OSINO

RESOURCES

OSINO RESOURCES CORP.

MANAGEMENT DISCUSSION AND ANALYSIS (MD&A)
For the period ended December 31, 2022

Prepared by:

OSINO RESOURCES CORP.

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April 28, 2023

INTRODUCTION

Osino Resources Corp (the "Company") is a company incorporated under the *Business Corporations Act* (British Columbia) focused on the acquisition and development of gold projects in Namibia. Through its subsidiaries, the Company's Namibian interests comprise 20 exclusive exploration licenses located within the central zone of Namibia's prospective Damara belt. These are mostly located close to and along strike of the producing Navachab and Otjikoto Gold Mines. Osino is focusing its efforts on developing its Twin Hills Gold Project (the "Project") and Karibib regional and satellite targets. In addition, it is defining new exploration targets in the Otjikoto East and Otjiwarongo areas, including the recently acquired Ondundu Gold Project.

The Company and its direct and indirect subsidiaries are hereinafter collectively referred to as "Osino".

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" and on OTC Markets on the OTCQX Exchange under the symbol "OSIIF".

This Management Discussion and Analysis ("MD&A") focuses on significant factors that affected the Company and its subsidiaries during the relevant reporting period up to the date of this report. The MD&A supplements, but does not form part of, the Consolidated Annual Financial Statements of the Company and the notes thereto for the three- and twelve-month periods ended December 31, 2022. It should therefore be read in conjunction with the aforementioned financial statements and notes thereto.

All amounts are reported in Canadian dollars unless otherwise noted. This MD&A has been prepared as at April 28, 2023.

ADDITIONAL INFORMATION

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

The financial information presented in this MD&A has been prepared following International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board (the "IASB"). The Company's Consolidated Annual Financial Statements for the period ended December 31, 2022 were prepared following IFRS.

The results of the Company's technical report are referred to herein. This report comprises the geological technical report prepared for Osino in accordance with National Instrument 43-101, *Standards for Disclosure for Mineral Projects* ("NI 43-101") entitled, "Amended and Restated Pre-Feasibility Study of the Twin Hills Gold Project, Namibia, NI 43-101 Technical Report" dated effective September 6, 2022 and signed October 25, 2022 (the "PFS Technical Report") for its pre-feasibility study announced in the Company's news release dated September 6, 2022. The report includes indicated and inferred mineral resources that are considered too speculative geologically to have economic considerations applied to them that would enable them to be categorized as mineral reserves. The reader is cautioned that minerals resources that are not mineral reserves do not have demonstrated economic viability. There can be no assurance, and there is no certainty, that the estimated resources disclosed in the PFS Technical Report will be economically viable. Further exploration and evaluation work and appropriate studies would be required before Osino can report to be in a position to upgrade the remaining inferred mineralization to reserves and to provide assurance of the economic development potential of inferred material.

OVERVIEW OF SIGNIFICANT DEVELOPMENTS AND ACTIVITIES

The key events during the period of reporting are:

- The next phase of resource growth and conversion commenced at the Twin Hills Gold Project. The program includes a planned total of nearly 16,000 m reverse circulation ("RC") and diamond core ("DD") drilling, specifically targeting the Twin Hills West, Twin Hills Central, Clouds and Clouds West deposits. The program is scheduled to inform the next mineral resource estimate update due end of 2Q2023.

- Newmont Corporation ("Newmont"), on invitation from Osino, has recently been building a technical relationship with Osino. Pursuant to this relationship, Newmont has sent in a specialist geochemical exploration team to carry out orientation work at Twin Hills. The program aims to test their proprietary Deep Sensing Geochemistry ("DSG") technique over known covered mineralization at Osino's Twin Hills Gold Project. Osino's objective is to utilize its own proven calcrete sampling techniques and potentially enhance it with Newmont's proprietary technique to identify new greenfield gold discoveries on Osino's large scale EPL holdings (now in excess of 4,700 km^2, and which will be increased once the Sandveld blocks are added) in Namibia, by applying the same techniques that were successfully used to discover Osino's Twin Hills Gold Project.

- On October 27, 2022, the Company announced its maiden Mineral Resource Estimate ("MRE") for the Ondundu Gold Project Project, which is described in further detail in the technical report prepared pursuant to NI 43-101 entitled, "Ondundu Gold Project, Namibia, NI 43-101 Technical Report", dated effective October 7, 2022 (the "**Ondundu Technical Report**"). The mineral resource was estimated from approximately 46,500 m of DD and RC drilling, which was completed by previous operators (mainly B2Gold between 2015 and 2020) but was never converted into a code-compliant MRE. The current MRE was based on reasonable prospects for eventual economic extraction with conceptual mining costs and parameters at a gold price of US$1800/oz.

  The maiden MRE contains a total gold resource of 26 Mt at an average grade of 1.13 g/t Au for a total of 0.9 Moz of gold in the inferred mineral resource category (using a 0.5 g/t cut-off grade). The deposit is known for its coarse and nuggety gold mineralization, which gives rise to narrow high grade gold intersections on the property. These are complex to model but represent potential upside which Osino aims to demonstrate with larger sample sizes and infill drilling programs. Drilling on the property commenced in 4Q2022 and will continue throughout 2023.

- On October 31, 2022, the Company announced the completion by the Namibian Ministry of Mines and Energy ("MME") of their review of the Mining License application, which was submitted by the Company in August 2021, and the subsequent issuance of the Mining License for the Twin Hills Gold Project subject to certain customary conditions. The conditional mining permit for Osino's Twin Hills Gold Project was granted on March 15, 2023, subject to obtaining environmental authorization and the implementation of a 5% carried-interest (not free-carried in that the interest derived from holding the shares in the company will not be exempted from the obligation to contribute equity capital or settle expenses and/or debt assumed for the acquisition of the shares) local shareholding, amongst other conditions.

- On November 8, 2022, the Company announced that it had entered into an agreement with Nebari Gold Fund 1, LP and Nebari Natural Resources Credit Fund I, LP (each as Lender and collectively, "Nebari"), with Nebari Gold Fund 1, LP as collateral agent and certain Osino subsidiaries as guarantors, for a credit facility of up to US$15 million (the "Credit Facility"). The loan is subject to certain financial covenants *(Refer to "Nebari Credit Facility")*. Details of the facility are referred to further on in this report.

- The Company's technical team and specialist consultants working on the Twin Hills Definitive Feasibility Study ("DFS") focused on activities that would improve confidence in the Pre-Feasibility Study ("PFS") designs and cost estimates as well as optimizing and improving the Project. The most promising areas for improvement in this quarter were:

  - Mineral resource improvement through additional drilling and remodeling of the resource.
  - Confirmation of geotechnical ground conditions over the entire proposed mine site.
  - Optimization of the mine plan to enhance mine design by deferring waste rock pre-stripping but also advancing extraction of higher grade ore in the first few years of production.
  - Optimizing the 5 Mtpa plant design configuration by using conventional tertiary cone crushers instead of a High Pressure Grinding Roll ("HPGR") unit and by replacing the tailings vacuum belt filters with pressure filters.
  - Development of a practical filtered tailings storage facility transfer, as well as deposition and containment designs based on international standards.
  - Development of an Independent Power Producer ("IPP") strategy for a renewable power plant on site able to meet 40-50% of the entire electrical energy demand for the project.
  - Development of a water supply strategy, with the assistance of NamWater Ltd ("NamWater"), for the mining operation incorporating boreholes, pit dewatering, aquifer recharge, surface water dams and NamWater network connections to ensure sufficient water supply even in occasional periods of severe drought in Namibia.
  - Optimization of on-site infrastructure to ensure that it is fit for purpose with maximum possible use of local materials.

- Work commenced on the process plant and infrastructure sections of the DFS in a structured manner, consistent with the objectives stated in the PFS Technical Report. In particular, the consultants completed reviews of the PFS design work in most areas. The process plant consultants also made good progress on the DFS process and mechanical designs, and the infrastructure consultants updated the site layout drawing as well as advancing water and power supply studies.

- Osino's sustainability initiatives, which are underpinned by its purpose of 'building value for all stakeholders', continue to gain momentum. The ongoing implementation and expansion of applicable processes and procedures is resulting in further improvements in social, environmental and governance performance. For the Twin Hills Gold Project, where the most material future impacts, risks and opportunities reside, sustainability is integral to the feasibility studies and planning activities taking place. On November 11, 2022, the Company published its inaugural Sustainability Report (for the 2021 fiscal year). The report also covers sustainability issues and plans for the Project. The report highlights how Osino is already making a significant positive contribution to its host communities and Namibia as a whole, through direct local employment and local procurement, the resulting multiplier effect and targeted community development activities through its Twin Hills Trust. The Trust has been set up by Osino as a Namibian not-for-profit, and it is also supported by key suppliers, shareholders and managers. The production of the 2022 Sustainability Report, expected to be published in Q3 of 2023, is well underway. This report will provide greater detail on sustainability progress and plans for the Twin Hills Gold Project.

- Post year-end, Osino announced that since its prior MRE update, a further 14,428 m of drilling was completed, aimed at resource growth and conversion of resources from the Inferred to the Indicated category. Step-out drilling at the main deposits at Twin Hills confirms that mineralization is present down plunge and tends to coalesce into a single wide shoot at depth providing scope to deepen the pits. Assay results are still to be reported and these results will be incorporated into an updated MRE which will form the basis for the 2Q2023 DFS.

- In early 2023, the Company received multiple project finance offers for the development of the Twin Hills Gold Project. Indicative term sheets were received from eight European, African, and North American lenders with established track records in mining project finance. The project financing process is led by Terrafranca Capital Partners Ltd. and remains on schedule to meet the Company's development timelines for completion in 2023.

- The continued development of the Company's lithium discovery, the Omaruru Lithium Project with our partner Prospect Resources Limited, continued to gain momentum in the quarter with the announcement of a new lithium discovery in early 2023. Assay results from the Phase 1 RC drill program outline a new, near surface shallow dipping discovery of lithium mineralization in the southern Brockmans zone and confirmed historical results at Karlsbrunn. Prospect Resources Limited is investing US$1 million over 12 months to reach a 40% project interest in the Omaruru Lithium Project. Osino has the option to retain a 49% interest in the project through pro-rata equity contributions and regardless will be carried as a 15% holder in the event of non-funding, until DFS.

- On December 7, 2022, the Company announced that it has closed its previously announced non-brokered private placement (the "Offering") of 14,752,500 common shares for gross proceeds of $11,802,000 at a price of $0.80 per share. The Company intends to use the net proceeds of the Offering to fund exploration and project development expenditures at the Company's Twin Hills gold project and other exploration projects in Namibia ahead of commencement of construction, and for general working capital purposes

OVERVIEW OF OPERATIONS

- The company completed a total of 59,892 m of drilling for the year, predominantly focused on resource growth and conversion at its Twin Hills Gold Project. Key focus was to convert resources from the Inferred resource category to Indicated and Measured, while stepping out along strike and plunge from known mineralization and adding new resources. Another key focus area was drilling to advance pre-feasibility and feasibility studies including metallurgy, hydrology and geotechnical. Advances were also made at brownfields and greenfields projects with some being drill tested late in the fourth quarter.

  Following the completion of the PFS of the Twin Hills Gold Project, work commenced on the DFS in 4Q2022. The PFS Technical Report incorporating a processing plant able to process 5 Mtpa of ore was drafted in September 2022 before being published in October 2022. After a competitive tendering process, the main consultants appointed to work on the DFS were finalized.

- Two major applications in process are the mining licence and the Environmental Clearance Certificate ("ECC"). The ECC was issued by Ministry of Environment, Fisheries and Tourism (''MEFT'') on the November 3, 2022 and is valid for three years following the date of the award. The Company was issued a notice of intent to award its mining licence subject to conditions disclosed above which the company is working towards completing in 2023. On March 15, 2023, the Company was awarded a conditional mining permit subject to the same conditions.

- The geological team was also able to focus on its regional exploration targets and program design. Geological mapping and geochemical sampling campaigns were initiated at high-ranking targets within the Otjiwarongo project area. Work programs are designed to test target support while adding geological resolution towards generating drill-ready targets.

MINERAL PROPERTIES

As of December 31, 2022, the Company held 20 Exclusive Prospective Licenses ("EPLs") in Namibia, which constitute the project areas below. The reduction in the land holdings is as a result of the regulations from the Ministry of Mines and Energy in Namibia on EPL renewals as well as the company not renewing certain licences that the Company has decided are not prospective.

Table 1: Project and License Areas

Project Area	**Area (Hectares)**	**Location**
Twin Hills Gold Project (11 licenses)	153,206	Central Namibia, in the vicinity of regional towns/settlements of Omaruru, Usakos, Karibib and Wilhelmstal.
Otjikoto East Gold Project (1 license)	38,114	Northern Namibia, in the vicinity of regional towns/settlements of Otavi, Kombat and Grootfontein.
Otjiwarongo Regional Project (8 licenses)	281,275	Central Namibia, in the vicinity of regional towns/settlements of Otjiwarongo, Khorixas and Kalkfeld.
Total	**472,595**	

WORK PROGRAM AND RESULTS

Twin Hills Gold Project

Twin Hills (also referred to as the "Karibib Gold Project", or the "Project") includes 11 of the Company's 20 EPLs and comprises approximately 1,532 km^2 as of December 31, 2022.

