



**MAVERIX**  
**METALS INC.**

**MANAGEMENT DISCUSSION AND ANALYSIS**

**FOR THE PERIOD ENDED JUNE 30, 2017**

**FORM 51-102F2**

## **DATE OF REPORT: August 23, 2017**

### Introduction

This Management's Discussion and Analysis ("MD&A") is intended to help the reader understand the significant factors that have affected the performance of Maverix Metals Inc. and its subsidiaries (collectively "Maverix", "we", "us", "our" or the "Company") and such factors that may affect its future performance. This MD&A should be read in conjunction with the Company's unaudited condensed consolidated interim financial statements for the three and six month periods ended June 30, 2017 and related notes thereto which have been prepared in accordance with International Financial Reporting Standards ("IFRS"), applicable to preparation of interim financial statements including International Accounting Standard 34-Interim Financial Reporting ("IAS 34"). Readers are encouraged to consult the Company's audited consolidated financial statements for the period from incorporation (January 9, 2016) to December 31, 2016 and the corresponding notes to the financial statements which are available on SEDAR [www.sedar.com](http://www.sedar.com). All amounts in this MD&A are expressed in Canadian dollars ("CAD"), unless identified otherwise.

This Management's Discussion and Analysis is prepared as of August 23, 2017.

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#### **1. Description of Business**

Maverix is a resource-based company that seeks to acquire gold and other precious metal purchase agreements ("Gold Streams") and royalties from companies that have advanced stage development projects or operating mines. In return for making an upfront payment to acquire a Gold Stream or Stream, Maverix receives the right to purchase, at a fixed price per unit or a variable price based on the spot price of the underlying commodity, a percentage of a mine's production for the life of mine. Net Smelter Return ("NSR") royalty and Gross Revenue Royalty ("GRR") (collectively "Royalty or Royalties") interests are non-operating interests in mining projects that provide the right of the holder to a percentage of the gross revenue from the metals produced from the project after deducting specified costs, if any (a NSR royalty) or a percentage of the gross revenue from metals produced from the project (a GRR).

The Company's business strategy is to acquire existing Gold Streams and Royalty interests or to finance projects that are in production or in the development stage in exchange for Gold Streams or Royalty interests. In the ordinary course of business, we engage in a continual review of opportunities to acquire existing Gold Stream or Royalty interests, to establish new Streams on operating mines, to create new Royalty or Gold Stream interests through the financing of mine development or exploration, or to acquire companies that hold Gold Stream and Royalty interests. The Company currently has 25 Gold Streams and Royalties, of which 9 of the underlying mines are producing.

The Company's common shares trade on the TSX Venture Exchange under the trading symbol "MMX".

## 2. Highlights and Key Accomplishments During the Three and Six Month Periods Ending June 30, 2017

### Financial and Operating:

- Revenue for the three and six months ended June 30, 2017 was \$4.0 million and \$7.8 million, respectively;
- Operating cash flow for the three and six months ended June 30, 2017 was \$2.6 million and \$5.7 million, respectively, excluding changes in non-cash working capital<sup>1</sup>;
- Net income for the three months and six months ended June 30, 2017 was \$0.2 million and \$0.8 million, respectively;
- Attributable gold equivalent ounces sold for the three and six months ended June 30, 2017 were 2,347<sup>1</sup> ounces and 4,722<sup>1</sup> ounces, respectively, excluding over 1,200 ounces produced but not yet payable from the Company's La Colorada Gold Stream; and
- Average cash cost per attributable gold equivalent ounce for the three and six months ended June 30, 2017 was \$187<sup>1</sup> and \$182<sup>1</sup>, respectively.

### Strategic:

#### Silvertip Royalty Acquisition

In April 2017, the Company announced that it had entered into a Royalty Purchase and Sale Agreement with 0875786 B.C. Ltd. (the "Seller"), a wholly owned subsidiary of Silvercorp Metals Inc., pursuant to which Maverix agreed to acquire from the Seller a 2.5% NSR royalty on the Silvertip Mine from production of all metals and other materials, less allowable deductions, for up to 6,600,000 Common shares of Maverix payable as follows:

- 3,800,000 Common shares of Maverix on closing (issued); and
- 2,800,000 Common shares of Maverix when the Silvertip Mine achieves (i) commercial production, and (ii) a cumulative throughput of 400,000 tonnes of ore through the processing plant.

