

ROYAL GOLD INC  
Form 10-Q  
November 01, 2018  
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UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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FORM 10-Q

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(Mark One)

QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the Quarterly Period Ended September 30, 2018

or

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the transition period from      to

Commission File Number: 001-13357

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Royal Gold, Inc.

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(Exact Name of Registrant as Specified in Its Charter)

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|   |   |
|---|---|
| Delaware<br>(State or Other Jurisdiction of<br>Incorporation)                                   | 84-0835164<br>(I.R.S. Employer<br>Identification No.) |
| 1660 Wynkoop Street, Suite 1000<br>Denver, Colorado<br>(Address of Principal Executive Offices) | 80202<br>(Zip Code)                                   |

Registrant's telephone number, including area code (303) 573-1660

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes No

Indicate by check mark whether the registrant has submitted electronically every Interactive Data File required to be submitted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit such files) Yes No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, smaller reporting company, or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company," and "emerging growth company" in Rule 12b-2 of the Exchange Act.

|                         |                           |
|-------------------------|---------------------------|
| Large accelerated filer | Accelerated filer         |
| Non-accelerated filer   | Smaller reporting company |
| Emerging growth company |                           |

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes No

There were 65,509,128 shares of the Company's common stock, par value \$0.01 per share, outstanding as of October 25, 2018.



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## ITEM 1. FINANCIAL STATEMENTS

## ROYAL GOLD, INC.

## Consolidated Balance Sheets

(Unaudited, in thousands except share data)

|  | September 30, 2018 | June 30, 2018 |
|--|--------------------|---------------|
| <b>ASSETS</b>  |                    |               |
| Cash and equivalents   | \$ 117,078         | \$ 88,750     |
| Royalty receivables  | 25,106             | 26,356        |
| Income tax receivable  | 6,381              | 40            |
| Stream inventory   | 10,011             | 9,311         |
| Prepaid expenses and other   | 854                | 1,350         |
| Total current assets   | 159,430            | 125,807       |
| Stream and royalty interests, net (Note 2)   | 2,458,615          | 2,501,117     |
| Other assets   | 54,821             | 55,092        |
| Total assets   | \$ 2,672,866       | \$ 2,682,016  |
| <b>LIABILITIES</b>   |                    |               |
| Accounts payable   | \$ 5,055           | \$ 9,090      |
| Dividends payable  | 16,376             | 16,375        |
| Income tax payable   | 8,012              | 18,253        |
| Withholding taxes payable  | 2,551              | 3,254         |
| Other current liabilities  | 5,377              | 4,411         |
| Total current liabilities  | 37,371             | 51,383        |
| Debt (Note 3)  | 354,939            | 351,027       |
| Deferred tax liabilities   | 91,356             | 91,147        |
| Uncertain tax positions  | 36,659             | 33,394        |
| Other long-term liabilities  | 13,275             | 13,796        |
| Total liabilities  | 533,600            | 540,747       |
| Commitments and contingencies (Note 10)  |                    |               |
| <b>EQUITY</b>  |                    |               |
| Preferred stock, \$.01 par value, 10,000,000 shares authorized; and 0 shares issued  | —                  | —             |
| Common stock, \$.01 par value, 200,000,000 shares authorized; and 65,394,898 and 65,360,041 shares outstanding, respectively | 654                | 654           |
| Additional paid-in capital   | 2,195,034          | 2,192,612     |
| Accumulated other comprehensive loss   | -                  | (1,201)       |
| Accumulated losses   | (92,467)           | (89,898)      |
| Total Royal Gold stockholders' equity  | 2,103,221          | 2,102,167     |
| Non-controlling interests  | 36,045             | 39,102        |
| Total equity   | 2,139,266          | 2,141,269     |
| Total liabilities and equity   | \$ 2,672,866       | \$ 2,682,016  |

The accompanying notes are an integral part of these consolidated financial statements.

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## ROYAL GOLD, INC.

## Consolidated Statements of Operations and Comprehensive Income

(Unaudited, in thousands except share data)

|  | For The Three Months Ended |                       |
|--|----------------------------|-----------------------|
|  | September 30,<br>2018      | September 30,<br>2017 |
| Revenue  | \$ 99,992                  | \$ 112,476            |
| Costs and expenses   |                            |                       |
| Cost of sales  | 16,527                     | 20,419                |
| General and administrative   | 9,927                      | 6,899                 |
| Production taxes   | 1,292                      | 543                   |
| Exploration costs  | 4,362                      | 3,203                 |
| Depreciation, depletion and amortization                           | 42,551                     | 39,692                |
| Total costs and expenses   | 74,659                     | 70,756                |
| Operating income   | 25,333                     | 41,720                |
| Fair value changes in equity securities                            | (1,468)                    | —                     |
| Interest and other income  | 103                        | 989                   |
| Interest and other expense   | (7,877)                    | (8,617)               |
| Income before income taxes   | 16,091                     | 34,092                |
| Income tax expense   | (4,115)                    | (7,544)               |
| Net income   | 11,976                     | 26,548                |
| Net loss attributable to non-controlling interests                 | 3,032                      | 2,083                 |
| Net income attributable to Royal Gold common stockholders          | \$ 15,008                  | \$ 28,631             |
| Net income   | \$ 11,976                  | \$ 26,548             |
| Adjustments to comprehensive income, net of tax                    |                            |                       |
| Unrealized change in market value of available-for-sale securities | —                          | 197                   |
| Comprehensive income   | 11,976                     | 26,745                |
| Comprehensive loss attributable to non-controlling interests       | 3,032                      | 2,083                 |
| Comprehensive income attributable to Royal Gold stockholders       | \$ 15,008                  | \$ 28,828             |
| Net income per share available to Royal Gold common stockholders:  |                            |                       |
| Basic earnings per share   | \$ 0.23                    | \$ 0.44               |
| Basic weighted average shares outstanding                          | 65,374,866                 | 65,235,496            |
| Diluted earnings per share   | \$ 0.23                    | \$ 0.44               |
| Diluted weighted average shares outstanding                        | 65,497,159                 | 65,404,680            |
| Cash dividends declared per common share                           | \$ 0.25                    | \$ 0.24               |

The accompanying notes are an integral part of these consolidated financial statements.

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## ROYAL GOLD, INC.

## Consolidated Statements of Cash Flows

(Unaudited, in thousands)

|   | For The Three Months Ended |                       |
|---|----------------------------|-----------------------|
|   | September 30,<br>2018      | September 30,<br>2017 |
| Cash flows from operating activities:   |                            |                       |
| Net income  | \$ 11,976                  | \$ 26,548             |
| Adjustments to reconcile net income to net cash provided by operating activities: |                            |                       |
| Depreciation, depletion and amortization  | 42,551                     | 39,692                |
| Amortization of debt discount and issuance costs                                  | 3,903                      | 3,679                 |
| Non-cash employee stock compensation expense                                      | 2,444                      | 2,373                 |
| Fair value changes in equity securities   | 1,468                      | —                     |
| Deferred tax benefit  | (1,681)                    | (727)                 |
| Other   | —                          | (223)                 |
| Changes in assets and liabilities:  |                            |                       |
| Royalty receivables   | 1,250                      | (2,193)               |
| Stream inventory  | (701)                      | 89                    |
| Income tax receivable   | (6,341)                    | (3,854)               |
| Prepaid expenses and other assets   | 1,061                      | (1,654)               |
| Accounts payable  | (4,060)                    | (985)                 |
| Income tax payable  | (10,241)                   | 6,035                 |
| Withholding taxes payable   | (703)                      | 37                    |
| Uncertain tax positions   | 3,266                      | 2,493                 |
| Other liabilities   | 445                        | 299                   |
| Net cash provided by operating activities   | \$ 44,637                  | \$ 71,609             |
| Cash flows from investing activities:   |                            |                       |
| Acquisition of stream and royalty interests                                       | (3)                        | (5)                   |
| Other   | (121)                      | 100                   |
| Net cash (used in) provided by investing activities                               | \$ (124)                   | \$ 95                 |
| Cash flows from financing activities:   |                            |                       |
| Repayment of revolving credit facility  | —                          | (50,000)              |
| Net payments from issuance of common stock  | (1,972)                    | (3,529)               |
| Common stock dividends  | (16,376)                   | (15,682)              |
| Other   | 2,163                      | 55                    |
| Net cash used in financing activities   | \$ (16,185)                | \$ (69,156)           |
| Net increase in cash and equivalents  | 28,328                     | 2,548                 |
| Cash and equivalents at beginning of period                                       | 88,750                     | 85,847                |
| Cash and equivalents at end of period   | \$ 117,078                 | \$ 88,395             |

The accompanying notes are an integral part of these consolidated financial statements.

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ROYAL GOLD, INC.

Notes to Consolidated Financial Statements

(Unaudited)

1. OPERATIONS, SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES AND RECENTLY ADOPTED AND RECENTLY ISSUED ACCOUNTING STANDARDS

Royal Gold, Inc. (“Royal Gold”, the “Company”, “we”, “us”, or “our”), together with its subsidiaries, is engaged in the business of acquiring and managing metal streams, royalties and similar interests. We seek to acquire existing stream and royalty interests or to finance mining projects that are in production or in the development stage in exchange for stream or royalty interests. A metal stream is a purchase agreement that provides, in exchange for an upfront deposit payment, the right to purchase all or a portion of one or more metals produced from a mine at a price determined for the life of the transaction by the purchase agreement. A royalty is a non-operating interest in a mining project that provides the right to revenue or metals produced from the project after deducting contractually specified costs, if any.

Summary of Significant Accounting Policies

The accompanying unaudited consolidated financial statements have been prepared in accordance with U.S. generally accepted accounting principles (“U.S. GAAP”) for interim financial information and with the instructions to Form 10-Q and Article 10 of Regulation S-X under the Securities Exchange Act of 1934, as amended. Accordingly, they do not include all of the information and footnotes required by U.S. GAAP for annual financial statements. In the opinion of management, all adjustments which are of a normal recurring nature considered necessary for a fair presentation of our interim financial statements have been included in this Form 10-Q. Operating results for the three months ended September 30, 2018, are not necessarily indicative of the results that may be expected for the fiscal year ending June 30, 2019. These interim unaudited financial statements should be read in conjunction with the Company’s Annual Report on Form 10-K for the fiscal year ended June 30, 2018 filed with the Securities and Exchange Commission on August 9, 2018 (“Fiscal 2018 10-K”).

Recently Adopted Accounting Standards

Revenue Recognition

On July 1, 2018, we adopted Accounting Standards Codification 606 - Revenue from Contracts with Customers (“ASC 606”) using the modified retrospective method of transition. Under this transition approach, we applied ASC 606 to all existing contracts for which all (or substantially all) of the revenue attributable to a contract had not been recognized

under legacy revenue guidance. The guidance of ASC 606 will also be applied to any new contracts entered into on or after July 1, 2018.

