

Official Record

Recording requested By
HARRIS & THOMPSON

Eureka County - NV
Mike Rebaleati - Recorder

Fee. Page 1 of 3
RPTT Recorded By: FES
Book- 0485 Page- 0409



0213158

UCC FINANCING STATEMENT

FOLLOW INSTRUCTIONS (front and back) CAREFULLY

A. NAME & PHONE OF CONTACT AT FILER [optional]
Suzanne B. Snow (713) 238-2669

B. SEND ACKNOWLEDGMENT TO: (Name and Address)

Richard K. Thompson, Esq.
Harris & Thompson
6121 Lakeside Drive, Suite 260
Reno, Nevada 89511

THE ABOVE SPACE IS FOR FILING OFFICE USE ONLY

1. DEBTOR'S EXACT FULL LEGAL NAME - insert only one debtor name (1a or 1b) - do not abbreviate or combine names

| | | | | |
|--|-----------------------------------|--|---|---|
| 1a. ORGANIZATION'S NAME FRANCO-NEVADA U.S. CORPORATION | | | | |
| OR | | | | |
| 1b. INDIVIDUAL'S LAST NAME | | FIRST NAME | MIDDLE NAME | SUFFIX |
| 1c. MAILING ADDRESS 1745 Shea Center Drive, Suite 310 | | CITY Highlands Ranch | STATE CO | POSTAL CODE 80129 |
| 1d. SEE INSTRUCTIONS | ADD'L INFO RE ORGANIZATION DEBTOR | 1e. TYPE OF ORGANIZATION CORPORATION | 1f. JURISDICTION OF ORGANIZATION DELAWARE | 1g. ORGANIZATIONAL ID #, if any 4466779 <input type="checkbox"/> NONE |

2. ADDITIONAL DEBTOR'S EXACT FULL LEGAL NAME - insert only one debtor name (2a or 2b) - do not abbreviate or combine names

| | | | | |
|-----------------------------|--|-----------------------------------|--------------------------|---|
| 2a. ORGANIZATION'S NAME | | | | |
| OR | | | | |
| 2b. INDIVIDUAL'S LAST NAME | | FIRST NAME | MIDDLE NAME | SUFFIX |
| 2c. MAILING ADDRESS | | CITY | STATE | POSTAL CODE |
| 2d. SEE INSTRUCTIONS | | ADD'L INFO RE ORGANIZATION DEBTOR | 2e. TYPE OF ORGANIZATION | 2f. JURISDICTION OF ORGANIZATION |
| | | | | 2g. ORGANIZATIONAL ID #, if any <input type="checkbox"/> NONE |

3. SECURED PARTY'S NAME (or NAME of TOTAL ASSIGNEE of ASSIGNOR S/P) - insert only one secured party name (3a or 3b)

| | | | | |
|--|--|------------------------|-------------------------|-------------------------------|
| 3a. ORGANIZATION'S NAME BANK OF MONTREAL | | | | |
| OR | | | | |
| 3b. INDIVIDUAL'S LAST NAME | | FIRST NAME | MIDDLE NAME | SUFFIX |
| 3c. MAILING ADDRESS 100 King Street West, 4th Floor | | CITY Toronto | STATE Ontario | POSTAL CODE M5X 1H3 |
| | | | | COUNTRY Canada |

4. This FINANCING STATEMENT covers the following collateral:

All of Debtor's right, title and interest in fixtures that are or hereafter become attached to those real property interests described in the attached Exhibit A, all of Debtor's right, title and interest in as-extracted collateral relating to those real property interests described in attached Exhibit A, and all products and proceeds of, and accessions to, any of the foregoing, whether now owned or hereafter acquired or coming into existence, wherever located.