The Silvertip Mine is located in northern British Columbia, approximately 16 km south of the Yukon border and 90 km southwest of Watson Lake. The Silvertip Mine is owned and operated by JDS Silver Inc. ("JDS"). JDS acquired the project from Silvercorp in 2013 and continued previous permitting and development activities. In 2016, Denham Capital announced a partnership with JDS providing US\$65 million to complete development and construction of the Silvertip Mine. JDS began construction in December 2015 and initial production began in Q4 of 2016.

#### Florida Canyon and Beta Hunt Royalty Acquisitions

In February 2017, the Company entered into a Royalty Purchase and Sale Agreement with Resource Income Fund, L.P. ("RIF"), pursuant to which Maverix agreed to:

- acquire two NSR royalty contracts, one on the Florida Canyon mine and one on the Beta Hunt mine from RIF;
- issue to RIF a total of 8,500,000 common shares from its treasury; and
- pay to RIF US\$5.0 million in cash.

Florida Canyon NSR Royalty (Nevada, USA) - a 3.25% NSR royalty payable quarterly by Rye Patch Gold Corporation ("Rye Patch") on revenue from production of all metals and other materials, less allowable deductions, from the Florida Canyon open pit heap leach gold mine located in Pershing Co., Nevada, United States.

Beta Hunt Gold and Nickel NSR Royalties (Western Australia, Australia) - a 1.5% NSR royalty payable quarterly on all gold production, and a 0.5% NSR royalty payable quarterly on all revenue from nickel production, less allowable deductions, from certain tenements at the underground Beta Hunt mine located 600 km from Perth in Kambalda, Western Australia. The Beta Hunt royalties (gold and nickel) are payable by RNC Minerals.

#### Disposal and Impairment of Jojoba NSR Royalty

The Company previously held a 2% NSR royalty on the exploration stage Jojoba gold and silver project owned by Metallörum Holding S.A.P.I. de C.V., a private Mexican company. During the three months ended March 31, 2017,

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<sup>1</sup> Refer to section on non-IFRS and other measures of this MD&A.

while assessing whether indications of impairment exist for Gold Stream and Royalty Interests, the Company gave consideration to both external and internal sources of information. During April 2017, the Company sold its Jojoba Project NSR Royalty for gross proceeds of US\$0.8 million. The difference between the gross proceeds of \$1.1 million (US\$0.8 million) and the carrying value of the Jojoba Project NSR Royalty of \$1.5 million was recognized as an impairment during the three months ended March 31, 2017.

### **3. Outlook for 2017<sup>1</sup>**

Based on the Company's existing Gold Streams and Royalties, attributable Gold Equivalent Production (individually and collectively referred to as "Attributable Gold Equivalent") for 2017 is forecasted to be between 13,375<sup>2</sup> and 15,000<sup>2</sup> Attributable Gold Equivalent ounces and total revenue is expected to be between \$20.5 million and \$23.0 million, assuming a gold price of US\$1,225 per ounce. The Company has decided not to update its annual guidance for Attributable Gold Equivalent Production, nor its guidance for Total Revenue for fiscal 2017 at this time. However, achieving these forecasts is highly dependent on the Beta Hunt mine, operated by RNC Minerals achieving its revised production forecast of 50,000 to 60,000 ounces of gold for fiscal 2017.

Approximately 93% of total revenue is expected to be derived from gold sales, with silver (5%) and nickel (2%) accounting for the balance.

Total estimated cash general and administrative expenses are anticipated to be \$2.5 million, excluding share-based compensation and transaction costs related to acquisition activities.

### **4. Portfolio of Gold Streams and Royalty Interests Owned by Maverix as at June 30, 2017**

As at June 30, 2017, the Company owned two Gold Streams, one on a producing property in Mexico and one on a development stage property, also in Mexico, and 23 Royalties. Eight of the Royalties are on producing properties, including four in Australia, one in Mexico, one in the United States, one in Canada, and one in Chile. In addition, the Company owns one Royalty interest on a property currently under construction in Canada, and a number of Royalties on development and exploration/evaluation stage properties in Australia, Mexico, United States, Canada, Peru, Dominican Republic, Democratic Republic of Congo, French Guiana and Argentina. The Company uses "evaluation stage" to describe exploration stage properties that contain mineralized material and on which operators are engaged in the search for reserves. We do not conduct mining operations on the properties in which we hold Gold Stream and Royalty interests, and we are not required to contribute to capital costs, exploration costs, environmental costs or other operating costs on those properties.

