OSINO RESOURCES CORP.

MANAGEMENT DISCUSSION AND ANALYSIS (“MD&A”)
For the period ended December 31, 2023

Prepared by:

OSINO RESOURCES CORP.

Suite 1890 – 1075 West Pender Street
Vancouver, BC
V6E 3C9

April 29, 2024

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 16 exclusive exploration licenses and one mining license 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" or "Twin Hills" or "THGP") and Karibib regional and satellite targets. In addition, Osino is defining new exploration targets in the Otjikoto East and Otjiwarongo areas, including the Ondundu Gold Project ("Ondundu") acquired in 2022 and the recently discovered Eureka exploration project ("Eureka").

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 (TSX-V) under the symbol "OSI", the Namibian Stock Exchange (NSX) under the symbol "OSN" 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 Financial Statements of the Company and the notes thereto for the three and twelve month period ended December 31, 2023. 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 of April 29, 2024.

ADDITIONAL INFORMATION

Additional information about Osino, including the Company's Annual Information Form dated July 20, 2023, is available under the Company's profile on SEDAR+ at www.sedarplus.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 (IASB). The Company's Consolidated Financial Statements for the year ended December 31, 2023 were prepared following IFRS.

The results of the Company's technical report are referred to herein. This report comprises the geological technical reports prepared for Osino in accordance with National Instrument 43-101, *Standards of Disclosure for Mineral Projects* ("NI 43-101") entitled "Definitive Feasibility Study of the Twin Hills Gold Project, Namibia, NI 43-101 Technical Report" dated effective June 12, 2023, signed July 5, 2023 (the "Technical Report" or "DFS").

OVERVIEW OF SIGNIFICANT DEVELOPMENTS AND ACTIVITIES

The key events during the period of reporting were:

- Drilling activity at the THGP focused on completing the infill drill program across key starter pits. The objective was to convert the first two years of mining from the Indicated to Measured mineral resource category across the THGP. The infill program will also validate and upgrade the next iteration of the mineral resource estimate (MRE). Hydrological and geotechnical drilling was concluded during the reporting period, in support of project studies.

- Regional exploration programs to advance the Eureka greenfield gold discovery, approximately 35km northeast of Ondundu, continued with a best intercept of 47m @ 5.92g/t. Key work programs included additional step-out drilling to expand the mineralization, detailed structural mapping and modeling and a large high resolution heliborne magnetic survey covering about 14,000 hectares.

- Work continued on a front-end engineering and design (FEED) program for the THGP. This is expected to be complete by the end of 2Q2024.

- The Company's technical team and specialist consultants working on the Twin Hills FEED program focused on activities that would improve confidence in certain DFS designs and cost estimates as well as optimizing and improving the Project's parameters.

- Effective October 18, 2023, the Company closed a prospectus-based offering resulting in the issuance of 2,770,745 common shares at $1.00 per share for gross proceeds of $2,770,745. This offering was concurrent with the listing of the Company's shares on the NSX.

- On December 17, 2023, Osino entered into a definitive agreement with Dundee Precious Metals ("DPM") whereby DPM would acquire all the issued and outstanding common shares of Osino. The transaction included access to a concurrent private placement whereby DPM agreed to purchase an aggregate of $10,000,000 in common shares of Osino in two equal tranches. On December 22, 2023, Osino completed the initial tranche and received gross proceeds of $5,000,000. The second tranche was completed on January 30, 2024.

The key events post the period of reporting were:

- On January 30, 2024, the Company completed the second tranche of the DPM private placement and issued 4,424,778 Osino shares to DPM at a price of $1.13 per share for aggregate gross proceeds of $5,000,000.

- The Company announced on February 19, 2024, that it had entered into a binding arrangement agreement with Yintai Gold Co. Ltd for the acquisition of all the issued and outstanding common shares of the Company and all the issued and outstanding securities convertible into common shares for a cash consideration of $1.90 for each common share by way of a plan of arrangement (the "Yintai Arrangement"), which valued Osino at approximately $368 million.

- On February 25, 2024 the Company terminated its arrangement agreement withDPM and paid the termination fee due to DPM of $10,000,000 (US$7,416,197) which has subsequently been recovered from Yintai.

- Pursuant to the Yintai Arrangement, Osino agreed to use commercially reasonable efforts to dispose of the Omaruru Project on or before the closing of the Yintai Arrangement. On March 20, 2024, Osino and Prospect Resources Limited, an Australian-based mineral exploration and development company ("Prospect"), executed a binding agreement pursuant to which Prospect agreed to acquire Osino's interest in the Omaruru Project for a cash consideration of US$75,000 (the "Omaruru Sale"). The Omaruru Sale is subject to approval of the local authorities in Namibia and is expected to close in 2Q2024.

OVERVIEW OF OPERATIONS

The key operational events during the period of reporting were:

- Exploration work at the THGP was based around infill drilling of the starter pit areas within the sub-cropping parts of the Twin Hills Central and Clouds orebodies. The program aimed to validate and confirm the Twin Hills MRE, modelling techniques and parameters utilized and to upgrade the current MRE. As part of the infill program a total of 8,032m of reverse circulation (RC) drilling was completed across 95 holes at a tight grid spacing of 12.5m x 12.5m in 4Q2023.

- Another key focus area at the Project was to advance the DFS and subsequent FEED phase, through hydrology and geotechnical drill programs. In total, 1,692m of RC drilling and 68m of diamond drilling (DD) was completed during 4Q2024, utilizing one DD and one RC rig.

- The geological team was also able to focus on its regional exploration targets and program design. Geological mapping, geochemical sampling and drilling campaigns were initiated and advanced at high-ranking targets, predominantly within the Otjiwarongo district.

- A total of 3,703m of drilling was completed at Ondundu during 2023. The program aimed at resource growth and conversion, as well as the optimization of drilling and assay methods. All assays have now been received and the results confirm the previously identified robust high-grade mineralization at Ondundu, with hole ONRC23-017 intersecting 109m @ 2.30g/t Au. Metallurgical test work samples were tested on sensor-based optical sorting machines which returned excellent separation of the gold-bearing quartz veins against the homogenous sediment, indicating very good pre-concentration potential. Planning for the next phase of metallurgical test work is underway and began with sample collection in 1Q2024.

- The development of the Omaruru Project continued to progress well. The phase 1 RC drill program with district mapping and geochemical survey support completed by Prospect helped to expand the known mineralization in the area. Shallow, walk-up drill targets have now been identified across known and new prospects and are set to be tested via rotary air blast drilling (RAB) in 1H2024. Field mapping and sampling programmes are also ongoing at Omaruru and expected to generate new targets for evaluation.

- Prospect held a 40% interest in the Omaruru Project at year end via its equivalent shareholding in Richwing Exploration (Pty) Ltd (“Richwing”), which is 60%-owned by Osino. Prospect had the right to earn a further 11% interest in Richwing (and thus the Omaruru Project) via a Phase 2 investment of US$0.56 million over a 12-month period (refer to Prospect ASX Announcement dated 29 September 2022). Effective March 20, 2024, the Company agreed to sell its interest in the Omaruru Project to Prospect (Refer to ‘key aspects of study developments in this quarter’).

MINERAL PROPERTIES

As of December 31, 2023, the Company held 16 exclusive prospective licences (EPLs) and one mining license (ML) in Namibia, which constitute the project areas below. The holding of land is, in part, mandated by the regulations from the Ministry of Mines and Energy in Namibia on EPL renewals. The Company also relinquishes certain licenses that it considers uneconomic from time to time.

Table 1: Project and License Areas

Project Area	Area (Hectares)	Location
Twin Hills Gold Project (9 licenses) Size reduction was made to EPL5880 as per regulatory requirements.	115,927	Central Namibia, in the vicinity of regional towns/settlements of Omaruru, Usakos, Karibib and Wilhelmstal.
Otjikoto East Gold Project (0 licenses), historic licenses were relinquished with 2 new EPLs under application in this project area.	0	Northern Namibia, in the vicinity of regional towns/settlements of Otavi, Kombat and Grootfontein.
Otjiwarongo Regional Project (7 licenses)	187,187	Central Namibia, in the vicinity of regional towns/settlements of Otjiwarongo, Khorixas and Kalkfeld.
Total	**303,114**	

WORK PROGRAM AND RESULTS

Twin Hills Gold Project

The Twin Hills Gold Project (also referred to as the “Karibib Gold Project” in some instances) includes 9 of the Company’s 16 EPLs as well as the ML and comprises approximately 1,159km^2 as at December 31, 2023.

Since 2Q2023, a total of 11,427m of drilling from 110 RC holes was completed within a block of 160m x 110m at the Bulge pit. These holes were drilled on a 12.5m x 12.5m grid spacing and ranged in depth from 60m to 123m. Drilling was generally done to a datum with a maximum hole depth of 123m. The program conforms to the existing inclined drill pattern, with holes drilled at minus 60° dip towards the south-southeast. The drill program covers the Bulge year one starter pit hosting sub-cropping mineralization, which plunges north-northeast to form the main ore shoot.

The infill program results will determine the internal review of geological and resource modelling techniques and parameters utilized in the generation of the latest MRE comprising 2.94moz at 1.08 g/t Au (indicated and measured) and 0.25moz at 1.10g/t Au (inferred) (refer to press release dated June 12, 2023). The program is on track to achieve its ultimate objective of confirming and upgrading the next MRE in 2024.

An additional infill drill program was initiated in November 2023 at the Clouds and Twin Hills Central (THC) pits. The program also aims to convert these starter pits from indicated to measured category, thereby substantially de-risking the first two years of ore mining. A total of 3,517m of drilling in 43 RC holes has been planned on the Twin Hills Central orebody at 12.5 x 12.5m grid spacing, with a surface expression of about 75m x 75m. This block is an extension of the 100m x 50m block drilled in 2022 as an orientation study at the THC portion of Twin Hills gold. This study validated the wider spaced modelling and resulted in a 9% improvement in average grade over the mineral resource without any loss in metal content.