Exploration activities focused on the Twin Hills deposit and strike extension targets which together make up the Project. The bulk of the mineral resource is hosted in the Twin Hills West ("THW"), Bulge, Twin Hills Central ("THC") and Clouds orebodies, which are approximately 6 km in combined strike length and open down-plunge.

These deposits lie within a larger zone of mineralization, which is 11 km long and stretches from exploration targets at Terminal 1 in the west to Twin Hills East in the east. Ground magnetic and induced polarization ("IP") geophysical surveys, in conjunction with exploration drilling and calcrete sampling, have highlighted several anomalies that are being systematically followed up as part of the brownfields exploration program. The Twin Hills cluster of targets form part of the Karibib Gold Trend, which has been defined over more than 50 km in strike length.

Mineral resource estimate

The most recent MRE for the Twin Hills Gold Project was announced on August 9, 2022 and includes a total of 212,184 m of drilling from 1,016 holes drilled since 2019. The latest MRE for the Twin Hills Gold Project is described in further detail in the Twin Hills PFS technical report prepared in accordance with NI 43-101 and comprises 81.3 Mt at 1.08 g/t Au for a total of 2.83 Moz of gold in the Measured and Indicated categories; and 7.2 Mt at 1.05 g/t Au for a total of 0.24 Moz of gold in the Inferred category.

The mineral resource also includes a higher-grade portion above 0.9 g/t Au cut-off as follows, 42.7 Mt at 1.46 g/t Au for 2.00 Moz in the Measured and Indicated categories; and 0.8 Mt at 1.40 g/t Au for 0.17 Moz in the Inferred category

The MRE is reported within a conceptual pit shell using a gold price of US$1,800/oz and a cut-off grade of 0.3 g/t Au.

Resource conversion and expansion drilling

In 4Q2022, Osino commenced with the next phase of infill and step out drilling including a planned 4,800 m RC and 10,900 m DD drilling program to inform the next MRE update, due by the end of 2Q2023. Much of the drilling is planned to convert Inferred resources to the Indicated and Measured resource categories, especially at Twin Hills West and Clouds West. Targeted deep drilling at Twin Hills Central and Clouds aims to grow the resource down plunge and along strike.

Development studies

The specialist consultants engaged in the project along with Osino's technical team were involved in technical studies of the following sections of the Twin Hills Golf Project DFS:

- Permitting
- Geotechnical
- Open pit mine design, production planning and scheduling
- Metallurgical test work and process flowsheet trade-off studies
- Process plant and engineering design
- Tailings disposal strategy and design
- Securing major utilities (namely, water and power) to the proposed mine site
- Investigation of alternative renewable energy sources and renewable water supply options
- Other infrastructure engineering design and site layout proposals
- Capital and operating cost estimates for the Project
- Environmental studies
- Sustainability initiatives
- Sustainable infrastructure and design
- Employee housing

A) Permitting process and ESIA

A conditional mining permit for the Twin Hills Gold Project has been granted, subject to customary conditions precedent, and the team are currently working towards satisfying each of these conditions. One of these major conditions was met when the MEFT issued the Environmental Clearance Certificate on the November 3, 2022.

The Twin Hills Project team have engaged the relevant ministries for a range of additional site-specific licenses which the Company needs to conclude prior to entering the construction and operating phase of the Project. These include:

- Accessory works permit
- Bulk fuel storage permit
- License for explosives magazine
- License to use explosives and burn packaging
- Boreholes water abstraction permit
- Tailings waste disposal permit
- Wastewater discharge permit
- River diversion permit
- Land clearing permit
- Emission stacks and towers permit

B) Geotechnical pits, drillholes and laboratory tests

Test pits and drillholes were completed across the extent of the planned open pit, processing plant, site infrastructure and tailings storage facility, to enable the geotechnical ground conditions for the pit side walls as well as support of all surface structures to be determined. Typical geotechnical laboratory tests were carried out on the samples.

Samples of final filtered tailings from the Twin Hills metallurgical and filtration tests were also tested, to confirm the structural competence of the material as an important parameter of the tailings storage facility ("TSF") design.

C) Open pit mine design and scheduling

Whittle optimizations based on the updated PFS resource model and geotechnical parameters were run at a base gold price of $1,700/oz Au using a 5% discount rate and includes a 3% gross royalty and 1% export levy payable to the Namibian government. The selected DFS mine schedule produced in November 2022 confirmed the reported PFS total proven and probable mineral reserves of 64.29 Mt of ore at 1.04 g/t Au for 2.15 Moz Au in total (including 63.55 Mt proven mineral reserves at 1.04 g/t for 2.12 Moz Au).

For the DFS, the PFS mine planning objective of maximizing the conceptual potential for annual gold production was adjusted slightly to reduce pre-stripping of waste rock, while still maintaining average gold production of about 170,000 troy ounces of gold per year for the first five years of operation. Comparative Whittle optimizations confirmed that optimal financial outcomes would be achieved with a plant processing capacity of between 4.5 and 5.0 Mtpa of ore.

Whittle sensitivity runs showed that, at a gold price of US$3,000/oz Au, the proposed plant location would not sterilize any portion of the extended pit shell. Conversely, at gold prices of as little as US$1,300/oz Au, about 80% of the base case ore reserve would still be economically recoverable.

Long term geochemical tests of ore and waste rock samples indicated that some portions of the ore body will potentially be acid forming. Waste rock disposal strategies are being developed to ensure that such material is contained within the dumps, is appropriately handled and will not be exposed to the detriment of the local environment.

D) Plant metallurgy test work and flowsheet trade-off studies

Gold recovery variability tests confirmed that average life of mine gold recovery of 92% was achievable. It was also confirmed that target gold recovery could be achieved either at 45% or 50% solids concentration in Carbon-in-Leach (“CIL”) feed.

Vacuum belt and disk filtration, pressure filtration and conveyability tests were commissioned from three independent test laboratories, on samples of final CIL residue (i.e., tailings) from the metallurgical tests carried out during the PFS. Results will be available in the second half of 1Q2023.

Sorting scoping tests for mineralized material were carried out by vendors on core samples from Ondundu. Results are expected in the second half of 2023

E) Process plant engineering design

The PFS process plant design was reviewed and confirmed with the exception of the following features:

- A low profile primary gyratory crusher design on grade with an elevated run of mine pad was selected instead of the previous excavated crusher design.
- Twin tertiary cone crushers and classification screens associated with a covered fine ore stockpile ahead of milling were specified instead of the high pressure grinding roll unit shown in the PFS.
- The moisture content of filtered tailings for conveying and storage was reduced from 22% to 15%, necessitating some modifications to the filtration circuit design.
- Provision was made to process gravity concentrate from Ondundu in the Twin Hills process plant after year 5 of its operation.
- Several other minor process modifications were introduced, taking into account revenue, reliability, capital costs and operating cost assumptions.
- Work commenced on the following areas in the quarter:
    - DFS process design criteria,
    - mass balance, and
    - process flow and control diagrams.
- Updates to the PFS mechanical equipment list, major equipment specifications and vendor list also commenced in the quarter.
- The plant layout was revised considerably from the PFS to reflect a more logical, compressed layout that reflects the specific requirements of the Twin Hills Project.

F) Tailings storage facility

The consultant appointed for the DFS commenced work reviewing the PFS design and cost estimates associated with a dry-stack tailings facility incorporating an outer casing of waste rock and borrow pit material. This design has the advantages of lower water consumption and associated environmental benefits, as well as lower initial project capital costs when compared to a conventional thickened tailings disposal facility.

Twin Hills is located in an area of Erongo, Namibia that is water constrained, with variable seasonal rainfall. This, coupled with the potential for the Project MRE to continue to grow, favours a sustainable approach to water use. The dry-stacked tailings storage facility will be secured by linings and berms to prevent any acidic water, possibly containing dissolved arsenic, from leaking into surrounding groundwater reserves.

The infrastructure consultant will be responsible during the DFS for the design and cost estimation of the filtered tailings conveying and deposition system. They completed the process design criteria and process flow diagrams for this circuit during the quarter under review. These results will be incorporated into the DFS.

G) Bulk power supply

Total site electrical power requirements of approximately 28 megawatts ("MW") maximum demand were confirmed after review of the final PFS design incorporating a 5 Mtpa process plant. The Power Purchase Agreement ("PPA") with Namibia's parastatal power utility NamPower (Pty) Ltd ("NamPower") is in the process of being updated to supply the necessary power through 66 kVa overhead lines from the new Erongo substation at Karibib (approximately 20 km from the project mine site). The PPA deposit and the first instalment of six relating to this Agreement has been paid to NamPower. The remaining obligation forms part of a payment plan over 30 months. The Company is compliant with the payment terms of the PPA.

Positive discussions continued with NamPower to finalize the implementation schedule and confirm the project delivery responsibilities for the supply of grid power to the plant. Osino and its consultants are likely to take over responsibility for the "shallow connection" consisting of the power line design and layout, as well as the 11 kV substation connections, control room schematics and the single line diagram at site. DFS design and cost estimation work on this scope commenced during the quarter under review.

H) Mine water balance and water supply options

Total make-up water for the site is now estimated at less than 1,3 million m^3 per year, a reduction of about 30% from the estimates in the PFS due to the change in the target filter cake moisture content. This includes an estimate for dust suppression water primarily needed for the mine haul roads on the Project.

A site hydrogeological study indicated that water availability on site should gradually increase as the open pit depth increases, provided that pit dewatering does not negatively influence the sustainable borehole water flow. Site aquifer management and flood control studies also commenced in 4Q2022.

An agreement was reached with NamWater to jointly investigate the potential for sustainable water supply from the Kranzberg aquifer about 30 km from Namwater's Karibib infrastructure as an alternative to linking the site to NamWater's Swakoppoort dam distribution network. A preliminary cost estimate was generated for this study which is in the process of being analyzed.

Preliminary studies and cost estimates of procuring some water from the existing desalination plant near Swakopmund or from the Karibib waste water treatment plant are also being assessed. The Company is confident in its water management strategy and that sufficient water will be available throughout all phases of the life-of-mine ("LOM") for the Project.

I) Renewable power supply options

Osino commenced discussions with the Namibian Electricity Control Board ("ECB") to register Twin Hills as a supplier of electrical power into the national grid. This will enable the planned capacity of the renewable power facility to be increased from a maximum of 30% to as much as 50% of the total electrical power demand for the Project.

The optimal renewable power supply configuration developed during the PFS was confirmed and work commenced on defining the likely scope and the potential vendors for a photovoltaic ("PV") plant to be designed, supplied and operated as an Independent Power Producer ("IPP").

J) Other on-site infrastructure

Battery limits between the process plant, the TSF, and the selection of the mining and infrastructure consultants were all confirmed in the quarter.

A site visit took place, which included an evaluation of the condition of secondhand Grasshopper conveyors that are potentially available to the Company for purchase.

The definition of several infrastructure components including the airstrip, labour complement, administration and services buildings, maximum bulk power demand, access road re-routing, oxygen and diesel plants, borrow pits, mining contract infrastructure, water storage and reticulation facilities, contractor accommodation during the construction phase and the fencing requirements all took place in 4Q2022. Site and engineering design criteria for all disciplines were also developed, mostly in conjunction with the process plant consultants.

An updated overall site layout drawing was generated and revised several times during the quarter, with input from Osino and all its consultants. In addition to the compressed process plant layout, a considerable reduction in the proposed area of the general site infrastructure was confirmed. In addition to the TSF, the updated site layout also now shows the planned location and extent of the multiple open pits, waste rock dumps, strategic ore stockpiles, flood control stormwater containment dams, the PV plant, any and all relocated roads, the airstrip, the exploration camp and additional accommodation were specified.

An Operational Readiness exercise for the whole operation was added to the infrastructure scope of work and sent out for tender. Planning work on this package commenced during the Quarter and will conclude in 2023.

K) Capital and operating cost estimates

The work breakdown structure (“WBS”) for the project was confirmed, based on the PFS WBS. Budget price enquiries for all major mechanical equipment were issued to the market in 4Q2022.

L) Planned project schedule

A revised high level bar chart was drafted with input from all consultants, showing the likely project duration to production of first gold, including periods for a Front End Engineering Design (“FEED”) package and timeline to secure the project funding. This currently indicates a conceptual target project completion date by 4Q2025.

M) Environmental Studies

The environmental consultants’ scope of work was extended to include an Environmental Study Impact Assessment (“ESIA”) of the NamPower overhead line to the project site. Two alternative powerline routes will be assessed to determine the environmental impact of the required 66 kV connection with the new Erongo substation. A scope of work has also been approved to assess the environmental impact of the Khan River weir and sand aquifer storage scheme. Specialist studies and stakeholder engagement of affected users will commence in Q12023 focusing on the local biodiversity and existing downstream users.

An environmental clearance certificate was issued by MEFT for the site based on the existing ESIA and EMP. The ECC is valid for a three-year period after which the application will be updated to include updates and changes to the mine plan.

