

COMMERCE TRANSACTION UPDATE

Mont Royal Resources and Commerce Resources announce amendments to Arrangement Agreement and Plan of Arrangement

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Further to its ASX announcement of 10 April 2025 regarding the planned merger with Commerce Resources Corp. (“**Commerce**”) (TSXV: CCE, FSE: D7H0, OTCQX: CMRZF) (“**Proposed Transaction**”), Mont Royal Resources Ltd (“**Mont Royal**” or “**the Company**”) (ASX: **MRZ**) advises that it has reached agreement with Commerce to amend the previously announced Arrangement Agreement between Commerce and the Company (the “**Amendment Agreement**”).

Under the Proposed Transaction, Mont Royal and Commerce propose to combine their respective businesses in a merger transaction, pursuant to which Mont Royal has agreed to acquire 100% of the issued and outstanding common shares of Commerce (“**Commerce Shares**”) by way of a court-approved Plan of Arrangement under the Business Corporate Act (British Columbia).

Under the Amendment Agreement, a clarification change has been made to the Arrangement Agreement and Plan of Arrangement to provide that the consolidation of Mont Royal’s share capital following completion of the Proposed Transaction will be undertaken on the basis of 0.2195 post-consolidation MRZ shares for each one (1) pre-consolidation MRZ share.

For the sake of clarity, the consolidation of shares will include all Mont Royal shares issued to former holders of Commerce Shares or issuable to former holders of all other securities of Commerce based on an exchange ratio of 2.3271 Mont Royal shares in exchange for each Commerce share held immediately prior to the effective time of the Proposed Transaction. The Amendment Agreement also reflects the issuance of performance share units issued to Commerce directors, which will all be cancelled immediately prior to the Effective Time (as defined in the Arrangement Agreement) and exchanged for replacement performance rights of MRZ on substantially the same terms and conditions and exercisable to acquire such number of MRZ Shares in accordance with the exchange ratio.

In addition, among other amendments and extensions of dates, under the Amendment Agreement the Outside Date (as defined in the Arrangement Agreement) has been extended to May 29, 2026 and certain changes have been made to reflect the capitalisation of the Company as at the date of the Amendment Agreement.

The Amendment Agreement will be available to access via SEDAR+ at www.sedarplus.ca under Commerce’s profile. For further information on the Proposed Transaction, please see the Company’s announcement dated 10 April 2025 on the ASX platform and the Arrangement Agreement which is available to access via SEDAR+ at www.sedarplus.ca under Commerce’s profile.

Subject to the satisfaction (or waiver) of all conditions to closing set out in the Arrangement Agreement, as amended, it is anticipated that the Proposed Transaction will be completed in October 2025.

Upon closing of the Proposed Transaction, it is expected that Mont Royal shares will begin trading on the TSX-V as well as being reinstituted to trading on the ASX.

Further information regarding the Proposed Transaction will be included in a notice of general meeting prepared by the Company seeking shareholder approval at a general meeting to be indicatively convened in late September 2025 to give effect to the Proposed Transaction which will be lodged with the ASX in due course and in a management information circular to be delivered to shareholders of Commerce in connection with the meeting of the shareholders of Commerce and will be available on the Company's SEDAR+ profile at www.sedarplus.ca.

Mont Royal looks forward to providing its shareholders with further updates on the Proposed Transaction and the timetable to completion in the near future.

For and on behalf of the Board

ENDS.

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About Mont Royal Resources

Mont Royal Resources Limited (ASX: MRZ) is an Australian company that owns 75% of Northern Lights Minerals 442km² tenement package located in the Upper Eastmain Greenstone belt. The projects are located in the emerging James Bay area, a Tier-1 mining jurisdiction of Quebec, Canada, and are prospective for lithium, precious (Gold, Silver) and base metals mineralisation (Copper, Nickel).

For further information regarding Mont Royal Resources Limited, please visit the ASX platform (ASX: MRZ) or the Mont Royal's website www.montroyalres.com

About Commerce Resources

Commerce Resources Corp. is a junior mineral resource company focused on the development of the Ashram Rare Earth and Fluorspar Deposit located within their Eldor Property, in northern Quebec, Canada. The Ashram Deposit is characterized by simple rare earth (monazite, bastnaesite, xenotime) and gangue (carbonates) mineralogy, a large tonnage resource at favourable grade, and has demonstrated the production of high-grade (more than 30 – 45% TREO) mineral concentrates at high recovery (more than 60 – 75%) in line with active global producers.

