

## FORM 11

### NOTICE OF PROPOSED STOCK OPTION GRANT OR AMENDMENT

Name of Listed Issuer: Metalla Royalty & Streaming (the "Issuer").

Trading Symbol: MTA

Date: August 1, 2017

#### **1. New Options Granted:**

Date of Grant: July 31, 2017

Name of Optionee	Position (Director/ Officer/ Employee/ Consultant/ Management Company)	Insider Yes or No?	No. of Optioned Shares	Exercise Price	Expiry Date	No. of Options Granted in Past 12 Months
Brett Heath	President, CEO and Director	Yes	800,000	\$0.54	July 31, 2022	500,000
Tim Gallagher	Chairman	Yes	75,000	\$0.54	July 31, 2022	616,667
Charles Beaudry	Director	Yes	75,000	\$0.54	July 31, 2022	358,334
EB Tucker	Director	Yes	400,000	\$0.54	July 31, 2022	333,333
Lawrence Roulston	Director	Yes	300,000	\$0.54	July 31, 2022	133,000
Bill Tsang	Chief Financial Officer	Yes	125,000	\$0.54	July 31, 2022	Nil
Kim Casswell	Corporate Secretary	Yes	125,000	\$0.54	July 31, 2022	Nil

Total Number of optioned shares proposed for acceptance: **1,900,000**.

## 2. Other Presently Outstanding Options:

Name of Optionee	No. of Optioned Shares <sup>(1)</sup>	Exercise Price	Original Date of Grant	Expiry Date
Various Consultants	112,500	\$0.58	March 6, 2017	March 6, 2022
Brett Heath	1,166,667 200,000 300,000	\$0.21 \$0.58 \$0.33	July 15, 2016 March 6, 2017 Nov. 30, 2016	July 15, 2021 March 6, 2022 Nov. 30, 2021
Tim Gallagher	250,000 166,667 100,000 266,667	\$0.21 \$0.36 \$0.58 \$0.33	July 15, 2016 Feb. 28, 2014 March 6, 2017 Nov. 30, 2016	July 15, 2021 Feb. 28, 2019 March 6, 2022 Nov. 30, 2022
Charles Beaudry	100,000 25,000 166,667 166,667	\$0.36 \$0.58 \$0.33 \$0.21	Feb. 28, 2014 March 6, 2017 Nov. 30, 2016 July 15, 2016	Feb. 28, 2019 March 6, 2022 Nov. 30, 2021 July 15, 2021
EB Tucker	100,000 233,333	\$0.58 \$0.30	March 6, 2017 Nov. 15, 2016	March 6, 2022 Nov. 15, 2021
Lawrence Roulston	50,000 83,000	\$0.58 \$0.30	March 6, 2017 Nov. 15, 2016	March 6, 2022 Nov. 15, 2021
Donna McLean	33,333 100,000 100,000 12,500	\$0.33 \$0.21 \$0.36 \$0.58	Nov. 30, 2016 July 15, 2016 Feb. 28, 2014 March 6, 2017	Nov. 30, 2021 July 15, 2021 Feb. 28, 2014 March 6, 2022
Danny Gravelle	100,000	\$0.30	Nov. 15, 2016	Nov. 15, 2021
Sean Heath	17,000	\$0.30	Nov. 15, 2016	Nov. 15, 2021
Henry Weingarten	83,333	\$0.21	July 15, 2016	July 15, 2021
Eric-Carsten Zahlmann	33,333 66,667	\$0.75 \$0.36	March 15, 2013 Feb. 28, 2014	March 15, 2018 Feb. 28, 2019
Harald Siebenhofer	33,333 33,333	\$0.75 \$0.36	March 15, 2013 Feb. 28, 2014	March 15, 2018 Feb. 28, 2019
<b>TOTAL</b>	<b>4,100,000</b>			

(1) Set out number of optioned shares for each grant with different terms.

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### FORM 11 – NOTICE OF PROPOSED STOCK OPTION GRANT OR AMENDMENT

January 2015  
Page 2

### 3. Additional Information

- (a) If shareholder approval was required for the grant of options (including prior approval of a stock option plan), state the date that the shareholder meeting approving the grant was or will be held. **Not Required**
- (b) State the date of the news release announcing the grant of options. **July 31, 2017**
- (c) State the total issued and outstanding share capital at the date of grant or amendment. **73,098,479**
- (d) State, as a percentage of the issued and outstanding shares of the Issuer indicated in (c) above, the aggregate number of shares that are subject to incentive stock options, including new options, amended options and other presently outstanding options. **8.2%**
- (e) If the new options are being granted pursuant to a stock option plan, state the number of remaining shares reserved for issuance under the plan. **1,309,847**
- (f) If the Issuer has completed a public distribution of its securities within 90 days of the date of grant, state the per share price paid by the public investors. **N/A**
- (g) Describe the particulars of any proposed material changes in the affairs of the Issuer. **N/A**

### 4. Certificate of Compliance

The undersigned hereby certifies that:

- 1. The undersigned is a director and/or senior officer of the Issuer and has been duly authorized by a resolution of the board of directors of the Issuer to sign this Certificate of Compliance.
- 2. As of the date hereof there is no material information concerning the Issuer which has not been publicly disclosed.
- 3. The undersigned hereby certifies to the Exchange that the Issuer is in compliance with the requirements of applicable securities legislation (as such term is defined in National Instrument 14-101) and all Exchange Requirements (as defined in CNSX Policy 1).

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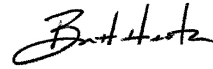
January 2015  
Page 3

4. All of the information in this Form 11 Notice of Proposed Stock Option Grant or Amendment is true.

Dated August 1 , 2017.

Brett Heath

Name of Director or Senior  
Officer



Signature

CEO

Official Capacity

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**FORM 11 – NOTICE OF PROPOSED STOCK OPTION GRANT  
OR AMENDMENT**

January 2015  
Page 4