OSINO RESOURCES CORP.
(formerly Romulus Resources Ltd.)
MANAGEMENT DISCUSSION AND ANALYSIS ("MD&A")
For the three months ended March 31, 2020

Prepared by:

OSINO RESOURCES CORP.

Suite 810 – 789 West Pender Street
Vancouver, BC
V6C1H2

June 1, 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 Interim Financial Statements of the Company and the notes thereto for the three months ended March 31, 2020, 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 June 1, 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 Interim Financial Statements for the three months ended March 31, 2020 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 implementing the 2020 drilling program which commenced in mid-March. At the time of the COVID-19-related lockdown in Namibia on March 27, 2020, four diamond drill holes had been completed at Twin Hills Central.

The lockdown in Namibia was lifted as of 5 May 2020 and allowed for all economic activities to recommence where effective social distancing and hygiene measures can be enforced. Osino has implemented stringent procedures in order to monitor and prevent the spread of COVID-19 at all of its operations. 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%, remains 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 pending at the registrar of companies in Namibia.

- 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. Osino Namibia Minerals transferred the balance of the purchase price of $10,911 (125,000 Namibian dollars) effective January 24, 2020. Upon completion of the transfer of the Alston Licenses, 31,250 Common Shares of Osino Resources Corp. will be delivered to Alston.

- 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 certain exploration licenses. The balance of the purchase price, being $10,911 (125,000 Namibian dollars), will become payable by Osino Namibia Minerals within 10 business days of all the licenses having been granted and issued by the Minister of Mines and Energy, and the last of the licenses having been transferred to Osino Namibia Minerals. Upon completion of the transfer of the Logan Licenses, 31,250 Common Shares of Osino Resources Corp. will be delivered to Logan.

- 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 met the conditions of its commitment with respect to EPL5271 (“Ndokosho”) and has registered Toroa Minerals Exploration (Pty) Ltd (“Toroa”), which owns the respective licence. Osino has secured a 70% interest in Toroa. 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, as consideration thereof. The registration of Toroa was effective February 3, 2020.

On May 1, 2020, the Company entered into an agreement with S N Ndokosho ("Ndokosho") by signing an addendum to the Letter Agreement ("Addendum") of October 11, 2017 for EPL5271. Toroa has committed to spending a further C$39,335 (500,000 Namibian Dollars) on exploration within 24 months of the signing date. In consideration thereof, the ownership by the Company in Toroa will be increased from 70% to 85%. As consideration, the Company will pay Ndokosho an additional C$3,933 (50,000 Namibian Dollars) within 7 days of signing the Addendum, and a further C$3,933 (50,000 Namibian Dollars) within 7 days of receipt of the transfer of EPL5271 to Toroa. The Company, through its wholly-owned subsidiary, Osino Prospect, made a payment of $3,933 (50,000 Namibia Dollars) to Ndokosho, effective May 5, 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.

- 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 was accrued for in the Company's Consolidated Annual Financial Statements for the year ended December 31, 2019.

- The Company announced the resumption of its exploration activities with the recommencement of the Twin Hills drill program. The government of Namibia announcement on April 30, 2020, that exploration activities would be allowed to resume with certain COVID-19 related limitations and precautions in place Osino field work re-commenced on May 8, 2020, with Twin Hills drilling scheduled later in May 2020. A 20,000m drill program at Twin Hills Central Discovery was initiated in mid-March 2020 with four drill holes completed before activities were halted on March 27,2020 due to COVID-19. The remainder of the program is expected to be completed before the end of CY2020, in line with the February 2020 work program announcement.

- On April 21, 2020, Osino signed an addendum to the agreement with Flocked Consultancy Services (Proprietary) Limited ("Flocked"), a third-party license holder of EPL5641 to extend the first phase Exploration Period by an estimated two calendar months from the original anniversary date of April 21, 2020. The extension was required to complete the technical specifications of the Exploration Period as set out in the Letter Agreement.

OVERVIEW OF OPERATIONS

As at the end of March 2020, a total of 816m had been drilled in the planned H1-2020 drill program. Four diamond drill holes had been completed (804m) and a fifth hole was halted at 12m in depth.

In addition to the drilling program, the Company commissioned an induced polarization (IP) and resistivity geophysical survey, undertook a third-party review of the Twin Hills Central structural geological logging and geological model and engaged an external consultancy firm to review the company's procedures and data. The planned preliminary metallurgical test work was postponed due to the COVID-19 related closure of the laboratory in South Africa, in March 2020.

