OSINO RESOURCES CORP.

MANAGEMENT DISCUSSION AND ANALYSIS ("MD&A")
For the three and six months ended June 30, 2020

Prepared by:

OSINO RESOURCES CORP.

Suite 810 – 789 West Pender Street
Vancouver, BC
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August 27, 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 29 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 Unaudited Interim Condensed Consolidated Financial Statements of the Company and the notes thereto for the three and six months ended June 30, 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 August 27, 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 Unaudited Interim Condensed Consolidated Financial Statements for the three and six months ended June 30, 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 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

The key event during the quarter was the resumption of the 2020 drill program at Twin Hills Central and related targets in early May. The initial COVID-19 lockdown conditions were eased and certain exploration activities were allowed to resume and the company resumed drilling with three diamond drill rigs. As of 30 June 2020, 4,655m of the planned program had been completed.

Exploration work continues to follow strict COVID-19 precautions including the screening and monitoring of all personnel and visitors, enforced work-place hygiene and social distancing protocols where possible and travel being limited to key personnel only.

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 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. The registration of Tolo was completed at the registrar of companies in Namibia on July 1, 2020.

- Osino Namibia Minerals entered into a sale and purchase agreements with Alston Minerals Investments Close Corporation (the "Alston Agreement") and Logan Minerals and Investments Close Corporation (the "Logan Agreement") pursuant to which Osino Namibia Minerals purchased certain exploration licenses. Osino Namibia Minerals, in terms of the signed agreement, transferred the balance of the purchase price due to Logan of $10,911 (125,000 Namibian dollars) effective June 15, 2020. Alston had already been settled earlier in the year. As part of the closing terms to the agreements, the Company has filed the material change report for the delivery of 31,250 Common Shares of Osino Resources Corp. to each of Alston and Logan effective August 20, 2020.

- The Company continues to negotiate 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.

- On May 1, 2020, the Company entered into an agreement with Ms. S N Ndokosho ("Ndokosho") by signing an addendum to the Letter Agreement ("Addendum") of October 11, 2017 for the acquisition of EPL5271, which is held by Toroa Minerals Exploration (Pty) in which the Company had a 70% ownership interest. 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 of this additional expenditure, the Company's interest in Toroa increased from 70% to 85%. The Company made additional payments of C$7,866 (100,000 Namibian Dollars) to Ndokosho and in consideration of these payments and the conclusion of the additional expenditure referred to above, the Company's interest in Toroa increased to 90%.

- 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. Osino has successfully completed the work requirements to fulfil the terms of the agreement. Additional work is ongoing as agreed between the parties on EPL5641.

  On June 22, 2020, the Company announced that it had entered into an agreement with a syndicate of underwriters led by Stifel GMP (the "Underwriters"), pursuant to which the Underwriters will purchase, on a bought deal basis, 14,000,000 units (the "Units") of the Company at a price of C$1.10 per Unit (the "Offering Price") for aggregate gross proceeds to the Company of C$15,400,000 (the "Offering"). Each Unit consisted of one common share (a "Common Share") and one-half of one common share purchase warrant (each whole common share purchase warrant, a "Warrant") of the Company. Each Warrant will be exercisable to acquire one common share of the Company for a period of 12 months following the closing date of the Offering at an exercise price of C$1.50 per common share, subject to adjustment in certain events. The warrants expire on July 14, 2021. The Company agreed to grant the Underwriters an over-allotment option to purchase up to an additional 2,100,000 Units at the Offering Price, exercisable in whole or in part, at any time and from time to time on or prior to the date that is 30 days following the closing of the Offering to cover over-allotments, if any, and for market stabilization purposes.
  On July 14, 2020, the Company announced that it had closed the Offering and that the underwriters exercised the over-allotment option in full, raising aggregate gross proceeds totalling C$17,710,000.

  The Company intends to use the net proceeds from the Offering to fund exploration expenditure at the Company's exploration projects in Namibia as well as for working capital and general corporate purposes (refer to “Use of Funds” later in this report).

- During the period April 1, 2020 and the date of this report, 1,000,359 share purchase warrants with a strike price of C$0,55 and an expiry date of July 17, 2021 were exercised; 226,700 share purchase warrants with a strike price of C$1,05 and an expiry date of January 30, 2022 were exercised; and 82,500 share purchase warrants with a strike price of C$1,50 and an expiry date of July 15, 2021 were exercised.

- During the period April 1, 2020 and the date of this report, 80,666 broker warrants with a strike price of C$0,78 and an expiry date of January 30, 2022 were exercised.

- On May 6, 2020, 18,410 common stock options with a strike price of C$0,38 and an expiry date of November 28, 2022 were exercised.

- On August 7, 2020, the Company awarded 400,000 stock options in 2 equal tranches to purchase 200,000 Common Shares (the "Option Shares") of the Company; for the price of $1.40 per share (the "Option Price"); which shall be subject to the approval of the Plan by the shareholders of the Company. Each tranche of 200,000 Option Shares shall vest as follows: (a) 66,666 Option Shares will vest and be exercisable immediately; (b) 66,667 additional Option Shares will vest and be exercisable on or after August 7, 2021; and (c) 66,667 additional Option Shares will vest and be exercisable on or after August 7, 2022. The Option Shares will expire on August 7, 2025 (the "Expiry Date").

- On August 20, 2020, the shareholders of the Company approved the Company's “rolling” stock option plan (the "Plan") as required by the policies of the TSX Venture Exchange (the "Exchange”).

