UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549

Form 6-K

**REPORT OF FOREIGN PRIVATE ISSUER
PURSUANT TO RULE 13a-16 OR 15d-16 UNDER THE
SECURITIES EXCHANGE ACT OF 1934**

For the month of November 2024

Commission File Number 001-40099

GOLD ROYALTY CORP.

(Translation of registrant's name into English)

**1188 West Georgia Street, Suite 1830
Vancouver, BC V6E 4A2
(604) 396-3066**

(Address of principal executive offices)

Indicate by check mark whether the registrant files or will file annual reports under cover of Form 20-F or Form 40-F:

Form 20-F ☒ Form 40-F ☐

INCORPORATION BY REFERENCE

EXHIBITS 99.1 AND 99.2, INCLUDED WITH THIS REPORT, ARE HEREBY INCORPORATED BY REFERENCE AS EXHIBITS TO THE REGISTRANT'S REGISTRATION STATEMENTS ON FORM F-3, AS AMENDED AND SUPPLEMENTED (FILE NOS. 333-280817, 333-280507, 333-276305, 333-267633, 333-270682) AND FORM S-8 (FILE NO. 333-267421), AND TO BE A PART THEREOF FROM THE DATE ON WHICH THIS REPORT IS SUBMITTED, TO THE EXTENT NOT SUPERSEDED BY DOCUMENTS OR REPORTS SUBSEQUENTLY FILED OR FURNISHED.

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.

	GOLD ROYALTY CORP.	
Date: November 4, 2024	By:	*/s/ Andrew Gubbels*
	Name:	Andrew Gubbels
	Title:	Chief Financial Officer

EXHIBIT INDEX

Exhibit	Description of Exhibit
99.1	Condensed interim consolidated financial statements for the three and nine months ended September 30, 2024
99.2	Management's discussion and analysis for the three and nine months ended September 30, 2024
99.3	Certification of Chief Executive Officer
99.4	Certification of Chief Financial Officer

Exhibit 99.1

GoldRoyalty

CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS
FOR THE THREE AND NINE MONTHS ENDED SEPTEMBER 30, 2024

Gold Royalty Corp.
Condensed Interim Consolidated Statements of Financial Position
(Unaudited, expressed in thousands of United States dollars unless otherwise stated)

	Notes	As at September 30, 2024 ($)	As at December 31, 2023 ($)
Assets			
Current assets			
Cash and cash equivalents		2,518	1,443
Short-term investments		195	342
Accounts receivable		1,272	931
Prepaids and other receivables		1,975	2,830
		5,960	5,546
Non-current assets			
Royalties, streams and other mineral interests	4	719,325	671,722
Long-term investment	5	1,479	1,587
Investment in associate		1,689	1,681
Gold-linked loan	6	10,703	10,139
Other long-term assets		260	319
		733,456	685,448
		739,416	690,994
Liabilities			
Current Liabilities			
Accounts payable and accrued liabilities		3,654	3,851
		3,654	3,851
Non-current liabilities			
Non-current portion of lease obligation		209	264
Bank loan	7	24,574	10,031
Convertible debentures	8	24,358	22,763
Embedded derivative	9	1,452	1,921
Deferred income tax liability		124,415	131,214
		175,008	166,193
		178,662	170,044
Equity			
Issued capital	10	594,474	556,177
Reserves	10	36,093	34,226
Accumulated deficit		(70,034)	(69,816)
Accumulated other comprehensive income		221	363
		560,754	520,950
		739,416	690,994

Approved by the Board of Directors:

/s/ Ken Robertson
Ken Robertson
Director

/s/ Warren Gilman
Warren Gilman
Director

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

Gold Royalty Corp.
Condensed Interim Consolidated Statements of Income (Loss) and Comprehensive Income (Loss)
(Unaudited, expressed in thousands of United States dollars unless otherwise stated)

	Notes	For the three months ended September 30 2024 ($)	For the three months ended September 30 2023 ($)	For the nine months ended September 30 2024 ($)	For the nine months ended September 30 2023 ($)
Revenue					
Revenue	11	2,060	797	6,748	2,032
Cost of sales					
Depletion	4	(488)	(373)	(1,433)	(694)
Gross profit		1,572	424	5,315	1,338
Other operating income (expenses)					
General and administrative costs	12	(2,413)	(2,188)	(7,389)	(8,029)
Project evaluation costs	12	(15)	(29)	(47)	(278)
Share of gain (loss) in associate		(67)	22	33	244
Dilution gain in associate		—	—	9	12
Operating loss for the period		(923)	(1,771)	(2,079)	(6,713)
Other items					
Change in fair value of derivative liabilities		—	3	—	242
Change in fair value of gold-linked loan	6	400	—	1,350	—
Change in fair value of short-term investments		(30)	(142)	19	(219)
Change in fair value of embedded derivative	9	99	—	469	—
Foreign exchange gain (loss)		(103)	30	(116)	(77)
Finance costs	13	(2,166)	(403)	(5,855)	(1,025)
Loan modification gain (loss)	7	—	—	310	(249)
Other income		22	2	81	115
Net loss before income taxes for the period		(2,701)	(2,281)	(5,821)	(7,926)
Current tax recovery (expense)		233	(84)	(586)	(84)
Deferred tax recovery		5,891	548	6,189	614
Net income (loss) after income taxes for the period		3,423	(1,817)	(218)	(7,396)
Other comprehensive income (loss)					
Item that may be reclassified subsequently to net income/loss:					
Foreign currency translation differences		36	(44)	(142)	(5)
Total comprehensive income (loss) for the period		3,459	(1,861)	(360)	(7,401)
Net income (loss) per share					
Basic	10	0.02	(0.01)	(0.00)	(0.05)
Diluted	10	0.02	(0.01)	(0.00)	(0.05)
Weighted average number of shares outstanding					
Basic	10	169,152,636	144,970,285	156,162,298	144,609,320
Diluted	10	170,233,750	144,970,285	156,162,298	144,609,320

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

Gold Royalty Corp.
Condensed Interim Consolidated Statements of Changes in Equity
(Unaudited, expressed in thousands of United States dollars unless otherwise stated)

	Number of Common Shares	Issued Capital ($)	Reserves ($)	Accumulated Deficit ($)	Accumulated Other Comprehensive Income ($)	Total ($)
Balance at December 31, 2022	143,913,069	551,074	22,420	(40,168)	325	533,651
GRC Shares issued upon vesting of restricted share units	55,513	266	(266)	—	—	—
GRC Shares issued upon exercise of share options	332,298	1,991	(1,823)	—	—	168
GRC Shares issued for marketing services	10,000	22	—	—	—	22
Share-based compensation - share options	—	—	1,212	—	—	1,212
Share-based compensation - restricted share units	—	—	975	—	—	975
At-the-Market offering:						
GRC Shares issued for cash	496,438	1,254	—	—	—	1,254
Agent fees	—	(31)	—	—	—	(31)
Net loss for the period	—	—	—	(7,396)	(5)	(7,401)
Dividends - Dividend Reinvestment Plan	162,967	293	—	(293)	—	—
Dividends	—	—	—	(2,599)	—	(2,599)
Balance at September 30, 2023	144,970,285	554,869	22,518	(50,456)	320	527,251

	Notes	Number of Common Shares	Issued Capital ($)	Reserves ($)	Accumulated Deficit ($)	Accumulated Other Comprehensive Income ($)	Total ($)
Balance at December 31, 2023		145,669,046	556,177	34,226	(69,816)	363	520,950
GRC Shares issued upon vesting of restricted share units	10	73,105	303	(303)	—	—	—
GRC Shares issued for interest payment of convertible debentures	10	561,076	850	—	—	—	850
Marketing services:							
GRC Shares issued	10	22,000	31	—	—	—	31
Deferred tax expense recognized			(8)	—	—	—	(8)
GRC Shares issued upon exercise of share options - Golden Valley Abitibi Royalties Ltd.	10	23,919	301	(301)	—	—	—
Share-based compensation - share options	10	—	—	122	—	—	122
Share-based compensation - restricted share units	10	—	—	1,346	—	—	1,346
Stream acquisition:							
GRC Shares issued to acquire streams	10	2,906,977	5,000	—	—	—	5,000
Issuance cost	10	—	(31)	—	—	—	(31)
Deferred tax recovery recognized		—	8	—	—	—	8
Bought deal offering:							
GRC Shares and Warrants issued for cash	10	20,058,300	33,497	1,003	—	—	34,500
Issuance cost	10	—	(2,264)	—	—	—	(2,264)
Deferred tax recovery recognized		—	610	—	—	—	610
Net income (loss) for the period		—	—	—	(218)	(142)	(360)
Balance at September 30, 2024		169,314,423	594,474	36,093	(70,034)	221	560,754

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

Gold Royalty Corp.
Condensed Interim Consolidated Statements of Cash Flows
(Unaudited, expressed in thousands of United States dollars unless otherwise stated)

	For the three months ended September 30		For the nine months ended September 30	
	2024	2023	2024	2023
	($)	($)	($)	($)
Operating activities				
Net income (loss) for the period	3,423	(1,817)	(218)	(7,396)
Items not involving cash:				
Depreciation	20	13	59	50
Depletion	488	373	1,433	694
Finance costs	2,166	403	5,855	1,025
Loan modification (gain)/loss	—	—	(310)	249
Other income	(7)	(3)	(66)	(64)
Share-based compensation	445	562	1,499	2,270
Change in fair value of derivative liabilities	—	(3)	—	(242)
Change in fair value of gold-linked loan	(400)	—	(1,350)	—
Change in fair value of short-term investments	30	142	(19)	219
Change in fair value of embedded derivative	(99)	—	(469)	—
Share of (gain) loss in associate	67	(22)	(33)	(244)
Dilution gain in associate	—	—	(9)	(12)
Deferred tax recovery	(5,891)	(548)	(6,189)	(614)
Unrealized foreign exchange loss	101	6	66	11
Operating cash flows before movements in working capital	343	(894)	249	(4,054)
Net changes in non-cash working capital items:				
Accounts receivables	56	(264)	441	(5)
Prepaids and other receivables	226	(826)	693	(1,253)
Accounts payable and accrued liabilities	(667)	233	(102)	163
Cash provided by (used in) operating activities	(42)	(1,751)	1,281	(5,149)
Investing activities				
Investment in royalties, streams and other mineral interests	—	(7,510)	(45,646)	(7,653)
Proceeds on disposition of marketable securities	51	551	174	3,198
Land agreements proceeds credited against other mineral interests	254	338	1,459	1,565
Dividend received	—	—	—	45
Proceeds on disposition of other mineral interests	112	—	112	—
Interest received	7	—	66	24
Cash provided by (used in) investing activities	424	(6,621)	(43,835)	(2,821)
Financing activities				
Proceeds from issuance of GRC Shares and Warrants	—	—	32,236	1,391
Net proceeds from bank loan	—	7,401	14,716	7,369
Interest paid	(1,425)	(263)	(3,256)	(634)
Payment of lease obligations	(23)	(15)	(67)	(56)
Dividends	—	—	—	(2,599)
Cash provided by (used in) financing activities	(1,448)	7,123	43,629	5,471
Effect of exchange rate changes on cash	—	(1)	—	—
Net increase (decrease) in cash	(1,066)	(1,250)	1,075	(2,499)
Cash and cash equivalents				
Beginning of period	3,584	4,598	1,443	5,847
End of period	2,518	3,348	2,518	3,348

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

(Unaudited, expressed in thousands of United States dollars unless otherwise stated)

1. Corporate information

Gold Royalty Corp. ("**GRC**" or the "**Company**") is a company incorporated in Canada on June 23, 2020 and domiciled in Canada. GRC is principally engaged in acquiring gold-focused royalty and mineral stream interests. The registered office of the Company is located at 1000 Cathedral Place, 925 West Georgia Street, Vancouver, British Columbia, V6C 3L2, Canada. The principal address of the Company is located at 1830 – 1188 West Georgia Street Vancouver, BC, V6E 4A2, Canada

The Company's common shares (the "**GRC Shares**") and common share purchase warrants ("**Warrants**") are listed on the NYSE American under the symbols "GROY" and "GROY-WT", respectively.

2. Basis of preparation and Significant accounting policies

2.1 Statement of compliance

The Company's condensed interim consolidated financial statements have been prepared in accordance with IFRS® Accounting Standards as issued by the International Accounting Standards Board (**IASB**) applicable to the presentation of interim financial statements including International Accounting Standard 34, *Interim Financial Reporting*. The condensed interim consolidated financial statements should be read in conjunction with the Company's annual consolidated financial statements for the year ended December 31, 2023.

These condensed interim consolidated financial statements were authorized for issue by the Company's board of directors (the "**Board**") on November 4, 2024.

2.2 Basis of presentation

The Company's condensed interim consolidated financial statements have been prepared on a historical cost basis except for financial instruments that have been measured at fair value. The Company's condensed interim consolidated financial statements are presented in United States dollars ("**U.S. dollar**", "**$**" or "**dollar**"). All values are rounded to the nearest thousand except where otherwise indicated.

The accounting policies applied in the preparation of these condensed interim consolidated financial statements are consistent with those applied and disclosed in the Company's annual financial statements for the year ended December 31, 2023. The Company's interim results are not necessarily indicative of its results for a full year.

The condensed interim consolidated financial statements include the financial statements of Gold Royalty Corp. and the following wholly-owned subsidiaries:

			% Equity Interest as at	
Name of subsidiary	**Country of Incorporation**	**Functional Currency**	**September 30, 2024**	**December 31, 2023**
Ely Gold Royalties Inc.	Canada	U.S. dollar	100%	100%
Nevada Select Royalty, Inc.	USA	U.S. dollar	100%	100%
Ren Royalties LLC	USA	U.S. dollar	100%	100%
VEK Associates	USA	U.S. dollar	100%	100%
Gold Royalty Holdings Ltd.	Canada	U.S. dollar	100%	100%
Groyco Mex. S.A. de C.V.	Mexico	U.S. dollar	100%	100%

During the three months ended September 30, 2024, the following wholly-owned subsidiaries were amalgamated to streamline operations as follows:

- Golden Valley Abitibi Royalties Ltd., Calone Mining Ltd., and 1398464 B.C. Ltd. were amalgamated into the Company.
- 1320505 B.C. Ltd. was amalgamated into Ely Gold Royalties Inc..
- DHI Minerals (U.S.) Ltd., Abitibi Royalties USA Inc., and Gold Royalty U.S. Corp. were amalgamated into Nevada Select Royalty, Inc.

The internal reorganizations involved entities under common control, resulting in a deferred tax recovery of $5,891 recognized in the condensed interim consolidated statements of income (loss) and $610 recognized in the condensed interim consolidated statements of changes in equity.

All subsidiaries are consolidated from the date the Company obtained control until the date that its control ceases. Control is achieved when the Company is exposed to, or has rights to, variable returns from the subsidiaries and has the ability to affect those returns through its power over the entity. All inter-company transactions, balances, income and expenses are eliminated through the consolidation process. The accounts of all subsidiaries are prepared for the same reporting period as the parent company, using consistent accounting policies.

