



**OSINO RESOURCES CORP.
(formerly Romulus Resources Ltd.)
MANAGEMENT DISCUSSION AND ANALYSIS ("MD&A")
For the year ended December 31, 2019**

Prepared by:

OSINO RESOURCES CORP.

Suite 810 – 789 West Pender Street
Vancouver, BC
V6C1H2

April 29, 2020



INTRODUCTION

Osino Resources Corp, the “**Company**” or “**Osino**”, is a Canadian company, focused on the acquisition and development of gold projects in Namibia. Through its subsidiaries, The Company’s Namibian interests comprise 23 exclusive exploration licences located within the central zone of Namibia’s prospective Damara belt, mostly in proximity to and along strike of the producing Navachab and Otjikoto Gold Mines. Osino is focusing its efforts on further developing its Twin Hills project and Karibib regional targets, advancing the Goldkuppe discovery and satellite targets, as well as defining new exploration targets in the Otjikoto East and Otjiwarongo areas.

The Company’s head office is in Vancouver, Canada. The Company’s common shares (the “**Common Shares**”) trade on the TSX Venture Exchange (the “**TSX-V**”) under the symbol “OSI”.

This Management Discussion and Analysis (“**MD&A**”) focuses on significant factors that affected Osino and its subsidiaries during the relevant reporting period and to the date of this report. The MD&A supplements, but does not form part of, the Consolidated Annual Financial Statements of the Company and the notes thereto for the year ended December 31, 2019, and, consequently, should be read in conjunction with the aforementioned financial statements and notes thereto.

The Company and its subsidiaries are hereinafter collectively referred to as “Osino”.

All amounts are reported in Canadian dollars, unless otherwise noted. This MD&A has been prepared as at April 29, 2020.

ADDITIONAL INFORMATION

Additional information about Osino is available under The Company’s profile on SEDAR at www.sedar.com and on its website at www.osinoresources.com.

The financial information presented in this MD&A has been prepared in accordance with International Financial Reporting Standards (“**IFRS**”) as issued by the International Accounting Standards Board (the “**IASB**”). The Company’s Consolidated Annual Financial Statements for the year ended December 31, 2019 were prepared in accordance with IFRS.

David Underwood, BSc. (Hons.) is Vice President Exploration of Osino Resources Corp. and has reviewed and approved the scientific and technical information related to geology and exploration in this MD&A, and is a registered Professional Natural Scientist with the South African Council for Natural Scientific Professions (Pr. Sci. Nat. No. 400323/11) and a Qualified Person for the purposes of NI 43-101.

OVERVIEW OF SIGNIFICANT EVENTS AND REVIEW OF ACTIVITIES

Work during the quarter focused on further drilling at the new Twin Hills Central Discovery on the Karibib Gold Project. The ‘Phase 2’ 2019 drill program was completed and significant new gold mineralization was intersected, extending the strike length of the known mineralization to 1,200m, which is open along strike and down-dip. A total of 49 drill holes were completed for approximately 9,816m at Twin Hills Central and related targets in 2019. The best results from Phase 2 drilling at Twin Hills Central included:

- 92m @ 1.4 g/t Au (from 20m), incl. 35m @ 2.54 g/t Au (from 34m), and
- 24m @ 2.07 g/t Au (from 28m).

Drilling at Twin Hills West, Clouds and Barking Dog intersected similar gold mineralization and host-rocks to the Twin Hills Central area.

All drilling results related to the 2019 drill program at Twin Hills and related targets, were received in early February 2020 from the various laboratories, and have been reported on.

All bedrock drilling results from Etekeru (Otjiwarongo Project) and the targets tested on the Otjikoto East Project were received and reported on by mid-February 2020. Two of the five targets drilled (Fairview and Etekeru) returned anomalous bedrock gold values.

The 2020 work program commenced in earnest during March 2020 commencing with the in-fill and extension drilling at Twin Hills Central, which is aimed at defining a mineral resource estimate during CY2021. Due to the COVID-19 pandemic that has impacted the world, including Namibia, all exploration operations including our site camps were demobilized and shutdown on March 27, 2020 in accordance with the "lockdown" procedures enacted in the country to combat the spread of the virus. This was done on the order of the President of the Republic of Namibia for certain regions of Namibia, which includes those in which Osino operates.

SIGNIFICANT DEVELOPMENTS

To better understand the Company's financial results, it is important to gain an appreciation of the significant events, transactions and activities involving mineral property interests and the Company that occurred during or have affected the period under review up to and including the date of this MD&A.

- The transfer of the exploration mining licence for EPL5465 ("Vavali") to Vavali Mining Exploration (Pty) Ltd, a company in which the Company through its wholly owned subsidiary Osino Otavi has a controlling interest of 70%, is still pending.
- The Company met the conditions of the commitment set out in the Letter Agreement signed January 29, 2018 with respect to EPL4885 ("Dawids") and has registered a new company, Tolo Minerals Exploration (Pty) Ltd ("Tolo") that will own the respective licence. The Company, through its subsidiary, Osino Otavi, acquired the initial 80% interest in Tolo in accordance with the terms of the signed Letter Agreement. As a result of the COVID-19 lockdown, the final registration of Tolo is still pending at the registrar of companies in Namibia.
- On August 26, 2019, Osino Namibia Minerals and Alston Minerals Investments Close Corporation ("Alston") entered into a sale and purchase agreement (the "Alston Agreement") pursuant to which Osino Namibia Minerals purchased certain exploration licenses EPL7426, EPL7427, and EPL7439 (the "Alston Licences") from Alston. As consideration, Osino Namibia Minerals transferred an amount of \$2,182 (25,000 Namibian dollars) to Alston. The balance of the purchase price of, \$10,911 (125,000 Namibian dollars), was settled by Osino Namibia Minerals on the transfer to Osino Namibia Minerals of the licenses, and Alston having delivered the original licence documents to Osino Namibia Minerals. The settlement was effective January 24, 2020. Upon completion of the transfer of the Alston Licences, 31,250 Common Shares of Osino Resources Corp. will also be delivered to Alston.
- On October 23, 2019, Osino Namibia Minerals and Logan Minerals and Investments Close Corporation ("Logan") entered into a sale and purchase agreement (the "Logan Agreement"). Pursuant to the Logan Agreement, Osino Namibia Minerals purchased EPL7344 and EPL7370 (the "Logan Licences") from Logan.

As consideration, Osino Namibia Minerals transferred an amount of \$2,182 (25,000 Namibian dollars) to Logan. The balance of the purchase price, being \$10,911 (125,000 Namibian dollars), shall become payable by Osino Namibia Minerals within 10 business days of all the licences having been granted and issued by the Minister of Mines and Energy, and the last of the licences having been transferred to Osino Namibia Minerals. Upon completion of the transfer of the Logan Licences, 31,250 Common Shares of Osino Resources Corp. will also be delivered to Logan.

- On August 23, 2019, Osino Namibia Holdings (“Osino Namibia”) and Flocked Consultancy Services (Pty) Ltd. (“Flocked”) entered into an option agreement (the “Flocked Agreement”). Pursuant to the Flocked Agreement, Osino Namibia obtained the exclusive and irrevocable right and option to acquire EPL5641 and all exploration data, information and documents related to it (the “Licence Data”) for the benefit of a nominee entity to be established as a subsidiary of Osino Namibia. As consideration for the sale and transfer of EPL5641, Osino Namibia transferred \$873 (10,000 Namibian dollars) to Flocked.
- The Company is currently negotiating transactions across several new EPL licence areas for possible acquisition and/or joint venture agreements with the relevant licence holders, to be determined from the results of our exploration programs across the Company’s target areas. These agreements will further serve to consolidate our land holdings across the defined target areas.
- The Company has met the conditions of the commitment with respect to EPL5271 (“Ndokosho”) and has registered a Newco, Toroa Minerals Exploration (Pty) Ltd (“Toroa”), that owns the respective licence. Osino has secured a 70% interest in the Newco. In terms of the letter agreement signed, Osino Gold, through a wholly-owned subsidiary Osino Prospect, made a payment of \$9,090 (100,000 Namibian Dollars) to Ndokosho, effective January 16, 2020. The transfer of the licence to Osino is still pending at the Ministry of Mines and Energy in Namibia as a result of the COVID-19 lockdown. The registration of Toroa was effective February 3, 2020.
- On January 30, 2020, the Company closed an overnight marketed offering (the “Offering”) of units of the Company (the “Units”). An aggregate of 17,949,150 units were sold pursuant to the Offering, including the full exercise of the over-allotment option of 1,923,150 Units, at a price of \$0.78 per Unit (the “Offering Price”) for aggregate gross proceeds of \$14,000,337. The Underwriters received a cash commission of \$815,739.60 representing 6% of the aggregate gross proceeds of the sale of the Units, other than on proceeds received from subscribers on a president's list comprised of investors introduced by the Company. The Underwriters received a reduced commission on these proceeds. The Company also issued to the Underwriters non-transferable common share purchase warrants entitling the Underwriters to acquire 1,045,820 Common Shares at an exercise price of \$0.78 per Common Share for a period of 24 months from the closing of the Offering. The Units were issued pursuant to a short form prospectus dated January 23, 2020, filed with the securities’ regulatory authorities in each of the provinces of Canada, other than Québec (the “Prospectus”).
- At a Director’s board meeting convened on February 20, 2020, the Company approved the granting of stock options under its Stock Option Plan to purchase an aggregate of 1,835,000 common shares of the Company at an exercise price of \$0.80 per share for a five-year term. The effective date of the granting of the stock options was February 27, 2020. The stock options were granted to directors, officers, employees, and consultants, and are subject to any necessary regulatory approvals. The stock options are subject to the following vesting conditions as determined by the Board of Directors; 611,667 stock options vested on



the grant date, 611,667 stock options will vest on February 27, 2021, the remaining 611,666 stock options will vest on February 27, 2022.

- On February 20, 2020, The Company's Nomination and Compensation committee resolved to retrospectively approve the provision for the 2019 annual performance-based payments to a number of key executive directors, officers and employees of the Company. The provision approved amounted to \$272,500 in total and has been accrued for in Company's Consolidated Annual Financial Statements for the year ended December 31, 2019.
- Subsequent to the year ended December 31, 2019, a pandemic relating to a novel coronavirus known as COVID-19 occurred causing significant financial market disruption and social dislocation. The pandemic is dynamic with various cities, counties, states, provinces and countries around the world responding in different ways to address and contain the outbreak. This includes the declaration of a global pandemic by the World Health Organization, a National State of Emergency across many countries across the world and local executive orders and ordinances forcing the closure of non-essential businesses and persons not employed in or using essential services to "stay at home" or "shelter in place". At this stage, we have no certainty as to how long the pandemic, or a more limited epidemic, will last, what regions will be most affected, to what extent containment measures will be applied. The ability to predict the ultimate geographic spread of the disease, the duration of travel restrictions, business closures or disruptions, and quarantine measures that are currently or may be put in place by Canada, Namibia and other countries to fight the virus are uncertain at this stage. The impact on the Company therefore cannot be predicted with confidence and could include supply chain disruptions, staff shortages, all of which may negatively affect the Company's business results and financial condition.