#### **Primary Properties:**

##### **Mt. Carlton NSR Royalty (Queensland, Australia)**

The Company has a 2.5% NSR royalty payable quarterly on all metals produced at the Mt. Carlton mine operated by Evolution Mining Ltd.

##### **La Colorada Mine Gold Stream (Durango, Mexico)**

The Company has an agreement to purchase 100% of the gold produced from the operating La Colorada mine operated by Pan American Silver Corp. ("Pan American"), less an ongoing price that is the lesser of US\$650 per ounce or the spot market price per ounce for the life of the mine.

##### **Beta Hunt Gold GRR/NSR Royalties and Nickel NSR Royalty (Western Australia, Australia)**

The Company holds a collection of Royalties, including a 6% GRR and a 1.5% NSR royalty payable quarterly on all gold production, and a 1.5% NSR royalty payable quarterly on all nickel production, at the Beta Hunt mine. The Beta

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<sup>1</sup> Statements made in this section contain forward-looking information. Reference should be made to the "Cautionary Statement on Forward-Looking Information" section at the end of this MD&A. For a description of material factors that could cause our actual results to differ materially from the forward-looking statements, please see the "Risk Factors" section in the most recent Annual Information Form filed with the Canadian securities regulatory authorities on [www.sedar.com](http://www.sedar.com).

<sup>2</sup> Refer to section on non-IFRS and other measures of this MD&A.

Hunt royalties (gold and nickel) are operated by RNC Minerals.

**Florida Canyon NSR Royalty (Nevada, USA)**

The Company has a 3.25% NSR royalty payable quarterly on all metals produced from the Florida Canyon mine operated by Rye Patch Gold Corp.

**Silvertip Mine NSR Royalty (British Columbia, Canada)**

The Company has a 2.5% NSR payable quarterly on all metals produced at the Silvertip mine operated by JDS.

**Vivien GRR (Western Australia, Australia)**

The Company has a 3% GRR payable quarterly on all metals produced from the relevant tenements at the Vivien mine operated by Ramelius Resources Ltd.

**San Jose (Taviche Oeste) NSR Royalty (Oaxaca, Mexico)**

The Company has a 1.5% NSR royalty payable quarterly on all metals produced from the Taviche Oeste concession at the San Jose silver and gold mine operated by Fortuna Silver Mines Inc.

**Lightning Nickel Sliding Scale Royalty (Western Australia, Australia)**

The Company has a variable sliding scale royalty of 0.65% to 5% of the value of the imputed nickel in concentrate contained in each monthly delivery payable by Independence Group NL on nickel mined from certain tenements comprising part of their Long mine.

**Dominador NSR Royalty (Antofagasta, Chile)**

The Company has a 2% NSR royalty (or 1% NSR royalty in respect of minerals extracted from the area named the “Angelina Property”), payable quarterly by Yamana Gold Inc. on all metals produced from the Dominador concession at the El Peñón mine.

**Moose River Consolidated NSR Royalty (Nova Scotia, Canada)**

The Company has a 3% NSR royalty on the Touquoy deposit at the Moose River Consolidated gold project owned by Atlantic Gold Corporation (“Atlantic Gold”). The NSR royalty is subject to an option held by Atlantic Gold to buy back 2% of the NSR royalty for a cash payment of \$2.5 million.

**Romero NSR Royalty (San Juan and other provinces, Dominican Republic)**

The Company has a 1.25% NSR royalty on all metals produced from the Romero project owned by GoldQuest Mining Corp.