(Unaudited, expressed in thousands of United States dollars unless otherwise stated)

3. IFRS Pronouncement

3.1 Amendments to IFRS 9 and IFRS 7 – Amendments to the Classification and Measurement of Financial Instruments

In May 2024, the IASB issued Amendments to the Classification and Measurement of Financial Instruments (Amendments to IFRS 9 and IFRS 7). These amendments updated classification and measurement requirements in IFRS 9 *Financial Instruments* and related disclosure requirements in IFRS 7 *Financial Instruments: Disclosures*. The IASB clarified the recognition and derecognition date of certain financial assets and liabilities, and amended the requirements related to settling financial liabilities using an electronic payment system. It also clarified how to assess the contractual cash flow characteristics of financial assets in determining whether they meet the solely payments of principal and interest criterion, including financial assets that have environmental, social and corporate governance (ESG)-linked features and other similar contingent features. The IASB added disclosure requirements for financial instruments with contingent features that do not relate directly to basic lending risks and costs and amended disclosures relating to equity instruments designated at fair value through other comprehensive income.

The amendments are effective for annual periods beginning on or after January 1, 2026, with early application permitted. Management is currently assessing the effect of these amendments on our financial statements.

3.2 IFRS 18 – Presentation and Disclosure in Financial Statements

In April 2024, the IASB issued IFRS 18 *Presentation and Disclosure of Financial Statements* (IFRS 18), which replaces IAS 1, Presentation of Financial Statements. IFRS 18 introduces a specified structure for the income statement by requiring income and expenses to be presented into the three defined categories of operating, investing and financing, and by specifying certain defined totals and subtotals. Where company-specific measures related to the income statement are provided, IFRS 18 requires companies to disclose explanations around these measures, which are referred to as management-defined performance measures. IFRS 18 also provides additional guidance on principles of aggregation and disaggregation which apply to the primary financial statements and the notes. IFRS 18 will not affect the recognition and measurement of items in the financial statements, nor will it affect which items are classified in other comprehensive income and how these items are classified. The standard is effective for reporting periods beginning on or after January 1, 2027, including for interim financial statements. Retrospective application is required, and early application is permitted. Management is currently assessing the effect of this new standard on our financial statements.

3.3 Amendments to IAS 1 – Presentation of Financial Statements

In October 2022, the IASB issued amendments to IAS 1 *Presentation of Financial Statements* titled Non-current Liabilities with Covenants. These amendments seek to improve the information that an entity provides when its right to defer settlement of a liability is subject to compliance with covenants within 12 months after the reporting period. These amendments to IAS 1 override and incorporate the previous amendments, Classification of Liabilities as Current or Non-current, issued in January 2020, which clarified that liabilities are classified as either current or non-current depending on the rights that exist at the end of the reporting period. Liabilities should be classified as non-current if a company has a substantive right to defer settlement for at least 12 months at the end of the reporting period. The amendments were effective for annual periods beginning on or after January 1, 2024, and adoption of these amendments did not have an effect on our financial statements.

4. Royalties, streams and other mineral interests

	Streams ($)	Royalties on Production Stage Assets ($)	Royalties on Development Stage Assets ($)	Royalties on Exploration and Resource Stage Assets ($)	Other mineral interests ($)	Total ($)
Balance at December 31, 2022	—	310,656	122,422	215,326	19,100	667,504
Additions	—	7,369	21,250	1,152	—	29,771
Disposal	—	—	—	—	(322)	(322)
Depletion	—	(943)	—	—	—	(943)
Land agreement proceeds	—	—	—	—	(1,909)	(1,909)
Impairments	—	(8,752)	—	(13,627)	—	(22,379)
Balance at December 31, 2023	—	308,330	143,672	202,851	16,869	671,722
Additions	50,479	—		—	136	50,615
Disposal	—	—		—	(112)	(112)
Depletion	—	(1,433)		—	—	(1,433)
Land agreement proceeds	—	—	—	—	(1,467)	(1,467)
Transfers	—	16,132	(16,132)	—	—	—
Balance at September 30, 2024	50,479	323,029	127,540	202,851	15,426	719,325

During the nine months ended September 30, 2024, IAMGOLD’s Côté Gold Mine commenced production, and its carrying value of $16,132 was transferred from royalties on developing assets to royalties on producing assets.

(Unaudited, expressed in thousands of United States dollars unless otherwise stated)

4. Royalties, streams and other mineral interests (continued)

Vares Copper Stream

On June 4, 2024, the Company completed the acquisition from OMF Fund III (Cr) Ltd., an entity managed by Orion Mine Finance Management LP of a copper stream ("**Vares Copper Stream**") on the Vares Silver Project, operated by a subsidiary of Adriatic Metals plc located in Bosnia and Herzegovina. The Company paid $50 million, consisting of $45 million satisfied in cash and $5 million satisfied by issuing 2,906,977 GRC shares. The Vares Copper Stream applies to 100% of copper production from the mining area over the Rupice deposit. The Vares Copper Stream has associated ongoing payments equal to 30% of the LME spot copper price, with the effective payable copper fixed at 24.5%. Transaction costs amounting to $479 were recorded as part of the carrying value of the Vares Copper Stream.

Other Mineral Interests

On June 18, 2024, the Company acquired mining claims located in Nye County, Nevada for $112. All of these claims were disposed of on June 20, 2024 for proceeds of $112. The Company also retained 2% net smelter return ("**NSR**") on these claims.

On March 26, 2024, the Company acquired mining claims located in Lander County, Nevada for $15. Transaction costs amounting to $8 were recorded as part of the carrying value of the other mineral interests.

Land Agreement Proceeds

In the three and nine months ended September 30, 2024, the Company received land agreement proceeds that were credited against other mineral interests, which related to its royalty generator model of $254 (2023: $347) and $1,467 (2023: $1,639), respectively.

Summary Of Selected Royalties and Stream

The following is a summary of selected royalties and a stream owned by the Company as of September 30, 2024:

Asset	Interest	Jurisdiction
Streams on Production Stage Assets:		
Vares Project	100% Copper Stream	Bosnia and Herzegovina
Royalties on Production Stage Assets:		
Borden Mine (1)	0.5% NSR	Ontario, Canada
Canadian Malartic Property (open pit) (1)	2.0% – 3.0% NSR	Québec, Canada
Cozamin Mine (1)	1.0% NSR	Zacatecas, Mexico
Côté Gold Project (1)	0.75% NSR	Ontario, Canada
Isabella Pearl Mine (1)	0.375% Gross Revenue Royalty	Nevada, USA
Granite Creek	10% NPI	Nevada, USA
Royalties on Development Stage Assets:		
Canadian Malartic - Odyssey Project (1) (underground)	3.0% NSR	Québec, Canada
Borborema Project	2.0% NSR	Rio Grande do Norte, Brazil
REN - Carlin Mines	1.5% NSR	Nevada, USA
REN - Carlin Mines (NPI)	3.5% NPI	Nevada, USA
Royalties on Exploration and Resource Stage Assets:		
Fenelon Gold Property	2.0% NSR	Québec, Canada
Gold Rock Project	0.5% NSR	Nevada, USA
Hog Ranch Project	2.25% NSR	Nevada, USA
La Mina Project	2.0% NSR	Colombia
Lincoln Hill Project	2.0% NSR	Nevada, USA
Railroad-Pinion Project (1)	0.44% NSR	Nevada, USA
São Jorge Project	1.0% NSR	Brazil

Note:
(1) Royalty applies to only a portion of the property.

(Unaudited, expressed in thousands of United States dollars unless otherwise stated)

5. Long-term investment

As at September 30, 2024, long-term investment comprises $1,479 (C$2 million) (December 31, 2023: $1,587 (C$2 million)) representing a 12.5% equity interest in Prospector Royalty Corp. ("**PRC**"), a private company. The investment grants the Company access to PRC's extensive digital royalty database and includes a royalty referral agreement facilitating the acquisition of identified royalties.

6. Gold-linked loan

On December 19, 2023 (the "**Advance Date**"), the Company entered into a definitive agreement with Borborema Inc. (the "**Borrower**"), providing the Borrower with project financing for its Borborema Project of $10,000. The loan is secured against certain assets of the Borrower, and bears interest at 110 ounces of gold per quarter, and is payable through cash settlement or physical delivery of gold. The Borrower has the option to prepay the loan with all interest accrued and unpaid after 24 months following the Advance Date. The Borrower will have the option to elect its choice of payment (the "**Prepayment Option**").

The loan is classified as a financial asset and measured at fair value through profit or loss in accordance with IFRS 9 *Financial Instruments*. The Prepayment Option has been accounted for as part of the fair value of the loan in accordance with IFRS 9 *Financial Instruments*. The fair value of the loan is remeasured on the reporting date and the change in fair value is recognized in the consolidated statements of loss and comprehensive loss.

As at September 30, 2024, the fair value of the loan has been estimated using a discounted cash-flow approach based on the following assumptions: risk-free interest rate of 3.25%, calibrated credit spread of 3.12%, estimated long-term gold price of $2,022 per ounce and expected volatility of gold of 15.34%. The Company recorded a fair value gain on the loan of $400 (2023: $nil) and $1,350 (2023: $nil) in change in fair value of gold-linked loan in the consolidated statements of income (loss) and comprehensive income (loss) for the three and nine months ended September 30, 2024, respectively.

	($)
Investment in gold-linked loan	10,000
Interest income credited against gold-linked loan	(33)
Change in fair value during the year	172
Balance at December 31, 2023	10,139
Interest income credited against gold-linked loan	(786)
Change in fair value during the period	1,350
Balance at September 30, 2024	10,703

7. Bank loan

On January 24, 2022, the Company secured a $10,000 revolving credit facility (the "**Facility**") with the Bank of Montreal, that includes an accordion feature providing for an additional $15,000 of availability (the "**Accordion**"), subject to certain conditions. The Facility, secured by the Company's assets, is for general corporate use, acquisitions, and investments subject to certain limitations. Interest rates for amounts drawn are based on the U.S. dollar Base Rate plus 3.00% per annum or Adjusted Term SOFR plus 4.00% per annum. Undrawn amounts incur a standby fee of 0.90% per annum.

On February 8, 2022, and February 24, 2022, the Company drew down $3,000 and $7,000, respectively. On September 14, 2022, the Company extended the maturity date of the Facility with Bank of Montreal from March 31, 2023 to March 31, 2025, with an Accordion option, subject to conditions. On February 10, 2023, the Company expanded the Facility to $20,000 with an additional $15,000 accordion option. On February 17, 2023, the Company drew down $10,287 from the expanded Facility to settle the earlier drawdown and transaction costs. On August 30, 2023, the Facility was increased to $25,000 with a $10,000 accordion option. On August 24, 2023, the Company drew $7,500 to acquire Cozamin and settled it on December 15, 2023. On March 1, 2024, the Company extended the maturity date of the Facility to March 31, 2027. On June 4, 2024, the Company expanded the Facility to $30,000 with an accordion feature providing for an additional $5,000 of availability, subject to certain additional conditions and drew $15,000 to acquire the Vares Copper Stream. The balance as of September 30, 2024, was $25,287.

(Unaudited, expressed in thousands of United States dollars unless otherwise stated)

7. Bank loan (continued)

The following outlines the movement of the bank loan from December 31, 2022, to September 30, 2024:

	($)
Balance at December 31, 2022	9,448
Additional draw-down	17,787
Repayment	(17,500)
Less: transaction costs and fees	(418)
Modification adjustment	249
Interest expense	1,584
Interest paid	(1,119)
Balance at December 31, 2023	10,031
Additional draw-down	15,000
Less: transaction costs and fees	(284)
Modification adjustment	(310)
Interest expense	1,411
Interest paid	(1,274)
Balance at September 30, 2024	24,574

8. Convertible debentures

On December 15, 2023, the Company completed a private placement of $40,000 aggregate principal amount of unsecured convertible debentures (the "**Debentures**") with Queen's Road Capital Investment Ltd. ("**QRC**") and Taurus Mining Royalty Fund L.P., a fund managed by Taurus Funds Management Pte Limited. The Debentures are unsecured and bear interest at 10% per annum over a 5-year term, interest is payable 70% in cash and 30% in GRC Shares issuable at a price equal to the 20-day volume-weighted average trading price ("**VWAP**") calculated at each interest payment date.

The Company identified the Debentures as compound financial instruments. In accordance with IFRS 9 *Financial Instruments* and IAS 32 *Financial Instruments: Presentation*, the liability component excluding the Redemption Option (the "**Host Contract**") are classified as debt instruments and are measured at amortized cost.

The Company will be entitled to redeem the Debentures at par within a period of fourteen days from the third anniversary of the date of the issuance of the Debentures. Should the Company exercise its right to redeem the Debentures during this period, the holders are entitled to convert all of the outstanding Debentures into GRC Shares at a conversion price of US$1.73 (the "**Redemption Option**"). The Redemption Option is identified as embedded derivatives in accordance with IFRS 9 *Financial Instruments* and estimated at $1,951 on the issuance (Note 9).

The Debentures will be convertible at the holder's option into GRC Shares at a conversion price of $1.90 (the "**Conversion Option**"). As the number of GRC Shares to be issued under the Conversion Option is determined as the converted amount of the Debentures divided by the fixed conversion price of $1.90, the Conversion Option was accounted for separately as equity instruments in accordance with IAS 32 *Financial Instruments: Presentation*. The Conversion Option was recognized at the residual amount after deducting from the fair value of the instrument as a whole the amount separately determined for the liability component, in accordance with IFRS 9 *Financial Instruments*.

On the issuance date, the principal of $23,471 was allocated to the Host Contract, $1,951 was allocated to the Redemption Option as embedded derivatives (Note 9) and the residual value of $14,578 was allocated to the Conversion Option as equity. A deferred tax liability of $2,309 related to the taxable temporary difference arising from the equity portion of the Debentures was recognized as an offset in equity. The Company incurred transaction costs and fees of $1,481 for the issuance of the Debentures, of which $943 was allocated as a reduction to the liability portion and the residual value of $538 was allocated as reduction to the Conversion Option as equity.

During the three and nine months ended September 30, 2024, the Company recognized interest expense of $1,053 (2023: $nil) and $3,152 (2023: $nil) and accretion of $454 (2023: $nil) and $1,275 (2023: $nil), respectively.

The following outlines the movement of the Debentures balance from December 15, 2023 to September 30, 2024:

	($)
Face value of the Debentures issued on December 15, 2023	40,000
Less: Transaction costs and fees	(943)
Less: Redemption Option classified as embedded derivatives (Note 9)	(1,951)
Less: Equity component of convertible debentures issued for cash	(14,578)
Finance costs	235
Balance at December 31, 2023	22,763
Finance costs	4,427
Interest paid	(2,832)
Balance at September 30, 2024	24,358

(Unaudited, expressed in thousands of United States dollars unless otherwise stated)

9. Embedded derivative

The embedded derivative related to the Debentures (Note 8) was valued upon initial recognition at a fair value of $1,951. At each reporting date, the change in fair value of the embedded derivatives is recognized in the consolidated statements of income (loss) and comprehensive income (loss). The Company recorded a fair value gain of $99 (2023: $nil) and $469 (2023: $nil) in the consolidated statements of income (loss) and comprehensive income (loss) for the three and nine months ended September 30, 2024, respectively.

