OSINO RESOURCES CORP.
(formerly Romulus Resources Ltd.)
MANAGEMENT DISCUSSION AND ANALYSIS ("MD&A")
For the year ended December 31, 2018

Prepared by:

OSINO RESOURCES CORP.

Suite 810 – 79 West Pender Street
Vancouver, BC
V6C1H2

April 25, 2019

INTRODUCTION

Osino Resources Corp. (formerly Romulus Resources Ltd.), the "**Company**" or "**Osino**", is a Canadian company, focused on the acquisition and development of gold projects in Namibia. Through its subsidiaries, Osino's Namibian interests comprise 22 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 new Karibib regional targets, advancing the Goldkuppe discovery and satellite targets, as well as defining new exploration targets in the Otjikoto East and Otjiwarongo areas.

Osino's head office is in Vancouver, Canada. Osino was incorporated under the laws of the British Columbia *Business Corporations Act* on November 22, 2005, as "Romulus Resources Ltd." and changed its name to "Osino Resources Corp." on June 26, 2018. Osino'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, 2018, 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 25, 2019.

ADDITIONAL INFORMATION

Additional information about Osino is available under Osino'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 audited annual consolidated financial statements for the year ended December 31, 2018 were prepared in accordance with IFRS.

David Underwood CPG (SACNASP) is a qualified person as defined by National Instrument 43-101 – *Standards of Disclosure for Mineral Projects* ("**NI 43-101**") and has reviewed and approved for inclusion the scientific and technical disclosure in this MD&A. Mr. Underwood is the Senior Vice-President, Exploration of the Company.

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:

- Osino'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 Osino's rights or activities being impacted by litigation;
- risks relating to Osino's rights or activities being impacted by not being able to secure land access agreements;
- risks relating to Osino's operations being subject to environmental and remediation requirements;
- risks relating to Osino'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 Osino'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.

OVERVIEW OF SIGNIFICANT EVENTS AND REVIEW OF ACTIVITIES

On June 22, 2018, the Company, then Romulus Resources Ltd. ("**Romulus**"), completed an amalgamation with Osino Resources Corp. ("ORC"), a private company focused on the acquisition and development of gold properties in Namibia, and 1152372 B.C. Ltd. ("1152372"), a wholly-owned subsidiary of the Company (the "**RTO Transaction**"). Under the RTO Transaction, each of the issued and outstanding common shares in the capital of ORC were cancelled and exchanged for common shares of the Company. Concurrent with the amalgamation, ORC and 1152372 were amalgamated and the Company changed its name to "Osino Resources Corp.". The RTO Transaction is detailed under "Significant Developments" in our previous MD&A releases together with the second quarter results for 2018, all published on SEDAR.

Work in the quarter was primarily focused on extending the known gold mineralization at Twin Hills and Twin Hills Extension Targets, as well as along the Karibib Gold Trend on the Karibib Gold Project.

Significant results were obtained in preliminary bedrock rotary air blast (RAB) drilling at the Twin Hills Extension Target, with values up to 2.3g/t gold obtained in bedrock samples below 19m of calcrete cover (overburden). These results indicate that the gold anomalies in calcrete at surface over the 11km strike length identified to date are representative of gold in the bedrock below the thick cover. Shallow RAB drilling was also carried out over the entire Karibib Fault Zone that is under licence at present, at 800m line spacing, and covering approximately 20km of strike. The results for the shallow RAB drilling will be available in Q1-2019. Progress was also made with carrying out ground magnetic surveys along the Karibib Gold Trend (where permission could not be obtained to fly an airborne survey due to the proximity to an air force base).

Additional regional sampling continued on the Otjikoto East Gold Project along priority regional fault structures identified in the Company's detailed airborne geophysical survey areas and regional mapping.

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 that occurred during or have affected the period under review up to and including the date of this MD&A.

- The Company has met the conditions of the commitment set out in the Letter Agreement signed June 16, 2017 with respect to EPL5658 ("Shilongo") and is in the process of registering a Newco called Terrace Minerals Exploration (Pty) Ltd that will own the respective licence. Osino has secured an 80% interest in the Newco.

- In accordance with commitments entered into between the Company and certain of its EPL owners, the Company has issued shares with an equivalent value of $228,302 amounting to 896,196 shares as well as share options in the amount of 100,000 common shares equivalent to $31,500 for the acquisition of an exploration licence.

- On November 14, 2018, the Company entered into a letter agreement with J I Hamukoto, a third-party licence holder relating to EPL6167 in Namibia. Under the terms of the letter agreement, as consideration, (i) the Company has agreed to make a cash payment to the Vendor of $9,434 (100,000 Namibian Dollars) within seven days of receiving regulatory approval for transfer of the Licence to Osino Gold Exploration (Pty) Ltd ("Osino Gold");
  (ii) On receipt of the regulatory approval for the transfer of the licence, another cash payment of $7,547 (80,000 Namibian Dollars) will be settled within seven days of the transfer date. The Company and Osino Gold have committed to spending a minimum of $23,585 (250,000 Namibian Dollars) directly on exploration within the first 12 months under operation by Osino Gold. The Company has also agreed to issue on behalf of the Vendor 108,853 in common shares (the "Payment Shares") equivalent to $28,302 (300,000 Namibian Dollars). This is included in the share issue disclosed above. Regulatory approval for the transfer of the licence was received on December 14, 2018.

- The Company has met the conditions of the commitment set out in the Letter Agreement signed March 8, 2018 with respect to EPL5533 ("Richwing") and is in the process of increasing its interest in the Newco, Richwing Exploration (Pty) Ltd, that owns the respective licence from 70% to 80%. This transfer will be effective in Q1-2019.

- On October 10, 2018, the Board of Directors passed a resolution whereby 1,574,101 share options equivalent to 1,574,101 common shares were issued at an exercise price of $0,30 per share, expiring on October 10, 2023. The share options will vest in equal 1/3 allotments commencing on October 10, 2018 as the first vesting date; October 10, 2019 as the second vesting date and October 10, 2020 as the third vesting date. The share options were valued at $391,479 using the Black-Scholes Option pricing model.

The transactions above are fully disclosed in the Notes 5, 10 and 14 to the Consolidated Annual Financial Statements for the year ended December 31, 2018.