This drilling has intentionally been focused on the respective starter pits in the Bulge, THC and Clouds areas and thereby not only significantly reduces the grade risk in the early years of production, but will also assist in fine-tuning the geological modelling, wire-framing, and grade estimation of the remainder of the deposit. All holes drilled so far produced excellent assay results which not only demonstrate the consistency and grade continuity of the Twin Hills mineralization but also indicate the potential for grade improvements through constraining and utilizing a selective mining approach to modelling the resource. This is aimed at improving the recoverable gold grade.

The Project is a pre-construction, DFS-stage open-pit gold project with five satellite pits (Bulge, THC, Clouds, Clouds West and Twin Hills West ("Twin Hills West")), approximately 6km in combined strike length and open down-plunge, with a MRE of 2.94moz at 1.08 g/t Au (indicated and measured) and 0.25moz at 1.10g/t Au (inferred) (refer to OSI press release dated June 12, 2023).

These deposits lie within a larger zone of mineralization, which is 11km long and stretches from exploration targets identified at Terminal 1 in the west to Twin Hills East and Rheinsheim 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 Company's brownfield exploration programs. The Twin Hills cluster of targets form part of the Karibib Gold Trend, which has been defined over more than 50km in strike length.

Key aspects of study developments in this quarter were:

- Continued evaluation of firm price proposals against defined terms and conditions from open-pit mining operators/contractors, including the establishment of the mine services area infrastructure.
- Continued geotechnical and geophysical investigations specific to the planned open pits and confirmation of the geotechnical ground conditions over the entire proposed mine site.
- Preparation of an updated open-pit mining and processing schedule specifying the ratio of transitional and fresh ore to be processed.
- Confirmation of capital cost estimates for the open-pit mine and mining infrastructure including the capitalization of ore and waste rock pre-stripping before the commencement of mining.
- Continuation of tailings filtration, geochemical tests and geotechnical tests.
- Updating and optimization of the overall DFS capital and operating cost estimates, with respect to mining, processing and all surface infrastructure, including cost estimates for a practical filtered tailings disposal and storage facility (TSF) and applying deposition and containment designs based on internationally accepted standards of design.
- Issue of requests for proposals and evaluation of firm price offers and estimated delivery schedules for long lead mechanical equipment items, as well as pricing for other mechanical and electrical equipment and including transport.
- Preparation of detailed earthworks bills of quantity and invitation to tender (ITT) documentation, based on the latest geotechnical reports.
- Preparation of initial draft piping and instrumentation diagrams for the process plant, which at this stage is showing control loops and field instrumentation but not piping and valves.
- Completion of DFS-level designs for a possible future arsenic precipitation circuit in the process plant, and evaluation of arsenic deportment test results indicating that this should not be required.
- Preparation of a request for proposal (RFP) including key contractual terms for the proposed renewable power plant.
- Continued investigation of the water supply strategy and development of the cost estimates with the assistance of NamWater Ltd ("NamWater"), the Namibian water parastatal, for the mining operations. The investigation incorporated studies of boreholes (including pump tests), pit dewatering, aquifer recharge, surface water dams and possible auxiliary NamWater network connections to ensure sufficient water supply, even in occasional periods of severe drought in Namibia. Refining of the overall site water balance model is based on water demand calculations prepared by the FEED consultants as well as the results and expert interpretation of the water supply investigations.

- Optimization of the design and cost estimates for a stormwater diversion channel from the seasonal Okawayo river, incorporating geotechnical results in the design.
- Drafting of an integrated overall critical path network for discussion. Development of key dates and a schedule for an operational readiness (OR) plan, including sustainability actions and those workstreams which must be in place before construction commences (potentially in 2024).
- Continued discussions with the relevant government departments relating to all secondary permits required, including grave relocation, wastewater discharge, water abstraction, bulk power line, Namibia Civil Aviation Authority (NCAA) permit, district road relocation and land clearance.
- Development of the budget for 2024 including solicitation and evaluation of offers for Engineering, Procurement, Construction Management (“EPCM”), staffing structures for both the project construction phase and the operations phase with the assistance of the Project Director and other consulting services by various consultants.

Permitting process and ESIA

Updates during the FEED process have further refined the requirements for secondary permit applications required for the mine development and the operational phase. Applications were submitted to the relevant ministries for the following permits:

- Water borehole abstraction permit was reviewed by the Department of Water Affairs (DWA) and the permit is expected to be issued in 1H2024.
- The Ministry of Environment Forestry and Tourism (MEFT) reviewed the Environmental and Social Impact assessment (ESIA) study for a 66kV powerline and granted approved for the powerline route construction to go ahead.
- Land clearing permit was approved by the Ministry of Agriculture, Water and Land Reform (MAWLR) on November 14, 2023.

During the finalization of the FEED study, the application process will continue with the relevant authorities. An accessory works permit will be applied for from the Ministry of Mines and Energy (MME) and will be based on the completed mine site layout. The bulk fuel storage license (on appointment of a fuel supply contract and contractor) and a license for explosives magazine (on appointment of the blasting contractor) are both planned to be applied for in 1H2024.

Bulk power supply

An application to upgrade the power purchase agreement (PPA) from 16MW to 30MW load was submitted to Namibia’s parastatal power utility NamPower as well as Addendum 2 of the original transmission power supply agreement for the change in scope of works. Continuation of basic engineering design and updating of the DFS cost estimates for the transmission line and sub-station to be constructed on site to link Twin Hills to the national grid in Namibia. Successful negotiations were concluded with NamPower to upgrade the existing 16 megawatt (MW) bulk power supply agreement to 30 MW. The Company is engaging NamPower on the development schedule for the completion of the planned Erongo substation which will connect the mine to the national grid.

Environmental Studies

Environmental studies relating to the supply of water from the parastatal NamWater are specifically focussed on the pipeline route which will connect Kranzberg with the town of Karibib and the Twin Hills mine site. Fieldwork relating to the impact assessment of the proposed Khan Water Scheme, where the project expects to augment the current mine water supply strategy, are underway, and stakeholder engagement meetings are planned for 1H2024.

Sustainability

Sustainability, for Osino, is about realising its purpose *of developing and operating gold projects in Namibia that build value for all its stakeholders and the environment*. For Osino this means (i) being a responsible and ethical corporate citizen, (ii) managing and minimising its risks and negative impacts on society and the environment, and (iii) leveraging its resources and operational activities to produce, build and share stakeholder value – by driving positive change across different forms of capital (i.e., financial, manufacturing, intellectual, social, human and environmental), where practically and financially viable.

Osino's sustainability activities are guided by its material topics, which include those topics considered to be most important to the Company and its stakeholders. Key material topics include:

- Occupational health and safety
- Employee welfare and relationships
- Employee diversity, equal opportunities, and non-discrimination
- Community relationships and their socio-economic development
- Land and waste management
- Water management
- Climate change and energy use

Significant progress continues to be made on these material topics, both as they pertain to the existing exploration business and the design and development of the THGP. A comprehensive sustainability-related operational readiness plan (implementation will commence prior to construction and continue through to operations) is being carried out to ensure that social and environmental impacts and needs will be addressed. Work on an employee housing plan continues. Community development projects in the communities that host the THGP are being expanded. A detailed set of community studies (including a baseline study and an impact needs and human rights assessment) in Karibib have commenced. Outputs of this project will also include the establishment of more detailed plans to manage impacts, engage communities and address socio-economic development needs. A draft land management plan has been developed, which will be further enhanced and expanded on during construction. Work to evaluate the use of local materials and innovative building designs to reduce the environmental impacts of construction and subsequent operation of buildings continues.

Additional information about the Company's sustainability activities is available in its 2022 Sustainability Report. The Company's 2023 Sustainability Report is to be published during 2H2024.

Otjikoto East Project

The Otjikoto East Gold Project currently has no active licenses, as these were all relinquished during the year. Two new EPL's in the project area have been applied for during the reporting period. No exploration activity was recorded for the quarter under review.

Otjiwarongo Regional Project

The Otjiwarongo Regional Gold Project consists of seven licenses with a combined surface area of 1,872km^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 very exciting Eureka gold discovery and the Ondundu Gold Project.

Eureka, a new greenfield gold discovery made in 2Q2023, is a key focus area for the Company as it continues to advance exploration projects outside of Twin Hills. During the last two quarters of 2023, detailed mapping on surface, combined with structural logging of the oriented diamond core, has enabled the team to build a preliminary lithological and structural model. The improved geological understanding informed the current phase of step out drilling by testing extensions to the main ore shoot, which is open in almost all directions. A total of seven holes for a total of 1,400m were planned for the Phase 2 drill program which commenced in late September 2023. Five holes have been completed to date for a total of 1,133m. Latest results received include 61m @ 2.4g/t Au including 13m @ 6.2g/t and 13m @ 3.39g/t (from 66m in ORD011); and 20m @ 5.60g/t Au (from 75 to 95m in ORD012). A helicopter-borne magnetic and radiometric survey was completed in December 2023 to better define the remaining four primary geophysical targets for drill testing in 2024. The technical team is optimistic the survey will uncover additional blind targets.

Ondundu adds significantly to the potential of the Otjiwarongo region. During 2023, the Company completed a total of 3,703m of RC and DD drilling. Assay results have produced some exceptional intercepts, including 157m @ 1.50g/t in hole ONRC23-019 and 109m @ 2.30g/t in hole ONRC23-017. These results indicate the potential to increase the size and grade of the main ore zone(s) with detailed infill and step-out drilling.

On the remaining five licenses, the technical team focused on the reinterpretation of historic and recently collected map and geochemical surface sampling data across key targets in the project area. This was used to update and rank the target portfolio, advance the next phase of field work (and more specifically the planned drill programs) on Ondundu and to model the program to maximize the potential for new regional discoveries in 2024.