**5. CEF Financing and Exercise of Participation Rights By Pan American Subsequent to June 30, 2017**

On August 17, 2017, the Company closed a US\$20.0 million senior secured term loan facility (the “Loan Facility”) with CEF (Capital Markets) Limited and issued 5,000,000 common shares for gross proceeds of \$6.8 million. Pursuant to the terms of the Loan Facility, US\$10.0 million was advanced on closing and the Company may draw down on the remaining US\$10.0 million any time prior to August 17, 2019. The Loan Facility has a three-year term and will bear a cash interest rate component of five percent (5%) per annum plus an equity component of three percent (3%) per annum, payable in common shares of the Company. A two percent (2%) standby fee will be applied to the undrawn portion of the Loan Facility. The Loan Facility may be repaid in full without penalty any time prior to the maturity of August 17, 2020. In connection with the Loan Facility, the Company issued 900,000 common shares. Concurrently, pursuant to a shareholder agreement with Pan American, Pan American exercised certain anti-dilution rights and subscribed for 2,317,000 common shares for gross proceeds of \$3.1 million.

## 6. Summary of Quarterly Results

<i>Quarter Ended</i> (in thousands)		<b>June 30, 2017</b>		<b>March 31, 2017</b>		<b>December 31, 2016</b>		<b>September 30, 2016</b>		<b>June 30, 2016</b>		<b>March 31, 2016</b>
Total revenue	\$	3,977	\$	3,847	\$	1,394	\$	955	\$	-	\$	-
Attributable Gold Equivalent ounces sold <sup>1</sup>		2,347		2,375		849		554		-		-
Gold Sales	\$	858	\$	806	\$	563	\$	451	\$	-	\$	-
Royalty revenue		3,119		3,041		831		504		-		-
Average realized gold price per Total Attributable Gold Equivalent ounce <sup>1</sup>		1,695		1,620		1,634		1,734		-		-
Average cash cost per Total Attributable Gold Equivalent ounce of gold <sup>1</sup>		187		178		348		403		-		-
Cash flow from (used in) operating activities, excluding changes in non-cash working capital <sup>1</sup>		2,597		3,133		(1,408)		(368)		(89)		(67)
Cash flow from (used in) operating activities		2,334		220		38		(252)		(104)		(37)
Net income (loss)		204		626		(2,023)		(6,177)		(85)		(39)
Basic income (loss) per share		0.00		0.00		(0.02)		(0.08)		(0.02)		(0.01)
Diluted income (loss) per share		0.00		0.00		(0.02)		(0.08)		(0.02)		(0.01)
Total assets		129,770		126,879		113,953		60,296		5,851		2,342
Total non-current liabilities	\$	-	\$	-	\$	-	\$	-	\$	-	\$	-

### Three Months Ended June 30, 2017 Compared to the Three Months Ended June 30, 2016

For the three months ended June 30, 2017, net income and cash flow from operations were \$0.2 million and \$2.3 million, respectively, compared with a net loss and cash flow used in operations of \$0.1 million and \$0.1 million for the comparable period in 2016. The change is attributable to a combination of factors, including:

- the Company has acquired a number of Gold Streams and Royalties since its inception in July 2016, which have provided the Company with gold sales and royalty revenue of \$4.0 million for the three months ended June 30, 2017, and are further explained below;

Partially offset by:

- the cost of acquiring the gold with respect to the Company's Gold Streams and depletion recorded for the attributable production received by the Company during the period of \$0.4 million and \$1.6 million, respectively; and
- an increase in general and administrative expenses of \$1.0 million and share based compensation of \$0.7 million due to the increase in general and administrative and corporate development functions of the Company to acquire and manage its portfolio of Gold Streams and Royalties.

For the three months ended June 30, 2017, total revenue was \$4.0 million compared with no revenue for the comparable period in 2016. The increase is due to the Company's portfolio of Gold Streams and Royalties starting to produce Attributable Gold Equivalent ounces for the Company. Specifically, the Company's total Gold Stream and

<sup>1</sup> Refer to section on non-IFRS and other measures of this MD&A.