OVERVIEW OF OPERATIONS

Osino continues to focus on developing its main target areas within the Karibib Gold Project, while continuing target definition on the Otjikoto East Gold Project, commencing preliminary work on the Otjiwarongo Regional Project and acquiring new priority licences within these areas.

The Karibib Gold Trend remains the priority, with work focused on Twin Hills and Twin Hills Extension targets, while also evaluating the Oasis and Wedge targets and Goldkuppe prospects.

As of December 31, 2018, the Company's ground position includes 22 Exclusive Prospecting Licences (EPLs) covering approximately 6,687km^2 (668,700 hectares). An additional EPL covering 680km^2 was acquired in late January 2019, bringing the total land holding to 7,367km^2 (as indicated in Table 1 below). In addition to these licences, the Company has also applied for two new EPLs which will fall within the Otjiwarongo Regional Project, and which if granted, will add an additional 1,583km^2 to the overall ground holding.

Surface calcrete sampling west of the Twin Hills prospect indicated that the gold anomaly first identified at Twin Hills (and further east at OJW and Okapawe) extends for (at least) another 8km to the west (called the Twin Hills Extension target). Preliminary RAB drilling beneath a small part of the Twin Hills Extension target indicated highly anomalous gold values in bedrock samples.

Bedrock drilling was carried out on two fence lines at the Twin Hills Extension target with holes 20m apart for a total of 49 holes. The holes were drilled vertically through the sand and calcrete cover to test the top of the weathered bedrock with the objective of confirming that gold anomalies at surface correlate with gold in the bedrock. The average thickness of the calcrete in this area is 19m and the bedrock lithology in all holes is biotite schist, similar to the lithology outcropping at Twin Hills. The maximum gold assay value was 2.3g/t and a further seven bedrock samples had values between 0.3g/t and 1.1g/t gold.

These results indicate that the gold anomalies in calcrete at surface are representative of gold in the bedrock below the cover. These results also indicate that the highest values at surface on the two lines drilled so far are directly above the highest bedrock grades 19m below. This close spatial correlation means that surface calcrete samples can be used to detect gold in bedrock under deep cover.

In addition to the bedrock RAB drilling, a further 237 shallow RAB holes were drilled to sample the top of calcrete. Shallow holes (generally <5m deep) were drilled on 24 fence lines at a line spacing of 800m, thus completing the initial calcrete sampling over the entire length of the available ~20km of strike of the Karibib Fault Zone. An attempt was made to define the depth of the calcrete and sand cover along the ~20km strike by drilling 26 of the 237 shallow holes deeper, to bedrock (or a maximum of 53m if bedrock was not intersected). Eight of these deeper holes intersected bedrock between 28m (in the northeast) and 52m (in the southwest), clearly indicating that the cover thickness appears to be increasing as one moves southwest along the Karibib Fault Zone (towards the Navachab Gold Mine).

Diamond drilling was carried out at the Oasis and Wedge targets during the quarter. A total of 2,550m was drilled across 14 holes, seven at Oasis and seven on the Wedge South and North targets. Final results were received in February and will be released shortly.

Regional sampling and mapping was ongoing on the Otjikoto East Project aimed at defining additional targets for follow-up in H2-2019. Approximately 1,000 calcrete and termite mound samples were collected and results from about 400 calcrete samples were received for previous sampling. The work continues to highlight areas of interest for follow-up, with additional surface sampling and/or shallow RAB drilling later in 2019.

An initial reconnaissance visit was made to the Etekero target, which makes up part of the Otjiwarongo Regional Project. Planning is underway for RAB drilling of this target during Q1-2019. Access discussions, permitting and data compilation for the other EPLs in the Otjiwarongo Regional Project are also underway. It is expected that initial fieldwork will start on prioritized areas during H2-2019.

Availability of Funding

As at December 31, 2018, the Company had working capital of $4,405,419 (December 31, 2017: $4,331,230). This includes cash and cash equivalents totalling $4,199,104 (December 31, 2017: $3,785,084). It is anticipated that the available funds on hand will be sufficient to meet the Company's exploration activities and administrative costs for the following 12 months and to achieve the Company's objectives as described in this report.

Mineral Properties

At the end of 2018, 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 (10 licences)	211,800	Central Namibia, in the vicinity of regional towns/ settlements of Omaruru, Usakos, Karibib and Wilhelmstal.
Otjikoto East Gold Project (5 licences)	184,000	Northern Namibia, in the vicinity of regional towns/ settlements of Otavi, Kombat and Grootfontein.
Otjiwarongo Regional Project (6 licences)	340,000	Central Namibia, in the vicinity of regional towns/ settlements of Otjiwarongo, Khorixas and Kalkfeld.
Total	**735,800**	

WORK PROGRAM AND RESULTS

Karibib Gold Project

The Karibib Gold Project is made up of 10 licences comprising ± 2,118km^2. The main targets of the project are the Goldkuppe and Extension prospects, the Wedge and Oasis targets, and the newly discovered Karibib Fault and Karibib Gold Trend, which has been defined to over 50km in length to date. The Karibib Fault has been shown to be mineralized over about 30km, with several gold-in-soil and calcrete anomalies discovered along the fault and on splays leading off it. The remaining 20km is under cover where preliminary shallow RAB drilling was carried out during Q4-2018.

Re-interpretation of geochemical and structural data in conjunction with the initial results of the shallow RAB drill program has resulted in a significant 3km extension of the Twin Hills gold target/prospect from 8km announced in September 2018, to more than 11km in total. This illustrates the increasing length and prospectivity of the mineralizing system discovered by Osino along the Karibib Fault Zone and which is open to the west and southwest. This is currently being tested by further work.

The initial (‘phase 1’) RAB drill program was completed in December 2018 with 286 holes totalling 2,640m of drilling. The aim of the program was to test the Twin Hills Extension Target (identified in calcrete sampling), as well as gathering information on the thickness and type of regolith along the remaining, untested part of the Karibib Gold Trend to the southwest.