5. ALTERNATIVE DESIGNATION (if applicable): LESSEE/LESSOR CONSIGNEE/CONSIGNOR BAILEE/BAILOR SELLER/BUYER AG. LIEN NON-UCC FILING

6. This FINANCING STATEMENT is to be filed (for record) (or recorded) in the REAL ESTATE RECORDS. Attach Addendum (if applicable) 7. Check to REQUEST SEARCH REPORT(S) on All Debtors Debtor 1 Debtor 2 Debtor(s) [ADDITIONAL FEE] [optional]

8. OPTIONAL FILER REFERENCE DATA

File in Eureka County, NV - UCC (Nevada Deed of Trust)

UCC FINANCING STATEMENT ADDENDUM

FOLLOW INSTRUCTIONS (front and back) CAREFULLY

| | | |
|---|------------|---------------------|
| 9. NAME OF FIRST DEBTOR (1a or 1b) ON RELATED FINANCING STATEMENT | | |
| 9a. ORGANIZATION'S NAME | | |
| FRANCO-NEVADA U.S. CORPORATION | | |
| OR | | |
| 9b. INDIVIDUAL'S LAST NAME | FIRST NAME | MIDDLE NAME, SUFFIX |

10. MISCELLANEOUS:

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| | | | | |
|---|-----------------------------------|---------------------------|-----------------------------------|--|
| 11. ADDITIONAL DEBTOR'S EXACT FULL LEGAL NAME - insert only <u>one</u> name (11a or 11b) - do not abbreviate or combine names | | | | |
| 11a. ORGANIZATION'S NAME | | | | |
| OR | | | | |
| 11b. INDIVIDUAL'S LAST NAME | FIRST NAME | MIDDLE NAME | SUFFIX | |
| 11c. MAILING ADDRESS | | CITY | STATE | POSTAL CODE COUNTRY |
| 11d. SEE INSTRUCTIONS | ADD'L INFO RE ORGANIZATION DEBTOR | 11e. TYPE OF ORGANIZATION | 11f. JURISDICTION OF ORGANIZATION | 11g. ORGANIZATIONAL ID #, if any <input type="checkbox"/> NONE |

| | | | | |
|--|------------|-------------|--------|---------------------|
| 12. <input type="checkbox"/> ADDITIONAL SECURED PARTY'S or <input type="checkbox"/> ASSIGNOR S/P'S NAME - insert only <u>one</u> name (12a or 12b) | | | | |
| 12a. ORGANIZATION'S NAME | | | | |
| OR | | | | |
| 12b. INDIVIDUAL'S LAST NAME | FIRST NAME | MIDDLE NAME | SUFFIX | |
| 12c. MAILING ADDRESS | | CITY | STATE | POSTAL CODE COUNTRY |

13. This FINANCING STATEMENT covers timber to be cut or as-extracted collateral, or is filed as a fixture filing

14. Description of real estate:

See Exhibit A attached hereto and made a part hereof.

16. Additional collateral description:

17. Check only if applicable and check only one box.

Debtor is a Trust or Trustee acting with respect to property held in trust Decedent's Estate

18. Check only if applicable and check only one box.

Debtor is a TRANSMITTING UTILITY

Filed in connection with a Manufactured-Home Transaction - effective 30 years

Filed in connection with a Public-Finance Transaction - effective 30 years

15. Name and address of a RECORD OWNER of above-described real estate (if Debtor does not have a record interest):

FILING OFFICE COPY - UCC FINANCING STATEMENT ADDENDUM (FORM UCC1Ad) (REV. 05/22/02)



Exhibit A to Gold Quarry Royalty

All those Mineral Interests, Leasehold Interests and rights to receive Royalties pursuant to that Grant, Bargain and Sale Deed and Assignment of Lease dated December 22, 2008 from Gold Quarry Royalty Trust, a Trust organized under the laws of Nevada, as Grantor, to Franco-Nevada U.S. Corporation, as Grantee, as recorded on December 29, 2008 in Book 484 at Pages 289 through 295 of the Official Records of Eureka County, Nevada.

COPY



0213158

Book. 485 03/03/2009
Page. 411 Page 3 of 3