OVERVIEW OF OPERATIONS

The Company's work programs focused on completing the diamond (DD) and reverse circulation (RC) drilling program at Twin Hills Central and related targets on the Karibib Project

As of the end of December 2019, the Twin Hills Phase 2 drilling program was complete, with final assay results received in late-January and published by Osino in early-February 2020.

Shallow percussion bedrock drilling of targets identified by Osino using surface calcrete and anthill sampling on the Otjikoto East Project were completed. Targets at Fairview, Okumukanti North, Okumukanti South, Okumukanti Linear and Platform were tested. All results were received by early CY2020 and reported on by Osino in mid-February 2020.

Shallow percussion bedrock drilling of the Etekero Target on the Otjiwarongo Regional Project was completed during August 2019. The Etekero Target is a historical anthill sampling anomaly (discovered, but never followed up). All results were received by early CY2020 and reported on by Osino in mid-February 2020.

In addition to the above, regional exploration work has continued on the Karibib Project with sampling underway in the Kranzberg area, as well as on the Otjiwarongo Project where soil and rock chip sampling together with regional mapping studies have commenced.

As of December 31, 2019, the Company's ground position included 22 Exclusive Prospecting Licences (EPLs) covering approximately 6,577km² or 657,700 hectares (as indicated in Table 1 below). A number of new licences and two pending applications, are in the process of being added to the portfolio, most of which are small in size, adding a total area of about 1,400km².

The company continues to upgrade its warehousing facilities (used for sample processing and storage, and equipment storage) in the centrally located town of Omaruru, Namibia as well as the field camp, which is within the regional area of the Twin Hills Cluster of targets and prospects identified.

Land access agreements and negotiations continue on the Otjiwarongo Regional Project, where a number of new agreements have been signed allowing for regional sampling programs to commence in the short term.

Availability of Funding

As at December 31, 2019, the Company had working capital of \$1,276,785 (December 31, 2018: \$4,405,419). This includes cash and cash equivalents totalling \$1,252,375 (December 31, 2018: \$4,199,104). It is anticipated that the available funds on hand and the funds raised under the Offering detailed above, will be sufficient to meet the Company's budgeted exploration activities and any administrative costs as well as achieve the Company's objectives as described in this report.

On January 30, 2020, the Company closed an overnight marketed offering whereby aggregate gross proceeds of \$14,000,337 were raised.

Mineral Properties

As at December 31, 2019, the Company had secured 22 Exclusive Prospective Licences in Namibia, which constitute the following project areas:

Table 1: Project and Licence Areas

Project Area	Area (Hectares)	Location
Karibib Gold Project (11 licences)	194,620	Central Namibia, in the vicinity of regional towns/settlements of Omaruru, Usakos, Karibib and Wilhelmstal.
Otjikoto East Gold Project (5 licences)	162,868	Northern Namibia, in the vicinity of regional towns/settlements of Otavi, Kombat and Grootfontein.
Otjiwarongo Regional Project (6 licences)	300,272	Central Namibia, in the vicinity of regional towns/settlements of Otjiwarongo, Khorixas and Kalkfeld.
Total	657,760	

WORK PROGRAM AND RESULTS

Karibib Gold Project

The Karibib Gold Project is made up of 11 licences comprising approximately 1,946 km². The main focus of the project is now on the Twin Hills discovery at Twin Hills Central and the strike extension targets which make up the Twin Hills Cluster. The Twin Hills Cluster is 11km long and consists of 5 target areas (from east to west): Twin Hills East Prospect (drilled in 2018), Barking Dog Target (initial DD and RC drilling completed in 2019), Clouds Target (initial DD completed this quarter), Twin Hills Central discovery ('Phase 2' drilling completed 4Q2019), and Twin Hills West (initial DD and RC drilling completed in 4Q2019). The Twin Hills Cluster of prospects and targets forms part of the Karibib Fault and Karibib Gold Trend, which has been defined over more than 50km strike length and is referred to as the Karibib Gold Project.

The Phase 1 and Phase 2 2019 drill program included a total of 49 drill holes, with 28 DD holes totalling 5,186m and 21 RC drill holes totalling 4,630m. Thirty three of the drill holes were collared in the Twin Hills Central area, 8 at Twin Hills West, 6 at Barking Dog and 2 at Clouds.

Drill assay results at Twin Hills Central in particular were very encouraging with several intersections of >100 gram-meters defined. The best intersections are summarized in Table 2 below.

Table 2: Initial Twin Hills Central Drill Program Results.

Hole ID	From (m)	To (m)	Width (m)	Au (g/t)
OKD001	115	263	148	0.651
incl.	115	125	10	1.27
incl.	197	222	25	1.03
incl.	246	258	12	1.00
OKD002	21	262	241	0.651
incl.	106	120	14	1.14
incl.	190	197	7	1.42
incl.	205	217	12	1.11
incl.	231	236	5	1.51
OKD004	16	81	65	1.371
incl.	42	73	31	2.2
OKD007	16	23	7	1.10
	87	197	110	0.791
incl.	87	90	3	2.73
incl.	116	133	17	2.17
incl.	165	176	11	1.76
incl.	182	188	6	1.29
OKD020	99	210	111	0.811
incl.	58	65	7	1.04
incl.	110	112	2	1.03
incl.	118	129	11	1.12
incl.	136	151	15	1.00
incl.	157	181	24	1.00
incl.	184	188	4	4.04

Hole ID	From (m)	To (m)	Width (m)	Au (g/t)
incl.	194	198	4	1.07
incl.	208	210	2	1.02
OKD022*	47	49	2	1.17
	67	79	12	1.66
incl.	73	79	6	2.63
	116	125	9	1.69
incl.	116	122	6	2.38
	173	200	37	2.58
incl.	182	190	8	7.5
OKRD024	20	112	92	1.401
incl.	20	27	7	1.00
incl.	34	69	35	2.54
or	34	54	20	3.54
or	45	54	9	6.99
incl.	72	83	11	1.12
incl.	99	108	9	1.04
OKR017	8	76	68	0.991
incl.	21	23	2	1.03
incl.	28	52	24	2.07
or	46	51	5	3.73
incl.	63	65	2	1.80
incl.	72	76	4	1.00
OKR019	33	38	5	1.19
incl.	33	35	2	2.41
	90	144	54	0.891
incl.	100	109	9	1.03
incl.	113	118	5	2.03
incl.	131	144	13	1.44
or	136	140	4	3.05

1 Unconstrained intersections

**Drilled in NNW orientation (opposite to all other holes) to ascertain continuity*

As part of the 'Phase 2' 2019 program, additional holes were drilled at Twin Hills West (x8), Clouds (x2) and Barking Dog (x6):

- The eight DD and RC holes at Twin Hills West were drilled on two fence lines based on the bedrock gold and arsenic assays from the earlier percussion drill program. The initial Twin Hills West assay results are promising as they provide a clear indication that gold mineralization is present in greywackes similar in style to Twin Hills Central. Four of the eight holes at Twin Hills West intersected significant mineralization with 28m @ 0.83 g/t (incl. 11m @ 1.16 g/t) (OKD011) and 11m @ 1.08 g/t (OKD019). The grade and width of mineralization appears to increase to the south and west. Although the initial intersections are of modest grade and width, the system is open and improving to the west and south with the best-looking mineralization in the southernmost hole OKD011, which ended in mineralization at 4.13 g/t. Further drilling at Twin Hills West will therefore focus on chasing the mineralized system to the south and west.

- No bedrock sampling was carried out at Clouds and hence only two speculative holes were drilled in the 2019 campaign. The two holes intersected the greywacke target horizon with the southern hole intersecting zones of weak mineralization associated with folding and shearing. It is hoped that Clouds will eventually form an eastern extension to the mineralized Twin Hills Central area as the structural controls on mineralization become better constrained.
- The fence line of six holes drilled at Barking Dog did not produce any significant gold assays. This is probably related to a change in lithology from greywacke in the west to finer grained laminated sediments in the east. This finer sediment can also be seen at Twin Hills East, further to the east of Barking Dog. The gold mineralization at Twin Hills Central is all hosted by banded to massive meta-greywacke (a quartz dominated metamorphosed sediment) while at Barking Dog, the rock package is dominated by finely laminated biotite schists with lower quartz content. These finer grained laminated sediments do not seem to act as a good host for gold mineralization. Future drilling at Barking Dog will focus on locating the targeted greywacke package.

Work on other licences and target areas in the Karibib Gold Project was reduced whilst the 'Phase 2' drill program took priority in late CY2019, focusing on the OJW channel sampling and regional sampling at Kranzberg. Follow up of the OJW channel results and regional sampling on the Kranzberg licence, has continued in early CY2020.

Otjikoto East Gold Project

The Otjikoto East Gold Project is made up of five licences covering approximately 1,629km². The licence areas include more than 100km of strike length of prospective geology similar to that which hosts the gold mineralization at the Otjikoto Gold Mine (owned by B2Gold Corp.), which is less than 10km to the west of The Company's licence area(s), and other known gold deposits in Namibia.

Work during the quarter on the Otjikoto East Gold Project focused on preliminary shallow percussion bedrock drilling of priority surface geochemical anomalies and targets, that were identified by Osino during previous regional sampling programs. Priority targets at Fairview, Okumukanti North, Okumukanti South, Okumukanti Linear, and Platform were all tested. A total of 371 holes were drilled totalling 3,603m. Bedrock was intersected at between 1m and 28m below surface, and the average hole depth was 10m.

At Fairview, a total of 153 vertical percussion holes were drilled on two lines across a surface gold-in-termite hill anomaly and outcropping quartz veins (rock chip samples analyzed revealed up to 1.16g/t Au and >3,000ppm Cu). The bedrock assays highlight a coincident gold and copper anomaly orientated ENE (east-north-east), parallel to the termite hill anomaly. The Fairview bedrock anomaly also coincides with prominent structures up to 5km in strike length, visible in the Company's airborne magnetic survey data.

