

OSISKO GOLD ROYALTIES LTD

ENVIRONMENTAL AND SUSTAINABILITY COMMITTEE CHARTER

I. OVERALL ROLE AND RESPONSIBILITY

The Environmental and Sustainability Committee (the “**Committee**”) is established by the Board of Directors (the “**Board**”) of Osisko Gold Royalties Ltd (the “**Corporation**”) to assist in overseeing environmental, sustainable and corporate responsibility/governance (“**ESG**”) matters consistent with corporate objectives and stakeholders’ expectations.

Given that the Corporation does not conduct physical operations, its mandate is focused on obtaining information from operating companies in which it has an interest or which operates properties underlying the Corporation’s assets, which enables the Corporation to protect its interests by monitoring the ESG performance of such operating companies. As such, the Committee has the general mandate (i) to consider and evaluate the Corporation’s own ESG matters; (ii) to obtain, when possible, confirmation, from such operating companies that they comply with applicable laws; have developed and implemented appropriate ESG policies and procedures for their operations, including by implementing corporate policies, guidelines and procedures required to comply with laws and address widely accepted ESG matters; and (iii) to recommend to the Board the steps to be taken in connection with these matters.

II. MEMBERSHIP, MEETINGS AND QUORUM

The Committee shall consist of a minimum of three (3) and a maximum of five (5) directors appointed by the Board on the recommendation of the Governance and Nomination Committee. Each committee member shall satisfy experience requirements. The Committee shall meet as often as required, but not less frequently than twice a year.

The quorum at any meeting of the Committee is a majority of its members.

III. STRUCTURE AND OPERATIONS

Proceedings and meetings of the Committee will be governed by the provisions of by-laws relating to the regulation of the meetings and proceedings of the Board insofar as they are applicable and not inconsistent with this Charter and other provisions adopted by the Board in regards to committee composition and organization.

IV. SPECIFIC DUTIES

The following are the duties and responsibilities of the Committee:

Policy and Goals

- (a) **reviewing** with the Corporation's senior management team the Corporation's goals in respect of ESG matters with a view to protect its interests;
- (b) **approving and reviewing** the Corporation's ESG policy toward achievement of the Corporation's ESG goals;
- (c) **monitoring** performance of the Corporation's ESG activities in achieving such goals;

Communication and Reporting

- (d) **ensuring** that management demonstrates and communicates its commitment to ESG matters to stakeholders, and as necessary and appropriate, engage with stakeholders in respect of ESG matters, including companies in which it has an interest or which operates properties underlying the Corporation's assets, and employees of the Corporation, by fostering a culture of respect and accountability regarding such matters;
- (e) **receiving** and discussing with management regular environmental and sustainable development reports, including those that are received from operating companies, and those that relate to annual audits of operating companies with a view to ensure the protection of its interests;
- (f) **reviewing** the Corporation's annual ESG Report;

General

- (g) **reviewing** and **considering** matters and issues that may arise from time to time, by the Board or submitted to the Committee's attention; and
- (h) **making** relevant recommendations to the Board in respect of any of the foregoing.

The Committee or any member may undertake action and obtain information to satisfy itself, or the member, accordingly, that the Corporation implements and complies with its policy with respect to ESG matters.

V. CHARTER

The Committee shall review and reassess annually, or as otherwise determined by the Committee, the adequacy of this Charter and recommend any changes to the Board for approval.