ASC 606 supersedes nearly all of the existing revenue recognition guidance under U.S. GAAP and sets out a five-step revenue recognition framework to recognize revenue upon the transfer of control of goods or services to customers in an amount that reflects the consideration to which an entity expects to be entitled for those goods or services.

For the three months ended September 30, 2018, there was no impact to our reported revenue, operating costs and expenses or net income attributable to Royal Gold common stockholders as a result of adopting ASC 606, as compared to legacy revenue guidance under U.S. GAAP. In addition, no cumulative catch-up adjustment to accumulated losses was required on July 1, 2018 as a result of adopting ASC 606. Please refer to Note 4 for additional discussion.

#### Recognition and Measurement of Financial Instruments

On July 1, 2018, we adopted Accounting Standards Update (“ASU”) 2016-01 – Financial Instrument, which is guidance on the recognition and measurement of financial instruments. The amended guidance requires, among other things, that equity securities previously classified as available-for-sale be measured at fair value with changes in fair value recognized in net income rather than other comprehensive income (loss) as required under previous guidance. Upon adoption, the Company recorded a cumulative-effect adjustment in Accumulated losses of \$1.2 million. The change in fair value of our equity securities was approximately \$1.5 million for the three months ended September 30, 2018 and is included in Fair value change of marketable equity securities on our consolidated statements of operations and comprehensive income. The carrying value of the Company’s equity securities as of September 30, 2018 and June 30, 2018 was \$17.8 million and \$19.2 million, respectively, and is included in Other assets on the Company’s consolidated balance sheets. As of

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ROYAL GOLD, INC.

Notes to Consolidated Financial Statements (Continued)

(Unaudited)

September 30, 2018, the Company owns 682,556 common shares of Contango Ore, Inc. (“CORE”) and 3,379,913 common shares of Rubicon Minerals Corporation.

Recently Issued Accounting Standards

Leases

In February 2016, the Financial Accounting Standards Board issued ASU 2016-02, Leases (Topic 842) which requires recognition of right-of-use assets and lease payment liabilities on the balance sheet by lessees for virtually all leases currently classified as operating leases. Under ASU 2016-02, companies are permitted to make a policy election to not recognize lease assets or liabilities when the term of the lease is less than twelve months. The new guidance is effective for the Company’s fiscal year beginning July 1, 2019, and early adoption is permitted. We are currently evaluating the transition effort and impact, if any, this guidance will have on our consolidated financial statements and footnote disclosures.

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ROYAL GOLD, INC.

Notes to Consolidated Financial Statements (Continued)

(Unaudited)

## 2. STREAM AND ROYALTY INTERESTS, NET

The following tables summarize the Company's stream and royalty interests, net as of September 30, 2018 and June 30, 2018.

| As of September 30, 2018 (Amounts in thousands):     | Cost         | Accumulated<br>Depletion | Net          |
|--|--------------|--------------------------|--------------|
| Production stage stream interests:                   |              |                          |              |
| Mount Milligan                                       | \$ 790,635   | \$ (155,695)             | \$ 634,940   |
| Pueblo Viejo   | 610,404      | (125,261)                | 485,143      |
| Andacollo  | 388,182      | (70,747)                 | 317,435      |
| Wassa and Prestea                                    | 146,475      | (46,711)                 | 99,764       |
| Rainy River  | 175,727      | (6,939)                  | 168,788      |
| Total production stage stream interests              | 2,111,423    | (405,353)                | 1,706,070    |
| Production stage royalty interests:                  |              |                          |              |
| Voisey's Bay   | 205,724      | (90,006)                 | 115,718      |
| Peñasquito   | 99,172       | (39,054)                 | 60,118       |
| Holt   | 34,612       | (21,569)                 | 13,043       |
| Cortez   | 20,878       | (11,275)                 | 9,603        |
| Other  | 483,795      | (371,074)                | 112,721      |
| Total production stage royalty interests             | 844,181      | (532,978)                | 311,203      |
| Total production stage stream and royalty interests  | 2,955,604    | (938,331)                | 2,017,273    |
| Development stage stream interests:                  |              |                          |              |
| Other  | 12,038       | —                        | 12,038       |
| Development stage royalty interests:                 |              |                          |              |
| Cortez   | 59,803       | —                        | 59,803       |
| Other  | 74,329       | —                        | 74,329       |
| Total development stage royalty interests            | 134,132      | —                        | 134,132      |
| Total development stage stream and royalty interests | 146,170      | —                        | 146,170      |
| Exploration stage royalty interests:                 |              |                          |              |
| Pascua-Lama  | 177,690      | —                        | 177,690      |
| Other  | 117,482      | —                        | 117,482      |
| Total exploration stage royalty interests            | 295,172      | —                        | 295,172      |
| Total stream and royalty interests, net              | \$ 3,396,946 | \$ (938,331)             | \$ 2,458,615 |



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ROYAL GOLD, INC.

Notes to Consolidated Financial Statements (Continued)

(Unaudited)

| As of June 30, 2018 (Amounts in thousands):          | Cost         | Accumulated<br>Depletion | Impairments  | Net          |
|--|--------------|--------------------------|--------------|--------------|
| Production stage stream interests:                   |              |                          |              |              |
| Mount Milligan                                       | \$ 790,635   | \$ (152,833)             | \$ —         | \$ 637,802   |
| Pueblo Viejo   | 610,404      | (114,944)                | —            | 495,460      |
| Andacollo  | 388,182      | (59,851)                 | —            | 328,331      |
| Wassa and Prestea                                    | 146,475      | (41,601)                 | —            | 104,874      |
| Rainy River  | 175,727      | (4,028)                  | —            | 171,699      |
| Total production stage stream interests              | 2,111,423    | (373,257)                | —            | 1,738,166    |
| Total production stage stream and royalty interests  |              |                          |              |              |
| Production stage royalty interests:                  |              |                          |              |              |
| Voisey's Bay   | 205,724      | (86,933)                 | —            | 118,791      |
| Peñasquito   | 99,172       | (38,426)                 | —            | 60,746       |
| Holt   | 34,612       | (21,173)                 | —            | 13,439       |
| Cortez   | 20,878       | (11,241)                 | —            | 9,637        |
| Other  | 483,795      | (364,795)                | —            | 119,000      |
| Total production stage royalty interests             | 844,181      | (522,568)                | —            | 321,613      |
| Total production stage stream and royalty interests  | 2,955,604    | (895,825)                | —            | 2,059,779    |
| Development stage stream interests:                  |              |                          |              |              |
| Other  | 12,038       | —                        | —            | 12,038       |
| Development stage royalty interests:                 |              |                          |              |              |
| Cortez   | 59,803       | —                        | —            | 59,803       |
| Other  | 74,610       | —                        | (284)        | 74,326       |
| Total development stage royalty interests            | 134,413      | —                        | (284)        | 134,129      |
| Total development stage stream and royalty interests | 146,451      | —                        | (284)        | 146,167      |
| Exploration stage royalty interests:                 |              |                          |              |              |
| Pascua-Lama  | 416,770      | —                        | (239,080)    | 177,690      |
| Other  | 117,481      | —                        | —            | 117,481      |
| Total exploration stage royalty interests            | 534,251      | —                        | (239,080)    | 295,171      |
| Total stream and royalty interests, net              | \$ 3,636,306 | \$ (895,825)             | \$ (239,364) | \$ 2,501,117 |

Voisey's Bay



The royalty on production of nickel, copper, cobalt and other minerals from the Voisey's Bay mine in Newfoundland and Labrador, Canada is directly owned by the Labrador Nickel Royalty Limited Partnership ("LNRLP"), in which the Company's wholly-owned indirect subsidiary is the general partner and 90% owner. The remaining 10% interest in LNRLP is owned by a subsidiary of Altius Minerals Corporation ("Altius").

On September 13, 2018, LNRLP entered into an agreement with Vale Canada Limited and certain of its subsidiaries (collectively, the "Parties") to comprehensively settle their long-standing litigation related to calculation of the royalty on the sale of all concentrates produced from the Voisey's Bay mine. Refer to Note 14 of our Fiscal 2018 10-K for further discussion on the claims previously asserted by LNRLP.

The Parties agreed to a new method for calculating the royalty in respect of concentrates processed at Vale's Long Harbour Processing Plant, which will be effective for all Voisey's Bay mine production after April 1, 2018. Under the terms of the settlement, Royal Gold expects the 3% royalty rate will apply to approximately 50% of the gross metal value in the concentrates at the nickel, copper and cobalt prices prevailing at the time of settlement. As those metal prices rise or fall, the percentage of gross metal value in the concentrates applicable to the royalty would correspondingly increase or decrease.

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## ROYAL GOLD, INC.

## Notes to Consolidated Financial Statements (Continued)

(Unaudited)

During the three months ended September 30, 2018, the Company recognized approximately \$4.9 million in royalty revenue attributable to Voisey's Bay metal production from the June 30 and September 30, 2018 quarters. Royalty payments for each quarter are due 45 days after quarter-end. Refer to Note 4 for further discussion on our revenue recognition.

## 3. DEBT

The Company's non-current debt as of September 30, 2018 and June 30, 2018 consists of the following:

|                            | As of September 30, 2018 |                      |                     |            | As of June 30, 2018    |                      |                     |            |
|----------------------------|--------------------------|----------------------|---------------------|------------|------------------------|----------------------|---------------------|------------|
|                            | Principal                | Unamortized Discount | Debt Issuance Costs | Total      | Principal              | Unamortized Discount | Debt Issuance Costs | Total      |
|                            | (Amounts in thousands)   |                      |                     |            | (Amounts in thousands) |                      |                     |            |
| Convertible notes due 2019 | \$ 370,000               | \$ (9,512)           | \$ (976)            | \$ 359,512 | \$ 370,000             | \$ (12,764)          | \$ (1,316)          | \$ 355,920 |
| Revolving credit facility  | —                        | —                    | (4,573)             | (4,573)    | —                      | —                    | (4,893)             | (4,893)    |
| Total debt                 | \$ 370,000               | \$ (9,512)           | \$ (5,549)          | \$ 354,939 | \$ 370,000             | \$ (12,764)          | \$ (6,209)          | \$ 351,027 |

## Convertible Senior Notes Due 2019

In June 2012, the Company completed an offering of \$370 million aggregate principal amount of 2.875% convertible senior notes due 2019 ("2019 Notes"). The 2019 Notes bear interest at the rate of 2.875% per annum, and the Company is required to make semi-annual interest payments on the outstanding principal balance of the 2019 Notes on June 15 and December 15 of each year, beginning December 15, 2012. The 2019 Notes mature on June 15, 2019. Generally, we classify debt that is maturing within one year as a current liability. However, the Company has the intent and ability to settle the principal amount of the 2019 Notes in cash primarily from its available revolving credit facility, a non-current liability, as of September 30 and June 30, 2018.

Interest expense recognized on the 2019 Notes for the three months ended September 30, 2018, was \$6.3 million compared to \$6.0 million for the three months ended September 30, 2017, and included the contractual coupon interest, the accretion of the debt discount and amortization of the debt issuance costs.