- On August 20, 2020, the shareholders of the Company adopted and approved a Restricted Share Unit Plan (the "RSU Plan") reflecting a fixed aggregate total of 10,217,904 common shares (the "RSU Shares") (being 10% of the Company's issued and outstanding shares as July 16, 2020). The shares are reserved for issuance pursuant to the RSU Plan, subject to applicable vesting conditions, for a fixed aggregate total of 10,217,904 restricted share units of the Company (the "RSUs"), as required by the policies of the Exchange.

- On August 20, 2020, at the Annual General Meeting of the Company, Mr. Eugene Beukman, a non-executive director of the Company tendered his resignation. The Company at the same meeting, in accordance with the passing of the respective resolution, agreed to increase its complement of directors on its Board to six. On August 20, 2020, the Company welcomed Mr. Marvin Singer and Mrs. Margot Naudie as non-executive directors to its Board. The Board of Directors now comprises 4 non-executive and 2 executive members.

OVERVIEW OF OPERATIONS

For the six months ended June 30,2020, twenty drill-holes had been completed and three more were in progress for a total of 4,655m of drilling at Twin Hills Central and adjacent licence areas. A fourth diamond drill rig was added to the program in early July 2020. Despite delays related to the COVID-19 lockdown that was in place for the whole of April 2020, the Company remains on track to complete its expanded drill program in the greater Twin Hills area within the 2020 calendar year.

The induced polarization (IP) and resistivity survey has continued and the initial survey area selected for testing was completed by the end of June. Additional areas were then added to the IP survey area and these have also been completed by late July. External consultants continue to assist the Company with structural geological logging, implementation of geotechnical logging and baseline environmental studies.

Field work on regional sampling programs on the Karibib and Otjiwarongo Projects continued during the quarter, and planning for additional work on the Otjikoto East Project has also been finalised for implementation in the second half of 2020.

As of June 30, 2020, the Company's ground position included twenty-nine Exclusive Prospecting Licenses covering approximately 7,370.73km^2 or 737,073 hectares (as indicated in Table 1 below). Numerous licences have been added during the quarter under review. In addition, a number of licences have also been relinquished as they are non-core whilst others have been reduced in size in line with the current legislation with respect to licence renewal applications.

Land access agreements across all project areas continue to be maintained by the Company and new agreements are entered into as and when needed on pre-existing or new farm access areas. Negotiations on new land access agreements are currently focused on the new licences secured as well as the target areas identified on the Otjiwarongo Project.

Availability of Funding

As at June 30, 2020, the Company had working capital of $11,774,333 (June 30, 2019: $1,556,803). This includes cash and cash equivalents totalling $11,517,200 (June 30, 2019: $1,712,186). 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 July 14, 2020, the Company closed a financing, as result of which the Company raised gross proceeds of $17,710,000.

Mineral Properties

As at June 30, 2020, the Company had secured 29 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 (16 licences) * *(* 2 licences considered non-gold related)*	189,146	Central Namibia, in the vicinity of regional towns/ settlements of Omaruru, Usakos, Karibib and Wilhelmstal.
Otjikoto East Gold Project (3 licences)	125,847	Northern Namibia, in the vicinity of regional towns/ settlements of Otavi, Kombat and Grootfontein.
Otjiwarongo Regional Project (10 licences)	422,080	Central Namibia, in the vicinity of regional towns/ settlements of Otjiwarongo, Khorixas and Kalkfeld.
Total	**737,073**	

WORK PROGRAM AND RESULTS

Karibib Gold Project

The Karibib Gold Project comprises sixteen licenses comprising approximately 1,891 km^2 at 30 June 2020. This includes two licences considered as non-gold related, but form part of the Company's ongoing programs in the area.

The main focus of the project is now on the Twin Hills Central discovery and the strike extension targets which make up the Twin Hills Cluster. Twin Hills Central is at least 1.3km in strike length and is open to the east and west, as well as down dip. The Twin Hills Cluster is 11km long and consists of 5 main target areas (from east to west): Twin Hills East Prospect, Barking Dog Target, Clouds Target, Twin Hills Central discovery and Twin Hills West. Recent (IP) ground geophysics surveys have highlighted a number of new anomalies and targets that also require follow up. 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 in this report as the Karibib Gold Project.

Initial results from the first four drill holes were reported in May this year and are shown in Table 2 below. These results continue to confirm the presence of a large gold mineralised system at Twin Hills Central. Hole OKD031 also confirms the down-dip continuity of higher-grade mineralization from surface to a depth of 160m (open to depth). Some deeper follow-up drilling with hole lengths up to 400m are planned to further test the down-dip extension of the mineralization found.

Table 2: Initial 2020 Twin Hills Central Drill Program Results.

Hole ID	From	To	Width	Grade
OKD029	No significant intercepts			
OKD030	25	35	10	1.23
OKD031	23	34	11	1.24
	23	***173***	***150***	***0.98***[1]
incl.	***53***	***114***	***61***	***1.51***
OKD032	98	175	77	0.72[1]
incl.	98	110	12	1.36
incl.	160	175	15	1.33

The 2020 drill program is constantly being reviewed and revised to reflect the field and laboratory results received. Three diamond drill rigs operated throughout May and June of this year, and a fourth diamond rig was added in early July. The primary focus of the drilling is now at Twin Hills Central and drilling is aimed at highlighting a compliant mineral resource estimate by late 2020 or early 2021. To meet this target, the Company will be adding two additional reverse circulation (RC) drill rigs to the drill program in August 2020.

The initial gradient array IP (Induced Polarization) survey was completed in June. Preliminary results were encouraging and warranted a number of additional areas to be surveyed. The entire survey was completed in July and has helped us refine existing targets and highlight new targets for follow up. Follow up of these targets through RC and percussion drilling is planned for the third quarter of 2020.