The following outlines the movement of the embedded derivatives balance from December 15, 2023 to September 30, 2024:

	($)
Fair value of embedded derivative on December 15, 2023	1,951
Change in fair value during the year	(30)
Balance at December 31, 2023	1,921
Change in fair value during the period	(469)
Balance at September 30, 2024	1,452

As at September 30, 2024, the fair value of the embedded derivatives has been estimated using the White Hull one factor model based on the following assumptions: share price of $1.36, calibrated credit spread of 22.95%, expected interest rate volatility of 1.13% and mean reversion constant of 0.045%.

10. Equity

10.1 Common Shares

The authorized share capital of the Company consists of an unlimited number of GRC Shares and an unlimited number of preferred shares issuable in series without par value.

On June 4, 2024, the Company issued 2,906,977 GRC Shares in satisfaction of the acquisition of the Vares Copper Stream (Note 4). The Company incurred issuance costs of $31 and recognized a corresponding deferred tax recovery of $8.

On May 31, 2024, the Company completed a public offering of units ("**Unit**") of the Company (the "**Offering**"). Pursuant to the Offering, the Company issued, on a bought deal basis, 20,058,300 Units, including 2,616,300 Units pursuant to the full exercise of the over-allotment option, at a price of $1.72 per Unit for aggregate gross proceeds of $34,500 and incurred issuance costs of $2,264. A corresponding deferred tax recovery of $610 was recognized in connection with these issuance costs. Each Unit consists of one GRC Share and Warrant. Each Warrant is exercisable to acquire one GRC Share for a period of thirty-six months after closing at an exercise price of $2.25. The proceeds were used to fund the acquisition of the Vares Copper Stream.

During the three and nine months ended September 30, 2024, the Company issued 243,006 and 656,181 GRC Shares in satisfaction of vesting of RSUs ("**Restricted Share Units**"), marketing services and debentures interest payment, respectively. 2,338 and 23,919 GRC Shares were issued upon exercise of share options during the three and nine months ended September 30, 2024.

10.2 Restricted Share Units

The following outlines the movements of the Company's RSUs:

	Number of RSUs	Weighted Average Grant Price ($)
Balance at December 31, 2022	769,547	3.25
Granted	1,556,164	1.55
Vested	(257,489)	3.24
Forfeited	(3,102)	2.81
Balance at December 31, 2023	2,065,120	1.97
Vested	(73,105)	4.19
Forfeited	(89,345)	2.01
Balance at September 30, 2024	1,902,670	1.89

During the three and nine months ended September 30, 2024, the Company recorded share-based compensation expenses of $426 (2023: $328) and $1,346 (2023: $975), respectively. The expense is based on the fair value of the RSUs, determined using the closing value of GRC Shares at the grant date, and is recognized over the vesting period. The RSUs are classified as equity instruments since they will be settled in GRC Shares.

(Unaudited, expressed in thousands of United States dollars unless otherwise stated)

10. Equity (Continued)

10.3 Reserves

The following outlines the movements of the Company's common share purchase warrants, share options and RSUs:

	Reserves			
	Warrants ($)	Share Based Awards ($)	Convertible Debentures ($)	Total ($)
Balance at December 31, 2022	8,292	14,128	—	22,420
Vesting of RSUs	—	(826)	—	(826)
Exercise of share options - Golden Valley Abitibi Royalties Ltd	—	(1,823)	—	(1,823)
Convertible debentures:				
Equity component of convertible debentures issued for cash, net of taxes	—	—	12,270	12,270
Transaction fees and issuance costs	—	—	(538)	(538)
Share-based compensation - share options	—	1,405	—	1,405
Share-based compensation - RSUs	—	1,318	—	1,318
Balance at December 31, 2023	8,292	14,202	11,732	34,226
Vesting of RSUs	—	(303)	—	(303)
Exercise of share options - Golden Valley Abitibi Royalties Ltd	—	(301)	—	(301)
Bought deal offering:				
GRC Shares and Warrants issued for cash	1,003	—	—	1,003
Share-based compensation - share options	—	122	—	122
Share-based compensation - RSUs	—	1,346	—	1,346
Balance at September 30, 2024	9,295	15,066	11,732	36,093

Common Share Purchase Warrants

As at September 30, 2024, there were 2,430,000 Ely Warrants outstanding exercisable into 595,350 GRC Shares based on a 0.245 exchange ratio. Their weighted average exercise price is C$4.59 per GRC Share and with a weighted average remaining life of 0.88 years.

Share Options

The following outlines the movements of the Company's common share options:

	Number of options	Weighted Average Exercise Price ($)
Balance at December 31, 2022	8,236,668	3.18
Granted	5,000	2.33
Exercised - Golden Valley Abitibi Royalties Ltd.	(332,298)	1.04
Forfeited - Golden Valley Abitibi Royalties Ltd.	(143,159)	1.04
Balance at December 31, 2023	7,766,211	3.31
Exercised - Golden Valley Abitibi Royalties Ltd.	(25,544)	1.29
Forfeited - Golden Valley Abitibi Royalties Ltd.	(75,494)	2.13
Balance at September 30, 2024	7,665,173	3.33

During the three and nine months ended September 30, 2024, no share options were granted.

The weighted average share price at the date of exercise of options exercised during the three and nine months ended September 30, 2024 was $1.54 (2023: $nil) and $1.71 (2023: $1.94), respectively.

(Unaudited, expressed in thousands of United States dollars unless otherwise stated)

10. Equity (Continued)

10.3 Reserves (Continued)

A summary of share options outstanding and exercisable as at September 30, 2024, are as follows:

	Options Outstanding			Options Exercisable		
Exercise Price ($)	Number of Options Outstanding	Weighted Average Exercise Price ($)	Weighted Average Remaining Contractual Life (years)	Number of Options exercisable	Weighted Average Exercise Price ($)	Weighted Average Remaining Contractual Life (years)
1.00 to 1.99	1,891,948	1.37	1.86	1,891,948	1.37	1.86
2.00 to 2.99	2,373,708	2.58	3.12	2,373,708	2.58	3.12
3.00 to 3.99	17,514	3.06	2.64	17,514	3.06	2.64
4.00 to 4.99	877,003	4.86	1.98	877,003	4.86	1.98
5.00 and above	2,505,000	5.00	1.44	2,505,000	5.00	1.44
	7,665,173	3.33	2.13	7,665,173	3.33	2.13

The fair value of the Company’s share options recognized as share-based compensation expense during the three and nine months ended September 30, 2024 was $nil (2023: $234) and $122 (2023: $1,211), respectively, using the Black-Scholes option pricing model.

10.4 Income (Loss) Per Share

	For the three months ended September 30		For the nine months ended September 30	
	2024 ($)	2023 ($)	2024 ($)	2023 ($)
Net income (loss) after income taxes for the period	3,423	(1,817)	(218)	(7,396)
Basic weighted average number of common shares	169,152,636	144,970,285	156,162,298	144,609,320
Basic income (loss) per share	0.02	(0.01)	(0.00)	(0.05)
Effect of dilutive securities				
RSUs	794,578	—	—	—
Share options	52,683	—	—	—
Warrants	233,853	—	—	—
Diluted weighted average number of common shares	170,233,750	144,970,285	156,162,298	144,609,320
Diluted income (loss) per share	0.02	(0.01)	(0.00)	(0.05)

11. Revenue

	For the three months ended September 30		For the nine months ended September 30	
	2024 ($)	2023 ($)	2024 ($)	2023 ($)
Canadian Malartic	412	204	1,482	280
Cozamin	312	214	836	214
Borden	80	130	385	418
Côté Gold	368	—	474	—
Jerritt Canyon	—	—	—	198
Borborema	652	—	1,789	—
Others	236	249	1,782	922
	2,060	797	6,748	2,032

During the three and nine months ended September 30, 2024, others consist of land agreement proceeds of $238 (2023: $44) and $1,240 (2023: $246) and advance mineral royalty payments received of $26 (2023: $25) and $306 (2023: $356).

(Unaudited, expressed in thousands of United States dollars unless otherwise stated)

12. General and administrative costs and project evaluations costs

	For the three months ended September 30		For the nine months ended September 30	
	2024 ($)	2023 ($)	2024 ($)	2023 ($)
Corporate administrative costs	784	664	2,717	2,440
Employee costs and director fees	700	689	1,900	2,100
Professional fees	479	289	1,261	1,447
	1,963	1,642	5,878	5,987
Depreciation	20	13	59	50
Share-based compensation	445	562	1,499	2,270
	2,428	2,217	7,436	8,307

During the three and nine months ended September 30, 2024, included in the total general and administrative costs and project evaluation costs were general and administrative costs of $2,413 (2023: $2,188) and $7,389 (2023: $8,029) and project evaluation costs of $15 (2023: $29) and $47 (2023: $278), respectively.

13. Finance costs

	For the three months ended September 30		For the nine months ended September 30	
	2024 ($)	2023 ($)	2024 ($)	2023 ($)
Interest expense on bank loan	653	399	1,411	1,010
Interest expense on convertible debentures	1,053	—	3,152	—
Accretion of convertible debentures	454	—	1,275	—
Interest expense on lease liabilities	6	4	17	15
	2,166	403	5,855	1,025

14. Financial instruments

The Company's financial instruments consist of cash and cash equivalents, short-term and long-term investments, gold-linked loan, accounts receivable, accounts payable and accrued liabilities, lease obligation, bank loan, convertible debentures, and embedded derivatives.

The Company uses the following hierarchy for determining and disclosing fair value of financial instruments:

- Level 1: quoted (unadjusted) prices in active markets for identical assets or liabilities.
- Level 2: other techniques for which all inputs have a significant effect on the recorded fair value which are observable, either directly or indirectly.
- Level 3: techniques which use inputs that have a significant effect on the recorded fair value that are not based on observable market data.

	As at September 30, 2024			
	Level 1 ($)	Level 2 ($)	Level 3 ($)	Total ($)
Recurring measurements				
Financial assets at FVTPL				
Short-term investments	195	—	—	195
Gold-linked loan	—	—	10,703	10,703
Financial assets at FVOCI				
Long-term investment	—	—	1,479	1,479
Financial liabilities at FVTPL				
Embedded derivative	—	—	1,452	1,452
	195	—	13,634	13,829

(Unaudited, expressed in thousands of United States dollars unless otherwise stated)

14. Financial instruments (continued)

	As at December 31, 2023			
	Level 1 ($)	Level 2 ($)	Level 3 ($)	Total ($)
Recurring measurements				
Financial assets at FVTPL				
Short-term investments	342	—	—	342
Gold-linked loan	—	—	10,139	10,139
Financial assets at FVOCI				
Long-term investment	—	—	1,587	1,587
Financial liabilities at FVTPL				
Embedded derivative	—	—	1,921	1,921
	342	—	13,647	13,989

There were no transfers between the levels of the fair value hierarchy during the nine months ended September 30, 2024.

The Company's short-term investments are initially recorded at fair value and subsequently revalued to their fair market value at each period end based on inputs such as quoted equity prices. The Company's short-term investments are measured at fair value on a recurring basis and classified as level 1 within the fair value hierarchy.

The fair value of the gold-linked loan is classified as Level 3 and is determined based on a discounted cash flow approach, which includes significant inputs not based on observable market data such as long-term gold price and expected volatility of gold.

The Company's long-term investment is initially recorded at fair value and subsequently revalued to its fair market value at each period end based on inputs such as quoted equity prices. The fair value of the long-term investment is classified as Level 3 and measured based on data such as the price paid by arm's length parties in recent transactions.

The fair value of the embedded derivative related to the convertible debentures is classified as Level 3 and is determined using the White Hull one factor model, which includes significant inputs not based on observable market data such as expected credit spread.

The fair value of the Company's other financial instruments, which include cash and cash equivalents, accounts receivable, and accounts payable and accrued liabilities approximate their carrying values due to their short term to maturity. Bank loan, convertible debentures, and lease obligations are measured at amortized cost. The fair value of the bank loan and lease obligations approximate their carrying values as their interest rates are comparable to current market rates. The fair value of the convertible debentures approximates their carrying values as there were not significant changes in economic and risk parameters or assumptions related to the convertible debentures since the issuance.

14.1 Financial risk management objectives and policies

The financial risk arising from the Company’s operations are credit risk, liquidity risk, currency risk, equity price risk and interest rate risk. These risks arise from the normal course of operations and all transactions undertaken are to support the Company’s ability to continue as a going concern. The risks associated with financial instruments and the policies on how the Company mitigates these risks are set out below. Management manages and monitors these exposures to ensure appropriate measures are implemented in a timely and effective manner.

14.2 Credit risk

Credit risk is the risk of an unexpected loss if a customer or third-party to a financial instrument fails to meet its contractual obligations. Credit risk for the Company is primarily associated with the Company's bank balances, accounts receivable and gold-linked loan. The Company mitigates credit risk associated with its bank balances by holding cash with Schedule I chartered banks in Canada and their US affiliates. The Company's maximum exposure to credit risk is equivalent to the carrying value of its cash and cash equivalents in excess of the amount of government deposit insurance coverage for each financial institution. In order to mitigate its exposure to credit risk, the Company closely monitors its financial assets.

14.3 Liquidity risk

Liquidity risk is the risk that the Company will not be able to settle or manage its obligations associated with financial liabilities. To manage liquidity risk, the Company closely monitors its liquidity position and ensures it has adequate sources of funding to finance its projects and operations. The Company’s working capital (current assets less current liabilities) as at September 30, 2024, was $2,306 compared to $1,695 as at December 31, 2023. The Company's accounts payable and accrued liabilities are expected to be realized or settled, respectively, within a one-year period.

The Company's future profitability will be dependent on the royalty income to be received from mine operators. Royalties are based on a percentage of the minerals, or the products produced, or revenue or profits generated from the property which is typically dependent on the prices of the minerals the property operators are able to realize. Mineral prices are affected by numerous factors such as interest rates, exchange rates, inflation or deflation and global and regional supply and demand. In managing liquidity risk, the Company takes into account the anticipated cash flows from operating activities and its holding of cash and short-term investments. The Company believes it has the adequate liquidity to meet its obligations and to finance its planned activities.

(Unaudited, expressed in thousands of United States dollars unless otherwise stated)

14. Financial instruments (continued)

14.3 Liquidity risk (Continued)

As at September 30, 2024, the Company has the following contractual obligations, including payments due for each of the next five years and thereafter:

	Payments Due by Period				
	Total ($)	Less than 1 year ($)	1 – 3 years ($)	4 – 5 years ($)	After 5 years ($)
Lease obligations	322	95	227	—	—
Revolving credit facility - principal	25,287	—	25,287	—	—
Revolving credit facility - interest	5,885	1,907	3,978	—	—
Convertible debentures - principal	40,000	—	—	40,000	—
Convertible debentures - interest	17,167	4,000	12,000	1,167	—
Total	88,661	6,002	41,492	41,167	—

14.4 Currency risk

The Company is exposed to foreign exchange risk when the Company undertakes transactions and holds assets and liabilities in currencies other than its functional currency. The Company currently does not engage in foreign exchange currency hedging. The currency risk on the Company's cash and cash equivalents, short-term investments and accounts payable and accrued liabilities are minimal.