Otjiwarongo Regional Gold Project

The Otjiwarongo Regional Gold Project is made up of six licences with a surface area in excess of 3,002km² situated in central Namibia. They lie roughly between the Company's Karibib and Otjikoto East Gold Projects. In addition to these licences, Osino has received notification that one new application will be granted, albeit for a smaller area, with another license application still pending. The two new licenses will add approximately 1,170km² to the Company's ground holding in this large project area.

In November 2019, Osino drilled a total of 93 vertical percussion holes to bedrock at the Etekero target totalling 1,340m, on three fence lines approximately 400m apart across the termite hill anomaly. The coincident gold and

arsenic anomaly is associated with a greywacke unit near the contact with a granite. The bedrock anomaly is currently 900m in strike length and is open to the northeast and southwest. The anomaly is parallel and closely associated with the regional scale Omaruru lineament. The Omaruru lineament is a fundamental basin margin structure (similar to The Company's interpretation of the Karibib Fault Zone associated with the Twin Hills mineralization) and could have acted as a conduit for circulation of metalliferous basin brines.

Regional sampling commenced during the quarter with soil and rock chip sampling on priority areas, as Osino continues to identify, and further consolidate areas of key regional, structural and stratigraphic targets in this part of the Damara Belt. The licences are focused on specific regional fault, fold and lithological targets with similarities to other gold deposits and occurrences found in Namibia, while also fitting the general targeting criteria of the orogenic gold model followed by the Company.

Summary of Exploration Targets

The table below provides a summary and provisional ranking by level of technical advancement of The Company's exploration targets in Namibia.

Table 3: The revised Target Pipeline ranked in terms of current prioritization

Exploration Stage	Rank	Target	Status	Work Program
Advanced Targets	1.	Twin Hills Central	Significant historical and current drilling. Potential economic intersection(s).	Review previous work; identify areas for further targeted drilling
	2.	Goldkuppe		
Follow-up and Drill-tested Targets	3.	Twin Hills West	Drill-tested; further work required/results pending	Additional drill targets have been or are in the process of being identified. Defined mineralization used as a vector to higher grades.
	4.	Barking Dog		
	5.	Clouds		
	6.	Oasis		
	7.	Wedge (North and South)		
	8.	Twin Hills East		
	9.	Etekero		
	10.	Fairview		
	11.	Goldkuppe Extensions		
	12.	Okapawe		
	13.	Okapawe Dam		
	14.	Dropstone		
	15.	Albrechts Group		
	16.	Platform		
	17.	Okumukanti North		
	18.	Okumukanti South		
	19.	Okumukanti Linear		
Identified Targets	20.	Shilongo Splay	Initial drill-testing required/Follow-up required prior to drill-testing (if warranted)	Initial RAB/RC drilling or further surface sampling or airborne geophysics to prioritize RC/DD drill targets
	21.	OJW		
	22.	Airfield		
	23.	Main Road 1 & 2		
	24.	Quarry/Southern		
	25.	Karibib Jog		
	26.	Karibib Fault Zone		
	27.	West End		
	28.	Puff Adder		
	29.	KB Anomaly		
	30.	OK Anomaly		
	31.	Omagonde Anomaly		
	32.	Gaidaus Anomaly		
	33.	Omahona Anomaly		
	34.	Waldorf South Anomaly		

	35.	Gesundbrunnen East		
	36.	Gesundbrunnen West		
Grassroots/ Conceptual Targets	37.	Epako	Newly acquired or awaiting permitting/access prior to initial work	Initial reconnaissance/regional sampling to identify targets
	38.	Aukas		
	39.	Kranzberg Dome NE		
	40.	Domes		
	41.	Oz		
	42.	Saddle		
	43.	Camel		
	44.	Kalapuse		
	45.	Kamapu		
	46.	SHK		

Geological Model and Operational Approach

Osino is targeting gold mineralization that fits the broad orogenic gold model. Much of the historical exploration for gold in Namibia has not taken this approach. The key regional features/criteria of the orogenic gold model, and how they relate to the Namibian and Damara Orogenic Belt setting, are as follows:

- Very large, long-lived fault structures e.g. those found within the Omaruru and Okahandja Lineament and the recently identified Karibib Fault;
- Large sedimentary (schist) and volcanic basins as a source of fluids;
- Compressional tectonics, which are required for pumping the fluids out of the basins and through these large structures;
- Zones of structural complexity and the remobilization of older structures;
- Multiple associated gold occurrences across the target.

The discovery of Twin Hills Central during the second half of 2019 is a significant milestone in the company's exploration in Namibia. Results obtained during the current reporting period from further drill-testing of the Twin Hills Central Discovery indicate a significant, previously unknown gold mineralization system. Work in 2020 will focus on further defining the Twin Hills Central discovery with the aim of defining a maiden mineral resource estimate in early CY2021.

The results vindicate the approach taken by Osino over the last few years. The discovery of the Twin Hills Cluster was possible through systematic surface geochemistry and mapping, complemented with ground magnetics and followed up by shallow bedrock drilling. The sampling and drilling undertaken focused on key geological structures interpreted from regional geophysical data and regional mapping. The Twin Hills Cluster has now clearly been shown to be associated with the regional Karibib Fault, and splays off this major structure. Ongoing work will further refine the model and our understanding of the mineralization controls in the area.

The Company is required to exercise proper supervision over its employees, agents, contractors, property, plant and equipment on the mineral properties under licence. The Company shall take reasonable steps to ensure that all reasonable precautionary measures are in place to avoid fire, injury and death or damage to crops, animals – including game – and other property, including improvements made by the owner(s). The Company shall compensate the owners for such losses, costs and/or damages that may result directly therefrom on bases that may be mutually agreeable between the parties. Upon completion of activities on the property by the Company, or upon termination of the agreement between the parties, the Company shall rehabilitate and restore the surface

of the property in accordance with the requirements of the Minerals Act in Namibia, including the sealing of all boreholes and ripping up of all roads established to enable the recovery of natural vegetation.

Quality Assurance

All Osino sample assay results have been independently monitored through a quality control/quality assurance ("QA/QC") program including the insertion of blind standards, blanks and pulp and reject duplicate samples. Logging and sampling are completed at The Company's secure facility located in the town of Omaruru, near the Karibib Project. Drill core is sawn in half on site and half drill-core samples are securely transported to Actlabs' sample preparation facility in Windhoek, Namibia. The core is then dried, crushed to 95% -10 mesh, split to 250g and pulverised to 95% -150 mesh. Sample pulps are sent to Ontario, Canada for further analysis. Gold analysis is by 30g fire assay with AA finish and automatically re-analysed with Gravimetric finish if Au >5 g/t. In addition, pulps undergo 4-Acid digestion and multi-element analysis by ICP-AES or ICP-MS. RC samples are prepared at Actlabs sample prep facility in Windhoek, Namibia. The rock is dried, crushed to 95% -10mesh, split to 250g and pulverised to 95% -150 mesh. Sample pulps are sent to Ontario, Canada for analysis. Gold analysis is by 30g fire assay with AA finish and automatically re-analysed with Gravimetric finish if Au >5 g/t.

EXPLORATION OUTLOOK

The current outlook for the first half of CY2020 across our Project Areas is as follows:

Karibib Gold Project

- Commence a 20,000m drill program at Twin Hills Central and strike extensions.
- Commence preliminary metallurgical test work and baseline environmental, social and related studies in the vicinity of Twin Hills.
- Review of regional work completed along the Karibib Fault Zone, aimed at refining further targets for follow up.
- Ongoing regional sampling in the Kranzberg area.

Otjikoto East Gold Project

- Follow up of initial shallow bedrock percussion drilling at the Fairview Target (RC and/or DD).
- Ongoing field checking and review of unsampled regional or conceptual target areas, especially at Devon South.

Otjiwarongo Regional Project

- Follow up of initial shallow bedrock percussion drilling at Etekero Target (RC and/or DD).
- Ongoing regional sampling and mapping programs on priority regional target areas.
- Ongoing reconnaissance visits to other areas of potential, and further negotiation of farm/land access agreements for the commencement of additional sampling programs in early CY2020.

FINANCIAL POSITION

As at December 31, 2019, the Company had total assets of \$2,251,974 and a net equity position of \$1,776,995. This compares with total assets of \$4,828,627 and a net equity position of \$4,682,758 as at December 31, 2018. The Company had liabilities of \$821,751 as at December 31, 2019, as compared with \$305,152 as at December 31, 2018.

As at December 31, 2019, the Company had working capital of \$1,276,785 compared with working capital of \$4,405,419 as at December 31, 2018. The Company had cash on hand of \$1,252,375 as at December 31, 2019, compared with \$4,199,104 as at December 31, 2018 and short-term investments of \$781,621 as at December 31, 2019 as compared to \$428,457 as at December 31, 2018.

As of the date of this report, the Company has cash and cash equivalents on hand of approximately \$11.8 million.

ENVIRONMENTAL REGULATIONS

The Company's activities are subject to environmental regulations, which cover a wide variety of matters. It is likely that environmental legislation and permitting will evolve in a manner which will require stricter standards and enforcement. This may include increased fines and penalties for non-compliance, more stringent environmental assessments of proposed projects and a higher degree of responsibility for companies, their directors and employees.

The Company does not believe that any provision for such costs is currently required and is unable to determine the impact on its financial position, if any, of environmental laws and regulations that may be enacted in the future due to the uncertainty surrounding the form that these laws and regulations may take.

Any and all work carried out on each licence is subject to an Environmental Clearance Certificate (ECC) for that specific licence issued by the Ministry of Environment and Tourism ("MET"), based on an Environmental Scoping Study and Environmental Impact Assessment for the stages of exploration work envisaged for the ensuing three-year period. This ECC application process makes provision for public participation meetings, which includes the landowners affected by the proposed activities. No field work is permissible without an ECC first being granted for the particular licence. Similarly, no renewal of a licence by the MME is possible without a valid ECC. The ECC is renewed by submitting a report of activities for the previous three-year period, together with supporting documentation including descriptions and photos of the types of field work carried out and the nature of the vegetation in areas where it has been disturbed (before the field activities commenced and after rehabilitation).

The Company takes particular care in monitoring its activities when undertaking field work, whether on private, communal or government-owned land. Detailed registers of personnel active on any farm on any given day are maintained, and communication with landowners is monitored continuously. The company has strict environmental procedures in place to minimize any damage to the environment as outlined in the Company's Environmental Guidelines which form an integral part of the Company's standard operating procedures (SOPs) when operating in the field.