The company has taken on both technical and safety training of personnel and implemented the updated safety and emergency response procedures for the 2020 field programs underway. These procedures have been updated to include all the necessary COVID-19 precautions required for the resumption of exploration activities. The drilling program recommenced on 8 May 2020 and all other field activities are expected to be resumed before the end of May 2020.

All laboratory workflow has also resumed and pending drill results including the preliminary metallurgical test work results are expected in late May 2020.

Regional exploration work on the Karibib and Otjiwarongo Projects will recommence in 2Q 2020, commencing with surface sampling and mapping activities.

As of March 31, 2020, the Company's ground position included twenty-two Exclusive Prospecting Licenses covering approximately 6,577.6km^2 or 657,760 hectares (as indicated in Table 1 below). A number of new licenses and two pending applications, have since been added to the portfolio since quarter end, bringing the total licenses to twenty-seven covering an area of 7,228km^2 (as of May 30, 2020).

The company has initiated discussions for the purchase of a warehouse facility in the centrally located town of Omaruru, Namibia. This will provide the required warehousing facilities for the processing and storage of samples, equipment storage and related activities. This facility will become critical as the Twin Hills Central project progresses in its development, as well as for ongoing regional programs where the Company is active.

Land access agreements and negotiations with respect thereto continue on the Otjiwarongo Regional Project, where a number of new licenses have been added as has been noted above.

Availability of Funding

As at March 31, 2020, the Company had working capital of $12,794,698 (March 31, 2019: $3,291,538). This includes cash and cash equivalents totalling $12,530,467 (March 31, 2019: $2,999,381). It is anticipated that the available funds on hand 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 March 31, 2020, 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 comprised eleven licenses comprising approximately 1,946 km^2 at 31 March 2020. In early May 2020, this increased to 15 licenses covering approximately 1,830km^2. The reduction in overall area reflects the new procedural requirements from the Ministry of Mines and Energy to reduce the size of licenses at the time of renewal, where possible, to better reflect our priority areas.

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, Barking Dog Target, Clouds Target, Twin Hills Central discovery and Twin Hills West. 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 final 2019 drilling results on the Twin Hills Cluster were received in January 2020, and were reported on in news releases during the quarter under review, as well as in the previous MD&A document (dated April 30, 2020).

The best intersections from the 2019 drilling program at Twin Hills Central are repeated here 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
incl.	194	198	4	1.07

Hole ID	From (m)	To (m)	Width (m)	Au (g/t)
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*

In February 2020, the planned 2020 drill program was announced. The 20,000m program will be carried out in two phases (spread over H1 and H2 for CY2020). Two diamond drill rigs commenced activities in mid-March with the aim of carrying out targeted drilling to define the high-grade shoots, extend the Twin Hills Central mineralization at depth and along strike, and to carry out in-fill drilling. The 2H2020 drilling program will be similar, but with the aim of completing the in-fill drilling to a nominal 100m x 50m grid, sufficient to allow a maiden resource estimate to be completed. Despite delays due to the COVID-19 lockdown, the Company expects to complete the program as planned.

A gradient array IP (Induced Polarization) survey commenced in March2020 covering Twin Hills Central and Twin Hills West, as well as prospective areas along strike and to the south of both areas. The IP will help identify non-magnetic targets (i.e. pyrrhotite-poor and arsenopyrite dominant) as well as concealed structural targets.

An independent structural geology review of Twin Hills Central drill-core was undertaken in March with the results and recommendations therefrom released to the Company in early May 2020. The study has made a number of recommendations for ongoing data gathering and interpretation, as well as the targeting of further mineralization. These recommendations will be implemented with the resumption of drilling activities in May 2020.

Preliminary metallurgical test-work and gold deportment studies have commenced after being delayed by the COVID-19 lockdown in South Africa. Results of the first pass studies are aimed at determining the expected gold recovery using a simple mill and leach circuit. These are expected in late May 2020. These results will determine further work to be undertaken throughout the remainder of CY2020.

Work on the regional extensions of the Karibib Gold Trend and other regional targets will include possible shallow percussion calcrete and bedrock drilling. Surface sampling will continue in the current quarter (2Q2020).

Otjikoto East Gold Project

At the end of March 2020, the Otjikoto East Gold Project was made up of five licenses covering approximately 1,629km^2. As of early May, this has now reduced to three licenses covering 1,258 km^2. The change in license holdings reflects the relinquishment of two low priority areas. The remaining license 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 license area(s), and other known gold deposits in Namibia.