The Company continues to get input from external consultant structural geologists which is augmenting the internal work produced by the Company's geologist's and is a vital aid in ongoing interpretation of the Twin Hills Central mineralisation controls. The Company has also engaged a consultant geotechnical specialist to assist with the collection of geotechnical logging data, in preparation for more advanced preliminary mining studies, which are likely after the maiden resource estimate has been published.

Preliminary metallurgical test-work results were received in July 2020and were reported on in August 2020. Preliminary results are encouraging and additional work is currently being planned for implementation in August 2020. Leach test-work undertaken concluded that samples were amenable to standard cyanide leaching. Indicated recoveries are up to 94.6% with an average dissolution estimated at 89.3%. This is promising for unoptimized test-work of this nature. Results also suggest a small gold grain size and no “nugget effect”. A specialist consultant has been appointed to oversee the next phase of the metallurgical test-work on this project.

Work continues on the regional extensions of the Karibib Gold Trend and other regional targets which include RC drilling and shallow percussion calcrete and bedrock drilling later in 3Q2020. Surface sampling continued throughout the second quarter on the regional targets to the west of Twin Hills. Continuation of this surface sampling program is planned for the third quarter of 2020.

Otjikoto East Gold Project

At the end of June 2020, the Otjikoto East Gold Project was made up of three licenses covering approximately 1,258km^2. Two low priority licences were relinquished in May. 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.

With the focus on the Karibib Project, and in order to better control travel and workforce movements during COVID-19 lockdown conditions, regional sampling and drilling programs on the project that were planned for the quarter under review were delayed until later in 2020. Work during the quarter focused on the reinterpretation of results and the preparation for field programs that are now likely to be undertaken in late September or during the fourth quarter of 2020. The work program will include the drilling of the Au-Cu anomalies identified in bedrock using percussion drill rigs at Fairview, as well as the commencement of a surface sampling program of unsampled regional targets that have been identified (e.g. Gaidaus, Omagonde and Devon South Fault).

Otjiwarongo Regional Gold Project

As of June 30, 2020, the Otjiwarongo Regional Gold Project was made up of ten licenses with a surface area in excess of 4,220km^2, situated in central Namibia to the north of the Karibib Gold Project. An additional licence application was granted during the quarter slightly increasing the land holding from the previous quarter. The licenses lie roughly between the Company’s Karibib and Otjikoto East Gold Projects.

Regional sampling on the region continued during the quarter under review on a number of licences which are easily managed from the Company’s central field base and office in the town of Omaruru. Drilling is planned for the second half of the 2020 calendar year to follow up on a Au-As anomaly located and identified in 2019. The anomaly was identified 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. This is typical of our experience to date in Namibia.

Regional sampling and mapping will continue in the third and fourth quarters of 2020 primarily aimed at identifying new targets for drill testing in late 2021.

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 (new or upgraded targets in *italics*)

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. 20.	Twin Hills West Barking Dog Clouds *South Dog* 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	21. 22. 23. 24. 25. 26. 27. 28. 29. 30. 31. 32. 33. 34. 35.	*The Dex* *T-Dog* *Road (THC)* *Cumulus* Shilongo Splay OJW Airfield Main Road 1 & 2 Quarry/Southern Karibib Jog Karibib Fault Zone West End Puff Adder KB Anomaly OK 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

	36. 37. 38. 39. 40. 41.	Omagonde Anomaly Gaidaus Anomaly Omahona Anomaly Waldorf South Anomaly Gesundbrunnen East Gesundbrunnen West		
Grassroots/ Conceptual Targets	42. 43. 44. 45. 46. 47. 48. 49. 50.	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 work in Namibia. Work in 2020 is focusing on further defining the Twin Hills Central discovery with the aim of defining a maiden mineral resource estimate in late 2020 or early 2021.

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.

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 third and fourth quarters of 2020 across our Project Areas is as follows:

Karibib Gold Project

- Continue with the drill program at Twin Hills Central focusing on the requirements for meeting and determining a maiden resource in 2020/2021;
- Follow up of Twin Hills Central strike extension targets as well as new targets identified by the IP survey (and related work);
- Implement the phase 2 metallurgical test-work and continue with 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 our 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.

USE OF FUNDS

The following table sets out the use of proceeds as raised in both the financings closed effective January 30, 2020 and July 14, 2020, and compares the budgeted amounts to the actual year to date expenditures as at June 30, 2020, together with the variances. There are no variances that are expected to impact the Company's ability to achieve its business objectives and milestones as disclosed in the Previous Prospectus and the Company remains on track to apply any remaining proceeds from its previous financing as set out in the table below.

The Company's actual use of the net proceeds may vary depending on the Company's operating and capital needs from time to time and, as such, there may be circumstances where, for sound business reasons, a reallocation of the use of proceeds is necessary. Any such reallocations will be determined at the discretion of the Company's management and there can be no assurance as of the date of this report as to how those funds may be reallocated.

The Company will require additional funding to complete further development work on the Karibib Gold Project. There is no assurance that such funds will be available on terms favourable to the Company.

