



# Investment in Aura Minerals' Borborema Gold Project & Strategic Financing

*Immediate Expected Revenue Contribution and Strategic Support from QRC and Taurus*

December 5, 2023



# Disclaimer

## Cautionary Note Regarding Forward-Looking Statements

Certain of the information contained in this document constitute 'forward-looking information' and 'forward-looking statements' within the meaning of applicable Canadian and U.S. securities laws ("forward-looking statements") which involve known and unknown risks, uncertainties and other factors that may cause the Company's actual results, performance and achievements to be materially different from the results, performance or achievements expressed or implied therein. Forward-looking statements, which are all statements other than statements of historical fact, include, but are not limited to, statements respecting the expected completion of the Borborema Investment and the Offering, Aura's disclosed expectations and plans respecting Borborema and the expected benefits to Gold Royalty of the Borborema Investment. Forward-looking statements are based upon certain assumptions and other important factors, including assumptions relating to the ability of the parties to the Borborema Investment and the Offering to satisfy the conditions to such respective transactions, the ability of Aura to achieve expected milestones and plans relating to Borborema, commodities prices, the projects underlying the Company's royalty interests and the business of the Company. Forward-looking statements are subject to a number of risks, uncertainties and other factors which may cause the actual results to be materially different from those expressed or implied by such forward-looking statements including, among others, risks related to the ability of the parties to the Borborema Investment and the Offering to complete such respective transactions, risks related to the operators of the projects in which the Company holds interests, including operational risks associated with mine development, risks related to exploration, development, permitting, infrastructure, operating or technical difficulties on any such projects, the influence of macroeconomic developments, the ability of the Company to carry out its growth plans and other factors set forth in the Company's Annual Report on Form 20-F and its other publicly filed documents under its profiles at [www.sedarplus.ca](http://www.sedarplus.ca) and [www.sec.gov](http://www.sec.gov).

Although the Company has attempted to identify important factors that could cause actual results to differ materially from those contained in forward-looking statements, there may be other factors that cause results not to be as anticipated, estimated or intended. There can be no assurance that such statements will prove to be accurate, as actual results and future events could differ materially from those anticipated in such statements. Accordingly, readers should not place undue reliance on forward-looking statements. The Company does not undertake to update any forward-looking statements, except in accordance with applicable securities laws.

## Technical Information

Alastair Still, P.Geo., the Director of Technical Services of the Company, is a qualified person as such term is defined under National Instrument 43-101 – Standards of Disclosure for Mineral Projects ("NI 43-101") and subpart 1300 of Regulation S-K ("SK1300") and has reviewed and approved the scientific and technical information contained herein.

Disclosure relating to properties in which GRC holds royalty or other interests is based on information publicly disclosed by the owners or operators of such properties. The Company generally has limited or no access to the properties underlying its interests and is largely dependent on the disclosure of the operators of its interests and other publicly available information. The Company generally has limited or no ability to verify such information. Although the Company does not have any knowledge that such information may not be accurate, there can be no assurance that such third-party information is complete or accurate. In addition, certain information publicly reported by operators may relate to a larger property than the area covered by the Company's interests, which often may only apply to a portion of the overall project area or applicable mineral resources or reserves. It cannot be assumed that all or any part of a measured, indicated or inferred resource will ever be upgraded to a higher category. "Inferred mineral resources" have a greater amount of uncertainty as to their existence and their economic and legal feasibility. Therefore, readers are cautioned not to assume that all or any part of the "inferred mineral resources" exist.

Unless otherwise indicated, the technical and scientific disclosure contained or referenced in this presentation, including any references to mineral resources or mineral reserves, was prepared by the project operators in accordance with NI 43-101, which differs significantly from the requirements of SK1300 applicable to domestic issuers. Under SK1300, the SEC recognizes estimates of "measured mineral resources", "indicated mineral resources" and "inferred mineral resources". In addition, the SEC has amended its definitions of "proven mineral reserves" and "probable mineral reserves" to be substantially similar to the corresponding Canadian Institute of Mining, Metallurgy and Petroleum ("CIM") – CIM Definition Standards on Mineral Resources and Mineral Reserves (the "CIM Definition Standards"), adopted by the CIM Council, as amended. U.S. readers are cautioned that while terms are substantially similar to CIM Definition Standards, there are differences in the definitions and standards under SK1300 and the CIM Definition Standards. Accordingly, the scientific and technical information contained or referenced in this presentation may not be comparable to similar information made public by U.S. companies subject to the reporting and disclosure requirements of the SEC.