Work during the quarter has focused on the reinterpretation of results and preparation for field programs to be undertaken in 2Q2020. The work program will include the drilling of Au-Cu anomalies in bedrock using percussion drill rigs at Fairview, as well as surface sampling of unsampled regional targets that have been identified (e.g. Gaidaus, Omagonde and Devon South Fault).

Otjiwarongo Regional Gold Project

As of 31 March 2020, the Otjiwarongo Regional Gold Project was made up of six licenses with a surface area in excess of 3,002km^2, situated in central Namibia. With the acquisition and granting of a number of licenses in early May 2020, the number of licenses has increased to nine, covering an area of approximately 4,140km^2. The licenses lie roughly between the Company's Karibib and Otjikoto East Gold Projects.

Drilling is planned for the second half of calendar year 2020 (CY2020) to follow up on a Au-As anomaly located and identified in the second half of 2019 using bedrock percussion drilling at Etekero. The drilling to be undertaken at Etekero aims to establish the size and grade potential of the anomaly, as well as obtaining geological and structural information on this target that is under cover.

Exploration will also include regional sampling and mapping studies aimed at identifying new targets for drill testing in late CY 2020.

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. 2.	Twin Hills Central Goldkuppe	Significant historical and current drilling. Potential economic intersection(s).	Review previous work; identify areas for further targeted drilling
Follow-up and Drill-tested Targets	3. 4. 5. 6. 7. 8. 9. 10. 11. 12. 13. 14. 15. 16. 17. 18. 19.	Twin Hills West Barking Dog Clouds Oasis Wedge (North and South) Twin Hills East Etekero Fairview Goldkuppe Extensions Okapawe Okapawe Dam Dropstone Albrechts Group Platform Okumukanti North Okumukanti South Okumukanti Linear	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.
Identified Targets	20. 21. 22. 23. 24. 25. 26. 27. 28. 29. 30. 31. 32. 33. 34.	Shilongo Splay OJW Airfield Main Road 1 & 2 Quarry/Southern Karibib Jog Karibib Fault Zone West End Puff Adder KB Anomaly OK Anomaly Omagonde Anomaly Gaidaus Anomaly Omahona Anomaly Waldorf South Anomaly	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

	35. 36.	Gesundbrunnen East Gesundbrunnen West		
Grassroots/ Conceptual Targets	37. 38. 39. 40. 41. 42. 43. 44. 45.	Epako Aukas Kranzberg Dome NE Domes Oz Saddle Camel Kamapu SHK	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 discovery of Twin Hills Central during the second half of 2019 was a significant milestone in the Company's exploration in Namibia. 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 license. The Company will 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 will compensate the owners for such losses, costs and/or damages that may result directly therefrom on terms 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 will 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 remainder of 2Q2020 and early-2H2020 across our Project Areas is as follows:

Karibib Gold Project

- Continue with the 20,000m drill program announced at Twin Hills Central and strike extensions.
- Finalise preliminary metallurgical test work results and ongoing baseline environmental, social and related studies in the vicinity of Twin Hills.
- Review of regional work completed along the Karibib Fault Zone, refine further targets for follow up.
- Additional regional sampling in the Kranzberg and new license areas, based on ranking prioritization of regional targets.

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 and/or conceptual target areas, especially Devon South.

Otjiwarongo Regional Project

- Follow up of initial shallow bedrock percussion drilling at the Etekero Target (RC and/or DD).
- Ongoing regional sampling and mapping programs on priority regional target areas.
- Ongoing reconnaissance visits to other identified areas of potential, continue negotiations with respect to farm/land access agreements for the commencement of additional sampling programs in early 2H2020.

FINANCIAL POSITION

As at March 31, 2020, the Company had total assets of $13,547,425 and a net equity position of $13,302,515. This compares with total assets of $3,731,566 and a net equity position of $3,632,557 as at March 31, 2019. The Company had liabilities of $623,091 as at March 31, 2020, as compared with $290,559 as at March 31, 2019.

As at March 31, 2020, the Company had working capital of $12,794,698 compared with working capital of $3,291,538 as at March 31, 2019. The Company had cash on hand of $12,530,467 as at March 31, 2020, compared with $2,999,381 as at March 31, 2019 and other receivables and prepaid expenses of $842,163 as at March 31, 2020 as compared to $496,255 as at March 31, 2019.