N) Sustainability

Minimizing negative impacts and finding opportunities ‘to build value for all stakeholders’ across different types of capital (i.e., financial, manufactured, intellectual, social, human and environmental), is at the heart of Osino’s sustainability plans for the Twin Hill Gold Project. Efforts are focused on the material topics for the future mine,

which include our people and communities (i.e., human rights, occupational health and safety, employee welfare and relationships, diversity, equal-opportunities, non-discrimination, community relationships and development) and environmental stewardship (i.e., land management, waste management, water management, climate change and energy use).
Key sustainability initiatives currently underway include:

- The Twin Hills Trust, which is funded by Osino, key suppliers and Osino managers, continues to support several strategic development projects in its host communities of Karibib and Omaruru. The Trust's work will be significantly expanded once funding for the Project has been secured.
- A responsible sourcing process is being trialled with key suppliers and will, in time, be expanded to other suppliers of the Company.
- An employee housing plan is being developed to ensure the availability of quality housing, encourage investment in property, minimise impacts on local communities and contribute to local community development.
- Infrastructure and building construction that minimise environmental impacts and create opportunities for job creation and skills development are being investigated.
- A public grievance mechanism has been implemented to allow stakeholders, particularly community members, to raise concerns, which can then be addressed by the Company in a transparent and structured manner.
- A project is being scoped to undertake a comprehensive assessment of all community impacts (by expanding the work of the ESIA and Environment and Social Management Plan ("ESMP")) and make recommendations to address these. This project is scheduled to commence in mid-2023.
- A project to develop a local employment and skills development plan is being scoped and is expected to commence during the latter part of 2023.
- A project to assist in the development of local enterprises and suppliers is being explored and is expected to commence in the second half of 2023.

Otjikoto East Project

The Otjikoto East Gold Project consists of one license (with another currently being under application) covering approximately 381 km^2. The license areas include approximately 30 km of strike length with prospective geology similar to that which hosts the Otjikoto Gold Mine (owned by B2Gold Corp.), less than 10 km to the west of the Company's licenses.

Reconnaissance drilling of the Fairview bedrock Au-Cu anomalies commenced late in the quarter with results expected out in the first half in 2023.

Otjiwarongo Regional Project

The Otjiwarongo Regional Gold Project consists of eight licenses with a combined surface area of 2,813 km^2 situated in central Namibia, to the northwest of Twin Hills. The project area lies approximately halfway between the Company's Twin Hills and Otjikoto East Gold Projects, and includes the recently acquired Ondundu Gold Project

The Ondundu Gold Project, EPL3195, adds significantly to the potential of the Otjiwarongo region. Collation and reinterpretation of historic data was undertaken in support of the maiden resource estimate published in October 2022. In addition, the work provides key guidance for future resource and brownfields drilling programs which commenced in the quarter and are expected to carry on throughout 2023.

On October 27, 2022, the Company announced its maiden MRE for the Ondundu Gold Project. The mineral resource was estimated from approximately 46,500 m of DD and RC drilling, which was completed by previous operators (mainly B2Gold between 2015 and 2020), but was never converted into a code-compliant MRE. Drill collars were spaced on various grid from 25 m to 100 m on surface and inclined at 60° at an azimuth of 70°. Gold mineralization occurs along a continuous 2.1 km strike length and within a 200 m wide corridor, though this width is not necessarily mineralized throughout. Gold mineralization is modelled to a depth of approximately 320 m below surface. The mineral resource has reasonable prospects for eventual economic extraction based on conceptual mining costs, certain parameters and a gold price of US$1800/oz.

Highlights of the Ondundu Gold Project MRE include:

- Total gold resource estimate of 26 Mt at an average grade of 1.13 g/t Au for a total of 0.9 Moz of gold in the inferred mineral resource category (0.5 g/t cut-off), as more fully described in the Ondundu Technical Report prepared pursuant to NI 43-101.
- Ondundu is Namibia's oldest known gold deposit, with a history of mining and exploration by various operators dating back as far as 1917.
- The deposit is known for its coarse and nuggety gold mineralization, which gives rise to narrow high grade gold intersections. These are complex to model but represent potential upside which Osino aims to demonstrate with larger sample sizes and infill drilling. Drilling is expected to commence in 4Q2022 and throughout 2023.
- Recently completed metallurgical test work confirms excellent amenability to gravity concentration with the potential to produce a low volume, high-grade gravity concentrate and the potential for onward road transportation and processing at Osino's Twin Hills Gold Project, approximately 130 km by road to the south east of Ondundu.

On the surrounding EPLs, work focused on the reinterpretation of historic and recent mapping and geochemical surface sampling results to facilitate follow-up field and drill programs in 2023.

Geological model and exploration 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 and/or criteria of the orogenic gold model, and how they relate to the Namibian and Damara Orogenic Belt setting, are:

- Very large, long-lived and deep structures, including the Omaruru and Otjohorongo Lineaments, as well as the recently identified Karibib Fault
- Large scale turbidite basins as a source of fluids
- Compressional tectonics (required for pumping the fluids out of the basins and through these large structures)
- Association with domes and basement highs
- Associated gold occurrences

The discovery of the Bulge and THC deposits during the second half of 2019, Clouds in the fourth quarter of 2020, and THW in the fourth quarter of 2021 were significant milestones in the Company's exploration activities in Namibia.

The discovery of Twin Hills was made possible by focusing systematically on the main structures and prospective geology using regional geophysics, regional mapping and geochemical sampling. Regional geophysical data and mapping informed the initial sampling and drilling of the main geological structures.

Ground magnetics, RAB drilling for bedrock samples and IP surveys constituted the follow-up exploration. The Twin Hills mineralization is clearly associated with the regional Karibib Fault and splays off this main structure. Ongoing work focuses on refining the model and our understanding of the deposit-scale mineralization controls.

Quality assurance

All Company sample assay results have been independently monitored through a quality assurance/quality control (QA/QC) program, which includes 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 Twin Hills Project. The drill cores are sawn in half on-site and the resulting half drill-core samples are transported securely to the Actlabs sample preparation facility in Windhoek, Namibia. The core is then dried, crushed to 95% -10 mesh, split to 250 g, and pulverized to 95% -150 mesh. Sample pulps are sent to Ontario, Canada, for further analysis. Gold analysis is by 30 g fire assay with AA finish and samples are automatically re-analyzed with gravimetric finish if Au >5 g/t. Pulps also undergo four-acid digestion and multi-element analysis by ICP-AES or ICP-MS.

RC samples are prepared at the Actlabs sample prep facility in Windhoek, Namibia. The rock is dried, crushed to 95% -10 mesh, split to 250 g and pulverized to 95% -150 mesh. Sample pulps are sent to Ontario, Canada, for analysis. Gold analysis is by 30 g fire assay with AA finish and automatically re-analyzed with gravimetric finish if Au >5 g/t.

EXPLORATION OUTLOOK

The current exploration plan for our mineral properties are as follows:

Twin Hills Gold Project

- Optimize technical studies and trade-offs with the aim of de-risking Twin Hills and improving the overall economics of the Project.
- Complete the current phase of resource growth and conversion drilling to inform the next MRE iteration.
- Publish the DFS in 2Q2023 with improved project parameters and economic metrics.
- Issuing of the necessary permits required for the project to go ahead.
- Progress priority brownfield and greenfield targets in the surrounding Karibib District project area.
- Refine the 3D geological model and subsurface maps to improve geological understanding, especially on ore controls of priority brownfield targets. These include Puff Adder, Eland, Bulge North, OJW South and Twin Hills East. The aim is to increase the success rate in discovering satellite deposits that are within trucking distance of the Project.

Otjikoto East Gold Project

- Follow up positive bedrock percussion drilling at the Fairview Target with a potential DD program to commence in 2023.
- Execute surface sampling and mapping programs at the high-ranking Devon target in support of a drilling program in 2023.

Otjiwarongo Regional Project

- Complete surface sampling and mapping programs at the high-ranking Eureka and Ondundu South target areas to support both DD and RC drill programs, which are currently scheduled for 2Q2023.
- Initiate the first phase of reconnaissance mapping and geochemical surface sampling campaigns at the Edendale target
- Follow up geochemical soil anomalies at the Moselle targets with a DD drill program.

QUALIFIED PERSON'S STATEMENT

David Underwood, BSc. (Hons.) is Vice President in charge of Exploration of the Company and has reviewed and approved the scientific and technical information in this MD&A. He 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 (QP) for the purposes of NI 43-101.

The MRE for each of Twin Hills and Ondundu was carried out by Mr. Anton Geldenhuys (Meng), a registered professional natural scientist (SACNASP, membership number 400313/04) of CSA Global (Pty) Ltd., who is an independent QP as defined by *CIM Definition Standards for Mineral Resources and Mineral Reserves* per NI 43-101. Mr. Geldenhuys is a geoscientist, is qualified as a geologist (Honours) and engineer (Masters), and has over 20 years of relevant industry experience. Mr. Geldenhuys is a member in good standing of the South African Council for Natural Scientific Professions (SACNASP) and has sufficient experience relevant to the commodity, style of mineralization and activity which he is undertaking to qualify as a QP under NI 43-101. Mr. Geldenhuys has reviewed and approved the scientific and technical information in this MD&A.

ENVIRONMENTAL REGULATIONS

All work carried out on each license is subject to an ECC for that specific license issued by the MEFT. This is 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 allows for public participation meetings which include the landowners affected by the proposed activities. No fieldwork is permissible without an approved ECC for the particular license, nor can licenses be renewed by the MME.

The ECC is renewed by submitting a report of activities for the previous three-year period. This is accompanied by supporting documentation, including descriptions and photos of the types of fieldwork 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 has received all the required ECCs.

USE OF FUNDS

On January 31, 2022, the Company raised $7,444,940 from the exercise of 7,292,114 previously issued warrants with an expiry date of January 31, 2022. The funds received were used to fast-track the development of its flagship Twin Hills Gold Project as well as accelerate the exploration of its land position in the emerging Namibian Gold Belt.

On December 7, 2022, the Company announced that it has closed a non-brokered private placement (the "Offering") of 14,752,500 common shares for gross proceeds of $11,802,000 at a price of $0.80 per share. The Company intends to use the net proceeds of the Offering to fund exploration and project development expenditures at the Company's Twin Hills Gold Project and other exploration projects in Namibia ahead of commencing construction, as well as for general working capital purposes.

The Company's uses of funds analysis incorporates all spend and expected spend except for any IFRS non-cash adjusted items, investment income receipts, finance cost expenditure in the form of interest and fair value adjustments and non-cash accruals.

Table 2: Use of Funds Analysis

Concession Spending Analysis	Budgeted spend for FY2022& FY2023 (1)	Working capital on hand Dec 31, 2021	Funding commitment (2)	Funds raised through financing and other forms (2)	Cumulative spend for the year(3)	Remaining Commitment as at Dec 31, 2022(4)
Project Expenditure						
Exploration development - THGP and regional(5)(6)	$13,618,207	$5,613,994	$8,004,213	$10,442,067	$10,339,999	$8,106,281
Feasibility studies(6)	6,679,214	1,345,180	5,334,034	2,502,043	3,364,551	4,471,526
Regional in-country general and administrative expenses(7)	2,647,868	719,537	1,928,331	1,338,344	861,962	2,404,713
Capital expenditures(8)	286,386	133,162	153,224	247,682	22,402	378,504
Corporate general and administrative expenses(9)	5,529,125	1,823,576	3,705,549	3,391,865	2,592,429	4,504,985
Unallocated working capital	-	-	-	-	-	-
Total	**$28,760,800**	**$9,635,449**	**$19,125,351**	**$17,922,001**	**$17,181,343**	**$19,866,009**

Notes:

(1) *The Company's board of directors have approved budgets for FY2022 and 1H2023. The budgets are based on the Company's working capital reserves on hand at the beginning of each year of assessment and the uses of funds raised during the respective years. It will also support the other regional exploration projects of the Company.*

(2) *The Company raised net proceeds from the exercise of warrants issued with previous financings raising aggregate net proceeds of $7,444,940 in January 2022. On December 7, 2022, the Company closed a non – brokered private placement raising aggregate gross proceeds of $11,802,000.*

(3) *The actual spend for the year is on a cumulative basis, for the twelve months up to December 31, 2022, across all the work programs. It excludes any non-cash expenditure allocated to stock options, RSUs or minority interests.*

(4) *The Working Capital on Hand as at December 31, 2022 which will be used to fund the remaining portion of the commitment from the table above does not include or account for the budget allocations for the closure and payment of the surface rights acquisitions, the settlement of the B2Gold Corp. six-month anniversary payment, any costs related to the construction or financing for the Project or any related costs. These capital costs will be financed from separate sources of funding such as the Nebari Facility of US$15m secured in November 2022 and future equity financings forthcoming in FY2023.*

(5) *The Company is primarily focused on the exploration and development of the Twin Hills Gold Project. The Company has utilized the proceeds of the financings to pursue further exploration of Twin Hills following the recommendations contained in the Technical Reports dated June 25, 2020, May 21, 2021, August 25, 2021, April 1, 2022 and its PFS dated September 6, 2022.*

(6) *The Twin Hills Gold Project represents capital allocated towards the advanced MRE's filed in 2022 and the PFS during the year, various drill programs aimed at advancing the resource size and various studies in support of the PFS and upcoming DFS projected for publication in 2Q2023.*

(7) *In-country general and administrative expenses reflect overhead and other costs including payroll that cannot yet be allocated to specific exclusive prospecting licenses or development projects held by the Company. These include spend on the Company's CSIR and Sustainability initiatives. The Company's spend in relation to these initiatives in 2022 amounted to $160,000 (against a budget of $240,000). In addition, a further $450,000 has been budgeted for CSIR and Sustainability initiatives in 2023.*

(8) Capital expenditure spend for FY2022 incorporates certain regulatory spend with respect to the acquisition of the surface rights transaction that the Company is in the process of Closing. It also includes the cash portion for the acquisition of the minority interest in Richwing (Pty) Ltd during the year.