REVIEW OF FINANCIAL RESULTS

Summary of Quarterly Results

The following represents the summarized quarterly financial results for the past eight quarters:

<u>Income Statement for the three months ended</u>	Dec 31, 2019	Sep 30, 2019	Jun 31, 2019	Mar 31, 2019
Amortization	\$15,000	\$17,259	\$17,144	\$17,079
Exploration expenses	1,166,563	662,507	611,308	692,031
Professional fees	176,576	125,165	119,717	72,370
Consulting fees	88,429	250,794	73,050	80,947
Management fees	64,500	64,500	574,500	94,500
Salaries and benefits	489,450	167,716	171,078	172,426
Office and General	144,486	251,420	146,604	97,194
Travel	29,141	33,073	39,082	53,778
Stock options expense	57,666	104,296	113,760	98,410
Investment income	(2,492)	(4,788)	(11,188)	(23,878)
Loss for the period	\$2,229,319	\$1,671,942	\$1,855,055	\$1,354,857
Foreign translation gain/(loss)	69,304	(68,860)	10,173	(42,838)
Net comprehensive loss for the period	\$2,160,015	\$1,740,802	\$1,844,882	\$1,397,695
Weighted average number of shares in issue	67,368,495	65,689,962	56,730,724	56,382,271
Basic and diluted loss per share	(\$0.03)	(\$0.03)	(\$0.03)	(\$0.02)



REVIEW OF FINANCIAL RESULTS (continued)

Summary of Quarterly Results (continued)

<u>Income Statement for the three months ended</u>	<u>Dec 31, 2018</u>	<u>Sep 30, 2018</u>	<u>Jun 31, 2018</u>	<u>Mar 31, 2018</u>
Amortization	\$8,058	\$8,752	\$12,798	\$458
Exploration expenses	777,368	384,989	1,141,626	471,119
Professional fees	227,656	92,794	94,041	58,422
Consulting fees	87,050	82,206	156,600	107,500
Management fees	57,000	57,000	63,000	62,625
Salaries and benefits	138,957	206,974	180,911	160,911
Office and General	123,617	127,600	53,194	29,110
Travel	27,533	50,480	34,615	47,660
Stock options expense	287,997	162,235	319,180	-
Investment income	(26,930)	(10,330)	(3,229)	(4,306)
Loss for the period	\$1,708,306	\$1,162,700	\$2,052,736	\$933,499
Foreign translation gain/(loss)	85,960	(133)	(179,302)	(2,427)
Net comprehensive loss for the period	\$1,622,346	\$1,162,833	\$2,232,038	\$935,926
Weighted average number of shares in issue	56,297,976	56,297,976	46,421,923	40,057,565
Basic and diluted loss per share	(\$0,03)	(\$0,02)	(\$0,05)	(\$0,02)

The Company's overall expenditure in Q4 of 2019 increased compared to Q4 of 2018 mainly due to the continuance of its accelerated exploration program for 2019. The remainder of the increased overhead expenditure was as a result of higher payroll spending due to staff and management bonus payments. On a yearly basis, expenditure increased through the continued expansion of our exploration activities. The increased spending on overheads (excluding salaries and benefits) is as a result of higher Canadian General and Administrative ("G&A") costs.

These included:

- Significant expenditure in the quarter associated with promoting the Company at conferences, roadshows and online using dedicated public awareness initiatives. This has been accounted for under Office and General.
- Expenditure incurred on promoters and consultants with respect to the Private Placement closed in the third quarter. This was accounted for under Consulting fees in the table above.
- Additional legal and accounting/auditing expenditure incurred in connection with the private placement in 2019, the filing of the management information circular and the Prospectus offering closed in FY2020. These all drove costs accounted for under Professional fees in the table above.

The Company has a standard stock option plan in place in order to retain and incentivize key employees, officers and directors. Stock options are expensed through the income statement on issuance over their vesting periods.

ADDITIONAL DISCLOSURE FOR VENTURE ISSUERS WITHOUT SIGNIFICANT REVENUE

Additional disclosure concerning the Company's expenses and mineral property costs is provided below. These are disclosed on a gross basis before foreign translation (gain)/loss and exclude share-based payments.

	Twelve months ended Dec 31, 2019	Twelve months ended Dec 31, 2018	Increase/ (Decrease)	Three months ended Dec 31, 2019	Three months ended Dec 31, 2018	Increase/ (Decrease)
Project Expenditure						
Geological Consultants	\$319,205	\$163,523	\$155,682	\$60,179	\$40,876	\$19,303
Geochemistry	734,604	856,584	(121,980)	338,577	148,059	190,518
Geophysics	53,390	272,165	(218,775)	10,493	6,026	4,467
GIS Costs	18,493	17,752	741	5,653	157	5,496
Licence Acquisition & Holding Costs	515,015	313,033	201,982	27,628	134,428	(106,800)
Environmental Costs	24,155	48,384	(24,229)	4,378	12,060	(7,682)
Drilling Costs	1,258,082	614,387	643,695	689,390	424,518	264,872
Field Support Costs	142,037	133,553	8,484	54,918	33,026	21,892
Travel & Field Accommodation	161,782	164,279	(2,497)	30,856	29,967	889
Vehicle Expenditure	95,781	71,721	24,060	24,182	17,476	6,706
Salaries & Wages	1,021,478	713,068	308,410	497,020	238,931	258,089
Total	\$4,344,022	\$3,368,459	\$975,563	\$1,743,274	\$1,085,524	\$657,750
General & Administrative Expenditure						
Audit, Accounting & Admin Fees	\$98,976	\$136,580	\$(37,616)	\$35,512	\$72,902	\$(37,390)
Office and General	609,513	293,973	315,780	126,464	73,530	52,934
Finance Charges	14,348	9,527	4,821	3,132	2,597	535
Amortization	66,844	30,065	36,779	15,362	8,119	7,243
Legal Fees	18,121	15,683	2,438	5,091	2,007	3,084
Rent Expense	80,754	111,307	(30,553)	21,896	30,262	(8,366)
Investment Income	(56,827)	(70,106)	13,279	(16,202)	(32,534)	16,332
Professional Fees	232,904	220,328	12,576	71,702	20,567	51,135
Management Fees	798,000	239,625	558,375	64,500	57,000	7,500
Consulting Fees	530,386	460,379	70,007	100,922	100,335	587
Management Fee Income	-	-	-	-	-	-
Listing Expenses	-	272,009	(272,009)	-	-	-
Total	\$2,393,019	\$1,719,370	\$673,649	\$428,379	\$334,785	\$93,594

ADDITIONAL DISCLOSURE FOR VENTURE ISSUERS WITHOUT SIGNIFICANT REVENUE (continued)

Project Expenditure

During the three and twelve months ended December 31, 2019, the Company incurred project expenditure of \$1,743,274 and \$4,344,022 as compared to \$1,085,524 and \$3,368,459 for the three and twelve months ended December 31, 2018.

The increase in exploration and project-based expenditure on a quarterly and year to date basis has been driven by the Group's accelerated drill program on the Karibib Gold Project. The Group continued to acquire additional licences in the year thus impacting the costs associated with Licence Acquisition and Holding Costs by an additional \$201,000 for the year to date, when compared to 2018. The expansion of the Group's drill program in 2019 has been a key success feature of the Group's activities for the year under review. This is in line with the Group's updated budgeted operational plan. The group continues to enhance the project pipeline with advanced, intermediate and early stage priority targets as drill and assay results on the relevant project areas are interpreted. The remainder of the Group's Project Costs both for the year and quarter under review are within budget.

The Group's staffing complement grew throughout the year, culminating in the fairly significant increase in spend (including bonuses and provisions raised) for the quarter and year under review. The use of expert consultants to augment our in-house geological expertise will continue and will impact expenditure going forward as the success of our programs continue. They serve not only to confirm and assist in the interpretation of results received, but also to streamline the efficiency, cost and quality of the exploration work programs undertaken and planned.

General & Administrative Expenditure

During the three and twelve months ended December 31, 2019, the Company incurred General & Administrative Expenditure of \$428,378 and \$2,393,019 as compared to \$334,784 and \$1,719,379 for the three and twelve months ended December 31, 2018.

The increase in the General & Administrative Expenditure for the three- and twelve-month periods has largely been driven by the costs associated with:

- The Group incurring significant running costs directly associated with being a public company. This includes expenditure undertaken with promoting the Company at conferences, roadshows and in industry publications as well as the requirement to publish news releases in terms of regulatory requirements. Regulatory fees and the costs associated with them occur on a monthly basis. We expect spend on public relations and promotional events to remain elevated going forward with the Group expecting to release significant news worthy events in the forthcoming twelve months.
- The Group incurred significant expenditure with promoters and consultants with respect to the Private Placement, the filing of the Management Information Circular and the Prospectus Offering. This has had an approximate negative impact well in excess of \$100,000 for the year to date and over \$50,000 in the quarter to date.
- A feature for the group for the year under review was the rolling out of the first phase of its community upliftment and staff training initiatives, incurring approximately \$34,000 in spend versus approximately \$5,000 in the comparative year (this is disclosed under Office and General in the table above). Larger overhead costs to allow for the increased scope of the Group's activities caused the Company to incur higher costs, making up the balance of the increased spend over the quarter.

Professional and Consulting Fees

During the three and twelve months ended December 31, 2019, the Company incurred professional and consulting fees of \$172,624 and \$763,290 as compared to \$120,902 and \$680,707 for the three and twelve months ended December 31, 2018.

Professional fees represent amounts paid to external consultants in terms of contractual commitments, to professional services and brokerage firms for services rendered and for fees incurred on any capital-raising initiatives over the periods (which included that of the private placement closed in the year, the filing of the management information circular and the prospectus offering closed in 2020).

Consulting fees incurred includes amounts paid in respect of any capital raising initiatives undertaken in 2019, whereas FY2018 includes significant expenditure incurred with respect to the listing of the Group including accounting, legal and auditing services rendered.

Management Fees

Management fees represent amounts paid by the Company for compensation to certain members of management.

During the three and twelve months ended December 31, 2019, the Company incurred management fees of \$64,500 and \$798,000 as compared to \$57,000 and \$239,625 for the three and twelve months ended December 31, 2018.

The significant increase in fees for the year to date is as a result of share-based bonus payments and the settlement of accrued management fees brought forward. In October 2018, The Company's nomination & compensation committee resolved to address some historical executive pay inconsistencies by making bonus & retention payments to five key executives, mainly in lieu of compensation accrual which the CEO and President had previously agreed to, and also to bring the Company's executive compensation more in line with market standards. This was approved by the nominations & compensation committee in October 2018 and it was agreed to make these payments subject to a significant subsequent financing, and all executives concerned agreed to reinvest the proceeds as part of that financing.

