



### **ROADSHOW PRESENTATION**



A preliminary prospectus containing important information relating to the securities described in this document has been filed with the securities regulatory authorities in each of the provinces of Canada (except Quebec). A copy of the preliminary prospectus, and any amendment, is required to be delivered with this document. The preliminary prospectus is still subject to completion. There will not be any sale or any acceptance of an offer to buy the securities until a receipt for the final prospectus has been issued. This document does not provide full disclosure of all material facts relating to the securities offered. Investors should read the preliminary prospectus, the final prospectus and any amendment for disclosure of those facts, especially risk factors relating to the securities offered, before making an investment decision.

January 13, 2021



This presentation is being made available to potential investors and does not provide full disclosure of all material facts relating to the securities offered. Investors should read the preliminary prospectus of Star Royalties Ltd. ("Star Royalties" or the "Company"), the final prospectus and any amendment for disclosure of those facts, especially risk factors relating to the securities offered, before making an investment decision.

A copy of the Company's preliminary prospectus has been filed with the securities regulatory authorities in each of the provinces of Canada, other than Québec, but has not yet become final for the purpose of the sale of securities. Information contained in the Company's preliminary prospectus may not be complete and may have to be amended. Accordingly, there will not be any sale or any acceptance of an offer to buy the securities offered thereto until a receipt for the final prospectus has been issued.

There is currently no market through which the securities offered may be sold and purchasers may not be able to resell the securities purchased pursuant to the Company's final prospectus. This may affect the pricing of the securities offered in the secondary market, the transparency and availability of trading prices, the liquidity of these securities and the extent of issuer regulation. An investment in the securities offered is highly speculative and is subject to a number of risks that should be considered by a prospective purchaser. Prospective purchasers should carefully consider the risk factors described under "Risk Factors" in the Company's preliminary prospectus before purchasing the securities. Closing is conditional on the securities offered being conditionally approved for listing on the TSX-V.

This presentation shall not constitute an offer to sell or the solicitation of an offer to buy these securities, nor shall there be any sale of these securities in any province or jurisdiction in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any such state, province or jurisdiction. This presentation does not purport to contain all of the information that may be required to evaluate all of the factors that would be relevant to you (the "**Recipient**") considering any potential transaction and any Recipient should conduct its own investigation and analysis. This presentation is for informational purposes and reference only pursuant to the Recipient's request and is not intended to be, and must not be, taken as the basis for a decision with respect to any possible transaction. Neither the Company nor any of its affiliates or representatives makes any representation or warranty, expressed or implied, as to the accuracy or completeness of this presentation or made available to the Recipient or its affiliates or representatives. The Company and its affiliates or representatives expressly disclaim to the fullest extent permitted by law, including any and all applicable securities legislation, any and all liability based, in whole or in part, on the presentation or any information contained herein or any other written or oral communication transmitted or made available to the Recipient or its affiliates or representatives, including, without limitation, with respect to errors therein or omissions therefrom.

### Forward-Looking Information

This presentation contains "forward-looking information" within the meaning of applicable Canadian securities laws ("forward-looking statements"), concerning the business, operations and financial performance and condition of the Company. All statements, other than statements of historical fact, are forward-looking statements and are based on expectations, estimates and projections as at the date of this presentation. These statements include, but are not limited to: the offering price, the completion, size and expense of the offering and timing of closing; expectations regarding industry trends and growth rates; expectations regarding the Company's business plans, growth, financial performance and strategy; and cash flow projections with respect to the Copperstone project. Generally, any statement that involves discussions with respect to predictions, beliefs, plans, projections, objectives, assumptions, future events or performance (often but not always using phrases such as "may," "might," "could," "would," "achieve," "budget," "scheduled," "forecasts," "should," "expects," "plans," "anticipates," "pedicts," "potential" or "continue") are not statements of historical fact and may be forward-looking statements.

Forward-looking statements are not guarantees of future performance and are based on the opinions, estimates and assumptions of management as of the date such statements are made, which management believes to be reasonable, including without limitation, assumptions regarding: the offering price, the completion, size and expenses of the offering and timing of closing, the use of proceeds of the offering, future prices of gold and other metals; currency exchange rates; the ongoing operation of the properties in which the Company holds a royalty or stream interest by the owner or operator of such properties; no adverse development in respect of any significant property in which the Company holds a royalty or stream; performance of contractual obligations by counterparties; financial viability of third party owners and operators; financial projections and budgets; accuracy of any Mineral Reserves, anticipated costs and expenditures; the impact of the COVID-19 pandemic; and that future consensus royalty price-to-cash-flow valuations are accurate. Many assumptions are based on factors and events that are not within the company and there is no assurance they will prove to be correct.

Forward-looking statements are subject to known and unknown risks, uncertainties and other factors that may cause actual results, conditions, level of activity, performance or achievements of the Company to be materially different from those expressed or implied by such forward-looking statements, including, without limitation: the Company's lack of control over the mining operations in which it holds only royalty or stream interests; the Company's dependency on the financial viability and operational effectiveness of third party owners and operators; the Company's reliance on third party reporting and potentially limited access to data; changes or disruptions in the securities markets; fluctuation in the price of metals and future commodity prices; adequacy of financial resources and the Company's ability to raise funds; the introduction of new taxes or changes in tax laws and interpretations; the properties on which the Company holds royalty and other interests will be subject to exploration, development and mining risks, and additional risk factors discussed in this presentation; and the impact of the COVID-19 pandemic. If any of these risks or uncertainties materialize, or if the opinions, estimates or assumptions underlying the forward-looking information prove incorrect, actual results or future events might vary materially from those anticipated in the forward-looking information. In addition, statements relating to "Mineral Resources" or "Mineral Resources" are deemed to be forward-looking information as they involve the implied assessment, based on certain estimates and assumptions that the Mineral Reserves and Mineral Resources described can be profitably mined in the future.

Although we have attempted to identify important risk factors that could cause actual results or future events to differ materially from those contained in forward-looking information, there may be other risk factors not presently known to us or that we presently believe are not material that could also cause actual results or future events to differ materially from those expressed in such forward-looking information. There can be no assurance that such information will prove to be accurate, as actual results and future events could differ materially from those anticipated in such information. Accordingly, readers should not place undue reliance on forward-looking information, which speaks only as of the date made. The forward-looking information contained in this presentation represents our expectations as of the date of this presentation (or as of the date it is otherwise stated to be made) and is subject to change after such date. We disclaim any intention or obligation or undertaking to update or revise any forward-looking information whether as a result of new information, future events or otherwise, except as required under applicable Canadian securities legislation.



To the extent any forward-looking information in this presentation constitutes "future-oriented financial information" or "financial outlooks" within the meaning of applicable Canadian securities laws, such information is being provided to demonstrate the potential benefits of the offering described herein and the reader is cautioned that this information may not be appropriate for any other purpose and the reader should not place undue reliance on such future-oriented financial information and financial outlooks. Future-oriented financial information and financial outlooks, as with forward-looking statements generally, are, without limitation, based on the reasonable assumptions of management of the Company and subject to the risks set out herein. All of the forward-looking information contained in this presentation is expressly qualified by the foregoing cautionary statements.