(9) Corporate G&A (general and administrative) expenses include management and consulting fees, professional fees, regulatory, secretarial and public relations costs as well as costs related to the private placement and warrant issuance in 2022.

There were no variances that negatively impacted the Company's ability to achieve its business objectives and milestones as disclosed in its Prospectus dated July 8, 2020 or the Company's expanded drill program for 2022. The Company's actual use of the net proceeds may vary depending on the Company's operating and capital needs from time to time. There may, therefore, 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.

The Company expects to require additional funding to complete further development work on the Project. There is no assurance that such funds will be available on terms favourable to the Company, or at all.

FINANCIAL POSITION

As at December 31, 2022, the Company had total assets of $24,946,989 and a net equity position of $11,791,956. This compares with total assets of $14,091,822 and a net equity position of $11,661,112 as at December 31, 2021. The Company had liabilities of $14,532,741 as at December 31, 2022, compared with $3,532,468 as at December 31, 2021.

As at December 31, 2022, the Company had a working capital surplus of $13,290,665 compared with working capital surplus of $9,635,449 as at December 31, 2021. The Company had cash on hand of $9,571,677 as at December 31, 2022, compared with $12,668,462 as at December 31, 2021, short term investments in Guaranteed Investment Certificates totalling $10,035,000 as at December 31, 2022, compared with $35,000 as at December 31, 2021, and other receivables and prepaid expenses of $2,266,152 as at December 31, 2022, compared to $175,327 as at December 31, 2021.

As of the date of this report, the Company has cash and cash equivalents on hand of approximately $7,800,000.

REVIEW OF FINANCIAL RESULTS

The following represents the summarized results for the three most recently completed financial years:

Summarized annual financial results	**Dec 31, 2022**	**Dec 31, 2021**	**Dec 31, 2020**
Total assets	$24,946,989	$14,091,822	$23,293,337
Total non-current financial liabilities	$5,950,577	$289,128	$130,043
Net comprehensive loss	$30,519,781	$27,138,862	$13,349,580
Basic and diluted loss per common share	$0.22	$0.24	$0.14
Weighted average number of common shares outstanding	133,651,226	109,004,941	92,294,575

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

Income statement for the three months ended[1]	**Dec 31, 2022**	**Sep 30, 2022**	**Jun 30, 2022**	**Mar 31, 2022**
Amortization	$50,023	$51,516	$52,728	$55,500
Exploration expenses[2]	(3,039,214)	14,395,091	5,222,271	4,063,524
Professional fees[4]	459,095	284,131	293,428	237,862
Consulting fees[4]	142,714	163,903	131,404	125,294
Management fees	135,000	135,000	135,000	135,000
Salaries and benefits[2]	1,412,183	697,837	629,417	747,621
Office and general[3]	230,487	165,553	217,553	234,835
Travel[2]	48,929	38,317	89,081	37,126
Stock options expense	955,066	219,099	225,948	633,203
Net Investment expense/(income)	277,915	305,589	(62,340)	(5,854)
Loss for the period	**$672,198**	**$16,456,036**	**$6,934,490**	**$6,264,111**
Foreign translation gain/(loss)	(1,239)	(106,531)	(112,375)	27,199
Net comprehensive loss for the period	**$673,437**	**$16,562,567**	**$7,046,865**	**$6,236,912**
Weighted average number of shares in issue	145,775,313	136,817,263	127,466,907	125,205,391
Basic and diluted loss per share	$0.01	($0.13)	($0.05)	($0.05)

Footnote disclosure provided at the end of this section

REVIEW OF FINANCIAL RESULTS (continued)

Summary of quarterly results (continued)

Income statement for the three months ended [(1)]	Dec 31, 2021	Sep 30, 2021	Jun 30, 2021	Mar 31, 2021
Amortization	$70,951	$41,665	$47,843	$51,446
Exploration expenses[(2)]	7,324,731	4,381,701	4,439,027	3,935,494
Professional fees[(4)]	284,997	256,496	266,019	159,188
Consulting fees[(4)]	44,100	26,550	30,793	39,816
Management fees	135,000	135,000	142,500	142,500
Salaries and benefits[(2)]	1,473,074	484,776	305,993	609,538
Office and general[(3)]	104,322	155,792	192,943	312,308
Travel[(2)]	22,003	10,432	11,882	7,839
Stock option expense	247,183	263,675	279,634	622,204
Net investment income	(3,890)	(9,256)	(25,472)	(41,148)
Loss for the period	**$9,702,471**	**$5,746,831**	**$5,691,162**	**$5,839,185**
Foreign translation gain/(loss)	(116,420)	(54,706)	131,665	(119,752)
Net comprehensive loss for the period	**$9,818,891**	**$5,801,537**	**$5,559,497**	**$5,958,937**
Weighted average number of shares in issue	116,531,557	109,644,171	105,179,475	104,525,602
Basic and diluted loss per share	($0.08)	($0,05)	($0,05)	($0,06)

Footnote disclosure provided at the end of this section

Results of operations

Three months ended December 31, 2022

During the three months ended December 31, 2022 (the current quarter), the Company realized a net loss of $672,198 compared to a net loss of $9,702,471 during the three months ended December 31, 2021 (“2021” or the “comparative quarter”). As described in the table above, corporate general and administrative expenses for the current quarter, consisting of professional fees, consulting fees, management fees, salaries and benefits, office and general, and travel, amounted to $2,428,408 (2021: $2,063,496). In addition, during the quarter, the Company also incurred expenses for amortization of $50,023 (2021: $70,951), exploration expenses of $(4,900,673) (2021: $7,324,731), and stock option expenses for stock options granted to directors, officers, employees and consultants of $955,066 (2021: $247,183). The expenses include net interest investment costs of $277,915 compared with net interest investment income of (2021: $3,890).

The net comprehensive loss for the period amounted to $673,437 (2021: $9,818,891), which is represented by the loss for the period less the foreign currency translation losses of ($1,239) (2021: ($116,420)).

Twelve months ended December 31, 2022

During the twelve months ended December 31, 2022 (the current period), the Company incurred a net loss of $30,326,835 compared to a net loss of $26,979,649 during the twelve months ended December 31, 2021 ("2021" or the "comparative period"). As described in the table above, corporate general and administrative expenses for the current period, consisting of professional fees, consulting fees, management fees, salaries and benefits, office and general, and travel, amounted to $6,926,771 (2021: $5,353,861). In addition, in the current period, the Company also incurred expenses for amortization of $209,767 (2021: $211,905), exploration expenses of $20,641,672 (2021: $20,080,953), and stock option expenses for stock options granted to directors, officers, employees and consultants of $2,033,315 (2021: $1,412,696). The expenses include net interest investment costs of $515,310 compared with net interest investment income of (2021: $79,766).

The net comprehensive loss for the period amounted to $30,519,781 (2021: $27,138,862), which is represented by the loss for the period less the foreign currency translation losses of $192,946 (2021: $159,213).

The total exploration spend for the three and twelve months of 2022 amounted to ($4.9 million) and $20.6 million versus $7.3 million and $20.1 million in 2021 respectively. The current year's Exploration expenses include an accounting/non-cash charge of $13.9 million for the acquisition of the Ondundu Gold Project (*Refer to IFRS 3, Business Combinations*) that was closed on July 20, 2022. The acquisition also gave rise to a foreign exchange loss on the translation of the foreign operation in the amount of $260,640, which is included in the Investment income balance on the table above. The adjustments above are purely to account for the transactions in terms of IFRS rules, and will not repeat. The current quarter's Exploration expenses also include a reversal of the VAT impairment that was provided for in the 2021 financial year in the amount of $3.4 million versus an impairment of charge of $3.5 million in 2021.

After adjusting for the non-cash transactions and the impairment adjustments detailed above, the Company's project/exploration expenditure decelerated in 3Q2022 as the Company focused on completing and enhancing the relevant studies and reports for inclusion in the updated MRE filed on August 9, 2022 and the PFS filed in October 2022. Exploration activity was therefore significantly lower in the second and third quarters of 2022 when compared to the comparative quarters in 2021, however, this trend reversed in 4Q2022 and spend accelerated into the remainder of FY2022 as the Company refocused its attention on drill programs and mine studies in support of the DFS on Twin Hills which is expected to be published in 2Q2023. We also expect renewed activity on further developing the regional exploration targets identified for follow-up testing and drilling, as well as construction finance activities to support the mine construction phase expected to kick off in the latter part of 2023. Operations, particularly drilling activities, were halted during the second and third quarters of FY2022 as focus shifted towards updating geological and resource models for input into the PFS. The resumption of exploration activity in 4Q2022 on the successful close of the private placement of $11.8 million resulted 7,108 m being drilled during the current quarter compared to 23,863 m during 4Q2021. For the twelve months to December 31, 2022, 51,650 m have been drilled versus 1,222,354 m for the corresponding twelve-month period in 2021. The Company maintained its workforce on similar levels to prior quarters. Included in Salaries and benefits in the income statement, the Company accounts for the vesting of RSUs issued to executives, officers and members of management in line with the Company's remuneration policies. There were no vested RSU benefits that were expensed in the corresponding quarter for 2021.

As discussed, during the year to date, the Company was successful in securing the refund of VAT claims submitted that were held back by the Namibian government pending audits and assessments of the Company's VAT claims. An amount of approximately $2.9 million has been recovered in the 2022 financial year. The company has received and is anticipating further refunds of VAT claims during the 2023 fiscal year. In light of amendments to the Namibian Value Added Tax code adopted by the Namibian Ministry of Finance to refund valid VAT claims by exploration companies, the Company has elected to discontinue the impairment of certain of the VAT receivable balances reflected in the financial statements. The Company's management continues to closely monitor developments in the various Namibian tax codes and asses the impairment possibility of any VAT receivable balances on an ongoing basis. The Company however does expect there to be continued delays in the recovery of all valid VAT claims and remains in communication with the relevant authorities with respect to settlement.

The cumulative spend (excluding exploration expenses) in the current quarter was elevated compared to the comparative quarter due to the following notable events:

- The Company incurred significant spend on professional and consulting fees as a result of the private placement closed in 4Q2022, some of which have been capitalized in the Consolidated Annual Financial Statements of the Company. This included spend on legal and advisory costs related to the private placement. The impending construction finance process is expected to further increase our exposure to professional, legal and consulting fees in 2023.
- The Company also successfully secured a US$15 million credit facility with Nebari which has been detailed in the Consolidated Annual Financial Statements of the Company and the notes thereto for the period ended December 31, 2022. This necessitated the incurrence of significant legal and consulting fees to close the financing.
- Salaries and benefits includes the costs of the issuances of the RSUs in the period, as well as the vesting thereof in accordance with IFRS using the Black-Scholes options pricing formula. It also includes accruals raised against performance fees payable to members of management including directors, officers, senior managers and consultants.
- Travel expenditure continued to accelerate in the quarter as business activities continued its return to "normal" following the removal of COVID-19 travel restrictions globally.

The Company continues to maintain its investment in staff training programs, health and safety protocols, the Company's website, public relations initiatives, its IT and warehousing infrastructure, and the ESG initiatives that are managed via a company-controlled not-for-profit trust. The overall spend for the quarter was within management's expectations.

The value of investment funds held by the Company on average continue to decrease as funds are utilized, resulting in continuously lower investment income earned compared to previous quarters in FY2021 and FY2020. However, increasing interest rates throughout 2022 together with the funds raised from the warrant exercise and the private placement in 2022 has offset the decline in investment income. In addition, globally, central banks have continued to tighten monetary policy and increase interest rates beyond 2022 into 2023 to combat rising inflation. Per Company policy, any excess cash reserves on hand have been invested in Guaranteed Investment Certificates ("GICs") or similar liquid products. Overall, the Company incurred net investment costs in 2022, which include accounting adjustments of a non-cash nature for foreign exchange movements and fair value adjustments to record the Nebari Credit Facility secured in November 2022, as well as the interest accrual for the period on this facility. This compares to net investment income earned in 2021.

The Company maintains a standard stock option plan to retain and incentivize key employees, officers and directors. Stock options are expensed, at fair value, through the income statement on issuance over their vesting periods. The calculation of the stock options expense is done in accordance with the Black-Scholes option pricing model, and is reviewed quarterly by the Company's auditors.

The Company also has a restricted stock unit plan which is approved annually by the shareholders. Restricted stock units (RSUs) are expensed through the income statement at the fair market value of the units at the issue date. The RSUs are fully disclosed in the Consolidated Annual Financial Statements of the Company and the notes thereto for the period ended December 31, 2022. RSUs issued are disclosed within salaries and benefits costs on the statutory income statement.

Notes:

In order for the reader to reconcile the amounts disclosed in the audited annual and interim condensed consolidated income statements under "Summary of quarterly results" with the amounts disclosed under "Additional disclosure for venture issuers without significant revenue" in this MD&A, the following must be noted:

(1) The allocation of expenditure under "Additional disclosure for venture issuers without significant revenue" is derived directly from the internal accounting records where management attributes expenditure directly against exploration licenses, with any G&A expenditure being accounted for separately.