Royalty revenue of \$4.0 million and Attributable Gold Equivalent ounces of 2,347<sup>1</sup> were generated as follows:

- La Colorada Gold Stream sales of \$0.9 million and attributable production of 501<sup>1</sup> ounces;
- Mt. Carlton Royalty revenue of \$1.0 million and 591<sup>1</sup> Attributable Gold Equivalent ounces ;
- Beta Hunt (Gold and Nickel) Royalty revenue of \$0.8 million and 449<sup>1</sup> Attributable Gold Equivalent ounces;
- Vivien Royalty revenue of \$0.7 million and 398<sup>1</sup> Attributable Gold Equivalent ounces;
- San Jose Royalty revenue of \$0.3 million and 180<sup>1</sup> Attributable Gold Equivalent ounces;
- Florida Canyon Royalty revenue of \$0.2 million and 135<sup>1</sup> Attributable Gold Equivalent ounces; and
- Silvertip and other Royalty revenue of \$0.2 million and 93<sup>1</sup> Attributable Gold Equivalent ounces.

### **Six Months Ended June 30, 2017 Compared to the Period from January 9, 2016 to June 30, 2016**

For the six months ended June 30, 2017, net income and cash flow from operations were \$0.8 million and \$2.6 million, respectively, compared with a net loss and cash flow used in operations of \$0.1 million and \$0.1 million for the comparable period in 2016. The change is attributable to a combination of factors, including:

- the Company has acquired a number of Gold Streams and Royalties since its inception in July 2016, which have provided the Company with gold sales and royalty revenue of \$7.8 million for the six months ended June 30, 2017, and are further explained below.

Partially offset by:

- the cost of acquiring the gold with respect to the Company's Gold Streams and depletion recorded for the attributable production received by the Company during the period of \$0.9 million and \$3.1 million, respectively; and
- an increase in general and administrative expenses of \$1.4 million and share based compensation of \$0.9 million due to the increase in general and administrative and corporate development functions of the Company to acquire and manage its portfolio of Gold Streams and Royalties.

For the six months ended June 30, 2017, total revenue was \$7.8 million compared with no revenue for the comparable period in 2016. The increase is due to the Company's portfolio of Gold Streams and Royalties starting to produce Attributable Gold Equivalent ounces for the Company. Specifically, the Company's total Gold Stream and Royalty revenue of \$7.8 million and Attributable Gold Equivalent ounces of 4,722<sup>1</sup> were generated as follows:

- La Colorada Gold Stream sales of \$1.7 million and attributable production of 993<sup>1</sup> ounces;

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<sup>1</sup> Refer to section on non-IFRS and other measures of this MD&A.

- Mt. Carlton Royalty revenue of \$2.2 million and 1,339<sup>1</sup> Attributable Gold Equivalent ounces ;
- Beta Hunt (Gold and Nickel) Royalty revenue of \$1.5 million and 915<sup>1</sup> Attributable Gold Equivalent ounces;
- Vivien Royalty revenue of \$1.3 million and 759<sup>1</sup> Attributable Gold Equivalent ounces;
- San Jose Royalty revenue of \$0.7 million and 442<sup>1</sup> Attributable Gold Equivalent ounces;
- Florida Canyon Royalty revenue of \$0.3 million and 181<sup>1</sup> Attributable Gold Equivalent ounces; and
- Silvertip and other Royalty revenue of \$0.2 million and 93<sup>1</sup> Attributable Gold Equivalent ounces.

### **Three Months Ended June 30, 2017 Compared to Other Quarters Presented**

When comparing net income of \$0.2 million and cash flow from operations of \$2.3 million for the three months ended June 30, 2017 with net income (loss) and cash flow from operations for the remaining quarters, the following items impact the comparability of the analysis:

- The Company incurred \$1.8 million of transaction costs, which included amongst other costs, \$1.0 million in transfer duty on certain Royalty interests, related to the acquisition of a portfolio of Royalties during the three months ended December 31, 2016;
- The Company recognized a non-cash one time listing expense of \$4.4 million associated with the reverse takeover of MacMillan Minerals Inc. (“MacMillan”) during the three months ended September 30, 2016; and
- The Company acquired significant portfolios of Royalties during the three month periods ended September 30, 2016 and December 31, 2016 which have progressively increased the Company’s gold sales, royalty revenue, Attributable Gold Equivalent ounces and cash flow provided by operations.