#### Revolving credit facility

The Company maintains a \$1 billion revolving credit facility. As of September 30, 2018, the Company had no amounts outstanding and \$1 billion available under the revolving credit facility. Interest expense recognized on the revolving credit facility for the three months ended September 30, 2018 was \$0.3 million (amortization of debt issuance costs only) and \$1.8 million, for the three months ended September 30, 2017, which included interest on the outstanding borrowings and the amortization of the debt issuance costs. Royal Gold may repay any borrowings under the revolving credit facility at any time without premium or penalty.

As discussed in Note 5 to the notes to consolidated financial statements in the Company's Fiscal 2018 10-K, the Company has financial covenants associated with its revolving credit facility. As of September 30, 2018, the Company was in compliance with each financial covenant.

## 4. REVENUE

#### Revenue Recognition

Under current ASC 606 guidance, a performance obligation is a promise in a contract to transfer control of a distinct good or service (or integrated package of goods and/or services) to a customer. A contract's transaction price is allocated to each distinct performance obligation and recognized as revenue when, or as, a performance obligation is satisfied. In accordance with this guidance, revenue attributable to our stream interests and royalty interests is generally recognized at

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ROYAL GOLD, INC.

Notes to Consolidated Financial Statements (Continued)

(Unaudited)

the point in time that control of the related metal production transfers to our customers. The amount of revenue we recognize further reflects the consideration to which we are entitled under the respective stream or royalty agreement. A more detailed summary of our revenue recognition policies for our stream and royalty interests is discussed below.

Stream Interests

A metal stream is a purchase agreement that provides, in exchange for an upfront deposit payment, the right to purchase all or a portion of one or more of the metals produced from a mine, at a price determined for the life of the transaction by the purchase agreement. Gold, silver and copper received under our metal streaming agreements are taken into inventory, and then sold primarily using average spot rate gold, silver and copper forward contracts. The sales price for these average spot rate forward contracts is determined by the average daily gold, silver or copper spot prices during the term of the contract, typically a consecutive number of trading days between ten days and three months (depending on the frequency of deliveries under the respective streaming agreement and our sales policy in effect at the time) commencing shortly after receipt and purchase of the metal. We settle our forward sales contracts via physical delivery of the metal to the purchaser (our customer) on the settlement date specified in the contract. Under our forward sales contracts, there is a single performance obligation to sell a contractually specified volume of metal to the purchaser, and we satisfy this obligation at the point in time of physical delivery. Accordingly, revenue from our metal sales is recognized on the date of settlement, which is the date that control, custody and title to the metal transfer to the purchaser.

Royalty Interests

Royalties are non-operating interests in mining projects that provide the right to a percentage of revenue or metals produced from the project after deducting specified costs, if any. We are entitled to payment for our royalty interest in a mining project based on a contractually specified commodity price (monthly or quarterly average spot price) for the period in which metal production occurred. As a royalty holder, we act as a passive entity in the production and operations of the mining project, and the third-party operator of the mining project is responsible for all mining activities, including subsequent marketing and delivery of all metal production to their ultimate customer. In all of our material royalty interest arrangements, we have concluded that we transfer control of our interest in the metal production to the operator at the point at which production occurs, and thus, the operator is our customer. We have further determined that the transfer of each unit of metal production, comprising our royalty interest, to the operator represents a separate performance obligation under the contract, and each performance obligation is satisfied at the point in time of metal production by the operator. Accordingly, we recognize revenue attributable to our royalty interests in the period in which metal production occurs at the specified commodity price per the agreement, net of

any contractually allowable offsite treatment, refining, transportation and, if applicable, mining costs.

#### Royalty Revenue Estimates

For a small number of our royalty interests, we may not receive, or be entitled to receive, payment information, including production information from the operator, for the period in which metal production occurred prior to issuance of our financial statements. As a result, we may estimate revenue for these royalties based on available information, including public information, from the operator. If adequate information is not available from the operator or from other public sources before we issue our financial statements, the Company will recognize royalty revenue during the period in which the necessary payment information is received. Differences between estimates and actual amounts could differ significantly and are recorded in the period that the actual amounts are known. Please also refer to our “Use of Estimates” accounting policy discussed in our Fiscal 2018 10-K. For the period ended September 30, 2018, royalty revenue that was estimated or was attributable to metal production for a period prior to September 30, 2018, was not material.

#### Disaggregation of Revenue

We have identified two material revenue sources in our business: stream interests and royalty interests. These identified revenue sources are consistent with our reportable segments as discussed in Note 8.

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ROYAL GOLD, INC.

Notes to Consolidated Financial Statements (Continued)

(Unaudited)

Revenue by metal type attributable to each of our revenue sources is disaggregated as follows:

|                       | Three Months Ended<br>September 30, 2018 |
|-----------------------|--|
| Stream revenue:       |  |
| Gold                  | \$ 59,114                                |
| Silver                | 8,720                                    |
| Copper                | 2,203                                    |
| Total stream revenue  | \$ 70,037                                |
| Royalty revenue:      |  |
| Gold                  | \$ 18,554                                |
| Silver                | 1,352                                    |
| Copper                | 3,615                                    |
| Other                 | 6,434                                    |
| Total royalty revenue | \$ 29,955                                |
| Total revenue         | \$ 99,992                                |

Revenue attributable to our principal stream and royalty interests is disaggregated as follows:

|                       | Metal(s)                  | Three Months Ended<br>September 30, 2018 |
|-----------------------|---------------------------|--|
| Stream revenue:       |                           |  |
| Andacollo             | Gold                      | \$ 27,743                                |
| Pueblo Viejo          | Gold & Silver             | 19,486                                   |
| Mount Milligan        | Gold & Copper             | 8,847                                    |
| Wassa and Prestea     | Gold                      | 8,061                                    |
| Other                 | Gold & Silver             | 5,900                                    |
| Total stream revenue  |                           | \$ 70,037                                |
| Royalty revenue:      |                           |  |
| Peñasquito            | Gold, Silver, Lead & Zinc | \$ 3,637                                 |
| Cortez                | Gold                      | 603                                      |
| Other                 | Various                   | 25,715                                   |
| Total royalty revenue |                           | \$ 29,955                                |
| Total revenue         |                           | \$ 99,992                                |

Please refer to Note 8 for the geographical distribution of our revenue by reportable segment.

#### Contract Receivables

Under our forward sales contracts related to our metal streaming arrangements, payment is due from the purchaser on the day of settlement. Accordingly, our metal stream sales contracts do not give rise to a receivable under ASC 606.

Under our royalty arrangements, payment is typically due by the royalty payor either (i) monthly, typically thirty days after month-end or (ii) quarterly, typically thirty to sixty days after the respective quarter-end. Revenue related to production that has occurred as of the reporting date but for which payment has not been received represents a receivable (rather than a contract asset) under ASC 606, as payment by the operator is unconditional upon the production of metal. As of September 30, 2018, and June 30, 2018, our royalty receivables were \$25.1 million and \$26.4 million, respectively.

#### Practical Expedients Utilized

Our forward sales contracts related to our metal streaming arrangements are short-term in nature with a term of one year or less. For these contracts, we have utilized the practical expedient allowed in ASC 606 that exempts us from presenting the transaction price allocated to remaining performance obligations (i.e. forecasts of unearned revenue) for contracts with an original expected term of one year or less.

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ROYAL GOLD, INC.

Notes to Consolidated Financial Statements (Continued)

(Unaudited)

Our royalty arrangements generally cover metal production over the life of a mine and, thus, have a contract term that is greater than one year. Under these contracts, variability related to future production volumes and market pricing is allocated entirely to those future production volumes from the mining operation. Consequently, we have utilized an alternative practical expedient allowed in ASC 606 that exempts us from presenting the transaction price allocated to remaining performance obligations (i.e. forecasts of unearned revenue) if the variable consideration in a contract is allocated entirely to a wholly unsatisfied performance obligation.

## 5. STOCK-BASED COMPENSATION

The Company recognized stock-based compensation expense as follows:

|  | Three Months Ended     |                    |
|--|------------------------|--------------------|
|  | September 30, 2018     | September 30, 2017 |
|  | (Amounts in thousands) |                    |
| Stock options                          | \$ 120                 | \$ 91              |
| Stock appreciation rights              | 766                    | 488                |
| Restricted stock                       | 1,280                  | 1,426              |
| Performance stock                      | 278                    | 368                |
| Total stock-based compensation expense | \$ 2,444               | \$ 2,373           |

Stock-based compensation expense is included within General and administrative expense in the consolidated statements of operations and comprehensive income.

During the three months ended September 30, 2018, the Company granted the following stock-based compensation awards:



|  | Three Months Ended    |                       |
|--|-----------------------|-----------------------|
|  | September 30,<br>2018 | September 30,<br>2017 |
|  | (Number of shares)    |                       |
| Stock options                                  | 6,430                 | 6,858                 |
| Stock appreciation rights                      | 69,360                | 71,262                |
| Restricted stock                               | 42,260                | 50,380                |
| Performance stock (at maximum 200% attainment) | 57,420                | 68,020                |
| Total equity awards granted                    | 175,470               | 196,520               |

As of September 30, 2018, unrecognized compensation expense (expressed in thousands below) and weighted-average vesting period for each of our stock-based compensation awards were as follows:

|                           | Unrecognized<br>compensation<br>expense | Weighted-<br>average vesting<br>period (years) |
|---------------------------|---|--|
| Stock options             | \$ 227                                  | 2.2  |
| Stock appreciation rights | 2,949                                   | 2.2  |
| Restricted stock          | 6,307                                   | 3.4  |
| Performance stock         | 1,736                                   | 2.1  |

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ROYAL GOLD, INC.

Notes to Consolidated Financial Statements (Continued)

(Unaudited)

## 6. EARNINGS PER SHARE (“EPS”)

Basic earnings per common share were computed using the weighted average number of shares of common stock outstanding during the period, considering the effect of participating securities. Unvested stock-based compensation awards that contain non-forfeitable rights to dividends or dividend equivalents are considered participating securities and are included in the computation of earnings per share pursuant to the two-class method. The Company’s unvested restricted stock awards contain non-forfeitable dividend rights and participate equally with common stock with respect to dividends issued or declared. The Company’s unexercised stock options, unexercised SSARs and unvested performance stock do not contain rights to dividends. Under the two-class method, the earnings used to determine basic earnings per common share are reduced by an amount allocated to participating securities. Use of the two-class method has an immaterial impact on the calculation of basic and diluted earnings per common share.