(2) "Project expenditure" reflected under "Additional disclosure for venture issuers without significant revenue" in this MD&A is a combination of exploration expenses, salaries and benefits, travel, and some office overheads directly attributable to the individual projects. These expense categories are reflected separately in the income statements summarizing the quarterly results in this MD&A, which reconcile directly with the financial statements of the Company.

(3) Office and general as disclosed in the income statements summarizing the quarterly results includes rent expense and regional overheads which are reflected separately in this MD&A under "Additional disclosure for venture issuers without significant revenue".

(4) Professional and consulting fees in the income statements summarizing the quarterly results are inclusive of audit, accounting & admin fees and legal fees, which are reflected separately in this MD&A under "Additional disclosure for venture issuers without significant revenue".

ADDITIONAL DISCLOSURE FOR VENTURE ISSUERS WITHOUT SIGNIFICANT REVENUE

Additional disclosure concerning the Company's expenses and mineral property costs is provided below. These expenses are disclosed on a gross basis before foreign translation (gain)/loss. Negative balances relate to accounting adjustments and/or recovery of expenditures incurred.

Project expenditure	Twelve months ended December 31, 2022	Twelve months ended December 31, 2021	Increase/ (decrease)	Three months ended December 31, 2022	Three months ended December 31, 2021	Increase/ (decrease)
Geological consultants	$3,431,115	$995,941	$2,435,174	$657,183	$125,140	$532,043
Geochemistry	193,419	1,267,850	(1,074,431)	44,355	584,621	(540,266)
Geophysics	24,506	-	24,506	17,717	(75,625)	93,342
GIS costs	44,151	68,859	(24,708)	7,937	17,230	(9,293)
Tenements costs	114,829	325,575	(210,746)	9,669	29,614	(19,945)
Environmental costs	(65,543)	115,281	(180,824)	(101,279)	18,369	(119,648)
Drilling costs	16,721,147	16,793,588	(72,441)	(3,287,748)	6,516,396	(9,804,144)
Field support costs	267,531	437,287	(169,756)	52,708	82,559	(29,851)
Travel and field accommodation	212,057	67,239	144,817	49,767	24,212	25,555
Vehicle expenditure	154,442	176,402	(21,960)	23,265	36,211	(12,946)
Salaries and wages	2,645,091	2,037,823	607,268	994,945	671,573	323,372
Total	**$23,742,745**	**$22,285,845**	**$1,456,900**	**($1,531,481)**	**$8,030,300**	**($9,561,781)**

General and administrative expenditure						
Audit, accounting and admin fees	$313,067	$178,590	$134,477	$62,889	$51,049	$11,840
Office and general	761,445	650,558	110,887	118,754	101,436	17,318
Amortization	191,162	192,864	(1,702)	47,167	53,679	(6,512)
Legal fees	163,062	98,149	64,913	(11,972)	32,150	(44,122)
Rent expense	50,955	65,963	(15,008)	9,019	14,685	(5,666)
Professional fees	948,753	543,502	405,251	383,473	165,180	218,293
Management fees	540,000	555,000	(15,000)	135,000	135,000	-
Consulting fees	563,315	304,650	258,665	142,714	84,948	57,766
Share-based payments	503,706	771,598	(267,892)	83,656	790,750	(707,094)
Stock option expense	2,033,315	1,412,696	620,619	955,066	247,183	707,883
Total	**$6,068,780**	**$4,773,570**	**$1,295,210**	**$1,925,766**	**$1,676,060**	**$249,706**

ADDITIONAL DISCLOSURE FOR VENTURE ISSUERS WITHOUT SIGNIFICANT REVENUE (continued)

Project expenditure

During the three-and-twelve-month periods ended December 31, 2022, the Company incurred project expenditure of ($1,531,481) and $23,742,745 compared to $8,030,300 and $22,285,845 for the period ended December 31, 2021.

The exploration- and project-based expenditure changes are mainly attributable to drilling costs and related charges, the increased use of consultants as the pace of mine studies and report writing continues to increase, staff overtime and the resumption of travel related spend. During the current quarter, the Company reversed the impairment of the VAT receivable in Namibia resulting in a reduction in Project expenditure of $3.7 million for the quarter and $3.4 million for the year. This compares with the impairment of the VAT receivable processed in 2021 which had the effect of increasing Project expenditure by $3.5 million in 4Q2021 and $3.5 million for the year 2021. The Company has disclosed in detail all meaningful exploration and drill results in the Company's news releases and filings and in the overview of significant events and activities in this report. The Company continues to enhance the Project by evaluating a portfolio of targets at different stages of advancement in the relevant project areas. The Company tracks all expenditures against an approved budget.

On December 31, 2021, the Company entered into an agreement to acquire the Ondundu gold exploration property in Namibia from B2Gold Corp. ("B2Gold"). On July 20, 2022, the transaction closed. The transaction does not constitute a business combination as Razorback does not meet the definition of a business under IFRS 3, Business Combinations. As a result, the transaction is accounted for as an acquisition of assets. The acquisition has been measured using the fair value of the consideration transferred. The excess of the consideration transferred over the fair value of the other assets has been allocated to exploration and evaluation expenses in the income statement, most notably drilling costs in the table above (refer to "Regional project expenditure"). The current year's Project expenditure includes an accounting/non-cash charge of $13.9 million for the acquisition of the Ondundu Gold Project.

On August 16, 2022, the Company announced the acquisition of minority interests in three Namibian subsidiary companies which held a 3%, 10% and 20% interest respectively in Namibian mineral licenses underlying the Twin Hills Gold Project and the Karibib exploration area. The transactions eliminate the inconsistent minority ownership of the mineral licenses underlying the Twin Hills Gold Project and increase Osino's ownership of the Twin Hills Gold Project to 100%. The consideration is payable in a combination of Common Shares subject to resale restrictions for up to two years and cash. On September 22, 2022, the Company announced the completion of the acquisitions of two remaining minority interests in the mineral properties comprising the Twin Hills Gold Project (the "Acquisitions"). The Company issued 1,037,615 common shares of Osino to the vendors to satisfy the aggregate consideration of $622,571, and paid cash of $96,552.

The use of expert consultants to augment our in-house geological expertise will continue, and will impact expenditure as our business and mine development programs gather momentum. They confirm and assist in the interpretation of results and streamline the efficiency, cost and quality of the exploration work programs undertaken or planned.

General and administrative expenditure

During the three-and-twelve-month periods ended December 31, 2022, the Company incurred general and administrative expenditure of $1,925,766 and $6,068,780 compared to $1,676,060 and $4,773,570 for the period ended December 31, 2021.

The movement in general and administrative expenditure for the period has largely been driven by costs associated with the following:

- Expenditure on promotional activities at conferences, roadshows and industry publications.
- Regulatory expenditure with respect to the Company's listing on the TSX-V including costs such as filing fees, news releases and exchange-related costs.
- Office and general includes increased costs for the period associated with public-relations initiatives for the Company, employee training programs, continued spend on the Company's recently published maiden Sustainability Report and normal administrative initiatives to fund the Company's growth in Namibia and Canada.
- The non-cash costs associated with the vesting of stock options and RSUs are valued using the Black-Scholes pricing model.
- Amortization costs from increased investments into property, plant and equipment.
- Significantly higher costs associated with spend on legal, audit, advisory and accounting fees as the Company continues to develop and de-risk its various projects and secure funding for the construction of the Twin Hills Project.
- Elevated spend on consultants and legal professionals was required to progress or close several key initiatives during the year to maintain momentum going into the next phase of mine and resource development. Fast tracking the Project with the potential for gold production in the last quarter of 2025 is a key focus point for management.

Professional and consulting fees

During the three-and-twelve-month periods ended December 31, 2022, the Company incurred professional and consulting fees of $526,187 and $1,512,068 compared to $250,128 and $848,152 for the period ended December 31, 2021.

Professional fees represent amounts paid to external consultants and service providers in terms of contractual commitments for professional services and any brokerage firms for capital raising initiatives. Spend in the year to date 2022 was mainly a result of legal and advisory fees for pursuing and closing various agreements, the expiry of the common share purchase warrants in January 2022 and the acquisition of the minority interests in September 2022. In addition, during the quarter, the Company successfully secured a US$15 million credit facility as well as closed a private placement which are both discussed elsewhere in this document. The closing of these two initiatives resulted in significant professional and consulting fees being incurred and settled; however, a portion of these costs has been capitalized in terms of IFRS rules.

Consulting fees include the use of external consultants for corporate and advisory services. Expenditure increased due to the spend on advisory and related consulting services, including license acquisition and holding costs, costs related to the filing of the technical report(s), the updated MRE and various other regulatory filings typical of a listed company. A portion of these costs has also been capitalized in terms of IFRS rules.

Management fees

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

During the three-and-twelve-month periods ended December 31, 2022, the Company incurred management fees of $135,000 and $540,000 compared to $135,000 and $555,000 for the three- and twelve-month periods ended December 31, 2021.

Fees payable to members of the management team and related parties are disclosed in Note 21: Related Parties to the Consolidated Annual Financial Statements for the period ended December 31, 2022. See also *"Transactions between related parties and balances"* below.

Foreign exchange

The foreign exchange movements during the period ended December 31, 2022 reflect the currency fluctuation of the Namibian and United States dollar relative to the Canadian dollar. The Company’s cash, cash equivalents and short-term investments are held both in Canadian, United States and Namibian dollars.

EXPLORATION AND EVALUATION OF MINERAL PROPERTIES

Regional project expenditure

The Company's exploration and evaluation expenditure ("E&E") on its regional project areas for the period ended December 31, 2022, and the period ended December 31, 2021, is provided below. Negative balances relate to accounting adjustments and/or recovery of expenditures incurred.

Project expenditure	**Twelve months ended December 31, 2022**	**Twelve months ended December 31, 2021**	**Increase/ (decrease)**	**Three months ended December 31, 2022**	**Three months ended December 31, 2021**	**Increase/ (decrease)**
Twin Hills Gold Project	$6,608,885	$19,565,359	($12,956,474)	($660,456)	$7,558,209	($8,218,665)
Otjikoto East Gold Project	93,611	57,778	35,833	78,156	16,440	61,716
Otjiwarongo Regional Project	16,663,315	951,700	15,711,615	341,730	103,682	238,048
Other Project expenditure	376,934	1,711,008	(1,334,074)	(1,290,911)	351,969	(1,642,880)
Total	**23,742,745**	**22,285,845**	**1,456,900**	**(1,531,481)**	**8,030,300**	**(9,561,781)**

General and administrative expenditure						
Audit, accounting and admin fees	$332,366	$200,757	$131,609	$71,432	$58,427	$13,005
Office and general	646,252	514,640	131,612	92,700	82,690	10,010
Amortization	191,162	192,864	(1,702)	47,167	53,679	(6,512)
Legal fees	168,844	75,636	93,208	25,687	32,150	(6,463)
Rent expense	28,909	42,271	(13,362)	4,961	11,177	(6,216)
Professional fees	948,753	543,502	405,251	383,473	165,180	218,293
Management fees	540,000	555,000	(15,000)	135,000	135,000	-
Consulting fees	563,315	304,650	258,665	142,714	84,948	57,766
Share-based payments	503,706	771,598	(267,892)	83,656	790,750	(707,094)
Stock option expense	2,033,315	1,412,696	620,619	955,066	247,183	707,883
Regional projects	112,158	159,956	(47,798)	(16,090)	14,876	(30,966)
Total	**$6,068,780**	**$4,773,570**	**$1,295,210**	**$1,925,766**	**$1,676,060**	**$249,706**

The Twin Hills Gold Project, and more specifically, THC, THW, Bulge and Clouds discoveries remain the Company's focus. Work during the current quarter focused primarily on resource growth and conversion drilling towards updating our geological and resource models for the upcoming feasibility studies. The spend on Twin Hills for the current quarter was in line with the approved drill and exploration programs budgeted for, but has been reduced by approximately $3.4 million for the year and $3.7 million for the quarter as a result of the reversal of the VAT impairment in 2022. This compares with expenditure that was elevated by approximately $3.5 million for the year and $3.5 million for the quarter as a result of the VAT impairment processed in 2021. Making these adjustments, spend on the Twin Hills Project in 2022 amounted to $10 million and $1.1 million for the year and three months respectively compared to $16.2 million and $3.9 million in 2021.

The Otjiwarongo Regional project includes non-cash accounting charges for the acquisition of the Ondundu Gold Project in the amount of approximately $15.8 million for the year and $Nil for the quarter in 2022. Making this adjustment, spend on the Otjiwarongo Regional Project in 2022 amounted to $1 million and $0.4 million for the year and three months respectively, compared to $1.0 million and $0.1 million in 2021.

The differences in total project expenditure for this three- and twelve-month period compared to the comparative three- and twelve-months in 2021 (other than the VAT and Ondundu adjustments discussed above) is mainly due to:

- Exploration focus for the year prioritised advancing the Twin Hills Gold Project by improving the geological understanding and mineralization controls through targeted resource and exploration drilling. Limited brownfields drilling in and around the existing Twin Hills gold deposit(s) led to the discovery of Clouds West, a new satellite deposit currently being assessed. The resource drill programs supported the release of two MRE updates in the year, with the latest MRE showing a 34% increase in total contained ounces in the Measured and Indicated resource categories.
- During the year, the Company reduced operational field activities to focus on the mineral reports published in the third quarter. Drilling constitutes the highest value cost component of any exploration program, so the reduction in meters drilled during the year largely explains the reduction in spend.
- There was an increase in the number of consultants utilized on the Project. The consultants focused on updating the mineral resource and on the design and optimization of the metallurgical plant, updating geotechnical and hydrological studies, the TSF and optimizing the mine plan and schedule.