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.

QUALIFIED PERSON'S STATEMENT

David Underwood, B.Sc. (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 (M.Eng.), 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 22 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 environmental compliance certificate (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 and project development 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 warrants with an expiry date of January 31, 2022. The funds received were used to fast-track the development of the Twin Hills Gold Project as well as to accelerate the exploration of its land position in the Namibian Gold Belt. On December 7, 2022, the Company announced that it had closed a non-brokered private placement of 14,752,500 common shares for gross proceeds of $11,802,000 at a price of $0.80 per share.

In April, August and December 2023, the Company raised a further $819,726 in gross proceed from the exercise of 711,907 warrants. On October 18, 2023 the Company announced that it had closed a prospectus-based offering of 2,770,745 common shares for gross proceeds of $2,770,745 at a price of $1.00 per share. On December 22, 2023 the Company announced that it had completed the initial tranche of its previously announced non-brokered private placement of common shares to DPM, whereby the Company issued 4,424,779 Common Shares at a price of $1.13 per common share for aggregate gross proceeds of $5,000,000. The Company intends to use the foregoing net proceeds 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. Refer to 'Share Structure' section within this document for post balance sheet events associated with capital initiatives of the Company.

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.

The Company closed a US$15m credit facility with Nebari Gold Fund 1, LP and Nebari Natural Resources Credit Fund 1, LP in November 2022. The credit facility was available in three separate tranches of US$5m. The credit facility has a maturity date of November 8, 2024. As at December 31, 2023, the Company had drawn down the full facility.

Table 2: Use of Funds Analysis

Concession Spending Analysis	**Remaining commitment brought forward from Dec 31, 2022** [(1)]	**Funds raised through financing and other forms** [(2)]	**Cumulative spend for the year to date**[(3)]	**Remaining commitment as at Dec 31, 2023** [(4)]
Project Expenditure				
Exploration development-THGP and regional[(5)(6)]	$8,106,281	$10,087,851	($14,893,547)	$3,300,585
Feasibility and mine development studies[(6)]	4,471,526	5,833,748	(6,000,672)	4,304,602
Regional in-country general and administrative expenses[(7)]	2,404,713	1,983,720	(1,626,489)	2,761,944
Capital expenditures[(8)]	378,504	117,254	(54,440)	441,318
Corporate general and administrative expenses[(9)]	4,504,985	3,964,757	(7,732,729)	737,013
Unallocated working capital	-	-	-	-
Total	**$19,866,009**	**$21,987,330**	**($30,307,877)**	**$11,545,462**

Notes:

(1) *The remaining commitment brought forward as at December 31, 2022 are the funds available to fund the remaining portion of the commitment from the prior year's analysis, and does not include or account for the budget allocations for the closure and payment of the land acquisitions, the settlement of the B2Gold Corp. six-month anniversary payment settled in January 2023 or any costs related to construction or financing for the Project and related costs. These capital costs will be financed from separate sources of funding including the Nebari Facility of US$15m secured in November 2022 and which have been drawn in FY2023.*

(2) *Balance includes: Nebari Tranche 2 US$5m drawn down in 2Q2023 and Tranche 3 drawn in 3Q2023 for US$5m less the US$50,000 agreement fee for each tranche drawn, proceeds from the warrants exercised during the year, proceeds from the strategic Namibian financing closed in 3Q2023 as well as the closing of bridge private placement of common shares issued to DPM on December 22, 2023.*

(3) *The actual spend is calculated on a cumulative basis for the twelve month period ended December 31, 2023 across all the work programs. It excludes any non-cash expenditure including costs allocated to stock options, restricted share units (RSUs), deferred stock units (DSUs) and/or minority interests.*

(4) *The Company's board of directors has approved the budgets for FY2022 and FY2023, as well as the use of funds raised during the respective years. The budgets are based on the Company's working capital reserves on hand at the beginning of and during each year of assessment.*

(5) *The Company is primarily focused on the exploration and development of the THGP. The Company has utilized the proceeds of the financings to pursue further exploration of Twin Hills Gold Project following the recommendations contained in the Technical Reports dated June 25, 2020; May 21, 202; August 25, 2021; April 1, 2022 and the DFS with effective date June 12, 2023.*

(6) *This represents spend mainly allocated to THGP as per the DFS published on July 13, 2023, the drill programs aimed at advancing the mineral resource estimate, various regional sampling and drilling programs and technical studies on defined targets for future drill programs. It also includes the costs incurred on FEED to date.*

(7) *In-country general and administrative expenses reflect overhead and other costs, including payroll, which cannot yet be allocated to specific exclusive prospecting licenses or development projects of the Company. These include spend on the Company's community and social investment (CSI) and sustainability initiatives.*

(8) *Capital expenditure spend for the year to date incorporates the cash portion for the acquisition and/or replacement of assets held by the Company, excluding the land acquisitions and specific project capital expenditure that has been incorporated elsewhere.*

(9) *Corporate general and administrative expenses include management and consulting fees, professional fees for assistance on financings and corporate initiatives, regulatory, secretarial and public relations costs, costs related to the filing of the amended technical reports, as well as advisory costs to advance the project financing initiatives in 2023 and 2024.*

No variances that negatively impacted the Company's ability to achieve its business objectives and milestones were disclosed in its Prospectus dated October 16, 2023 or the Company's various programs for 2023. 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 in addition to continuing its exploration programs on the regional projects. There is no assurance that such funds will be available on terms favourable to the Company, or at all. Refer to Note 19 in the Consolidated Financial Statements for year ended December 31, 2023 for post balance sheet events associated with capital raising initiatives of the Company.

FINANCIAL POSITION

As at December 31, 2023, the Company had total assets of $26,815,993 and shareholders' equity of ($3,772,706), This compares with total assets of $24,946,989 and shareholders' equity of $11,791,956 as at December 31, 2022. Total assets include development costs where certain exploration, evaluation and development costs were capitalized from 3Q2023 (refer to Note 2 in the Consolidated Statement of Financial Position for the year ended December 31, 2023). The Company had total liabilities of $30,595,441 as at December 31, 2023, compared with $14,532,741 as at December 31, 2022.

As at December 31, 2023, the Company had a working capital deficit of $18,917,274 compared with a working capital surplus of $13,290,665 as at December 31, 2022. The Company had cash on hand of $9,308,228 as at December 31, 2023, compared to $9,571,677 as at December 31, 2022, short term investments in guaranteed investment certificates totalling $35,000 as at December 31, 2023, compared to $10,035,000 as at December 31, 2022, and other receivables and prepaid expenses of $2,281,320 as at December 31, 2023, compared to $2,266,152 as at December 31, 2022.

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

REVIEW OF FINANCIAL RESULTS

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

Summarized annual financial results	**Dec 31, 2023**	**Dec 31, 2022**	**Dec 31, 2021**
Total assets	$26,815,993	$24,946,989	$14,091,822
Total non-current financial liabilities	$53,619	$5,950,577	$289,128
Net comprehensive loss	$24,642,257	$30,519,781	$27,138,862
Basic and diluted loss per common share	$0.16	$0.22	$0.24
Weighted average number of common shares outstanding	159,179,285	133,651,226	109,004,941

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

Income statement for the three months ended[1]	**Dec 31, 2023**	**Sept 30, 2023**	**Jun 31, 2023**	**Mar 30, 2023**
Amortization	$51,013	$51,146	$39,700	$50,334
Exploration expenses[2]	1,086,318	390,491	2,168,260	3,494,190
Professional fees[4]	3,153,102	557,512	397,238	362,529
Consulting fees[4]	1,687,585	175,931	362,045	158,114
Management fees	154,250	154,250	173,500	135,000
Salaries and benefits[2]	1,048,170	782,765	702,650	350,329
Office and general[3]	276,032	313,923	283,280	343,836
Travel[2]	53,674	49,223	82,657	64,151
Stock options expense	280,078	322,927	355,726	396,135
Net investment expense	2,338,305	556,367	893,014	625,139
Loss for the period	**$10,128,527**	**$3,354,535**	**$5,458,070**	**$5,979,757**
Foreign translation (gain)/loss	(691,051)	422,149	(233,709)	223,979
Net comprehensive loss for the period	**$9,437,476**	**$3,776,684**	**$5,224,361**	**$6,203,736**
Weighted average number of shares in issue	162,276,220	158,628,651	158,234,096	157,532,089
Basic and diluted loss per share	($0.07)	($0.02)	($0.03)	($0.04)

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, 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 option 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)

Note: Footnote disclosure provided at the end of this section

Results of operations

Three months ended December 31, 2023

During the three months ended December 31, 2023 (the "current period"), the Company realized a net loss of $10,128,527 compared to a net loss of $672,198 during the three months ended December 31, 2022 ("2022" or the "comparative quarter"). As shown 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 $6,372,813 (2022: $2,428,408). In addition, during the current quarter, the Company also incurred expenses for amortization of $51,013 (2022: $50,023), exploration expenses of $1,086,318 (net of capitalized costs) (2022: ($3,039,214)), and stock option expenses for stock options granted to directors, officers, employees and consultants of $280,078 (2022: $955,066). The expenses include net investment costs of $2,338,305 (2022: $277,915).

The net comprehensive loss for the period amounted to $9,437,476 (2022: $673,437), which is represented by the loss for the period less the foreign currency translation gain of $691,051 (2022 loss: $1,239).

Twelve months ended December 31, 2023

During the twelve months ended December 31, 2023 (the "current year"), the Company incurred a net loss of $24,920,889 compared to a net loss of $30,326,835 during the twelve months ended December 31, 2022 ("2022" or the "comparative year"). As described in the table above, corporate general and administrative expenses for the current year, consisting of professional fees, consulting fees, management fees, salaries and benefits, office and general, and travel, amounted to $11,821,746 (2022: $6,926,771). In addition, in the current year, the Company also incurred expenses for amortization of $192,193 (2022: $209,767), exploration expenses net of capitalized development costs of $7,139,259 (2022: $20,641,672), and stock option expenses for stock options granted to directors, officers, employees and consultants of $1,354,866 (2022: $2,033,315). The expenses include net investment expense of $4,412,825 (2022: $515,310).

