

Houston Iron Royalties Limited

Notice of Annual and Special Meeting of Shareholders

NOTICE IS HEREBY GIVEN that an annual and special meeting of the shareholders (the “**Meeting**”) of Houston Iron Royalties Limited (the “**Corporation**”) will be held at the Corporation’s office, located at 55 University Avenue, Suite 1805, Toronto, Ontario on Thursday, the 24th day of October, 2019 commencing at 12:00 noon (Toronto time) for the following purposes:

1. to receive and consider the financial statements of the Corporation for the fiscal year ended March 31, 2019, together with the report of the auditors thereon;
2. to elect three Directors;
3. to pass a special resolution exempting the Corporation from the statutory requirement to appoint an auditor for the financial year ending March 31, 2020; and
4. to transact such further or other business as may properly come before the Meeting or any adjournment(s) thereof.

All shareholders are invited to attend the Meeting. Only registered shareholders at the close of business on the day prior to the date of this Notice are entitled to receive notice of and vote at the Meeting.

Shareholders who are unable to attend the Meeting in person may attend and vote by proxy.

DATED at the City of Toronto, the Province of Ontario, this 13th day of September, 2019.

BY ORDER OF THE BOARD OF DIRECTORS

“John F. Kearney”

John F. Kearney
Chairman

About Houston Iron Royalties Limited

Houston Iron Royalties Limited (“HIRL”) is a royalty investment company which holds a royalty interest equal to 2% of the sales proceeds (FOB Port of Sept-Iles) from sales of iron ore from the Houston Project of **Labrador Iron Mines Limited (“LIM”)**, located in western Labrador and north-eastern Quebec, Canada.

HIRL and LIM share common management, directors and head office location. HIRL’s head office is located at 55 University Avenue, Suite 1805, Toronto, Ontario, M5J 2H7, Canada. LIM provides management and administrative services to HIRL at LIM’s actual direct cost.

HIRL was inactive during the years ended March 31, 2019 and 2018. The Houston Project is not currently in production. For more information on the Houston Project, please visit the Corporation’s website at www.labradorironmines.ca.

A copy of the Financial Statements of the Corporation for the financial year ended March 31, 2019 together with the report of the auditors thereon accompany this Notice of Annual and Special Meeting and are also available on the Corporation’s website at www.labradorironmines.ca.



Independent Auditor's Report

To the Shareholders of Houston Iron Royalties Limited

Opinion

We have audited the financial statements of Houston Iron Royalties Limited (the "Company"), which comprise the statements of financial position as at March 31, 2019 and 2018, and the statements of operations and comprehensive income, statements of cash flows and statements of changes in equity for the years then ended, and notes to the financial statements, including a summary of significant accounting policies.

In our opinion, the accompanying financial statements present fairly, in all material respects, the financial position of the Company as at March 31, 2019 and 2018, and its financial performance and its cash flows for the years then ended in accordance with International Financial Reporting Standards ("IFRS").

Basis for opinion

We conducted our audit in accordance with Canadian generally accepted auditing standards. Our responsibilities under those standards are further described in the *Auditor's responsibilities for the audit of the financial statements* section of our report. We are independent of the Company in accordance with the ethical requirements that are relevant to our audit of the financial statements in Canada. We have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Responsibilities of management and those charged with governance for the financial statements

Management is responsible for the preparation and fair presentation of the financial statements in accordance with IFRS, and for such internal control as management determines is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or cease operations, or has no realistic alternative but to do so.

Those charged with governance are responsible for overseeing the Company's financial reporting process.

Auditor's responsibilities for the audit of the financial statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with Canadian generally accepted auditing standards will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

As part of an audit in accordance with Canadian generally accepted auditing standards, we exercise professional judgement and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risks of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

The engagement partner of the audit resulting in this independent auditor's report is Jessica Glendinning.