14.5 Equity price risk

The Company is exposed to equity price risk associated with its investments in other mining companies. The Company's short-term investments consisting of common shares are exposed to significant equity price risk due to the potentially volatile and speculative nature of the businesses in which the investments are held. Based on the Company's short-term investments held as at September 30, 2024, a 10% change in the market price of these investments would have an impact of approximately $14 on net loss. The Company is not exposed to significant equity price risk related to its marketable securities.

14.6 Interest rate risk

The Company's exposure to interest rate risk arises from the impact of interest rates on its cash and secured revolving credit facility, which bear interest at fixed or variable rates. The interest rate risks on the Company's cash balances are minimal. The Company's secured revolving credit facility bears interest at a rate determined by reference to the U.S. dollar Base Rate plus a margin of 3.00% or Adjusted Term SOFR plus a margin of 4.00%, as applicable and an increase (decrease) of 10 basis point in the applicable rate of interest would not have a significant impact on the net loss for the nine months ended September 30, 2024. The Company's lease liability is determined using the interest rate implicit in the lease and an increase (decrease) of 10 basis points would not have a significant impact on the net loss for the nine months ended September 30, 2024.

15. Related party transactions

15.1 Related Party Transactions

QRC, an entity whose Chief Executive Officer is also a director of the Company, subscribed for $30,000 principal amount of the Debentures in the Company's convertible debenture financing completed in December 2023. During the three and nine months ended September 30, 2024, the Company incurred finance costs of $1,130 (2023: $nil) and $3,320 (2023: $nil), respectively, under such Debentures held by QRC. Related party transactions are based on the amounts agreed to by the parties. During the nine months ended September 30, 2024, the Company did not enter into any contracts or undertake any commitment with any related parties other than as described herein.

15.2 Transactions with Key Management Personnel

Key management personnel are individuals responsible for planning, directing, and controlling the activities of an entity. Total management salaries and directors' fees incurred for services provided by key management personnel of the Company for the three and nine months ended September 30, 2024 are as follows:

	For the three months ended September 30		For the nine months ended September 30	
	2024 ($)	2023 ($)	2024 ($)	2023 ($)
Management salaries	314	303	944	922
Directors' fees	51	58	161	273
Share-based compensation	368	315	1,102	1,390
	733	676	2,207	2,585

(Unaudited, expressed in thousands of United States dollars unless otherwise stated)

16. Operating segments

The Company conducts its business as a single operating segment, being the investment in royalty and mineral stream interests. Except for the Stream asset located in Bosnia and Herzegovina and royalties on gold projects located in the USA, Brazil, Mexico, Colombia, Peru and Türkiye, substantially all of the Company's assets and liabilities are held in Canada.

	September 30, 2024 ($)	December 31, 2023 ($)
Non-current assets by geographical region as of:		
Bosnia and Herzegovina	50,479	—
USA	197,963	199,441
Canada	446,387	447,519
Brazil	31,954	31,390
Mexico	6,673	7,098
Total	733,456	685,448

Exhibit 99.2

MANAGEMENT'S DISCUSSION AND ANALYSIS
FOR THE THREE AND NINE MONTHS ENDED SEPTEMBER 30, 2024

November 4, 2024

General

This management's discussion and analysis ("**MD&A**") of the financial condition and results of operations of Gold Royalty Corp. should be read in conjunction with its unaudited condensed interim consolidated financial statements and the notes thereto for the three and nine months ended September 30, 2024, and its Annual Report on Form 20-F (the "**Annual Report**") for the year ended December 31, 2023, copies of which are available on SEDAR+ at www.sedarplus.ca and on EDGAR at www.sec.gov.

Unless otherwise stated, all information contained in this MD&A is as of November 4, 2024. Unless otherwise stated, references herein to "**$**" or "dollars" are to United States dollars and references to "**C$**" are to Canadian dollars. References in this MD&A to the "**Company**"," and "**Gold Royalty**" mean Gold Royalty Corp., together with its subsidiaries unless the context otherwise requires.

The Company's unaudited condensed interim consolidated financial statements for the three and nine months ended September 30, 2024, have been prepared in accordance with IFRS® Accounting Standards as issued by the International Accounting Standards Board (IASB) applicable to the presentation of interim financial statements including International Accounting Standard 34, *Interim Financial Reporting* ("**IFRS**").

Technical and Third-Party Information

Disclosure relating to properties in which Gold Royalty holds royalties, stream or other interests is based on information publicly disclosed by the owners or operators of such properties. For further information regarding the project updates regarding properties underlying the Company's interests, please refer to the disclosures of the operators thereof, including those referenced herein.

As a holder of royalties and similar non-operating interests, the Company has limited, if any, access to properties included in its asset portfolio. Additionally, the Company may from time to time receive operating information from the owners and operators of the properties, which the Company is not permitted to disclose to the public. The Company is dependent on the operators of the properties and their qualified persons to provide information to the Company or on publicly available information to prepare disclosure pertaining to properties and operations on the properties on which the Company holds interests and generally will have limited or no ability to independently verify such information. Although the Company does not currently have any knowledge that such information may not be accurate, there can be no assurance that such third-party information is complete or accurate.

Unless otherwise indicated, the technical and scientific disclosure contained herein, including any references to mineral resources or mineral reserves, was prepared by the project operators in accordance with Canadian National Instrument 43-101, which differs significantly from the requirements of the U.S. Securities and Exchange Commission ("**SEC**") applicable to domestic issuers. Accordingly, the scientific and technical information contained or referenced in this news release may not be comparable to similar information made public by U.S. companies subject to the reporting and disclosure requirements of the SEC.

The scientific and technical information contained in this MD&A relating to the Company's royalty and other interests has been reviewed and approved by Alastair Still, P.Geo., who is the Director of Technical Services of the Company, a qualified person as such term is defined under NI 43-101.

Business Overview

Gold Royalty is a precious metals focused royalty company offering creative financing solutions to the metals and mining industry. The Company's diversified portfolio includes over 240 royalties and a copper stream across properties of various stages, including 7 producing projects.

The head office and principal address of the Company is located at 1830 – 1188 West Georgia Street Vancouver, BC, V6E 4A2, Canada. The Company's common shares (the "**GRC Shares"**) and common share purchase warrants ("**Warrants**") are listed on the NYSE American under the symbols "GROY" and "GROY-WT", respectively.

Business Strategy

Since inception, the Company's strategy has been to acquire royalties, streams and similar interests at varying stages of the mine life cycle to build a balanced portfolio offering near, medium and longer-term returns for its investors.

In carrying out our long-term growth strategy, the Company seeks and continually reviews opportunities to expand our portfolio through the acquisition of existing or newly created royalty, stream or similar interests and through accretive acquisitions of companies that hold such assets.

In acquiring newly created interests, the Company acts as a source of financing to mining companies for the development and exploration of projects. The Company's "royalty generator model" is focused on mineral properties held by us and our subsidiaries and additional properties we may acquire from time to time, with the aim of subsequently optioning or selling them to third-party mining companies in transactions where the Company would retain a royalty, carried interest or other similar interest.

The Company may, from time to time, conduct non-material exploration related activities to advance our royalty generator model.

Financial and Operating Highlights

The following table sets forth selected financial and operating information for the three and nine months ended September 30, 2024 and 2023.

	For the three months ended September 30		For the nine months ended September 30	
	2024	2023	2024	2023
(in thousands of dollars, except per share amounts)	($)	($)	($)	($)
Revenue	2,060	797	6,748	2,032
General, administrative and project evaluation costs	(2,428)	(2,217)	(7,436)	(8,307)
Net income (loss)	3,423	(1,817)	(218)	(7,396)
Net income (loss) per share, basic	0.02	(0.01)	(0.00)	(0.05)
Net income (loss) per share, diluted	0.02	(0.01)	(0.00)	(0.05)
Cash provided by (used in) operating activities	(42)	(1,751)	1,281	(5,149)
Non-IFRS and Other Measures				
Total Revenue, Land Agreement Proceeds and Interest(1)	2,601	1,370	9,001	3,897
Cash Operating Expenses(1)	(1,963)	(1,642)	(5,878)	(5,987)
Adjusted Net Income (Loss)(1)	4,238	(1,095)	1,571	(4,900)
Adjusted Net Income (Loss) Per Share, basic(1)	0.03	(0.01)	0.01	(0.03)
Adjusted Net Income (Loss) Per Share, diluted (1)	0.02	(0.01)	0.01	(0.03)
Total Gold Equivalent Ounces ("**GEOs**")(1)	1,051	711	4,017	2,036

(1) Total Revenue, Land Agreement Proceeds and Interest, Cash Operating Expenses, Adjusted Net Income (Loss), Adjusted Net Income (Loss) Per Share, basic and diluted, and Total GEOs are each non-IFRS measures and do not have a standardized meaning under IFRS. See "*Non-IFRS Measures*" for further information.

Highlights for the three months ended September 30, 2024

- Approximate 160% increase in revenue and 90% increase in Total Revenue, Land Agreement Proceeds and Interest in the third quarter of 2024 from the same period in 2023.
- In the third quarter of 2024, the Company recorded its second consecutive quarterly royalty payment from the Côté Gold Mine and continued to benefit from its existing cash flowing royalties on the Borborema Project and the Canadian Malartic, Cozamin, and Borden Mines. The Company's royalty generator model added $0.4 million in land agreement proceeds in the quarter.
- Net income per share and Adjusted Net Income Per Share for the third quarter of 2024 was $0.02 and $0.03 respectively, compared to a net loss per share and Adjusted Net Loss Per Share for the third quarter of 2023 of $0.01 and $0.01 respectively.
- The Company remains on track to achieve its annual guidance of between 6,500 and 7,000 GEOs, which equates to approximately $13 million to $14 million in forecasted Total Revenue, Land Agreement Proceeds and Interest, as it expects to benefit from the Vares Mine and Côté Gold Mine achieving full capacity by the end of the year and strong commodity prices.

See "*Selected Asset Updates*" for further information. Total Revenue, Land Agreement Proceeds and Interest, Cash Operating Expenses, Adjusted Net Loss, Adjusted Net Loss Per Share, basic and diluted, and Total GEOs are each non-IFRS measures and do not have a standardized meaning under IFRS. See "*Non-IFRS Measures*" for further information.

Selected Asset Updates

The following is a summary of selected recent developments announced by the operators of the properties underlying certain of the Company's royalties. Please refer to the Annual Report for additional information regarding our interests.

Canadian Malartic Property

The Company holds four royalties on portions of the Canadian Malartic Complex, including a 3.0% net smelter return ("**NSR**") royalty on portions of the Canadian Malartic mine and Odyssey mine in Québec, Canada. This royalty currently applies to a portion of the open pit areas (the eastern end of the Barnat Extension) where a majority of production to date has occurred. The royalty also applies to portions of the Odyssey, Internal Zones, East Malartic, Sladen and Sheehan zones, and all of the Jeffrey zone within the Canadian Malartic Complex. The Canadian Malartic Complex is owned and operated by Agnico Eagle Mines Limited ("**Agnico Eagle**"). The Company also holds royalties on the wider Canadian Malartic Property, including 2.0% NSR royalties on the Charlie Zone and the eastern portion of the Gouldie zone, a 1.5% NSR royalty on the Midway Project (1.0% NSR can be bought back for $1.0 million) and a 15% NPI royalty on the Radium Property.

On July 31, 2024, Agnico Eagle announced its results for the second quarter of 2024, disclosing that at Odyssey South, record quarterly mining rates and gold production were achieved at approximately 3,750 tonnes per day and 22,300 ounces of gold, respectively. It disclosed that ramp development had continued to exceed Agnico Eagle's target, and that surface construction was progressing as planned, with a focus on the main hoist building, phase two of the paste plant and the operations complex.

Agnico Eagle further disclosed that based on positive results from the exploration program near the Odyssey mine during the first half of 2024, Agnico Eagle has approved a supplemental exploration budget of $12.0 million for 68,000 metres of near-mine drilling during the second half of the year. The objective is to further expand the East Gouldie deposit footprint laterally and add inferred mineral resources in support of a potential future Shaft #2 and the broader "Fill the Mill" strategy at the Canadian Malartic Complex.

In addition, Agnico Eagle reported that the regional exploration program at Canadian Malartic is receiving a supplemental exploration budget of $4.5 million for 16,500 metres of additional drilling during the second half of 2024, to further investigate the eastern portion of the Canadian Malartic property package in support of the Fill the Mill strategy. These supplemental budgets are in addition to Agnico Eagle's previously disclosed exploration budget for 2024 at Canadian Malartic of approximately $20.4 million for 137,000 metres of drilling at Odyssey and at regional targets.

On October 30, 2024, Agnico Eagle announced its results for the third quarter of 2024, disclosing that ramp development and shaft sinking activities were progressing on-schedule, having reached a depth of 873 meters and 839 meters respectively, an increase from 832 meters and 680 meters respectively, as reported at the end of the second quarter. It also disclosed that exploration drilling was conducted at the East Gouldie, Odyssey North and Odyssey South deposits, with the surface drill holes intersecting the Odyssey Internal Zones with positive assay results.

Additionally, Agnico Eagle stated that regional exploration work has accelerated in the eastern portion of the Canadian Malartic Property with widely space diamond drilling totaling over 15,000 meters during the third quarter of 2024 (41,700 meters during 2024) on the Rand Malartic and Malartic Goldfields properties.

For further information see Agnico Eagle's news releases dated July 31, 2024 and October 30, 2024, available under its profile on www.sedarplus.ca.

Vares Mine

In June 2024, the Company acquired a copper stream on the Vares Silver Project, operated by a subsidiary of Adriatic Metals plc ("**Adriatic**") and located in Bosnia and Herzegovina. The Stream applies to 100% of copper production from the Rupice mine area with ongoing payments equal to 30% of the spot copper price, effective payable copper is fixed at 24.5%.

On July 15, 2024, Adriatic issued an announcement regarding a press release of the Constitutional Court of Bosnia & Herzegovina, stating that the Federal BiH law permitting the removal of state forest for temporary use should be repealed, as the competent authority should be the State rather than the Federation. Adriatic disclosed that based on the limited information contained in the Court's news release, Adriatic assumes that this decision will delay the removal of trees on the extended tailings storage facility ("**TSF**"), which is due to be constructed in the coming months at the Vares Processing Plant site. It further disclosed that it would continue to use the current tailings storage facility as it awaits the full Court decision and that the existing facility has capacity to continue to receive material until the first quarter of 2025. Adriatic stated that it is also reviewing the possible permitting of several alternative TSFs within the Company's concession area, however it stated the full decision of the Court will need to be reviewed before any alternative options are progressed.