Concession Spending Analysis	Spending Commitment to December 31, 2020 (1)	Cumulative Spend for the year to date(2)	Remaining Commitment as at June 30, 2020	Net Proceeds from July 2020 Financing(3)	Remaining Commitment as at July 14, 2020 (4)
Project Expenditure					
Karibib District exploration(5)	$5,429,138	$1,062,817	$4,366,321	$5, 070,000	$9,436,321
Feasibility study	-	-	-	250,000	250,000
Regional exploration	550,000	-	550,000	390,000	940,000
Development studies	995,250	290,234	705,016	670,000	1,375,016
Environmental studies	90,000	24,391	65,609	110,000	175,609
In-country G&A expenses(6)	1,046,444	412,851	633,593	1,390,000	2,023,593
Capital expenditures	565,011	52,585	512,426	4,460,000	4,972,426
Corporate G&A expenses(7)	1,668,600	697,745	970,855	1,261,000	2,231,855
Unallocated working capital(8)	970,000	-	970,000	2,726,640	3,696,640
Total	**$11,314,443**	**$2,540,623**	**$8,773,820**	**$16,327,640**	**$25,101,460**

(1) Funds from the January 2020 financing as disclosed in the previous MD&A for the three months ended March 31, 2020 are being applied towards the completion of the first phase of the work program on the Karibib Project. This is accounted for primarily in the spending commitment to December 31, 2020.

(2) The actual spend for the year to date on a cumulative basis reflects the spend for the six month period to June 30, 2020 and excludes any expenditure allocated to stock options or minority interests.

(3) Funding raised in the July 2020 financing outlined in this MD&A (See "Overview of Significant Events and Review of Activities") are intended to be applied towards the completion of the second phase of the work program on the Karibib Project, as set out in the Technical Report dated June 26, 2020, and to support the other regional exploration projects of the Company.

(4) The Company expects to meet this commitment over the following twenty-four months as of the date of this report.

(5) The Company is primarily focused on the exploration and development of the Karibib Gold Project. In the near term, the Company intends to use the net proceeds of the Offerings to pursue further exploration of the Karibib Gold Project in accordance with the recommendations contained in the Technical Report dated June 26, 2020.

(6) In-country general and administrative expenses reflect overhead costs and payroll that cannot yet be allocated to specific exclusive prospecting licences.

(7) Corporate general and administrative expenses include management and consulting fees, regulatory, secretarial and public relations costs.

(8) Unallocated working capital reflects expenditure that we expect to incur but which cannot as yet be defined or allocated to any cost group.

FINANCIAL POSITION

As at June 30, 2020, the Company had total assets of $12,506,539 and a net equity position of $12,357,474. This compares with total assets of $2,568,156 and a net equity position of $1,937,569 as at June 30, 2019. The Company had liabilities of $575,245 as at June 30, 2020, as compared with $858,267 as at June 30, 2019.

As at June 30, 2020, the Company had working capital of $11,774,333 compared with working capital of $1,556,803 as at June 30, 2019. The Company had cash on hand of $11,517,200 as at June 30, 2020, compared with $1,712,186 as at June 30, 2019 and other receivables and prepaid expenses of $773,055 as at June 30, 2020 as compared to $615,901 as at June 30, 2019.

As of the date of this report, the Company has cash and cash equivalents on hand of approximately $26,4 million.

ENVIRONMENTAL REGULATIONS

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	**Jun 30, 2020**	**Mar 31, 2020**	**Dec 31, 2019**	**Sep 30, 2019**
Amortization	$9,755	$10,831	$15,000	$17,259
Exploration expenses	765,884	396,939	1,166,563	662,507
Professional fees	160,461	175,785	176,576	125,165
Consulting fees	60,241	76,782	88,429	250,794
Management fees	96,000	90,000	64,500	64,500
Salaries and benefits	191,239	170,249	489,450	167,716
Office and General	59,447	210,159	144,486	251,420
Travel	8,769	37,597	29,141	33,073
Stock options expense	141,477	396,753	57,666	104,296
Investment income	(7,067)	(25,033)	(2,492)	(4,788)
Loss for the period	**$1,486,206**	**$1,540,062**	**$2,229,319**	**$1,671,942**
Foreign translation gain/(loss)	13,845	(202,943)	69,304	(68,860)
Net comprehensive loss for the period	**$1,472,361**	**$1,743,005**	**$2,160,015**	**$1,740,802**
Weighted average number of shares in issue	85,623,539	79,241,330	67,368,495	65,689,962
Basic and diluted loss per share	($0,02)	($0,02)	($0,03)	($0,03)

REVIEW OF FINANCIAL RESULTS (continued)

Summary of Quarterly Results (continued)

Income Statement for the three months ended	Jun 30, 2019	Mar 31, 2019	Dec 31, 2018	Sep 30, 2018
Amortization	$17,144	$17,079	$8,058	$8,752
Exploration expenses	611,308	664,836	777,368	384,989
Professional fees	119,717	99,844	227,656	92,794
Consulting fees	73,050	80,947	87,050	82,206
Management fees	574,500	94,500	57,000	57,000
Salaries and benefits	171,078	172,426	138,957	206,974
Office and General	146,604	95,836	123,617	127,600
Travel	39,082	53,778	27,533	50,480
Stock options expense	113,760	98,410	287,997	162,235
Investment income	(11,188)	(22,799)	(26,930)	(10,330)
Loss for the period	**$1,855,055**	**$1,354,857**	**$1,708,306**	**$1,162,700**
Foreign translation gain/(loss)	10,173	(42,838)	85,960	(133)
Net comprehensive loss for the period	**$1,844,882**	**$1,397,695**	**$1,622,346**	**$1,162,833**
Weighted average number of shares in issue	56,730,724	56,382,271	56,297,976	56,297,976
Basic and diluted loss per share	($0,03)	($0,02)	($0,03)	($0,02)

The Company's project expenditure increased quarter on quarter due to the accelerated drill program announced by the Company after the restart of operations due to the COVID-19 shutdown. Professional and Consulting fees decreased due to reduced financing activity and associated costs.

The decrease in administrative overhead expenditure (excluding salaries and benefits) is due to no corporate activity included in General and Administrative ("G&A") costs, compared to 2019. The Company also incurred significantly lower costs related to promotional events and conferences in the quarter. In 2019, the Company settled the performance-based management fees, accounting for the significant decrease in Management fees for 2020. The remaining expenditure incurred was generally in line with budgeted expectations.