As of the date of this report, the Company has cash and cash equivalents on hand of approximately $11,6 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 Ministry of Mines and Energy (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 property 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:

Income Statement for the three months ended	**Mar 31, 2020**	**Dec 31, 2019**	**Sep 30, 2019**	**Jun 30, 2019**
Amortization	$10,831	$15,000	$17,259	$17,144
Exploration expenses	396,939	1,166,563	662,507	611,308
Professional fees	175,785	176,576	125,165	119,717
Consulting fees	76,782	88,429	250,794	73,050
Listing fees	-	-	-	-
Management fees	90,000	64,500	64,500	574,500
Salaries and benefits	170,249	489,450	167,716	171,078
Office and General	210,159	144,486	251,420	146,604
Travel	37,597	29,141	33,073	39,082
Stock options expense	396,753	57,666	104,296	113,760
Investment income	(25,033)	(2,492)	(4,788)	(11,188)
Loss for the period	**$1,540,062**	**$2,229,319**	**$1,671,942**	**$1,855,055**
Foreign translation gain/(loss)	(202,943)	69,304	(68,860)	10,173
Net comprehensive loss for the period	**$1,743,005**	**$2,160,015**	**$1,740,802**	**$1,844,882**
Weighted average number of shares in issue	79,241,330	67,368,495	65,689,962	56,730,724
Basic and diluted loss per share	($0,02)	($0,03)	($0,03)	($0,03)

REVIEW OF FINANCIAL RESULTS (continued)

Summary of Quarterly Results (continued)

Income Statement for the three months ended	Mar 31, 2019	Dec 31, 2018	Sep 30, 2018	Jun 30, 2018
Amortization	$17,079	$8,058	$8,752	$12,798
Exploration expenses	664,836	777,368	384,989	869,617
Professional fees	99,844	227,656	92,794	94,041
Consulting fees	80,947	87,050	82,206	156,600
Listing fees	-	-	-	272,009
Management fees	94,500	57,000	57,000	63,000
Salaries and benefits	172,426	138,957	206,974	180,911
Office and General	95,836	123,617	127,600	53,194
Travel	53,778	27,533	50,480	34,615
Stock options expense	98,410	287,997	162,235	319,180
Investment income	(22,799)	(26,930)	(10,330)	(3,229)
Loss for the period	**$1,354,857**	**$1,708,306**	**$1,162,700**	**$2,052,736**
Foreign translation gain/(loss)	(42,838)	85,960	(133)	(179, 302)
Net comprehensive loss for the period	**$1,397,695**	**$1,622,346**	**$1,162,833**	**$2,232,038**
Weighted average number of shares in issue	56,382,271	56,297,976	56,297,976	46,421,923
Basic and diluted loss per share	($0,02)	($0,03)	($0,02)	($0,05)

The Company's overall expenditure in the quarter increased compared to Q1 of 2019 mainly due to the costs associated with the prospectus based financing that could not be capitalized. This had a significant effect on the Professional and consulting fees payable in the quarter. The Company continued to spend against the accelerated exploration program for 2020, however, activities were significantly reduced whilst awaiting the results of the 2019 drill program so that management could more definitively plan the program for FY2020. The spread of COVID-19 virus globally resulted in the Company reducing and then halting all exploration activities on March 27, 2020, thus further impacting on the spend during the quarter.

The remainder of the increased overhead expenditure (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 prospectus based financing closed in the quarter. This was accounted for under Consulting fees in the table above and amounted approximately $60,000 in the quarter.

- During the period, the Company initiated its application for trading on the OTCQB Venture Market. The fees associated with this process amounted to approximately $31,000 in the quarter.
- Additional legal, regulatory, accounting/auditing costs and exchange related expenditure were incurred on a first-time basis in FY2020. These cumulatively increased 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.

	Three months ended Mar 31, 2020	Three months ended Mar 31, 2019	Increase/ (Decrease)
Project Expenditure			
Geological Consultants	$60,482	$65,748	$(5,266)
Geochemistry	85,064	159,913	(74,849)
Geophysics	28,410	7,128	21,282
GIS Costs	599	7,653	(7,054)
Licence Acquisition & Holding Costs	39,928	366,235	(326,307)
Environmental Costs	20,832	4,105	16,727
Drilling Costs	114,943	676	114,267
Field Support Costs	38,490	29,347	9,143
Travel & Field Accommodation	37,361	56,706	(19,345)
Vehicle Expenditure	11,020	20,001	(8,981)
Salaries & Wages	179,630	186,911	(7,281)
Total	**$616,759**	**$904,423**	**$(287,664)**