# Announcement Highlights

## *Borborema Investment and Strategic Convertible Debenture Financing*



### **/// Immediate Expected Cash Flow and Low Risk Transaction Structure**

- Immediate expected cash flow through pre-production payments and gold-linked coupon payments
- 2.0% NSR royalty provides long term exposure to Borborema's production profile and exploration upside
- Gold Royalty's convertible gold-linked loan to Aura allows for increased exposure to Borborema's upside



### **/// High Quality Project with a Proven Operator**

- Aura Minerals is a proven operator and mine builder in Brazil
- The Borborema project is now fully financed, permitted, and under construction with initial production expected in early 2025
- 2023 Borborema Feasibility Study<sup>(2)</sup> outlines robust project economics and has significant exploration potential



### **/// Strategic Convertible Debenture Financing**

- \$40 million unsecured convertible debenture financing adds long-term strategic partners in QRC and Taurus to support the continued accretive growth of the Company
- Proceeds to fund Borborema Investment and reduce credit drawn on the Company's secured revolving credit facility

The transactions are subject to customary closing conditions and are expected to close in December 2023

# Investment in Aura Minerals' Borborema Gold Project

## Transaction Structure Overview<sup>(1)</sup>

### /// \$21M Royalty Financing

- 2.0% NSR over the Borborema project
- Aura to pay pre-production payments of 1,000 ounces per year up to commercial production or a maximum of 10 years
- Royalty steps down to a 0.5% NSR after 725,000 ounces of production
- Aura will retain the right to buyback the royalty for US\$2.5M after 2.25Moz of production or the year 2050

### /// \$10M Gold Linked Convertible Loan

- Quarterly coupon payments of 110 ounces of gold (440 ounces per year)
- Matures in 6 years
- Upon maturity, Gold Royalty has the option to be repaid fully in cash, \$10M, or be repaid in \$5M in cash and retain an incremental 0.5% NSR over Borborema
- If Gold Royalty retains an incremental royalty, the royalty will be subject to the same buyback terms as outlined above

### /// ESG Co-Investment Contribution

- Upon commercial production of the Borborema project, Gold Royalty will provide Aura a rebate of \$30 per gold equivalent ounce payable from the NSR royalty. These funds are earmarked for ESG related investments by Aura, up to a maximum of \$300,000.

# Investment in Aura Minerals' Borborema Gold Project

## Transaction Structure Overview<sup>(1)</sup>

To Aura Minerals

\$21 million for Royalty Financing

\$10M for Gold Linked Convertible Loan

Illustrative Investment GEO Profile based on Borborema Feasibility Study<sup>(2)</sup>