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.

	Six months ended June 30, 2020	Six months ended June 30, 2019	Increase/ (Decrease)	Three months ended June 30, 2020	Three months ended June 30, 2019	Increase/ (Decrease)
Project Expenditure						
Geological Consultants	$153,276	$195,750	$(42,474)	$95,831	$130,522	$(34,691)
Geochemistry	177,215	283,575	(106,360)	97,479	125,212	(27,733)
Geophysics	109,877	41,444	68,433	83,247	34,385	48,862
GIS Costs	3,141	11,045	(7,904)	2,579	3,467	(888)
Licence Acquisition & Holding Costs	68,292	407,865	(339,573)	30,864	42,967	(12,103)
Environmental Costs	24,391	14,444	9,947	4,864	10,379	(5,515)
Drilling Costs	534,105	232,648	301,457	426,361	231,978	194,383
Field Support Costs	77,136	57,979	19,157	41,057	28,917	12,140
Travel & Field Accommodation	46,066	96,069	(50,003)	10,345	39,912	(29,567)
Vehicle Expenditure	25,213	47,605	(22,392)	12,003	27,798	(15,795)
Salaries & Wages	361,692	356,615	5,077	193,312	171,515	21,797
Total	**$1,580,404**	**$1,745,039**	**$(164,635)**	**$997,942**	**$847,052**	**$150,890**

General & Administrative Expenditure						
Audit, Accounting & Admin Fees	$55,131	$42,736	$12,395	$25,193	$23,820	$1,373
Office and General	245,761	219,090	26,671	34,593	123,297	(88,704)
Finance Charges	4,492	7,740	(3,248)	1,986	3,850	(1,864)
Amortization	20,586	34,223	(13,637)	10,433	17,310	(6,877)
Legal Fees	11,262	7,739	3,523	0	5,075	(5,075)
Rent Expense	38,644	38,768	(124)	17,293	20,593	(3,300)
Investment Income	(36,592)	(35,066)	(1,526)	(9,251)	(11,271)	2,020
Professional Fees	188,563	101,917	86,646	95,805	51,336	44,469
Management Fees	186,000	669,000	(483,000)	96,000	574,500	(478,500)
Consulting Fees	159,172	166,556	(7,384)	71,315	85,733	(14,418)
Management Fee Income	-	-	-	-	-	-
Listing Expense	34,614	-	34,614	3,422	-	3,422
Total	**$907,633**	**$1,252,703**	**$(345,070)**	**$346,789**	**$894,243**	**$174,526**

ADDITIONAL DISCLOSURE FOR VENTURE ISSUERS WITHOUT SIGNIFICANT REVENUE (continued)

Project Expenditure

During the Three and six months ended June 30, 2020, the Company incurred project expenditure of $997,942 and $1,580,404 as compared to $847,052 and $1,745,039 for the three and six months ended June 30, 2019.

The increase in exploration and project-based expenditure on a quarterly basis is due to the restart of the 2020 drill program after the lockdown. The decrease in expenditure for the year to date is mainly attributable to lower licence acquisition costs compared to 2019. This was offset in the by the resumption of the drill program on the Karibib Gold Project. The Company has continued to acquire additional licences in the period, spending an additional $68,000 for the period. The expansion of the Company's drill program in 2020 has been a key success feature of the Company's activities, warranting the additional spend in the quarter and year to date. 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 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 and six months ended June 30, 2020, the Company incurred General & Administrative Expenditure of $346,789 and $907,633 as compared to $894,243 and $1,252,703 for three and six months ended June 30, 2019.

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

- The Company incurs significant running costs due to being a public company. This includes expenditure undertaken as part of promoting the Company at conferences, roadshows and in industry publications as well as the requirement to publish news releases in terms of regulatory requirements.
- The Company incurred significant expenditure related to the prospectus-based financing closed in the first quarter of 2020.

Professional and Consulting Fees

During the three and six months ended June 30, 2020, the Company incurred professional and consulting fees of $167,120 and $347,735 as compared to $137,069 and $268,473 for the three and six months ended June 30, 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 financing initiatives over the period. These included the prospectus-based financings closed in the year to date, the filing fees related to the financing and additional regulatory expenditure requirements related thereto. Additional expenditure incurred in this period amounted to approximately $25,000 in the quarter.

Consulting fees incurred includes certain expenditures incurred in connection with the Company's financing 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 $25,000.

Management Fees

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

During the three and six months ended June 30, 2020, the Company incurred management fees of $96,000 and $186, 000 as compared to $574,500 and $669,000 for the three and six months ended June 30, 2019.

Fees payable to members of the management team and related parties are disclosed in Note 15: Related Parties to the Unaudited Interim Condensed Consolidated Financial Statements for the three and six months ended June 30, 2020. The significant movement in the fees incurred against the comparative periods were due to the settlement of the approved performance-based management fees in 2019.

Foreign Exchange

The foreign exchange movements during the three and six months ended June 30, 2020 reflects the currency fluctuation of the Namibian dollar relative to the Canadian dollar. The Company's cash and cash equivalents and short-term investments are held both in Canadian dollars and Namibian dollars.