Exploration activities further afield in the Karibib District and the Otjiwarongo/Otjikoto Regional Projects focused on advancing, through detailed surface mapping and sampling programs, a number of high priority targets. Initial results are encouraging and reconnaissance drill programs were initiated for some of these, the results of which are expected in the first half of 2023. Another major development was the identification of a new project area to the east of Twin Hills. The Company has applied for the relevant EPLs over this area. The land package covered by the licence areas is almost entirely covered by young sediments and remains largely untested by modern exploration techniques. The Company plans to start geochemical sampling and regolith mapping in the first half of 2023 on this area.

Other project expenditure reflects the allocation of expenditure and time which cannot yet be allocated to any individual project, and includes:

- Geological consultants' fees for support at the head-office and/or regional-office level
- Salaries and wages, which include fees paid to members of management and staff
- General field support, field consumables and travel costs
- Technical advancement of new applications for licenses
- New initiatives by the Company to improve operational safety, community and environmental programs

The significant reduction in Other Project expenditure and the negative totals disclosed in 2022 are mainly as a result of the adjustments to account for the acquisition of the minority interests and the Ondundu acquisition during the year and quarter under review.

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 disclose in respect of any such opportunity when required under applicable securities rules. The Company is currently in the process of meeting the terms and conditions of certain agreements which may result in a completed transaction(s).

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 were not appropriate for the Financial Statements, adjustments of a material nature would be necessary in the carrying value of assets, such as prospecting licenses, liabilities, the reported expenses, and the balance sheet classifications used. Management continues to pursue financing opportunities for the Company to ensure that it has sufficient cash to carry out its planned exploration program beyond the following year.

During the twelve months ended December 31, 2022, the Company's overall position of cash and cash equivalents increased by $6,903,215, compared to an increase of $3,239,338 for the period ended December 31, 2021. This increase is attributed to the following activities:

1) The Company's net cash used in operating activities during the twelve months ended December 31, 2022, was $15,514,177 compared to $21,712,212 for the period ended December 31, 2021. The primary use of cash in the three-and-twelve-month period was for expenditure incurred in expanding the Company's exploration activities (primarily drilling and assay-related costs) and project areas, analysis of drill results, acceleration of technical studies, and general and administrative expenditure.

2) Cash utilized in investing activities during the twelve months ended December 31, 2022 amounted to $2,207,353 compared to cash generation of $10,626,431 for the period ended December 31, 2021. The GICs previously disclosed under short-term investments have now been disclosed under cash and cash equivalents due to the shortened maturity profile, and have been reflected as a cash inflow from investing activities for 2021.

3) Cash generated from the Company's financing activities for the twelve months ended December 31, 2022 was $24,624,745 compared to $14,325,119 from financing activities during the period ended December 31, 2021. The primary contributor to the positive movement for the year relates to proceeds raised from the warrant exercises during the year, which closed on January 31, 2022 and the private placement which closed on December 8, 2022 (refer to Note 8 of the Consolidated Annual Financial Statements for the period ended December 31, 2022 for additional information). The Company also drew down on the first tranche of the Nebari Credit Facility secured and closed on November 7, 2022. The cash inflows have been reduced by payments made against loan borrowings and leases during the period.

4) The Company's cash movement for the twelve months ended December 31, 2022 has been negatively impacted to the value of $115,633 by currency fluctuations, compared to the positive impact of $58,551 for the period ended December 31, 2021.

As discussed above, the Company is required to undertake specific exploration activities on each of its licenses. For information on the Company's commitments, refer to Note 16 of the Consolidated Annual Financial Statements for the period ended December 31, 2022.

The Company has no revenue-producing operations and continues to manage its costs, focusing on its licenses with the most potential, as described above. To advance its exploratory commitments and development strategy, the Company may seek future funding in the capital markets for additional joint venture and farm-in opportunities with suitable capital-rich companies. Fund raising has been successful to date; however, there is no assurance that this will continue, or of favourable terms in the future.

The Company has been awarded the rights to explore in various license areas and is obliged to commit agreed-upon expenditure in terms of signed earn-in agreements with the license holders and the Government of Namibia, where applicable. The Company reports all spending to the Ministry of Mines and Energy in Namibia every quarter.

CAPITAL MANAGEMENT

The Company manages its capital conservatively to maintain its ability

- to continue as a going concern,
- to provide returns to shareholders, and
- to provide benefits to other stakeholders.

The Company's capital structure consists of equity comprising 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 will manage its capital structure through the issuance of new shares, the use of alternative financial instruments, or strategic debt initiatives going forward upon approval from its Board of Directors.

SHARE STRUCTURE (as of April 28, 2023)

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

	April 28, 2023
Common shares outstanding as at December 31, 2022	156,405,932
Issue of shares(1)	1,700,000
Exercise of stock options(2)	75,000
Exercise of restricted stock units(2)	20,833
Exercise of warrants(3)	38,736
Stock options outstanding	10,810,235
Warrants outstanding	7,368,342
Restricted stock units(4)	2,675,195
Common shares outstanding on a fully diluted basis	**179,094,273**

(1) *Common shares were issued pursuant to the acquisition of the minority interest on 3% in Osino Gold Exploration and Mining (Pty) Ltd from a corporation controlled by a related party, Mr. Lazarus Shigwedha, who is also a non-executive director of the Company. Mr. Shigwedha excused himself from all negotiations and board decisions relating to the valuation and approval of the transaction. The valuation of the minority interest was confirmed a fair and reasonable by independent professional valuers. All related and required insider filings wrt the transaction have been filed.*

(2) *Common Shares were issued pursuant to exercise of Common Share stock options issued on October 10, 2018, with proceeds of $22,500 received from the exercise. In addition, RSUs issued on February 22, 2022 that were fully vested were exercised. Both the Stock Options*

and the RSU's were exercised by a related party, Mr. Lazarus Shigwedha, who is also a non-executive director of the Company. All related and required insider filings wrt the transaction have been filed.

(3) *Common Shares were issued pursuant to exercise of Common Share broker warrants issued on November 1, 2021, with proceeds of $42,500 received from the exercise.*

(4) *RSUs totalling 405,090 were issued to directors, officers and senior managers of Osino in lieu of annual performance fees payable in cash. The RSUs were issued effective January 23, 2023 and vest immediately but are subject to a minimum of 12 months vesting period by TSX-V regulations. The RSUs will therefore be available for exercise on January 23, 2024.*

As at December 31, 2022, the Company had 156,405,932 common shares outstanding and, as of the date of this MD&A, there are 158,240,401 common shares outstanding. No shares are held in escrow; however, certain shares issued are subject to resale restrictions over periods of up to 24 months from the date of closure of the transactions.

Details of the movement and value of share capital are set out in Note 8 of the Consolidated Annual Financial Statements for the period ended December 31, 2022.

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

Licenses

The Company is committed to meeting all of the conditions of its abovementioned licenses, including interim lease renewal or extension fees as needed. Details of the Company's commitments are set out in Note 16 of the Consolidated Annual Financial Statements for the period ended December 31, 2022.

Acquisition of surface rights

The Company, has entered into three conditional agreements for the acquisition of surface rights for the development of Twin Hills. The agreements are subject to the fulfilment of various suspensive conditions which the Company is in the process of concluding with the authorities in Namibia.

On December 5, 2022, the Company, through a wholly owned subsidiary, entered into another conditional agreement for the acquisition of surface rights for the development of the Twin Hills Project. The agreements are subject to the fulfilment of various suspensive conditions which the Company is in the process of completing. The conditional agreement has "Longstop Date" of November 15, 2024, which term could be extended should it be necessary.

Acquisition of Ondundu exploration property

The Company has entered into an agreement to acquire the Ondundu gold exploration property in Namibia from B2Gold Corp. Under the terms of the Acquisition Agreement, which have been fully disclosed in prior MD&As, Osino has agreed to purchase all of the issued and outstanding shares of the Namibian company, Razorback Gold Mining Company (Proprietary) Limited (Razorback), which owns 100% of the Namibian exclusive prospecting license 3195 covering 19,969 hectares located approximately 130 km northwest of Osino's Twin Hills Gold Project in Namibia.

On July 20, 2022, the Company closed the acquisition under the amended terms of the Acquisition Agreement dated December 31, 2021, as amended June 28, 2022 and July 18, 2022, and as described in the Company's news releases dated January 6, 2022 and June 28, 2022. The Company issued 11,630,628 common shares to B2Gold to satisfy the initial consideration of US$8,850,000. Under the Acquisition Agreement, the remaining US$6,350,000 of the aggregate US$15,200,000 purchase price may be settled through the issue of additional Common Shares of Osino in lieu of cash as follows:

- US$3,850,000 will be paid to B2Gold on the first business day after the six-month anniversary of the July 20, 2022 closing date, at the option of B2Gold, in either cash or common shares of Osino. The Company has settled the "Six-Month Payable" in cash at the request of B2Gold in accordance with the terms of the Agreement.

- US$2,500,000 (the "Deferred Consideration") will be paid to B2Gold on the date of completion of a feasibility study including the License area and first production or sale of ores, minerals or mineral products from the License area, whichever is earlier, payable at Osino's option in cash or common shares of Osino. The Deferred Consideration has not been accrued for as a liability in the Consolidated Annual Financial Statements for the period ended December 31, 2022 as there is no certainty as to the timing of nor the likely occurrence of the payment at this time.

Refer to note 9 of the Consolidated Annual Financial Statements for the period ended December 31, 2022 for details on the progress of the Acquisition of Razorback Gold Mining Company (Proprietary) Limited.

The Omaruru Lithium Project

On September 30, 2022, the Company announced the signing of an Earn-In and Shareholder Agreement with Prospect Resources Limited ("Prospect") to allow Prospect to earn up to 51% and potentially up to 85% interest in the Omaruru Lithium Project in Namibia.

Salient terms of the transaction are as follows:

- Under the Shareholder Agreement, Prospect may earn-in to up to 40% interest in the project with a US$1 million investment ("Phase 1") and a further 11% interest through a US$560,000 investment ("Phase 2"), totaling a 51% ownership in the Project. The contemplated transaction with Prospect is an Exempt Transaction under policies of the TSX-V.

- Phase 1 consists of a US$560,000 cash payment to acquire a 20% interest in the share capital of Richwing and a commitment to spend a further US$440,000 on the project within a 12-month period to earn an additional 20%. Upon the completion of Phase 1, Prospect may commit to a further US$560,000 within another 12-month period for in-ground exploration to reach 51% ownership in Richwing.

- Upon the completion of Phase 2 and having earned 51% interest in the share capital of Richwing, development funds are to be contributed on a pro-rata basis. If one party fails to contribute their pro rata share, their shareholding will be diluted. The minority shareholder can be diluted down to 15%, at which point the diluted party's interest shall be free carried until the completion of the DFS.

- If Prospect chooses not to proceed after Phase 1 or does not reach more than 50% interest in the share capital of Richwing by the end of a 24-month period (or as extended by mutual consent between the parties), Osino will have the right to repurchase Prospect's interest for an agreed sum.

- During the next phase of the Shareholder Agreement (“Phase 3"), if Prospect’s spending does not reach a minimum of US$500,000 within the 12-month period following Phase 2, either party will have the option to purchase the other party’s interest for an agreed sum.

Refer to note 4 of the Consolidated Annual Financial Statements for the period ended December 31, 2022 for details on the progress of the Omaruru Lithium Project.

Nebari Credit Facility

On November 8, 2022, the Company announced that it has entered into an agreement with Nebari Gold Fund 1, LP and Nebari Natural Resources Credit Fund I, LP (each as Lender and collectively, “Nebari”), with Nebari Gold Fund 1, LP as collateral agent and certain Osino subsidiaries as guarantors, for a credit facility of up to US$15 million.

The terms of the facility are as follows:

- The Credit Facility provides for an initial draw of US$5 million (“Tranche 1”), with the potential of two additional draws of US$5 million each (“Tranches 2 and 3”), at the election of Osino, and subject to conditions precedent.

- The Credit Facility has a maturity date of two years from the initial draw of the first tranche and is expected to be repaid from the proceeds of the project finance facilities expected to be arranged for Twin Hills in 2023. The Credit Facility does not give Nebari any pre-emptive rights on arranging the project finance, for which a separate competitive process has commenced.

- The Credit Facility has an initial arrangement fee of US$50,000 payable to Nebari for the first tranche and additional arrangement fees of US$50,000 payable to Nebari for each subsequent tranche. The Credit Facility bears a coupon of Term SOFR (Secured Overnight Financing Rate) + a margin of 5% p.a. It also has an original issue discount of 10% for the first year of each the loan ("Loan") made or to be made under each tranche one provided for under the Credit Facility, 12% for the second period between 13-18 months (inclusive) of each tranche 2 of the Loan, and 14% for the period between 19-24 months (inclusive) of each tranche 3 of the Loan.