The following tables summarize the effects of dilutive securities on diluted EPS for the period:

|  | Three Months Ended                    |                       |
|--|---------------------------------------|-----------------------|
|  | September 30,<br>2018                 | September 30,<br>2017 |
|  | (in thousands, except per share data) |                       |
| Net income available to Royal Gold common stockholders | \$ 15,008                             | \$ 28,631             |
| Weighted-average shares for basic EPS                  | 65,374,866                            | 65,235,496            |
| Effect of other dilutive securities                    | 122,293                               | 169,184               |
| Weighted-average shares for diluted EPS                | 65,497,159                            | 65,404,680            |
| Basic earnings per share                               | \$ 0.23                               | \$ 0.44               |
| Diluted earnings per share                             | \$ 0.23                               | \$ 0.44               |

The calculation of weighted average shares includes all of our outstanding common stock. The Company intends to settle the principal amount of the 2019 Notes in cash from amounts available under our revolving credit facility. As a result, there will be no impact to diluted earnings per share unless the share price of the Company’s common stock exceeds the conversion price of \$102.43.

## 7. INCOME TAXES

|                    | Three Months Ended                  |                       |
|--------------------|-------------------------------------|-----------------------|
|                    | September 30,<br>2018               | September 30,<br>2017 |
|                    | (Amounts in thousands, except rate) |                       |
| Income tax expense | \$ 4,115                            | \$ 7,544              |
| Effective tax rate | 25.6%                               | 22.1%                 |

The increase in the effective tax rate for the three months ended September 30, 2018 was primarily related to fewer discrete tax benefits attributable to equity award vesting and exercises in the current quarter as compared to the quarter ending September 30, 2017.

The Company will continue to analyze H.R. 1, originally known as the Tax Cuts and Jobs Act (the “Act”), for additional information and guidance including supplemental legislation, regulatory guidance, or evolving technical interpretations as they become available. The final Act impacts may differ from the recorded amounts as of September 30, 2018 and the Company will continue to refine such amounts within the measurement period provided by Staff Accounting Bulletin No. 118. The Company expects to complete its analysis during the second quarter of fiscal year 2019.

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ROYAL GOLD, INC.

Notes to Consolidated Financial Statements (Continued)

(Unaudited)

## 8. SEGMENT INFORMATION

The Company manages its business under two reportable segments, consisting of the acquisition and management of stream interests and the acquisition and management of royalty interests. Royal Gold's long-lived assets (stream and royalty interests, net) are geographically distributed as shown in the following table:

|                    | As of September 30, 2018 |                  |   | As of June 30, 2018 |                  |              | Total stream and royalty interests, net |
|--------------------|--------------------------|------------------|---|---------------------|------------------|--------------|---|
|                    | Stream interest          | Royalty interest | Total stream and royalty interests, net | Stream interest     | Royalty interest | Impairments  |   |
| Canada             | \$ 803,727               | \$ 209,725       | \$ 1,013,452                            | \$ 809,500          | \$ 214,562       | \$ (284)     | \$ 1,023,778                            |
| Dominican Republic | 485,143                  | —                | 485,143                                 | 495,460             | —                | —            | 495,460                                 |
| Chile              | 317,434                  | 214,226          | 531,660                                 | 328,331             | 453,306          | (239,080)    | 542,557                                 |
| Africa             | 99,764                   | 495              | 100,259                                 | 104,874             | 502              | —            | 105,376                                 |
| Mexico             | —                        | 90,243           | 90,243                                  | —                   | 93,277           | —            | 93,277                                  |
| United States      | —                        | 164,987          | 164,987                                 | —                   | 165,543          | —            | 165,543                                 |
| Australia          | —                        | 33,622           | 33,622                                  | —                   | 34,254           | —            | 34,254                                  |
| Other              | 12,039                   | 27,210           | 39,249                                  | 12,039              | 28,833           | —            | 40,872                                  |
| Total              | \$ 1,718,107             | \$ 740,508       | \$ 2,458,615                            | \$ 1,750,204        | \$ 990,277       | \$ (239,364) | \$ 2,501,117                            |

The Company's revenue, cost of sales and net revenue by reportable segment for the three months ended September 30, 2018 and 2017, is geographically distributed as shown in the following table:

|                    | Three Months Ended September 30, 2018 |               |             | Three Months Ended September 30, 2017 |               |             |
|--------------------|---------------------------------------|---------------|-------------|---------------------------------------|---------------|-------------|
|                    | Revenue                               | Cost of sales | Net revenue | Revenue                               | Cost of sales | Net revenue |
| Streams:           |                                       |               |             |                                       |               |             |
| Chile              | \$ 27,742                             | \$ 4,278      | \$ 23,464   | \$ 12,337                             | \$ 1,812      | \$ 10,525   |
| Dominican Republic | 19,486                                | 6,324         | 13,162      | 25,403                                | 7,588         | 17,815      |
| Canada             | 14,747                                | 4,265         | 10,482      | 31,952                                | 9,223         | 22,729      |
| Africa             | 8,062                                 | 1,660         | 6,402       | 9,070                                 | 1,796         | 7,274       |
| Total streams      | \$ 70,037                             | \$ 16,527     | \$ 53,510   | \$ 78,762                             | \$ 20,419     | \$ 58,343   |

|                             |           |           |           |            |           |           |
|-----------------------------|-----------|-----------|-----------|------------|-----------|-----------|
| Royalties:                  |           |           |           |            |           |           |
| Canada                      | \$ 10,181 | \$ —      | \$ 10,181 | \$ 6,092   | \$ —      | \$ 6,092  |
| Mexico                      | 7,996     | —         | 7,996     | 10,897     | —         | 10,897    |
| United States               | 6,056     | —         | 6,056     | 10,429     | —         | 10,429    |
| Australia                   | 3,060     | —         | 3,060     | 3,320      | —         | 3,320     |
| Africa                      | 492       | —         | 492       | 462        | —         | 462       |
| Chile                       | -         | —         | -         | —          | —         | -         |
| Other                       | 2,170     | —         | 2,170     | 2,514      | —         | 2,514     |
| Total royalties             | \$ 29,955 | \$ —      | \$ 29,955 | \$ 33,714  | \$ —      | \$ 33,714 |
| Total streams and royalties | \$ 99,992 | \$ 16,527 | \$ 83,465 | \$ 112,476 | \$ 20,419 | \$ 92,057 |

## 9. FAIR VALUE MEASUREMENTS

ASC 820, Fair Value Measurements and Disclosures (“ASC 820”) establishes a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (Level 1 measurements) and the lowest priority to unobservable inputs (Level 3 measurements). The three levels of the fair value hierarchy under ASC 820 are described below:

Level 1: Quoted prices for identical instruments in active markets;

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ROYAL GOLD, INC.

Notes to Consolidated Financial Statements (Continued)

(Unaudited)

Level 2: Quoted prices for similar instruments in active markets; quoted prices for identical or similar instruments in markets that are not active; and model-derived valuations in which all significant inputs and significant value drivers are observable in active markets; and

Level 3: Prices or valuation techniques requiring inputs that are both significant to the fair value measurement and unobservable (supported by little or no market activity).

The following table sets forth the Company's financial assets measured at fair value on a recurring basis (at least annually) by level within the fair value hierarchy.

|                                 | As of September 30, 2018 |                  | Level 1    | Level 2 | Level 3 |
|---------------------------------|--------------------------|------------------|------------|---------|---------|
|                                 | Carrying Amount          | Fair Value Total |            |         |         |
| Assets (In thousands):          |                          |                  |            |         |         |
| Marketable equity securities(1) | \$ 17,771                | \$ 17,771        | \$ 17,771  | \$ —    | \$ —    |
| Total assets                    | \$ 17,771                | \$ 17,771        | \$ 17,771  | \$ —    | \$ —    |
| Liabilities (In thousands):     |                          |                  |            |         |         |
| Debt(2)                         | \$ 437,488               | \$ 373,393       | \$ 373,393 | \$ —    | \$ —    |
| Total liabilities               | \$ 437,488               | \$ 373,393       | \$ 373,393 | \$ —    | \$ —    |

(1) Included in Other assets on the Company's consolidated balance sheets.

(2) Included in the carrying amount is the equity component of our 2019 Notes in the amount of \$77 million, which is included within Additional paid-in capital on the Company's consolidated balance sheets.

The Company's marketable equity securities classified within Level 1 of the fair value hierarchy are valued using quoted market prices in active markets. The fair value of the Level 1 marketable equity securities is calculated as the quoted market price of the marketable equity security multiplied by the quantity of shares held by the Company. The Company's debt classified within Level 1 of the fair value hierarchy is valued using quoted prices in an active market.

As of September 30, 2018, the Company also had assets that, under certain conditions, are subject to measurement at fair value on a non-recurring basis like those associated with stream and royalty interests, intangible assets and other long-lived assets. For these assets, measurement at fair value in periods subsequent to their initial recognition is

applicable if any of these assets are determined to be impaired. If recognition of these assets at their fair value becomes necessary, such measurements will be determined utilizing Level 3 inputs.

## 10.COMMITMENTS AND CONTINGENCIES

### Ilovica Gold Stream Acquisition

As of September 30, 2018, the Company's conditional funding schedule for \$163.75 million related to its Ilovica gold stream acquisition made in October 2014 remains subject to certain conditions.

## 11. SUBSEQUENT EVENT

On October 3, 2018, the Company purchased the second and final tranche of CORE common stock (127,188 shares) for \$26 per share. Upon this acquisition, the Company owns 809,744 shares of CORE common stock.

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ITEM 2. MANAGEMENT’S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

General

This Management’s Discussion and Analysis of Financial Condition and Results of Operations (“MD&A”) is intended to provide information to assist you in better understanding and evaluating our financial condition and results of operations. Royal Gold, Inc. (“Royal Gold”, the “Company”, “we”, “us”, or “our”), recommends that you read this MD&A in conjunction with our consolidated financial statements included in Item 1 of this Quarterly Report on Form 10-Q, as well as our Annual Report on Form 10-K for the fiscal year ended June 30, 2018 filed with the Securities and Exchange Commission (the “SEC”) on August 9, 2018.

This MD&A contains forward-looking information. You should review our important note about forward-looking statements following this MD&A.

We refer to “GSR,” “NSR,” “NVR,” “metal stream (or “stream”)” and other types of royalty or similar interests throughout this MD&A. These terms are defined in our Fiscal 2018 10-K.

Statement Regarding Third Party Information

Royal Gold does not own, develop, or mine the properties on which it holds stream or royalty interests, except for our interest in the Peak Gold, LLC joint venture (“Peak Gold JV”) as described further in this report. Certain information provided in this report, including the Operator’s Production Estimates by Stream and Royalty Interest for Calendar 2018 and Property Developments, has been provided to us by the operators of properties where we own interests or is publicly available information filed by these operators with applicable securities regulatory bodies, including the SEC. Royal Gold has not verified, and is not in a position to verify, and expressly disclaims any responsibility for, the accuracy, completeness or fairness of such third-party information and refers the reader to the public reports filed by the operators for information regarding those properties.

Overview

Royal Gold, together with its subsidiaries, is engaged in the business of acquiring and managing metal streams, royalties, and similar interests. We seek to acquire existing stream and royalty interests or to finance projects that are



in production or in the development stage in exchange for stream or royalty interests.