Fees payable to members of the management team and related parties are disclosed in Note 18: Related Parties to the Consolidated Annual Financial Statements for the year ended December 31, 2019.

Foreign Exchange

The foreign exchange movements during the year ended December 31, 2019 reflect the currency fluctuation of the Namibian dollar relative to the Canadian dollar. The Company's cash and cash equivalents and short-term investments are held both in Canadian dollars and Namibian dollars.

EXPLORATION AND EVALUATION OF MINERAL PROPERTIES

Karibib Gold Project

The Company's Exploration and Evaluation expenditure ("E&E") on the Karibib Gold Project for the year ended December 31, 2019 and the year ended December 31, 2018 was as follows:

	Twelve months ended Dec 31, 2019	Twelve months ended Dec 31, 2018	Increase/ (Decrease)	Three months ended Dec 31, 2019	Three months ended Dec 31, 2018	Increase/ (Decrease)
Project Expenditure						
Geological Consultants	\$47,938	\$8,828	\$39,110	\$20,035	\$249	\$19,786
Geochemistry	563,150	698,110	(134,960)	302,253	133,173	169,080
Geophysics	39,857	54,978	(15,121)	10,493	5,110	5,383
GIS	7,004	15,811	(8,807)	1,448	157	1,291
Licence Acquisition & Holding Costs	208,984	198,847	10,137	14,770	49,323	(34,553)
Environmental Fees	16,891	23,403	(6,512)	2,189	6,039	(3,850)
Drilling	1,083,149	612,588	470,561	636,795	424,519	212,276
Field Support	105,585	102,855	2,730	42,563	17,213	25,350
Travel & Field Accommodation	34,209	33,973	236	10,158	9,025	1,133
Vehicle Expenditure	68,415	52,400	16,015	19,052	15,482	3,560
Salaries & Wages	302,309	315,020	(12,711)	105,702	117,560	(11,858)
Total	\$2,477,491	\$2,116,813	\$360,678	\$1,165,448	\$777,850	\$387,598

The Karibib Project, and more specifically, the Twin Hills Central discovery continues to be the company's main focus and has consumed the majority of the group's resources during the quarter. Work during the quarter focused primarily on Twin Hills Central drilling and the strike extensions which make up the Twin Hills Cluster (Twin Hills West, Clouds, Barking Dog and Twin Hills East). The 2019 diamond drilling program of 49 holes for 9,816m where the majority of which was at Twin Hills Central, was completed during the quarter, and accounted for much of the expenditure above. This also accounts for the increase in expenditure for Q4 2019 when compared to Q4 2018

The difference in expenditure for the year to date compared to that of 2018, is mainly due to:

- higher (surface) geochemistry costs incurred in 2018,
- more drilling, but less (surface) geochemistry costs in 2019.

Otjikoto East Gold Exploration Project

The Company's Exploration and Evaluation expenditure ("E&E") on the Otjikoto East Exploration Project for the year ended December 31, 2019 and the year ended December 31, 2018 was as follows:

	Twelve months ended Dec 31, 2019	Twelve months ended Dec 31, 2018	Increase/ (Decrease)	Three months ended Dec 31, 2019	Three months ended Dec 31, 2018	Increase/ (Decrease)
Project Expenditure						
Geological Consultants	\$4,562	\$-	\$4,562	\$-	\$-	\$-
Geochemistry	145,209	157,737	(12,528)	29,400	14,886	14,514
Geophysics	-	174,670	(174,670)	-	915	(915)
GIS	1,875	1,873	2	-	-	-
Licence Acquisition & Holding Costs	243,764	108,834	134,930	12,396	84,810	(72,414)
Environmental Fees	1,823	11,715	(9,892)	-	5,482	(5,482)
Drilling	91,831	1,793	90,038	47,400	-	47,400
Field Support	21,189	28,439	(7,250)	2,277	15,434	(13,157)
Travel & Field Accommodation	12,349	18,727	(6,378)	1,605	1,502	103
Vehicle Expenditure	18,466	14,394	4,072	1,468	288	1,180
Salaries & Wages	73,021	108,846	(35,825)	16,358	35,182	(18,824)
Total	\$614,089	\$627,028	\$(12,939)	\$110,904	\$158,499	\$(47,595)

Work during the quarter on the Otjikoto East Gold Project focused on completing preliminary shallow percussion bedrock drilling of five priority surface geochemical anomalies and targets. Much of the work was completed late in Q3 2019, early Q4 2019 but invoiced in Q4 2019.

Any increase in expenditure for Q4 2019 compared to Q4 2018 was due to drilling related expenditure with much of the expenditure for drilling and laboratory analyses being captured in 4Q2019. There were less landowner compensation and field costs incurred as the scope of the program differed from that in 2018 (see below). Whilst the year to date 2019 expenditure compares favourably with the same period in 2018, the two periods were dominated by different activities. In 2018, expenditure was focussed on airborne geophysics to understand the geology of the region, while in 2019, the expenditure was mostly on:

- drilling activities,
- completion of licence acquisitions, and
- data interpretation.

Otjiwarongo Regional Project

The Company's Exploration and Evaluation expenditure ("E&E") on the Otjiwarongo Regional Project for the year ended December 31, 2019 and the year ended December 31, 2018 was as follows:

	Twelve months ended Dec 31, 2019	Twelve months ended Dec 31, 2018	Increase/ (Decrease)	Three months ended Dec 31, 2019	Three months ended Dec 31, 2018	Increase/ (Decrease)
Project Expenditure						
Geological Consultants	\$542	\$-	\$542	\$542	\$-	\$542
Geochemistry	26,245	739	25,506	6,924	-	6,924
Geophysics	13,533	42,517	(28,984)	-	-	-
GIS	5,409	68	5,341	-	-	-
Licence Acquisition & Holding Costs	62,267	5,353	56,914	463	295	168
Environmental Fees	5,200	13,222	(8,022)	2,189	539	1,650
Drilling	83,102	-	83,102	5,195	-	5,195
Field Support	14,704	9	14,695	9,804	-	9,804
Travel & Field Accommodation	5,332	2,091	3,241	3,573	610	2,963
Vehicle Expenditure	5,241	1,185	4,056	2,584	1,009	1,575
Salaries & Wages	57,331	3,170	54,161	28,284	2,661	25,623
Total	\$278,906	\$68,354	\$210,552	\$59,558	\$5,114	\$54,444

The Otjiwarongo Regional Project continues to be developed in parallel with the Company's other activities. The Etekero Target (a previously untested historical anthill sampling gold anomaly) was drill tested in the quarter with shallow percussion bedrock drilling while regional sampling programs also commenced in 2019.

The significant increase in activities for the year to date compared to the same period in 2018, as well as on a quarterly basis for 2019 when compared to 2018, is a reflection of the drilling at Etekero and the commencement of regional sampling programs on the project area. As per the Otjikoto East Project Area, the expenditure incurred in 2019 focussed on drilling activities and the completion of negotiations on licence acquisitions and any holding costs.



Other Expenses

The Company's Other Expenses ("G&A") for the year ended December 31, 2019 and the year ended December 31, 2018 was as follows:

	Twelve months ended Dec 31, 2019	Twelve months ended Dec 31, 2018	Increase/ (Decrease)	Three months ended Dec 31, 2019	Three months ended Dec 31, 2018	Increase/ (Decrease)
Project Expenditure						
Geological Consultants	\$266,163	\$154,697	\$111,466	\$39,602	\$40,627	\$(1,025)
Geochemistry	-	-	-	-	-	-
Geophysics	-	-	-	-	-	-
GIS	4,205	-	4,205	4,205	-	4,205
Land Acquisition & Holding Costs	-	-	-	-	-	-
Environmental Fees	241	44	197	-	-	-
Drilling	-	9	(9)	-	-	-
Field Support	559	2,250	(1,691)	274	379	(105)
Travel & Field Accommodation	109,892	109,488	404	15,519	18,830	(3,311)
Vehicle Expenditure	3,659	3,742	(83)	1,089	696	393
Salaries & Wages	588,817	286,034	302,783	346,675	83,529	263,146
Total	\$973,536	\$556,264	\$417,272	\$407,364	\$144,061	\$263,303
General & Administrative Expenditure						
Audit, Accounting & Admin Fees	\$92,347	\$136,580	\$(44,233)	\$35,512	\$70,300	\$(34,788)
Office and General	565,604	284,861	280,743	108,454	59,882	48,572
Finance Charges	14,348	9,527	4,821	3,132	2,597	535
Amortization	66,844	30,065	36,779	15,362	8,411	6,951
Legal Fees	6,247	2,087	4,160	-	-	-
Rent Expense	48,845	27,977	20,868	14,763	22,849	(8,086)
Investment Income	(56,827)	(70,106)	13,279	(16,202)	(32,646)	16,444
Professional Fees	232,904	192,671	40,233	71,702	20,567	51,135
Management Fees	798,000	239,625	558,375	64,500	57,000	7,500
Consulting Fees	530,386	459,926	70,460	100,922	100,335	587
Listing Expense	-	272,009	(272,009)	-	-	-
Regional Projects	94,321	134,148	(39,827)	33,234	25,490	7,744
Total	\$2,393,019	\$1,719,370	\$673,649	\$428,379	\$334,785	\$93,594

Project Expenditure

Geological consultancy fees reflect expenditure of a general nature incurred at head office level to external independent consultants and service providers which cannot be allocated to any individual project.

Salaries & Wages includes fees paid to members of management and staff whose costs have not been or cannot be allocated to any particular project. The increase in cost has been impacted by the Company's headcount in the periods relative to the comparative periods and quarters, including bonus payments made to staff for the year under review and a provision for bonuses payable to the management team.

Travel and accommodation expenses reflect the expenditure incurred primarily by members of the executive team for site office visits, operational update visits and for investor relations purposes. Such expenditure is ongoing, with the likelihood that the quantum will continue to grow as the Group's operations and investor visibility increases.

General & Administrative Expenditure ("G&A")

The Listing Expense in 2018 refers to the non-cash accounting charge relevant to the Reverse Takeover of Romulus Resources in June 2018.

Commentary on the remainder of the Company's G&A Expenditure has been provided earlier on in this document.

PROPOSED TRANSACTIONS

The Company will from time to time in the ordinary course of its business consider potential acquisitions, joint ventures, other investments and other opportunities. The Company will make disclosure in respect of any such opportunity when required under applicable securities rules. The Company is currently considering certain agreements which may result in transactions being completed.