McGovern Hurley LLP



Chartered Professional Accountants
Licensed Public Accountants

Toronto, Ontario
July 25, 2019

HOUSTON IRON ROYALTIES LIMITED
Statements of Financial Position
(Expressed in Canadian dollars)

	<u>March 31, 2019</u>	<u>March 31, 2018</u>
ASSETS		
Non-current assets		
Royalty interest (Note 5)	\$ 1	\$ 1
Total assets	<u>\$ 1</u>	<u>\$ 1</u>
LIABILITIES		
Total liabilities	<u>\$ -</u>	<u>\$ -</u>
SHAREHOLDERS' EQUITY		
Share capital (Note 6)	\$ 6,970,704	\$ 6,970,704
Deficit	<u>(6,970,703)</u>	<u>(6,970,703)</u>
Total shareholders' equity	1	1
Total liabilities and shareholders' equity	<u>\$ 1</u>	<u>\$ 1</u>

Going concern (Note 1)

The financial statements were approved by the Board of Directors on July 25, 2019 and signed on its behalf by:

Signed "John F. Kearney"

Director

Signed "Richard Pinkerton"

Director

The accompanying notes form an integral part of these financial statements.

HOUSTON IRON ROYALTIES LIMITED
Statements of Operations and Comprehensive Income
(Expressed in Canadian dollars)

	<u>Year ended March 31, 2019</u>	<u>Year ended March 31, 2018</u>
Revenue	\$ -	\$ -
Expenses	\$ -	\$ -
Net income and comprehensive income	<u>\$ -</u>	<u>\$ -</u>
Net income per share	<u>\$ -</u>	<u>\$ -</u>
Weighted average number of shares outstanding	<u>34,853,518</u>	<u>34,958,664</u>

The accompanying notes form an integral part of these financial statements.

HOUSTON IRON ROYALTIES LIMITED
Statements of Cash Flows
(Expressed in Canadian dollars)

	Year ended March 31, 2019	Year ended March 31, 2018
Cash provided by operating activities		
Net income	\$ -	\$ -
Cash provided by operating activities	\$ -	\$ -
Changes in cash and cash equivalents	\$ -	\$ -
Cash and cash equivalents, beginning of year	-	-
Cash and cash equivalents, end of year	<u><u>\$ -</u></u>	<u><u>\$ -</u></u>
Supplemental non-cash information		
Cancellation of common shares (Note 6)	\$ -	\$ 29,296

The accompanying notes form an integral part of these financial statements.

HOUSTON IRON ROYALTIES LIMITED
Statements of Changes in Equity
(Expressed in Canadian dollars)

	Share Capital		Deficit	Shareholders' Equity
	Number	Amount		
Balance, March 31, 2017	35,000,000	\$ 7,000,000	\$ (6,999,999)	\$ 1
Cancellation of common shares on December 18, 2017 (Note 6)	(146,482)	(29,296)	29,296	-
Net income for the year	-	-	-	-
Balance, March 31, 2018	34,853,518	\$ 6,970,704	\$ (6,970,703)	\$ 1
Net income for the year	-	-	-	-
Balance, March 31, 2019	34,853,518	\$ 6,970,704	\$ (6,970,703)	\$ 1

The accompanying notes form an integral part of these financial statements.

HOUSTON IRON ROYALTIES LIMITED
Notes to the Financial Statements
March 31, 2019 and 2018
(Expressed in Canadian dollars)

1. Nature of Operations, Corporate Information and Going Concern

Nature of Operations and Corporate Information

Houston Iron Royalties Limited ("HIRL") was incorporated on September 26, 2016 ("Incorporation Date") by Labrador Iron Mines Limited ("LIM") as a royalty investment company.

These financial statements have been prepared for the years ended March 31, 2019 and 2018.

HIRL's head office is located at 55 University Avenue, Suite 1805, Toronto, Ontario, M5J 2H7, Canada.