We manage our business under two segments:

**Acquisition and Management of Stream Interests** — A metal stream is a purchase agreement that provides, in exchange for an upfront deposit payment, the right to purchase all or a portion of one or more metals produced from a mine, at a price determined for the life of the transaction by the purchase agreement. As of September 30, 2018, we owned stream interests on five producing properties and one development stage property. Stream interests accounted for approximately 70% of our total revenue for the three months ended September 30, 2018 and 2017. We expect stream interests to continue representing a significant proportion of our total revenue.

**Acquisition and Management of Royalty Interests** — Royalties are non-operating interests in mining projects that provide the right to revenue or metals produced from the project after deducting specified costs, if any. As of September 30, 2018, we owned royalty interests on 35 producing properties, 17 development stage properties and 133 exploration stage properties, of which we consider 56 to be evaluation stage projects. We use “evaluation stage” to describe exploration stage properties that contain mineralized material and on which operators are engaged in the search for reserves. Royalties accounted for approximately 30% of our total revenue for the three months ended September 30, 2018 and 2017.

We do not conduct mining operations on the properties in which we hold stream and royalty interests, and except for our interest in the Peak Gold JV, we generally are not required to contribute to capital costs, exploration costs, environmental costs or other operating costs on those properties.

In the ordinary course of business, we engage in a continual review of opportunities to acquire existing stream and royalty interests, to establish new streams on operating mines, to create new stream and royalty interests through the financing of

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mine development or exploration, or to acquire companies that hold stream and royalty interests. We currently, and generally at any time, have acquisition opportunities in various stages of active review, including, for example, our engagement of consultants and advisors to analyze particular opportunities, our analysis of technical, financial and other confidential information of particular opportunities, submission of indications of interest and term sheets, participation in preliminary discussions and negotiations and involvement as a bidder in competitive processes.

Our financial results are primarily tied to the price of gold and, to a lesser extent, the price of silver and copper, together with the amounts of production from our producing stage stream and royalty interests. The price of gold, silver, copper and other metals has fluctuated widely in recent years. The marketability and the price of metals are influenced by numerous factors beyond the control of the Company and significant declines in the price of gold, silver or copper could have a material and adverse effect on the Company's results of operations and financial condition.

For the three months ended September 30, 2018 and 2017, gold, silver and copper price averages and percentage of revenue by metal were as follows:

| Metal             | Three Months Ended<br>September 30, 2018 |                       | September 30, 2017 |                          |
|-------------------|--|-----------------------|--------------------|--------------------------|
|                   | Average<br>Price                         | Percentage of Revenue | Average<br>Price   | Percentage<br>of Revenue |
| Gold (\$/ounce)   | \$ 1,213                                 | 78%                   | \$ 1,278           | 77%                      |
| Silver (\$/ounce) | \$ 15.02                                 | 10%                   | \$ 16.84           | 10%                      |
| Copper (\$/pound) | \$ 2.77                                  | 6%                    | \$ 2.88            | 10%                      |
| Other             | N/A                                      | 6%                    | N/A                | 3%                       |

## Recent Business Developments

## Voisey's Bay

The royalty on production of nickel, copper, cobalt and other minerals from the Voisey's Bay mine in Newfoundland and Labrador, Canada is directly owned by the Labrador Nickel Royalty Limited Partnership ("LNRLP"), in which the Company's wholly-owned indirect subsidiary is the general partner and 90% owner. The remaining 10% interest in LNRLP is owned by a subsidiary of Altius Minerals Corporation ("Altius").

On September 13, 2018, LNRLP entered into an agreement with Vale Canada Limited and certain of its subsidiaries (collectively, the "Parties") to comprehensively settle their long-standing litigation related to calculation of the royalty

on the sale of all concentrates produced from the Voisey's Bay mine. Refer to Note 14 of our Fiscal 2018 10-K for further discussion on the claims previously asserted by LNRLP.

The Parties agreed to a new method for calculating the royalty in respect of concentrates processed at Vale's Long Harbour Processing Plant, which will be effective for all Voisey's Bay mine production after April 1, 2018. Under the terms of the settlement, Royal Gold expects the 3% royalty rate will apply to approximately 50% of the gross metal value in the concentrates at the nickel, copper and cobalt prices prevailing at the time of settlement. As those metal prices rise or fall, the percentage of gross metal value in the concentrates applicable to the royalty would correspondingly increase or decrease.

LHPP is designed to produce 50,000 tonnes of finished nickel annually. The plant is currently ramping up and is producing at an annualized rate of approximately 35,600 tonnes based on actual production of 8,900 tonnes in the second calendar quarter of 2018. In the next few years, Voisey's Bay concentrate will provide 100% of the feed to LHPP but, over time, other sources of concentrate will be added to LHPP.

On June 11, 2018, Vale announced it will recommence the \$1.7 billion development of an underground mine and associated facilities, which is expected to extend the Voisey's Bay mine life until 2034. Vale expects the underground mine to begin production in 2021 and to ramp up over four years, while the current open pit mining in the Ovoid deposit is expected to continue until 2022. Vale estimates Voisey's Bay mineral reserves at 32.4 million tonnes with a nickel grade of 2.13%, a copper grade of 0.96%, and a cobalt grade of 0.13% as of December 31, 2017.

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During the three months ended September 30, 2018, the Company recognized approximately \$4.9 million (includes 10% non-controlling interest) in royalty revenue attributable to Voisey's Bay metal production in total for the June 30 (\$2.7 million) and September 30, 2018 (\$2.2 million) quarters. Royalty payments for each quarter are due 45 days after quarter-end. The Company anticipates recognizing revenue for the Voisey's Bay royalty in the period in which metal production occurs, based on information provided by the operator. If information is not received timely from the operator, the Company may estimate Voisey's Bay royalty revenue based on available or historical information. Refer to Note 4 of our notes to consolidated financial statements for further discussion on our revenue recognition.

### Peak Gold JV

On September 24, 2018, the Company announced that the Peak Gold JV, of which our Royal Alaska, LLC subsidiary owns a 40% interest, completed a Preliminary Economic Assessment ("PEA") on the Peak Gold Project located near Tok, Alaska. The PEA contemplates on a preliminary basis an open pit mining operation with positive economics at base case gold and silver prices.

Royal Gold also owns two net smelter return royalties on the Peak Gold Project.

### Acquisition of Contango Ore, Inc. Common Stock

On October 3, 2018, the Company purchased the second and final tranche of Contango Ore, Inc. ("CORE") common stock (127,188 shares) for \$26 per share. As previously reported in our Fiscal 2018 10-K, the Company purchased 682,556 shares of CORE common stock at \$26 per share in June 2018. As of the date of this report, the Company owns 809,744 shares of CORE common stock.

### Principal Stream and Royalty Interests

The Company considers both historical and future potential revenues in determining which stream and royalty interests in our portfolio are principal to our business. Estimated future potential revenues from both producing and development properties are based on a number of factors, including reserves subject to our stream and royalty interests, production estimates, feasibility studies, metal price assumptions, mine life, legal status and other factors and assumptions, any of which could change and could cause the Company to conclude that one or more of such stream and royalty interests are no longer principal to our business. Currently, our principal producing stream and royalty interests are listed alphabetically in the following table.

Please refer to our Fiscal 2018 10-K for further discussion of our principal producing stream and royalty interests.

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## Principal Producing Properties

| Mine                 | Location                            | Operator  | Stream or royalty interests<br>(Gold unless otherwise stated)  |
|----------------------|-------------------------------------|---|--|
| Andacollo            | Region IV, Chile                    | Compañía Minera Teck Carmen de Andacollo ("Teck") | Gold stream - 100% of gold produced (until 900,000 ounces delivered; 50% thereafter)   |
| Cortez               | Nevada, USA                         | Barrick Gold Corporation ("Barrick")              | GSR1: 0.40% to 5.0% sliding-scale GSR<br>GSR2: 0.40% to 5.0% sliding-scale GSR<br>GSR3: 0.71% GSR<br>NVR1: 4.91% NVR; 4.52% NVR (Crossroads)   |
| Mount Milligan       | British Columbia, Canada            | Centerra Gold Inc. ("Centerra")                   | Gold stream - 35.00% of payable gold   |
| Peñasquito           | Zacatecas, Mexico                   | Goldcorp Inc. ("Goldcorp")                        | Copper stream - 18.75% of payable copper<br>2.0% NSR (gold, silver, lead, zinc)  |
| Pueblo Viejo         | Sanchez Ramirez, Dominican Republic | Barrick (60%)                                     | Gold stream - 7.5% of gold produced (until 990,000 ounces delivered; 3.75% thereafter)<br>Silver stream - 75% of silver produced (until 50.0 million ounces delivered; 37.5% thereafter) |
| Wassa and Prestea(1) | Western Region of Ghana             | Golden Star Resources Ltd. ("Golden Star")        | Gold stream - 10.5% of gold produced   |

(1) Gold stream percentage increased to 10.5% from 9.25% effective January 1, 2018.

## Operators' Production Estimates by Stream and Royalty Interest for Calendar 2018

We received annual production estimates from many of the operators of our producing mines during the first calendar quarter of 2018. The following table shows such production estimates for our principal producing properties for calendar 2018 as well as the actual production reported to us by the various operators through September 30, 2018. The estimates and production reports are prepared by the operators of the mining properties. We do not participate in the preparation or calculation of the operators' estimates or production reports and have not independently assessed or verified, and disclaim all responsibility for, the accuracy of such information. Please refer to "Property Developments" below within this MD&A for further discussion on our principal producing and development stage properties.

## Operators' Estimated and Actual Production by Stream and Royalty Interest for Calendar 2018

## Principal Producing Properties

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| Stream/Royalty Stream: | Calendar 2018 Operator's Production Estimate Estimate(1) |              |                    | Calendar 2018 Operator's Production Actual(2) |              |                    |
|------------------------|--|--------------|--------------------|---|--------------|--------------------|
|                        | Gold (oz.)   | Silver (oz.) | Base Metals (lbs.) | Gold (oz.)                                    | Silver (oz.) | Base Metals (lbs.) |
| Andacollo(3)           | 66,700   |              |                    | 43,300  |              |                    |
| Mount Milligan(4)      | 175,000 - 195,000  |              |                    | 134,700                                       |              |                    |
| Copper                 |  |              | 40 - 47 million    |   |              | 35.3 million       |
| Pueblo Viejo(5)        | 575,000 - 590,000  | Not provided |                    | 415,000                                       | Not provided |                    |
| Wassa and Prestea(6)   | 225,000 - 235,000  |              |                    | 175,900                                       |              |                    |
| Royalty:               |  |              |                    |   |              |                    |
| Cortez GSR1            | 48,300   |              |                    | 29,100  |              |                    |
| Cortez GSR2            | 2,200  |              |                    | 700   |              |                    |
| Cortez GSR3            | 50,500   |              |                    | 29,800  |              |                    |
| Cortez NVR1            | 31,600   |              |                    | 18,100  |              |                    |
| Peñasquito(7)          | 310,000  | Not provided |                    | 220,000                                       | 14.1 million |                    |
| Lead                   |  |              | 160 million        |   |              | 82.5 million       |
| Zinc                   |  |              | 300 million        |   |              | 225.9 million      |

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- (1) Production estimates received from our operators are for calendar 2018. Please refer to our cautionary statement regarding third party information at the beginning of this MD&A. There can be no assurance that production estimates received from our operators will be achieved. Please also refer to our cautionary language regarding forward-looking statements following this MD&A, as well as the Risk Factors identified in Part I, Item 1A, of our Fiscal 2018 10-K for information regarding factors that could affect actual results.
- (2) Actual production figures shown are from our operators and cover the period January 1, 2018 through September 30, 2018, unless otherwise noted.
- (3) The estimated and actual production figures shown for Andacollo are contained gold in concentrate.
- (4) The estimated and actual production figures shown for Mount Milligan are payable gold and copper in concentrate.
- (5) The estimated and actual production figures shown for Pueblo Viejo are payable gold in doré and represent Barrick's 60% interest in Pueblo Viejo. The operator did not provide estimated or actual silver production.
- (6) The estimated and actual production figures shown for Wassa and Prestea are payable gold in doré.
- (7) The estimated and actual gold production figures shown for Peñasquito are payable gold in concentrate and doré. The estimated and actual lead and zinc production figures shown are payable lead and zinc from concentrate. The operator did not provide estimated annual silver production, and the actual silver production figure shown is payable silver in concentrate and doré.