### Technical and Third-Party Information

Except where otherwise stated, the disclosure in this presentation relating to properties and operations on the properties in respect of which Star Royalties holds royalty or stream interests is based: (i) in respect of the Copperstone Project, La Paz County, Arizona, USA" with an effective date of April 1, 2018 and report date of May 18, 2018 (the "**Technical Report**"), which technical report was prepared in accordance with National Instrument 43-101 Standards of Disclosure for Mineral Projects ("**NI 43-101**") for Arizona Gold Corp. (formerly Kerr Mines Inc.) ("**AZG**"), and filed under AZG's SEDAR profile on May 22, 2018, and on additional publicly disclosed information relating to the Copperstone Project after the date of the Technical Report; and (ii) in respect of the other mineral properties of which Star Royalties holds royalty or stream interests, on information that has been provided to Star Royalties by owners and/or operators of such mineral properties or obtained from publicly available information, and in each case none of such information has been independently verified by Star Royalties or the underwriters. Specifically, as a royalty or stream holder, Star Royalties holds royalty or stream interests, on properties and operations on the properties and operations on the properties and the underwriters are dependent on the operators of the properties and their qualified persons to provide information to Star Royalties information to repare disclosure pertaining to properties and operations on the properties of mineral Resources, and methodologies employed in proposed mining and recovery processes and proven and probable and measured, indicated and inferred within the estimates of Mineral Resources on a property, and the classification in categories of proven and probable and measured, indicated and inferred within the estimates of Mineral Resources and Mineral Resources and methodologies employed in proposed mining and recovery processes and production plans, were made by owners or operators may rela

### Market and Industry Data

Market and industry data presented throughout this presentation was obtained from third-party sources, industry reports and publications, websites and other publicly available information, as well as industry and other data prepared by us or on our behalf, on the basis of our knowledge of the markets in which we operate, including information provided by other industry participants. We believe that the market and industry data presented throughout this presentation is accurate and, with respect to data prepared by us or on our behalf, that our opinions, estimates and assumptions are currently appropriate and reasonable, but there can be no assurance as to the accuracy or completeness thereof. The accuracy and completeness of the market and industry data presented throughout this presentation are not guaranteed and the Company does not make a representation can be expected to increase as the length of the forecast period increases. Although we believe it to be reliable neither the Company nor any of the underlying studies or surveys relied upon or referred to in this presentation, analyzed or verified the underlying market, economic and other assumptions relied upon by such sources. Market and industry data inputs, the voluntary nature of the data gathering process and other limitations and uncertainties inherent in any statistical survey.

### **Cautionary Note to United States Investors**

The information herein is not for distribution and does not constitute an offer to buy any securities within the United States (as defined in Regulation S under the United States Securities Act of 1933, as amended (the "U.S. Securities Act")).

The securities of the Company have not been and will not be registered under the U.S. Securities Act or any state securities laws and may not be offered and sold within the United States except pursuant to an exemption from the registration requirements of the U.S. Securities Act.

IN MAKING ANY INVESTMENT DECISION, INVESTORS MUST RELY ON THEIR OWN EXAMINATION OF THE COMPANY AND THE TERMS OF ANY APPLICABLE OFFERING, INCLUDING THE MERITS AND RISKS INVOLVED. THE SECURITIES OF THE COMPANY HAVE NOT BEEN APPROVED OR DISAPPROVED BY THE UNITED STATES SECURITIES AND EXCHANGE COMMISSION (THE "SEC") OR BY ANY STATE SECURITIES COMMISSION OR REGULATORY AUTHORITY, NOR HAVE ANY OF THE FOREGOING AUTHORITIES PASSED ON THE ACCURACY OR ADEQUACY OF THIS PRESENTATION. ANY REPRESENTATION TO THE CONTRARY IS A CRIMINAL OFFENSE.

Any securities of the Company sold in the United States will be "restricted securities" within the meaning of Rule 144 under the U.S. Securities Act. Such securities may be resold, pledged or otherwise transferred only pursuant to an effective registration statement under the U.S. Securities Act or pursuant to an applicable exemption from the registration requirements of the U.S. Securities Act.

Readers should be aware that the acquisition, holding or disposition of the securities of the Company may have tax consequences both in Canada and the United States. The tax consequences of the acquisition, holding or disposition of such securities for investors who are resident in, or citizens of, the United States are not described herein. Consequently, any prospective investor is advised to consult their own tax advisors regarding the application of federal income tax laws to their particular circumstances, as well as any state, provincial, local, foreign and other tax consequences of investing in the securities of the Company and acquiring, holding or disposing of such securities. Investing in the Company's securities involves risks. An investment in the Company's securities is suitable only for investors who fully understand, and are capable of bearing, the risks of such investment. Prospective investors should review and consider carefully the information disclosed in the applicable offering documents, including any risk factors described therein.

OYALTIES LTD.



Technical disclosure regarding the Company's properties included or incorporated by reference in this presentation has been prepared in accordance with the requirements of securities laws in effect in Canada including Canada's National Instrument 43-101 -Standards of Disclosure for Mineral Projects ("NI 43-101"), which differ from the requirements of the United States securities laws. The standards for defining mineral reserves and mineral resources under NI 43-101 differ from the standards adopted by the SEC. Any mineral reserves and mineral resources reported by the Company in accordance with NI 43-101 may not qualify as such under SEC standards. Accordingly, information concerning the exploration potential contained in this presentation may not be comparable to similar information made public by U.S. companies subject to the SEC's reporting and disclosure requirements.

### Cautionary Note Regarding the Use of Comparables

The comparable analysis outlines valuation multiples or comparables for certain Canadian publicly traded royalty and/or streamlining companies (the "Peers"). Comparables are intended to permit investors to assess the relative market valuations of similar issuers and whether an issuer trades appropriately relative to its peers. These Peers displayed are considered appropriate as each represents a royalty and/or streaming company with similar underlying assets as the Company. This information has been obtained from public sources and has not been independently verified by the Company or the underwriters. A potential investor should not place undue reliance on these comparables when making an investment decision and comparables should not be the sole criteria used for making investment decisions. If any comparable information included herein contains a misrepresentation, investors do not have a remedy therefor under securities legislation.

