

## Compensation, Nominating, and Governance Committee Charter

### Purpose

The purpose of the Compensation, Nominating, and Governance Committee (the “**Committee**”) of the Board of Directors (the “**Board**”) of Royal Gold, Inc. (the “**Company**”) is to fulfill the Board’s responsibilities to oversee the Company’s (1) compensation policies, plans, and programs, (2) director nomination and corporate governance practices, and (3) sustainability initiatives.

### Membership

The Committee will consist of two or more members of the Board. Committee members will be appointed by the Board. Unless the Board designates a chairperson of the Committee, the members of the Committee may elect a chairperson for each meeting by majority vote. All members of the Committee will, as affirmatively determined by the Board, meet (1) the independence requirements applicable to directors and members of compensation committees established by the listing requirements of the Nasdaq Stock Market (“**Nasdaq**”) and any other applicable laws, rules, and regulations; (2) the “nonemployee director” standard within the meaning of Rule 16b-3 of the Securities Exchange Act of 1934, as amended from time to time; and (3) any other legal requirements. Committee members may be replaced by the Board.

### Meetings

The Committee will meet as frequently as necessary to fulfill its responsibilities, but not less frequently than twice each year. Other members of the Board or members of management may attend meetings of the Committee upon the invitation of the Committee.

### Authority and Responsibilities

In furtherance of its purpose, the Committee will have the authority and responsibilities set forth below. The Committee may supplement and, except as otherwise required by applicable law or Nasdaq requirements, deviate from these activities as appropriate under the circumstances.

#### A. Compensation

1. Overall Compensation Strategy. The Committee will review the Company’s overall compensation strategy and policies as they apply to the Company’s Chief Executive Officer (“**CEO**”) and other executive officers (together with the CEO, “**executive officers**”) and determine whether they remain effective to attract, motivate, and retain executive officers and other key personnel.
2. Executive Officer Compensation. The Committee will, at least annually, review and approve the annual base salaries and annual incentive opportunities of the executive officers. The Committee will, periodically and as and when appropriate, review and approve the following as they affect the executive officers: (a) all other incentive awards and opportunities, including cash- and equity-based awards and opportunities; (b) any employment, severance, and change-in-control agreements or arrangements; (c) any perquisites and other personal benefits; and (d) any special or supplemental compensation and benefits for current or former executive officers, including supplemental retirement benefits and the perquisites provided during and after employment. The CEO will not be present during deliberations or voting with respect to his or her compensation.

3. Nonemployee Director Compensation. The Committee will, at least annually, review and recommend to the independent directors the compensation for the Company's nonemployee directors, including any retainers, meeting fees, incentive compensation, and perquisites or other personal benefits.
4. Administration of Incentive Compensation and Equity-Based Plans. The Committee will consider, recommend, administer, and implement the Company's incentive compensation and equity-based plans including (a) approving grants and awards, (b) interpreting the plans, (c) determining rules and regulations relating to the plans, (d) modifying or canceling existing grants or awards, and (e) imposing limitations, restrictions, and conditions on any grant or award as the Committee deems necessary or advisable. The Committee will assess whether to make any recommendations to the Board with respect to any new incentive compensation and equity-based plans or increases in shares reserved for issuance under any existing equity plans.
5. Compensation Disclosures. The Committee will review and discuss with management the Company's Compensation Discussion and Analysis ("CD&A"), including consideration of the results of the most recent say-on-pay vote, and make a recommendation to the Board regarding whether to include the CD&A in the Company's proxy statement and annual report on Form 10-K. The Committee will prepare an annual Compensation Committee Report, as required by the Securities and Exchange Commission ("SEC"), for inclusion in the Company's proxy statement and annual report on Form 10-K.
6. Stockholder Approval of Compensation. The Committee will oversee the Company's compliance with SEC and Nasdaq rules regarding stockholder approval of certain executive compensation matters, including say-on-pay votes, frequency of say-on-pay votes, and stockholder approval of equity compensation plans.
7. Compensation Risk Assessment. The Committee will, at least annually, review the Company's compensation policies and practices for employees as they relate to risk management and risk-taking incentives.