On December 19, 2016, HIRL acquired from LIM and SMI a royalty interest equal to 2% of the sales proceeds (FOB Port of Sept-Iles) from sales of iron ore from LIM's Houston property in western Labrador, Canada and from SMI's Malcolm property in north-eastern Quebec, Canada (with such properties collectively referred to as the "Houston Project" and such royalties collectively referred to as the "Houston Royalty"). Refer to Note 5.

In consideration for the acquisition of the Houston Royalty, HIRL issued 35,000,000 common shares to LIM at an issue price of \$0.20 per share and LIM transferred the 35,000,000 common shares to arm's length creditors of LIM and SMI.

On December 19, 2016, HIRL entered into a management services agreement with LIM. Pursuant to this agreement, LIM agreed to provide all necessary administrative services, personnel and office infrastructure as HIRL may reasonably request, with such services provided at LIM's actual direct cost. As HIRL was inactive during the years ended March 31, 2019 and 2018, the management fee for such administrative services was waived by LIM. HIRL and LIM share common management, directors and head office location.

Going Concern

As at March 31, 2019, HIRL held only one asset, being the Houston Royalty, and had no working capital. The Houston Royalty, which is a passive asset and represents the right to receive royalties at a future date if and when the Houston Project is brought into production, is not currently generating any royalty payments, as the Houston Project is not currently in production.

HIRL had no obligations or liabilities at March 31, 2019 and the directors of HIRL believe the Company has access to sufficient resources to continue its operations over the next 12 months. LIM has agreed to provide administrative services at cost, which cost is not expected to be significant, and therefore the Company's only commitment over the next 12 months relates to the nominal management services to be provided by LIM, the cost of which LIM has agreed to waive. Accordingly, the financial statements for the period ended March 31, 2019 have been prepared on a going concern basis, using the historical cost convention.

There are no assurances that the Houston Royalty will ever generate royalty payments and there are no assurances that HIRL will be able to generate revenue or obtain financing from an alternative source. If HIRL is unable to generate revenue or obtain financing from an alternative source, HIRL could be required to discontinue as a going concern.

2. Basis of Preparation

The financial statements of HIRL were prepared in accordance with International Financial Reporting Standards, as issued by the International Accounting Standards Board.

These financial statements were prepared on a going concern basis, under the historical cost convention. In addition, these financial statements have been prepared using the accrual basis of accounting, except for cash flow information.

HIRL does not have any subsidiaries.

HOUSTON IRON ROYALTIES LIMITED
Notes to the Financial Statements
March 31, 2019 and 2018
(Expressed in Canadian dollars)

3. Significant Accounting Judgments, Estimates and Assumptions

The preparation of financial statements in conformity with IFRS requires HIRL's management to make judgments, estimates and assumptions about future events that affect the amounts reported in the financial statements and related notes to the financial statements. Although these estimates are based on management's best knowledge of the amount, event or actions, actual results may differ from those estimates and these differences could be material. The areas which require management to make significant judgments, estimates and assumptions in determining carrying values include, but are not limited to:

Assets' carrying values and impairment charges

Royalty interests are initially recorded at their estimated fair value. Subsequently, royalty interests are tested for impairment if there is an indicator of impairment. Where an indicator of impairment exists, a formal estimate of the recoverable amount, which is considered to be the higher of the fair value less costs of disposal and value in use, is made. These assessments require the use of estimates and assumptions such as long term commodity prices, discount rates and production volumes. Fair value is determined as the amount that would be obtained from the sale of the asset in an arm's-length transaction between knowledgeable and willing parties. Value in use is generally determined as the present value of estimated future cash flows arising from the continued use of the asset. These cash flows are discounted by an appropriate discount rate to determine the estimated value in use. Projections inherently require assumptions and judgments to be made about each of the factors affecting future cash flows. Changes in any of these assumptions or judgments could result in a significant difference in the recoverable amount.

