

OSINO FILES MANAGEMENT INFORMATION CIRCULAR FOR SPECIAL MEETING OF SECURITYHOLDERS

Vancouver, British Columbia, February 5, 2024 – Osino Resources Corp. (TSXV:OSI) (NSX:OSN) (FSE:RSR1) (OTCQX:OSIIF) ("Osino" or the "Company") announced today that it has filed and mailed the management information circular (the "Circular") and related materials for the special meeting (the "Special Meeting") of securityholders of the Company (the "Securityholders") to be held virtually on **March 1, 2024 at 8:30 a.m. (Vancouver time)**. At the Special Meeting, Securityholders will be asked to consider and, if deemed advisable, to pass a special resolution (the "Arrangement Resolution") approving the previously announced plan of arrangement (the "Arrangement") under the *Business Corporations Act* (British Columbia), pursuant to which Dundee Precious Metals Inc. ("DPM"), will acquire all of the issued and outstanding common shares of Osino (the "Osino Shares") for consideration consisting of C\$0.775 in cash per Osino Share and 0.0801 of a DPM common share per Osino Share, all as more particularly described in the Circular.

Meeting and Circular

The Special Meeting is scheduled to be held at 8:30 a.m. (Vancouver time) on March 1, 2024 as a virtual-only meeting conducted via live webcast at meetnow.global/MZN6X7N. Securityholders will be able to attend the Special Meeting online regardless of their geographic location. Securityholders of record as of close of business on January 10, 2024 are entitled to receive notice of, and to vote at the Special Meeting. Securityholders are encouraged to vote well before the proxy deadline of 8:30 a.m. (Vancouver time) on February 28, 2024 (or no later than two business days prior to any adjournment or postponement of the Special Meeting).

The Circular provides important information on the Arrangement and related matters, including the background of the Arrangement, the rationale for the recommendations made by the board of directors of the Company (the "Board") and the special committee of the Board (the "Special Committee"), voting requirements, and how to virtually attend the Special Meeting. Securityholders are urged to read the Circular carefully and in its entirety. **The Circular is being mailed to Securityholders in accordance with applicable Canadian securities laws and the interim order issued by the Supreme Court of British Columbia (the "Court") in connection with the Arrangement. Copies of the Circular and the related Special Meeting materials are also available under the Company's profile on SEDAR+ at www.sedarplus.ca and on the Company's website at <https://osinoresources.com>.**

Board Recommendation

The Board, after, among other things, receiving legal and financial advice in evaluating the Arrangement, and with the advice and recommendation of the Special Committee has unanimously determined that the Arrangement is fair to Securityholders (other than DPM) and is in the best interests of Osino. The Board unanimously recommends that Securityholders vote **FOR** the Arrangement Resolution at the Special Meeting.

Completion of the Arrangement

In order for the Arrangement to become effective, the Arrangement Resolution must be approved by an affirmative vote of: (i) at least 66 2/3% of the votes cast by shareholders of Osino (the "Shareholders") present in person or represented by proxy at the Special Meeting; (ii) at least

66 2/3% of the votes cast by Securityholders present in person or represented by proxy and entitled to vote at the Special Meeting, voting as a single class, with Shareholders, holders of options of the Company ("**Options**"), holders of restricted share units of the Company ("**RSUs**"), and holders of deferred share units of the Company ("**DSUs**") being entitled to one vote for each Osino Share, Option, DSU, or RSU held; and (iii) a simple majority of the votes cast by Shareholders present in person or represented by proxy and entitled to vote at the Special Meeting, excluding Osino Shares held or controlled by any persons described in items (a) through (d) of Section 8.1(2) of MI 61-101 – *Protection of Minority Securityholders in Special Transactions*.

Your vote is important. You are encouraged to vote your Osino securities and to attend the Special Meeting.

The directors and senior officers of Osino have entered into voting support agreements, pursuant to which, subject to the terms and conditions set forth therein, they will vote their securities held, as applicable, **FOR** the Arrangement Resolution.

In addition to Securityholder approval of the Arrangement Resolution, the completion and implementation of the Arrangement remains subject to the satisfaction of a number of conditions customary for a transaction of this nature including, receipt of approval of the Namibian Stock Exchange and the Namibian Competition Commission, and the issuance by the Court of a final order approving the Arrangement.

Securityholder Questions and Assistance

Securityholders with questions regarding the Arrangement or the Special Meeting are encouraged to contact Laurel Hill Advisory Group, the Company's strategic advisor and shareholder communications firm, by telephone at 1-877-452-7184, or by email at assistance@laurelhill.com.