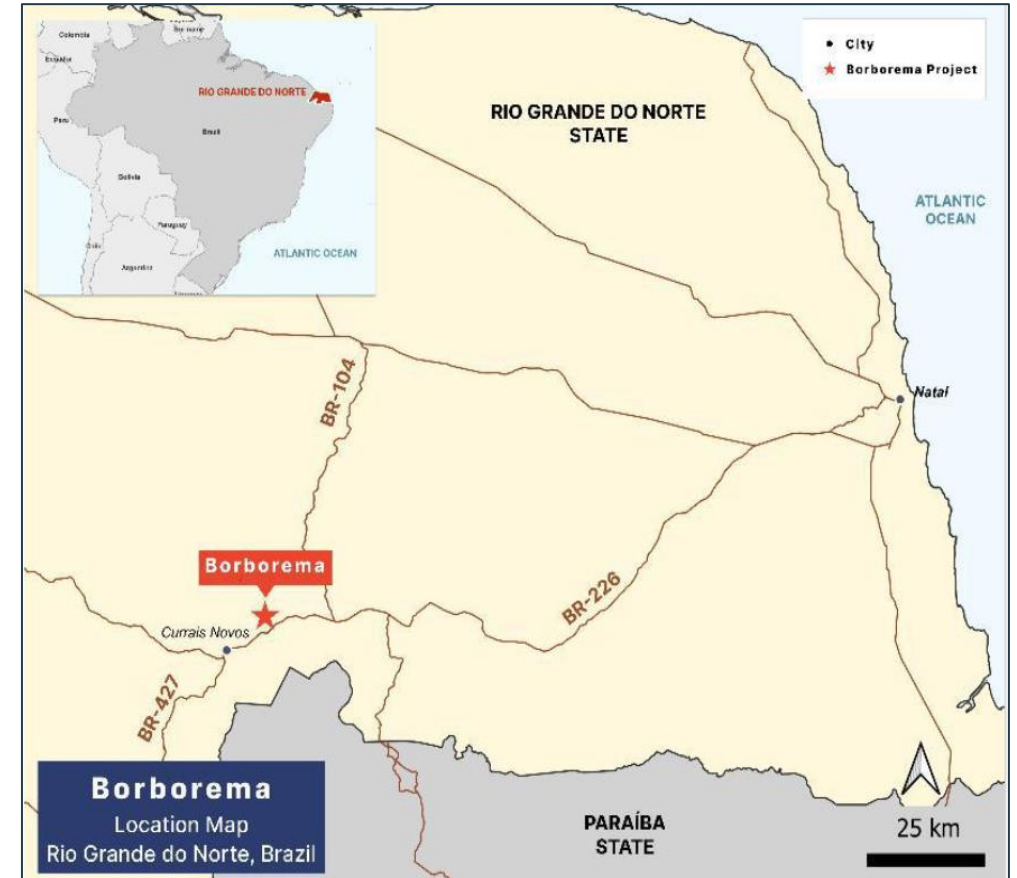
1) Refer to Gold Royalty News Release dated December 5, 2023  
 2) The GEO profile chart represents an illustrative scenario that applies the 2% royalty rate to the base case production estimates of Aura Minerals as set out in the feasibility study for the Borborema project. The scenario is provided for informative purposes and that actual forecasts and result will differ. Refer to technical report for further information.  
 3) Borborema expected commercial production as disclosed by Aura Minerals

# Borborema Gold Project

## Near Term Production with a Proven Operator in Brazil

### Borborema Overview and Key Metrics – per 43-101 Technical Report<sup>(1)</sup>

<b>Operator and 100% Owned</b>	Aura Minerals	
<b>Mineral Reserves &amp; Resources</b>	Indicated: 2,077 koz (63.7 Mt @ 1.01 g/t) Inferred: 393 koz (10.9 Mt @ 1.13 g/t)	
<b>Resource Conversion Potential<sup>(2)</sup></b>	Potential to convert 1,265 koz of indicated resources into Probable Reserves after road relocation.	
<b>Production Start</b>	February 2025	
<b>Feasibility Study Key Metrics</b>	<b>Years 1-3</b>	<b>Life of Mine (11.3 years)</b>
<b>Annual Production</b>	83 koz	65 koz
<b>Plant Feed Grade</b>	1.54 g/t	1.12 g/t
<b>Recovery</b>	92.1%	92.1%
<b>Total Payable Gold</b>	248 koz	748 koz
<b>AISC</b>	\$875/oz	\$949/oz
<b>Strip Ratio (waste:ore)</b>	3.61	3.77
<b>Capital Costs</b>	\$188 million	
<b>After-tax NAV</b>	\$182 million	
<b>After-tax IRR</b>	21.9%	



# Aura Minerals Overview

Experienced Latin American Operator and Developer

## Growing Multi-Asset Producer

### Market Data and Financials<sup>(1,2)</sup>

Ticker	TSX:ORA
Shares Outstanding	72.2 M
Share Price	C\$9.85/sh
Market Cap.	C\$704 M
Cash & Equivalents	\$179 M
Net Debt	\$112 M
Q3 2023 Gold Production	65 koz
Q3 2023 Net Revenue	\$111 M
Q3 2023 Adjusted EBITDA	\$30 M

4 Producing Mines

2 Growth Projects (in Development)

1 Care and Maintenance

2 Exploration Projects



# Our Commitment to Sustainability

## Borborema Investment – Aura Minerals ESG Co-Investment Payments

Gold Royalty is committed to the highest standards of sustainability, partnering with operators who are leaders in Environmental, Social and Governance (ESG) practices. The Borborema ESG co-investments provide financial support for Aura's economic, environmental and social initiatives within the communities that are directly influenced by the project.

