

**OSISKO GOLD ROYALTIES LTD**  
**SECURITIES TRADING POLICY**

**OBJECTIVE AND SCOPE**

In line with its commitment to implement sound corporate governance practices, Osisko Gold Royalties Ltd (“**Osisko**” or the “**Corporation**”) acknowledges the importance of setting up guidelines for trading in its shares or other securities of Osisko (hereinafter referred to as “**securities of Osisko**”). Naturally, such guidelines will minimize the risks of violations of the securities laws.

The Corporation’s Securities Trading Policy (the “**Policy**”) incorporates the rules on trading and dealings in securities included in applicable securities legislation and the rules of the Toronto Stock Exchange and the New York Stock Exchange. Accordingly, this policy extends to all directors, officers and employees of Osisko and of its subsidiaries.

**GENERAL**

Securities laws prohibit anyone having a close or special relationship with Osisko from purchasing or selling (or otherwise disposing of) securities of Osisko when any such person has knowledge of material non-public information about the Corporation’s business. Securities laws also prohibit the communication of material non-public information to any person (including family and friends), except on a need-to-know basis in the necessary course of business. At the appropriate time, the Corporation discloses material information publicly via news release or otherwise. However, prior to such public disclosure, directors, officers and/or employees may have knowledge of material non-public information and, under any such circumstances, they must exercise the utmost care in handling such material non-public information to avoid legal and ethical violations.

A material non-public information about the Corporation’s business means any fact, event, circumstances or change in the activities, business or property of the Corporation that is not known to the public and that results in, or would reasonably be expected to result in, a significant change in the market price or value of the securities of Osisko; it also means any information that would reasonably be expected to have a significant influence on any reasonable investor’s decision to buy, sell or hold securities of Osisko.

This would include, but is not limited to, non-public information regarding:

- (a) earnings and other financial results;
- (b) acquisition or disposition of material assets;
- (c) mineral discoveries;
- (d) preliminary production results;
- (e) agreements or arrangements for take-overs, mergers, consolidations, amalgamations or reorganizations;

- (f) agreements or arrangements for joint ventures;
- (g) changes in the capital structure, including share or debenture issues, stock splits or stock dividends;
- (h) changes in share ownership that may affect control of the Corporation;
- (i) borrowing material funds;
- (j) public or private sale of securities of Osisko;
- (k) changes in capital expenditure plans or corporate objectives;
- (l) significant changes in the Corporation's management or board of directors;
- (m) significant litigation;
- (n) major labour disputes or disputes with major contractors, suppliers, or customers;
- (o) events of default under financing or other agreements; and
- (p) any other change in the business, affairs or property of the Corporation that could reasonably be expected to materially affect the price or value of the securities of Osisko or have an influence on a reasonable investor's investment decision.

## TRADING GUIDELINES

To achieve its above-stated objective, the Corporation hereby establishes the following guidelines with respect to the trading in securities of Osisko by its directors, officers and employees:

1. the Corporation's directors, officers and employees, as well as family members living under the same roof, must not buy or sell securities of Osisko where they are aware of material non public information about the Corporation's business;
2. the Corporation's directors, officers and employees must not buy or sell securities of Osisko, during the period encompassed between the tenth trading day preceding public disclosure of the financial results and the second trading day following the public disclosure of the financial results for a fiscal quarter or fiscal year end by way of press release; provided that such guideline is not applicable to purchases of common shares under any Employee Share Purchase Plan ("**Share Plan Purchase**") that could be implemented by Osisko;
3. the Corporation's directors, officers and employees must not buy or sell securities of Osisko, during the period encompassed between the end of the quarter and the first trading following public disclosure of preliminary production results;
4. the Corporation's directors, officers and employees must not buy or sell securities of Osisko, before the second trading day following the public disclosure of any material information; provided that such guideline is not applicable to Share Plan Purchases;
5. the Corporation's directors, officers and employees must not short sell securities of Osisko; and
6. the Corporation's directors, officers and employees shall not use any strategy relating to or use derivative instruments in respect of securities of Osisko, including financial instruments that are designed to hedge or offset a decrease in market value of securities of Osisko.

## INSIDERS

All directors, officers and shareholders (holding over 10% of the voting rights attached to all outstanding voting securities) of the Corporation are insiders, including every director or officer of a subsidiary of the Corporation.

## **INSIDER TRADING OBLIGATIONS**

A person who is a reporting insider of Osisko must, within ten (10) days of becoming an insider, file an insider report on [www.sedi.ca](http://www.sedi.ca) in the required form effective the date on which the person becomes an insider disclosing any direct or indirect beneficial ownership or control or direction over securities of Osisko (provided however that it is not necessary for an individual who has become an insider to file a “nil” insider report). In addition, insiders must file an insider report disclosing changes in an insider’s securities holdings (including the grant or exercise of stock options, restricted share units and deferred share units and grant and expiry of warrants). Insider reports disclosing changes in an insider’s securities holdings must be filed on [www.sedi.ca](http://www.sedi.ca) within five (5) days of any transaction, or within such shorter period as may be prescribed.

## **NOTIFICATION OF TRADING BY INSIDERS**

In all circumstances and as a precaution only, the Corporation’s directors, officers and employees must obtain from the Vice President, Legal Affairs and Corporate Secretary of the Corporation, or in his absence, from the President and Chief Executive Officer or the Vice President, Finance and Chief Financial Officer a prior written approval for any purchase or sale of securities of Osisko, which approval will be valid for a maximum of ten (10) business days; provided that the foregoing is not applicable to any acquisition of securities pursuant to the Share Purchase Plan and that compliance with applicable laws and this Policy remains the ultimate responsibility of directors, officers and employees, notwithstanding any approval under this section.

From time to time, management may extend the above-described period of times where trading in securities of Osisko is prohibited (“**blackout periods**”), designate additional blackout periods or may prohibit the trading in the securities of any other publicly-owned company under special circumstances. Management may also subject certain senior managers to one or more guidelines of this Policy applicable to directors and officers of the Corporation. In timely manner, directors, officers and employees will be informed of such extended or additional blackout periods, additional blacked out security or list of senior managers subject to one or more guidelines of this Policy applicable to directors and officers of the Corporation.

If an employee has any question regarding his or her ability to purchase or sell securities of Osisko, or any other question concerning this Policy, the employee should consult with the Corporation’s Vice president, Legal Affairs and Corporate Secretary.