-looking statements prove incorrect, actual results may vary materially from those described herein.

The Company is subject to additional risks and uncertainties with the royalty strategy. Such risks will include, but not be limited to, the following.

Success of the Royalty Strategy

While management of the Company believes that the acquisition of royalties on sustainable technologies will create significant shareholder value, there can be no assurance that the Company's royalties will be

profitable, or that it will be able to acquire additional profitable royalties. If the Company cannot acquire profitable royalties, it may result in a material adverse effect on the Company's profitability.

Dependence on Third Party Property Owners and Operators

Cash flows derived from royalties are based on operations by third parties. These third parties will be responsible for the timing of, and determining the manner in which, the operations subject to the royalties are exploited. The Company aims to structure royalty transactions to align interests between the Company and the operator. However, the interests of the Company and the operator may not always be aligned. The inability of the Company to control the operations where it has a royalty interest may have a material adverse effect on the Company's profitability.

Royalties May Not be Honoured by Operators

Royalties are largely contractual. Parties to contracts do not always honour contractual terms and contracts themselves may be subject to interpretation or technical defects. To the extent grantors of royalties do not abide by their contractual obligations, the Company may be forced to take action to enforce its contractual rights. Such actions may be time consuming and costly, and no guarantee of success can be made. Should any such decision be determined adversely to the Company, it may have a material adverse effect on the Company's profitability.

Due Diligence May Not Reveal All Relevant Facts in Connection with a Royalty Transaction

The due diligence process undertaken by the Company may not reveal all relevant facts in connection with the purchase of a royalty. Before purchasing a royalty, the Company will conduct due diligence investigations that it deems reasonable and appropriate based on the facts and circumstances applicable to each investment. When conducting due diligence investigations, the Company may be required to evaluate important commercial, financial, tax, environmental, legal and other issues. Third-party legal advisors, technical advisors, and others may be involved in the due diligence process to varying degrees. Nevertheless, when conducting due diligence and making an assessment regarding the purchase of a royalty, the Company will rely on resources available, including information provided by the operator and, in some circumstances, third parties. The due diligence carried out with respect to any royalty opportunity may not reveal all relevant facts that may be necessary in evaluating the opportunity.

Dependence on Payment from Operators

The Company is dependent upon the financial viability and operational effectiveness of operators of the technologies underlying its royalty portfolio. Payments to the Company may be delayed by restrictions

imposed by the operators' lenders, delays in the sale of products, or an adverse financial condition of the operator. The Company's rights to payment under the royalties must, in most cases, be enforced by contract and may or may not include the protection of a security interest over property that the Company could access. This may inhibit the Company's ability to collect outstanding payments owed on its royalties upon a default. In the event of a bankruptcy, insolvency or other arrangement of a royalty counterparty, the Company may have a limited prospect for recovery of royalty revenue. The Company mitigates this risk by having formal legal agreements with counterparties that include security and/or royalty survivability rights where possible, which may allow the Company to exert legal rights if required.

The Company Depends on Project Owners for the Calculation of Royalty Amounts

Each project operator's calculation of royalties payable is subject to, and dependent upon, the accuracy of its production and accounting functions, and errors may occur in their calculations. As a result, the Company's ability to detect errors in royalty amounts may be limited. Royalty agreements may provide the right to audit the operator's calculations; however, such audits may not occur in a timely manner and/or may not identify discrepancies where they exist.

Dependency on Property Owners or Operators for Facility Development

Where royalties are placed on technologies to be deployed at facilities which are under construction, the deployment of such technologies is influenced by the operator's ability to complete development, carry out construction, and place the facility into commercial operations. The Company does not have control over the development, construction, or operations of these facilities. Actual timelines may differ from the Company's expectations. While the Company aims to mitigate exposure to these risks, significant delays or other issues could materially impact the Company's profitability.