The net comprehensive loss for the year amounted to $24,642,257 (2022: $30,519,781), which is represented by the gain for the year less the foreign currency translation gain of $278,632 (2022: loss of $192,946).

The most significant contributors to the movements in overall year on year expenditure included the non-cash accounting charge for the acquisition of Ondundu in the third quarter of 2022 of $13.9m, the VAT impairment reversal in 4Q2022 of $3.4m, the capitalization of exploration expenditure commencing in 3Q2023 amounting to $4.2m (refer to development of mineral properties section of this report), the significantly higher professional and consulting fees incurred in FY2023, as well as the increased net investment expenditure incurred in FY2023. The Company's project/exploration expenditure in 2023 focused on completing and enhancing the relevant studies and reports that were included in the DFS as well as advancing the FEED for the Project, versus a focus on drilling and related expenditure in 2022. Nonetheless, excluding the abnormal events above, exploration expenditure across the two years was similar. In 4Q2023 however (versus that of 4Q2022), expenditure was significantly higher due to increased spend on consulting and professional fees during the quarter and corporate initiatives during the quarter, as well as the expenditure incurred to meet the terms of the fully drawn Nebari credit facility of which only one tranche had been drawn on in 4Q2022. Exploration activity in 4Q2023 was also higher when compared to the same quarter in 2022 (after excluding the reversal of the VAT impairment of $3,4m) as the current focus is on completing the relevant mine and infrastructure studies to progress the Project to production as opposed to lower drilling activities in 4Q2022.

A total of 13,028m and 48,959m was drilled for the three and twelve month periods ended December 31, 2023, on all the Company's properties versus 7,613m and 59,892m for the corresponding three and twelve month period in 2022. Nevertheless, the Company made a significant new gold discovery, Eureka, during the year. Eureka is located about 35km from Ondundu, placing renewed emphasis on the region and its potential for becoming the next emerging gold district. The Company expects to advance the Eureka discovery in 2024.

Mine studies were mainly in support of the DFS on the Twin Hills Gold Project together with preparation for the FEED which will be completed by 2Q2024. The Company has approved a resource infill drill program for the Project that commenced in 3Q2023 as well as funding to progress the Eureka discovery and other high-ranking targets within its land portfolio. Financing activities (professional fees and advisory costs) to support the construction of Twin Hills continued in the quarter with an acceleration of expenditure in 4Q2023 as the Company progressed the project financing initiatives. However, the construction financing process was suspended in December 2023 when the Company entered into a definitive agreement with DPM, for the acquisition of all of the issued and outstanding common shares of Osino pursuant to a plan of arrangement,which was superseded by the Yintai Arrangement in 2024.

The Company maintained its workforce on similar levels to prior quarters but is expecting an increase in personnel after the Company completes the FEED phase of mine development in 1H2024 and looks to expand its regional exploration and drilling activities. Within Salaries and benefits in the income statement, the Company accounts for the vesting of restricted share units (RSUs) and deferred stock units (DSUs) issued to executives, directors, officers and members of management in line with the Company's remuneration policies.

The Company incurred significant finance charges and accretion adjustments totalling $3,592,952 compared to $185,827 during the twelve months ended December 31, 2022. The charges represent the accretion and original issue discount (OID) charges on the Nebari facility, which are capitalized to the debt facility on a quarterly basis, as well as the debenture interest payments which are settled in cash on a quarterly basis in accordance with the terms of the credit facility. The deferred consideration on the land acquisition transactions also requires that finance charges (non-cash) be accrued using an incremental borrowing rate determined as of the date of land transfer in accordance with IFRS 9. The Company also incurs interest on the facility it has with Wesbank in Namibia for asset purchases. The Company is subject to effective rates that range between 8.43% and 14.35% per annum for all facilities held.

The Company continues to be successful in securing the refund of VAT claims submitted that were held back by the Namibian government pending audits and assessments. Considering 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 impaired certain VAT receivable balances reflected in the financial statements in the amount of $52,938. The Company's management continues to closely monitor developments in the various Namibian tax codes and assess the impairment possibility of any VAT receivable balances on an ongoing basis. The Company, however, does expect there to be delays in the recovery of valid VAT claims and remains in communication with the relevant authorities with respect to collection.

The cumulative spend (excluding exploration expenses) in 4Q2023 significantly increased compared to the comparative quarter due to the following notable events:

- The Company is in the exploration and development stage with respect to its investment in its mineral properties. Mineral property acquisition and exploration costs are expensed as incurred. As of August 1, 2023, the Company has been able to demonstrate that there is sufficient technical feasibility and commercial viability of extracting the mineral resource with respect to the THGP. As a result, spend on the Twin Hills Gold Project shall no longer be classified under Exploration and Evaluation expenditures but shall be accounted for under IAS 16 Property, Plant and Equipment (refer to "Development of Mineral Properties" section) with respect to costs that meet the capitalization criteria only.

- The Company continues to incur significant spend on professional and consulting fees as a result of the compilation and filing of the various technical reports on its THGP and the Ondundu Project, increased spend on corporate and advisory costs that were not incurred in the prior year as well as the restructuring initiatives undertaken by the Company. The DPM acquisition agreement process resulted in increased professional and consulting fees in the current period, a large portion of which has been carried forward into 2024 as a result of entering into the Yintai Arrangement. The Company expects to continue incurring elevated costs with respect to the Yintai Arrangement throughout 2024 until the plan of agreement s closes.

- The net investment expense increased in the current period due to the Nebari credit facility accretion, OID and actual interest expenses paid towards the facility as well as the fair value adjustments of the warrant derivatives that are valued using the Black Scholes valuation method. In the prior year only Tranche 1 was drawn from the facility in November 2022, compared to up to 3 tranches being amortised at various times in 2023.

- Salaries and benefits costs includes the costs of the issuance of the RSUs and DSUs in the period, as well as the vesting thereof in accordance with IFRS using the Black-Scholes options pricing formula.

- Travel expenditure has also increased due to the increased cost of flights and accommodation in 2023 and includes attendance at industry events by members of the Osino management team, site visits and travel in support of operational initiatives.

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.

Interest income on cash balances held throughout the year has increased compared to 2022 as funds raised through common share placements and credit facilities were invested at elevated average interest rates compared to FY2022 and FY2021. Increasing interest rates throughout 2022 and into 2023, together with the funds raised in the year and the drawdowns on the Nebari facility, contributed to the increase in investment income. The impact gradually reduced as the Company utilized its cash reserves throughout 2023. Globally, central banks continued to tighten monetary policy and increase interest rates in 2023 to combat rising inflation on household incomes. Per Company policy, any excess cash reserves on hand have been invested in guaranteed investment certificates (GICs) or similar liquid products with a very low risk of loss. Overall, the Company incurred net investment expenses in 2022 and 2023 due to accounting adjustments of a non-cash nature for foreign exchange movements, interest costs and fair value adjustments to record the Nebari Credit Facility and warrant derivatives (Tranches 1, 2 and 3). The Company also paid the quarterly interest costs of the facility as of June 30, 2023 in cash.

The Company maintains a long-term incentive plan (LTIP) to retain and incentivize key employees, officers and directors. Stock options are expensed, at fair value, through the Consolidated Statement of Loss and Other Comprehensive Loss 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.

. RSUs and DSUs are expensed through the Consolidated Statement of Loss and Other Comprehensive Loss income statement at the fair market value of the units at the issue date. The DSUs and RSUs are fully disclosed in the Consolidated Financial Statements of the Company and the notes thereto for the year ended December 31, 2023. DSUs and RSUs issued are disclosed within salaries and benefits costs on the statutory Consolidated Statement of Loss and Other Comprehensive Loss income statement.

<u>Notes</u>:

For the reader to reconcile the amounts disclosed in the audited Annual and Consolidated Statement of Loss and Other Comprehensive Loss 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 corporate general and administrative 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 Annual and Consolidated Statement of Loss and Other Comprehensive Loss 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 Consolidated Statement of Loss and Other Comprehensive Loss 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 Consolidated Statement of Loss and Other Comprehensive Loss income statements summarizing the quarterly results are inclusive of audit, accounting, advisory and 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, 2023**	**Twelve months ended December 31, 2022**	**Increase/ (decrease)**	**Three months ended December 31, 2023**	**Three months ended December 31, 2022**	**Increase/ (decrease)**
Geological consultants	$3,070,047	$3,431,115	($361,068)	$167,081	$657,183	($490,102)
Geochemistry	121,211	193,419	(72,208)	36,387	44,355	(7,968)
Geophysics	132,212	24,506	107,706	126,181	17,717	108,464
GIS costs	69,448	44,151	25,297	25,441	7,937	17,504
Tenements costs	150,992	114,829	36,163	42,526	9,669	32,857
Environmental costs	11,057	(65,543)	76,600	1,444	(101,279)	102,723
Drilling costs	3,291,466	16,721,147	(13,429,681)	620,335	(3,287,748)	3,908,083
Field support costs	332,276	267,531	64,745	87,125	52,708	34,417
Travel and field accommodation	237,148	212,057	25,091	37,664	49,767	(12,103)
Vehicle expenditure	232,335	154,442	77,893	77,162	23,265	53,897
Salaries and wages	1,876,146	2,645,091	(768,945)	708,730	994,945	(286,215)
Total	**$9,524,338**	**$23,742,745**	**($14,218,407)**	**$1,930,076**	**($1,531,481)**	**$3,461,557**

General and administrative expenditure						
Audit, accounting and admin fees	$496,879	$313,067	$183,812	$151,724	$62,889	$88,835
Office and general	984,778	761,445	223,333	208,317	118,752	89,565
Amortization	174,599	191,162	(16,563)	44,262	47,167	(2,905)
Legal fees	146,340	163,062	(16,722)	63,947	(11,972)	75,919
Rent expense	14,836	50,955	(36,119)	2,045	9,019	(6,974)
Professional fees	3,860,541	948,753	2,911,788	2,953,097	383,473	2,569,624
Management fees	617,000	540,000	77,000	154,250	135,000	19,250
Consulting fees	2,628,518	563,315	2,065,203	1,762,585	142,714	1,619,871
Share-based payments	705,369	503,706	201,663	239,841	83,656	156,185
Stock option expense	1,354,866	2,033,315	(678,449)	280,078	955,066	(674,988)
Total	**$10,983,726**	**$6,068,780**	**$4,914,946**	**$5,860,146**	**$1,925,766**	**$3,934,380**

ADDITIONAL DISCLOSURE FOR VENTURE ISSUERS WITHOUT SIGNIFICANT REVENUE (continued)

Project expenditure

During the three and twelve month periods ended December 31, 2023, the Company incurred project expenditure of $1,930,076 and $9,524,338 compared to ($1,531,481) and $23,742,745 for the period ended December 31, 2022.