The drill testing of the Twin Hills Extension included 49 vertical holes at 20m spacing for a total of 931m, with an average depth to bedrock of 19m. The bedrock consists primarily of biotite schist which is altered and contains sulphide veinlets in the mineralized area. The maximum gold assay value was 2.3g/t and a further seven bedrock samples had values between 0.3g/t and 1.1g/t gold. These results indicate that the gold anomalies in calcrete at surface over the 11km strike length defined to date are representative of gold in the bedrock below the thick cover. In addition, the highest values at surface on the two lines drilled are directly above the highest bedrock grades 19m below. This close spatial correlation confirms that surface calcrete samples can be used to detect gold in bedrock under deep cover, and that the methodology used by the Company is effective.

The ground magnetic survey to cover the Twin Hills prospect and the south-westerly extensions of the Karibib Gold Trend, towards Navachab Gold Mine continued during the quarter, and has been extended to include the entire ~20km strike of the Karibib Fault Zone and Gold Trend. Results to date over the Twin Hills and Twin Hills Extension targets indicate a strong correlation between surface gold anomalies (soil and calcrete) and drilled gold mineralization (diamond and RAB drilling). The survey will be completed in Q1-2019.

The diamond drilling program at Wedge South, Wedge North and Oasis targets was completed in December 2018. A total of 14 holes were drilled for 2,550m. Final results were received in early February 2019, including metallic screen fire assay results on two of the new drill holes and one previously drilled reverse circulation (RC) hole (from 2017 drilling). Results will be made public in March 2019.

Otjikoto East Gold Project

The Otjikoto East Project is made up of five licences covering approximately 1,840km^2. The licence areas cover over 100km of strike length of prospective geology similar to that which hosts the gold mineralization at the Otjikoto Gold Mine (B2Gold) less than 10km to the west of Osino's licence area, and other known gold deposits in Namibia.

The success of the calcrete sampling method at Osino's Karibib Gold Project has given additional confidence to the regional calcrete sampling which is a major part of the regional sampling underway at the Otjikoto East Project. In areas of sand cover over the calcrete, samples are collected from anthills/termite mounds which contain small calcrete fragments.

Work on the Otjikoto East Gold Project continues to focus on large-scale, fertile structures (prospective for gold mineralization) and prospective stratigraphy identified from the detailed airborne geophysical survey undertaken by the Company, as well as ongoing regional mapping. At the end of the fourth quarter of 2018, Osino had tested approximately 60% of the prospective strike length of prospective structures and stratigraphy, by collecting and analysing more than 6,900 soil, calcrete, anthill and rock chip samples.

Results to date indicate a number of coherent low-level gold and silver anomalies. Anthill samples collected on an area known as Fairview have produced a multipoint gold anomaly adjacent to an interpreted dome structure. Subsequent pitting and rock chip sampling of quartz veins at Fairview have produced two assays of 1.16 and 0.90g/t Au along with anomalous silver and copper anomalies. These early stage results from Fairview are significant in that they are the first new discovery of gold mineralization in the vicinity of the Otjikoto Gold Mine (30km to the west), since the Otjikoto deposit was discovered in the late 1990s.

In addition to these encouraging results at Fairview, calcrete sampling has defined anomalies at Omagonde, Walldorf, Gaidaus and Omahona, with low-level gold and silver anomalies. These are associated with prospective stratigraphy and structures interpreted from the detailed airborne geophysics survey data commissioned.

The anomalies and mineralization identified at the Fairview, Omagonde, Walldorf, Gaidaus and Omahona targets, and any additional targets identified by ongoing surface sampling will be tested by pitting and/or RAB drilling to obtain bedrock samples later in 2019.

Osino's regional exploration program at Otjikoto East during the next six months will focus on completing the priority regional calcrete sampling and anthill sampling.

Osino's initial exploration objective is to generate and drill-test new gold targets with the ultimate aim of discovering a second economic gold deposit in this highly prospective but underexplored region.

Otjiwarongo Regional Project

The Otjiwarongo Regional Gold Project is made up of six licences covering over 3,400km^2 situated in central Namibia between the Company's Karibib and Otjikoto East Projects. In addition to these licences, Osino has also applied for another two EPLs which, if granted, would add approximately 1,580km^2 to the Company's ground holding. Osino continues to identify and aims to 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 in Namibia, while also fitting the general targeting criteria of the general orogenic gold model.

An initial reconnaissance field visit was made to the Etekero target with the aim of assessing historical work (carried out by Teck who defined the anthill gold anomaly) as well as the best way to further explore the area. The Etekero anthill target will require RAB drilling to test bedrock geology and gold content since there is no outcrop in the area. The RAB drilling is planned for late Q1-2019.

Other work during the quarter included further data compilation, interpretation and planning for field programs in 2019. Land access and permitting for the various licences in the Project Area are also underway.

It is expected that regional sampling and mapping will commence on licences other than Etekero in H2-2019, or earlier if land access and permitting are finalized before then.

Summary of Exploration Targets

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

Table 2: Target Pipeline ranked in terms of current prioritization

Exploration Stage	Rank	Target	Status	Work Program
Advanced Targets	1.	Goldkuppe	Significant historical and current drilling	Previous work under review; modelling to identify areas for further targeted drilling
Follow-up and Drill-tested Targets	2. 3. 4. 5. 6. 7. 8. 9. 10.	Twin Hills Oasis Wedge (North and South) Twin Hills Extension Goldkuppe Extensions Okapawe Okapawe Dam Dropstone Albrechts Group	Drill-tested; further work required/assay results pending	Additional Drill Targets have been identified or are in the process of being identified. Defined mineralization used as a vector to higher grades.
Identified Targets	11. 12. 13. 14. 15. 16. 17. 18. 19. 20. 21. 22. 23.	Shilongo Splay Etekero Fairview Anomaly Karibib Fault Zone Puff Adder OJW KB Anomaly OK Anomaly Omagonde Anomaly Gaidaus Anomaly Omahona Anomaly Waldorf South Anomaly Otjikoto Far East	Follow-up required prior to drill testing (if warranted)	Further surface sampling or airborne geophysics to prioritise RC/DD drill targets
Grassroots/ Conceptual Targets	24. 25. 26. 27.	Kalapuse Epako Domes Kamapu	Newly acquired or awaiting permitting/access prior to initial work	Initial reconnaissance/ regional sampling to identify targets

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 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. The Company shall compensate the owners for such losses, costs 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 Osino's secure facility located in Omaruru, near the Karibib Project. Drill core is sawn in half on site and half drill-core samples are securely transported to Actlab's 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.