LIQUIDITY AND CAPITAL RESOURCES

The Financial Statements have been prepared on a going concern basis whereby the Company is assumed to be able to realize its assets and discharge its liabilities in the normal course of operations. The Financial Statements do not reflect adjustments that would be necessary if the going concern assumption were not appropriate. If the going concern assumption was not appropriate for the Financial Statements, then adjustments of a material nature would be necessary in the carrying value of assets such as prospecting licences, liabilities, the reported expenses, and the balance sheet classifications used. Management continues to pursue financing opportunities for the Company to ensure that it will have sufficient cash to carry out its planned exploration program beyond the next year.

During the year ended December 31, 2019, the Company's overall position of cash and cash equivalents decreased by \$2,946,729. This decrease in cash can be attributed to the following activities:

- 1) The Company's net cash used in continued operating activities during the year ended December 31, 2019 was \$6,305,397 as compared to \$4,919,540 for the year ended December 31, 2018. This primary use of cash in the twelve-month period was for expenditure incurred in expanding the Group's exploration activities (especially drilling activities) and project areas, as well as various licence acquisitions throughout the year.
- 2) Cash used in investing activities during the year ended December 31, 2019 amounted to \$39,221 as compared to \$51,037 for the year ended December 31, 2018. The primary use of cash related to the acquisition of vehicles and equipment used in field operations.

- 3) Cash generated from financing activities for the year ended December 31, 2019 was \$3,397,889 as compared to \$5,384,597 from financing activities during the year ended December 31, 2018. The primary contributor to the movement were the net proceeds raised from the Private Placements concluded in 2018 and 2019, reduced by any payments made against borrowings raised over the years.
- 4) The Company's cash movement for the year ended December 31, 2019 has been negatively impacted to the value of \$38,230 by currency fluctuations as compared to the negative impact of \$138,789 for the year ended December 31, 2018.

As discussed above, the Company is required to undertake specific exploration activities on each of its licences. (See "Overview of Operations" for information on the Company's commitments as well as Notes 12, 14 and 18 of the Consolidated Annual Financial Statements for the year ended December 31, 2019.)

The Company has no revenue-producing operations and continues to manage its costs, focusing on its higher potential licences as described above. The Company may seek funding in the capital markets in the future to pursue additional joint venture and farm-in opportunities with other suitable companies that have access to capital, in order to meet its exploratory commitments and development strategy. Although the Company has been successful in raising funds to date, there can be no assurance that adequate funding will be available in the future, or available under terms that are favourable to the Company.

The Company has been awarded the rights to explore in various licence areas and is obliged to commit agreed upon expenditure in terms of signed earn-in agreements with the licence holders (and the state) where applicable. The Company reports all spending to the Ministry of Mines and Energy in Namibia on a quarterly basis.

CAPITAL MANAGEMENT

The Company manages its capital conservatively to maintain its ability to continue as a going concern and to provide returns to shareholders and benefits to other stakeholders. The capital structure of the Company consists of equity comprised of issued share capital, reserves and an accumulated deficit. The Company manages its capital structure and makes adjustments to it in light of prevailing economic conditions. The Company, upon approval from its Board of Directors, will manage its capital structure through new share issues or the use of alternative financial instruments.

SHARE STRUCTURE (as at April 29, 2020)

As at the date of this MD&A, the Company had the following securities issued and outstanding:

Common Shares outstanding at December 31, 2019	67,368,495
Shares issued as per the overnight marketed offering	17,949,150
Share options issued to directors, officers and consultants and employees	5,051,853
Share options issued to independent holders	488,370
Warrants exercised	71,000
Warrants issued and outstanding	14,029,647
Common shares outstanding on a fully diluted basis	<u>104,958,515</u>

Details with respect to the movement and value of share capital are set out in Notes 6 and 16 of the Consolidated Annual Financial Statements for the year ended December 31, 2019.

OFF-BALANCE SHEET ARRANGEMENTS

As of the date of this MD&A, the Company does not have any off-balance sheet arrangements that have or are reasonably likely to have, a current or future effect on the results of its operations or financial condition, including, and without limitation, such consolidations as liquidity, capital expenditure and capital resources that would be considered material to investors.

CONTRACTUAL COMMITMENTS

Licences

The Company is committed to meeting all of the conditions of its licences as discussed above, including Annual lease renewal or extension fees as needed. Details of the Company's commitments are set out in Notes 12 and 16 of the Consolidated Annual Financial Statements for the year ended December 31, 2019.

RISKS AND UNCERTAINTIES

The business of exploring for, developing and producing mineral resources is inherently risky. The Company is in the development stage and has not determined whether its licences contain economically recoverable reserves. The Company's future viability as a going concern is dependent on the existence of gold resources and on the Company's ability to obtain financing for its exploration programs, the development of such resources and ultimately on the profitability of operations or disposition of interests. As at December 31, 2019, the Company has incurred cumulative losses of \$18,808,575.

The Company's actual exploration and operating results may be different from those expected as at the date of this MD&A.

Real GDP in Namibia, which peaked at 6.1% growth in 2015, contracted by an estimated 1.0% in 2019, following a 0.5% contraction in 2018. Aggregate demand fell sharply in 2016 and 2017 as the government began fiscal consolidation to correct growing imbalances from high public spending and falling revenues from the Southern African Customs Union (SACU).

The fiscal deficit narrowed from a peak of 9% of GDP in 2016 to 5.4% in 2018 and is projected to average around 5% over the medium term. It was financed through domestic and foreign borrowings that pushed public debt from 39% of GDP in 2015 to 46% in 2018. The pressure on the domestic debt market constrained liquidity, crowded out private sector credit, and dragged down domestic demand. Monetary policy however was accommodative to support growth under favourable inflation conditions. Estimated at 4.5% in 2019, inflation is projected to remain within the 3%–6% target in the medium term.

The current account deficit, estimated at 3% of GDP in 2019, started improving in 2017 as exports rebounded and import growth weakened due to subdued economic activity. At the same time, mining construction projects ended and government capital spending was cut, sharply contracting construction and, through spill-over effects on the rest of the economy, shedding jobs and reducing disposable incomes.

The Namibian economy was expected to recover during 2020, supported by better prospects in primary industries, wholesale and retail trade as well as construction. The domestic economy, based on the last published projections, was projected to expand by 1.5 percent in 2020 and by 1.4 percent in 2021, representing a recovery from the estimated contraction of 1.9 percent in 2019. This will be severely impacted by the current COVID-19 pandemic, with significant downgrades to global growth rates expected to be announced once the 1Q2020 and 2Q2020 GDP and growth indicators are released worldwide.

During 2020, growth is expected to be driven by recoveries in mining, wholesale & retail trade and in construction. As more data on economic activities for 2019 became available, it has become clear that the impact of the drought on livestock and crops is likely to be worse than earlier anticipated.

Furthermore, growth rates for mining sectors such as diamonds and uranium were also adjusted downwards due to lower volumes produced.

The inauguration of the Walvis Bay Container Terminal in August 2019 has improved the port's efficiency and more than doubled its container handling capacity. Namibia has political stability, well-developed transport infrastructure, and abundant and diverse natural resources. Its potential as a regional transport and logistics hub and a participant in regional and global value chains benefits from a growing and dynamic regional market with well-developed transport corridors. Namibia's huge pool of institutional savings could finance high-return investments to contribute to rapid, inclusive, and sustainable growth.

Key risks to domestic growth include unpredictable rainfall conditions, the possibility of another drought, a slow recovery in international commodity prices (especially uranium and copper), expected slow demand from key trading partners and the impact of the coronavirus (COVID-19) pandemic.

Subdued economic conditions in South Africa could dampen demand for exports and reduce SACU receipts. Weak growth in the Southern Africa region could also reduce transit cargo and the demand for transport services. Fiscal consolidation could be jeopardized if revenues underperform due to the fragile economic recovery. Weak GDP growth, possibly leading to further cuts in capital spending, could prompt further credit and economic outlook downgrades by rating agencies, in addition to those already taken in 2020.

Mining growth could be constrained by weak global diamond demand if trade tensions shrink global growth. The fiscal space to stimulate the economy is limited by uncertain SACU revenues. With subdued wage growth and weak labor markets, private consumption is unlikely to strengthen any time soon. Stagnating productivity, skill mismatches, and a weak business regulatory environment keep the economy from reaching its potential.

Most recently, the outbreak of the coronavirus in China has halted travel and transportation between Namibia and the rest of the world, significantly impacted global stock markets and punished commodity prices. This may remain for most of 2020 as the economic results of the pandemic play themselves out, and will have a major impact on business activities, especially transport and tourism. Growth in the mining sector is determined by mineral commodity markets and, to a certain degree, directs investment flows to a particular mineral. Where countries can gain a competitive advantage, in terms of attracting investment in mining, is by ensuring that their legislative and policy frameworks are conducive for investors to realise a return on their investments while maximising the socio-economic benefits to the country.

In 2014, Namibia was ranked as the most favourable investment destination for mining in Africa, according to the Fraser Institute Survey of Mining Companies. Although the country no longer holds this position, the Chamber of Mines and the Ministry of Mines and Energy have traditionally been receptive to lobbying by the industry where there are perceived problems.

Despite all the challenges facing the mining industry in Namibia, there has been a renewed interest in the exploration sector. All indications are that by 2022, the mining sector's share of GDP will exceed current levels. The expected stabilization of the commodity pricing environment should fuel more equity listings across a number of commodities, while the rising demand for battery technology metals should boost the industry as a whole. This should result in an improvement of Namibia's investment attractiveness ranking.

Namibia remains a member of the Southern African Customs Union (“SACU”), which provides for a common external tariff and guarantees the free movement of goods between its member states. Downside risks emanate from possible fiscal slippages that could trigger further debt increases, lower SACU revenue, and weaken demand for its key exports.

Namibia has ruled out dropping its currency peg with the South African rand as confirmed by Namibia’s President in April 2019. Given Namibia’s close trade links to its economically larger neighbour and its drive as the world’s biggest producer of marine diamonds, the belief is that backing the peg with the rand is the best option going forward. The high liquidity of the South African rand in global terms results in it being one of the world’s most volatile currencies, heavily impacted by external factors affecting other emerging markets in general. “Trade wars” and the impact of the COVID-19 pandemic cause further nervousness in world markets, with the effect on emerging market currencies being the most severe.