### **Non-IFRS Measures**

This presentation makes reference to certain non-IFRS measures and industry metrics such as EBITDA, NAV and gold equivalent ounces ("**GEOs**"). These measures are not recognized measures under International Financial Reporting Standards ("**IFRS**") as issued by the International Accounting Standards Board ("**IASB**") and do not have a standardized meaning prescribed by IFRS and are therefore unlikely to be comparable to similar measures presented by other companies. Rather, these measures are provided as additional information to complement IFRS measures by providing further understanding of our results of operations from management's perspective. Accordingly, these measures should not be considered in isolation or as a substitute for analysis of our financial information reported under IFRS and may be calculated differently by other companies. We also use "GEOs" or "gold equivalent ounces" which is an operating metric used in our industry. These non-IFRS measures and industry metrics, including adjusted EBITDA and GEOs are used to provide investors with supplemental measures of our operating performance and thus highlight trends in our core business that may not otherwise be apparent when relying solely on IFRS measures. We also believe that securities analysts, investors and other interested parties frequently use non-IFRS measures and industry metrics in the evaluation of issues. Our management also uses non-IFRS measures and industry metrics in order to facilitate operating performance comparisons from period to period to prevate annual operating budgets and forecasts and to determine components of management compensation.

### Qualified Person

Timothy Strong, MIMMM, a qualified person under NI 43-101, and independent of the Company, has reviewed and approved the scientific and technical disclosure contained in this presentation.

### Electronic Transmission

This presentation may have been sent to you in an electronic form. You are reminded that documents transmitted via this medium may be altered or changed during the process of electronic transmission. You are responsible for protecting against viruses and other destructive items. Your receipt of this electronic transmission is at your own risk and it is your responsibility to take precautions to ensure that it is free from viruses and other items of a destructive nature. As a consequence of the above, neither the Company nor any director, officer, employee or agent of any of them or any affiliate of any such person accepts any liability or responsibility whatsoever in respect of any difference between the presentation distributed to you in electronic format and the hard copy version that may be made available to you.

ROYALTIES LTD.



Issuer	<ul> <li>Star Royalties Ltd. (the "Company")</li> </ul>
Offering	Up to C\$20 million in Common Shares
Over-Allotment Option	15% over-allotment option equal to Issue Price
Issue Price	C\$0.70 to C\$0.90 per Common Share
Jurisdictions	<ul> <li>In all the provinces of Canada, other than Quebec</li> <li>In the United States pursuant to available exemptions from the registration requirements of the United States Securities Act of 1933</li> <li>To investors residing outside of the United States and Canada in accordance with applicable securities laws and as agreed between the Company and the Underwriters</li> </ul>
Use of Proceeds	<ul> <li>Financing remaining two tranches of Copperstone gold stream<sup>1</sup>, and general corporate purposes</li> </ul>
Lock-Up Arrangements	Each of the directors and officers of the Company, as well as certain principal shareholders, shall enter into lock-up agreements for a period of 180 days from Closing subject to certain exceptions
Listing	<ul> <li>TSXV: STRR (applied)</li> </ul>
Eligibility	<ul> <li>The Common Shares shall be eligible for RRSPs, RRIFs, RDSPs, RESPs, TFSAs and DPSPs</li> </ul>
Closing	Week of February 1st, 2021

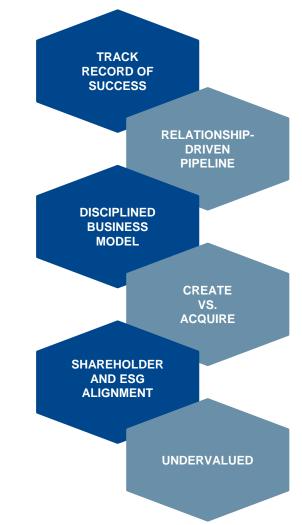
Footnote: 1. Copperstone Tranche 2 of US\$6M due on or before February 28, 2021; Copperstone Tranche 3 of US\$6M due on or before April 30, 2021.

R

ROYALTIES LTD.

LEGAI

# Why STAR?



### **Seasoned Team**

- Respected team with 100+ years of industry experience
- Track record of successful capital allocation and risk assessment
- Pipeline<sup>1</sup> of opportunities from relationships and asset knowledge

### **Differentiated Model**

- Royalty/stream creation focus
- Pursue value and quality over quantity
- Capital structure optimisation for counterparties
- Emphasis on cash flow visibility and low portfolio risk

### **Superior Shareholder Alignment**

- Clean capital structure with few dilutive securities
- Management investment and long-term escrow and lockup<sup>2</sup>
- Equity-driven compensation
- Targeting sustainable dividend
- Board diversity and independence
- Footnotes: 1. Pipeline consists of early-stage discussions. No opportunities have moved beyond preliminary management discussions. There is no assurance any of the potential opportunities will result in a finalized stream or royalty interest.
  - 2. Founders' shares are subject to a contractual lockup for three years from the date of the IPO closing in addition to any applicable Canadian securities laws and TSXV escrow conditions. In addition, private round financings are subject to contractual lockup (50% release on IPO, 25% after 90 days from IPO, and 25% after 180 days from IPO) in addition to any to any applicable Canadian securities laws and TSXV seed share resale restrictions, as applicable.

ROYALTIES LTD.

# The STAR Team

### Industry Experts Manage STAR

Tony Lesiak – Executive Chairman – Ranked analyst Alex Pernin – CEO – P.Geo., Barrick capital allocation Kevin MacLean – CIO – P.Eng., Award-winning portfolio manager Peter Bures – CBDO – Mining engineer, analyst Ken Ngo – CFO – Franco-Nevada finance

### **Proven Team**

OVALTIES LTD.

OMPAN

C

- 20+ years working together; equity research, investment banking, portfolio management, and corporate development
- Recognition for best-in-class risk-adjusted mining returns and mining research
- 13 Lipper and seven Brendan Wood Top Gun awards

### **Tony Lesiak** Executive Chairman





**Kevin MacLean** 

Chief Investment Officer



**Peter Bures** Chief Business **Development Officer** 



Ken Ngo Chief Financial Officer

### Mining, Corporate, and Finance Experience:





HSBC 🚺



**Deutsche Bank** 



**GOLDEN ST** 



REEPORT

McMoRan



PLACER DOME



**Alex Pernin** 

**Chief Executive Officer** 











### **STAR Board**

Strong governance and alignmentMajority independent and diverse board





Jay Layman BSME, MBA, ICD.D Independent Director



Tony Lesiak Executive Chairman

Alex Pernin CEO and Director



Jinhee Magie BCom, CPA, CA Independent Director **B** ME Inc

Belinda Labatte MBA, CFA, ICD.D Independent Director



Beatriz Orrantia LLB, BCL Lead Independent Director

Mining, Corporate, Legal and Finance Experience:



K KPMG





Newmont.









Heenan Blaikie Iundin mining SEABRIDGE GOLD

# COMPANY

ROYALTIES LTD.