On July 30, 2024, Adriatic announced its second quarter activities report. Highlights in the second quarter disclosed by it included the ramp-up production with nameplate production expected in the fourth quarter of 2024. Underground development rates increased by 31% quarter over quarter. Exploration activities continue to advance targeting the northern and southern extensions of the Rupice deposit. Additionally, Adriatic has commenced studies to increase plant throughput to up to 1.3 Mtpa with a detailed report expected in the fourth quarter of 2024. With regards to the ruling made by the Constitutional Court of Bosnia & Herzegovina, Adriatic noted, "No impact is anticipated on production as Adriatic will continue to use the current tailing storage facility and is progressing alternative tailings storage facilities, with initial design work underway at an alternate location."

On September 22, 2024, Adriatic announced an update over the Vares Mine operations. The announcement highlighted that during the month of August, the first stope was brought into production with mined grades and development rates higher than expected. Ore production also increased significantly with Adriatic reporting the extraction of 25,514 tonnes of ore during the month of August, compared to 5,595 tonnes in July. Lastly, Adriatic highlighted that due to development delays in earlier quarters, guidance for 2024 will be decreased to 180,000 tonnes, while the 2025 guidance remains unchanged.

In addition, in response to the court ruling of the Constitutional Court of Bosnia & Herzegovina, Adriatic is progressing plans for an alternative TSF at the former Veovaca open-pit site, as well as permitting for the waste rock area. The current TSF has a capacity of 133,000 tonnes which Adriatic estimates will allow tailing deposition into the middle of the first quarter of 2025. Adriatic expects the Veovaca TSF to be completed in 2024, and does not expect any impact on production from lack of TSF capacity. Permits were granted on October 24, 2024 by the Federal Ministry of Energy, Mining, and Industry, which allows Adriatic to begin disposing of tailings by December 2024.

On October 28, 2024, Adriatic released its third quarter activities report. It disclosed that highlights in the third quarter included the ramp-up of production at Vares with nameplate production expected in the fourth quarter of 2024. It further disclosed that currently 63,100 tonnes of ore was mined with tonnes milled increasing by 123% quarter over quarter. It stated that underground development rates also increased by 13% compared to the previous quarter and that exploration activities continue to advance drilling over 3,809 meters during the quarter and 13,283 meters in total over 2024. Additionally, Adriatic disclosed that permits had been granted for the first phase of Veovaca TSF, with construction commenced and expected by Adriatic to be finished in December 2024.

For further information see Adriatic's announcements dated July 15, 2024, July 30, 2024, September 22, 2024, and October 28, 2024.

Cozamin Mine

The Company holds a 1.0% NSR royalty on the southeastern portion of the Cozamin copper-silver mine, located in Zacatecas, Mexico, owned and operated by Capstone Copper Corp. ("**Capstone**").

On October 31, 2024, Capstone announced its third quarter 2024 results which outlined that third quarter 2024 production was 2% higher than the third quarter 2023 due to higher mill throughput driven by mine sequencing. Grades and recoveries were consistent with the same period last year.

For further information see Capstone's news release dated October 31, 2024 available under its profile on www.sedarplus.ca.

Côté Gold Mine

The Company holds a 0.75% NSR royalty over the southern portion of the Côté Gold Mine ("**Côté**") in Ontario, Canada, which is majority owned and operated by IAMGOLD Corporation ("**IAMGOLD**").

On August 2, 2024, IAMGOLD announced it had achieved commercial production at Côté with the mill operating at an average of 60% of nameplate throughput for 30 consecutive days. Ramp-up of the plant continues to progress as IAMGOLD aims to achieve 90% of nameplate throughput by the end of the year.

On August 8, 2024 IAMGOLD announced its second quarter results including initial production results and gold sales from Côté. IAMGOLD also noted production guidance at Côté is expected to be on the lower end of the guidance range of 220,000 to 290,000 ounces, as improvements to mill availability are made during the ramp-up of operations towards 90% of nameplate capacity.

On September 30, 2024, IAMGOLD announced the acquisition of a 9.7% interest over the Côté Gold Mine from Sumitomo Metal Mining Co., Ltd, expecting the transaction to close on November 30, 2024, returning IAMGOLD's interest over the Côté to 70%.

On October 15, 2024 IAMGOLD provided an update on Côté operations which outlined third quarter gold production of 68,000 gold ounces and that the ramp up of the processing plant remains on track to exit the year at 90% of the design throughput rate of 36,000 tonnes per day. Record daily throughput of 40,900 tpd (+14% above nameplate) had been achieved following the scheduled shutdown in September, during which key optimizations and improvements were made to improve the availability and performance of the processing plant. It further disclosed that, subsequent to quarter end, the processing rate continued to ramp up from the adjustments and improvements made in the third quarter. Since October 2nd, the plant has averaged a daily throughput of 30,000 tpd, equating to an average of 83% of nameplate design.

For further information see IAMGOLD's news releases dated August 2, 2024, August 8, 2024, September 30, 2024, and October 15, 2024, available under its profile on www.sedarplus.ca.

Borborema Project

The Company holds a 2.0% NSR royalty over the Borborema Gold Project ("**Borborema**") in Rio Grande do Norte, Brazil, which is owned and operated by a subsidiary of Aura Minerals Inc. ("**Aura**"). The royalty decreases to a 0.5% NSR after 725,000 oz of gold production. Subject to a buyback right of the operator, whereby a 0.5% NSR may be repurchased for $2.5 million after the earlier of 2,250,000 oz of production or 2050.

On August 5, 2024, Aura announced its second quarter 2024 financial and operating results, including an update on Borborema where it outlined construction was 40% complete, with construction capex 80% already committed and 39% already disbursed. Aura also added that the road relocation is pending approval by the National Infrastructure Agency, and approval is expected in 2024 and licensing in early 2025.

For further information see Aura's news release dated August 5, 2024, available under its profile on www.sedarplus.ca.

Ren Project

The Company holds a 1.5% NSR royalty and a 3.5% NPI over the Ren Project, part of Barrick Gold Corporation's ("**Barrick**") Carlin Complex, in Elko County, Nevada, USA.

In its management's discussion and analysis for the three and six months ended June 30, 2024, Barrick outlined that project capital expenditures had increased during the quarter due to the continuation of dewatering and detailed engineering at the Ren Project.

For further information see Barrick's management's discussion and analysis for the three months and six months ended June 30, 2024, available under its profile on www.sedarplus.ca.

Granite Creek Mine Project

The Company holds a 10.0% NPI over the Granite Creek Mine in Humboldt County, Nevada, USA, owned and operated by i-80 Gold Corp. ("**i-80**"). The royalty is subject to a production hurdle of 120,000 oz of production.

In its management's discussion and analysis for the three and six months ended June 30, 2024, i-80 announced mineralized material had been accessed for the first time from the South Pacific Zone. Additionally, mining rates are expected to increase as i-80 continues to de-water the project and advance development of the South Pacific Zone.

For further information see i-80's management discussion and analysis for the three and six months ended June 30, 2024, available under its profile on www.sedarplus.ca.

Fenelon Gold Project

The Company holds a 2.0% NSR royalty over the Fenelon Gold Project ("**Fenelon**") in Québec, Canada, which is owned and operated by Wallbridge Mining Company Ltd. ("**Wallbridge**").

In its management's discussion and analysis for the three and six months ended June 30, 2024, Wallbridge announced funding had been allocated for the review and optimization of Fenelon's PEA and technical studies at its Martinere project for the release of a combined PEA in early 2026 evaluating the potential economics of both projects together.

For further information see Wallbridge's management's discussion and analysis for the three and six months ended June 30, 2024, available under its profile on www.sedarplus.ca.

Tonopah West Project

The Company holds a 3.0% NSR royalty over the Tonopah West project in Nevada, USA, owned and operated by Blackrock Silver Corp. ("**Blackrock Silver**").

On June 18, 2024, Blackrock Silver announced the commencement of the 20,000 meter drilling program and outlined two main objectives. First is the conversion of approximately one million tonnes of high-grade silver and gold from the inferred resource category to the measured and indicated category. The second objective is to connect the DPB zone to the NW target area approximately 1,000 meters north-west from DPB.

On July 30, 2024, Blackrock Silver announced that all three drill rigs were operating towards its previously announced 20,000 meter, 50 drill hole drill program which is expected to be conducted over the next five months.

On September 4, 2024, Blackrock Silver announced the results of an updated preliminary economic assessment over the Tonopah West Project.

On October 15, 2024, Blackrock Silver announced initial results of in-fill drilling from the 2024 campaign at Tonopah West which commenced in late July 2024. The news release also included an update on Blackrock's Silver's resource conversion program.

For further information see Blackrock Silver's news releases dated June 18, 2024, July 30, 2024, September 4, 2024, and October 15, 2024, available under its profile on www.sedarplus.ca.

South Railroad

The Company holds a 0.44% NSR royalty over a portion of the South Railroad project in Nevada, USA, which is owned and operated by Orla Mining Ltd. ("**Orla**").

On October 31, 2024, Orla issued a news release with an update on exploration and permitting at its South Railroad Project within the "South Carlin Complex" in Nevada. Orla disclosed that significant gold intercepts indicate strong potential to expand oxide gold mineralization beyond the projected open pit boundaries and extend the projected mine life at the Pinion and Dark Star deposits. It noted that higher grade sulphide gold mineralization is also being encountered. Orla further disclosed that it had integrated the recently acquired Pony Creek property and that the larger, enhanced land package will now be referred to as the "South Carlin Complex". Orla stated that this area includes the South Railroad Project which hosts multiple mineralized zones and exploration targets along a 30- kilometre strike length on the Carlin Trend covering approximately 25,000 hectares.

Orla also disclosed that significant permitting progress at the South Railroad Project has been made at the federal and state levels to advance the posting of the Notice of Intent in early 2025, with Orla targeting a Record of Decision by mid-2026. It further disclosed that following this approval, construction on the South Railroad Project would commence, with first gold production anticipated in 2027.

For further information see Orla's news release dated October 31, 2024, available under its profile on www.sedarplus.ca.

Hog Ranch

The Company holds a 2.25% NSR royalty over the Hog Ranch project in Nevada, USA, which is owned and operated by Rex Minerals Ltd. ("**Rex**").

On July 8, 2024, Rex announced it had entered in a Scheme Implementation Deed with MACH Metals Australia Pty Ltd. ("**MACH**") under which it is proposed that MACH will acquire all of the shares in Rex which it does not already own by way of a scheme of arrangement for cash consideration of A$0.47 per Rex share. The Rex board unanimously recommended the proposed transaction between Rex and MACH.

On October 30, 2024, Rex announced that the scheme for the proposed acquisition by MACH had been implemented and that all ordinary shares of Rex had been transferred to Mach and that Rex intends to apply to be removed from the official list of the ASX from the close of trading on October 31, 2024.

For more information, refer to Rex's news releases dated July 8, 2024, and October 30, 2024, available under its profile at www.sedarplus.ca.

Whistler Gold-Copper Project

The Company holds a 1.0% NSR royalty over the Whistler gold-copper project in Alaska, USA, which is owned and operated by U.S. GoldMining Inc. ("**U.S. GoldMining**").

On May 22, 2024, U.S. GoldMining announced a follow-up exploration program for the Whistler project which will focus on further confirmatory and step-out drilling for the Whistler and Raintree West deposits.

On August 28, 2024, U.S. GoldMining announced an update on the exploration and sustainability programs, highlighting the completion of three new drill holes, commencement of surface exploration activities, and ongoing environmental survey work.

On September 30, 2024, U.S. GoldMining provided an update on its 2024 exploration program, highlighting the re-entry of hole WH23-03 which returned results of 652.5 meters at 1.00 g/t gold equivalent from 7.0 to 695.5 meters down hole. In addition, U.S. GoldMining stated that the 2024 drilling program had been successfully completed, exceeding over 4,005 meters of drilling for the season.

On October 7, 2024, U.S. GoldMining released an updated Mineral Resource Estimate for the Whistler project increasing Indicated resources to 294 million tonnes ("**Mt**") at 0.68 g/t gold equivalent for 6.48 million gold equivalent ounces, and Inferred resources of 198 Mt at 0.65 g/t gold equivalent for 4.16 million gold equivalent ounces.

For more information, refer to U.S. GoldMining's news releases dated May 22, 2024, August 28, 2024, September 30, 2024, and October 7, 2024, available under its profile at www.sedarplus.ca.

Royalty Generator Model Update

Our royalty generator model continues to generate positive results with seven new royalties added in the nine months ended September 30, 2024. We have generated 47 royalties since the acquisition of Ely Gold Royalties Inc. in 2021 through this model.

We currently have 32 properties subject to land agreements and 6 properties under lease generating land agreement proceeds. The model continues to incur low operating costs with only $0.06 million spent on maintaining the mineral interests in the nine months ended September 30, 2024.

Market Overview

The Company's royalties are predominantly gold-based. Accordingly, the market price for gold will have an impact on our royalty revenues and results of operations. The following table sets forth the average gold price for the periods indicated.

	For the three months ended September 30		For the nine months ended September 30	
	2024	2023	2024	2023
	($)	($)	($)	($)
Gold ($/oz)[1]	2,475	1,927	2,241	1,914

Note:

(1) Based on the London Bullion Market Association ("**LBMA**") PM fix.

The market price for gold is subject to volatile price movements over short periods of time and can be impacted by numerous macroeconomic factors, including but not limited to, the value of the United States dollar, transactions by central banks and financial institutions, interest rates, inflation or deflation, demand and geopolitical and other economic conditions.

During the three and nine months ended September 30, 2024, the LBMA PM fix gold price ranged from $2,328 to $2,667 and $1,989 to $2,667 per ounce. The average price for these periods was $2,475 (2023: $1,927) and $2,241 (2023: $1,914) per ounce, representing a 28% and 19% increase, respectively, compared to the same periods in 2023. The price of gold increased in the third quarter due to rising global demand, reaching a record high of $2,667 per ounce on September 26, 2024. As of November 4, 2024, the gold price was $2,743 per ounce.

Discussion of Operations

Three months ended September 30, 2024, compared to three months ended September 30, 2023

Revenue for the third quarter of 2024 was $2.1 million, compared to $0.8 million in the comparative quarter in 2023. Revenue increased due to higher commodity prices, continuous production from the Canadian Malartic, Cozamin and Côté areas covered by the Company's royalty, pre-production payments from the recently acquired Borborema royalty interest. Revenue does not include land agreement proceeds under the Company's royalty generator model to the extent that they are credited against other mineral interests in the Company's Statement of financial position and interest received under the Company's gold-linked loan.

The following provides a breakdown of our Total Revenue, Land Agreement Proceeds and Interest by assets for the years indicated:

	For the three months ended September 30	
	2024	2023
(in thousands of dollars)	($)	($)
Canadian Malartic	412	204
Cozamin	312	440
Borden	80	130
Côté Gold	368	—
Borborema	939	—
Others	490	596
	2,601	1,370

See "Non-IFRS Measures".

"Others" in the table above consist of land agreement proceeds and advance mineral royalty payments received. Borborema in the table consist of pre-production royalty payments and interest received on the gold-linked loan.