Mineral resources

Mineral resources are estimates of the amount of mineral product that can be extracted from a mineral property, subject to certain ore specifications. Mineral resource estimates are an integral component of the determination of the fair value of HIRL's royalty interests. In calculating mineral resources, estimates and assumptions are required about a range of geological and technological factors, including, among other things, quantities, grades, production techniques, production rates and recovery rates. Mineral resources, unlike mineral reserves, do not have demonstrated economic viability.

4. Significant Accounting Policies

Functional currency, presentation currency and foreign currency transactions

The Canadian dollar is the functional and presentation currency of HIRL. Amounts receivable and payable denominated in foreign currencies are translated at exchange rates in effect at the reporting date and revenues and expenses denominated in foreign currencies are translated at exchange rates in effect at the transaction date.

Royalty interests

Royalty interests are carried at cost less accumulated amortization and impairment charges. Amortization is recognized on the units-of-production method based on actual production in a given period and estimated production over the life of the project to which the royalty relates. The rate of amortization is based on estimates of mineral resources, which may differ from actual.

Asset impairment

At each reporting date HIRL assesses whether there is any indication that its assets are impaired. Impairment is recognized if the recoverable amount, determined as the higher of the estimated fair value less cost of disposal and value in use, is less than its carrying value.

In assessing fair value, estimated future cash flows are discounted to their present value using a discount rate that reflects market assessments of the time value of money and the risks specific to the relevant asset for which the future cash flows have been estimated.

Where an impairment loss subsequently reverses, the carrying amount of the asset is increased to the lesser of the revised estimate of recoverable amount and the carrying amount that would have been recorded had no impairment been previously recognized.

HOUSTON IRON ROYALTIES LIMITED
Notes to the Financial Statements
March 31, 2019 and 2018
(Expressed in Canadian dollars)

4. Significant Accounting Policies (continued)

Revenue recognition

Royalty income is measured at the fair value of the consideration received or receivable on an accrual basis provided that it is probable that the economic benefits will flow to HIRL and the amount of revenue can be measured reliably and collectability is reasonably assured. In the case of the Houston Royalty, the revenue recognition criteria will generally be met when LIM or SMI have sold (FOB Sept-Iles) a cargo of iron ore from the Houston or Malcolm properties and the price of such cargo has been reasonably determined and collectability is reasonably assured.

Income taxes

HIRL is a taxable corporation.

Current income taxes are measured at the amount expected to be paid to tax authorities, based on taxable profit for the period, net of recoveries using enacted tax rates at the statement of financial position date. Taxable income differs from income as reported in the statements of income and comprehensive income because of items of income or expense that are taxable or deductible in other periods and items that are never taxable or deductible. Deferred income tax liabilities are recognized on taxable temporary differences between the tax bases and carrying amounts of assets and liabilities. Deferred income taxes are recognized for all deductible temporary differences to the extent that it is probable that deductions can be utilized. Deferred income tax assets and liabilities are measured at tax rates that are expected to apply to the year when the asset is realized or the liability settled, using enacted or substantively enacted tax rates at the statement of financial position date. Deferred income taxes are presented as non-current.

Share-based payments

HIRL issued common shares to acquire the Houston Royalty. Refer to Note 5. HIRL does not have any convertible securities outstanding.

Share-based payments are measured at the fair value of the shares issued at the issue date of such shares. The fair value of share-based payments is determined using generally accepted valuation techniques. Assumptions are made and judgment is used in applying valuation techniques. These assumptions and judgments include estimating the future earnings and cash flows of HIRL. Such judgments and assumptions are inherently uncertain. Changes in these assumptions may affect the fair value estimates.

HOUSTON IRON ROYALTIES LIMITED
Notes to the Financial Statements
March 31, 2019 and 2018
(Expressed in Canadian dollars)

5. Royalty Interest

On December 19, 2016, HIRL acquired the Houston Royalty for a purchase price of \$7,000,000, representing the estimated fair value of the Houston Royalty on the date of acquisition as determined using a discounted cash flow methodology. As consideration, HIRL issued 35,000,000 common shares at an issue price of \$0.20 per share.