### **Change in Total Assets**

Total assets increased by \$2.9 million from March 31, 2017 to June 30, 2017 primarily resulting from cash flow from operations, the acquisition of an additional Royalty, which was financed by the issuance of common shares and partially offset by depletion expense. Total assets increased by \$12.9 million from December 31, 2016 to March 31, 2017 primarily resulting from the acquisition of additional Royalties, which were partially financed by the issuance of common shares and partially offset by depletion expense. Total assets increased by \$53.7 million from September 30, 2016 to December 31, 2016 primarily resulting from the acquisition of a portfolio of Royalties, which were purchased by issuing common shares and warrants of the Company and the exercise of some warrants. Total assets increased by \$55.4 million from June 30, 2016 to September 30, 2016 primarily resulting from a reverse take-over transaction whereby the Company entered into a capital transaction and acquired a portfolio of Royalties, which were purchased by issuing common shares and warrants of the Company.

### **7. Non-IFRS and Other Measures**

The Company has included, throughout this document, certain performance measures, including (i) average realized gold price per attributable ounce, (ii) average cash cost per ounce, and (iii) operating cash flows excluding changes in non-cash working capital. The presentation of these non-IFRS and other measures are 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 and other measures do not have any standardized meaning prescribed by IFRS, and other companies may calculate these measures differently.

- Average realized gold price per attributable ounce is calculated by dividing the Company’s total revenue by the number of Attributable Gold Equivalent ounces sold. The Company presents average realized

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<sup>1</sup> Refer to section on non-IFRS and other measures of this MD&A.

gold price per attributable ounce as it believes that certain investors use this information to evaluate the Company's performance in comparison to other streaming and royalty companies in the precious metals mining industry that present results on a similar basis. The table below provides a reconciliation of average realized price per ounce:

	Three months ended June 30, 2017		Three months ended June 30, 2016		Six months ended June 30, 2017		The period beginning January 9, 2016 and ending June 30, 2016	
Total revenue	\$	3,977	\$	-	\$	7,824	\$	-
<b>Divided by:</b>								
Total Attributable Gold Equivalent ounces sold <sup>1</sup>		2,347		-		4,722		-
<b>Equals:</b>								
Average realized gold price per Total Attributable Gold Equivalent ounce	\$	1,695	\$	-	\$	1,657	\$	-

- ii. Average cash cost per attributable ounce of gold is calculated by dividing the Company's cost of sales, excluding depletion by the number of Attributable Gold Equivalent ounces sold. The Company presents average cash cost per ounce as it believes that certain investors use this information to evaluate the Company's performance in comparison to other streaming and royalty companies in the precious metals mining industry who present results on a similar basis. The table below provides a reconciliation of average cash cost on a per ounce basis:

	Three months ended June 30, 2017		Three months ended June 30, 2016		Six months ended June 30, 2017		The period beginning January 9, 2016 and ending June 30, 2016	
Cost of sales, excluding depletion <sup>2</sup>	\$	438	\$	-	\$	861	\$	-
<b>Cash cost of gold sales is comprised of:</b>								
Total cash cost of gold sold	\$	438	\$	-	\$	861	\$	-
<b>Divided by:</b>								
Total Attributable Gold Equivalent ounces sold <sup>1</sup>		2,347		-		4,722		-
<b>Equals:</b>								
Average cash cost per Total Attributable Gold Equivalent ounce of gold	\$	187	\$	-	\$	182	\$	-

- iii. The Company has also used the non-IFRS measure of operating cash flows excluding changes in non-cash working capital. This measure is calculated by adding back the decrease or subtracting the increase in changes in non-cash working capital to or from cash provided by (used in) operating activities.

## 8. Liquidity and Capital Resources

As of June 30, 2017, the Company had cash and cash equivalents of \$9.6 million (December 31, 2016: \$12.8 million) and working capital of \$10.5 million (December 31, 2016: \$10.8 million).

<sup>1</sup> The Company's royalty revenue is converted to an Attributable Gold Equivalent ounce basis by dividing the royalty revenue for a period by the average gold price based on the LBMA Gold Price PM Fix per ounce for the same respective period. Total Attributable Gold Equivalent ounces sold includes the Attributable Gold Equivalent ounces from the Company's royalty revenue and the gold ounces sold from the Company's Gold Streams.

<sup>2</sup> Cost of sales, excluding depletion, includes cash payments made for gold ounces associated with Gold Streams.