EXPLORATION OUTLOOK

The outlook for 2019 across our Project Areas is as follows:

Karibib Gold Project

- Finalization and interpretation of 2018 diamond drilling and results for the Twin Hills, Wedge and Oasis targets with the aim of planning follow-up drilling.
- Completion of the ground magnetic survey (which was extended beyond the initial area planned).

- Prioritization of new targets for drilling, particularly at Twin Hills Extension target and additional target areas identified to the southwest along the Karibib Gold Trend.
- Completion of in-fill surface calcrete and shallow (RAB) calcrete sample drilling along the south-western extensions of the Karibib Fault Zone.
- Follow-up drilling on selected targets, most likely to be on the previously drilled Twin Hills, Twin Hills Extension, Wedge and Oasis targets and any new targets identified e.g. Shilongo Splay and Karibib Fault Zone.

Otjikoto East Gold Project

- Completion of regional sampling of the priority regional areas (expected by H2-2019 at current sampling rates).
- Follow-up of Fairview, Walldorf, Omagonde, Gaidaus, Omahona and other targets identified with detailed surface sampling and mapping, and shallow RAB drilling.

Otjiwarongo Regional Gold Project

- Initial (RAB) drilling of the Etekero Target.
- Initial field reconnaissance programs will commence on other licences with the aim of identifying targets for follow-up in late 2019/early 2020.

FINANCIAL POSITION

As at December 31, 2018, the Company had total assets of $4,828,627 and a net equity position of $4,682,758. This compares with total assets of $4,884,836 and a net equity position of $4,415,210 as at December 31, 2017. The Company had liabilities of $305,152 as at December 31, 2018, as compared with $476,768 as at December 31, 2017. As at December 31, 2018, the Company had working capital of $4,405,419 compared with working capital of $4,331,230 as at December 31, 2017. The Company had cash on hand of $4,199,104 as at December 31, 2018, compared with $3,785,084 as at December 31, 2017 and short-term investments of $428,457 as at December 31, 2018 as compared to $963,285 as at December 31, 2017.

As of the date of this report, the Company has cash on hand of approximately $2,8million.

ENVIRONMENTAL REGULATION

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.

REVIEW OF FINANCIAL RESULTS

Summary of Quarterly Results

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

Income Statement for the three months ended	**Dec 31, 2018**	**Sep 30, 2018**	**Jun 30, 2018**	**Mar 31, 2018**
Exploration expenses	$777,368	$384,989	$1,141,626	$457,289
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	38,634
Travel	27,533	50,480	34,615	47,660
Investment income	(26,930)	(10,330)	(3,229)	0
Amortization	8,057	8,752	12,798	458
Stock options expense	287,987	162,235	319,180	0
Loss for the period	**$1,708,305**	**$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	**$1,622,345**	**$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)

REVIEW OF FINANCIAL RESULTS (continued)

Summary of Quarterly Results (continued)

Income Statement for the three months ended	Dec 31, 2017	Sep 30, 2017	Jun 30, 2017	Mar 31, 2017
Exploration expenses	$514,414	$429,669	$178,053	$176,985
Professional fees	129,762	69,022	5,262	16,571
Consulting fees	46,688	0	0	0
Management fees	67,063	69,980	54,060	54,060
Salaries and benefits	178,905	89,981	40,106	12,374
Office and general	74,300	51,837	52,537	635
Travel	10,450	21,033	36,110	24,597
Investment income	(36)	(147)	(2,217)	0
Amortization	7,676	3,962	4,831	0
Stock options expense	965,455	0	0	0
Loss for the period	**$1,994,677**	**$735,337**	**$368,742**	**$285,222**
Foreign translation gain/(loss)	69,211	(73,142)	51,003	(12,497)
Net comprehensive loss for the period	**$1,925,466**	**$808,479**	**$317,739**	**$297,719**
Weighted average number of shares in issue	36,283,566	30,493,464	26,773,981	24,452,842
Basic and diluted loss per share	($0,05)	($0,02)	($0,01)	($0,01)

The Company’s expenditure in the fourth quarter of 2018 increased over Q3-2018 and when compared to Q4-2017 as a result of the expansion of our core exploration activities and the increased use of consultants to assist in the interpretation of drill and assay results received. This is in line with the Company’s objectives of best practice. Cost-saving initiatives were undertaken by management to more effectively control payroll and General and Administrative (“G&A”) expenditure across all areas of the group. G&A expenditure has been relatively well controlled in the quarter with comparative increases throughout the year mainly as a result of:

- higher rentals related to additional site and administration offices being secured during the period,
- increased expenditure associated with promoting the Company at conferences and road shows both locally and internationally,
- the commencement of expenditure synonymous with being a listed company as of the second quarter of 2018. This includes news releases, listing fees and higher professional fees associated with our reporting requirements as a listed company.

All other expenditures were well controlled and in line with expectations. Increased investment income in the form of interest earned is the result of higher average cash balances on hand during the year. Excess funds on hand have been invested in liquid near-term interest-bearing investments to maximize the return on cash held on the balance sheet. The Company continues to use stock options as part of the remuneration packages of its employees, officers and directors, which 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.

	Three months ended Dec 31, 2018	Three months ended Dec 31, 2017	Increase/ (Decrease)	Twelve months ended Dec 31, 2018	Twelve months ended Dec 31, 2017	Increase/ (Decrease)
Project Expenditure						
Geological Consultant	$40,876	$8,381	$32,495	$435,532	$286,985	$148,547
Geochemistry	148,059	222,887	(74,828)	856,584	547,185	309,399
Geophysics	6,026	12,061	(6,035)	272,165	26,987	245,178
GIS Costs	157	14,879	(14,722)	17,752	34,532	(16,780)
Land Acquisition and Holding Costs	134,428	67,804	66,624	313,033	131,608	181,4245
Environmental Costs	12,060	7,618	4,442	48,384	39,037	9,347
Drilling Costs	424,518	145,202	279,316	614,387	136,786	477,601
Field Support Costs	33,026	30,453	2,573	133,553	106,273	27,280
Travel & Field Accommodation	29,967	14,245	15,722	164,279	62,493	101,786
Vehicle Expenditure	17,476	20,661	(3,185)	71,721	53,221	18,500
Salaries & Wages	238,931	160,595	78,336	713,068	299,193	413,875
Total	**$1,085,524**	**$704,786**	**$380,738**	**$3,640,458**	**$1,724,300**	**$1,916,158**