In the three months ended September 30, 2024, the Company received land agreement proceeds of $0.34 million of which $0.25 million were credited against other mineral interests, which related to its royalty generator model, compared to $0.4 million of which $0.3 million were credited against other mineral interests in the comparative period of 2023.

In the third quarter of 2024, the Company received $0.3 million in interest under its gold-linked loan, compared to $nil in the same period of 2023.

During the three months ended September 30, 2024, the Company recognized a depletion expense of $0.5 million compared to $0.4 million in the comparative quarter of 2023. The increase was due to an increase in royalty revenue.

During the three months ended September 30, 2024, total general, administrative and project evaluation costs (other than depletion) were $2.4 million, compared to $2.2 million in the same period of 2023. In the third quarter of 2024, general and administrative expenses increased primarily as a result of higher professional fees.

Cash Operating Expenses increased by 20% to $2.0 million during the three months ended September 30, 2024 from $1.6 million in the same period of 2023. See "*Non-IFRS Measures*".

The following provides a breakdown of Cash Operating Expenses for the periods indicated:

	For the three months ended September 30	
	2024	2023
(in thousands of dollars)	($)	($)
Corporate administrative costs	784	664
Employee costs and director fees	700	689
Professional fees	479	289
Cash Operating Expenses	1,963	1,642

In the three months ended September 30, 2024, the Company incurred corporate administrative costs of $0.8 million, compared to $0.7 million in the comparative period of 2023. These expenses included investor communications and marketing, office and technology expenses, transfer agent and regulatory fees, insurance costs, and mineral interest maintenance expenses.

Employee costs totaled $0.7 million for each of the three months ended September 30, 2024 and 2023.

During the three months ended September 30, 2024, the Company incurred professional fees totaling $0.5 million, compared to $0.3 million for the same period of 2023. These fees primarily relate to expenses for audit and quarterly review services and legal fees related to general corporate and securities matters.

In the three months ended September 30, 2024, the Company recognized share-based compensation expense of $0.4 million, compared to $0.6 million in the comparative period of 2023. Share-based compensation expenses represented the vesting of share options, and restricted share units granted to management, directors, employees and consultants.

The Company incurred finance costs of $2.2 million in the third quarter of 2024, compared to $0.4 million in the same period of 2023. The increase is primarily attributed to interest payable on the Company's convertible debentures issued in the fourth quarter of 2023 and additional drawdown under the Company's existing secured revolving credit facility (the "Credit Facility").

The Company recognized a change in fair value on derivative liabilities of $nil and $0.01 million, in the three months ended September 30, 2024 and 2023, respectively, relating to purchases of call options on certain short-term investments in 2023.

In the third quarter of 2024, the Company recognized a fair value gain on its gold-linked loan of $0.4 million, compared to $nil in the same period of 2023. The loan is measured at fair value with a risk-free interest rate, calibrated credit spread, estimated long-term gold price and expected volatility of gold.

The Company recognized a fair value loss on short-term investments of $0.03 million in the third quarter of 2024, compared to $0.1 million in the comparative period of 2023. Short-term investments are measured at fair value with reference to closing foreign exchange rates and the quoted share price in the market.

In the third quarter of 2024, the Company recognized a fair value gain on embedded derivatives arising from the accounting of its convertible debentures of $0.1 million, compared to $nil in the same period of 2023. The embedded derivative is measured at fair value with reference to the Company's stock price, credit spread and expected interest rate volatility.

The Company reported a foreign exchange loss of $0.1 million due to fluctuations in the United States dollar relative to the Canadian dollar. This is a decrease compared to the foreign exchange gain of $0.03 million recorded in the same period of 2023.

The Company recognized a current tax recovery of $0.2 million in the third quarter of 2024, compared to expense of $0.08 million in the same period of 2023. In the three months ended September 30, 2024, the Company recognized a deferred tax recovery of $5.9 million, compared to $0.5 million in the same period of 2023. Following an internal reorganization, it became probable that taxable profit would be available against which certain deferred tax assets (i.e. non-capital losses) could be utilized. Accordingly, the Company has recognized deferred tax assets in the current quarter that were previously unrecognized, giving rise to a deferred tax recovery.

The Company generated a net income of $3.4 million, or $0.02 per share on a basic and diluted basis, during the three months ended September 30, 2024, compared to a net loss of $1.8 million, or $0.01 per share on a basic and diluted basis, for the same period of 2023. The increase was primarily the result of increased revenues from royalties and the recognition of deferred tax recovery offset by finance costs.

Nine months ended September 30, 2024, compared to nine months ended September 30, 2023

Revenue for the nine months ended September 30, 2024 was $6.7 million, compared to $2.0 million in the comparative period of 2023. Revenue increased due to higher commodity prices, stronger production from the Canadian Malartic areas covered by the Company's royalty, pre-production payments from the recently acquired Borborema royalty interest, and royalty payments from the Cozamin royalty. Additionally, the Côté royalty interest, acquired in 2022, continued to generate higher payments in the third quarter of 2024 as the mine ramps up. Revenue does not include land agreement proceeds under the Company's royalty generator model to the extent that they are credited against other mineral interests in the Company's Statement of financial position and interest received under the Company's gold-linked loan.

The following provides a breakdown of our Total Revenue, Land Agreement Proceeds and Interest by assets for the years indicated:

	For the nine months ended September 30	
	2024	2023
(in thousands of dollars)	($)	($)
Canadian Malartic	1,482	280
Cozamin	836	440
Borden	385	418
Côté Gold	474	—
Jerritt Canyon	—	198
Borborema	2,575	—
Others	3,249	2,561
	9,001	3,897

See "Non-IFRS Measures".

"Others" in the table above consist of land agreement proceeds and advance mineral royalty payments received. Borborema in the table above consist of pre-production royalty payments and interest received on the gold-linked loan.

In the nine months ended September 30, 2024, the Company received land agreement proceeds of $2.8 million of which $1.5 million were credited against other mineral interests, which related to its royalty generator model, compared to $2.0 million of which $1.6 million were credited against other mineral interests in the comparative period of 2023. During the nine months ended September 30, 2024, the Company received $1.0 million on the exercise by Blackrock Silver of its option to acquire the Tonopah West Project.

In the nine months ended September 30, 2024, the Company received $0.8 million in interest under the gold-linked loan, compared to $nil in the same period of 2023.

During the nine months ended September 30, 2024, the Company recognized a depletion expense of $1.4 million, compared to $0.7 million in the comparative period of 2023. The increase was due to higher royalty revenue earned during the nine months ended September 30, 2024.

During the nine months ended September 30, 2024, total general, administrative and project evaluation costs (other than depletion) were $7.4 million, compared to $8.3 million in the same period of 2023. During the nine months ended September 30, 2024, general and administrative expenses decreased primarily as a result of reduced professional fees and employee cost, including share-based compensation expenses.

Cash Operating Expenses decreased by 2% to $5.9 million during the nine months ended September 30, 2024 from $6.0 million in the same period of 2023. See "*Non-IFRS Measures*".

The following provides a breakdown of Cash Operating Expenses for the periods indicated:

	For the nine months ended September 30	
	2024	2023
(in thousands of dollars)	($)	($)
Corporate administrative costs	2,717	2,440
Employee costs and director fees	1,900	2,100
Professional fees	1,261	1,447
Cash Operating Expenses	5,878	5,987

Corporate administrative costs of $2.7 million relating to investor communications and marketing, office and technology expenses, transfer agent and regulatory fees, insurance costs and mineral interest maintenance expenses during nine months ended September 30, 2024, compared to $2.4 million in the same period of 2023. The increase primarily resulted from higher investor communications activity.

Employee costs were $1.9 million during the nine months ended September 30, 2024, compared to $2.1 million in the same period of 2023. Employee costs primarily consist of salary and wages paid to employees and fees paid to directors. A portion of the employee costs were capitalized as part of the acquisition cost of the Vares Copper Stream, resulting in the reduced reported costs compared to the same period of 2023.

During the nine months ended September 30, 2024, the Company incurred professional fees of $1.3 million, compared to $1.4 million in the same period of 2023. Professional fees primarily consist of expenses for audit and quarterly review fees, legal fees for general corporate and securities matters.

In the nine months ended September 30, 2024, the Company recognized share-based compensation expense of $1.5 million, compared to $2.3 million in the comparative period of 2023. Share-based compensation expenses represented the vesting of share options, restricted shares and restricted share units granted to management, directors, employees and consultants.

The Company incurred finance costs of $5.9 million in the nine months ended September 30, 2024, compared to $1.0 million in the same period of 2023. The increase is primarily attributed to interest payable on the Company's convertible debentures issued in the fourth quarter of 2023. In addition, the Company recognized a gain on loan modification of $0.3 million during the period relating to the amendment of the Credit Facility, compared to a loss of $0.2 million in the same period of 2023.

The Company recognized a change in fair value on derivative liabilities of $nil and $0.2 million, in the nine months ended September 30, 2024 and 2023, respectively.

In the nine months ended September 30, 2024, the Company recognized a fair value gain on its gold-linked loan to a subsidiary of Aura of $1.4 million, compared to $nil in the same period of 2023. The loan is measured at fair value with a risk-free interest rate, calibrated credit spread, estimated long-term gold price and expected volatility of gold.

The Company recognized a fair value gain on short-term investments of $0.02 million in the nine months ended September 30, 2024, compared to a fair value loss of $0.2 million in the comparative period of 2023. Short-term investments are measured at fair value with reference to closing foreign exchange rates and the quoted share price in the market.

In the nine months ended September 30, 2024, the Company recognized a fair value gain on embedded derivatives arising from the accounting of its convertible debentures of $0.5 million, compared to $nil in the same period of 2023. The embedded derivative is measured at fair value with reference to the Company's stock price, credit spread and expected interest rate volatility.

The Company reported a foreign exchange loss of $0.1 million in each of the nine months ended September 30, 2024 and 2023 due to fluctuations in the United States dollar relative to the Canadian dollar.

The Company incurred a current tax expense of $0.6 million in the nine months ended September 30, 2024, compared to $0.08 million in the same period of 2023. In the nine months ended September 30, 2024, the Company recognized a deferred tax recovery of $6.2 million, compared to $0.6 million in the same period of 2023. Following an internal reorganization, it became probable that taxable profit would be available against which certain deferred tax assets (i.e. non-capital losses) could be utilized. Accordingly, the Company has recognized deferred tax assets in the current quarter that were previously unrecognized, giving rise to a deferred tax recovery.

The Company had net loss of $0.2 million, or $0.001 per share on a basic and diluted basis, during the nine months ended September 30, 2024, compared to a net loss of $7.4 million, or $0.05 per share on a basic and diluted basis, for the same period of 2023. The increase was primarily the result of increased revenues from royalties and recognition of deferred tax recovery offset by finance costs.

Liquidity and Capital Resources

(in thousands of dollars)	As at September 30, 2024 ($)	As at December 31, 2023 ($)
Cash and cash equivalents	2,518	1,443
Short-term investments	195	342
Working capital (current assets less current liabilities)	2,306	1,695
Total assets	739,416	690,994
Total current liabilities	3,654	3,851
Total non-current liabilities	175,008	166,193
Shareholders' equity	560,754	520,950

As at September 30, 2024, the Company had cash and cash equivalents of $2.5 million and cash, cash equivalents and short-term investments (consisting of marketable securities) of $2.7 million, compared to cash and cash equivalents of $1.4 million and cash, cash equivalents and short-term investments (consisting of marketable securities) of $1.8 million as at December 31, 2023. The increase in cash was due to increased revenues and reduced cash operating costs, offset by increased finance costs following the investment in Aura's Borborema Project and the acquisition of the Vares Copper Stream.

The Company had working capital (current assets less current liabilities) of $2.3 million as at September 30, 2024, compared to $1.7 million as at December 31, 2023.

The Company's principal sources of financing to date have been the prior issuance of GRC Shares, the Credit Facility, the issuance of convertible debentures and revenue generated by its royalty and other interests. Based on its existing cash and cash equivalents, short-term investments, expected revenues from royalties and other interests and availability under its Credit Facility, the Company believes that it currently has sufficient liquidity to meet its obligations and to finance its planned activities over the next twelve months.

Over the long term, the Company expects to meet its obligations and finance its growth plans, including future acquisitions, through revenue generated from its existing royalty and other interests and equity and/or debt financings. Capital markets may not be receptive to offerings of equity or debt financing, whether by way of private placements or public offerings. The Company's growth and future success is dependent on external sources of financing which may not be available on acceptable terms, or at all. See "*Financial Instruments and Risk Management*" for more information regarding liquidity risks associated with financial instruments.

Cash Flows

Operating Activities

Operating activities provided cash of $1.3 million in the nine months ended September 30, 2024, compared to using cash of $5.1 million in the same period of 2023. Net cash provided by operating activities during the nine months ended September 30, 2024, reflected net loss of $0.2 million offset by various non-cash items including $1.5 million depreciation and depletion, $5.9 million finance costs, $0.3 million loan modification gain, $1.4 million and $0.5 million change in the fair value of the gold-linked loan and embedded derivative, and $6.2 million deferred tax recovery. Non-cash working capital changes include a decrease in accounts receivable provided cash of $0.4 million in the nine months ended September 30, 2024, compared to an increase using cash of $0.01 million in the same period of 2023. A decrease in prepaids and other receivables provided cash of $0.7 million in the nine months ended September 30, 2024, compared to an increase using cash of $1.3 million in the same period of 2023. A decrease in accounts payable and accrued liabilities using cash of $0.1 million in the nine months ended September 30, 2024, compared to $0.2 million in the same period of 2023.

Investing Activities

During the nine months ended September 30, 2024, investing activities used cash of $43.8 million in cash, compared to providing $2.8 million in the same period of 2023. In the nine months ended September 30, 2024, the company used cash of $45.7 million for acquisitions, compared to $7.7 million in the same period of 2023, principally due to the Vares copper stream acquisition in June 2024. Marketable securities provided cash of $0.2 million in the nine months ended September 30, 2024, compared to $3.2 million in the same period of 2023. In each of the nine months ended September 30, 2024, proceeds from land agreements credited against other mineral interests under the Company's royalty generator model provided cash of $1.5 million, compared to $1.6 million in the same period of 2023. No dividend was received in the nine months ended September 30, 2024, compared to $0.05 million in the same period of 2023. Additionally, the company received interest amounting to $0.07 million in the nine months ended September 30, 2024, compared to $0.02 million in the same period of 2023.

Financing Activities

During the nine months ended September 30, 2024, financing activities generated cash of $43.8 million, compared to of $5.5 million in the same period of 2023, mainly due to the financing activities related to the Vares Stream acquisition. The proceeds from the issuance of GRC Shares, including under the Offering, provided cash of $32.2 million in the nine months ended September 30, 2024, compared to $1.4 million in the same period of 2023. Interest payments used cash of $3.3 million during the nine months ended September 30, 2024, compared to $0.6 million in the same period of 2023. The increase in interest payments was due to the issuance of convertible debentures in December 2023 and increased borrowings under the Credit Facility. In the nine months ended September 30, 2024, the Company drew down $15 million from the Credit Facility and incurred transaction costs $0.3 million. No dividend was paid in the nine months ended September 30, 2024, compared to $2.6 million in dividends in the same period of 2023.

