



ENVIRONMENTAL, SOCIAL, GOVERNANCE COMMITTEE CHARTER

I. OVERALL ROLE AND MANDATE

The Environmental, Social and Governance Committee (the “**Committee**”) is established by the Board of Directors (the “**Board**”) of Metalla Royalty & Streaming Ltd. (the “**Corporation**”) to assist in overseeing environmental, sustainable and corporate responsibility/governance (“**ESG**”) matters relating to the Company’s business.

Given that the Corporation does not conduct physical operations, the Corporation's approach to ESG matters will primarily be focused on obtaining information from operating companies in which it has or is considering acquiring an interest or which operate properties in which the Corporation has a royalty, streaming or other interest or is considering acquiring such an interest (collectively, “**Operating Companies**”), and 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) monitoring Operating Companies’ ESG policies, procedures and adherence therewith; and (iii) to recommend to the Board the steps to be taken in connection with these matters including adoption of an ESG Policy and any amendments to such policy.

II. MEMBERSHIP, MEETINGS AND QUORUM

The Committee shall consist of a minimum of ~~three~~two (~~3~~2) directors appointed by the Board on the recommendation of the Governance and Nomination Committee. At least one member shall have relevant experience with ESG matters. The Committee shall meet as often as required, but not less frequently than once per 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 the Corporation's articles 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 protecting its interests and those of its stakeholders;
- (b) reviewing the Corporation's ESG policy toward achievement of the Corporation's ESG goals and recommending approval to the Board;
- (c) monitoring performance of the Corporation's ESG activities and those of Operating Companies with respect to 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 relevant parties in respect of ESG matters, including employees of the Corporation, by fostering a culture of respect and accountability regarding such matters;
- (e) monitor Operating Companies to understand their commitment to ESG matters, their ESG policies and procedures and their adherence to same;
- (f) 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;
- (g) reviewing the Corporation's annual ESG Report and recommending it to the Board for approval;

General

- (h) reviewing and considering other matters and issues not specifically referred to above that relate to ESG matters and may arise from time to time, by the Board or submitted to the Committee's attention; and
- (i) 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 this Charter 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.

This Charter was adopted by the Board of Directors on ~~FX~~February 11, 2022 and amended on May 6, 2022.

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