General & Administrative Expenditure						
Audit, Accounting & Admin Fees	$72,901	$23,619	$49,282	$136,589	$80,175	$56,414
Office and General	73,530	46,810	26,720	293,973	76,524	217,449
Finance Charges	2,597	2,392	205	9,527	629	8,898
Amortization	8,119	11,331	(3,212)	30,065	15,996	14,069
Legal Fees	2,007	4,230	(2,223)	15,683	17,122	(1,439)
Rent Expense	30,262	27,811	2,451	111,307	78,016	33,291
Investment Income	(32,534)	0	(32,534)	(70,106)	(2,400)	(67,706)
Professional Fees	20,567	94,492	(73,925)	220,328	136,310	84,018
Management Fees	57,000	67,063	(10,063)	239,625	245,163	(5,538)
Consulting Fees	100,335	46,688	53,647	460,379	46,688	413,691
Total	**$334,784**	**$324,436**	**($10,348)**	**$1,447,370**	**$694,223**	**$753,147**

ADDITIONAL DISCLOSURE FOR VENTURE ISSUERS WITHOUT SIGNIFICANT REVENUE (continued)

Project Expenditure

During the three months ended December 31, 2018, the Company incurred project expenditure of $1,085,524 as compared to $704,786 for the three months ended December 31, 2017.

During the twelve months ended December 31, 2018, the Company incurred project expenditure of $3,640,458 as compared to $1,724,300 for the twelve months ended December 31, 2017.

The increase in exploration and project-based expenditure quarter on quarter and on a twelve-month basis has been driven by a general increase in activities across the licence areas in which the group operates, acquisition of licences, as well as exchange rate fluctuations from 2017 to 2018. This is in line with the group's budgeted operational plan of expanding activities across its three project areas and feeding the project pipeline with advanced, intermediate and early stage targets.

During the periods under review, the group increased the volumes of its geochemical sampling surveys resulting in increased laboratory costs for analysis on a year-on-year basis. The group also undertook a drill program in the first half of 2018, which was the first drill campaign undertaken on the newly identified Karibib Gold Trend. The group continues to expand its landholdings in Namibia through securing additional exploration licences. This results in increased operational costs, land access costs (licence acquisition, compensation and fees) and employee costs (salaries and wages) year on year to fulfill the requisite exploration commitments. The Company's employment has doubled in the periods under review, and has stabilized at current activity levels. Employment will fluctuate based on the findings of our exploration programs. Expert consultants will augment our in-house geological expertise and will impact expenditure going forward. They serve not only to confirm or assist in the interpretation of results received but also in further streamlining the efficiency, cost and quality of the exploration work programs undertaken.

General & Administrative Expenditure

During the three months ended December 31, 2018, the Company incurred General & Administrative Expenditure of $334,784 as compared to $324,436 for the three months ended December 31, 2017.

During the twelve months ended December 31, 2018, the Company incurred General & Administrative Expenditure of $1,447,370 as compared to $694,223 for the twelve months ended December 31, 2017.

The increase in the General & Administrative Expenditure for the year to date has largely been driven by the once-off costs associated with:

- The amalgamation with Romulus Resources Limited resulting in significant accounting, auditing, filing and other professional fees being incurred over the twelve-month period to December 31, 2018. The direct costs were largely one-time fees and amounted to approximately $205,000 over the year, with approximately $272,009 of consolidation costs being recorded elsewhere.
- The group's ongoing administrative and regulatory expenses related to its listing on the TSX-V commenced in the 2018 financial year and have impacted the group by $92,000 in the year to December 31, 2018 as compared to Nil in 2017. These are disclosed under Professional and Consulting Fees.
- The Company embarked on two capital-raising exercises during the year prior to its listing on the TSX-V which resulted in significant fees being payable to promoters and consultants amounting to approximately $180,000 in the year to December 31, 2018. These are disclosed under Consulting Fees.

Other notable costs disclosed under General & Administrative Expenditure relate to:

- The larger head and administrative office facilities to allow for the increased scope of the group's activities, thus incurring higher rental and other office overhead costs over the year.
- New costs directly associated with being a public company. These incorporate expenditures associated with promoting the Company at conferences and road shows locally and internationally, and the publication of news releases together with any expenditure related thereto. These additional costs accumulated to approximately $220,000 in the year to December 31, 2018.
- The group utilizes finance lease agreements for the acquisition of its vehicles thereby incurring finance costs in respect of such transactions. This was largely offset by the interest earned on the higher average cash balances over the year.
- Higher auditing, review and secretarial fees associated with the increased size and complexity of the group's company structure and the fact that the Company has elected to have each quarter's financial statements reviewed by its external auditors. This has been disclosed under Professional Fees above.
- During the year, the group's headcount continued to increase, resulting in the employment of personnel on consultancy contracts in line with the group scaling up its technical and operational requirements. This has resulted in a significant increase in once-off costs disclosed under Consulting Fees amounting to $137,500.

Professional and Consulting Fees

The fees represent amounts paid by the Company for professional services provided to the Company by independent service providers, and include audit, accounting, public relations and legal costs.

During the three months ended December 31, 2018, the Company incurred professional fees of $120,902 as compared to $141,180 for the three months ended December 31, 2017.

During the twelve months ended December 31, 2018, the Company incurred professional fees of $680,707 as compared to $182,998 for the twelve months ended December 31, 2017.

Professional fees represent fees paid to external consultants, professional services and brokerage firms (including services rendered related to the RTO Transaction) and any capital-raising initiatives over the year. Consulting fees incurred include expenditure in respect of the listing of the group in the form of accounting, legal and auditing services as well as contracts concluded with officers of the group as external consultants.

Management Fees

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

During the three months ended December 31, 2018, the Company incurred management fees of $57,000 as compared to $67,063 for the three months ended December 31, 2017.

During the twelve months ended December 31, 2018, the Company incurred management fees of $239,625 as compared to $245,163 for the twelve months ended December 31, 2017.