General & Administrative Expenditure			
Audit, Accounting & Admin Fees	$31,939	$19,101	$12,838
Office and General	168,401	86,184	82,217
Finance Charges	2,674	3,928	(1,254)
Amortization	10,831	17,079	(6,248)
Legal Fees	12,015	2,689	9,326
Rent Expense	25,851	20,895	4,956
Investment Income	(27,707)	(23,879)	(3,828)
Professional Fees	92,758	50,580	42,178
Management Fees	90,000	94,500	(4,500)
Consulting Fees	88,596	80,947	7,649
Management Fee Income	-	-	-
Listing Expense	31,192	-	31,192
Total	**$526,550**	**$352,024**	**$174,526**

ADDITIONAL DISCLOSURE FOR VENTURE ISSUERS WITHOUT SIGNIFICANT REVENUE (continued)

Project Expenditure

During the Three months ended March 31, 2020, the Company incurred project expenditure of $616,759 as compared to $904,423 for the Three months ended March 31, 2019.

The decrease in exploration and project-based expenditure on a quarterly basis is as a result of the significantly lower costs incurred on licence acquisition and holding costs. Up until the forced exploration shutdown due to the COVID-19 pandemic on March 27, 2020, the Company accelerated its drill program on the Karibib Gold Project, due to the success of the results achieved to date. The Company has continued to acquire additional licences in the period, thus impacting the costs associated with licence acquisition and holding costs by an additional $40,000 for the period. The expansion of the Company's drill program in 2019 has been a key success feature of the Company's activities, further warranting the additional $115,000 spent during the period under review. This is in line with the Company's updated budgeted operational plan for FY2020. 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 Company's Project Costs for the quarter under review are within budget.

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/or planned.

General & Administrative Expenditure

During the Three months ended March 31, 2020, the Company incurred General & Administrative Expenditure of $526,550 as compared to $352,024 for Three months ended March 31, 2019.

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

- The Company incurs 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 Company expecting to release significant news worthy events in the forthcoming months.
- The Company incurred significant expenditure with promoters and consultants related to the prospectus based financing closed during the period. As a result, the Company incurred costs of approximately $60,000 for the period as compared to the comparative period.
- Expenditure in connection with the Company's intention to apply for trading on the OTCQB Venture Market during the course of this financial year has amounted to $31,192 in the quarter and is disclosed under listing expense in the table above.

Professional and Consulting Fees

During the three months ended March 31, 2020, the Company incurred professional and consulting fees of $181,354 as compared to $131,527 for the three months ended March 31, 2019.

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 period. These included the prospectus based financing closed in the period, the filing fees related to the financing and additional regulatory expenditure requirements related thereto. Additional expenditure incurred in this period amounted to approximately $16,000 in the quarter.

Consulting fees incurred includes certain expenditures incurred in connection with the Company's capital raising initiatives undertaken during the first quarter of 2020, including accounting, legal and auditing services rendered. The additional legal and accounting expenditure incurred in this period amounted to approximately $30,500.

Management Fees

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

During the three months ended March 31, 2020, the Company incurred management fees of $90,000 as compared to $94,500 for the three months ended March 31, 2019.

Fees payable to members of the management team and related parties are disclosed in Note 15: Related Parties to the Consolidated Interim Financial Statements for the three months ended March 31, 2020.

Foreign Exchange

The foreign exchange movements during the three months ended March 31, 2020 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 months ended March 31, 2020 and the three months ended March 31, 2019 was as follows:

	Three months ended Mar 31, 2020	Three months ended Mar 31, 2019	Increase/ (Decrease)
Project Expenditure			
Geological Consultants	$21,222	$26,563	$(5,341)
Geochemistry	35,684	104,355	(68,671)
Geophysics	18,586	7,128	11,459
GIS	-	3,405	(3,405)
Licence Acquisition & Holding Costs	17,476	37,006	(19,530)
Environmental Fees	6,408	2,545	(3,863)
Drilling	114,943	468	114,476
Field Support	32,573	19,629	12,944
Travel & Field Accommodation	4,386	12,558	(8,172)
Vehicle Expenditure	12,590	14,905	(2,315)
Salaries & Wages	75,722	62,998	12,724
Total	**$339,590**	**$291,560**	**$48,030**

The Karibib Project, and more specifically, the Twin Hills Central discovery continues to be the company's main focus area and has consumed the majority of the Company's resources during the quarter. Work during the quarter focused primarily on the commencement of the drill program at Twin Hills Central. Drilling completed as part of the 2019 drill program accounted for much of the expenditure reflected above as it ran over into the current quarter.