- Osino will also grant to Nebari, for each of the three tranches of the Credit Facility, the number of Warrants equal to US$1,333,333.33 divided by the applicable exercise price (the "Exercise Price"). The Exercise Price of the Warrants attached to Tranche 1 is equal to a 30% premium to the 10-day VWAP for common shares of Osino for the ten days immediately preceding the date of the Credit Facility. The Exercise Price of the Warrants attached to Tranches 2 and 3 is equal to a 30% premium to the 10-day VWAP for common shares of Osino for the ten days immediately preceding the date of written request by Osino to Nebari for a draw on a tranche of the Credit Facility. The Warrants are only issued on the utilization of each respective tranche of the Credit Facility, and are subject to the policies of the TSX-V. Each Warrant entitles the holder to acquire one common share of the Company upon exercise thereof and payment of the Exercise Price for a period of two years from the date of issuance.

  The Company awarded Nebari Warrants equal to the Tranche 1 draw, which was drawn on November 8, 2022 at an exercise price of US$0.65 per share. An amount of 2,061,524 Warrants were issued with a trade restriction until March 8, 2023 and an expiry date of November 8, 2024. The Credit Facility financing is secured by:
  - a pledge of shares in favour of Nebari on Osino’s Mauritian subsidiaries, namely Osino Mining Investments Limited and Razorback Mauritius Limited, respectively; and

- any indebtedness owing now or anytime in the future to any obligor other than Osino and Osino Holdings Corp. by such other obligor pursuant to an intercompany debt subordination agreement.

RISKS AND UNCERTAINTIES

The business of exploring for, developing and producing mineral resources is inherently risky. The Company is in the development stage and is in the process of determining whether its licenses yet 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 and development programs, resource development, and profitability of operations or disposition of interests. The Company has estimated resources and reserves. The reader is cautioned that minerals resources that are not mineral reserves do not have demonstrated economic viability. Osino's mineral properties are exploration projects with mineral resource and mineral reserves and mineral reserve estimates pursuant to a pre-feasibility study in its Technical Report, but no definitive feasibility study has yet been completed and no production has commenced on any of its mineral projects. Accordingly, there is no certainty as to the mineralization or economic viability of Osino's mineral projects, and more exploration and study is necessary to better ascertain any mineralization, estimated mineral resources, estimated mineral reserves, and economic viability. As at December 31, 2022, the Company has incurred cumulative losses of $89,166,932.

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

Economic Indicators

Namibia's financial system remains stable, resilient, and sound despite the prevailing risks and vulnerabilities. The banking and non-banking financial industries continued to perform adequately and remained profitable during the 2022. The domestic economy continued to improve in 2022, albeit at a slower pace than previously anticipated. The resilience of the domestic financial system has enabled it to withstand the impact of geopolitical tensions, inflationary pressures, global monetary policy tightening and the continued effects of COVID-19.

The Bank of Namibia has continued to increase the Repo rate during its Monetary Policy Committee (MPC) meetings to cushion against elevated domestic inflationary pressures and to safeguard the one-to-one link between the Namibia dollar and the South African Rand. This policy is in line with global trends. During the period under review, headline inflation continued to accelerate, mainly driven by oil and food price increases caused by the supply side disruptions.

In the first half of 2022, the Namibian economy continued to face challenges including the slow domestic economic recovery, lack of fiscal space, COVID-19 vaccine hesitancy, increases in inflation, and geopolitical tensions from global events. It was against these developments that the MPC members decided to gradually normalise policy by increasing the Repo rate from 3.75% in December 2021 to 6.75% in December 2022. The Bank's MPC considered its policy interest rate settings appropriate and in line with the monetary policy objective of maintaining price and financial stability, which is conducive for the development of the Namibian economy at large. This policy continued throughout 2022 and into 2023, with further Repo rate increase to 7,0% at its February 2023 meeting.

Risks

Risks to the domestic economic outlook in the medium term continue to be dominated by the Russia-Ukraine war, climatic swings, global supply chain disruptions, higher oil and food prices, and the possible emergence of new COVID-19 variants, coupled with national vaccine hesitancy. Weakness of the Rand does risk sustained higher inflation, but also benefits Namibia's key export industries, which are the industries behind the growth recovery in 2022.

Developments within the Namibian economy

Namibian gold production is expected to decline marginally in 2022 as production from the Navachab mine remains stagnant and because of the challenges experienced in B2Gold's move to underground mining at its Otjikoto Gold Mine, which has seen gold output guidance reduced. However, the expected contribution in 2023 from B2Gold's underground mining investment will see gold output improve. Furthermore, there are medium-term prospects for improved gold output, with Osino's Twin Hills Project forming part of this grouping from 2025 onwards. Exploration activity, improved sentiment in Namibia as an attractive mining jurisdiction and investments in existing mining projects have improved in 2022. This bodes well for the sector over the longer term, particularly the addition of new mining projects or life-of-mine extensions for existing projects.

Namibia will, however remain in a low growth environment, and while government forecasts of revenue and debt growth are positive indicators, in a rising interest rate environment where interest rate growth will exceed that of revenue growth, Namibia's persistent primary deficits and the higher cost of funding will limit the extent to which policymakers can restore its fiscal health without more stringent reform policies.

Namibia's GDP growth was projected to improve in 2022 before moderating downwards in 2023. Real GDP growth was 3.8% in 2022 (lower than initially projected), and is projected to slow to 3.0% in 2023 as published in the December 2022 Economic Outlook update by the BON, even with the higher production volumes from the diamond mining sector as well as sustained growth for most industries in secondary and tertiary sectors.

Risks to domestic growth are predominantly in the form of monetary policy tightening globally and high costs of key import items that are likely to remain for the entire forecast period. Major central banks in the world continue to tighten monetary policies, a phenomenon that is anticipated to result in a global slowdown in 2023. Furthermore, the war between Russia and Ukraine is likely to continue for far longer than expected, as are the high prices for affected commodities for which Namibia is a net importer, including fuel, wheat, and cooking oil. Other domestic risks include water supply interruptions that continue to affect mining production at the coast, energy challenges in the region, and uncertainty about the effects of climate change going forward.

Any upside to growth across the Sub-Saharan African ("SSA") region is expected to be limited by weakness in external demand and significant energy challenges being experienced in South Africa. Growth in Sub-Saharan Africa is projected to remain flat at 3.8% in 2022 and 2023. The projection for 2023 has been revised upward by 0.1% since the October 2022 WEO. Overall, a subdued outlook for external demand is expected to weigh on the region's growth prospects. The continent's two largest economies (Nigeria and South Africa) are projected to grow by 3.2% and 0.3%, respectively, in 2023. The power crisis in South Africa could shave as much as 2% from its growth in 2023 and 2024, with 2024 projected to grow at 1.2%, significantly below expectations.

Namibian inflation

The annual inflation rate in Namibia ticked up to 7.2% in February 2023, the highest in six months, up from 7% in January 2023 and 6.9% in December 2022. Namibia's annual average inflation rate for FY2022 was 6.1%, the highest average rate since 2017 with fuel and food pricing being the biggest contributors. The BON expects the inflation rate to average at 5.3% for 2023, an increase from the 4.9% forecasted by the bank's last Monetary Policy Committee in January 2023, with the inflation rate predicted to remain above 6% during the first half of 2023. Modelling however expects the inflation rate slow throughout 2023 and to end the year at approximately 4.3%.

Global investment strategy

Global real GDP growth is expected to slow significantly, from 6.2% in 2021 to 3.4% in 2022 and 2.9% in 2023 according to the IMF World Economic Outlook (WEO) Update released in January 2023. This is the weakest growth profile since 2001 except for the period of the global financial crisis and the acute phase of the COVID-19 pandemic. Inflation is projected to stay elevated in many key economies as a result of ongoing increases in food and energy prices, curbing real incomes and consumer spending and further dampening the global growth outlook.

The growth estimates are however both 0.2% higher than the forecast from the October 2022 WEO, reflecting greater-than-expected resilience to headwinds across several economies. Although the 2023 annual growth projection suggests that the global economy will avoid a recession, some economies are likely to experience a recessionary period at some point over the course of the 2023 calendar year.

Global inflation is expected to fall from 8.8% in 2022 to 6.6% in 2023 and 4.3% in 2024, still above pre-pandemic (2017–2019) levels of about 3.5%. Adverse risks have moderated since the October 2022 WEO; however, stubbornly high oil and energy prices continue to impact consumer purchasing power leading to increasing risks of a global recession at some point in 2023.

The US Federal Reserve has been consistent in tightening economic policy throughout 2022. The current cycle has seen the most aggressive tightening by the U.S. Federal Reserve (“Fed”) since the early 1980s, however, payroll gains have continued and remain strong over the first two months of this 2023 and consumer spending growth is running close to trend, suggesting that further rate increase in 2023 remain likely. It is, however, too early to sound the all-clear on the global growth outlook. Historically, it has taken an average of around two and a half years after the Fed’s initial rate hike for a recession to commence. The first hike in this cycle was in March 2022; however, several leading indicators such as a manufacturing sector contraction, tightening of bank lending standards, companies shedding temporary staff and hours and profit margins reducing indicate that recession risks are on the rise. Consumer spending, headline job growth, wage inflation and price inflation all surprised to the upside in early 2023.

The Fed remains laser-focused on cooling the labor market and winning its inflation fight, so resilience in these key areas pressures the Federal Open Market Committee (“FOMC”) to consider rate hikes even into stresses in the banking system.

Gold

The gold price decreased in the second half of 2022 before increasing from approximately US $1,664/oz on September 30, 2022 to US $1,823/oz as at December 31, 2022, partly triggered by rising borrowing costs across developed markets, most importantly the United States and increased market uncertainty. Central banks around the world have rapidly withdrawn stimulus in 2022 in their efforts to tame inflation.

Gold prices surged to one-year highs in March 2023, breaking through the $2,000 mark for the first time since early 2022, as market instability caused by the failure of Silicon Valley Bank and the resulting Credit Suisse takeover by UBS (UBSG) shook investors’ confidence.

Apart from the banking sector, the gold market narrative has been driven by the contrasting effects of persistently high inflation and central banks, particularly the US Fed, raising interest rates to battle soaring consumer prices. The US central bank has hiked rates six times in 2022, bringing the federal funds rate to 4.5% by the end of the year. In 2023, the Fed slowed the hiking cycle’s pace to 25 basis points (bps), bringing the rate to 4.75% - 5.00% at the March 2023 meeting.

ANZ Research upgraded its gold price forecast, citing a slowing in the Fed's interest rate hike cycle as well as a weaker USD for the revision. They anticipate the precious metal trading at $2,000 by the late 2023, accelerating to $2,075 by September 2024. A January 2023 survey of 38 analysts conducted by Reuters found that expectations for gold prices in 2024 were less optimistic, seeing the precious metal averaging at $1,890 in the year, although the significant events in 1Q2023 have altered this expectation to the upside.

Currency

The South African rand, to which the Namibian dollar is pegged, continues to display significant volatility. For the twelve month period to December 31, 2022, the rand depreciated by 8.3% against the US$ to R16.96. This is largely a result of significantly lower than expected local growth in South Africa, the energy crisis engulfing the country, worsening unemployment and fiscal debt statistics and the US Federal Reserve raising interest rates throughout 2022 to combat inflation. The rand has weakened further to R18.20 (-7%) against the US$ in 2023 and is forecasted to depreciate to R20.14 over the next 12 months, according to Trading Economics global macro models projections and analysts' expectations. The Rand remains one of the worlds most volatile currencies.

The US dollar has benefited from Fed hawkishness and its safe-haven appeal during times of market volatility. In real trade-weighted terms, the US dollar is at its strongest since the mid-1980s. Dollar weakness, however, will support the performance of non-US equity markets, particularly those of emerging markets.

General

The Namibian Ministry of Finance has formally agreed to allow for VAT refunds that are due to exploration companies to maintain the competitiveness of Namibia and to attract investment into exploration. The Company has received refunds in the amount of approximately $2.9 million, with negotiations ongoing for a further $1.9 million in refunds in process. Management remains confident that Osino will receive the full reimbursement in light of the above developments and has reversed all relevant VAT impairments reflected in the Audited

Consolidated Annual Financial Statements for the period ended December 31, 2022. However, there still is no assurance that there will not be further reimbursement delays or changes in related laws.

The Company, and its subsidiaries, incur the majority of their expenditures in Namibian dollars. Corporate expenditure, mainly general and administrative costs, is primarily paid for in Canadian dollars. This exposes the Company to financial risk from fluctuations and volatility in the Namibian dollar and Canadian dollar exchange rates. 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 harm the Company's valuation and stock price.

For a discussion on risk factors, please refer to the Company's Annual Information Form dated May 20, 2022, and the Company's PEA for the Project, which is filed under the Company's profile at www.sedar.com.

FINANCIAL INSTRUMENTS

Financial instruments risk

The Company is exposed in varying degrees to a variety of financial-instrument related risks. The Board of Directors approves and monitors the risk management processes, inclusive of documented investment policies, counter-party limits, and controlling and reporting structures. The type of risk exposure and the way in which such exposure is managed is provided as follows:

Market risk

Market risk is the risk of loss that may arise from changes in market factors such as interest rates, commodity and equity prices.