Fees payable to members of the management team and related parties are disclosed in Note 16: Related Parties to the Consolidated Annual Financial Statements.

Foreign Exchange

The foreign exchange movements during the twelve months ended December 31, 2018 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 three and twelve months ended December 31, 2018 and 2017 was as follows:

	Three months ended Dec 31, 2018	Three months ended Dec 31, 2017	Increase/ (Decrease)	Twelve months ended Dec 31, 2018	Twelve months ended Dec 31, 2017	Increase/ (Decrease)
Project Expenditure						
Geological Consultants	$249	$26,692	($26,443)	$8,828	$50,346	($41,518)
Geochemistry	133,172	197,990	(64,818)	698,108	517,581	180,527
Geophysics	5,110	6,995	(1,885)	54,978	15,084	39,894
GIS	157	14,513	(14,356)	15,811	28,276	(12,445)
Land Acquisition and Holding Costs	49,323	44,612	4,711	198,846	72,821	126,025
Environmental Fees	6,039	3,047	2,992	23,403	9,521	13,882
Drilling	424,518	145,202	279,316	612,586	121,549	491,037
Field Support	17,213	19,052	(1,839)	102,855	87,099	15,756
Travel & Field Accommodation	9,025	2,152	6,873	33,973	13,086	20,887
Vehicle Expenditure	15,482	18,207	(2,725)	52,399	48,594	3,805
Salaries & Wages	117,560	83,775	33,785	315,019	166,615	148,404
Total	**$777,848**	**$562,237**	**$215,611**	**$2,116,806**	**$1,130,572**	**$986,234**

The Karibib Gold Project remains the main focus area consuming the majority of the group's resources in line with the recent news releases in the third and fourth quarters of 2018. The expenditure incurred reflects ongoing exploration (drilling and geochemical sampling), camp, land access and support costs in the form of vehicle and staff. As discussed in the technical section earlier in this document, fieldwork is ongoing, focusing on regional and detailed geochemical sampling, ground geophysical surveys and mapping. These are aimed at refining the understanding of existing targets and defining new targets for follow-up in 2019.

The overall increase in expenditure on a year-to-date basis, compared to 2017, reflects the increased exploration activities on the Project. The increase in licence acquisition and holding costs are a reflection of the acquisition of more licences, and the higher number of land access agreements secured. The increase in salaries and wages reflects the additional staff employed. The higher field staff complement reflects the increased project activity in general and resulted in increases across most of the expenditure groups reflected in the table above. Drill costs represent the two programs undertaken on the Karibib Project in 2018.

Otjikoto East Exploration Project

The Company's Exploration and Evaluation expenditure ("E&E) on the Otjikoto East Exploration Project for the three and twelve months ended December 31, 2018 and 2017 was as follows:

	Three months ended Dec 31, 2018	Three months ended Dec 31, 2017	Increase/ (Decrease)	Twelve months ended Dec 31, 2018	Twelve months ended Dec 31, 2017	Increase/ (Decrease)
Project Expenditure						
Geological Consultants	$0	$3,097	($3,097)	$0	$4,757	($4,757)
Geochemistry	14,886	24,897	(10,011)	157,737	29,604	128,133
Geophysics	915	0	915	174,670	6,837	167,833
GIS	0	0	0	1,873	3,759	(1,886)
Land Acquisition and Holding Costs	84,810	3,659	81,151	108,834	3,659	105,175
Environmental Fees	5,482	195	5,287	11,715	8,832	2,883
Drilling	0	0	0	1,793	0	1,793
Field Support	15,434	10,860	4,574	28,439	13,593	14,846
Travel & Field Accommodation	1,502	2,740	(1,238)	18,727	4,377	14,350
Vehicle Expenditure	288	1,212	(924)	14,394	1,211	13,183
Salaries & Wages	35,185	0	35,185	108,846	0	108,846
Total	**$158,502**	**$46,660**	**$111,842**	**$627,028**	**$76,629**	**$550,399**

Since Osino first commenced exploration activities on the Otjikoto East Exploration Project in late 2017, work has focused on regional surface geochemical sampling, airborne geophysical surveys and regional mapping. These are aimed at assessing the large licence holdings and defining targets for follow-up. This work has covered about 60% of the priority regional target areas. The Company expects the initial regional work to be completed in H2-2019. Progress during the last quarter has been significant, and five target areas have now been identified for follow-up later in 2019.

The overall increase in expenditure, in both the quarter and year to date relative to 2017, reflects the increased activity on the Project as field activities expanded. This was as a result of additional licence acquisitions and the completion of permitting and land access agreements. In addition, the positive results obtained from the work undertaken during 2018 on the Otjikoto East and Karibib Projects has validated the Company's exploration model and methods. This has warranted an increase in activities and expenditure on the area in an effort to identify more targets for drill testing in 2019.

Otjiwarongo Regional Project

The Company’s Exploration and Evaluation expenditure (“E&E) on the Otjiwarongo Regional Project for the three and twelve months ended December 31, 2018 and 2017 was as follows:

	Three months ended Dec 31, 2018	Three months ended Dec 31, 2017	Increase/ (Decrease)	Twelve months ended Sep 31, 2018	Twelve months ended Dec 31, 2017	Increase/ (Decrease)
Project Expenditure						
Geological Consultants	$0	$2,036	($2,036)	$0	3,696	($3,696)
Geochemistry	0	0	0	739	0	739
Geophysics	0	5,066	(5,066)	42,517	5,066	37,451
GIS	0	366	(366)	68	882	(814)
Land Acquisition and Holding Costs	295	19,534	(19,239)	5,353	54,737	(49,384)
Environmental Fees	539	4,376	(3,837)	13,222	20,684	(7,462)
Drilling	0	0	0	0	15,238	(15,238)
Field Support	0	0	0	9	14	(5)
Travel & Field Accommodation	610	0	610	2,091	1,543	548
Vehicle Expenditure	1,009	0	1,009	1,185	442	743
Salaries & Wages	2,661	0	2,661	3,170	0	3,170
Total	**$5,114**	**$31,378**	**($26,266)**	**$68,354**	**$102,302**	**($33,948)**

The Otjiwarongo Regional Project is part of the Company's ongoing drive to secure additional prospective ground in Namibia. Activities during the quarter and on the project to date have focused on acquiring prospecting licences, regional and detailed desktop interpretations and regional target definition. An initial reconnaissance visit was made in the quarter to the current priority target in the project (“Etekero Target”), and a preliminary drilling campaign is planned for H1-2019. Initial regional field programs are planned in Q2-2019 on priority regional targets, with the aim of defining targets for detailed follow-up in late 2019 and early 2020.