Property Developments

The following property development information is provided by the operators of the property, either to Royal Gold or in various documents made publicly available.

Stream Interests

Andacollo



Gold stream deliveries from Andacollo were approximately 15,300 ounces of gold for the three months ended September 30, 2018, compared to approximately 13,000 ounces of gold for the three months ended September 30, 2017.

Consistent with their mine plan at Andacollo, Teck expects production to decline as lower copper grades are expected for the remainder of calendar 2018 and future years. Teck continues to study and pilot projects that would help partially offset the decline in grades. The current life of mine for Andacollo is expected to continue until 2035. Additional permitting or amendments to existing permits will be required to execute the life of mine plan.

#### Mount Milligan

Gold stream deliveries from Mount Milligan were approximately 12,600 ounces of gold for the three months ended September 30, 2018, compared to approximately 18,700 ounces of gold for the three months ended September 30, 2017.

Copper stream deliveries from Mount Milligan were approximately 1.60 million pounds during the three months ended September 30, 2018, compared to approximately 2.58 million pounds during the three months ended September 30, 2017.

As expected, the temporary shutdown of the mill processing facility that occurred earlier in calendar 2018, due to a lack of sufficient water sources, resulted in the decrease in our gold and copper stream deliveries during the current quarter.

Processing operations were impacted during the current quarter by unplanned shutdowns for primary crusher maintenance in July 2018 and maintenance to repair transformer damage from a lightning strike in September 2018. Although these two events reduced operating days, Centerra reaffirmed their annual guidance expectation. Plant performance for the current quarter averaged 40,805 tonnes per calendar day, or approximately 55,000 tonnes per operating day, while throughput in August 2018 was 61,135 tonnes per operating day.

The temporary shutdown of the Mount Milligan processing facility that occurred earlier in calendar 2018 due to a lack of sufficient water sources resulted in a decrease in our gold and copper stream deliveries from the project during the first quarter.

On September 14, 2018, Centerra reported that Mount Milligan received approval to access certain short-term water sources until November 15, 2018. On October 31, 2018, Centerra provided the following update: Centerra has made applications for certain additional/extended water sources until 2021. Discussions are underway with Canadian regulators,



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First Nations and other affected stakeholders regarding these applications and Centerra expects that access to these sources may be granted as early as the end of January 2019. However, these applications have not yet been granted and as the flow from the approved short-term water sources declines during the calendar fourth quarter and during the remainder of the winter season, Centerra expects to reduce Mount Milligan throughput to properly manage its water balance until the water flow increases in the spring of 2019.

In addition, Centerra reported that the development of a long-term water supply plan and methodology to assess water sources is underway, and applications and government review of that methodology are expected to commence within the December 2018 quarter. Centerra's expectation is that its updated long-term water source (or sources) will be available from and after 2021 for the entire mine life.

Pueblo Viejo

Gold stream deliveries from Pueblo Viejo were approximately 8,900 ounces of gold for the three months ended September 30, 2018, compared to approximately 10,500 ounces of gold for the three months ended September 30, 2017. Silver stream deliveries were approximately 509,500 ounces of silver for the three months ended September 30, 2018, compared to approximately 470,000 ounces of silver for the three months ended September 30, 2017.

Barrick reported lower gold production during the current period resulted from the expected decline in ore grades and mining in areas of the Moore Pit that contained higher proportions of carbonaceous ore, which has lower recoveries. Barrick expects production to be positively impacted during the December 2018 quarter by higher throughput, higher ore head grades and less carbonaceous ore feed resulting in improved recoveries. Barrick revised their production guidance range from 585,000 to 615,000 ounces of gold down to 575,000 to 590,000 ounces of gold.

Barrick stated the prefeasibility-level studies are advancing for a plant expansion at Pueblo Viejo, which could increase throughput by roughly 50% to 12 million tonnes per year, allowing the mine to maintain average annual gold production of approximately 800,000 ounces after calendar 2022. The prefeasibility study is evaluating options including the addition of a pre-oxidation heap leach pad with a capacity of eight million tonnes per year, a new mill and flotation concentrator with a capacity of four million tonnes per year, and additional tailings capacity. The project has the potential to convert roughly seven million ounces of measured and indicated resources to proven and probable reserves. The pilot pre-oxidation heap leach pad is now in operation, and construction of the pilot flotation circuit is well advanced, including the holding tank and thickener. Both pilots will test metallurgy and recoveries in support of the prefeasibility study for the project.

Wassa and Prestea

Gold stream deliveries from Wassa and Prestea were approximately 6,500 ounces of gold for the three months ended September 30, 2018, compared to approximately 7,400 ounces of gold for the three months ended September 30, 2017.

On September 20, 2018, Golden Star announced a decrease in their calendar year 2018 production guidance from between 230,000 and 255,000 ounces to between 225,000 and 235,000 ounces as a result of the ramp up of Prestea underground being slower than previously expected.

On October 2, 2018, Golden Star announced the completion of a \$125.7 million strategic investment by La Mancha Holding. Golden Star reported that the investment will allow them, among other things, to expedite their exploration and expansion programs at Wassa underground and Prestea underground mines.

#### Royalty Interests

##### Cortez

Production attributable to our royalty interest at Cortez decreased approximately 77% over the prior year quarter, as a result of lower production subject to our royalty interests during the current quarter. Waste stripping at Crossroads, which is subject to our NVR1 (Crossroads) and GSR2 royalty interests is currently ongoing. Production from Crossroads, which contains 3.2 million ounces of gold, is expected to begin in late calendar 2018.

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Peñasquito

Gold, silver, lead and zinc production attributable to our royalty interest at Peñasquito decreased approximately 62%, 29%, 17% and 31%, respectively, when compared to the prior year quarter.

Goldcorp reported production was lower than the prior year period as a result of the planned transition from higher grade ore in the Peñasco pit to lower grade ore from stockpiles during calendar 2018. This transition facilitated the stripping campaign in the Peñasco pit and the pre-stripping campaign in the newly developed Chile Colorado pit.

Goldcorp further reported production during the September 2018 quarter was adversely impacted by a reduction in mill throughput as much harder lower-grade stockpiles were processed during the commissioning of the Carbon Pre-floatation plant (“CPP”). The CPP commissioning proceeded as planned and the circuit is successfully treating high-carbon ore, with focus now moving to optimization of the circuit in anticipation of improving concentrate quality. Goldcorp achieved commercial production for the CPP on October 1, 2018.

On September 4, 2018, Goldcorp announced the Pyrite Leach project (“PLP”) completed construction with commissioning further accelerated to the September 2018 quarter, two quarters ahead of schedule. Goldcorp expects first gold and commercial production in the December 2018 quarter. Following the commissioning of the PLP and commencement of mining in the Chile Colorado pit, Goldcorp expects higher grade ore and higher mill tonnes in the December 2018 quarter.

Results of Operations

Quarter Ended September 30, 2018, Compared to Quarter Ended September 30, 2017

For the quarter ended September 30, 2018, we recorded net income attributable to Royal Gold stockholders of \$15.0 million, or \$0.23 per basic and diluted share, as compared to net income attributable to Royal Gold stockholders of \$28.6 million, or \$0.44 per basic and diluted share, for the quarter ended September 30, 2017. The decrease in our earnings per share was primarily attributable to a decrease in revenue, an increase in general and administrative expenses, and the impact of the adoption of new accounting guidance around equity securities, each discussed below.

For the quarter ended September 30, 2018, we recognized total revenue of \$100.0 million, which is comprised of stream revenue of \$70.0 million and royalty revenue of \$30.0 million at an average gold price of \$1,213 per ounce, an average silver price of \$15.02 per ounce and an average copper price of \$2.77 per pound. This is compared to total revenue of \$112.5 million for the three months ended September 30, 2017, which was comprised of stream revenue of \$78.8 million and royalty revenue of \$33.7 million, at an average gold price of \$1,278 per ounce, an average silver

price of \$16.84 per ounce and an average copper price of \$2.88 per pound for the quarter ended September 30, 2017. Revenue and the corresponding production attributable to our stream and royalty interests for the quarter ended September 30, 2018 compared to the quarter ended September 30, 2017 are as follows:

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## Revenue and Reported Production Subject to Our Stream and Royalty Interests

Quarter Ended September 30, 2018 and 2017

(In thousands, except reported production ozs. and lbs.)

| Stream/Royalty Stream(2): | Metal(s) | Three Months Ended<br>September 30, 2018 |                           | Three Months Ended<br>September 30, 2017 |                           |
|---------------------------|----------|--|---------------------------|--|---------------------------|
|                           |          | Revenue                                  | Reported<br>Production(1) | Revenue                                  | Reported<br>Production(1) |
| Andacollo                 | Gold     | \$ 27,743                                | 22,700 oz.                | \$ 12,337                                | 9,700 oz.                 |
| Pueblo Viejo              |          | \$ 19,486                                |                           | \$ 25,403                                |                           |
|                           | Gold     |  | 9,200 oz.                 |  | 12,900 oz.                |
|                           | Silver   |  | 540,200 oz.               |  | 536,600 oz.               |
| Mount Milligan            |          | \$ 8,847                                 |                           | \$ 31,952                                |                           |
|                           | Gold     |  | 5,500 oz.                 |  | 18,600 oz.                |
|                           | Copper   |  | 837,100 lbs.              |  | 2.6 Mlbs.                 |
| Wassa and Prestea         | Gold     | \$ 8,061                                 | 6,500 oz.                 | \$ 9,070                                 | 7,100 oz.                 |
| Other(3)                  |          | \$ 5,900                                 |                           | \$ N/A                                   |                           |
| Total stream revenue      |          | \$ 70,037                                |                           | \$ 78,762                                |                           |
| Royalty(2):               |          |  |                           |  |                           |
| Peñasquito                |          | \$ 3,637                                 |                           | \$ 7,796                                 |                           |
|                           | Gold     |  | 50,300 oz.                |  | 134,000 oz.               |
|                           | Silver   |  | 4.2 Moz.                  |  | 5.9 Moz.                  |
|                           | Lead     |  | 29.9 Mlbs.                |  | 36.2 Mlbs.                |
|                           | Zinc     |  | 64.2 Mlbs.                |  | 92.4 Mlbs.                |
| Cortez                    | Gold     | \$ 603                                   | 7,000 oz.                 | \$ 2,988                                 | 29,900 oz.                |
| Other(3)                  | Various  | \$ 25,715                                | N/A                       | \$ 22,930                                | N/A                       |
| Total royalty revenue     |          | \$ 29,955                                |                           | \$ 33,714                                |                           |
| Total Revenue             |          | \$ 99,992                                |                           | \$ 112,476                               |                           |

(1) Reported production relates to the amount of metal sales, subject to our stream and royalty interests for the three months ended September 30, 2018 and 2017, and may differ from the operators' public reporting.