Material Accounting Policies and Changes in Accounting Policies

The preparation of annual audited financial statements in conformity with IFRS Accounting Standards requires management to make estimates and assumptions concerning the future. It also requires management to exercise judgment in applying the Company's accounting policies and the reported amounts of assets and liabilities, revenue and expenses, and related disclosures. Estimates and judgments are continually evaluated and are based on current facts, historical experience, and other factors, including expectations of future events that are believed to be reasonable under the circumstances. Accounting

estimates will, by definition, seldom equal the actual results. The significant judgments made by management in applying the Company's accounting policies and the key sources of estimation uncertainty are described in the December 31, 2025 annual audited financial statements.

Outstanding Share Data

The Company's share capital consists of an unlimited amount of voting and non-voting shares.

Outstanding Share Data – Voting Shares	
Voting common shares	279,406,915
Common share awards:	
Stock options	10,590,081
DSUs	32,961
RSUs	2,014,399
Warrants convertible into voting shares:	65,252,563

Outstanding Share Data – Non-Voting Shares	
Non-voting common shares	9,501,852
Warrants convertible into non-voting shares	64,102,564

Subsequent to December 31, 2025, the Company amended its articles to create a non-voting class of shares. The Non-Voting Common Shares are convertible into common shares by Fairfax, subject to a beneficial ownership restriction if such conversion would result in Fairfax and its affiliates owning greater than 19.99% of the Company's Common Shares on a non-diluted basis. For additional details, see the Company's information circular dated March 10, 2026.

Internal Controls Over Financial Reporting

The Company's management is responsible for establishing and maintaining adequate internal control over financial reporting. Any system of internal control over financial reporting, no matter how well designed, has inherent limitations. Therefore, even those systems determined to be effective can provide only reasonable assurance with respect to financial statement preparation and presentation.

The Company has controls and procedures in place to ensure that information required to be disclosed by the Company under securities legislation is recorded, processed, summarized, and reported within the appropriate time periods and that required information is accumulated and communicated to the Company's management so that decisions can be made about the timely disclosure of that information.

Forward-Looking Information or Statements and Cautionary Factors That May Affect Future Results

Certain statements contained in the foregoing MD&A constitute forward-looking statements (within the meaning of the Canadian securities legislation and the U.S. Private Securities Litigation Reform Act of 1995) that involve risks and uncertainties. Forward-looking statements are frequently, but not always, identified by words such as "expects", "anticipates", "believes", "intends", "estimates", "potential", "possible" and similar expressions, or statements that events, conditions, or results "will", "may", "could" or "should" occur or be achieved. The forward-looking statements contained herein may include statements regarding the anticipated benefits of the adoption and commercialization of CVW™ technologies, the chemical, material, financial, economic, operational, environmental and any other anticipated results of the adoption thereof, potential diversification strategies and the implementation and results thereof, expectations regarding future development, funding (including necessity, sources, and expected structure of the same) and contracted work, expectation as to the timeline on which certain performance criteria will be met and any acceleration of the same as a result of any prior criteria being met, expectations regarding the key economic and policy drivers supporting the adoption of CVW Royalties' technology, CVW Royalties' research and development and commercialization plans, the advantages of the Company's technology, the Company's ongoing engagement with stakeholders, including business development activities, the development of networks with strategic partners, and the development of Company's relationships with Indigenous communities and any potential benefits for the same, potential financing opportunities, including grant and financing opportunities from applicable government programs and non-governmental organizations, entering into funding agreements related thereto, and any expected timeline for the same, any expected next steps for the Company, timelines, strategic plans, the scope of any activities that will be undertaken, the Company's future liquidity situation and the market prices of commodities or other statements that are not statements of fact. Forward-looking statements are statements about the future and are inherently uncertain, and actual achievements of the Company may differ materially from those reflected in forward-looking statements due to a variety of risks, uncertainties, and other factors. For the reasons set forth above, investors should not place undue reliance on forward-looking statements. Important factors that could cause actual results to differ materially from the Company's expectations include uncertainties involved in disputes and litigation, fluctuations in interest rates, commodity prices and currency exchange rates; changes in the availability, and cost, of technical labour required for the success of the Company's products and services; price escalation and/or inflationary pressures affecting the cost of equipment and material required to

commercialize the same; the uncertainty of estimates of capital and operating costs; the need to obtain additional financing and uncertainty as to the availability and terms of future financing; the impact on the Company of increasing inflation; any change in government policy, programs, and funding opportunities, whether provincial, national, or international which could negatively affect the Company, and any failure of the same to continue to evolve in accordance with Company's expectations; and other risks and uncertainties disclosed in other information released by the Company from time to time and filed with the appropriate regulatory agencies.