The Houston Royalty is a royalty interest equal to 2% of the sales proceeds (FOB Port of Sept-Iles) received by LIM and SMI from sales of iron ore from LIM's Houston property in western Labrador and from SMI's Malcolm property in north-eastern Quebec.

In estimating the fair value of the Houston Royalty, the discounted cash flow model assumed annual production from the Houston Project of approximately 2.0 million tonnes of saleable product per year for ten years at an assumed average long term iron ore price of US\$90 per tonne (62% Fe CFR China basis) using a risk adjusted discount rate of 15% and a CAD/US exchange rate of 0.75.

The carrying value of the Houston Royalty was assessed for impairment as at year end March 31, 2017. As required by IFRS and IAS 36, the year end impairment assessment took into consideration economic conditions prevailing during the assessment period subsequent to year end. Based on the market conditions prevailing during the assessment period subsequent to year end, during which the iron ore price averaged approximately US\$65 per tonne, an impairment of \$6,999,999 on the carrying value of the Houston Royalty was recorded effective March 31, 2017.

The fully impaired carrying value of the Houston Royalty was assessed again as at year end March 31, 2018. As the iron ore price averaged approximately US\$65 per tonne during the assessment period subsequent to year end, no revision to the fully impaired carrying value was recognized.

The fully impaired carrying value of the Houston Royalty was assessed again as at year end March 31, 2019. Although the iron ore price averaged approximately US\$90 per tonne during the assessment period subsequent to year end, no revision to the fully impaired carrying value was recognized pending evidence of the long term sustainability of such improved market conditions.

	Houston Royalty \$
Cost:	
Balance, March 31, 2017, 2018 and 2019	<u>1</u>
Accumulated Amortization:	
Balance, March 31, 2017, 2018 and 2019	<u>-</u>
Carrying Value:	
Balance, March 31, 2017, 2018 and 2019	<u><u>1</u></u>

HOUSTON IRON ROYALTIES LIMITED
Notes to the Financial Statements
March 31, 2019 and 2018
(Expressed in Canadian dollars)

6. Share Capital

Authorized

Unlimited common shares, no par value

Issued

	Shares #	Amount \$
Balance, March 31, 2017	35,000,000	7,000,000
Cancellation of common shares, December 18, 2017	<u>(146,482)</u>	<u>(29,296)</u>
Balance, March 31, 2018 and 2019	<u>34,853,518</u>	<u>6,970,704</u>

On December 18, 2017, 146,482 common shares of HIRL were surrendered by a shareholder and cancelled by HIRL.

7. Financial Risk Management

This note provides disclosure relating to the nature and extent of HIRL's exposure to financial risks.

Commodity price risk

HIRL is dependent on royalty income from LIM and SMI. The amount and frequency of royalty payments are affected by LIM and SMI's ability to commence production, the volume of iron ore products sold, the price of those products, operating costs, and currency movements. The demand for and price of iron ore fluctuate as a result of numerous factors outside the control of HIRL, LIM and SMI. Such factors include, but are not limited to, the demand for steel and steel products, global and regional demand, political and economic conditions, and production conditions and costs in major producing regions.

Currency risk

HIRL may derive royalty income from LIM and SMI denominated in U.S. dollars. HIRL does not currently have a foreign currency hedging program in place. Accordingly, HIRL may be exposed to fluctuations in the rate of exchange between the U.S. dollar and the Canadian dollar.

Liquidity risk

Liquidity risk is the risk of loss from not having access to sufficient funds to meet both expected and unexpected cash demands. As at March 31, 2019, HIRL believes it has sufficient resources to continue its operations over the next 12 months because it has no liabilities or other obligations to fulfill over that period. Refer to Note 1.

Credit risk

HIRL is economically dependent on LIM and SMI and may be exposed to credit risk with respect to amounts receivable from LIM and SMI in the future. HIRL does not currently have any amounts receivable from LIM or SMI.