EXPLORATION AND EVALUATION OF MINERAL PROPERTIES

Karibib Gold Project

The Company's Exploration and Evaluation expenditure ("E&E) on the Karibib Gold Project for the three and six months ended June 30, 2020 and the three and six months ended June 30, 2019 was as follows:

	Six months ended June 30, 2020	Six months ended June 30, 2019	Increase/ (Decrease)	Three months ended June 30, 2020	Three months ended June 30, 2019	Increase/ (Decrease)
Project Expenditure						
Geological Consultants	$64,215	$3,715	$60,500	$44,322	$3,715	$40,607
Geochemistry	108,984	154,686	(45,702)	75,534	53,822	21,712
Geophysics	92,101	29,047	63,054	76,359	21,988	54,371
GIS costs	2,354	3,650	(1,296)	2,354	278	2,076
Licence Acquisition & Holding Costs	35,126	176,530	(141,404)	18,621	38,747	(20,126)
Environmental Fees	10,870	9,292	1,578	4,864	5,546	(682)
Drilling	506,144	186,364	319,780	398,400	185,901	212,499
Field Support	58,882	44,251	14,631	28,349	24,812	3,537
Travel & Field Accommodation	5,035	20,496	(15,461)	921	8,060	(7,139)
Vehicle Expenditure	22,998	33,227	(10,229)	11,196	20,144	(8,948)
Salaries & Wages	162,067	129,607	32,460	91,088	67,219	23,869
Total	**$1,068,776**	**$790,865**	**$277,911**	**$752,008**	**$430,232**	**$321,746**

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 drill program at Twin Hills Central and related targets.

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

- The intensive drill program at Twin Hills Central and related targets under way,
- Additional contractor and consultant activity at Twin Hills (e.g. IP, Structural, Environmental) that has driven spend across these areas within the quarter.

Otjikoto East Gold Exploration Project

The Company's Exploration and Evaluation expenditure ("E&E) on the Otjikoto East Exploration Project for the three and six months ended June 30, 2020 and the three and six months ended June 30, 2019 was as follows:

	Six months ended June 30, 2020	Six months ended June 30, 2019	Increase/ (Decrease)	Three months ended June 30, 2020	Three months ended June 30, 2019	Increase/ (Decrease)
Project Expenditure						
Geological Consultants	-	$4,030	$(4,030)	-	$4,030	$(4,030)
Geochemistry	242	116,130	(115,888)	242	61,111	(60,869)
Geophysics	7,448	-	7,448	1,284	0	1,284
GIS costs	274	1,904	(1,630)	225	(231)	456
Licence Acquisition & Holding Costs	13,105	218,297	(205,192)	738	(8,037)	8,775
Environmental Fees	12,622	1,851	10,771	-	1,775	(1,775)
Drilling	-	645	(645)	-	438	(438)
Field Support	(1,837)	12,477	(14,314)	(2,929)	3,487	(6,416)
Travel & Field Accommodation	348	9,482	(9,134)	-	2,645	(2,645)
Vehicle Expenditure	55	11,342	(11,287)	-	5,604	(5,604)
Salaries & Wages	1,966	47,684	(45,718)	-	18,975	(18,975)
Total	**$34,223**	**$423,842**	**$(389,619)**	**$(440)**	**$89,797**	**$(90,237)**

Work during the quarter on the Otjikoto East Gold Project was largely office based and little field work was undertaken. This was due to the focus of field activities on the Karibib Project (Twin Hills) and the need to control and restrict travel in certain parts of Namibia during the quarter. This was in accordance with the COVID-19 precautions and recommendations announced by the Namibian government.

As a result, field costs and licence acquisition & holding costs were significantly reduced in comparison to the corresponding periods in 2019, which has a commensurate effect on geochemistry fees in the quarter.

Otjiwarongo Regional Project

The Company's Exploration and Evaluation expenditure ("E&E) on the Otjiwarongo Regional Project for the three and six months ended June 30, 2020 and the three and six months ended June 30, 2019 was as follows:

	Six months ended June 30, 2020	Six months ended June 30, 2019	Increase/ (Decrease)	Three months ended June 30, 2020	Three months ended June 30, 2019	Increase/ (Decrease)
Project Expenditure						
Geological Consultants	-	-	-	-	-	-
Geochemistry	48,534	12,759	35,775	2,247	10,280	(8,033)
Geophysics	9,984	12,397	(2,413)	5,604	12,397	(6,793)
GIS costs	-	5,491	(5,491)	-	3,420	(3,420)
Licence Acquisition & Holding Costs	20,061	13,038	7,023	11,505	12,257	(752)
Environmental Fees	899	3,057	(2,158)	-	3,057	(3,057)
Drilling	20,578	45,639	(25,061)	20,578	45,639	(25,061)
Field Support	3,530	418	3,112	(601)	418	(1,019)
Travel & Field Accommodation	1,260	630	630	58	397	(339)
Vehicle Expenditure	1,497	1,076	421	453	1,065	(612)
Salaries & Wages	24,266	14,811	9,455	9,373	10,174	(801)
Total	**$130,609**	**$109,316**	**$21,293**	**$49,217**	**$99,104**	**$(49,887)**

Work on the Otjiwarongo Regional Project included some regional sampling and mapping work that was possible despite ongoing restrictions as a result of the COVID-19 restrictions. New regional data compilations and the interpretation thereof, together with additional target generation was performed on the new license areas that were secured by the Company during the year to date.