(2) Refer to "Property Developments" above for further discussion on our principal stream and royalty interests.

(3) Individually, no stream or royalty included within the "Other" category contributed greater than 5% of our total revenue for either period. The "Other" category for streams is only our Rainy River gold and silver stream.

The decrease in our total revenue for the three months ended September 30, 2018, compared with the three months ended September 30, 2017, resulted primarily from a decrease in our stream revenue and a decrease in the average gold, silver and copper prices. The decrease in our stream revenue was primarily attributable to a decrease in gold and copper sales at Mount Milligan and a decrease in gold sales at Pueblo Viejo. These decreases were partially offset by higher metal sales at Andacollo. The decrease in metal sales at Mount Milligan was anticipated based on previously announced news from Centerra, as further discussed above under “Property Developments.”



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Gold and silver ounces and copper pounds purchased and sold during the three months ended September 30, 2018 and 2017, and gold and silver ounces and copper pounds in inventory as of September 30, 2018, and June 30, 2018, for our streaming interests were as follows:

|             | Three Months Ended<br>September 30, 2018 |               | Three Months Ended<br>September 30, 2017 |               | As of<br>September 30, 2018 | As of<br>June 30, 2018 |
|-------------|--|---------------|--|---------------|-----------------------------|------------------------|
|             | Purchases (oz.)                          | Sales (oz.)   | Purchases (oz.)                          | Sales (oz.)   | Inventory (oz.)             | Inventory (oz.)        |
| er Stream   | 15,300                                   | 22,700        | 13,000                                   | 9,600         | —                           | 7,400                  |
| acollo      | 12,600                                   | 5,500         | 18,700                                   | 18,600        | 7,400                       | 300                    |
| nt Milligan | 8,900                                    | 9,200         | 10,500                                   | 12,900        | 8,900                       | 9,200                  |
| sa and      | 6,500                                    | 6,500         | 7,400                                    | 7,100         | 3,900                       | 3,900                  |
| ea          | 3,600                                    | 4,500         | NA                                       | NA            | —                           | 800                    |
| y River     | 46,900                                   | 48,400        | 49,600                                   | 48,200        | 20,200                      | 21,600                 |
|             |  |               |  |               |                             |                        |
|             | Three Months Ended<br>September 30, 2018 |               | Three Months Ended<br>September 30, 2017 |               | As of<br>September 30, 2018 | As of<br>June 30, 2018 |
|             | Purchases (oz.)                          | Sales (oz.)   | Purchases (oz.)                          | Sales (oz.)   | Inventory (oz.)             | Inventory (oz.)        |
| er Stream   | 509,500                                  | 540,200       | 470,000                                  | 536,600       | 509,500                     | 540,200                |
| lo Viejo    | 35,200                                   | 31,500        | —  | —             | 36,000                      | 32,300                 |
| y River     | 544,700                                  | 571,700       | 470,000                                  | 536,600       | 545,500                     | 572,500                |
|             |  |               |  |               |                             |                        |
|             | Three Months Ended<br>September 30, 2018 |               | Three Months Ended<br>September 30, 2017 |               | As of<br>September 30, 2018 | As of<br>June 30, 2018 |
|             | Purchases (Mlbs.)                        | Sales (Mlbs.) | Purchases (Mlbs.)                        | Sales (Mlbs.) | Inventory (Mlbs.)           | Inventory (Mlbs.)      |
| er Stream   | 1.6                                      | 0.8           | 2.6                                      | 2.6           | 0.8                         | —                      |
| nt Milligan |  |               |  |               |                             |                        |

Our royalty revenue decreased during the quarter ended September 30, 2018, compared with the quarter ended September 30, 2017, primarily due to decreased production at Peñasquito and Cortez and a decrease in the average gold, silver and copper prices. Please refer to “Property Developments” earlier within this MD&A for further discussion on recent developments regarding properties covered by certain of our stream and royalty interests.

General and administrative expenses increased to \$9.9 million for the three months ended September 30, 2018 from \$6.9 million for the three months ended September 30, 2017. The increase during the current quarter was primarily due to an increase in legal costs attributable to the Voisey’s Bay royalty calculation dispute and settlement as discussed further above under “Recent Business Developments.”

Exploration costs increased to \$4.4 million for the three months ended September 30, 2018, from \$3.2 million for the three months ended September 30, 2017. Exploration costs are specific to our Peak Gold JV for exploration and advancement of the Peak Gold Project located near Tok, Alaska, as discussed further in Note 3 of our notes to consolidated financial statements included in our Fiscal 2018 10-K. As of September 30, 2018, Royal Gold, through

its wholly-owned subsidiary Royal Alaska, LLC owns a 40% membership interest in the Peak Gold JV.

Depreciation, depletion and amortization increased to \$42.6 million for the three months ended September 30, 2018 from \$39.7 million for the three months ended September 30, 2017. The increase was primarily attributable to additional depletion from our Voisey's Bay royalty interest. The Company recognized revenue from our Voisey's Bay royalty during the current quarter as a result of the recent settlement terms as discussed further above under "Recent Business Developments."

As a result of the adoption of new Accounting Standards Update ("ASU") guidance, the Company recognized a loss on changes in fair value of equity securities of \$1.5 million for the three months ended September 30, 2018. The Company adopted the new ASU guidance, which impacts how we recognize changes in fair value on our equity securities at each reporting period, on July 1, 2018. Refer to Note 1 of our notes to consolidated financial statements for further detail. The new guidance could increase our earnings volatility.

During the three months ended September 30, 2018, we recognized income tax expense totaling \$4.1 million compared with income tax expense of \$7.5 million during the three months ended September 30, 2017. This resulted in an effective tax rate of 25.6% in the current period, compared with 22.1% in the quarter ended September 30, 2017. The increase in the effective tax rate for the three months ended September 30, 2018 was primarily due to fewer discrete tax benefits attributable to equity award vesting and exercises in the current quarter as compared to the quarter ending September 30, 2017.

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Liquidity and Capital Resources

Overview

At September 30, 2018, we had current assets of \$159.4 million compared to current liabilities of \$37.4 million resulting in working capital of \$122.0 million and a current ratio of 4 to 1. This compares to current assets of \$125.8 million and current liabilities of \$51.4 million at June 30, 2018, resulting in working capital of \$74.4 million and a current ratio of approximately 2 to 1.

During the quarter ended September 30, 2018, liquidity needs were met from \$83.5 million in net revenue and our available cash resources. As of September 30, 2018, the Company had no amounts outstanding and \$1 billion available under its revolving credit facility. Working capital, combined with the Company's undrawn revolving credit facility, resulted in approximately \$1.1 billion of total liquidity at September 30, 2018. The Company was in compliance with each financial covenant under the revolving credit facility as of September 30, 2018. Refer to Note 3 of our notes to consolidated financial statements for further discussion on our debt.

We believe that our current financial resources and funds generated from operations will be adequate to cover anticipated expenditures for debt service, general and administrative expense costs and capital expenditures for the foreseeable future. Our current financial resources are also available to fund dividends and for acquisitions of stream and royalty interests. Our long-term capital requirements are primarily affected by our ongoing acquisition activities. The Company currently, and generally at any time, has acquisition opportunities in various stages of active review. In the event of one or more substantial stream and royalty interest or other acquisitions, we may seek additional debt or equity financing as necessary.

Please refer to our risk factors included in Part 1, Item 1A of our Fiscal 2018 10-K and in Part II, Item 1A of this Quarterly Report on Form 10-Q for a discussion of certain risks that may impact the Company's liquidity and capital resources.

Summary of Cash Flows

Operating Activities

Net cash provided by operating activities totaled \$44.6 million for the three months ended September 30, 2018, compared to \$71.6 million for the three months ended September 30, 2017. The decrease is primarily due to higher income taxes paid of \$16.3 million over the prior quarter and a decrease in proceeds received from our stream and royalty interests, net of production taxes and cost of sales, of approximately \$6.9 million.

#### Investing Activities

Net cash used in investing activities totaled \$0.1 million for the three months ended September 30, 2018, compared to net cash provided by investing activities of \$0.1 million for the three months ended September 30, 2017.

#### Financing Activities

Net cash used in financing activities totaled \$16.2 million for the three months ended September 30, 2018, compared to cash used in financing activities of \$69.2 million for the three months ended September 30, 2017. The decrease in cash used in financing activities is primarily due to decrease in repayments on our revolving credit facility. The Company repaid the remaining amounts outstanding on the revolving credit facility during fiscal year 2018.

#### Recently Issued or Adopted Accounting Standards and Critical Accounting Policies

Refer to Note 1 of our notes to consolidated financial statements for further discussion on any recently issued or adopted accounting standards. Refer to our Fiscal 2018 10-K for discussion on our critical accounting policies.