Structural reforms are urgently needed to strengthen productivity and external competitiveness, and boost long-term growth. Reforms should include making it easier to do business in the country, reducing the public sector wage bill, reducing costs of key production inputs, removing non-tariff barriers to exports, speeding up the adoption of new technologies, and addressing the shortage of skilled workers. A swift return to “business-as-usual” post the COVID-19 pandemic will be key to addressing these structural reforms.

The economic outlook report released by the Bank of Namibia in early 2019 projected that 8.2% growth was expected for uranium mining, which would have been the lead growth stimulator of the primary and secondary sectors. China remains the largest contributor to economic growth in the country, with uranium exports to China reaching N\$5.5 billion in 2018, making it the highest total export of uranium ever in the history of the country.

The Company and its subsidiaries incur the majority of their expenditures in Namibian dollars. Corporate expenditure mainly in the form of General and Administrative costs is primarily paid for in Canadian dollars. Therefore, the Company is exposed to financial risk arising from fluctuations and volatility in the exchange rate between the Namibian dollar and Canadian dollar. The Company does not use derivative instruments to reduce its exposure to foreign currency risks.

The Company conducts operations through foreign subsidiaries and the majority of its assets are held in these entities. Accordingly, any limitation on the transfer of cash or other assets between the parent corporation and these entities, or among these entities, could restrict the Company’s ability to fund its operations efficiently. Any such limitations, or the perception that such limitations may exist now or in the future, could have an adverse impact on the Company’s valuation and stock price.

For a complete discussion on risk factors, please refer to the Management Information Circular dated May 17, 2018 and the Annual Information Form dated October 18, 2019, both filed under the Company’s profile at www.sedar.com.

FINANCIAL INSTRUMENTS

Other risks and uncertainties the Company faces at present are market risk and foreign exchange risk.

Market risk is the risk of loss that may arise from changes in interest rates, foreign exchange rates and gold prices. An extended period of depressed gold prices could make access to capital more difficult and the Company is dependent on capital markets to fund its exploration and, ultimately, its development programs. Foreign exchange risk arises as most of the Company’s costs are in currencies other than the Canadian dollar. Fluctuations in exchange

rates between the Canadian dollar, the Namibian dollar and the U.S. dollar could materially affect the Company's financial position. Management has considered reducing the effect of exchange risk through the use of forward currency contracts but has not entered into any such contracts to date.

TRANSACTIONS BETWEEN RELATED PARTIES AND BALANCES

Parties are considered to be related if one party has the ability, directly or indirectly, to control the other party or exercise significant influence over the other party in making operating and financial decisions. This would include the Company's senior management, who are considered key management personnel by the Company.

Parties are also related if they are subject to common control or significant influence. Related parties may be individuals or corporate entities. A transaction is considered to be a related party transaction when there is a transfer of resources or obligations between related parties.

Remuneration payable to the Company's executive directors, Chief Executive Officer and Chief Financial Officer is set out in Note 18 of the Consolidated Annual Financial Statements for the year ended December 31, 2019.

Effective January 1, 2018, the Company entered into an amended and restated consulting agreement with Sparenberg Consulting CC, a company owned and controlled by an officer and director of the Company, at a monthly fee of \$12,500. The consulting agreement shall remain in force until termination in accordance with the provisions of the "Term of Engagement". Termination is subject to various severance and termination payments if the consulting agreement is terminated by the Company during the term of engagement.

Effective January 1, 2018, the Company entered into an amended and restated consulting agreement with Rivonia Capital Inc., a company owned and controlled by an officer and director of the Company, at a monthly fee of \$7,500. Effective February 20, 2020, an addendum to the consulting agreement was approved adjusting the monthly fee to \$8,500. The consulting agreement shall remain in force until termination in accordance with the provisions of the "Term of Engagement". Termination is subject to various severance and termination payments if the consulting agreement is terminated by the Company during the term of engagement.

For the three and twelve months ended December 31, 2019, the Company incurred management fees of \$37,500 and \$150,000 (December 31, 2018 – \$30,000 and \$90,000) to Sparenberg Consulting CC, \$22,500 and \$90,000 (December 31, 2018 – \$22,500 and \$90,000) to Rivonia Capital Inc., \$4,500 and \$18,000 (December 31, 2018 – \$4,500 and \$10,500) to The M & S Group and \$Nil (December 31, 2018 – \$Nil and \$19,125) to 2238012 Ontario Inc., all companies controlled by officers and/or directors of the Company.

Share-based Payments

On November 28, 2017 and October 10, 2018, the Company issued stock options at exercise prices of \$0.38 and \$0.30 respectively. These stock options are valued using the Black-Scholes pricing model by the Company (refer to Note 6 of the Company's Consolidated Annual Financial Statements for the year ended December 31, 2019). The Company recorded \$114,754 (December 31, 2018: \$336,256) in share-based compensation related to the vesting of stock options to Related Parties.

Share-based Bonus Payments, Settlement of Accrued Management Fees and Executive Remuneration Adjustments

In October 2018, the Company's nomination & compensation committee resolved to address some historical executive pay inconsistencies by making bonus & retention payments to five key executives, mainly in lieu of

compensation accrual which the CEO and President had previously agreed to, and also to bring The Company's executive compensation more in line with market standards. These payments are, firstly, to settle outstanding management fees to the CEO and President, who agreed to accrue a substantial part of their remuneration until a subsequent financing. The second purpose is to address historical pay imbalances (below-market executive compensation) and thirdly to award bonus payments for performance. This was approved by the nominations & compensation committee in October 2018 and it was agreed to make these payments subject to a significant subsequent financing, and all executives concerned agreed to reinvest the proceeds as part of that financing. These payments totalled \$540,000 for the year ended December 31, 2019 (December 31, 2018 – \$Nil).

Performance based Remuneration Provision

On February 20, 2020, The Company's nomination & compensation committee resolved to retrospectively approve the provision for the 2019 annual performance-based payments to a number of key executive directors, officers and employees of the Company. The provision amounts to \$272,500 in total and has been accrued for in Company's Consolidated Annual Financial Statements for the year ended December 31, 2019, under accounts payable and accrued liabilities.

As at December 31, 2019, \$272,500 (December 31, 2018 – \$Nil) was included in accounts payable and accrued liabilities.

CRITICAL ACCOUNTING ESTIMATES

The Company's critical accounting estimates are defined as those estimates that have a significant impact on the portrayal of its financial position and operations and that require management to make judgments, assumptions and estimates in the application of IFRS. Judgments, assumptions and estimates are based on historical experience and other factors that management believes to be reasonable under current conditions. As events occur and additional information is obtained, these judgments, assumptions and estimates may be subject to change.

The Company believes the following are the critical accounting estimates used in the preparation of its Consolidated Annual Financial Statements:

Exploration and Evaluation Assets

The application of the Company's policy with respect to Mineral Property Costs requires judgement in determining whether it is likely that costs incurred will be recovered through successful exploration, development and/or sale of the asset under review. Furthermore, this assessment of whether an economically recoverable resource exists is in itself an estimation process. Estimates and assumptions may change as new information becomes available. If, after any expenditure is capitalized, new information suggests that the recovery of the expenditure is unlikely, the amount capitalized will be written off to profit or loss in the period in which the new information becomes available.

Warrants

Management uses judgement to determine the inputs to the Black-Scholes option pricing model, including the expected life of the warrant, volatility and dividend yield, and making assumptions about them. The assumptions used for estimating the fair value of warrants are disclosed in Note 6 of the Company's Consolidated Annual Financial Statements for the year ended December 31, 2019.

The Company's significant accounting policies can be found on pages 10 to 16 of the Company's Consolidated

Annual Financial Statements for the year ended December 31, 2019.

USE OF ESTIMATES

The preparation of the Consolidated Annual Financial Statements in conformity with IFRS requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities as at the date of the Financial Statements, and the reported amounts of revenues and expenses during the reporting period. Such estimates relate to unsettled transactions and events as of the date of the Financial Statements. Accordingly, actual results may differ from these estimated amounts as future confirming events occur. Significant estimates used in the preparation of the Company's Financial Statements include, but are not limited to impairment of exploration licence costs capitalized in accordance with IFRS, stock-based compensation and future income taxes.

The impairment of exploration licences is dependent on the existence of economically recoverable reserves, the Company's ability to obtain financing to complete the development and exploitation of such reserves, as well as its ability to meet its obligations under various agreements and the success of future operations or dispositions.

Valuation of right-of-use assets and lease liability loans: The Company's lease liability is valued using the present value of the future cash flows. This method is based on underlying factors such as the interest rate and the Company's ability to make all payments due on a timely basis. Changes in the inputs to the calculation could impact the carrying value of the lease liability, and the amount of interest expense recognized in profit and loss.

Stock-based Compensation

The Company uses the fair value method, utilizing the Black-Scholes option pricing model, for valuing stock options granted to directors, officers, consultants and employees. The estimated fair value is recognized over the applicable vesting period as a stock-based compensation expense. The recognized costs are subject to the estimation of what the ultimate payout will be using pricing models such as the Black-Scholes model, which is based on significant assumptions such as volatility, dividend yield and expected term. The assumptions and models used for estimating fair value for share-based payment transactions are disclosed in Note 6 of the Consolidated Annual Financial Statements for the year ended December 31, 2019.

Income Taxes

The Company follows the liability method of accounting for income taxes whereby future income taxes are recognized based on the differences between the carrying values of assets and liabilities reported in the Consolidated Annual Financial Statements of the Company and their respective tax basis. Deferred income tax assets and liabilities are recognized at the tax rates at which management expects the temporary differences to reverse. Management bases this expectation on future earnings, which require estimates for reserves, timing of production, crude oil price, operating cost estimates and foreign exchange rates. Management assesses, based on all available evidence, the likelihood that the deferred income tax assets will be recovered from future taxable income and a valuation allowance is provided to the extent that it is more than likely that deferred income tax assets will not be realized. As a result, future earnings are subject to significant management judgment.

CHANGES IN ACCOUNTING POLICIES

Standards Adopted in the Period

IFRS 16 Leases

IFRS 16 Leases was issued in January 2016 and replaces IAS 17 Leases. Under IAS 17, lessees were required to make a distinction between a finance lease and an operating lease. If the lease was classified as a finance lease, a lease liability was included on the statement of financial position. IFRS 16 now requires lessees to recognize a right of use asset and lease liability reflecting future lease payments for virtually all lease contracts. The right of use asset is treated similarly to other non-financial assets and depreciated accordingly. The lease liability accrues interest. The IASB has included an optional exemption for certain short-term leases and leases of low value assets; however, this exemption can only be applied by lessees. Under IFRS 16, a contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration. Control is conveyed where the customer has both the right to direct the identified asset's use and obtain substantially all the economic benefits from that use. IFRS 16 is effective for Annual periods beginning on or after January 1, 2019 with early adoption permitted if IFRS 15, Revenue from Contracts with Customers, is also applied. The adoption of the IFRS 16 has had no material impact on the Company's Consolidated Annual Financial Statements.