7



### Environmental



### **Social**



- **Carbon credits**: reforestation; scalable business with near-term cash flow
- **EV metals**: green-focused metal investments to include Cu, Ni, Li
- Investment policy: no hydrocarbons

- First Nations: committed to partnering on carbon credit and mining royalty opportunities
- Counterparties: application of International Counsel on Mining & Metals Principles when reviewing investment opportunities
- Alignment: management co-investment, long-term escrow and lockup<sup>1</sup>

### Governance



- Board diversity: skillsets, experience and diversity
- Board independence: majority independent (five of seven directors) with Lead Independent Director
- **Compensation**: equity-driven
- Footnote: 1. Founders' shares are subject to a contractual lockup for three years from the date of the IPO closing in addition to any applicable Canadian securities laws and TSXV escrow conditions. In addition, private round financings are subject to contractual lockup (50% release on IPO, 25% after 90 days from IPO, and 25% after 180 days from IPO) in addition to any to any applicable Canadian securities laws and TSXV seed share resale restrictions, as applicable.



MPAN

Ο

C

# **The Differentiated STAR Model**

### Asset NAV<sup>1</sup> – Created vs. Existing

### **Creating Royalties and Streams**

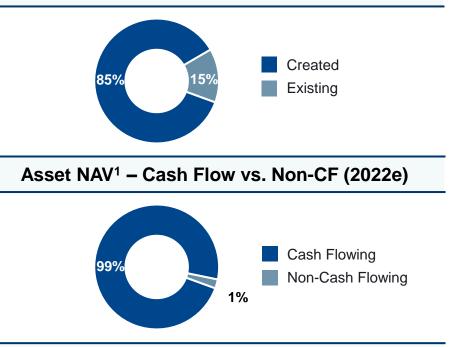
- New entrants buying largely non-cash flowing royalty portfolios
- Competition for these portfolios results in unattractive pricing
- Prefer bespoke royalty and stream underwriting
- Optimise counterparty risk-adjusted cost of capital

### **Disciplined Portfolio Approach<sup>2</sup>**

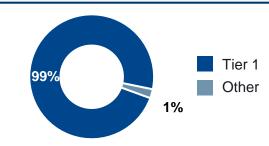
- 70/20/10 split between cash flowing today, cash flowing within two years, and non-cash flowing
- 80/20 split between precious metals and green/EV metals
- Portfolio construction using risk-adjusted return formula

### Low Risk Tolerance<sup>2</sup>

- Focused on Tier 1 jurisdictions
- Debt averse; credit facility when appropriate



### Asset NAV<sup>1</sup> – Tier 1 vs. Other Jurisdictions



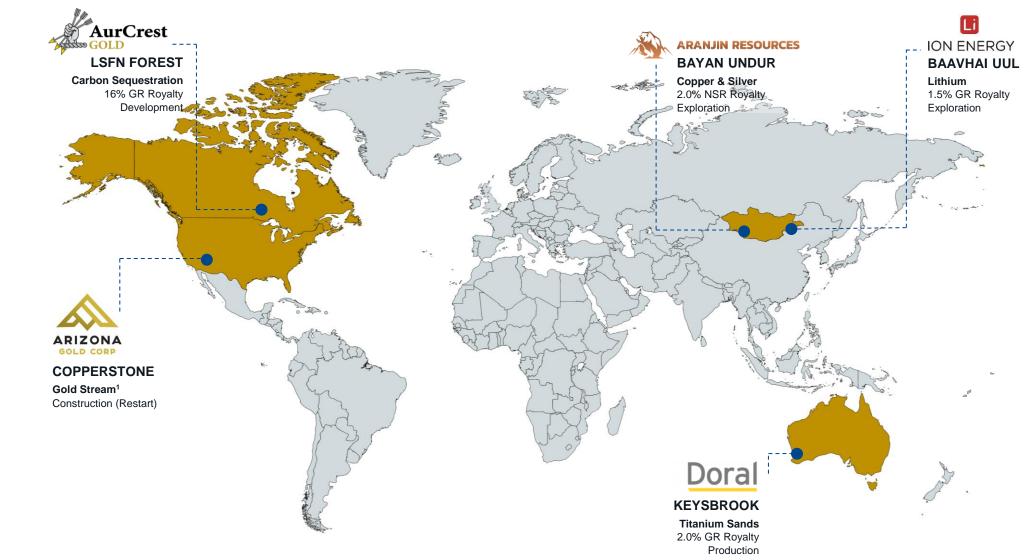
Footnotes: 1. Asset NAV refers to net asset value, as calculated by Star Royalties.

Consensus metal price estimates used: 2021e US\$1,913/oz, 2022e US\$1,900/oz, 2023e US\$1,853/oz, 2024e US\$1,708/oz, long-term US\$1,708/oz.

5% discount rate for Copperstone, 8% discount rate for Keysbrook and LSFN Forest, no additional royalty/stream acquisitions or dispositions assumed

2. Targeted weights for asset portfolio, weights reflect net asset value as calculated by Star Royalties.





Footnote: 1. Copperstone gold stream: 9.9% of gold produced up to 21,000 oz, 3.3% of gold produced between 21,001 oz and 27,200 oz, and 1.2% of gold produced thereafter. Cash payment from Star Royalties to be 25% of spot gold price.

STAR ROYALTIES LTD.





Surface Infrastructure



Operator	Arizona Gold Corp (TSX: AZG)		
Location	Arizona, USA		
Stage	Construction (Restart)		
Commodity	Gold		
	< 21,000 oz	21,001 – 27,200 oz	> 27,200 oz
Stream Terms¹	<b>9.9%</b> of gold produced	<b>3.3%</b> of gold produced	<b>1.2%</b> of gold produced
Mineral Reserves²	Tonnes <sup>2</sup> (kt)	Grade² (g/t Au)	Contained Metal <sup>2</sup> (koz Au)
Proven	346.7	7.30	81.4
Proven Probable	346.7 455.3	7.30 6.40	81.4 93.7
	0.011		• • • •
Probable	455.3	6.40	93.7
Probable P&P Mineral	455.3 802.0	6.40 6.79 Grade <sup>2</sup>	93.7 175.1 Contained

Footnotes: 1. At cash payment per ounce of gold of 25% of spot price as per P&S agreement dated November 12, 2020.

- 2. Units referred to throughout are metric and have been converted using 31.1035g/troy oz for grade and 1 ton = 0.9072 tonnes.
- P&P included in M&I. Mineral reserves calculated using a 3.806g/t cut-off grade and a US\$1,250/oz gold price. Mineral resources calculated using a 3.429g/t grade and a US\$1,375/oz gold price. Mineral resource estimates contained herein that are not mineral reserves do not have demonstrated economic viability. There is no certainty that all or any part of the mineral resources estimated will be converted into mineral reserves. The estimate of mineral resources may be materially affected by environmental, permitting, legal, title, taxation, socio-political, marketing or other relevant issues.
   The level of geological uncertainty associated with an inferred mineral resource is too high to apply relevant technical and economic factors likely to influence the prospects of economic extraction in a manner useful for evaluation of economic viability. Inferred mineral resources are subject to uncertainty as to their existence and as to their economic legal feasibility.
- Source: NI 43-101 Technical Report Preliminary Feasibility Study for the Copperstone Project, La Paz County, Arizona, USA, prepared for Kerr Mines Inc. (presently Arizona Gold Corp) with an effective date of April 1, 2018, prepared by Hard Rock Consulting Inc., in accordance with the guidelines of Canadian National Instrument 43-101 Standards of Disclosure for Mineral Projects. Please refer to Appendix 4 for additional information.