The movement in exploration and project-based expenditure charges are mainly attributable to lower drilling and related costs in 2023 as the Company's focus shifted from exploration to mine studies and FEED, and the capitalization of expenditure in accordance with IAS16. The prior year costs includes a once-off cost relating to the acquisition of Razorback Gold Mining Company (Pty) Ltd and a reversal of the VAT impairment charge raised in 2021. The increased use of consultants for the completion of mine studies, report writing in support of the DFS and preparation for the FEED in 2023 accounted for the majority of spend for the twelve month period ended December 31, 2023. 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 section in this report. The Company continues to enhance its projects by evaluating a portfolio of targets at different stages of advancement across all relevant project areas. The Company tracks all expenditures against an approved budget with no unexplained variances in the year.

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. These consultants 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, 2023, the Company incurred general and administrative expenditure of $5,860,146 and $10,983,726 compared to expenditure of $1,925,766 and $6,068,780 for the three and twelve month periods ended December 31, 2022.

The movement in general and administrative expenditure for the period was largely associated with the following:

- Regulatory expenditure with respect to the Company's listing on the TSX-V and the NSX including costs such as filing fees, news releases and exchange-related costs continues.
- 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 annual Sustainability Report, elevated focus on community and social initiatives (CSI) initiatives and other administrative expenditure to fund the Company's growth and raise its profile in Namibia and Canada.
- The non-cash costs associated with the vesting of stock options, RSUs and DSUs are valued using the Black-Scholes pricing model.
- Amortization costs from increased investments into property, plant and equipment.
- Higher costs were 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 THGP. The Company also worked on various corporate initiatives, one of which was the listing on the NSX, costs incurred on the suspended UK listing, and construction financing process and related matters. The Company expects that spend on audit, legal, advisory and related costs will continue to remain elevated as the Company concludes the Yintai Arrangement which is expected to close in mid-2024.
- Expenditure on public relations and marketing initiatives at international conferences, investor roadshows and relevant industry publications continues as the Company moves towards construction of the Project.

- The Company continues to incur elevated levels of spend on consultants and legal professionals to progress and/or close key initiatives (i.e., project finance, equity financings, etc.) so as 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 first quarter of 2026 remains the key focus point for management.

Professional and consulting fees

During the three and twelve month periods ended December 31, 2023, the Company incurred professional and consulting fees of $4,715,682 and $6,489,059 compared to $526,187 and $1,512,068 for the three and twelve month periods ended December 31, 2022.

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 quarter and year to date was mainly a result of legal and advisory fees for pursuing and closing various agreements and initiatives of the Company with the majority of the costs being towards the Company acquisition processes with DPM (and now with Yintai), warrant exercises, construction finance progress costs, the filing of the latest technical reports covering the THGP filing of the base shelf prospectus, theAnnual Information Form (AIF) and other circulars and the costs incurred for the NSX listing. The Company expects the spend on this category to remain elevated until the close of the Yintai Arrangement.

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) listed above, the ongoing company acquisition transaction underway and various other regulatory filings typical of a listed company.

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, 2023, the Company incurred management fees of $154,250 and $617,000 compared to $135,000 and $540,000 for the three and twelve month period ended December 31, 2022.

Fees payable to members of the management team and related parties are disclosed in Note 21: Related Parties to the Consolidated Financial Statements for the twelve month period ended December 31, 2023. See also "Transactions between related parties and balances" section below.

Foreign exchange

The foreign exchange movements during the period ended December 31, 2023 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 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 three and twelve month periods ended December 31, 2023, and the three and twelve month periods ended December 31, 2022, is provided below. Negative balances relate to accounting adjustments and/or recovery of expenditures incurred.

Project expenditure	Twelve months ended December 31, 2023	Twelve months ended December 31, 2022	Increase/ (decrease)	Three months ended December 31, 2023	Three months ended December 31, 2022	Increase/ (decrease)
Twin Hills Gold Project	$7,020,327	$6,608,885	411,442	$810,325	$(660,456)	$1,470,781
Otjikoto East Gold Project	4,398	93,611	(89,213)	260	78,156	(77,896)
Otjiwarongo Regional Project	2,014,185	16,663,315	(14,649,130)	810,188	341,730	468,458
Other Project expenditure	485,428	376,934	108,494	309,303	(1,290,911)	1,600,214
Total	**$9,524,338**	**$23,742,745**	**($14,218,407)**	**$1,930,076**	**($1,531,481)**	**$3,461,557**

General and administrative expenditure						
Audit, accounting and admin fees	$486,934	$332,366	$154,568	$152,312	$71,432	$80,880
Office and general	899,271	646,252	253,019	195,351	92,700	102,650
Amortization	174,599	191,162	(16,563)	44,262	47,167	(2,905)
Legal fees	136,390	168,844	(32,454)	61,398	25,687	35,711
Rent	(3,729)	28,909	(32,638)	(2,278)	4,961	(7,239)
Professional fees	3,860,541	948,753	2,911,788	2,953,097	383,473	2,569,624
Management fees	617,000	540,000	77,000	154,250	135,000	19,250
Consulting fees	2,628,518	563,315	2,065,203	1,762,585	142,714	1,619,871
Share-based payments	705,369	503,706	201,663	239,841	83,656	156,185
Stock option expense	1,354,866	2,033,315	(678,449)	280,078	955,066	(674,988)
Regional projects	123,967	112,158	11,809	19,250	(16,090)	35,340
Total	**$10,983,726**	**$6,068,780**	**$4,914,946**	**$5,860,146**	**$1,925,766**	**$3,934,380**

The THGP, and, more specifically, the THC, THW, Bulge and Clouds mineral orebodies, remain the Company's main focus. Work during the current quarter focused primarily on resource infill or conversion drilling to verify and upgrade the next iteration of the MRE, while further de-risking the early stages of mine production. Additionally, project de-risking initiatives such as hydrological and condemnation drilling, water security and power security concerns have also been addressed. The spend on Twin Hills for the current quarter and the year was in line with the approved drill, exploration and development programs budgeted for.

Work on the Otjiwarongo Regional Project focused on defining the follow-up drill phase at the Eureka discovery through detailed structural analyses and geological mapping campaigns. An infill and step out DD drill program was approved in 4Q2023 with assay results expected in 2Q2024.

The differences in total project expenditure for the three and twelve month periods ended December 31, 2023, compared to the comparative three and twelve month period ended December 31, 2022 (other than those that have been highlighted earlier in this document) are mainly due to the following factors:

- Exploration drilling included fast-tracking high-resolution infill drilling across the starter pit of the Bulge orebody, hosting the bulk of the mineral resource. The program signified another step towards de-risking the Project and provides important information upon which to verify modeling parameters and improve on the next MRE iteration. Focus on regional exploration increased as the technical team advanced the Eureka discovery and district scale targets in order to support further regional exploration, especially drill program design.

- During the first half of 2023, the Company focussed on study activities towards completing the DFS in mid-2023. In the second half of 2023, more consultant hours were required for the advanced mine development studies, which is reflected in the higher geological consultants' costs in the year.

- Consultancy work includes updating the mineral resource, design and optimization of the metallurgical plant, updating geotechnical and hydrological studies, the tailing storage facilities and optimizing the mine plan and construction schedule. These were all in support of the DFS that was published on July 15, 2023 with an effective date of June 12, 2023. Significant costs related to consultants continued in 2H2023 as FEED related studies accelerated.

Exploration activities further afield in the Karibib District and the Otjiwarongo/Otjikoto Regional projects focused on advancing a number of high priority targets through desktop studies, detailed surface mapping and soil sampling programs. Initial results are encouraging, and reconnaissance drill programs were initiated for some of these, the results of which are expected in 1H2024. The identification of a new regional project district to the east of Twin Hills is part of ongoing reconnaissance work by our geological team. The Company has applied for the relevant EPLs over this area and expects them to be awarded over the coming months. The land package covered by the license areas is almost entirely covered by transported young sediments and remains largely untested by modern exploration techniques. Geochemical sampling and regolith mapping on this area is underway.

Other project expenditure reflects 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
- Expense recoveries of a general nature

DEVELOPMENT OF MINERAL PROPERTIES

Twin Hills Gold Project

During the 2023 fiscal year, the Company entered into the development phase of the Twin Hills Gold Project, which allows for the capitalization of development costs related to the Project if the following conditions, which are not exhaustive, are met:

Technical feasibility:

- Establishment of resources and/or reserves
- Results of a completed feasibility study or other appropriate studies such as a Pre-feasibility Study (“PFS”)/DFS
- Existence of any barriers that might prevent the project from proceeding (e.g., legal, environmental, social, governmental)
- Status of environment and mining permits as well as land surface and mineral access rights

Commercial viability:

- Results of a completed feasibility study or other appropriate studies such as a PFS/DFS to determine whether the mineral project can be mined to generate a reasonable return on investment for the risk undertaken
- Existence of markets or long-term contracts for the product
- Approval by management and/or board of directors to proceed to development.