Other Expenses

The Company's Other expenditure ("G&A) for the three and twelve months ended December 31, 2018 and 2017 was as follows:

	Three months ended Dec 31, 2018	Three months ended Dec 31, 2017	Increase/ (Decrease)	Twelve months ended Dec 31, 2018	Twelve months ended Dec 31, 2017	Increase/ (Decrease)
Project Expenditure						
Geological Consultants	40,627	($23,444)	$64,071	$426,704	$228,185	$198,519
Geochemistry	0	0	0	0	0	0
Geophysics	0	0	0	0	0	0
GIS	0	0	0	0	1,615	(1,615)
Land Acquisition and Holding Costs	0	0	0	0	391	(391)
Environmental Fees	0	0	0	44	0	44
Drilling	0	0	0	9	0	9
Field Support	379	540	(161)	2,250	5,566	(3,316)
Travel & Field Accommodation	18,830	9,354	9,476	109,488	43,487	66,001
Vehicle Expenditure	696	1,241	(545)	3,742	2,974	768
Salaries & Wages	83,528	76,820	6,708	286,033	132,579	153,454
Total	**$144,060**	**$64,511**	**$79,549**	**$828,270**	**$414,797**	**$413,473**

General & Administrative Expenditure						
Audit, Accounting & Admin Fees	$70,299	$39,975	$30,324	$136,589	$77,878	$58,711
Office and General	59,882	23,235	36,647	284,860	56,084	228,776
Finance Charges	2,597	737	1,860	9,527	629	8,898
Amortization	8,411	11,331	(2,920)	30,065	15,996	14,069
Legal Fees	0	5,014	(5,014)	$2,087	10,677	(8,590)
Rent Expense	20,848	18,318	4,530	27,978	49,801	(21,823)
Investment Income	(32,645)	(45)	(32,600)	(70,106)	(2,400)	(67,706)
Professional Fees	20,567	94,537	(73,970)	192,671	136,310	56,361
Management Fees	57,000	67,063	(10,063)	239,625	245,163	(5,538)
Consulting Fees	100,335	46,688	53,647	459,926	46,688	413,238
Regional Projects	25,490	17,583	7,907	134,148	57,397	76,751
Total	**$334,784**	**$324,436**	**$10,348**	**$1,447,370**	**$694,223**	**$753,147**

Project Expenditure

Geological consultancy fees reflect expenditure of a general nature incurred at head office level to external independent consultants and service providers and cannot be allocated to any individual project. The expense on a year-to-date basis includes the non-cash cost of the amalgamation transaction concluded with Romulus Resources Ltd. in the second quarter of 2018, amounting to $272,009.

Salaries & Wages includes fees paid to members of management and staff whose costs have not been or cannot be allocated to any particular project. This cost was impacted by the growth of the Company's headcount during the year.

Travel and accommodation reflects 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 increase.

General & Administrative Expenditure ("G&A")

Commentary on the Company's G&A Expenditure has been provided earlier 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 petroleum and natural gas 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 twelve months ended December 31, 2018, the Company's overall position of cash and cash equivalents increased by $414,020. This increase in cash can be attributed to the following activities:

1) The Company's net cash used in continued operating activities during the twelve months ended December 31, 2018 was $4,796,188 as compared to cash used in operating activities of $2,654,160 for the twelve months ended December 31, 2017. This primary use of cash in the twelve-month period was for expenditure incurred in expanding the group's exploration activities and regions, once-off amounts of expenditure attributable to the RTO transaction finalized on June 26, 2018 and various licence acquisitions throughout the year.

2) Cash used in investing activities during the twelve months ended December 31, 2018 amounted to $93,712 as compared to $139,654 for the twelve months ended December 31, 2017. The primary use of cash related

to the acquisition of vehicles and equipment used in field operations. This was offset by disposals of older assets during the year that had reached the end of their lifespan. Where possible, proceeds were re-invested in newer assets aligned to the expansion of our exploration activities.

3) Cash generated from financing activities for the twelve months ended December 31, 2018 was $5,387,881 as compared to $4,901,420 from financing activities during the twelve months ended December 31, 2017. The primary contributor to this increase were the capital raisings undertaken in 2018, the conversion of warrants to shares by the warrant holders, and proceeds secured from the financing of vehicles acquired during the year.

4) The Company's cash movement for the twelve months ended December 31, 2018 has been negatively impacted to the value of $83,961 by currency fluctuations as compared to a positive impact of $68,344 for the twelve months ended December 31, 2017.

As discussed above, the Company is required to undertake specific exploration activities on each of the Company's licences (See "Overview of Operations" for information on the Company's commitments as well as Notes 10, 14 and 15 of the consolidated annual financial statements).

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 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 accumulated deficit. The Company manages its capital structure and makes adjustments to it in light of economic conditions. The Company, upon approval from its Board of Directors, will balance its overall capital structure through new share issues or by undertaking other activities as considered appropriate under the specific circumstances.

COMMON SHARE DATA (as at April 25, 2019)

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

Common Shares	56,297,975
Share options issued to directors, officers and consultants and employees	3,866,122
Warrants issued and outstanding	151,883
Common shares outstanding on a fully diluted basis	60,315,980

Details with respect to the movement and value of share capital are set out in note 5 of the Consolidated Annual Financial Statements for the year ended December 31, 2018.

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 10 and 14 of the Annual Consolidated Financial Statements for the year ended December 31, 2018.

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 ability of the Company 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, 2018, the Company has incurred cumulative losses of $11,881,298.

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

Mining is the biggest contributor to the Namibian economy in terms of revenue. It accounts for 25% of the country's income. Despite the growing uncertainty in recent years, in 2017, Namibia's mining sector recorded growth of 12.8%, generating over R29 billion in revenue for the 2017/2018 financial year. In the first two quarters of 2018, the industry posted positive growth of 4.7% and 22.4%, respectively, according to the Namibia Statistics Agency (NSA). Unofficial third-quarter production figures received from the Ministry of Mines and Energy indicated that the industry was on track to post another year of strong growth in 2018. The good performance was mostly attributed to increased production for diamonds and uranium, and favourable commodity prices from the end of 2016 to the second half of 2018.