R

ROYALTIES LTD.

11



# **Copperstone Highlights**



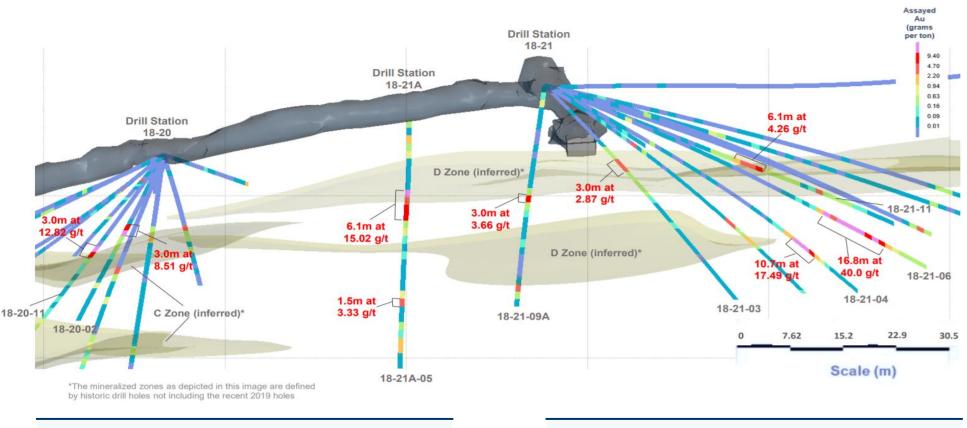


PORTFOL

Footnotes: 1. Refers to Arizona Gold Corp.

2. Gold price assumptions: 2021e US\$1,913/oz, 2022e US\$1,900/oz, 2023e US\$1,853/oz, 2024e US\$1,708/oz, long-term US\$1,708/oz; estimates based on Technical Report referenced in Appendix 4.
 Source: NI 43-101 Technical Report: Preliminary Feasibility Study for the Copperstone Project, La Paz County, Arizona, USA, prepared for Kerr Mines Inc. (presently Arizona Gold Corp) with an effective date of April 1, 2018 prepared by Hard Rock Consulting Inc., in accordance with the guidelines of Canadian National Instrument 43-101 – Standards of Disclosure for Mineral Projects. Please refer to Appendix 4 for additional information.

# **Copperstone Potential**



### **Definition RC Drilling Highlights**

- 18-21-06 grading 40.0 g/t Au over 16.8m<sup>1</sup>
- **18-21-04** grading 17.49 g/t Au over 10.7m<sup>2</sup>
- 18-08A-02 grading 11.70 g/t Au over 12.2m<sup>3</sup>
- 18-08A-03 grading 8.25 g/t Au over 16.8m<sup>2</sup>

1. Arizona Gold Corp (formerly Kerr Mines) news release dated August 27, 2020: "Kerr Mines 2020 Drilling & Project Update". Sources: 2. Arizona Gold Corp (formerly Kerr Mines) news release dated April 23, 2020: "Kerr Mines Plans First Phase of 2020 Drilling Program at Copperstone".

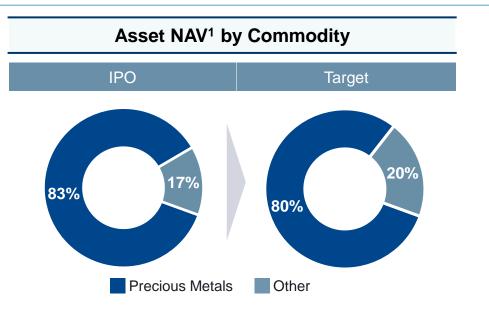
3. Arizona Gold Corp (formerly Kerr Mines) news release dated April 4, 2019: "Kerr Mines Drills 12.2 Meters of 11.7 g/t Gold at Copperstone".

**Step-out and Infill Drilling** 

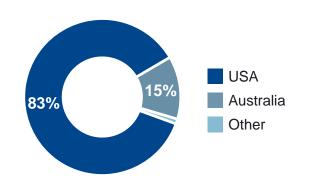
10,000m drill program ongoing<sup>1</sup>

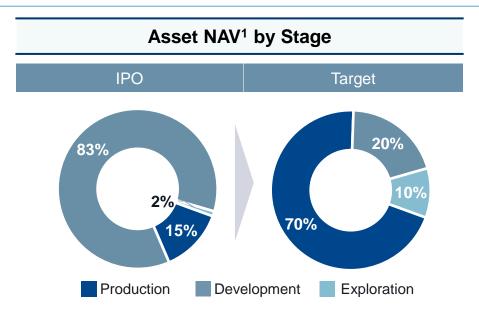
ROYALTIES LTD.



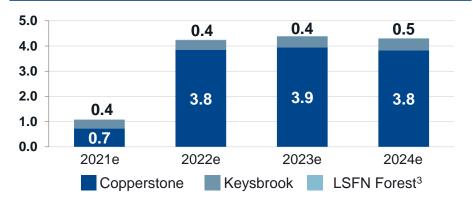








Estimated Gold Equivalent Sales (koz)<sup>2</sup>



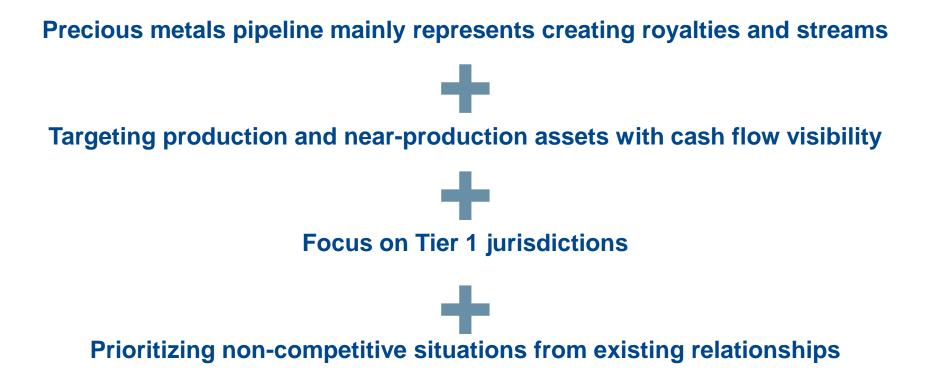
Footnotes: 1. Asset NAV refers to net asset value, as calculated by Star Royalties (gold price assumed: 2021e US\$1,913/oz, 2022e US\$1,900/oz, 2023e US\$1,853/oz, 2024e US\$1,708/oz, long-term US\$1,708/oz), 5% discount rate for Copperstone, 8% discount rate for Keysbrook and LSFN Forest, no additional royalty/stream acquisitions or dispositions assumed.