The Company has evaluated the Project and determined that the criteria above for capitalizing the ongoing development costs for the Project have been met in accordance with IAS16. There is a clear indication that the technical feasibility and commercial viability of extracting mineral resources is demonstrable. Any costs that do not meet the requisite criteria will continue to be expensed in line with the Company’s accounting policies. The table below shows the total funds spent on the Project in 2023.

Project expenditure	**Twelve months ended December 31, 2023**	**Twelve months ended December 31, 2022**	**Increase/ (decrease)**	**Three months ended December 31, 2023**	**Three months ended December 31,2022**	**Increase/ (decrease)**
Exploration and evaluation costs expensed[1]	$7,020,327	$6,608,885	411,442	$810,325	($660,456)	1,470,781
Development costs capitalized[2]	4,163,157	-	4,163,157	2,654,893	-	2,654,893
Total	**$11,183,484**	**$6,608,885**	**$4,574,599**	**$3,465,218**	**($660,456)**	**$4,125,674**

[1]*Refer to table on page 21*
[2]*Capitalization criteria only achieved in 3Q2023, hence no comparative spend analysis. Refer to note 2 in the Consolidated Financial Statements for the year ended December 31, 2023.*

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 an agreement which may result in a completed transaction(s). In particular, the Company has requested shareholder approval for a plan of arrangement transaction with a wholly-owned subsidiary of Yintai Gold Co., Ltd., as further described below and in the Company’s news release dated April 3, 2024 and its management information circular dated April 3, 2024 which are publicly available under the Company’s profile on SEDAR+ at www.sedarplus.ca.

LIQUIDITY AND CAPITAL RESOURCES

The Financial Statements have been prepared on a going concern basis whereby the Company is assumed to be able to realize its assets and discharge its liabilities in the normal course of operations. The Financial Statements do not reflect adjustments that would be necessary if the going concern assumption were not appropriate. If the going concern assumption was not appropriate for the Financial Statements, 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 will continue to pursue financing opportunities for the Company to ensure that it has sufficient cash to carry out its objectives including planned exploration programs into 2024 and progressing the development of Twin Hills, should the Yintai Arrangement not proceed to close.

During the year ended December 31, 2023, the Company's overall position of cash and cash equivalents decreased by $10,263,449, compared to an increase of $6,903,215 for the period ended December 31, 2022. This decrease is attributed to the following activities:

1) The Company's net cash used in operating activities during the twelve months ended December 31, 2023, was $21,932,729 compared to $15,514,177 for the period ended December 31, 2022. The primary use of cash in the current twelve month period was for expenditure incurred in expanding the Company's exploration and development activities (primarily drilling and assay-related costs), acceleration of technical and mine studies and general and administrative expenditure. The Company incurred certain once-off expenditure in support of specific initiatives (refer to "Professional and Consulting fees" section above).

2) Cash utilized in investing activities during the twelve months ended December 31, 2023 amounted to $9,902,826 compared to $2,207,353 for the period ended December 31, 2022. The increase in investing activities is due to the purchase of landsurface rights for the Twin Hills Gold Project, capitalization of development costs in terms of IAS16 and general purchases of equipment (refer to Note 2 in the Consolidated Financial Statements for the year ended December 31, 2023).

3) Cash generated from the Company's financing activities during the twelve months ended December 31, 2023 was $21,572,106 compared to cash generated from financing activities of $24,624,745 during the period ended December 31, 2022. The primary contributor to the movement for the period relates to proceeds from the Nebari Credit facility drawdowns in 2023, consisting of tranches 2 and 3 (refer to Note 12 of the Consolidated Financial Statements for the year ended December 31, 2023, for additional information), proceeds from the exercise of warrants and the financing concurrent with the NSX listing. The cash inflows have been reduced by the quarterly interest payments made under the Nebari Credit facility, Wesbank finance lease instalments and IFRS16 lease payments during the period.

4) The Company's cash movement for the twelve months ended December 31, 2023 has been positively impacted in an amount of $128,924 by currency fluctuations, compared to a negative impact due to currency fluctuations of $115,633 for the period ended December 31, 2022.

As discussed earlier in this report, 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 Consolidated Financial Statements for the year ended December 31, 2023.

The Company has no significant 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 mine development strategy, the Company may seek future funding in the capital markets and additional joint venture and earn-in opportunities with suitable capital-rich companies.

The Company has been awarded the rights to explore on various licenses areas and is obliged to commit agreed-upon expenditure in terms of signed earn-in agreements with certain license holders and the Government of Namibia, where applicable. The Company reports all spending to the Ministry of Mines and Energy in Namibia on a quarterly basis. Fund-raising has been successful to date; however, there is no assurance that this will continue, or on favourable terms in the future. Refer to “Overview of Significant Developments and Activities” for information of funding activities that have been concluded by the Company, that, should the Yintai Arrangement be closed, there should be no further requirement for additional financing.

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 as well as the credit facilities secured. 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 and the use of alternative financial instruments upon approval from its Board of Directors should the Yintai Arrangement not proceed to close.

SHARE STRUCTURE (as of April 29, 2024)

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

	April 29, 2024
Common shares outstanding as at December 31, 2023	167,017,930
Stock options outstanding	8,967,800
Warrants outstanding	3,980,552
DSUs outstanding	139,244
Issue of shares[(1)]	4,424,778
RSUs outstanding	2,361,386
Issue of shares upon exercise of RSUs [(2)]	1,470,262
Issue of shares upon exercise of stock options[(3)]	253,333
Issue of shares upon exercise of warrants[(4)]	5,124,889
Common shares outstanding on a fully diluted basis	**193,740,174**

(1) *Effective January 30, 2024 the Company completed the second tranche of the DPM private placement resulting in the issuance of 4,424,778 common shares to DPM at a price of $1.13 per common share for gross proceeds of $5,000,000.*

(2) *2,361,386 RSUs issued to directors, officers, employees and consultants were exercised after December 31, 2023 resulting in the issuance of 2,361,386 common shares of the Company.*

(3) *253,333 stock options exercisable at prices of $0.80 and $1.20 were exercised after December 31, 2023 resulting in the issuance of 253,333 common shares of the Company.*

(4) *5,083,889 warrants exercisable at prices of US$0.65 and $1.35 were exercised after December 31, 2023 resulting in the issuance of 5,083,889 common shares of the Company.*

As at December 31, 2023, the Company had 167,017,930 common shares outstanding and, as of the date of this MD&A, there are 193,740,174 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 closing of the transactions.

Details of the movement and value of share capital are set out in Note 8 of the Consolidated Financial Statements for the year ended December 31, 2023.

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, without limitation, such elements 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 Financial Statements for the year ended December 31, 2023.

Acquisition of land

The Company has entered into three conditional agreements for the acquisition of land for the development of the THGP. The agreements were subject to the fulfilment of various suspensive conditions which the Company has concluded with the authorities in Namibia.

During the year ended December 31, 2023, the Company closed land acquisitions for two of the three conditional agreements such that the Company now has control over the land for the THGP (Refer to Note 2 of the Consolidated Financial Statements for the year ended December 31, 2023). The Okawayo transaction is still subject to some deferred acquisition payments as per the terms of the conditional agreement (refer to Note 10 of the Consolidated Financial Statements for the year ended December 31, 2023).

On December 5, 2022, the Company, through a wholly owned subsidiary, entered into the third conditional agreement referenced above for the acquisition of land for the development of the THGP. The agreement is subject to the fulfilment of various suspensive conditions which the Company is in the process of completing. The conditional agreement has a "longstop date" of November 15, 2024 (refer to Note 16 of the Consolidated Financial Statements for the year ended December 31, 2023).

Acquisition of the Ondundu exploration property

The Company acquired the Ondundu gold exploration property in Namibia from B2Gold Corp. in 2022 by purchasing 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 130km northwest of Osino's Twin Hills Gold Project in Namibia. The purchase price was US$15,200,000.

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 purchase price may be settled through the issue of additional common shares of Osino in lieu of cash. In 2023, the Company settled the “Six-Month Payable” of US$3,850,000 to B2Gold in cash at the request of B2Gold in accordance with the terms of the Agreement. The “Deferred Consideration” payable of US$2,500,000 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 Financial Statements for the year ended December 31, 2023 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 Financial Statements for the year ended December 31, 2023 for details on the progress of the acquisition of Razorback.

Nebari credit facility

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 terms of the facility are as follows:

- The credit facility provides for an initial draw of US$5m (“tranche 1”), with the potential of two additional draws of US$5m each (“tranches 2 and 3”), at the election of Osino, and subject to conditions precedent.

- The credit facility has a maturity date of November 8, 2024. The Credit Facility does not give Nebari any pre-emptive rights on arranging the project finance, for which a separate competitive process was initiated and then suspended.

- 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 loan draw (“loan”) made or to be made under each tranche 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 volume-weighted average price (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 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 any time in the future to any obligor other than Osino Resources Corp. and Osino Holdings Corp. by such other obligor pursuant to an intercompany debt subordination agreement.

The Company awarded Nebari warrants equal to the tranche 1 draw, which was drawn on November 8th, 2022 at an exercise price of US$0.65 (equivalent to $0.86 in CAD at inception date) per share. An amount of 2,061,524 warrants were issued with an expiry date of November 8, 2024.

On May 9th, 2023, the Company confirmed the draw request of the second tranche of the Nebari Credit Facility. An amount of 1,233,737 warrants were issued with an exercise price of US$1.08 per share (equivalent of $1.45 in CAD at inception date). The warrants have an expiry date of May 8, 2025.