Currency risk

Currency risk is the risk to the Company's earnings that arises from fluctuations of foreign exchange rates and the degree of volatility of these rates. The Company does not use derivative instruments to reduce its exposure to foreign currency risk. A fluctuation of +/-10% provided as an indicative range in currency movement, on assets that are denominated in foreign currencies other than Canadian dollars and Namibian dollars, with, all other things being equal, have an effect on the after-tax net income and other comprehensive income for the period ended December 31, 2022 of approximately $553,462 (December 31, 2021: $379,482).

Interest rate risk

Interest rate risk is the risk arising from the effect of changes in prevailing interest rates on the Company's financial instruments. The Company is not exposed to the risk that the value of financial instruments will change due to movement in market interest rates.

Credit risk

Credit risk is the risk of loss if counterparties do not fulfill their contractual obligations. The Company is exposed to minimal credit risk on cash. The risk is mitigated by cash being held with chartered banks.

Liquidity risk

Liquidity risk is the risk that the Company is unable to meet its financial obligations as they fall due. The Company takes steps to ensure that it has sufficient working capital and available sources of financing to meet future cash requirements for capital programs and operations.

The Company intends to issue equity and secure debt funding to ensure the Company has sufficient access to cash to meet current and foreseeable financial requirements. The Company actively monitors its liquidity to ensure that its cash flows and working capital are adequate to support its financial obligations and the Company's capital programs.

As at December 31, 2022, the Company's working capital was $13,290,665 (December 31, 2021: $9,635,449). As at December 31, 2022, the Company has monetary long-term liabilities in the amount of $95,341 (December 31, 2021: $158,373). The continuing operations of the Company are dependent upon its ability to obtain adequate financing and commence profitable operations in the future.

Commodity price risk

The Company is exposed to price risk with respect to commodity and equity prices. Equity price risk is defined as the potential adverse impact on the Company's earnings due to movements in individual equity prices or general movements in the level of the stock market. Commodity price risk is defined as the potential adverse impact on earnings and economic value due to commodity price movements and volatilities. The Company closely monitors commodity prices, particularly as they relate to base metals, individual equity movements, and the stock market in general to determine the appropriate course of action to be taken by the Company.

Other price risk

Other price risk is the risk that the fair or future cash flows of a financial instrument will fluctuate because of changes in market prices, other than those arising from interest rate risk or foreign currency risk.
The Company is not exposed to any other price risk.

Classification of financial instruments

Financial assets and liabilities measured at fair value in the statement of financial position by level within the fair value hierarchy are as follows:

Financial assets recorded at fair value through profit or loss:	**Quoted prices in active markets for identical assets (Level 1)**	**Significant other observable inputs (Level 2)**	**Significant other observable inputs (Level 3)**
Bank and cash	$19,606,677	-	-
Warrant derivatives	-	$589,390	-

The company has issued warrants which contain a warrant derivative component. The following table is a sensitivity analysis of the impact on the consolidated statement of loss and comprehensive loss of an increase or a decrease in the assumptions that are used to value the warrant liability which is and classified as a level 2 in the fair value hierarchy:

	Sensitivity rate	**Impact of increase**	**Impact of decrease**
	%	**$**	**$**
Stock price, volatility rate and discount rate	10	(180,589)	153,996

Capital management

The Company monitors its equity as capital.

The Company's objectives in managing its capital are to maintain a sufficient capital base to support its operations and meet its short-term obligations and at the same time preserve investors' confidence and retain the ability to seek out and acquire new projects of merit. The Company is not exposed to any externally imposed capital requirements.

The Company has access to a credit facility with Wesbank, a division of FirstRand Bank Limited in South Africa to the value of NAD4,000,000 ($318,760) for the acquisition of vehicles and equipment. The Company has also secured a performance guarantee from First National Bank of Namibia, via Rand Merchant Bank in the amount of NAD22,000,000 ($1,753,180) as at December 31, 2022 with respect to the power supply agreement signed with NamPower. The guarantee is subject to suspensive conditions and terms that are common to such transactions. All credit facilities and guarantees are fully disclosed in the Audited Consolidated Annual Financial Statements for the period ended December 31, 2022.

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 related parties, including its executive and non-executive directors, is set out in Note 21 of the Consolidated Annual Financial Statements for the period ended December 31, 2022.

For the twelve months ended December 31, 2022, total key management compensation was $2,540,855 (December 31, 2021: $2,339,693), which includes management fees and bonuses of $1,213,450 (December 31, 2021: $1,345,750), directors fees of $150,000 (December 31, 2021: $112,500) and share-based compensation of $1,177,405 (December 31, 2021: $881,443).

On August 16, 2022, it was announced that Mr. Lazarus Shigwedha, who is a non-executive director of the Company through Somerschield Close Corporation, a corporation owned and controlled by him, sold a 3% interest in the capital of Osino Gold Exploration and Mining (Proprietary) Limited for an aggregate value of $1,870,000 payable through the issuance of 1,700,000 Common Shares (the "Somerschield Transaction"). The Somerschield Transaction is a related party transaction and was negotiated independently with Mr. Shigwedha by management of the Company. Mr. Shigwedha declared his interest in the transaction and abstained from voting on the approval of the transaction. As a consequence of the Somerschield Transaction, Mr. Shigwedha has acquired 1,700,000 common shares of the Company, effective January 31, 2023 representing 1.07% of the issued and outstanding number of shares, which has increased his ownership of the Company to 1,754,543 common shares as of the date of this report. The Somerschield Transaction has not resulted in the creation of a new control person.

RSUs totalling 405,090 were issued to directors, officers and senior managers of Osino in lieu of annual performance bonuses or fees payable in cash. The RSUs were issued effective January 23, 2023 and vest immediately.

Share-based payments

During the year under review, the Company issued 1,620,000 stock options to key management at a weighted average exercise price of $1.20 and with expiry dates of February 8, 2027 and February 22, 2027. The stock options were valued at $1,189,662 using the Black-Scholes pricing model. The Company also granted 389,373 RSUs to officers, directors and key employees under its RSU plan (refer to note 8 of the Consolidated Annual Financial Statements for the period ended December 31, 2022 for the vesting particulars) in the period. The fair value of the RSUs granted was $443,886.

In addition, the Company issued 3,762,800 stock options to key management at a weighted average exercise price of $0.90 and with an expiry date of December 8, 2027. The stock options were valued at $1,189,662 using the Black-Scholes pricing model. Effective January 23, 2023, the Company also granted 405,090 RSUs to officers, directors and key employees under its updated RSU plan.

COVID 19

During the first quarter of 2020, there was a global outbreak of COVID-19 (coronavirus disease 2019) that had a significant impact on businesses in Canada and Namibia, where the Company has its operations. This impact was caused by the restrictions put in place by the Canadian and Namibian governments regarding travel, business operations and isolation/quarantine orders. The extent of the impact of the COVID-19 outbreak on the Company has been limited to date; however, future impact will continue to depend on developments that are highly uncertain and that cannot be predicted with confidence. These uncertainties arise from the inability to predict the geographic spread of the disease, duration of the outbreak, duration of travel restrictions, business closures or disruptions, and quarantine/isolation measures that have been, or might be, put in place by Canada and other countries to prevent the spread of the virus.

More specifically and immediate to the Company's operations, the COVID-19 pandemic could pose a serious risk to both construction and operations. This is due to the remoteness of the mine site and the relatively high number of personnel movements on and off site that will undoubtably occur, with local staff travelling to and from the site, and product transport drivers and deliveries of equipment and supplies. The Company has developed appropriate procedures to manage these risks in line with the latest medical advice available at the time. Facilities have been provided to ensure that anyone who does develop the disease can be effectively isolated and evacuated for treatment if necessary. Appropriate procedures have also been developed for personal hygiene and cleaning and disinfection of all common facilities.

The Company's health and safety management and procedures will remain a focus during project implementation and appropriate training has been and will continue to be provided to enable staff to perform their roles safely and effectively. Additional mitigating actions to be adopted include the provision of comprehensive site inductions, use of an internationally experienced project team, presence of a local doctor with a clinic, hierarchy of reviewed and approved health and safety plans, safety officers, procedures, education, training, supervision and selection of competent workforce, medivac, comprehensive design reviews, comprehensive commissioning plans, and similar activities. The project team intends to apply international industry standards for health and safety and include activities such as the use of job safety analysis and stringent electrical and equipment isolation procedures during pre-commissioning and process commissioning.

While the extent of the impact is unknown, we anticipate that this outbreak may cause, among other things, supply chain disruptions and staff shortages, all of which may negatively impact the Company's business and financial condition. Due to the COVID-19 pandemic, all exploration operations, including our site camps, were demobilized and shut down on March 27, 2020 in accordance with the "lockdown" procedures enacted in Namibia to combat the spread of the virus. This was done on the order of the President of the Republic of Namibia for certain regions of Namibia, which includes those in which Osino operates.

On April 30, 2020, the Government of Namibia announced that some restrictions would be lifted to allow exploration activities to resume, with certain limitations and adherence to COVID-19 related precautions. The Company recommenced field work on May 8, 2020 and has not been faced with any further shutdowns since. On March 15, 2022, the Government of Namibia gazetted a new amendment to the Public Health COVID-19 general regulations which effectively eliminated all restrictions on company activities.

At the time of preparation of this MD&A, the Namibian Government website reports a very low incidence of COVID-19 infections and the Government has lifted most travel restrictions in the country, with the sporadic need for permits to travel outside of certain jurisdictions. The imposition of further lockdown measures and travel restrictions is being driven by scientific data and the need to control the spread of the virus.

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 that the following are the critical accounting estimates used in the preparation of its Consolidated Annual Financial Statements for the period ended December 31, 2022:

Measurement uncertainty

The preparation of consolidated financial statements in conformity with IFRS requires management to make judgements, estimates and assumptions that affect the application of the accounting policies to financial information presented. Actual results may differ from the estimates, assumptions and judgements made. Estimates and underlying assumptions are reviewed on an ongoing basis. Changes made to estimates are reflected in the period the changes are made.

Significant areas requiring the use of estimates and assumptions include valuation of share-based payment reserves, warrant reserves, valuation of derivative liabilities and restoration, rehabilitation and environmental obligations. By their nature, these estimates and assumptions are subject to measurement uncertainty, and the impact of changes in estimates in the consolidated financial statements of a future period could be material.

Significant accounting policies

The critical judgements that the Company's management has made in the process of applying the Company's accounting policies, apart from those involving estimations (note 1(d)), that have the most significant effect on the amounts recognized in the Company's consolidated financial statements are related to the economic recoverability of the mineral rights, the classification of joint arrangements as either a joint venture or joint operation, assessing if an acquisition of a company meets the definition of a business in accordance with IFRS 3, the assessment of control over subsidiaries, or whether the company controls another entity, determining the smallest group of assets that generates independent cash flow, the interpretation and application of tax laws, the determination of functional currency for the Company and its subsidiaries, and the assumption that the Company will continue as a going concern.

USE OF ESTIMATES

The Company has fully disclosed its accounting policies in the notes to the Consolidated Financial Statements for the period ended December 31, 2022.

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:

i. 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

ii. a process to provide reasonable assurance regarding the reliability of financial reporting and the preparation of consolidated financial statements for external purposes following 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 of 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 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 relating to:

- The Company’s acquisition of licenses and projects, and the regulatory reporting and amount of spending required to maintain the licenses and concessions in good standing.
- Future development work on the Twin Hills Gold Project and other projects.
- The Company’s 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 Twin Hills Gold Project and other projects;
- Proposed joint venture/earn-in arrangements with third parties on the Company’s licenses and concessions.
- The prospects for identifying and/or acquiring additional mining licenses, concessions or projects, within 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 the Company.
- The adequacy of the Company’s working capital.
- The Company’s ability to raise additional financing, find alternative ways to advance its corporate objectives, and its use of financing proceeds.
- The Company’s monitoring of the market and political conditions (both globally and in Namibia) and the Government of Namibia’s concession tender process.
- The Company continuing to evaluate additional exploration project opportunities.
- The Company bidding on further prospective targets should they become available.
- The Company seeking strategic partners for prospective gold deposits found on its licenses.
- Projected expenditures on the Company’s mineral licenses 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.
- The mining assets and properties acquired by the Company being attractive investment opportunities.
- The COVID-19 pandemic’s impact on the Company, which could cause significant financial market disruption and social dislocation. Cities, counties, states and provinces have responded in different ways to address and contain the pandemic. These include the declaration of a global pandemic by the World Health Organization, the declaration of a national state of emergency in many countries across the world, and local executive orders and ordinances forcing the closure of non-essential businesses and mandating that persons not employed in or using essential services "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, or 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 in place, or might be put in place, by Canada, Namibia and other countries to prevent the spread of the virus is limited at this stage. The impact on the Company, therefore, cannot be predicted with confidence. The impact could include supply chain disruptions and staff shortages, which may harm 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; fluctuations in the market price of gold; 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; and 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 the tonnage, grade, and recoverability of reserves and resources)
- risks relating to all the Company's mineral licenses, 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 the Company, such as wilful negligence of its counterparties or agents);
- risks of title disputes or claims affecting mining licenses 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 the failure of plant, equipment or processes to operate as anticipated;

- risks relating to the 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 the valuation and calculation of financial instruments including debt and equity derivatives
- risks relating to restrictions on access to and movement of capital; and
- other risks of the mining industry.

In addition to these are those factors discussed in "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 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, these data are 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 are subject to change based on various factors.