### Cash flow from operations:

For the six months ended June 30, 2017, cash flow from operations was \$2.6 million, compared with an insignificant amount of cash flow used in operations in the comparable period in 2016, with the increase primarily attributable to the Company's cash flow from its Gold Stream and Royalty portfolio acquired during the year ended December 31, 2016. Cash flow from operations of \$2.6 million was reduced by \$3.2 million by changes in non-cash working capital movements, which are discussed further below. It is expected that cash flow from operations will grow significantly in 2017, as the full revenues from the Company's expanded Gold Stream and Royalty portfolio will start to be collected consistently.

The net decrease in non-cash working capital movements was largely attributed to the decrease in accounts payable and accrued liability balances of \$2.9 million from acquisition and transaction costs incurred and accrued at December 31, 2016 and subsequently paid during the six months ended June 30, 2017 and an increase accounts receivable of \$0.3 million due to the increase in royalty revenue recognized during the six months ended June 30, 2017.

### Cash flow used in investing activities

During the six months ended June 30, 2017, the Company had net cash outflows from investing activities of \$5.5 million, which was primarily the result of the acquisition of the Florida Canyon and Beta Hunt Royalties from RIF, and partially offset from the proceeds of \$1.0 million from the sale of the Jojoba NSR Royalty. During the six months ended June 30, 2016, the company didn't have any cash outflows or inflows from investing activities.

### Cash flow from financing activities

During the six months ended June 30, 2017, the Company had no cash flows from financing activities. During the six months ended June 30, 2016, the Company had cash flows from financing activities of \$5.9 million from the issuance of common shares and the proceeds of subscription receipts received.

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

### Purchase Commitments:

In connection with its Gold Streams, the Company has the right to purchase the following:

	<b>Percent of life of mine gold production</b>	<b>Per ounce cash payment: Lesser of amount below and the then prevailing market price of gold</b>
<b>Gold Stream interests</b>		
La Colorada	100%	US\$650
La Bolsa	5%	US\$450

The Company has a lease agreement for the use of office premises until August 2022. The contractual obligations under the lease require the Company to make payments of \$0.1 million in 2017 and \$0.2 million annually from 2018 to 2022.

## 9. Off-Balance Sheet Arrangements

The Company does not utilize off-balance sheet arrangements.

## 10. Exploration and Evaluation Properties

The Company has no immediate plans for continued exploration activities and is focused on activities related to its strategy of being a Gold stream and Royalty company. The Company will seek to maximize the value of the exploration properties it retained that were part of the exploration properties acquired from MacMillan by seeking to sell or option the properties to third parties in exchange for retained NSR's or other consideration. The Company continues to be optimistic that Minera Peñasquito will develop a follow-up drill program at the Cerro de Oro Project after completing a full evaluation of previous drill programs and resolving the issues they encountered with the local Ejidos.

## 11. Transactions with Related Parties

Key management personnel are those persons having authority and responsibility for planning, directing and controlling the activities of the Company, including any director of the Company. Compensation for key management personnel of the Company was as follows:

\$(000's)	Three months ended June 30, 2017	Three months ended June 30, 2016	Six months ended June 30, 2017	For the period from January 9, 2016 to June 30, 2016
Salaries and benefits	\$ 119	\$ -	238	-
Share-based compensation	216	-	355	-
<b>Total compensation</b>	<b>\$ 335</b>	<b>\$ -</b>	<b>593</b>	<b>-</b>

The Company has \$0.3 million included in accounts payable and accrued liabilities at June 30, 2017 (December 31, 2016: \$0.2 million) owing to a related party for the use of certain office space and related support services. These amounts are unsecured, non-interest bearing and have no fixed terms of repayment.

## 12. Critical Accounting Estimates and Judgements

The preparation of condensed consolidated interim financial statements in conformity with IFRS requires the Company's management to make judgments, estimates and assumptions that affect the amounts reported in the condensed consolidated interim financial statements and related notes to the financial statements. Estimates and assumptions are based on management's best knowledge of the relevant facts and circumstances. However, actual results may differ from those estimates included in the condensed consolidated interim financial statements.

The Company's significant accounting policies and estimates are disclosed in notes 2, 3 and 5 of the most recent annual consolidated financial statements.