On August 17, 2023, the Company confirmed the draw of the tranche 3 of the Nebari Credit facility. The Company granted to the lender, 1,183,952 warrants at an exercise price of US $1.13 (equivalent of $1.53 in CAD at inception date). The warrants have an expiry date of August 17, 2025.

Refer to Note 12 in the Consolidated Financial Statements for the year ended December 31, 2023.

Yintai Credit facility

On February 25, 2024 the Company entered into the Yintai Arrangement Agreement, pursuant to which Yintai will provide Osino with financing through an unsecured convertible promissory note in the principal amount of US$10 million (the "interim period loan") to fund Osino's expected liquidity shortfall between the signing of the agreement and the closing of the Arrangement. The interim period loan bears interest at a rate of 6.8% per annum. The maturity date of the interim period loan is the earliest of (i) December 31, 2024 and (ii) the date on which the termination fee becomes payable by Osino pursuant to the Arrangement Agreement.

The interim period loan provides that the loan shall be used to advance Osino's business objectives and for general corporate purposes, including funding ongoing operations and/or working capital requirements and discretionary capital programs, all in accordance with the provisions of the arrangement agreement. The interim period Loan may be converted to Osino Shares at the option of Yintai at the conversion price of $1.39 per Osino Share in accordance with the terms of the interim period loan.

Upon the occurrence of a reverse termination fee event (as such term is defined in the arrangement agreement), the outstanding principal amount of the interim period loan, together with all accrued and unpaid interest thereon, shall automatically convert into Osino Shares at the conversion price of $1.39 per Osino Share in accordance with the terms of the interim period loan.

The US$10 million was advanced on February 26, 2024.

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 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 properties have estimated resources and reserves and, with regard to its Ondundu Gold Project which has resources but not yet reserves, the reader is cautioned that mineral resources that are not mineral reserves do not have demonstrated economic viability. Osino's THGP is an exploration and development project with mineral reserves estimates pursuant to the DFS, but production there has not yet commenced. Accordingly, while the DFS provides projections of economic viability those projections are based on a number of assumptions including global economic factors, so there is no certainty that the projections will reflect actual production operations until such operations are commenced and underway. As at December 31, 2023, the Company has incurred cumulative losses of $117,022,787.

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

Risks Associated with the Yintai Arrangement

Securityholders should carefully consider the risk factors relating to the Yintai Arrangement. The following risk factors are not a definitive list of all risk factors associated with the Arrangement. Additional risks and uncertainties, including those currently unknown or considered immaterial by Osino, may also adversely affect the trading price of the Osino shares. In addition to the risk factors associated with the business of Osino described in the Management Information Circular ("MIC") filed on March 25, 2024, including the documents incorporated by reference into the MIC, the following are additional and supplemental risk factors which securityholders should carefully consider before making a decision regarding approving the Yintai Arrangement Resolution. If any of the risk factors materialize, the expectations, and the predictions based on them, may need to be re-evaluated.

Some of these risks include, but are not limited to: (i) there can be no certainty that the Arrangement will be completed, including receipt of the applicable regulatory approvals; (ii) the Arrangement Agreement may be terminated by the Purchaser in certain circumstances and may be terminated by Osino in certain circumstances; (iii) Osino will incur costs even if the Arrangement is not completed and may have to pay the Termination Fee; (iv) directors and officers of Osino may have interest in the Yintai Arrangement that may be different than those of Securityholders generally; (v) the Yintai Arrangement may divert the attention of Osino's management; (vi) Osino's business relationships may be subject to disruption due to uncertainty associated with the Yintai Arrangement; (vii) while the Yintai Arrangement is pending, Osino is restricted from taking certain actions; (viii) the Purchaser and Osino may be the targets of legal claims, securities class action, derivative lawsuits and other claims; and (ix) Osino has not verified the reliability of the information regarding Yintai included in, or which may have been omitted from, the MIC.

Economic Indicators

Namibia's financial system remains stable, resilient, and sound amidst a challenging global and domestic economic environment. These challenges stem from various factors including inflationary pressures, tight monetary policy conditions, geopolitical tensions and low economic growth. The occurrence of bank failures in the US in the first half of 2023 and more recently in 2024 have further added to the challenges faced by the banking sector. The Namibian banking and non-banking financial sectors however have remained liquid and well capitalized to absorb potential losses.

The domestic economy continued to improve in 2023, with the Namibian Finance Minister raising its economic growth forecasts for 2023 and 2024, and lowering the budget deficit projection due mainly to strong growth in the oil and mining sectors. In February 2024, the Namibian government declared that the country expects to see economic growth of 5.6% for 2023 once published and 4.0% in 2024, up from projections of 3.5% and 2.9%, respectively, made in October 2023. Growth is then expected to fall to 3.9% in 2025. The budget deficit for the 2023/24 fiscal year is expected at 3.2% of gross domestic product (GDP), down from an October estimate of 4.2%, and should stay at 3.2% of GDP in 2024/25. 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 the COVID-19 pandemic. The pickup in GDP growth, however, will not address major issues such as high unemployment, poverty and income inequality, and diversifying the economy remains an urgent policy priority.

In December 2023, the Monetary Policy Committee (MPC) of the Bank of Namibia held its bi-monthly meeting and decided to keep the Repo rate unchanged at 7.75% to cushion against elevated domestic inflationary pressures and to safeguard the one-to-one link between the Namibian dollar and the South African rand. This policy is in line with domestic, regional and global economic developments and trends. During the year under review, headline inflation continued to accelerate, reaching 6% in October 2023, mainly driven by oil and food price increases caused by supply-side disruptions. The inflation rate remains above 5% with the January 2024 print coming in at 5.4% and with 5.2%, 5.1% and 5.3% is expected for February, March and April 2024 respectively. In the medium term, headline inflation is expected to average 5.9%, 4.8% and 4.5% in 2023, 2024 and 2025 respectively.

The Bank of Namibia's MPC considers 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.

Risks

Risks to the domestic economic outlook remained unchanged since the previous MPC meeting, mainly driven by external factors. The external factors include weakening global economic activity, prolonged tightness in global monetary policy, geoeconomic fragmentation and continued geopolitical tensions including the recent Israel-Gaza conflict. Internal risks include climate shocks like dry spells/droughts, uncertain rainfall conditions and water supply interruptions, particularly in coastal towns in Namibia. As the company has transitioned into the development phase of the THGP, there are other regulatory, physical and reputational risks to take into account which may have widespread financial implications.

Mining, processing, development and exploration activities depend, to one degree or another, on adequate infrastructure. Reliable roads, bridges, power sources and water supply are important determinants which affect capital and operating costs. The Company's inability to secure adequate water and power resources including the possibility of drought in Namibia due to recent weather patterns, as well as other events outside of the Company's control, such as unusual or infrequent weather phenomena, sabotage and community, government or other interference in the maintenance or provision of such infrastructure, or failure to maintain or extend such infrastructure, could adversely affect the Company's operations, financial condition and results of operations.

Developments within the Namibian economy

Namibian gold production is still expected to decline marginally in the short term as production from the Navachab mine remains stagnant and due to the challenges facing B2Gold's move to underground mining at its Otjikoto Gold Mine. B2Gold has also announced the phased downscaling of operations at its Otjikoto Gold Mine, in line with the closure plan, which is scheduled to commence during the first quarter of 2024. However, B2Gold plans to continue with the development of the Otjikoto underground mine to replace the reduction in gold ounces from the closure of the open-pit operations for the foreseeable future. This, together with positive medium-term prospects for improved gold output in Namibia, with Osino's THGP potentially forming part of this grouping from 2025 onwards, solidifies the positive sentiment for gold production in Namibia as growth in metal ores is projected to continue to improve throughout 2023 and remain strong in 2024, largely driven by higher output from the gold subsector, which has the largest weight in the metal ores sector. Namibia remains an attractive mining jurisdiction and investments due to solid infrastructure, openness to trade and a strong legal framework. Mining currently contributes about 30% to Namibia's GDP. Given rising global demand for critical minerals, investment in Namibia's mining sector is leading to significant growth in existing mining projects. This bodes well for the sector over the longer term, particularly with regard to the addition of new mining projects (i.e.: WIA Gold Ltd, a company listed on the Australian Stock exchange with trading symbol ASX:WIA, Antler Gold Inc. listed on the Toronto Stock exchange with trading symbol TSXV: ANTL and the THGP) or life-of-mine extensions for other existing projects.

Namibia's growth outlook is generally optimistic more so than it has been in a long time. 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. Real GDP growth rose to 4.6% in 2022, up from 3.5% in 2021 (lower than initially projected) and is now projected to be 3.9% in 2023 before slowing to 3.4% in 2024 as per forecasts from the African Development Bank. The projected slowdown in 2023 growth is largely due to depressed demand in global and domestic economies, underpinned by high inflation and high interest rates that have had a negative impact on consumer spending, as confirmed in the latest update from the Finance Minister of Namibia.
Risks to domestic growth are predominantly monetary policy tightness globally remaining for longer than anticipated and high costs of key import items that are likely to remain for the entire forecast period. Furthermore, the continuing wars between Russia and Ukraine, and now Israel and Gaza, are expected to continue into the foreseeable future as a result of high prices for affected commodities for which Namibia is a net importer including fuel, wheat, and cooking oil are expected to continue to raise, and weakening economic indicators in the southern African region are likely to result in recessionary conditions. Other domestic risks include energy challenges in the region, and uncertainty about the effects of climate change on mining activities going forward.

Any upside to growth across the Sub-Saharan African (SSA) region is expected to be limited by high borrowing costs, the weakness in external demand and significant energy challenges and transport bottlenecks being experienced in South Africa. Growth in Sub-Saharan Africa is estimated to slow down from 4.0% recorded in 2022 to 3.3% in 2023, and then accelerate to 3.8% in 2024 and 4.1% in 2025 as per the World Economic Outlook (WEO) projections published in January 2024. Overall, a subdued outlook for external demand is expected to weigh on the region's growth prospects as factors such as a persistently high inflation rates, weakening African currencies, fiscal sustainability and divergent recoveries remain under pressure. The continent's two largest economies (Nigeria and South Africa) have decelerated to 2.8% growth in 2023 which is a 0.4% lower than that projected in September 2023. The power crisis in South Africa has resulted in poor growth rates in 2023 and 2024, with growth in 2024 projected at approximately 1.0%, significantly below expectations.