#### Forward-Looking Statements

Cautionary “Safe Harbor” Statement under the Private Securities Litigation Reform Act of 1995: With the exception of historical matters, the matters discussed in this Quarterly Report on Form 10-Q are forward-looking statements that involve

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risks and uncertainties that could cause actual results to differ materially from projections or estimates contained herein. Such forward-looking statements include, without limitation, statements regarding projected production estimates and estimates pertaining to timing and commencement of production from the operators of properties where we hold stream and royalty interests; statements related to ongoing developments and expected developments at properties where we hold stream and royalty interests; effective tax rate estimates, including the effect of recently enacted tax reform; application of the royalty on production from Voisey's Bay to a percentage of gross metal value in concentrates; the results of the PEA for the Peak Gold Project; the adequacy of financial resources and funds to cover anticipated expenditures for debt service and general and administrative expenses as well as costs associated with exploration and business development and capital expenditures, expected delivery dates of gold, silver, copper and other metals, and our expectation that substantially all our revenues will be derived from stream and royalty interests. Words such as "may," "could," "should," "would," "believe," "estimate," "expect," "anticipate," "plan," "forecast," "intend," "continue," "project," and variations of these words, comparable words and similar expressions generally indicate forward-looking statements, which speak only as of the date the statement is made. Do not unduly rely on forward-looking statements. Actual results may differ materially from those expressed or implied by these forward-looking statements. Factors that could cause actual results to differ materially from these forward-looking statements include, among others:

- a low price environment for gold and other metal prices on which our stream and royalty interests are paid or a low price environment for the primary metals mined at properties where we hold stream and royalty interests;
- the production at or performance of properties where we hold stream and royalty interests, and variation of actual performance from the production estimates and forecasts made by the operators of these properties;
- the ability of operators to bring projects into production on schedule or operate in accordance with feasibility studies, including development stage mining properties, mine and mill expansion projects and other development and construction projects;
- acquisition and maintenance of permits and authorizations, completion of construction and commencement and continuation of production at the properties where we hold stream and royalty interests;
- challenges to mining, processing and related permits and licenses, or to applications for permits and licenses, by or on behalf of indigenous populations, non-governmental organizations or other third parties;
- liquidity or other problems our operators may encounter, including shortfalls in the financing required to complete construction and bring a mine into production;
- decisions and activities of the operators of properties where we hold stream and royalty interests;
- hazards and risks at the properties where we hold stream and royalty interests that are normally associated with developing and mining properties, including unanticipated grade, continuity and geological, metallurgical,

processing or other problems, mine operating and ore processing facility problems, pit wall or tailings dam failures, industrial accidents, environmental hazards and natural catastrophes such as drought, floods, hurricanes or earthquakes and access to sufficient raw materials, water and power;

- changes in operators' mining, processing and treatment techniques, which may change the production of minerals subject to our stream and royalty interests;
- changes in the methodology employed by our operators to calculate our stream and royalty interests, or failure to make such calculations in accordance with the agreements that govern them;
- changes in project parameters as plans of the operators of properties where we hold stream and royalty interests are refined;
- accuracy of and decreases in estimates of reserves and mineralization by the operators of properties where we hold stream and royalty interests;
- contests to our stream and royalty interests and title and other defects in the properties where we hold stream and royalty interests;
- adverse effects on market demand for commodities, the availability of financing, and other effects from adverse economic and market conditions;
- future financial needs of the Company and the operators of properties where we hold stream or royalty interests;

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- federal, state and foreign legislation governing us or the operators of properties where we hold stream and royalty interests;
- the availability of stream and royalty interests for acquisition or other acquisition opportunities and the availability of debt or equity financing necessary to complete such acquisitions;
- our ability to make accurate assumptions regarding the valuation, timing and amount of revenue to be derived from our stream and royalty interests when evaluating acquisitions;
- risks associated with conducting business in foreign countries, including application of foreign laws to contract and other disputes, validity of security interests, governmental consents for granting interests in exploration and exploitation licenses, application and enforcement of real estate, mineral tenure, contract, safety, environmental and permitting laws, currency fluctuations, expropriation of property, repatriation of earnings, taxation, price controls, inflation, import and export regulations, community unrest and labor disputes, endemic health issues, corruption, enforcement and uncertain political and economic environments;
- changes in laws governing us, the properties where we hold stream and royalty interests or the operators of such properties;
- risks associated with issuances of additional common stock or incurrence of indebtedness in connection with acquisitions or otherwise including risks associated with the issuance and conversion of convertible notes;
- changes in management and key employees; and
- failure to complete future acquisitions;

as well as other factors described elsewhere in this report and our other reports filed with the SEC, including our Fiscal 2018 10-K. Most of these factors are beyond our ability to predict or control. Future events and actual results could differ materially from those set forth in, contemplated by or underlying the forward-looking statements. Forward-looking statements speak only as of the date on which they are made. We disclaim any obligation to update any forward-looking statements made herein, except as required by law. Readers are cautioned not to put undue reliance on forward-looking statements.

ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

Our earnings and cash flows are significantly impacted by changes in the market price of gold and other metals. Gold, silver, copper and other metal prices can fluctuate significantly and are affected by numerous factors, such as demand, production levels, economic policies of central banks, producer hedging, world political and economic events and the strength of the U.S. dollar relative to other currencies. Please see “Volatility in gold, silver, copper, nickel and other metal prices may have an adverse impact on the value of our stream and royalty interests and may reduce our revenues. Certain contracts governing our stream and royalty interests have features that may amplify the negative effects of a drop in metals prices,” under Part I, Item 1A of our Fiscal 2018 10-K, for more information that can affect gold, silver, copper and other metal prices as well as historical gold, silver, copper and nickel prices.

During the three months ended September 30, 2018, we reported revenue of \$100.0 million, with an average gold price for the period of \$1,213 per ounce, an average silver price of \$15.02 per ounce and an average copper price of \$2.77 per pound. Approximately 78% of our total reported revenues for the three months ended September 30, 2018 were attributable to gold sales from our gold producing stream and royalty interests, as shown within the MD&A. For the three months ended September 30, 2018, if the price of gold had averaged 10% higher or lower per ounce, we would have recorded an increase or decrease in revenue of approximately \$8.0 million.

Approximately 10% of our total reported revenues for the three months ended September 30, 2018 were attributable to silver sales from our silver producing stream and royalty interests. For the three months ended September 30, 2018, if the price of silver had averaged 10% higher or lower per ounce, we would have recorded an increase or decrease in revenue of approximately \$1.0 million.

Approximately 6% of our total reported revenues for the three months ended September 30, 2018 were attributable to copper sales from our copper producing stream and royalty interests. For the three months ended September 30, 2018, if



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the price of copper had averaged 10% higher or lower per pound, we would have recorded an increase or decrease in revenue of approximately \$0.6 million.

ITEM 4. CONTROLS AND PROCEDURES

Evaluation of Disclosure Controls and Procedures

As of September 30, 2018, the Company's management, with the participation of the President and Chief Executive Officer (the principal executive officer) and Chief Financial Officer and Vice President Strategy (the principal financial and accounting officer) of the Company, carried out an evaluation of the effectiveness of the design and operation of the Company's disclosure controls and procedures (as defined in Rules 13a-15(e) and 15d-15(e) of the Securities Exchange Act of 1934, as amended (the "Exchange Act")). Based on such evaluation, the Company's President and Chief Executive Officer and its Chief Financial Officer and Vice President Strategy have concluded that, as of September 30, 2018, the Company's disclosure controls and procedures were effective to provide reasonable assurance that information required to be disclosed by the Company in reports that it files or submits under the Exchange Act is recorded, processed, summarized and reported within the required time periods and that such information is accumulated and communicated to the Company's management, including the President and Chief Executive Officer and the Chief Financial Officer and Vice President Strategy, as appropriate to allow timely decisions regarding required disclosure.

Disclosure controls and procedures involve human diligence and compliance and are subject to lapses in judgment and breakdowns resulting from human failures. As a result, a control system, no matter how well conceived and operated, can provide only reasonable, not absolute, assurance that the objectives of the control system are met. Further, the design of a control system must reflect the fact that there are resource constraints and the benefits of controls must be considered relative to their costs. Because of the inherent limitations in all control systems, no evaluation of controls can provide absolute assurance that all control issues and instances of fraud, if any, within the Company have been detected.

Changes in Internal Controls

There has been no change in the Company's internal control over financial reporting during the three months ended September 30, 2018 that has materially affected, or that is reasonably likely to materially affect, the Company's internal control over financial reporting.

PART II. OTHER INFORMATION

ITEM 1. LEGAL PROCEEDINGS

Voisey's Bay

Refer to Note 2 of our notes to consolidated financial statements for a discussion of the settlement associated with our Voisey's Bay royalty.

ITEM 1A. RISK FACTORS

Information regarding risk factors appears in Part I, Item 2 "Management's Discussion and Analysis of Financial Condition and Results of Operations — Forward-Looking Statements," and various risks faced by us are also discussed elsewhere in Part I, Item 2 "Management's Discussion and Analysis of Financial Condition and Results of Operations" of this Quarterly Report on Form 10-Q. In addition, risk factors are included in Part I, Item 1A of our Fiscal 2018 10-K.

ITEM 2. UNREGISTERED SALES OF EQUITY SECURITIES AND USE OF PROCEEDS

Not applicable.

ITEM 3. DEFAULTS UPON SENIOR SECURITIES

Not applicable.

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ITEM 4. MINE SAFETY DISCLOSURE

Not applicable.

ITEM 5. OTHER INFORMATION

Not applicable.

ITEM 6. EXHIBITS

| Exhibit Number | Description   |
|----------------|---|
| 10.1*          | <u>Form of Incentive Stock Option Agreement under Royal Gold's 2015 Omnibus Long-Term Incentive Plan.</u>   |
| 10.2*          | <u>Form of Stock Appreciation Rights Agreement under Royal Gold's 2015 Omnibus Long-Term Incentive Plan.</u>  |
| 10.3*          | <u>Form of Restricted Stock Agreement under Royal Gold's 2015 Omnibus Long-Term Incentive Plan.</u>   |
| 10.4*          | <u>Form of Restricted Stock Unit Agreement under Royal Gold's 2015 Omnibus Long-Term Incentive Plan.</u>  |
| 10.5*          | <u>Form of Director Restricted Stock Agreement under Royal Gold's 2015 Omnibus Long-Term Incentive Plan.</u>  |
| 10.6*          | <u>Form of Director Restricted Stock Unit Agreement under Royal Gold's 2015 Omnibus Long-Term Incentive Plan.</u>   |
| 10.7*          | <u>Form of Performance Share Agreement under Royal Gold's 2015 Omnibus Long-Term Incentive Plan.</u>  |
| 31.1*          | <u>Certification of Chief Executive Officer pursuant to Exchange Act Rules 13a-14(a) and 15d-14(a), as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.</u> |
| 31.2*          | <u>Certification of Chief Financial Officer pursuant to Exchange Act Rules 13a-14(a) and 15d-14(a), as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.</u> |
| 32.1‡          | <u>Certification of the Chief Executive Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.</u>                 |

32.2‡ Certification of the Chief Financial Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.

101.INS\* XBRL Instance Document.  
101.SCH\* XBRL Taxonomy Extension Schema Document.  
101.CAL\* XBRL Taxonomy Extension Calculation Linkbase Document.  
101.DEF\* XBRL Taxonomy Extension Definition Linkbase Document.  
101.LAB\* XBRL Taxonomy Extension Label Linkbase Document.  
101.PRE\* XBRL Taxonomy Extension Presentation Linkbase Document.

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\* Filed herewith.

‡ Furnished herewith.

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SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

ROYAL GOLD, INC.

Date: November 1, 2018

By: /s/ Tony Jensen  
Tony Jensen  
President and Chief Executive Officer  
(Principal Executive Officer)

Date: November 1, 2018 By: /s/ William Heissenbittel  
William Heissenbittel  
Chief Financial Officer and Vice President Strategy  
(Principal Financial and Accounting Officer)