Issuance of Restricted Share Units ("RSUs")

The Company announces that it has awarded an aggregate of 1,070,030 RSUs to certain officers, directors, and consultants. The RSUs are granted pursuant to the Company's Omnibus Long-Term Incentive Plan which was approved by the shareholders of the Company and accepted by the TSX Venture Exchange. All grants of RSUs vest 12 months after the date of the grant and are subject to applicable regulatory requirements and the policies of the TSX Venture Exchange.

Issuance of Deferred Share Units ("DSUs")

The Company announces that it has approved the grant of 28,572 DSUs having an aggregate value of \$40,000 to independent directors of the Company pursuant to the Company's Omnibus Long-Term Incentive Plan, which was approved by the Company's shareholders at its last shareholder meeting.

About Osino Resources

Osino is a Canadian gold exploration and development company focused on the fast-tracked development of our wholly owned, Twin Hills Gold Project in central Namibia. Since its grassroots discovery by Osino in August 2019 the Company has completed more than 225,000m of drilling

and has completed a suite of specialist technical studies culminating in the recently published Twin Hills Definitive Feasibility Study ("**DFS**") dated effective June 12, 2023. The DFS describes a technically simple and economically robust open-pit gold operation with a 13-year mine life and average annual gold production of over 169,000oz per annum.

Osino has a commanding ground position of over 8,000km² located within Namibia's prospective Damara sedimentary mineral belt, mostly in proximity to and along strike of the producing Navachab and Otjikoto Gold Mines. The Company is actively exploring a range of gold prospects and targets along the belt by utilizing a portfolio approach geared towards discovery, targeting gold mineralization that fits the broad orogenic gold model.

Our core projects are favourably located north and north-west of Namibia's capital city Windhoek. By virtue of their location, the projects benefit significantly from Namibia's well-established infrastructure with paved highways, railway, power and water in close proximity. Namibia is mining-friendly and lauded as one of the continent's most politically and socially stable jurisdictions. Osino continues to evaluate new ground with a view to expanding our Namibian portfolio.

David Underwood, BSc. (Hons) is Vice President Exploration of the Company and has reviewed and approved the scientific and technical information in this news release and is a registered Professional Natural Scientist with the South African Council for Natural Scientific Professions (Pr. Sci. Nat. No.400323/11) and a Qualified Person for the purposes of NI 43-101 – *Standards of Disclosure for Mineral Projects*.

Further details are available on the Company's website at <https://osinoresources.com> and under the Company's profile on SEDAR+ at www.sedarplus.ca.

On Behalf of the Board of Directors
Heye Daun, President and CEO

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Neither the TSX Venture Exchange nor its Regulations Services Provider (as that term is defined in the policies of the TSX Venture Exchange) accepts responsibility for the adequacy or accuracy of this release.

Forward-Looking Information

This press release contains "forward-looking information" and "forward-looking statements" (collectively "forward-looking statements") within the meaning of applicable Canadian securities legislation, including statements regarding the plans, intentions, beliefs and current expectations of the Company with respect to future business activities and operating performance. Forward-looking statements include, without limitation, the timing of the Special Meeting and statements regarding the conditions to completion of the Arrangement. Generally, forward-looking information can be identified by the use of forward-looking terminology such as "plans", "expects" or "does not expect", "is expected", "budget", "scheduled", "estimates", "forecasts", "intends", "anticipates"

or "does not anticipate", or "believes", or variations of such words and phrases or state that certain actions, events or results "may", "could", "would", "might" or "will be taken", "occur" or "be achieved". Forward-looking statements are necessarily based upon a number of assumptions that, while considered reasonable by management, are inherently subject to business, market and economic risks, uncertainties and contingencies that may cause actual results, performance or achievements to be materially different from those expressed or implied by forward-looking statements. Although the Company has attempted to identify important factors that could cause actual results to differ materially from those contained in forward-looking information, there may be other factors that cause results not to be as anticipated, estimated or intended. There can be no assurance that such information 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 information. Other factors which could materially affect such forward-looking information are described in the risk factors in the Company's most recent filings on SEDAR+, including the Circular, all of which are available on the Company's profile on SEDAR+ at www.sedarplus.ca. The forward-looking statements in this communication are based on information available to the Company as of the date hereof, and the Company does not undertake to update any forward- looking statements, except in accordance with applicable securities laws.