## 13. Financial Instruments

The fair value of the Company's cash and cash equivalents, accounts receivable, and accounts payable and accrued liabilities approximate their carrying values due to the short-term nature of these instruments.

### Credit Risk

The Company's credit risk is limited to cash and cash equivalents and accounts receivable in the ordinary course of business. The Company's accounts receivable is subject to the credit risk of the counterparties who own and operate the mines underlying Maverix's royalty portfolio. In order to mitigate its exposure to credit risk, the Company maintains its cash and cash equivalents in several high-quality financial institutions and closely monitors its accounts receivable balances.

### Currency Risk

Financial instruments that impact the Company's net income (loss) due to currency fluctuations include cash and cash

equivalents, accounts receivable and accounts payable and accrued liabilities denominated in Canadian or Australian dollars. The Company does not currently undertake currency hedging activities to mitigate its foreign currency risk. If the Canadian dollar and Australian dollar denominated monetary assets and liabilities had remained consistent throughout the period, a 10% strengthening (weakening) of the Canadian dollar and the Australian dollar against the United States dollar would have increased (decreased) the net income (loss) for the six month period ending June 30, 2017 by \$0.2 million.

## **14. Other**

### **Capital Stock**

As at August 23, 2017, the Company had 153,595,797 outstanding common shares, 5,433,803 outstanding share purchase options outstanding with a weighted average exercise price of CAD\$0.94 and 26,500,000 outstanding share purchase warrants with a weighted average exercise price of US\$1.04 (CAD\$1.38).

### **Risks and Uncertainties**

At the present time, the Company does not hold any interest in a mining property in production. The Company's viability and potential successes lie in its ability to generate revenue out of mineral deposits held by other companies. Revenues, profitability and cash flow from any future operations involving the Company will be influenced by precious and/or base metal prices and by the relationship of such prices to the costs of acquiring Gold Streams or Royalties and the ongoing payment obligations under the Company's Gold Stream interests. Such prices have fluctuated widely and are affected by numerous factors beyond the Company's control.

### **Internal Control Over Financial Reporting**

Venture issuers, as defined in National Instrument 52-109 ("NI 52-109"), are not required to include representations relating to the establishment and maintenance of disclosure controls and procedures (DC&P) and internal control over financial reporting (ICFR), as defined in NI 52-109 Certification of Disclosure in Issuer's Annual and Interim Filings. In particular, the Company's certifying officers are not making any representations relating to the establishment and maintenance of:

- i) controls and other procedures designed to provide reasonable assurance that information required to be disclosed by the Company in its annual filings, interim filings or other reports filed or submitted under securities legislation is recorded, processed, summarized and reported within the time periods specified in securities legislation; and
- ii) a process to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with the Company's generally accepted accounting principles.

The Company's certifying officers are responsible for ensuring that processes are in place to provide them with sufficient knowledge to support the representations they make. Investors should be aware that there are inherent limitations on the ability of the Company's certifying officers to design and implement internal controls over financial reporting and disclosure controls and procedures on a cost effective basis.

### **Forward-Looking Statements**

This MD&A contains "forward looking information" or "forward looking statements" within the meaning of applicable securities legislation, concerning future financial or operating performance of the Company and its business and operations.

Generally, forward looking information can be identified by the use of forward looking terminology such as "plans", "expects" or "does not expect", "is expected", "budget", "scheduled", "estimates", "forecasts", "intends", "anticipates" or "does not anticipate", or "believes", or variations of such words and phrases or statements that certain actions, events or results "may", "could", "would", "might" or "will be taken", "occur" or "be achieved". Forward looking information is based on reasonable assumptions that have been made by the Company as at the date of such information and is subject to known and unknown risks, uncertainties and other factors that may cause the actual results, level of activity, performance or achievements of the Company to be materially different from those expressed or implied by such forward looking information.

The Company does not intend to update any forward looking information that is included herein, except in accordance with applicable securities laws. Please refer to the “Risks Related to Maverix’s Business” contained in the Company’s most recent Annual Information Form on file with the Canadian provincial securities regulatory authorities. Additional information about Maverix and its business activities, including its Annual Information Form, is available on SEDAR at [www.sedar.com](http://www.sedar.com).”