The difference in expenditure for the year to date compared to that of 2019, is mainly due to:

- higher (surface) geochemistry costs incurred in 2019 so as to generate the data sets required to drive the drill program initiated later in 2019,
- the impact of the drill program as a result of the successful geochemistry results received. These results were interpreted and vindicated the geological approach taken by Osino in the Karibib region.

Otjikoto East Gold Exploration Project

The Company's Exploration and Evaluation expenditure ("E&E) on the Otjikoto East Exploration Project for the three months ended March 31, 2020 and the three months ended March 31, 2019 was as follows:

	Three months ended Mar 31, 2020	**Three months ended Mar 31, 2019**	**Increase/ (Decrease)**
Project Expenditure			
Geological Consultants	$-	$-	$-
Geochemistry	-	55,558	(55,558)
Geophysics	6,576	-	6,576
GIS	53	2,155	(2,102)
Licence Acquisition & Holding Costs	13,324	328,440	(315,116)
Environmental Fees	13,466	76	13,390
Drilling	-	209	(209)
Field Support	1,165	9,078	(7,913)
Travel & Field Accommodation	372	6,904	(6,532)
Vehicle Expenditure	59	4,100	(4,041)
Salaries & Wages	2,098	28,990	(26,892)
Total	**$37,113**	**$435,510**	**$(398,397)**

Work during the quarter on the Otjikoto East Gold Project focused on the compilation and interpretation of results from the 2019 work program and planning for the 2020 program that is yet to be initiated. Most of the work in the quarter under review was desktop and office-based work, due to the COVID-19 lockdown and work stoppage. Only limited field work was possible. As a result, field costs and landowner compensation costs were significantly lower than the corresponding period in 2019.

Otjiwarongo Regional Project

The Company's Exploration and Evaluation expenditure ("E&E) on the Otjiwarongo Regional Project for the three months ended March 31, 2020 and the three months ended March 31, 2019 was as follows:

	Three months ended Mar 31, 2020	Three months ended Mar 31, 2019	Increase/ (Decrease)
Project Expenditure			
Geological Consultants	$-	$-	$-
Geochemistry	49,380	-	49,380
Geophysics	2,880	-	2,880
GIS	-	2,092	(2,092)
Licence Acquisition & Holding Costs	9,128	789	8,339
Environmental Fees	959	1,237	(278)
Drilling	-	-	-
Field Support	4,407	-	4,407
Travel & Field Accommodation	1,283	235	1,048
Vehicle Expenditure	1,114	11	1,103
Salaries & Wages	15,888	4,682	11,206
Total	**$85,039**	**$9,046**	**$75,993**

Work on the Otjiwarongo Regional Project included regional sampling and mapping work that was carried out prior to the COVID-19 work stoppage, as well as the compilation and interpretation of previous results received for Etekero. New regional data compilations and the interpretation thereof, together with additional target generation was carried out in the new license areas secured by the Company.

Other Expenses

The Company's Other Expenses ("G&A) for the three months ended March 31, 2020 and the three months ended March 31, 2019 was as follows:

	Three months ended Mar 31, 2020	Three months ended Mar 31, 2019	Increase/ (Decrease)
Project Expenditure			
Geological Consultants	$39,260	$39,185	$75
Geochemistry	-	-	-
Geophysics	368	-	368
GIS	547	-	547
Land Acquisition & Holding Costs	-	-	-
Environmental Fees	-	247	(247)
Drilling	-	-	-
Field Support	345	640	(295)
Travel & Field Accommodation	31,318	37,009	(5,691)
Vehicle Expenditure	(2,743)	985	(3,728)
Salaries & Wages	85,922	90,241	(4,319)
Total	**$155,017**	**$168,307**	**$(13,290)**

General & Administrative Expenditure			
Audit, Accounting & Admin Fees	$31,939	$19,101	$21,148
Office and General	152,761	74,582	78,179
Finance Charges	2,674	3,928	(1,254)
Amortization	10,831	17,079	(6,248)
Legal Fees	11,251	$2,143	9,108
Rent Expense	14,364	13,178	1,186
Investment Income	(27,707)	(23,878)	(3,829)
Professional Fees	92,758	50,580	42,178
Management Fees	90,000	94,500	(4,500)
Consulting Fees	88,596	80,947	7,649
Listing Expenses	31,192	-	31,192
Regional Projects	27,891	19,864	8,027
Total	**$526,550**	**$352,024**	**$174,526**

Project Expenditure

Geological Consultants' expenses 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 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 period under review and a provision for bonuses payable to the management team.