The Chamber of Mines has announced an agreement with the government that will see the country's mining sector participants to comply with a minimum 5% shareholding in line with the proposed Namibia Equitable, Economic Empowerment Framework (NEEEF). Namibia has also been placed on a global financial watchdog's grey list due to its shortcomings in tackling illicit financial flows, a move that comes as the country courts foreign capital to try and take advantage of its green hydrogen and mineral reserves. The decision announced by the Financial Action Task Force has several implications for Namibia, including potential negative impacts on foreign direct investment, trade and financial transactions as per the Bank of Namibia Media release on February 23, 2024.

Inflation in Namibia

The annual inflation rate in Namibia continues to remain stubbornly high even with the slight decreases during the current quarter under review, coming in at 5.3% for December 2023 compared to 5.7% in November 2023, 6.0% in October 2023 and 5.4% in September 2023. December 2022 realized an inflation of 6.9%. This decrease is due to international oil prices declining in general over the period, coupled with a 3% appreciation of the rand against the dollar especially in the last quarter of 2023. Current forecasts have the inflation rate averaging 4.8% in the fiscal year 2024 and 4.5% in 2025, with petrol and food prices remaining relatively stable as per the Bank of Namibia Inflation Overview updated in January 2024. The decrease in the inflation rate is in line with global expectations recently documented by both the EU and the US for 2024 and 2025.

Global investment strategy

Global growth is projected to be 3.1% in 2023, to remain flat for 2024 and then increase slightly to 3.2% in 2025. The rise in central bank policy rates to fight inflation continues to weigh on economic activity; however, the recent resolution of the US debt ceiling standoff and, earlier in 2023, strong action by authorities to contain turbulence in the US and Swiss banking sectors reduced the immediate risks of financial sector turmoil. This has moderated adverse risks to the outlook. Global headline inflation is expected to fall from 8.7% in 2022 to 6.9% in 2023 and 5.8% in 2024 and 4.4% for 2025. Underlying (core) inflation is projected to decline more gradually, with inflation 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.

Global growth estimates are moderately higher than the forecast from the July 2023 WEO. However, they remain weak by historical standards 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 have and are still likely to experience recessionary periods at some points over the course of the 2023 and 2024 calendar years.

The US Federal Reserve has been consistent in tightening economic policy throughout 2022 and 2023. The current cycle has seen the most aggressive tightening by the U.S. Federal Reserve (“Fed”) since the early 1980s, with the Fed raising rates in July 2023 to a range between 5.25% and 5.50%, the highest in two decades. The Fed continued to signal that they may hike rates again during 4Q2023; however, they have elected to keep rates unchanged as of the date of this report. The annual inflation rate in the US came in at 4.0% in October 2023. US headline inflation came in at 3.4% in December 2023 and is expected to average 4.1% for 2023 and 2.6% for 2024.While still above the Fed target rate of 2%, this is the lowest rate of increase since October 2021.

Gold

The gold price has increased to record levels in the past 12 months. This rise has partly been triggered by rising borrowing costs across developed markets and limited gold mine supply, most importantly the United States, sustained higher levels of inflation and increased market uncertainty with the recent high-profile banking failures in the US and Europe. Central banks around the world rapidly withdrew stimulus in 2022 in their efforts to tame inflation. Gold prices have remained relatively steady for most of 2023, with gold now trading at approximately US$2,331 per troy ounce as at the date of this report.

Currency

The South African rand, to which the Namibian dollar is pegged, continues to display significant volatility. For the twelve month period ended December 31, 2023, the rand depreciated by approximately 7% against the US$ from R17.02 to R18.30 This is largely a result of GDP growth rates in South Africa that were significantly and continuously lower than expected, the intensifying energy crisis in the country, worsening unemployment and worsening fiscal debt statistics compounded by the upcoming election and potential political risks. The US Federal Reserve continued to raise interest rates in 2023 but paused rate hikes in 4Q2023 as inflation has started to recede. The rand is forecasted to remain volatile over the next 12 months and to continue to depreciate against the US Dollar according to Trading Economics global macro models projections and analysts’ expectations. The rand remains one of the world’s most volatile currencies. The US dollar continues to benefit from US Federal Reserve hawkishness and its safe-haven appeal during times of market volatility.

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 total refunds in the amount of approximately $3,957,748 as at December 31, 2023, and further refunds of approximately $867,499 post the period under review, with negotiations ongoing for further refunds. 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 financial records of the Company. 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. Going forward, the United States dollar is likely to be a significant contributor to both income and expenditure for the Company. 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 several 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 and 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 July 20, 2023, and the Company's DFS, which is filed under the Company’s profile at www.sedarplus.ca.

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 and 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% is provided as an indicative range in currency movement on assets that are denominated in foreign currencies other than Canadian dollars and Namibian dollars which, all other things being equal, could have an effect on the after-tax net income and other comprehensive income for the year ended December 31, 2023 of approximately $2,131,655 (December 31, 2022: $553,462).

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 will be unable to meet its financial obligations as they fall due. The Company takes steps so 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 so that the Company has sufficient access to cash to meet current and foreseeable financial requirements. The Company actively monitors its liquidity so that its cash flows and working capital are adequate to support its financial obligations and the Company's capital programs. As at December 31, 2023, the Company's working capital deficit is $18,917,274 (December 31, 2022: $13,290,665). As at December 31, 2023, the Company has monetary long-term liabilities in the amount of $24,941 (December 31, 2022: $95,341). The continuing operations of the Company are dependent upon its ability to obtain adequate financing and commence profitable operations in the future should the Yintai Arrangement not proceed to close.

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	$9,343,228	-	-
Warrant derivatives	-	($2,284,168)	-

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 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	$626,887	($542,807)

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 ($289,320) for the acquisition of vehicles and equipment. The Company has a restricted cash collateral pledge of NAD1,380,450 ($99,848) for the Wesbank finance facility and also secured a performance guarantee from First National Bank of Namibia via Rand Merchant Bank in the amount of NAD22,000,000 ($1,591,260) as at December 31, 2023 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 Consolidated Financial Statements for the year ended December 31, 2023. Also refer to "Nebari Credit Facility" earlier in this report.

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 Consolidated Financial Statements for the year ended December 31, 2023.

For the twelve months period ended December 31, 2023, total key management compensation was $842,000 (December 31, 2022: $1,363,450), which includes management fees and bonuses of $617,000 (December 31, 2022: $1,213,450), directors' fees of $225,000 (December 31, 2022: $150,000) and share-based compensation of $1,130,236 (December 31, 2022: $1,177,405).

Share-based payments

During the year ended December 31, 2023, the Company granted an aggregate of 1,753,070 RSUs to certain directors, officers and employees of the Company and has granted 139,244 DSUs to the four independent directors of the Company pursuant to the Company's Omnibus Long-Term Incentive Plan. DSUs with an aggregate value of $40,000, were granted each calendar quarter over the 2023 fiscal year. The DSUs will be valued at the closing price of the Company's common shares at each quarter end. Each DSU represents a right to receive one common share of the Company and shall be fully vested on the date that is 12 months plus one day from the applicable date of grant and shall vest no earlier other than when accelerated under the plan for a grantee who dies or who ceases to be eligible under the plan in connection with a change of control, take-over bid, reverse takeover or other similar transaction, and once vested shall not be subject to forfeiture.

Each RSU represents a right to receive one common share of the Company and are subject to the following vesting conditions:

- 405,090 RSUs shall be fully vested on the date that is 12 months plus one day from the applicable Date of Grant on January 23, 2024; and
- 277,950 RSUs will vest one-third on May 9, 2024; one-third will vest on May 9, 2025 and one-third will vest on May 9, 2026.
- 1,070,030 RSU's will vest on December 20, 2024

On May 9th, 2023, the Company also granted 175,000 stock options pursuant to its stock option plan. The stock options have an exercise price of $1.14 per common share. The stock options shall vest as follows: 1/3 will vest and be exercisable immediately; 1/3 will vest on May 9, 2024; and 1/3 will vest or after May 9, 2025. The expiry date of the stock options is May 9, 2028.

During the year ended December 31, 2023, a total of 1,079,101 stock options were exercised. 954,101 stock options were exercised on a net equity basis. No proceeds were received from the exercise and a net total of 705,700 common shares were issued. The remaining 125,000 stock options were exercised for gross proceeds of $62,500 and 125,000 common shares were issued. The fair value of the stock options exercised, valued at $268,597 were determined by using the Black-Scholes pricing model.

COVID-19 OR OTHER OUTBREAKS

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.

On May 5, 2023, the World Health Organization formally declared that COVID-19 is no longer considered a global health emergency.

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 Consolidated Financial Statements for the year ended December 31, 2023:

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 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 Company determining that the criteria for capitalizing all costs where such costs have characteristics of an asset relating to the acquisition of, exploration for, and development of gold and other precious metal claims (IFRS 6 – Exploration for and Evaluation of Mineral resources), 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 year ended December 31, 2023.

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 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 risks and uncertainties 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.
- COVID-19 (although no longer considered a global health emergency by the World Health Organization) or other outbreaks or pandemics could 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 pandemics. 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.
- Risks surrounding the closing of the Yintai Arrangement Agreement and it being closed successfully. Refer to the Risks and Uncertainties section of this report for additional risks associated with the Yintai Arrangement.

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" to "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; 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
- Other risks of the mining industry.
- Risks Associated with the Yintai Arrangement as set out in the Risks and Uncertainties section of this report.

In addition to these are those factors discussed in "the Risks and Uncertainties" section 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.