Contractual Obligations

As at September 30, 2024, the Company has the following contractual obligations, including payments due for each of the next five years and thereafter:

	Payments Due by Period				
(in thousands of dollars)	Total ($)	Less than 1 year ($)	1 – 3 years ($)	4 – 5 years ($)	After 5 years ($)
Lease obligations	322	95	227	—	—
Revolving credit facility - principal	25,287	—	25,287	—	—
Revolving credit facility - interest	5,885	1,907	3,978	—	—
Convertible debentures - principal	40,000	—	—	40,000	—
Convertible debentures - interest	17,167	4,000	12,000	1,167	—
Total	88,661	6,002	41,492	41,167	—

Non-IFRS Measures

The Company has included in this document, certain performance measures, including: (i) Adjusted Net Income (Loss) and Adjusted Net Income (Loss) Per Share; (ii) Total GEOs; (iii) Total Revenue, Land Agreement Proceeds and Interest; and (iv) Cash Operating Expenses which are each non-IFRS measures. The presentation of such non-IFRS measures is intended to provide additional information and should not be considered in isolation or as a substitute for measures of performance prepared in accordance with IFRS. These non-IFRS measures do not have any standardized meaning prescribed by IFRS, and other companies may calculate these measures differently.

Adjusted Net Income (Loss) and Adjusted Net Income (Loss) Per Share

Adjusted Net Income (Loss) is calculated by adding land agreement proceeds credited against other mineral interests, loan interest earned on the gold-linked loan, convertible debentures-accretion, transaction related and non-recurring general administrative expenses* and share of (gain) loss in associate and deducting the following from net income (loss): dilution gain in associate, changes in fair value of derivative liabilities, embedded derivatives, short-term investments and gold-linked loan, gain (loss) on loan modification, foreign exchange gain (loss) and other income. Adjusted Net Income (Loss) Per Share, basic and diluted, have been determined by dividing the Adjusted Net Income (Loss) by the weighted average number of common shares for the applicable period. Management believes that they are useful measures of performance as they adjust for items which are not always reflective of the underlying operating performance of our business and/or are not necessarily indicative of future operating results. The following is a reconciliation of net income (loss) to Adjusted Net Income (Loss), Per Share, basic and diluted for the periods indicated:

	For the three months ended September 30		For the nine months ended September 30	
	2024	2023	2024	2023
(in thousands of dollars, except per share amounts)	($)	($)	($)	($)
Net income (loss) after income taxes for the period	3,423	(1,817)	(218)	(7,396)
Land agreement proceeds credited against other mineral interests	254	347	1,467	1,639
Pre-acquisition royalty revenue credited against Cozamin purchase price	—	226	—	226
Gold-linked convertible loan interest from Borborema	287	—	786	—
Convertible debentures - accretion	454	—	1,275	—
Transaction related and non-recurring expenses	141	64	416	699
Share of (gain) loss in associate	67	(22)	(33)	(244)
Dilution gain in associate	—	—	(9)	(12)
Change in fair value of derivative liabilities	—	(3)	—	(242)
Change in fair value of gold-linked loan to Borborema	(400)	—	(1,350)	—
Change in fair value of short-term investments	30	142	(19)	219
Change in fair value of embedded derivatives	(99)	—	(469)	—
Foreign exchange (gain) loss	103	(30)	116	77
Loan modification (gain) loss	—	—	(310)	249
Other income	(22)	(2)	(81)	(115)
Adjusted Net Income (Loss)	4,238	(1,095)	1,571	(4,900)
Weighted average number of common shares				
Basic	169,152,636	144,970,285	156,162,298	144,609,320
Diluted	170,233,750	144,970,285	156,162,298	144,609,320
Adjusted Net Income (Loss) Per Share				
Basic	0.03	(0.01)	0.01	(0.03)
Diluted	0.02	(0.01)	0.01	(0.03)

* Transaction related, and non-recurring general administrative expenses comprised of operating expenses that are not expected to be incurred on an ongoing basis. During the nine months ended September 30, 2024, transaction related and non-recurring professional fees primarily related to an ongoing tax review and internal reorganization.

Total GEOs

Total GEOs are determined by dividing Total Revenue, Land Agreement Proceeds and Interest by the average gold prices for the applicable period:

(in thousands of dollars, except Average Gold Price/oz and GEOs)	Average Gold Price/oz	Total Revenue, Land Agreement Proceeds and Interest	GEOs
For the three months ended September 30, 2024	2,475	2,601	1,051
For the three months ended September 30, 2023	1,927	1,370	711
For the nine months ended September 30, 2024	2,241	9,001	4,017
For the nine months ended September 30, 2023	1,914	3,897	2,036

Total Revenue, Land Agreement Proceeds and Interest

Total Revenue, Land Agreement Proceeds and Interest are determined by adding land agreement proceeds credited against other mineral interests and interest received under the gold-linked loan. The Company has included this information as management believes certain investors use this information to evaluate our performance in comparison to other gold royalty companies in the precious metal mining industry. The following is a reconciliation of Total Revenue, Land Agreement Proceeds and Interest to total revenue for the three and nine months ended September 30, 2024, respectively:

	For the three months ended September 30		For the nine months ended September 30	
	2024	2023	2024	2023
(in thousands of dollars)	($)	($)	($)	($)
Royalty	1,172	573	3,177	1,206
Pre-acquisition royalty revenue credited against Cozamin purchase price	—	226	—	226
Advance minimum royalty and pre-production royalty	807	153	2,250	509
Land agreement proceeds	335	418	2,788	1,956
Gold-linked convertible loan interest from Borborema	287	—	786	—
Total Revenue, Land Agreement Proceeds and Interest	2,601	1,370	9,001	3,897
Land agreement proceeds credited against other mineral interests	(254)	(347)	(1,467)	(1,639)
Pre-acquisition royalty revenue credited against Cozamin purchase price	—	(226)	—	(226)
Gold-linked convertible loan interest from Borborema	(287)	—	(786)	—
Revenue	2,060	797	6,748	2,032

Cash Operating Expenses

Cash Operating Expenses are determined by deducting depreciation and share-based compensation from general, administrative and project evaluation costs. The Company has included this information as management believes certain investors use this information to evaluate our performance in comparison to other gold royalty companies in the precious metal mining industry. The following is a reconciliation of Cash Operating Expenses to general, administrative and project evaluation costs.

	For the three months ended September 30		For the nine months ended September 30	
	2024	2023	2024	2023
(in thousands of dollars)	($)	($)	($)	($)
General and administrative costs	(2,413)	(2,188)	(7,389)	(8,029)
Project evaluation costs	(15)	(29)	(47)	(278)
General, administrative and project evaluation costs	(2,428)	(2,217)	(7,436)	(8,307)
Depreciation	20	13	59	50
Share-based compensation	445	562	1,499	2,270
Cash Operating Expenses	(1,963)	(1,642)	(5,878)	(5,987)

Summary of Quarterly Results

The following table sets forth selected financial results of the Company for each of the quarterly periods indicated.

(in thousands of dollars, except per share amounts)	Revenue ($)	Net income/(loss) ($)	Net income/(loss) per share, basic ($)	Net income/(loss) per share, diluted ($)
December 31, 2022	582	(2,204)	(0.02)	(0.02)
March 31, 2023	767	(3,083)	(0.02)	(0.02)
June 30, 2023	468	(2,496)	(0.02)	(0.02)
September 30, 2023	797	(1,817)	(0.01)	(0.01)
December 31, 2023	1,016	(19,360)	(0.13)	(0.13)
March 31, 2024	2,894	(1,405)	(0.01)	(0.01)
June 30, 2024	1,794	(2,236)	(0.01)	(0.01)
September 30, 2024	2,060	3,423	0.02	0.02

Quarterly fluctuations in net income (loss) are primarily driven by changes in revenue from royalties and other interests, changes in operating expenses, fair value adjustments in short-term investments and derivatives and changes in corporate activities during the respective periods.

Off-Balance Sheet Arrangements

As at September 30, 2024, the Company did not have any off-balance sheet arrangements.

Transactions with Related Parties

Queen's Road Capital Investment Ltd. ("**QRC**"), an entity whose Chief Executive Officer is also a director of the Company, subscribed for $30 million principal amount of convertible debentures in the Company's convertible debenture financing completed in December 2023. During the three and nine months ended September 30, 2024, the Company incurred interest costs of $1.1 million (2023: $nil) and $3.3 million (2023: $nil), respectively under such convertible debentures held by QRC. Related party transactions are based on the amounts agreed to by the parties. During the three and nine months ended September 30, 2024, the Company did not enter into any contracts or undertake any commitment with any related parties other than as described herein.

Transactions with Key Management Personnel

Key management personnel are individuals responsible for planning, directing and controlling the activities of an entity. Total management salaries and directors' fees incurred for services provided by key management personnel of the Company for the three and nine months ended September 30, 2024 and 2023 are as follows:

	For the three months ended September 30		For the nine months ended September 30	
	2024	2023	2024	2023
(in thousands of dollars)	($)	($)	($)	($)
Management salaries	314	303	944	922
Directors' fees	51	58	161	273
Share-based compensation	368	315	1,102	1,390
	733	676	2,207	2,585

Critical Accounting Estimates and Judgments

The preparation of financial statements requires management to make judgments and estimates and form assumptions that affect the reported amounts of assets and liabilities at the date of the financial statements and reported amounts of income and expenses during the reporting period. On an ongoing basis, management evaluates its judgments and estimates in relation to assets, liabilities, income and expenses. Management uses historical experience and various other factors it believes to be reasonable under the given circumstances as the basis for its judgments and estimates. Actual outcomes may differ from these estimates under different assumptions and conditions.

Information about significant sources of estimation uncertainty and judgments made by management in preparing the consolidated financial statements are described below.

- The assessment of impairment of royalty and other interests requires the use of judgments, assumptions and estimates when assessing whether there are any indicators that could give rise to the requirement to conduct a formal impairment test as well as in the assessment of fair values. When assessing whether there are indicators of impairment, management uses its judgment in evaluating the indicators such as significant changes in future commodity prices, discount rates, foreign exchange rates, taxes, operator reserve and resource estimates or other relevant information received from the operators that indicates production from royalty interests will not likely occur or may be significantly reduced in the future.
- The functional currency for each of the Company's subsidiaries is the currency of the primary economic environment in which

the entity operates. Determination of functional currency may involve certain judgments to determine the primary economic environment and the Company reconsiders the functional currency of its entities if there is a change in events and conditions which determine the primary economic environment.

Information about significant sources of estimation uncertainty are described below.

- The Company estimates the attributable reserves and resources relating to the mineral properties underlying our interests. Reserves and resources are estimates of the amount of minerals that can be economically and legally extracted from the mining properties in which the Company has royalty interests, adjusted where applicable to reflect its percentage entitlement to minerals produced from such mines. The public disclosures of reserves and resources that are released by the operators of the interests involve assessments of geological and geophysical studies and economic data and the reliance on a number of assumptions, including commodity prices and production costs. The estimates of reserves and resources may change based on additional knowledge gained subsequent to the initial assessment. Changes in the reserve or resource estimates may impact the depletion calculation and carrying value of our royalty interests.
- When impairment indication of royalty and other mineral interests exists, the recoverable amount of the interest is estimated in order to determine the extent of the impairment (if any). The recoverable amount is the higher of the fair value less costs of disposal ("**FVLCD**") and value in use. The assessment of the FVLCD of royalty and other mineral interests requires the use of estimates and assumptions for long-term commodity prices, production start dates, discount rates, mineral reserve/resource conversion, purchase multiples and the associated production implications. In addition, the Company may use other approaches in determining FVLCD which may include estimates related to (i) dollar value per ounce of mineral reserve/resource; (ii) cash-flow multiples; and (iii) market capitalization of comparable assets. Changes in any of the estimates used in determining the recoverable amounts of the royalty and other mineral interests could impact the impairment (or reversal of impairment) analysis.
- The Company's gold-linked loan is carried at fair value at each period end. In order to calculate the fair value at year end, the Company uses a discounted cash flow model and is required to make estimates and assumptions on risk-free interest rate, calibrated credit spread, long-term gold price and volatility of gold. Changes to these assumptions may impact the fair value of the asset at period end.

Financial Instruments and Risk Management

The Company's financial instruments consist of cash and cash equivalents, short-term and long-term investments, accounts receivable, accounts payable and accrued liabilities, lease obligation, bank loan, and derivative liabilities. The Company's short and long-term investments are initially recorded at fair value and subsequently revalued to their fair market value at each period end based on inputs such as quoted equity prices. The fair value of its other financial instruments, which include cash and cash equivalents, accounts receivable, and accounts payable and accrued liabilities approximate their carrying values due to their short term to maturity. Bank loan and lease obligations are measured at amortized cost. The fair value of the bank loan and lease obligation approximate their carrying values as their interest rates are comparable to current market rates.

Financial risk management objectives and policies

The financial risk arising from the Company's operations are credit risk, liquidity risk, equity price risk and currency risk. These risks arise from the normal course of operations and all transactions undertaken are to support the Company's ability to continue as a going concern. The risks associated with financial instruments and the policies on how the Company mitigates these risks are set out below. Management manages and monitors these exposures to ensure appropriate measures are implemented in a timely and effective manner.

Credit Risk

Credit risk is the risk of an unexpected loss if a customer or third-party to a financial instrument fails to meet its contractual obligations. Credit risk for the Company is primarily associated with the Company's bank balances and accounts receivable. The Company mitigates credit risk associated with its bank balances by holding cash with Schedule I chartered banks in Canada and their US and Mexico affiliates. The Company's maximum exposure to credit risk is equivalent to the carrying value of its cash and cash equivalents in excess of the amount of government deposit insurance coverage for each financial institution and accounts receivable. In order to mitigate its exposure to credit risk, the Company closely monitors its financial assets.

Liquidity Risk

Liquidity risk is the risk that the Company will not be able to settle or manage its obligations associated with financial liabilities. To manage liquidity risk, the Company closely monitors its liquidity position and ensures it has adequate sources of funding to finance its projects and operations. The Company's working capital (current assets less current liabilities) as at September 30, 2024 was $2.3 million compared to $1.7 million as at December 31, 2023. The Company's accounts payable and accrued liabilities are expected to be realized or settled, respectively, within a one-year period.

The Company's future profitability will be dependent on the royalty income to be received from mine operators. Royalties are based on a percentage of the minerals or the products produced, or revenue or profits generated from the property which is typically dependent on the prices of the minerals the property operators are able to realize. Mineral prices are affected by numerous factors such as interest rates, exchange rates, inflation or deflation and global and regional supply and demand. In managing liquidity risk, the Company considers the amount available under the Amended Facility, anticipated cash flows from operating activities and our holding of cash and short-term investments. The Company believes it has the required liquidity to meet its obligations and to finance its planned activities.