The Ashram Deposit also has a fluorspar component which makes it one of the largest potential sources of fluorspar in the world and could be a long-term supplier to the met-spar and acid-spar markets. Commerce is positioning itself to be one of the lowest cost rare earth producers globally, with a specific focus on being a long-term supplier of mixed rare earth carbonate and/or NdPr oxide to the global market.

Additionally, Commerce is committed to exploring the potential of other high-value commodities on the Property such as niobium and phosphate minerals, which may help advance Ashram by reducing costs through shared development.

For more information, please visit the corporate website at www.commerceresources.com or email info@commerceresources.com.

End Notes

Important Notices and Disclaimers

Forward Looking Statements

This announcement contains certain “forward looking statements” within the meaning of Australian securities laws and “forward looking information” within the meaning of Canadian securities laws (collectively referred to as “forward looking statements”). All statements, other than statements of historical fact, that address circumstances, events, activities or developments that could, or may or will occur are forward looking statements. Forward looking statements involve subjective judgment and analysis and are subject to significant uncertainties, risks and contingencies including those risk factors associated with the mining industry, many of which are outside the control of, change without notice, and may be unknown to Mont Royal or Commerce. These risks and uncertainties include but are not limited to liabilities inherent in mine development and production, geological, mining and processing technical problems, the inability to obtain any additional mine licences, permits and other regulatory approvals required in connection with mining and third party processing operations, competition for amongst other things, capital, acquisition of reserves, undeveloped lands and skilled personnel, incorrect assessments of the value of acquisitions, changes in commodity prices and exchange rates, currency and interest fluctuations, various events which could disrupt operations and/or the transportation of mineral products, including labour stoppages and severe weather conditions, the demand for and availability of transportation services, the ability to secure adequate financing and management’s ability to anticipate and manage the foregoing factors and risks.

Forward looking statements in this announcement include, but are not limited to, statements regarding: the expected timetable, outcome and effects of the Transaction; the ability of Mont Royal and Commerce to complete the Transaction on the terms described herein or at all; and the ability to obtain the requisite regulatory, stock exchange, court and shareholder approvals for the Transaction. Forward looking statements can generally be identified by the use of forward looking words such as “anticipate”, “expect”, “likely”, “propose”, “will”, “intend”, “should”, “could”, “may”, “believe”, “forecast”, “estimate”, “target”, “outlook”, “guidance” (including negative or grammatical variations) and other similar expressions. No representation, warranty, guarantee or assurance, express or implied, is given or made in relation to any forward looking statement. In particular no representation, warranty or assumption, express or implied, is given in relation to any underlying assumption or that any forward looking statement will be achieved. There can be no assurance that the forward looking statements will prove to be accurate. Actual and future events may vary materially from the forward looking statements and the assumptions on which the forward looking statements were based, because events and actual circumstances frequently do not occur as forecast and future results are subject to known and unknown risks such as changes in market conditions and regulations.

Given these uncertainties, readers are cautioned not to place undue reliance on such forward looking statements, and should rely on their own independent enquiries, investigations and advice regarding information contained in this announcement. Any reliance by a reader on the information contained in this announcement is wholly at the reader’s own risk.

To the maximum extent permitted by law or any relevant listing rules of the ASX/TSX-V, Mont Royal and Commerce and their respective related bodies corporate and affiliates and their respective directors, officers, employees, advisors, agents and intermediaries disclaim any obligation or undertaking to disseminate any updates or revisions to the information in this announcement to reflect any change in expectations in relation to any forward looking statements or any such change in events, conditions or circumstances on which any

such statements were based. Nothing in this announcement will, under any circumstances (including by reason of this announcement remaining available and not being superseded or replaced by any other announcement or publication with respect to Mont Royal, Commerce or the subject matter of this announcement), create an implication that there has been no change in the affairs of Mont Royal or Commerce since the date of this announcement.

Not Investment Advice

This announcement is not financial product, investment advice or a recommendation to acquire securities of Mont Royal or Commerce and has been prepared without taking into account the objectives, financial situation or needs of individuals. Each recipient of this announcement should make its own enquiries and investigations regarding all information in this announcement, including, but not limited to, the assumption, uncertainty and contingencies which may affect future operations of Mont Royal and/or Commerce and the impact that different future outcomes may have on Mont Royal and/or Commerce. Before making an investment decision, prospective investors should consider the appropriateness of the information having regard to their own objectives, financial situation and needs, and seek legal, taxation and financial advice appropriate to their jurisdiction and circumstances.