### ***ESG Co-Investment Contribution:***

- Upon commercial production of the Borborema project, Gold Royalty will provide Aura a rebate of \$30 per gold equivalent ounce payable from the NSR royalty.
- These funds are earmarked for ESG related investments by Aura, up to a maximum of \$300,000.
- Gold Royalty intends to collaborate with Aura management for opportunities to continue to contribute to the community surrounding the Borborema project.





# Gold Royalty Moving Forward

## Near Term Expected Cash Flow Growth Driven by 2023 Acquisitions

### Cash Flowing Royalties

Canadian Malartic



Borden



Isabella Pearl



#### 2023 Acquisitions

Cozamin



Borborema

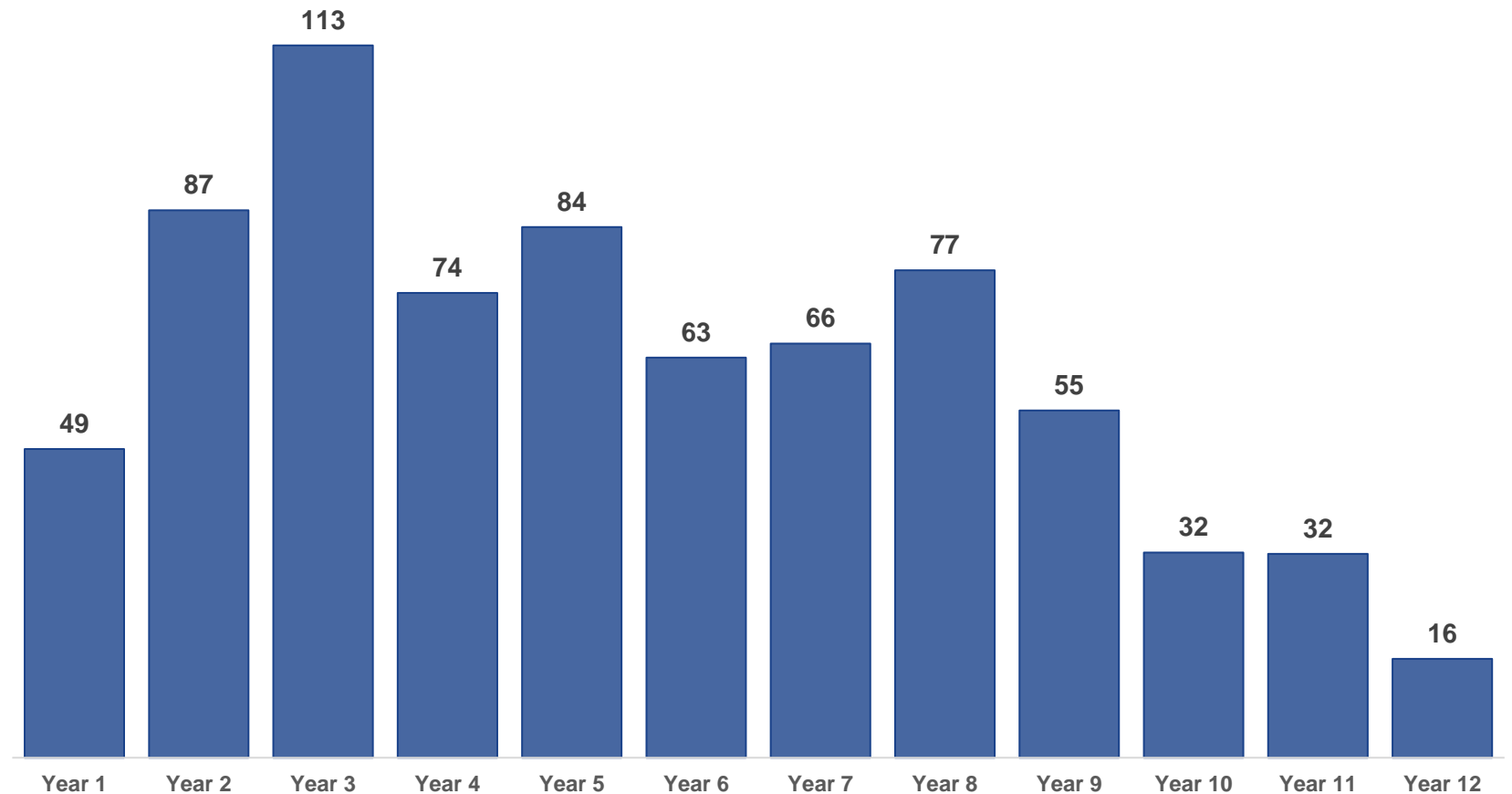


Gold Royalty will hold a 2% NSR royalty over the Borborema project with full resource coverage