Growth in the mining sector is largely 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 the investments they make 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. During this time, when mineral commodity markets were in fact depressed, Namibia attracted over R40 billion worth of investment due to its favourable and stable legislative environment. However, the country's absolute ranking has deteriorated since then, with the now retracted New Equitable Economic Empowerment Framework draft bill and additional conditions to licences cited as the main barriers to investment. The issue on additional licences, which was the main barrier to investment into exploration, has finally been resolved. The recently proposed changes to the Income Tax Act have also negatively impacted investor confidence. However, the Chamber of Mines has revealed that an Inter-Ministerial Committee has been established to consult industry on the proposed changes and to agree on an amicable way forward on this issue.

There are, however, some exciting developments taking place in the industry with the re-opening of two old mines. The Namib Lead and Zinc mine near Swakopmund is set to start production soon and a new investor is re-opening the Uis Tin mine, thereby breathing new life into the otherwise economically depressed community. In addition, Whale Rock Cement's new cement plant is complete and has started mining limestone and producing cement.

Namibia is a member of the Southern African Customs Union ("SACU"), which provides for a common external tariff and guarantees free movement of goods between its member states. A high proportion of Namibia's trade is conducted with SACU members, and the Namibian Ministry of Finance estimates that the transfers from SACU account for approximately 34% of Namibia's total government revenue. The Namibian Government is therefore highly dependent on SACU revenue. However, Namibia's share of the SACU revenue is expected to decline in the foreseeable future, the result of which could be that the Namibian government may be compelled to introduce additional tax measures, which could have an adverse effect on the Company's business.

The NSA announced that the local economy had recorded a 10th straight quarter (ended September 30, 2018) of negative growth after a contraction of 0.8% compared to a contraction of 1% in the same period of 2017. This followed a decrease of 0.2% in the first and second quarter of 2018. The expectation is for the Namibian economy to rebound to positive growth in 2019, through stronger growth in construction-related manufacturing activities. Inflation figures released by the NSA showed that inflation had jumped to 5.6% in November 2018 from 5.1% in October following increases in inflation for food and transport. The quarter also recorded a trade deficit of N$3.3 billion, an improvement of 60% when compared to N$8.3 billion in the third quarter of 2017. The reduced deficit was because exports grew by 56%, while imports went up by 16%. Fitch has revised Namibia's economic outlook from stable to negative while keeping the country's credit ratings at BB+ for foreign denominations and AA+ for the South African market. Fitch has projected a contraction of 0.4% in 2018 (2017: -0.9%) compared to the previous forecast of 0.6%.

Statistical evidence from the NSA shows that a number of indices are now improving, such as final consumption and the balance of payments, which has brought the current account deficit down to only 2.2%. It projects the central government's deficit to narrow modestly to 4.1% of GDP in fiscal year 2020/21, from a forecast of 4.6% in fiscal year 2018/19. HE Bank of Namibia believes the country's economy will decline by 0.2% in 2018/19 before gaining 1.5% in 2019/20. This is a slight improvement from the decline experienced in 2017 of 0.9% and 0.6% recorded in 2016.

Furthermore, the undue volatility of the Namibian dollar and uncertainty about weather conditions could have adverse effects on growth, going forward. A slowdown in demand for minerals from China will also increase the risk to projected growth for primary industries.

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 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 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 16 of the Consolidated Annual Financial Statements for the year ended December 31, 2018.

Effective January 1, 2018, the Company entered into an amended and restated consulting agreement with Sparenberg Capital Limited, a company owned and controlled by an officer and director of the Company, at a monthly fee of $20,000. 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 $10,000. 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 year ended December 31, 2018, the Company incurred management fees of $120,000 (December 31, 2017 – $122,500) to Sparenberg Capital Limited, $90,000 (December 31, 2017 – $94,350) to Rivonia Capital Inc., $10,500 (December 31, 2017 - Nil) to The M & S Group and $19,125 (December 31, 2017 – $28,313) to 2238012 Ontario Inc., all companies controlled by officers and/or directors of the Company. As at December 31, 2018, $Nil (December 31, 2017 – $40,173) 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 annual consolidated 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 5 of the Company's Annual Consolidated Financial Statements for the year ended December 31, 2018.

The Company's significant accounting policies can be found on pages 10 to 16 of the Company's Annual Consolidated Financial Statements for the year ended December 31, 2018.

USE OF ESTIMATES

The preparation of the consolidated 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.

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 5 of the Annual Consolidated Financial Statements for the year ended December 31, 2018.

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 audited 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

Adopted standards in the period

IFRS 9 (Financial Instruments: Classification and Measurement), effective for interim periods beginning on or after January 1, 2018, with early adoption permitted, introduces new requirements for the classification and measurement of financial instruments. IFRS 9 also replaces the models for measuring the equity instruments, and such instruments are either recognized at fair value through profit or loss or at fair value through other comprehensive income. Requirements for financial liabilities were added in October 2010 and they largely carried forward existing requirements in IAS 39, except that fair value changes due to credit risk for liabilities designated at fair value through profit and loss would generally be recorded in other comprehensive income. Based on the Company's assessment, the Company has determined that this standard will not have a significant impact on its annual consolidated financial statements.

IFRS 15 (Revenue from Contracts with Customers) was issued by the IASB in May 2014. The new standard provides a comprehensive framework for recognition, measurement and disclosure of revenue from contracts with customers, excluding contracts within the scope of the standards on leases, insurance contracts and financial instruments. IFRS 15 is effective for annual periods beginning on or after January 1, 2018 and is to be applied retrospectively with early adoption permitted. Based on the Company's assessment, it has been determined that the adoption of this standard is not expected to have a significant impact on the annual consolidated financial statements as the Company is currently not generating operating revenues.

Policies not yet adopted

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 extent of the impact of adoption of the IFRS 16 has not yet been determined.

IFRIC 22 Foreign Currency Transactions and Advanced Consideration was issued in December 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 the above standards and does not plan early adoption of these new standards.

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.