Travel and Field 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 Company's operations and investor visibility increases.

General & Administrative Expenditure ("G&A")

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 three months ended March 31, 2020, the Company's overall position of cash and cash equivalents increased by $11,278,092. This increase in cash can be attributed to the following activities:

1) The Company's net cash used in continued operating activities during the three months ended March 31, 2020 was $1,550,471 as compared to $1,387,144 for the three months ended March 31, 2019. The primary use of cash in the three-month period was for expenditure incurred in expanding the Company's exploration activities (especially drilling activities) and project areas, licence acquisitions during the quarter and increased general and administration expenditure incurred.

2) Cash used in investing activities during the three months ended March 31, 2020 amounted to $Nil as compared to $13,418 for the three months ended March 31, 2019.

3) Cash generated from the Company's financing activities as discussed in this analysis, for the three months ended March 31, 2020 was $12,828,563 as compared to $200,839 from financing activities during the three months ended March 31, 2019. The primary contributor to the movement were the net proceeds raised from the Prospectus offering concluded in the quarter, reduced by any payments made against borrowings and leases raised.

4) The Company's cash movement for the three months ended March 31, 2020 has been negatively impacted to the value of $185,765 by currency fluctuations as compared to the negative impact of $37,466 for the three months ended March 31, 2019.

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 11, 13 and 15 of the Consolidated Interim Financial Statements for the three months ended March 31, 2020.)

The Company has no revenue-producing operations and continues to manage its costs, focusing on its licences with the most potential, 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 Government of Namibia, 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 June 1, 2020)

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

Common Shares outstanding at March 31, 2020	85,388,645
Share options exercised	18,410
Share options issued to directors, officers and consultants and employees	6,586,853
Share options issued to independent holders	769,960
Warrants exercised	214,287
Warrants issued and outstanding	14,932,180
Common shares outstanding on a fully diluted basis	107,910,336

Details with respect to the movement and value of share capital are set out in Notes 6 and 13 of the Consolidated Interim Financial Statements for the three months ended March 31, 2020.

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 11 and 13 of the Consolidated Interim Financial Statements for the three months ended March 31, 2020.

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 March 31, 2020, the Company has incurred cumulative losses of $20,317,228.

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

The Bank of Namibia (BoN) revealed in its Economic Outlook Update report for April 2020, that the Namibian economy is expected to contract by 6.9 percent in 2020 (Real GDP), as against a mild contraction of 1.1 percent in 2019. The latest revision on the 2020 growth forecast represents 8.4 percentage points of downward adjustment from the 1.5 percent growth projected in the February 2020 Economic Outlook Update (*source: BoN*).

The risks to Namibia's domestic growth in 2020 are currently dominated by uncertainties, largely attributed to the unknown duration of the coronavirus pandemic, its final impact on the economy, the lockdown measures implemented, the ongoing travel restrictions in place, disruptions to the supply of goods and services and the volatile and persistently low international prices of some of Namibia's major export commodities.

The 2019 economic contraction was caused by drought and falling output in sectors such as construction and retail, while the economic shutdown to tackle COVID-19 in 2020 has hit tourism (a major source of for foreign currency generation in Namibia) and damaged many other sectors of the Namibian economy This is however the case with almost all other countries globally.

Aggregate demand fell sharply in 2016 and 2017 as the government began fiscal consolidation to correct growing imbalances from high public spending in prior years and falling revenues from the Southern African Customs Union (SACU). During 2020, growth was expected to be driven by recoveries in the mining, wholesale & retail trade and construction sectors. As more data on economic activities for 2020 becomes available, it has become clear that the impact of the drought on livestock and crops in 2019 is likely to be worse than earlier anticipated. Furthermore, growth rates for mining sectors such as diamonds and uranium have been also adjusted downwards due to lower volumes produced.

The International Monetary Fund (IMF) projects that the world economy will contract by 3.0 percent this year, which is a sharp reversal from a positive growth rate of 3.3 percent published in the World Economic Outlook (WEO) update published in January 2020. The downward revision to the 2020 growth estimate is largely attributable to anticipated lower global industrial production, volatile commodity markets and a significant downward shift on the demand curve, primarily due to the worse than expected impact of the COVID-19 outbreak (*source: IMF reporting*). This is evidenced by energy markets that are hitting and surpassing all time pricing lows and the significant job losses being reported on globally.