2. Gold Equivalent Ounces (GEOs) converted at assumed gold price of 2021e US\$2,025/oz, 2022e US\$1,942/oz, 2023e US\$1,863/oz, and 2024e US\$1,698/oz.

3. LSFN Forest revenues estimated to be approximately US\$67,000 per annum and thus visually not meaningful.



# PORTFOLIO

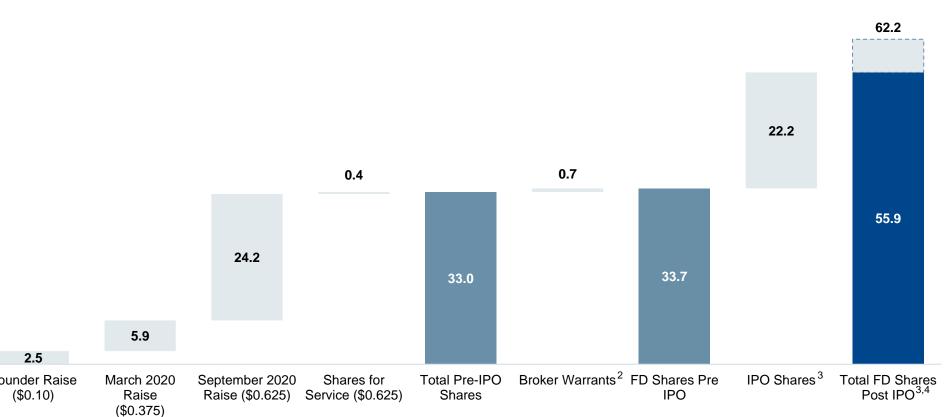


Footnote: 1. Pipeline consists of early-stage discussions. No opportunities have moved beyond preliminary management discussions. There is no assurance any of the potential opportunities will result in a finalized stream or royalty interest.









Footnotes: 1. All figures in millions, numbers subject to rounding.

2. Exercisable on 1:1 basis into common shares of Star Royalties at C\$0.625/sh on or before March 30, 2022.

3. \$20 million gross proceeds. 22.2 million shares issued assuming a \$0.90 Issue Price, 28.6 million shares issued assuming a \$0.70 Issue Price.

4. Before stock options and RSU issuances in connection with the IPO.



In accordance with Section 13.7(4)(b) of National Instrument 41-101 General Prospectus Requirements, all the information relating to the Company's comparables and any disclosure relating to the comparables which is contained in the presentation to be provided to potential investors, has been removed from this template version for purposes of its filing on SEDAR.



In accordance with Section 13.7(4)(b) of National Instrument 41-101 General Prospectus Requirements, all the information relating to the Company's comparables and any disclosure relating to the comparables which is contained in the presentation to be provided to potential investors, has been removed from this template version for purposes of its filing on SEDAR.



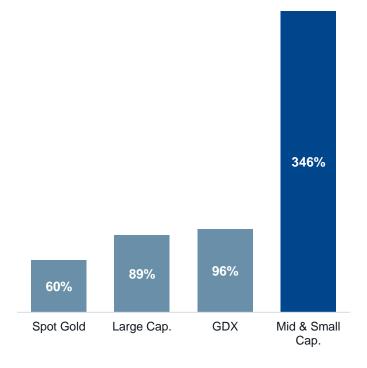
In accordance with Section 13.7(4)(b) of National Instrument 41-101 General Prospectus Requirements, all the information relating to the Company's comparables and any disclosure relating to the comparables which is contained in the presentation to be provided to potential investors, has been removed from this template version for purposes of its filing on SEDAR.

# **The Road Ahead**

### **Attractive Platform**

- Clean share structure<sup>1</sup>; no debt service or refinance requirements
- No vendor or management<sup>2</sup> overhang
- Pipeline of opportunities sourced from existing relationships
- Additional carbon credit opportunities scalable business with near-term cash flow
- Proposed implementation of dividend policy

**Royalty Sector Performance Since August 2018<sup>3</sup>** 



- Footnotes: 1. Substantial management co-investment. Minimal in-the-money options/warrants outstanding.
  - 2. Founders' shares are subject to a contractual lockup for three years from the date of the IPO closing in addition to any applicable Canadian securities laws and TSXV escrow conditions. In addition, private round financings are subject to contractual lockup (50% release on IPO, 25% after 90 days from IPO, and 25% after 180 days from IPO) in addition to any to any applicable Canadian securities laws and TSXV seed share resale restrictions, as applicable.
  - 3. Past performance is no guarantee of future returns. Mid & Small Cap Royalty comprises Abitibi Royalties Inc., Ely Gold Royalties Inc., Maverix Metals Inc., Metalla Royalty & Streaming Ltd., Osisko Gold Royalties Ltd. and Sandstorm Gold Ltd. Large Cap Royalty comprises of Franco-Nevada Corporation, Royal Gold, Inc., and Wheaton Precious Metals Corp. August 2018 represents a gold price low of US\$1,160/oz. GDX is the VanEck Vectors Gold Miners ETF.

Sources: FactSet, gold price based on LBMA PM fix gold price.

ROYALTIES LTD.



# Appendix 1 | Company







### Tony Lesiak BSc, MBA, MAG Executive Chairman

- 25+ years in mining equity research and investment banking
- Canaccord Genuity, Macquarie Capital Markets, Genuity Capital Markets, UBS, HSBC, BMO



### **Kevin MacLean**

P.Eng., CFA Chief Investment Officer

- 40+ years in portfolio management (award-winning) and mining equity research
- Sentry Investments, RBC, Cavelti Asset Management



### Alex Pernin

MSc, P.Geo. Chief Executive Officer and Director

- 10+ years in mining equity research, capital allocation and investment management, mining, exploration
- Barrick Gold, Canaccord Genuity, Freeport McMoRan, Northern Superior Resources



### **Peter Bures**

BASc

**Chief Business Development Officer** 

- 20+ years in mining equity research, institutional sales, portfolio management, mine engineering
- Canaccord Genuity, BMO, Sentry Investments, Orion Securities, Yorkton Securities, HSBC, Deutsche Bank, TSX, Placer Dome



### Ken Ngo

BBA, CPA, CA Chief Financial Officer and Corporate Secretary

- 20+ years in finance, treasury and tax
- Franco-Nevada, Torex Gold, Golden Star Resources, Lundin Mining Corporation



OYALTIES LTD.