Other Expenses

The Company's Other Expenses ("G&A) for the three and six months ended June 30, 2020 and the three and six months ended June 30, 2019 was as follows:

	Six months ended June 30, 2020	Six months ended June 30, 2019	Increase/ (Decrease)	Three months ended June 30, 2020	Three months ended June 30, 2019	Increase/ (Decrease)
Project Expenditure						
Geological Consultants	$89,061	$188,004	$(98,943)	$51,509	$122,777	$(71,268)
Geochemistry	19,455	-	19,455	19,455	-	19,455
Geophysics	345	-	345	-	-	-
GIS Costs	513	-	513	-	-	-
Licence Acquisition & Holding Costs	-	-	-	-	-	-
Environmental Costs	-	244	(244)	-	-	-
Drilling Costs	7,383	-	7,383	7,383	-	7,383
Field Support Costs	16,561	834	15,727	16,237	200	16,037
Travel & Field Accommodation	39,422	65,461	(26,039)	9,366	28,811	(19,445)
Vehicle Expenditure	662	1,960	(1,298)	353	985	(632)
Salaries & Wages	173,394	164,513	8,881	92,854	75,146	17,708
Total	**$346,796**	**$421,016**	**$(74,220)**	**$197,157**	**$227,919**	**$(30,762)**

General & Administrative Expenditure						
Audit, Accounting & Admin Fees	$50,465	$42,736	$7,729	$25,193	$23,820	$1,373
Office and General	220,222	198,190	22,032	23,715	113,291	(88,706)
Finance Charges	4,492	7,740	(3,248)	1,986	3,850	(1,864)
Amortization	20,586	34,223	(13,637)	10,433	17,310	(6,877)
Legal Fees	10,547	6,342	4,205	-	4,220	(4,220)
Rent Expense	21,737	(7,725)	29,462	11,154	11,946	(792)
Investment Income	(36,592)	(35,066)	(1,526)	(9,251)	(11,271)	2,020
Professional Fees	188,563	101,917	86,646	95,805	51,336	44,469
Management Fees	186,000	669,000	(483,000)	96,000	574,500	(478,500)
Consulting Fees	159,172	166,556	(7,384)	71,315	85,733	(14,418)
Management Fee Income	-	-	-	-	-	-
Listing Expense	34,614	-	34,614	3,422	-	3,422
Regional projects	47,827	68,790	5,093	17,017	19,508	(2,491)
Total	**$907,633**	**$1,252,703**	**$(345,070)**	**$346,789**	**$894,243**	**$547,454**

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.

Travel and Field Accommodation expenses reflect the expenditure incurred primarily by members of the executive team for site 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. Due to the current situation with respect to the COVID-19 pandemic and the restrictions put in place worldwide as a result, travel has been significantly reduced in the quarter under review. We expect travel restrictions to be eased only in the fourth quarter of 2020.

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 six months ended June 30, 2020, the Company's overall position of cash and cash equivalents increased by $10,264,825. This increase in cash can be attributed to the following activities:

1) The Company's net cash used in continued operating activities during the six months ended June 30, 2020 was $2,860,617 as compared to $2,670,515 for the six months ended June 30, 2019. The primary use of cash in the six-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 general and administration expenditure incurred.

2) Cash used in investing activities during the six months ended June 30, 2020 amounted to $52,585 as compared to $67,385 for the six months ended June 30, 2019.

3) Cash generated from the Company's financing activities as discussed in this analysis, for the six months ended June 30, 2020 was $13,178,027 as compared to $250,982 from financing activities during the six months ended June 30, 2019. The primary contributor to the movement was the net proceeds raised from the Prospectus offering in the year, reduced by any payments made against borrowings and leases raised in the year.

4) The Company's cash movement for the six months ended June 30, 2020 has been negatively impacted to the value of $167,640 by currency fluctuations as compared to the negative impact of $56,261 for the six months ended June 30, 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 Unaudited Interim Condensed Consolidated Financial Statements for the three and six months ended June 30, 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 August 27, 2020)

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

Common Shares outstanding at June 30, 2020	86,003,842
Shares issued with Bought Deal closed July 14, 2020	16,100,000
Share options issued to directors, officers and consultants and employees	6,986,853
Share options issued to independent holders	769,960
Warrants exercised and converted into common shares	793,438
Warrants issued and outstanding	22,540,246
Common shares outstanding on a fully diluted basis	133,194,339

The number of Common Shares outstanding as at the date of this report amounts to 102,897,280. Details with respect to the movement and value of share capital are set out in Notes 6 and 13 of the Unaudited Interim Condensed Consolidated Financial Statements for the three and six months ended June 30, 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 Unaudited Interim Condensed Consolidated Financial Statements for the three and six months ended June 30, 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 June 30, 2020, the Company has incurred cumulative losses of $21,755,435.

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

After years of robust growth, the Namibian economy has entered a recessionary phase, as the temporary stimulus from large construction projects in the mining sector has dissipated, raw material prices have dropped and the agriculture sector was hit by a devastating drought in 2019. Namibia's GDP contracted by -1.4% in 2019 due to poor performance in the agricultural, mining and construction sectors. According to the IMF forecasts from 14th April 2020, forecasts for GDP growth was a decline of -2.5% in 2020 and pick up to 3.2% in 2021, assuming a post-pandemic global economic recovery. This has now been revised to -4,9% for 2020, before recovering to 2.2% in 2021 as a base case scenario. This is mainly driven by a recession in South Africa (induced by a fall in commodity prices), containment measures taken to contain the pandemic, weather-related events and structural issues related to public utilities and State-owned Assets ("SOA") in the country. The SADC region's growth is projected to be the most affected by COVID-19 in Africa.

Before COVID-19, Southern Africa's economy was projected to recover from an estimated 0.7% growth in 2019 to 2.1% in 2020. As has been the case historically, South Africa, the region's largest economy, is projected to contribute approximately 60% of regional economic output in 2020. Following the outbreak of COVID-19, economic growth forecasts declined by seven percentage points from the original projection under the baseline scenario, and almost nine percentage points under the worst-case scenario. The African Continental Free Trade Area ("AfCFTA") is projected to provide medium- and long-term opportunities for markets to spur economic growth. The intra-African market is also expected to mitigate some of the negative effects of COVID-19.