Gold has gained more than 60% versus the low point in 2015 when Gold markets were in a severe recessionary phase. Due to its inverse relationship with real bond yields, it is possible that Gold could now be entering into a bull market as real bond yields go negative (the real 10-year yields briefly touched -0,6% in April 2020 before bouncing back to positive territory) together with a significant downward shift in inflation expectations.

Nevertheless, the WEO update for April 2020 affirmed that although the global economy is expected to contract substantially in 2020, it will recover moderately in 2021. Consequently, the BoN is confident that the Namibian economy is set to recuperate gradually in 2021, forecasting 1,8% growth, with global output projected to expand by 5.8 percent in 2021

The fiscal deficit in Namibia narrowed from a peak of 9% of GDP in 2016 to 5.4% in 2019 and was 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 2019. 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 approximately 3% for CY2020, inflation is projected to remain within the 3%–6% target in the medium term. This lower expected inflation in light of the low economic growth forecasts, means that it has provided some leeway for both the South African Reserve Bank and the Bank of Namibia to cut repo rates at their Monetary Policy Committee meetings. Namibia has reduced the repo rate by 200 basis points from 6,5% at the start of 2020 to 4,5% on April 16,2020. Expectation is for additional rate cuts throughout the remainder of 2020 so as to kick start the economy as the government relaxes theCOVID-19 lockdown restrictions, as is expected.

The current account deficit, which was estimated at 3% of GDP in 2020, is expected to weaken considerably in 2020 as a result of the economic stimulus and relief packages announced on April 1, 2020 in order to mitigate the impact of COVID-19 on the economy. The increased expenditure to contain the impact of the COVID-19 pandemic and lower revenue forecasted by the government for CY2020, is estimated to significantly widen the deficit going forward to in excess of 4,5% of GDP as compared to earlier estimates.

Current planning by the Namibian government is to finance the expected larger fiscal deficits by tapping finance from a variety of sources including the diversification of its funding sources globally.

Meanwhile, the number of COVID-19 confirmed cases in Namibia as of May 30, 2020, is at 22 with 14 recoveries and no deaths in the country.

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 large pool of institutional savings could finance high-return investments to contribute to rapid, inclusive, and sustainable growth.

Subdued economic conditions in South Africa due to many of the same factors affecting Namibia, will 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.

The economic impact of the COVID-19 pandemic will remain for most of 2020 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, especially gold. 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 over the medium to long term.

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 retained 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 has caused further nervousness and volatility in world markets, with the effect on emerging market currencies being the most severe. The South African Rand has depreciated by over 32% versus the United States Dollar and 22% versus the Canadian Dollar respectively in the year to date.

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 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 15 of the Consolidated Interim Financial Statements for the three months ended March 31, 2020.

Effective January 1, 2020, 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 $20,000. The consulting agreement will 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, 2020, 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 $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 months ended March 31, 2020, total key management compensation was $199,413 (March 31,2019 - $125,717), which includes management fees and/or salaries of $90,000 (March 31,2019 - $94,500) and share-based compensation of $109,413 (March 31,2019 - $31,217).

Share-based Payments

On February 27, 2020, the Company issued stock options at an exercise price $0.80. These stock options are valued using the Black-Scholes pricing model by the Company (refer to Note 6 of the Company's Consolidated Interim Financial Statements for the three months ended March 31, 2020). The Company recorded $109,413 (March 31, 2019: $31,217) 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. The purpose was to address historical pay imbalances (below-market executive compensation). This was approved by the Nominations & Compensation Committee in October 2018. These payments totalled $30,000 for the three months ended March 31, 2019 and are included in the management fees disclosed above.

Performance based Remuneration Provision

On February 20, 2020, The Company's Nomination & Compensation Committee approved 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 the Company's Consolidated Annual Financial Statements for the year ended December 31, 2019, under accounts payable and accrued liabilities.

As at March 31, 2020, $272,500 (March 31, 2019 – $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 Interim 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 Interim Financial Statements for the three months ended March 31, 2020.

The Company's significant accounting policies can be found on pages 8 and 9 of the Company's Consolidated Interim Financial Statements for the three months ended March 31, 2020.

USE OF ESTIMATES

The preparation of the Consolidated Interim 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 Interim Financial Statements for the three months ended March 31, 2020.

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 Interim Financial Statements.

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 Interim and 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.
- the impact on the Company of the pandemic relating to a novel coronavirus known as COVID-19 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". There is 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.

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.