# **Board of Directors**

Tony LesiakExecutive ChairmanSee Executive Management slide for informationAlex PerninCEO and Director



- Kylie Dickson BBA, CPA, CA Independent Director
- 14+ years of mining industry experience as CPA, CA across exploration, mine development and operations
   Currently Director and Audit Committee Chair of Fortuna Silver Mines; previous roles at Equinox Gold, Trek Mining and Minefinders Corporation



- Belinda Labatte MBA, CFA, ICD.D Independent Director
- Currently CDO of Mandalay Resources, Founder of The Capital Lab Inc. and Director at Caldas Gold, Rambler Metals & Mining, and PDAC
- Experience in global IR and capital markets transactions, mining corporate development, ESG and risk management strategies



- Jay Layman BSME, MBA, ICD.D Independent Director
- Currently Director, President and COO of Seabridge Gold, previously with Newmont Mining (managed Global Technical Services)
- Metals and mining experience: Global technical exposure across underground and open pit operations and multiple commodities



- Jinhee Magie 25+ years of finance experience, last 15 years in mining industry
  - Experience in acquisitions and divestitures, public and private equity fundraising and public company reporting
- Independent Director Currently SVP and CFO Lundin Mining Corporation, previously with LionOre Mining International and E&Y



Beatriz Orrantia LLB, BCL Lead Independent Director

BCom, CPA, CA

■ 15+ years of mining industry experience in both legal and operational capacities, including operations, sustainability, and license-to-operate

 Barrick Gold VP Special Projects; M&A, securities and mining lawyer in Toronto at Heenan Blaikie, McCarthy Tétrault, and Gowlings



# **Royalties vs. Streams**

### **Royalties**

In exchange for an initial payment, Star Royalties is given the right to receive a percentage of revenue, profit or value of metal produced from a mining operation



### **Streams**

In exchange for an initial payment, Star Royalties is given the right to purchase all or a predetermined percentage of future metal production generated from a mining operation, at a predetermined below-market price





### **Royalty and Streaming Model**

Our differentiated and uniquely aligned royalty and streaming business model provides:

	Star Royalties	Producers	Bullion/ETFs
Commodity price leverage	$\checkmark$	$\checkmark$	
Counterparty and shareholder alignment	$\checkmark$		
Expansion and optimization upside	$\checkmark$	$\checkmark$	
Mineral reserve and mineral resource growth	$\checkmark$	$\checkmark$	
Exploration potential	$\checkmark$	$\checkmark$	
Diverse portfolio	$\checkmark$		
No operating costs	$\checkmark$		$\checkmark$
No capital expenditures	$\checkmark$		$\checkmark$
No exploration expenses	$\checkmark$		$\checkmark$
No environmental and closure liabilities	$\checkmark$		$\checkmark$
No operations management	$\checkmark$		$\checkmark$

ROYALTIES LTD.



## Appendix 2 | Investors





5

INVESTOR

# **Sector Performance**

Due to an attractive business model, royalty and streaming companies have outperformed gold bullion, the S&P/TSX Global Gold Index as well as the S&P500 over the last five years

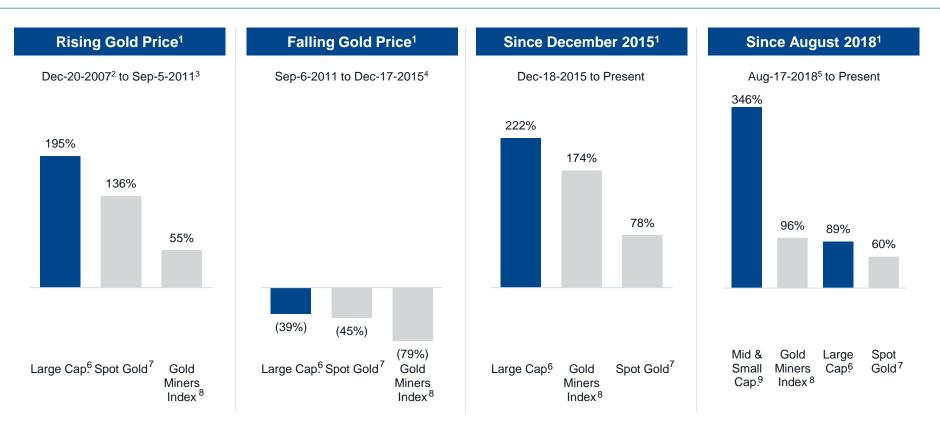


Royalty and Streaming Group comprises Franco-Nevada Corporation, Wheaton Precious Metals Corp., Royal Gold, Inc., and Sandstorm Gold Ltd. equally weighted. Please see the disclosure regarding Note: "Cautionary Note" regarding the use of comparables. FactSet as of December 31, 2020.

Source:



# **A Track Record of Royalty Outperformance**



Footnotes: 1. Relative equity performance calculated in US Dollars, inclusive of paid dividends. 'Present' as at December 31, 2020.

2. First day public trading day of Franco-Nevada Corporation.

3. Date of highest spot gold price between December 20, 2007 and December 17, 2015.

4. Date of lowest spot gold price since September 5, 2011.

5. Date of lowest spot gold trading price over last three years.

6. Large Cap. represented by equally weighting the performance of Franco-Nevada Corporation, Royal Gold, Inc. and Wheaton Precious Metals Corp.

7. Source: FactSet based on LBMA PM fix gold price.

8. Represented by the VanEck Vectors Gold Miners ETF, also known as the GDX, which tracks the performance of the NYSE Arca Gold Miners Index.

9. Mid & Small Cap. represented by Abitibi Royalties Inc., Ely Gold Royalties Inc., Maverix Metals Inc., Metalla Royalty & Streaming Ltd., Osisko Gold Royalties Ltd. and Sandstorm Gold Ltd. Please see the disclosure regarding "Cautionary Note" regarding the use of comparables.



# Appendix 3 | Other Portfolio Assets





STAR ROYALTIES LTD.





Operator	Keysbrook Leucoxene Pty Ltd
Location	Western Australia, Australia
Stage	Production
Commodity	Mineral Sands (Titanium, Zircon)
Terms	2.0% Gross Revenue Royalty
Description	<ul> <li>Open pit mineral sands mine located 70 km south of Perth, WA, Australia</li> <li>Mine owned and operated by subsidiary of Iwatani Corporation of Japan</li> <li>Keysbrook produces leucoxene (naturally altered titanium mineral) and zircon, and commenced operations in late 2015</li> <li>Heavy mineral concentrate produced at Keysbrook transported via road to Doral's nearby Mineral Separation Plant for processing</li> <li>Leucoxene and zircon exported to global customers through Ports of Bunbury and Fremantle, WA, Australia</li> </ul>

Sources: Doral Mineral Sands Pty Ltd.

July 2019: "A\$45M sale of Keysbook Mineral Sands Mine to Doral Mineral Sands" . November 14, 2017: "TZMI Congress Company Presentation". November 22, 2018: "Building a Platform for Growth". June 28, 2019: "Sale of Keysbrook Leucoxene Pty Ltd. To Doral Mineral Sands Pty Ltd." October 22, 2018: "2018 Annual Report".