Pre-production payments and gold linked loan coupons to provide immediate cash flow ahead of commercial production at Borborema

### Borborema to Supplement Sector Leading Organic Revenue Growth

Borborema Feasibility Study Production Profile<sup>(1)</sup> (Au koz)



1) Refer to NI 43-101 Technical Report title "Feasibility Study Technical Report (NI 43-101) for the Borborema Gold Project, Currais Novos Municipality, Rio Grande do Norte, Brazil" with an effective date of July 12, 2023

2) Refer to Gold Royalty News Release dated December 5, 2023

# Strategic Convertible Debenture

## Terms and Structure Overview

<b>Funding Amount</b>	<ul style="list-style-type: none"><li>• Total Financing of \$40 million in unsecured convertible debentures</li><li>• QRC and Taurus have agreed to subscribe for \$30 million and \$10 million of debentures, respectively</li></ul>
<b>Use of Proceeds</b>	<ul style="list-style-type: none"><li>• Proceeds to fund Borborema Investment and reduce credit drawn on the Company's secured revolving credit facility</li></ul>
<b>Coupon</b>	<ul style="list-style-type: none"><li>• 7% payable in cash plus 3% payable in Common Shares</li></ul>
<b>Term</b>	<ul style="list-style-type: none"><li>• 5 Years</li></ul>
<b>Conversion Premium</b>	<ul style="list-style-type: none"><li>• 30% premium to the 20-day VWAP at announcement</li></ul>
<b>Early Redemption Option</b>	<ul style="list-style-type: none"><li>• Gold Royalty has the option to redeem the debentures at par on the third anniversary from issuance</li><li>• Under early redemption, the debentures will be convertible at a 20% premium to the 20-day VWAP at announcement</li></ul>
<b>Strategic Alignment</b>	<ul style="list-style-type: none"><li>• In connection with the Offering, the Company and each of the subscribers will enter into an investor rights agreement that provide customary voting alignment and standstill covenants</li></ul>

# Strategic Financing to Fund Future Growth

## Leading Resource Financiers Backing Gold Royalty



### Queen's Road Capital - \$30M Convertible Debenture Investment

- QRC is a leading source of investment capital to resource companies and projects throughout the world
- QRC's flexible capital allows Gold Royalty to fund its accretive Borborema Investment while continuing to pursue its long-stated growth strategy
- QRC's other investments include companies with high-quality assets such as:



### Taurus Mining Royalty Fund LP - \$10M Convertible Debenture Investment

- Global resource sector financier recently expanding into royalty investments through the Taurus Mining Royalty Fund
- Taurus Royalty Fund recently agreed to acquire a royalty over Taseko's Florence Copper Project for \$50 million
- Strategic backing of Taurus supports Gold Royalty continued access to capital and sourcing of new growth opportunities globally
- Examples of other Taurus Funds Management investments include:



# Gold Royalty Corp.

## Investment Highlights



### /// A Better Way to Invest in Gold

- Precious metals focused
- Insulated from operating and capital cost inflation
- Diversified asset exposure
- Free exposure to exploration investment



### /// Quality Portfolio with Tier 1 Royalties in North America

- Recent acquisitions immediately supplement portfolio revenue and cash flow
- Key development stage assets on track to enter production in short to mid term
- Cornerstone royalties on tier 1, long life assets operated by premier mining companies in the industry
- Significant exploration investment across the portfolio



### /// Experienced Management Team & Board

- Over 400 years of collective experience with wide breadth of expertise
- Management team continues to execute on long-stated strategy of growth through accretive acquisitions with recent transactions
- Strong connectivity throughout industry provides access to new investment opportunities. Strategic investors, QRC and Taurus, add to management's access to opportunities



# GoldRoyalty///

## Q&A

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