IFRIC 22 Foreign Currency Transactions and Advanced Consideration

IFRIC 22 Foreign Currency Transactions and Advanced Consideration was issued in March 2016 and clarifies the accounting for transactions that include the receipt or payment of advance consideration in a foreign currency. For purposes of determining the exchange rate to use on initial recognition, the date of the transaction is the date on which an entity initially recognizes the non-monetary asset or non-monetary liability arising from the payment or receipt of advance consideration. IFRIC 22 is applicable for Annual periods beginning on or after January 1, 2018. Early adoption is permitted. The Company has not determined the extent of the impact of this standard.

Interpretation 23 Uncertainty over Income Tax Treatments

Interpretation 23 Uncertainty over Income Tax Treatments is effective January 1, 2019. The Company has adopted Interpretation 23 Uncertainty over Income Tax Treatments. On September 7, 2017, the IASB issued Interpretation 23 Uncertainty over Income Tax Treatments. The Interpretation provides guidance on the accounting for current and deferred tax liabilities and assets in circumstances in which there is uncertainty over income tax treatments. The Interpretation is applicable for annual periods beginning on or after January 1, 2019. Earlier application is permitted. The Company has adopted Interpretation 23 Uncertainty over Income Tax Treatments retrospectively, but this has had no material impact on the Company's Consolidated Annual Financial Statements.

DISCLOSURE CONTROLS, PROCEDURES AND INTERNAL CONTROLS OVER FINANCIAL REPORTING

Management has established processes to provide it with sufficient knowledge to support representations that it has exercised reasonable diligence to ensure that (i) the consolidated financial statements do not contain any untrue statement of material fact or omit to state a material fact required to be stated or that is necessary to make a statement not misleading in light of the circumstances under which it is made, as of the date of and for the periods presented by the consolidated financial statements, and (ii) the consolidated financial statements fairly present in all material respects the financial position, results of operations and cash flows of the Company, as of the date of and for the periods presented.

In contrast to the certificate required for non-venture issuers under National Instrument 52-109 – *Certification of Disclosure in Issuers’ Annual and Interim Filings* (“**NI 52-109**”), the Venture Issuer Basic Certificate does not include representations relating to the establishment and maintenance of disclosure controls and procedures (“**DC&P**”) and internal control over financial reporting (“**ICFR**”), as defined in NI 52-109. In particular, the certifying officers filing this certificate are not making any representations relating to the establishment and maintenance of:

- 1) controls and other procedures designed to provide reasonable assurance that information required to be disclosed by the issuer in its annual filings, interim filings or other reports filed or submitted under securities legislation is recorded, processed, summarized and reported within the time periods specified in securities legislation; and
- 2) a process to provide reasonable assurance regarding the reliability of financial reporting and the preparation of consolidated financial statements for external purposes in accordance with the issuer’s GAAP (IFRS).

The issuer’s certifying officers are responsible for ensuring that processes are in place to provide them with sufficient knowledge to support the representations they are making in the certificate. Investors should be aware that inherent limitations on the ability of certifying officers of a venture issuer to design and implement on a cost-effective basis DC&P and ICFR as defined in NI 52-109 may result in additional risks to the quality, reliability, transparency and timeliness of interim and annual filings and other reports provided under securities legislation.

FORWARD-LOOKING INFORMATION

Information and statements contained in this MD&A that are not historical facts are forward-looking information or forward-looking statements within the meaning of Canadian securities legislation and the *U.S. Private Securities Litigation Reform Act of 1995* (hereinafter collectively referred to as “forward-looking statements”) that involve risks and uncertainties. This MD&A contains forward-looking statements such as estimates and statements that describe the Company’s future plans, objectives or goals, including words to the effect that the Company or management expects a stated condition or result to occur. Examples of forward-looking statements in this MD&A include, but are not limited to, statements with respect to:

- The Company’s acquisition of licences and projects, and the regulatory reporting and amount of spending required to maintain the licences and concessions in good standing;
- future development work, including proposed IP geophysical surveying and projected expenditures, on the Karibib Gold Project and other projects;
- Company plans to continue or initiate exploration and drilling programs, and possible related discoveries or extensions of new mineralization or increases or upgrades to reported mineral resource estimates at the Karibib Gold Project and other projects;
- proposed joint venture/earn-in arrangements with third parties on the Company’s licences and concessions;
- the prospects for identifying and/or acquiring additional mining licences or concessions or projects, within or outside of Namibia, with realistic discovery potential that could add value to the Company;
- permitting and regulatory requirements related to any exploration and development and related operations, as well as any costs related thereto;
- legislative and regulatory reform initiatives, including those related to the fiscal regime, and their potential effects on Osino;
- the adequacy of the Company’s working capital;

- the Company's ability to raise additional financing or find alternative ways to advance its corporate objectives, and the use of financing proceeds;
- that the Company will monitor market and political conditions (both globally and in Namibia) and the Government of Namibia's concession tender process;
- that the Company will continue to evaluate additional exploration project opportunities in Namibia and elsewhere;
- that the Company will bid on further prospective targets should they become available;
- the Company's going-forward strategy;
- that the Company will look for strategic partners for highly prospective gold deposits found on its new licences and concessions;
- projected expenditures on the Company's mineral licences and concessions;
- the Company's ability to continue as a going concern;
- the impact of future accounting standards on the Company;
- the risks and uncertainties around the Company's business;
- the Company's expectation of sustained improvement in gold and gold markets;
- the validity of the Government of Namibia's mineral licensing regime and the rights granted thereby;
- Namibia remaining an attractive mining jurisdiction; and,
- the mining assets and properties acquired by the Company being attractive investment opportunities.

In certain cases, forward-looking statements can be identified by the use of words such as "plans", "expects" or "does not expect", "is expected", "budget", "goal", "scheduled", "estimates", "forecasts", "intends", "anticipates" or "does not anticipate", or "believes", or variations of such words and phrases or statements that certain actions, events or results "may", "could", "would", "might" or "will be taken", "occur" or "be achieved". Any such forward-looking statements are based, in part, on assumptions and factors that may change, thus causing actual results or achievements to differ materially from those expressed or implied by the forward-looking statements. Such factors and assumptions may include, but are not limited to: assumptions concerning gold and other base and precious metal prices; cut-off grades; accuracy of mineral resource estimates and resource modelling; timing and reliability of sampling and assay data; representativeness of mineralization; timing and accuracy of metallurgical test work; anticipated political and social conditions; expected Namibia government policy, including reforms; and, ability to successfully raise additional capital.

Forward-looking statements involve known and unknown risks, uncertainties and other factors which may cause the actual results, performance or achievements of the Company to be materially different from any future results, performance or achievements expressed or implied by the forward-looking statements. Such risks and other factors include, among others, and without limitation:

- risks relating to price fluctuations for gold and other precious and base metals;
- risks inherent in mineral resource estimation;
- risks relating to inaccurate geological and engineering assumptions (including with respect to the tonnage, grade and recoverability of reserves and resources)
- risks relating to all the Company's mineral licences and concessions and projects being located in Namibia, including political, social, economic, security and regulatory instability;
- risks relating to changes in Namibia's national, provincial and local political leadership, including impacts these may have on public policies, administrative agencies and social stability;
- risks relating to local political and social unrest, including opposition to mining, pressure for economic benefits such as employment or social investment programs, access to land for agricultural or artisanal or illegal mining purposes, or other demands;
- risks relating to The Company's rights or activities being impacted by litigation;

- risks relating to The Company's rights or activities being impacted by not being able to secure land access agreements;
- risks relating to The Company's operations being subject to environmental and remediation requirements;
- risks relating to The Company's ability to source qualified human resources, including consultants, attorneys and sub-contractors, as well as the performances of all such resources (including human error and actions outside of the control of Osino, such as wilful negligence of its counterparties or agents);
- risks of title disputes or claims affecting mining licences and concessions or surface ownership rights;
- risks relating to adverse changes to laws, regulations or other norms placing increased regulatory burdens or extending timelines for regulatory approval processes, including environmental, safety, social, taxation and other matters;
- risks relating to delays in obtaining governmental approvals or permits necessary for the execution of exploration, development or construction activities;
- risks relating to failure of plant, equipment or processes to operate as anticipated;
- risks relating to performance of human resources, including accidents and labour disputes;
- risks relating to competition inherent in the mining exploration industry;
- risks of impacts from unpredictable natural occurrences, such as adverse weather conditions, fire, natural erosion, landslides, and geological activity, including earthquakes and volcanic activity;
- risks relating to inadequate insurance or inability to obtain insurance;
- risks relating to the fact that The Company's properties are not yet in commercial production;
- risks relating to the Company's ability to obtain any necessary funding for its operations, at all or on terms acceptable to the Company;
- risks relating to the Company's working capital and requirements for additional capital;
- risks relating to currency exchange fluctuations or change in national currency;
- risks relating to fluctuations in interest and inflation rates;
- risks relating to restrictions on access to and movement of capital;
- other risks of the mining industry;

as well as those factors discussed in the sections entitled "Risks and Uncertainties" in this MD&A.

Although the Company has attempted to identify important factors and risks that could affect the Company and might cause actual actions, events or results to differ, perhaps materially, from those described in forward-looking statements, there may be other factors and risks that cause actions, events or results not to occur as projected, estimated or intended. There can be no assurance that forward-looking statements will prove to be accurate, as actual results and future events could differ materially from those anticipated in such statements. Accordingly, readers should not place undue reliance on forward-looking statements. The forward-looking statements in this MD&A speak only as of the date hereof. The Company does not undertake any obligation to release publicly any revisions to these forward-looking statements to reflect events or circumstances after the date hereof or to reflect the occurrence of unanticipated events, except as required by law.

Forward-looking statements and other information contained herein, including general expectations concerning the mining industry, are based on estimates prepared by the Company employing data from publicly available industry sources, as well as from market research and industry analysis, and on assumptions based on data and knowledge of this industry which the Company believes to be reasonable. Although generally indicative of relative market positions, market shares and performance characteristics, this data is inherently imprecise. While the Company is not aware of any misstatements regarding any industry data presented herein, the industry involves risks and uncertainties and the data is subject to change based on various factors.