# **LSFN Forest Carbon Pilot Project**



### Lac Seul First Nation Forest

Operator	Lac Seul First Nation, AurCrest Gold Inc., Blue Source Canada ULC		
Location	Ontario, Canada		
Stage	Development		
Commodity	Federal Output-Based Performance Standards (OBPS) Carbon Offset Credit		
Terms	16% Gross Revenue Royalty on AurCrest Gold's forest revenue share (with ROFR on overall Lac Seul Forest Management Unit)		

- Government of Canada has mandated minimum standards for carbon pricing across Canada and implemented federal program applied to greenhouse gas (GHG)-emitting industrial facilities in several provinces, including Ontario
- Reforestation and conservation of boreal forest creating carbon offsets as trees absorb atmospheric CO<sub>2</sub> through photosynthesis and sequester the CO<sub>2</sub> into biomass
- AurCrest Gold and Bluesource (one of largest developers and marketers of carbon offsets in North America) assisting LSFN in developing forest carbon sequestration opportunities on First Nation's Reserve lands and Traditional Territory that parties expect to result in carbon offset credits that can be sold to federally regulated industrial emitters
- LSFN Forest Pilot Project covers forested area of 22,063 hectares of First Nation's Reserve lands (representing ~3% of overall 800,000-hectare Lac Seul Forest Management Unit)
- Future benefits derived from monetization of carbon offset credits, net of expenses, will be split with significant majority going to LSFN and remainder to AurCrest Gold and Bluesource
- Star Royalties, AurCrest Gold and Bluesource working together to identify other carbon sequestration, renewable energy and mining opportunities to pursue

Sources: AurCrest Gold Inc., Blue Source Canada ULC.

News Release May 15, 2020: AurCrest Gold sells 16% Royalty to Star Royatlies on boreal Forest GHG emission sequestration project.

News Release May 11, 2020: AurCrest Gold, Lac Seul First Nation and Bluesource sign Adoption Agreement to proceed with a GHG emission sequestration project and monetize carbon offsets in the Boreal Forest. News Release December 13, 2019: AurCrest Gold and Lac Seul First Nation sign agreement to develop GHG emission sequestration projects and monetize carbon offsets in the Boreal Forest.

Description

PORTFOLIC





Operator	Aranjin Resources Ltd.		
Location	Mongolia		
Stage	Advanced Exploration		
Commodity	Cu, Ag		
Terms	2% Net Smelter Return Royalty (with ROFR on any future metal stream)		
	<ul> <li>Bayan Undur covers a total land package of 2,774 hectares</li> <li>Project consists of four mining licenses with</li> </ul>		
Description	<ul> <li>30-year terms</li> <li>Historic exploration included diamond and RC drilling, trenching, detailed geological mapping and geochemical sampling</li> </ul>		
	Past exploration efforts are being reviewed with		



Operator	Ion Energy Ltd.		
Location	Mongolia		
Stage	Early Exploration		
Commodity	Li (brine)		
Terms	1.5% Gross Revenue Royalty		
Description	<ul> <li>Located 30 km from the Chinese border where five large battery manufacturers are either planned or under construction</li> </ul>		
	<ul> <li>One of Mongolia's largest exploration licenses (over 80,000 hectares) and most prospective for lithium brine</li> </ul>		
	Favourable geochemistry (low potassium and magnesium ratios for large crystal formation) and production characteristics (high evaporation and low precipitation endorheic basin)		

Sources: Ion Energy Ltd., Aranjin Resources Ltd.

November 2020: "Exploring & Developing Mongolia's Lithium Salars", September 2020 corporate presentation. News Release 12 July 2020: "The Home of Big Copper".

the aim of identifying new drill targets

R

ROYALTIES LTD.



# Appendix 4 | Disclosures



# **Technical Disclosure**

### Mineral Resource Statement

Category	Tonnage (kt)	Grade Gold (g/t)	Contained Metal Gold (koz)
Measured	478.1	8.33	128.0
Indicated	646.7	7.12	148.0
M&I <sup>2</sup>	1,124.7	7.64	276.1
Inferred <sup>3</sup>	666.0	6.80	145.7

### Notes:

1. The effective date of the Mineral Resource estimate is April 1, 2018.

- 2. Mineral resources are quoted inclusive of mineral reserves. Mineral resources that are not mineral reserves do not have demonstrated economic viability. Due to the uncertainty that may be attached to Inferred mineral resources, it cannot be assumed that all or any part of an Inferred mineral resource will be upgraded to an Indicated or Measured mineral resource as a result of continued exploration.
- 3. Mineral resource is reported at an underground mining cut-off of 3.429 g/t (0.100 oz/ton) Au beneath the historic open pit and within coherent wireframe models. The cut-off is based on the following assumptions: a long-term gold price of US\$1,375/oz; assumed mining cost of US\$82/tonne (US\$74/ton), process costs of US\$44/tonne (US\$40/ton), general and administrative and property/severance tax costs of US\$15/tonne (US\$14/ton), refining costs of US\$4.65/oz and metallurgical recovery for gold of 95%.
- 4. Rounding may result in apparent differences when summing tonnes, grade and contained metal content. Grades are reported in grams per metric tonne.

### **Mineral Reserve Statement**

Category	Tonnage (kt)	Grade Gold (g/t)	Contained Metal Gold (koz)
Proven	346.7	7.30	81.4
Probable	455.3	6.40	93.7
P&P	802.0	6.79	175.1

### Notes:

1. The effective date of the Mineral Reserve estimate is April 1, 2018.

- 2. Mineral reserves are reported within the mine stope designs at an underground mining cutoff of 3.806 g/t (0.111 oz/ton) Au. The cut-off is based on the following assumptions: a long-term gold price of US\$1,250/oz; assumed mining cost of US\$84/tonne (US\$74/ton), process costs of US\$44/tonne (US\$40/ton), general and administrative and tax costs of US\$15/tonne (US\$14/ton), refining costs of US\$4.65/oz and metallurgical recovery for gold of 95%. Reserves are estimated based on delivery to the mill stockpile.
- 3. Mining recoveries of 95% were applied. Overall dilution factors averaged 25.3%, dilution factors are calculated based on internal stope dilution calculations and external dilution factors of 10% for cut and fill mining.
- 4. Rounding may result in apparent differences when summing tonnes, grade and contained metal content. The mineral reserves are exclusive of the mineral resources.

Sources: NI 43-101 Technical Report Preliminary Feasibility Study for the Copperstone Project, La Paz County, Arizona, USA, prepared for Kerr Mines Inc. (presently Arizona Gold Corp.) with an effective date of April 1, 2018, prepared by Hard Rock Consulting Inc., in accordance with the guidelines of Canadian National Instrument 43-101 – Standards of Disclosure for Mineral Projects. Units referred to throughout are metric and have been converted using 31.1035g/troy oz for grade and 1 ton = 0.9072 tonnes.





Alex Pernin, P.Geo. Chief Executive Officer & Director M. +1 647 801 3549 apernin@starroyalties.com Peter Bures Chief Business Development Officer

M. +1 437 997 8088 pbures@starroyalties.com