Gold has continued to rise in response to the current global economic conditions as a result of the COVID-19 pandemic and governments' response to the impact thereof. This is in stark contrast to 2015 when Gold markets were in a recessionary phase. In early August 2020, the gold price in USD pushed through the $2,000 per troy ounce marker signifying a new all-time high for the precious metal. Due to its inverse relationship with real bond yields, it is possible that Gold could be entering into a bull market as real bond yields go negative together with a significant downward shift in inflation expectations. The real 10-year Treasury yield (the nominal yield minus the inflation breakeven) dropped below minus 0.9% on July 22, 2020 and briefly dipped under the previous all-time low set in December 2012.

In its June 2020 World Economic Outlook (WEO) Update, the International Monetary Fund (IMF) projects the global economy to contract by 4.9% in 2020, its worst recession since the Great Depression, and more severe than what was seen during the global financial crisis in 2008/2009. Downside risks weighing heavily on global growth include uncertainty regarding the duration and direction of the pandemic and related travel restrictions as well as lockdowns. Furthermore, a risk remains that countries could experience a re-emergence of infections that will prolong the lockdown measures and travel restrictions, thereby hindering the re-opening of economies.

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. In July 2020, the Namibian government approached the International Monetary Fund ("IMF") for a 4.5 billion Namibian dollars (US$274 million) emergency loan to help fight the COVID-19 pandemic. Namibia had previously avoided loans from the IMF since becoming a member in 1990, but the coronavirus pandemic has seen many nations seek assistance from the lender in recent months.

Going forward, the Namibian Reserve Bank is expected to direct efforts towards supporting key players in the economy, including the government, to contribute to economic development, growth, accelerated investment, and employment creation. The central bank recently implemented measures to preserve financial stability and smooth credit flows amid the virus outbreak. These measures allowed banks to institute a loan repayment moratorium while ensuring uninterrupted lending to critical sectors in the economy. The measures should remain in force for as long as necessary.

Namibia has the potential to recover quickly from the impacts of the Covid-19 pandemic. Its young and rural population demographics, relatively limited number of cases and early intervention by the government may alleviate some of the impact. Namibia is likely to be the first country in southern Africa to open its borders to international tourists after the outbreak of Covid-19. The immediate outlook depends on the spread of new cases.

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. The inauguration of the Walvis Bay Container Terminal has improved the port's efficiency and more than doubled its container handling capacity. Namibia's large pool of institutional savings could also finance high-return investments to contribute to rapid, inclusive, and sustainable growth.

Estimated at 3.7% in 2019, inflation in Namibia is expected to decrease to 2.4% in 2020 and then increase to 3.2% in 2021 (*April 2020 World Economic Outlook IMF*). With the Namibian dollar pegged to the rand, the level of inflation will remain vulnerable to the volatility of the South African currency. To ensure the sustainability of public finances and debt, the government is implementing a fiscal consolidation plan which aims to reduce the budget deficit to 2.7% of GDP by 2022 and to limit public debt to 48% of GDP (COVID-19 post mortem dependent). The plan also aims to improve spending efficiency and growth by creating fiscal space for public investment and encouraging private participation in infrastructure through public-private partnerships.

The economic impact of the COVID-19 pandemic will remain for the remainder 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.

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.

It was announced by the Finance Minister of Namibia that appeasing investors was the main reason for repealing the previous proposal to disallow the deductibility of royalties for mining companies. This was after consultations were held with various mining companies operating in the country. Fostering investor confidence in the mining sector in Namibia was key to repealing the proposal previously put forward. With the outbreak of Covid-19, new taxes or changes to the tax deductibility rules of expenditure, could result in additional costs for mining companies, the focus going forward therefore should be to attract investment in all sectors of the economy, including mining and mineral beneficiation activities. To aid this strategy, the country will assess how it will be able to derive increased revenue and royalties from the exploitation of natural resources relative to improvements in commodity prices. A predictable mining regime is beneficial to the country as it attracts foreign investors and encourages those with investments in the country to invest in growing their current operations.

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, triggering lower SACU revenue, and weakening 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. 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 23% versus the United States Dollar and 20% versus the Canadian Dollar respectively in the year to date.

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 July 16, 2020 and the Annual Information Form dated June 26, 2020, 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 Unaudited Interim Condensed Consolidated Financial Statements for the three and six months ended June 30, 2020.

Effective January 1, 2020, the Company entered into amended and restated consulting agreements with Sparenberg Consulting CC and Rivonia Capital Inc., companies owned and controlled by directors of the Company, at monthly fees of $20,000 and $8,500. 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.

For the three and six months ended June 30, 2020, total key management compensation was $333,797 (June 30,2019 - $762,997), which includes management fees and/or salaries and bonuses of $186,000 (June 30,2019 - $129,000) and share-based compensation of $147,797 (June 30,2019 - $93,997).

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 Unaudited Interim Condensed Consolidated Financial Statements for the three and six months ended June 30, 2020). The Company recorded $147,797 (June 30, 2019: $93,997) in share-based compensation related to the vesting of stock options to Related Parties.

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 Unaudited Interim Condensed Consolidated Financial Statements:

Exploration and Evaluation Assets

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

Share Based Payments

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 Unaudited Interim Condensed Consolidated Financial Statements for the three and six months ended June 30, 2020.

The Company's significant accounting policies can be found on pages 8 and 9 of the Company's Unaudited Interim Condensed Consolidated Financial Statements for the three and six months ended June 30, 2020.

USE OF ESTIMATES

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

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

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 Unaudited Interim Condensed Consolidated Financial Statements for the three and six months ended June 30, 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.

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.