Currency Risk

The Company is exposed to foreign exchange risk when it undertakes transactions and holds assets and liabilities in currencies other than its functional currency. The Company currently does not engage in foreign exchange currency hedging. The currency risk on its cash and cash equivalents, short-term investments and accounts payable and accrued liabilities are minimal.

Equity price Risk

The Company is exposed to equity price risk associated with its investment in other mining companies. The Company's short-term investments consisting of common shares are exposed to significant equity price risk due to the potentially volatile and speculative nature of the businesses in which the investments are held. Based on the Company's short-term investments held as at September 30, 2024, a 10% change in the market price of these investments would have an impact of approximately $0.01 million on net loss.

Interest rate Risk

The Company's exposure to interest rate risk arises from the impact of interest rates on its cash and secured revolving credit facility, which bear interest at fixed or variable rates. The interest rate risks on the Company's cash balances are minimal. The Company's secured revolving credit facility bears interest at a rate determined by reference to the U.S. dollar Base Rate plus a margin of 3.00% or Adjusted Term SOFR plus a margin of 4.00%, as applicable and an increase (decrease) of 10 basis point in the applicable rate of interest would not have a significant impact on the net loss for nine months ended September 30, 2024. The Company's lease liability is determined using the interest rate implicit in the lease and an increase (decrease) of 10 basis points would not have a significant impact on the net loss for the nine months ended September 30, 2024.

Outstanding Share Data

As at the date hereof, the Company has 169,314,423 GRC Shares, 1,896,859 restricted share units and 7,665,173 share options outstanding. In addition, there were warrants to purchase 2,430,000 GRC Shares that were issued to holders of warrants of Ely Gold Royalties Inc. (the "**Ely Warrants**") as at the date hereof. Such warrants represent the right to acquire, on valid exercise thereof (including payment of the applicable exercise price), 0.2450 of a GRC Share plus C$0.0001. The Ely Warrants are exercisable into a total of 595,350 GRC Shares as of the date hereof. Furthermore, there were warrants to purchase 20,058,300 GRC Shares issued to holders of the Warrants. Each Warrant is exercisable to acquire one GRC Share of the Company for a period of 36 months after closing, at an exercise price of $2.25.

Disclosure Controls and Procedures and Internal Control over Financial Reporting

Disclosure Controls and Procedures

The Chief Executive Officer (the "**CEO**") and the Chief Financial Officer (the "**CFO**") of the Company are responsible for establishing and maintaining the Company's disclosure controls and procedures ("**DCP**"). The Company maintains DCP designed to ensure that information required to be disclosed in reports filed under applicable Canadian securities laws and the U.S. Securities Exchange Act of 1934, as amended, is recorded, processed, summarized and reported within the appropriate time periods and that such information is accumulated and communicated to the Company's management, including the CEO and CFO, to allow for timely decisions regarding required disclosure.

In designing and evaluating DCP, the Company recognizes that any disclosure controls and procedures, no matter how well conceived or operated, can only provide reasonable, not absolute, assurance that the objectives of the control system are met, and management is required to exercise its judgment in evaluating the cost-benefit relationship of possible controls and procedures.

The CEO and CFO have evaluated whether there were changes to the DCP during the three months ended September 30, 2024 that have materially affected, or are reasonably likely to materially affect, the DCP. No such changes were identified through their evaluation.

Internal Control over Financial Reporting

The Company's management, including the CEO and the CFO, are responsible for establishing and maintaining adequate internal control over financial reporting ("**ICFR**") for the Company to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with IFRS. The fundamental issue is ensuring all transactions are properly authorized and identified and entered into a well-designed, robust and clearly understood accounting system on a timely basis to minimize risk of inaccuracy, failure to fairly reflect transactions, failure to fairly record transactions necessary to present financial statements in accordance with IFRS, unauthorized receipts and expenditures, or the inability to provide assurance that unauthorized acquisitions or dispositions of assets can be detected.

The Company's ICFR may not prevent or detect all misstatements because of inherent limitations. Additionally, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions or deterioration in the degree of compliance with the Company's policies and procedures.

The CEO and CFO have evaluated whether there were changes to the ICFR during the three months ended September 30, 2024 that have materially affected, or are reasonably likely to materially affect, the ICFR. No such changes were identified through their evaluation.

Forward-looking Statements

Certain statements contained in this MD&A constitute "forward-looking information" within the meaning of Canadian securities laws and "forward-looking statements" within the meaning of securities laws in the United States (collectively, "Forward-Looking Statements"). These statements relate to the expectations of management about future events, results of operations and the Company's future performance (both operational and financial) and business prospects. All statements other than statements of historical fact are Forward-Looking Statements. The use of any of the words "anticipate", "plan", "contemplate", "continue", "estimate", "expect", "intend", "propose", "might", "may", "will", "shall", "project", "should", "could", "would", "believe", "predict", "forecast", "target", "aim", "pursue", "potential", "objective" and "capable" and the negative of these terms or other similar expressions are generally indicative of Forward-Looking Statements. These statements involve known and unknown risks, uncertainties and other factors that may cause actual results or events to differ materially from those anticipated in such Forward-Looking Statements. No assurance can be given that these expectations will prove to be correct and such Forward-Looking Statements should not be unduly relied on. These statements speak only as of the date of this MD&A. In addition, this MD&A may contain Forward-Looking Statements attributed to third-party industry sources. Without limitation, this MD&A contains Forward-Looking Statements pertaining to the following:

- the Company's plans and objectives, including its acquisition and growth strategy;
- the Company's future financial and operational performance, including expectations regarding projected future revenues;
- royalty and other payments to be made to the Company by the owners and operators of the projects underlying the Company's royalties, stream and other interests;
- expectations regarding the royalties, stream and other interests of the Company;
- the plans and expectations of the operators of properties where the Company owns royalty interests;
- estimates of mineral reserves and mineral resources on the projects in which the Company has royalty interests;
- estimates regarding future revenue, expenses and needs for additional financing; and
- adequacy of capital and financing needs.

These Forward-Looking Statements are based on opinions, estimates and assumptions in light of the Company's experience and perception of historical trends, current conditions and expected future developments, as well as other factors that the Company currently believes are appropriate and reasonable in the circumstances, including that:

- the public disclosures of the operators regarding the properties underlying the Company's interests are accurate, including that such operators will meet their disclosed production targets and expectations;
- current gold, base metal and other commodity prices will be sustained, or will improve;
- the proposed development of the Company's projects underlying the Company's interests will be viable operationally and economically and will proceed as expected;
- any additional financing required by the Company will be available on reasonable terms; and
- operators of the properties where the Company holds royalties and stream interests will not experience any material accident, labor dispute or failure of equipment.

Actual results could differ materially from those anticipated in these Forward-Looking Statements as a result of the following risk factors, among others:

- the Company owns passive interests in mining properties, and it is difficult or impossible for it to ensure properties are developed or operated in its best interest;
- a substantial majority of the Company's royalty and other interests are on non-producing properties, which may never achieve production;
- the Company's revenue is subject to volatility in gold, copper and other commodity prices;
- the volatility in gold, copper and other commodity prices may have an adverse impact on the value of royalties, stream and similar interests of the Company and on the payments the Company receives thereunder in the future;
- the Company has limited or no access to data or the operations underlying its existing interests;
- a significant portion of the Company's revenues is derived from a small number of operating properties;
- the value and potential revenue from our royalties, stream and other interests are subject to many of the risks faced by owners and operators of the properties underlying our interests;
- the Company's business, financial condition and results of operations could be adversely affected by market and economic conditions;
- the Company may enter into acquisitions and other material transactions at any time;
- current and future indebtedness could adversely affect the Company's financial condition and impair its ability to operate its business;
- the Company has a history of negative cash flow from operating activities;
- the Company's future growth is, to an extent, dependent on its acquisition strategy;
- the Company's business and revenues could be adversely affected by problems concerning the existence, validity, enforceability, terms or geographic extent of the Company's royalties, stream and other interests, and the Company's interests may similarly be materially and adversely impacted by change of control, bankruptcy or the insolvency of operators;

- if title to mining claims, concessions, licenses, leases or other forms of tenure is not properly maintained by the operators, or is successfully challenged by third parties, the Company's existing royalties, stream or other interests could be found to be invalid;
- operators may interpret the Company's existing or future royalties, stream or other interests in a manner adverse to the Company or otherwise may not abide by their contractual obligations, and the Company could be forced to take legal action to enforce the Company's contractual rights;
- certain of the Company's royalty interests are subject to buy-back or other rights of third-parties;
- mine development and operation is capital intensive and any inability of the operators of the properties underlying the Company's existing or future interests to meet their liquidity needs may adversely affect the value of, and revenue from, such interests;
- estimates of mineral resources and mineral reserves disclosed by the owners and operators of the properties underlying royalties, stream and other interests of the Company may be subject to significant revision;
- depleted mineral reserves may not be replenished by the operators of the properties underlying royalty and other interests of the Company;
- the Company may enter into transactions with related parties and such transactions present potential conflicts of interests;
- regulations and political or economic developments in any of the jurisdictions where the properties in which the Company holds or may hold royalties, streams or similar interests are located;
- opposition from Indigenous peoples may adversely impact the projects underlying the Company's interests;
- environmental risks in the jurisdictions where projects underlying the Company's interests are located;
- the Company's operations and those of the owners and operators of the properties underlying its interests may be negatively impacted by the effects of the spread of illnesses or other public health emergencies;
- the Company's dependence on key management personnel;
- certain of the Company's directors and officers also serve as directors and officers of other companies in the mining sector, which may cause them to have conflicts of interest;
- the Company holds investments in a concentrated number of equity securities and the fair values thereof are subject to loss in value;
- a significant disruption to the Company's information technology systems or those of our third-party service providers could adversely affect the Company's business and operating results;
- potential litigation affecting the properties that the Company has royalties, stream or other interests in could have a material adverse effect on the Company;
- the Company may use certain financial instruments that are subject to a number or inherent risks; and
- the other factors discussed under "Item 3. Key Information – D. Risk Factors" in this Annual Report and other disclosure documents, which are available under the Company's profile at www.sedarplus.ca and www.sec.gov.

This list of factors should not be construed as exhaustive. The Company does not intend to and does not assume any obligation to update Forward-Looking Statements, except as required by applicable law.

Please see "*Item 3. Key Information – D. Risk Factors*" in the Annual Report for further information regarding key risks faced by the Company.

Additional Information

Additional information concerning the Company is available under the Company's profile at www.sedarplus.ca and www.sec.gov.

Exhibit 99.3

Form 52-109F2
Certification of Interim Filings
Full Certificate

I, David Garofalo, Chief Executive Officer of Gold Royalty Corp., certify the following:

1. ***Review:*** I have reviewed the interim financial report and interim MD&A (together, the "**interim filings**") of Gold Royalty Corp. (the "**issuer**") for the interim period ended September 30, 2024.

2. ***No misrepresentations:*** Based on my knowledge, having exercised reasonable diligence, the interim filings do not contain any untrue statement of a material fact or omit to state a material fact required to be stated or that is necessary to make a statement not misleading in light of the circumstances under which it was made, with respect to the period covered by the interim filings.

3. ***Fair presentation:*** Based on my knowledge, having exercised reasonable diligence, the interim financial report together with the other financial information included in the interim filings fairly present in all material respects the financial condition, financial performance and cash flows of the issuer, as of the date of and for the periods presented in the interim filings.

4. ***Responsibility:*** The issuer's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (**DC&P**) and internal control over financial reporting (**ICFR**), as those terms are defined in National Instrument 52-109 *Certification of Disclosure in Issuers' Annual and Interim Filings,* for the issuer.

5. ***Design:*** Subject to the limitations, if any, described in paragraphs 5.2 and 5.3, the issuer's other certifying officer(s) and I have, as at the end of the period covered by the interim filings

(a) designed DC&P, or caused it to be designed under our supervision, to provide reasonable assurance that

(i) material information relating to the issuer is made known to us by others, particularly during the period in which the interim filings are being prepared; and

(ii) information required to be disclosed by the issuer in its annual filings, interim filings or other reports filed or submitted by it under securities legislation is recorded, processed, summarized and reported within the time periods specified in securities legislation; and

(b) designed ICFR, or caused it to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with the issuer's GAAP.

5.1. ***Control framework:*** The control framework the issuer's other certifying officer(s) and I used to design the issuer's ICFR is that published by the Committee of Sponsoring Organizations of the Treadway Commission (**COSO**).

5.2. N/A.

5.3. N/A.

6. ***Reporting changes in ICFR:*** The issuer has disclosed in its interim MD&A any change in the issuer's ICFR that occurred during the period beginning on July 1, 2024 and ended on September 30, 2024 that has materially affected, or is reasonably likely to materially affect, the issuer's ICFR.

Date: November 4, 2024

/s/ David Garofalo
David Garofalo
Chief Executive Officer

Exhibit 99.4

Form 52-109F2
Certification of Interim Filings
Full Certificate

I, Andrew Gubbels, Chief Financial Officer of Gold Royalty Corp., certify the following:

1. ***Review:*** I have reviewed the interim financial report and interim MD&A (together, the "**interim filings**") of Gold Royalty Corp. (the "**issuer**") for the interim period September 30, 2024.

2. ***No misrepresentations:*** Based on my knowledge, having exercised reasonable diligence, the interim filings do not contain any untrue statement of a material fact or omit to state a material fact required to be stated or that is necessary to make a statement not misleading in light of the circumstances under which it was made, with respect to the period covered by the interim filings.

3. ***Fair presentation:*** Based on my knowledge, having exercised reasonable diligence, the interim financial report together with the other financial information included in the interim filings fairly present in all material respects the financial condition, financial performance and cash flows of the issuer, as of the date of and for the periods presented in the interim filings.

4. ***Responsibility:*** The issuer's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (**DC&P**) and internal control over financial reporting (**ICFR**), as those terms are defined in National Instrument 52-109 *Certification of Disclosure in Issuers' Annual and Interim Filings,* for the issuer.

5. ***Design:*** Subject to the limitations, if any, described in paragraphs 5.2 and 5.3, the issuer's other certifying officer(s) and I have, as at the end of the period covered by the interim filings

(a) designed DC&P, or caused it to be designed under our supervision, to provide reasonable assurance that

(i) material information relating to the issuer is made known to us by others, particularly during the period in which the interim filings are being prepared; and

(ii) information required to be disclosed by the issuer in its annual filings, interim filings or other reports filed or submitted by it under securities legislation is recorded, processed, summarized and reported within the time periods specified in securities legislation; and

(b) designed ICFR, or caused it to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with the issuer's GAAP.

5.1. ***Control framework:*** The control framework the issuer's other certifying officer(s) and I used to design the issuer's ICFR is that published by the Committee of Sponsoring Organizations of the Treadway Commission (**COSO**).

5.2. N/A.

5.3. N/A.

6. ***Reporting changes in ICFR:*** The issuer has disclosed in its interim MD&A any change in the issuer's ICFR that occurred during the period beginning on July 1, 2024 and ended on September 30, 2024 that has materially affected, or is reasonably likely to materially affect, the issuer's ICFR.

Date: November 4, 2024

/s/ Andrew Gubbels
Andrew Gubbels
Chief Financial Officer