All forward-looking statements are based on the Company's beliefs and assumptions which are based on information available at the time these assumptions are made. In addition to other assumptions as set out in this MD&A, the Company has made the following assumptions in relation to the forward-looking statements in this MD&A: the expected environmental and economic benefits to be achieved from CVW™ technologies; the ability of the Company to successfully access various government funding programs; the details of government funding programs and that such programs will be implemented (and not change) as expected; that the Company will continue to be able to protect its intellectual property; that counterparties will continue to satisfy their contractual obligations to the Company; assumptions as to commodity prices and exchange rates and the impacts on the Company; assumptions as to various market and commercial opportunities for the Company and its technologies; and the ability of the Company to continue to develop and commercialize its technologies.

Although management believes that the expectations represented by such forward-looking information or statements are reasonable, there is significant risk that the forward-looking information or statements may not be achieved, and the underlying assumptions thereto will not prove to be accurate.

Actual results or events could differ materially from the plans, intentions and expectations expressed or implied in any forward-looking information or statements, including the underlying assumptions thereto, as a result of numerous risks, uncertainties and factors including: the possibility that opportunities will arise that require more cash than the Company has or can reasonably obtain; dependence on key personnel; dependence on corporate collaborations; potential delays; uncertainties related to early stage of technology and product development; uncertainties as to fluctuation of the stock market; uncertainties as to future expense levels and the possibility of unanticipated costs or expenses or cost overruns; and other risks and uncertainties which may not be described herein. The Company has no policy for updating forward-looking information beyond the procedures required under applicable securities laws. The forward-looking statements contained herein are as of the date of this MD&A and are subject to change

after this date, and the Company assumes no obligation to publicly update or revise the statements to reflect new events or circumstances, except as may be required pursuant to applicable laws.

¹ Government of Canada - Critical Mineral Strategy.
<https://www.canada.ca/en/campaign/critical-minerals-in-canada/canadian-critical-minerals-strategy.html>

² Government of Alberta - Minerals Strategy and Action Plan.
<https://www.alberta.ca/minerals-strategy-and-action-plan.aspx>

³ International Panel on Climate Change, as quoted by the International Energy Agency.
<https://www.iea.org/reports/methane-tracker-2021/methane-and-climate-change>

⁴ CVW Sustainable Royalties Inc. – Process and Technology Overview.
<https://cvwtechnology.com/technology/process-and-technology-overview/>

⁵ CVW Sustainable Royalties Inc. - Independent Economic Impact Assessment.
<https://cvwtechnology.com/sustainability/economic-impact/>

⁶ Bloomberg NEF – Energy Transition Investment Trends 2026.
<https://about.bnef.com/insights/finance/energy-transition-investment-trends/>

⁷ Net Zero Tracker – Net zero figures by country. <https://zerotracker.net/>

⁸ WIPO – WIPO data explorer for CPC:Y02 <https://www.wipo.int/en/web/classification-ipc>

⁹ Organization of the Petroleum Exporting Countries – World Oil Outlook 2050.
<https://www.opec.org/assets/assetdb/woo-2025.pdf>

¹⁰ World Resources Institute - How to sustainably feed 10 billion people. <https://www.wri.org/insights/how-sustainably-feed-10-billion-people-2050-21-charts>

¹¹ Government of Canada - Update on Path Forward for Oil and Gas Sector Methane Mitigation.
<https://www.canada.ca/en/services/environment/weather/climatechange/climate-plan/reducing-methane-emissions.html>

¹² Assessment of Alternatives to Discharge of Oil Sands Mine Water, submitted to the Crown-Indigenous Working Group (CIWG)