## **B. Nominating**

1. Recommendation of Candidates. The Committee will evaluate the qualifications of potential candidates for director and recommend to the Board nominees for election by stockholders as appropriate. This responsibility includes working with the full Board to establish criteria for Board membership. In selecting director nominees, the Committee should assess the nominee's independence, as well as consider his or her experience, areas of expertise, including experience in the mining industry, diversity, perspective, broad business judgment and leadership, and other criteria established by the Board as set forth in the Company's Board of Directors' Governance Guidelines and Diversity Policy, all in the context of an assessment of the perceived needs of the Board at that time. The Committee will include diverse individuals in any director search. If the Company is legally required by contract or otherwise to provide third parties with the ability to designate directors, the selection and nomination of those directors need not be subject to the process set forth in this section.
2. Director Membership. The Committee will annually review the organization of the Board in terms of Board procedures and the size and membership of the Board and recommend to the Board the adoption of any changes the Committee believes necessary or desirable.

3. Committee Structure and Membership. The Committee will advise the Board with respect to the structure and operations of the various committees of the Board and qualifications for committee membership. The Committee will also make recommendations to the Board regarding which directors should serve on the various committees of the Board.
4. Stockholder Nominees. The Committee will consider director candidates recommended by stockholders, provided the written recommendations are submitted in accordance with the advance notice and other provisions of the Company's Bylaws.

### **C. Governance and Sustainability**

1. Governance Policies. The Committee will review annually and recommend to the Board any changes to the Company's corporate governance documents, including the Company's Certificate of Incorporation, Bylaws, Code of Business Conduct and Ethics, Board of Directors' Governance Guidelines, and other corporate governance policies.
2. New Director Orientation. The Committee will oversee the orientation and training of newly elected or appointed directors. The Committee will also provide that directors receive appropriate information to assist them in the performance of their duties as directors and committee members, as applicable.
3. Succession Planning. The Committee will make recommendations to the Board regarding succession planning in the event of an emergency, retirement, or other need to consider replacing the CEO or other executive officers.
4. Board and Committee Evaluations. The Committee will develop, recommend to the Board for its approval, and oversee a process for annual self-evaluations of the performance of the Board and each committee. The results of the self-evaluations will be discussed with the Board.
5. Stockholder Relations. The Committee will review and make recommendations to the Board regarding stockholder relations, including the review of advance notice provisions of the Company's Bylaws, any stockholder proposals, and procedures for stockholder communications with the Board.
6. Director Resignations. The Committee will review any director resignation letter tendered in accordance with the Company's director resignation policies set out in the Company's Board of Directors' Governance Guidelines and recommend to the Board whether the resignation should be accepted.
7. Sustainability. The Committee will oversee and review with management the Company's environmental, social, and other sustainability initiatives and its public reporting with respect to these initiatives.

### **D. General**

1. Other Duties. The Committee will perform any other duties as are delegated to it by the Board from time to time.
2. Report to the Board. The Committee will make regular reports of its activities to the Board.

3. Committee Charter and Performance Review. The Committee will annually assess the adequacy of this charter and recommend any proposed changes to this charter to the Board for its approval. The Committee will make the charter publicly available as required by SEC and Nasdaq rules. The Committee will annually review its own performance.
4. Engagement of Advisers. The Committee has the authority, in its sole discretion, to retain and terminate any compensation consultants, outside legal counsel, search firms, or other advisers to assist it in the performance of its duties, but only after taking into consideration the factors relevant to an adviser's independence from management and any conflicts of interest if required under Nasdaq or SEC rules. The Committee will be directly responsible for the appointment, compensation, and oversight of the work of any adviser retained by the Committee and will have sole authority to approve the adviser's fees and the other terms and conditions of the adviser's retention. The Company will provide for appropriate funding, as determined by the Committee, for payment of reasonable compensation to any adviser retained by the Committee. Any compensation consultant used by the Committee to advise on executive compensation will not at the same time advise the Company on any human resource matters.
5. Delegation of Authority. In fulfilling its responsibilities, the Committee may form and delegate its authority to subcommittees as it deems appropriate.

Adopted by the Board of Directors on May 25, 2021.