OSINO RESOURCES CORP.

MANAGEMENT DISCUSSION AND ANALYSIS ("MD&A")
For the period ended June 30, 2024

Prepared by:

OSINO RESOURCES CORP.

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

August 28, 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 15 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 OTCQB 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 Unaudited Interim Condensed Consolidated Financial Statements of the Company and the notes thereto for the six month period ended June 30, 2024. 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 August 28, 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 Unaudited Interim Condensed Consolidated Financial Statements for the period ended June 30, 2024 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:

- Grade control drilling covering the first six months' starter pit at Twin Hills Central (THC) and Bulge commenced in this quarter under review. A total of 40,400 meters is planned for this program. These holes are drilled on a 12.5m x 6.25m grid spacing and range in depth from 15m to 38m.

- Regional exploration focused primarily on advancing the Eureka gold discovery through targeted step-out drilling, with 1,195m of diamond core (DD) drilling completing during the quarter and 2,854m of DD completed for the six months ended June 30, 2024. In addition, district-targeting generation was supported by the completion of a 14,000 hectare airborne geophysical survey including the collection of magnetic and radiometric data to define new target areas currently being "ground truthed" towards developing drill ready targets.

- At Ondundu, a resource step out drill program commenced testing the down plunge extent of the Razorback ore shoot. The program includes 1,160 DD meters and is scheduled to conclude in 3Q2024.

- Work continued on the front-end engineering and design (FEED) program for the THGP. This is expected to be complete by the end of 3Q2024.

- 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.

- The project director, employed earlier in 2024 for the implementation phase of the Project maintained his focus on scoping and initiating preparatory activities to be completed before project implementation is approved later in 2024. This includes the recruitment of other key Project owner's team members, negotiation of the contractual terms and the scope of work for the main engineering, procurement, construction and management (EPCM) contractor, Lycopodium.

- On January 30, 2024, the company completed the second and final tranche of its previously announced non-brokered private placement of common shares of the Company. The Company issued 4,424,778 Osino shares to Dundee Precious Metals Inc. (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 ("Yintai"- *effective July 15, 2024 Yintai Gold Co., Ltd. changed its name to Shanjin International Gold Co., Ltd. or "Shanjin"*) 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 Agreement"), which valued Osino at approximately $368 million.

- On February 25, 2024, the Company terminated its arrangement agreement with DPM and settled the termination fee due of $10,000,000 (approximately US$7,416,297). The termination fee paid to DPM was recovered from Yintai via the Yintai facility (see below).

- On February 26, 2024 Yintai provided Osino with a loan of US$17,416,197 (the Yintai Credit Facility). The Yintai facility was provided concurrently with the execution of the Yintai Arrangement Agreement to enable the continued, fast-tracked development of the THGP and to fund other liquidity needs of the Company (Refer to the "Yintai credit facility" section in this document).

- Divestment from the Omaruru Project: Osino had given a covenant to Yintai to use commercially reasonable efforts to dispose of the Omaruru Project on or before the effective date of the Yintai Arrangement Agreement. Effective March 20, 2024, Osino and Prospect Resources Limited, an Australian-based mineral exploration and development company (Prospect Resources), executed a binding purchase and sale agreement pursuant to which Prospect Resources agreed to acquire Osino's interest in the Omaruru Project for a cash consideration of US$75,000 (the Omaruru sale).

- Effective August 16, 2024, Osino and Shanjin (formerly Yintai) announced that the transaction received the approval of the Namibian Competition Commission (NCC). The approval of the NCC was the final outstanding approval to conclude the Arrangement. The closing of the Arrangement will occur on or before August 29, 2024.

OVERVIEW OF OPERATIONS

- During 2Q2024 at Twin Hills, drilling activities concentrated on grade control drilling within the initial six-month starter pits at THC, geotechnical drilling to support additional project studies, and the development and execution of programs aimed at enhancing the geological understanding of prospective brownfields targets.

- Another key focus area at the Project was advancing the water supply strategy through hydrological and geotechnical drill programs. In addition, four individual pump tests were completed at the Kranzberg aquifer during the quarter aimed at further understanding the aquifer dynamics. These results will be included into the updated Kranzberg model tritium and SF6 report to be completed in 3Q2024.

- At the Eureka discovery, the team conducted a district-wide airborne magnetic and radiometric survey, identifying 25 new targets. Geologists are working on testing these to develop a ranked target portfolio for follow-up work and scheduling. The main "south shoot" mineralization was also expanded on through a targeted step-out drilling campaign, with 1,195m completed in the quarter. Diamond drilled cores are orientated and studied to provide insight into the structural architecture of the mineralization. This understanding will support the building of an accurate and predictive geological model to support future step-out and exploration drill campaigns.

- Technical studies continued at Ondundu, aimed at enhancing the geological understanding of the ore body and specifically focused on the mineralization controls and structural geometry. Drill cores from historic campaigns were recently studied to build a more accurate structural model to guide the current resource step-out drill program underway, comprising a total of 1,160 DD meters.

- The geological team was also able to focus on some regional greenfields exploration targets and program design in the quarter. Geological mapping and geochemical surface sampling continued to advance high-ranking targets within the new project area identified. Surface sampling results have identified two new anomalous zones, Goedgeluk and Okatjiwaura. Both are scheduled for further investigation later in 2024.

MINERAL PROPERTIES

As of June 30, 2024, the Company held 15 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 (7 licenses). *EPL5649 was relinquished. Size reductions were made to EPL5880, EPL3739 and EPL5196 as per regulatory requirements. Osino and Prospect Resources (Mauritius) Limited, executed a binding purchase and sale agreement for EPL5533, under which Prospect agreed to acquire all Osino's interest in EPL5533. One EPL is under application in this project area.*	92,119	Central Namibia, in the vicinity of regional towns/settlements of Omaruru, Usakos, Karibib and Wilhelmstal.
Otjikoto East Gold Project (1 license). *EPL8997 was granted and will expire in June 2027. One EPL is under application in this project area.*	47,430	Northern Namibia, in the vicinity of regional towns/settlements of Otavi, Kombat and Grootfontein.
Otjiwarongo Regional Project (7 licenses). *Three EPLs are under application in this project area.*	176,085	Central Namibia, in the vicinity of regional towns/settlements of Otjiwarongo, Khorixas and Kalkfeld.
Total	**315,634**	

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 7 of the Company's 15 EPLs as well as the ML, and comprises approximately 921 km^2 as at June 30, 2024.

During the quarter at the Twin Hills Gold Project, drilling activities concentrated on grade control drilling, geotechnical drilling and brownfield targets. A total of 8,715 meters of reverse circulation (RC) and 1,305 meters of DD were completed, utilizing two RC rigs and three DD rigs.

The grade control drilling is to account for the first six months of production from the starter pit at THC and Bulge and began in April 2024, with a planned total of 40,400 meters. The drilling is conducted on a 12.5m x 6.25m grid spacing, with hole depths ranging from 15m to 38m. Adhering to the existing inclined drill pattern, the holes are drilled at a minus 60° dip towards the south-southeast.

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 brownfield's exploration program underway. In 2Q2024, a total of 1,070 meters of DD at the Twin Hills East target was completed, focusing on deep magnetic anomalies.

Key aspects of study developments on the Project in this quarter were:

- Updating and 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 as well as a secondary tailings' trucking and deposition contract.

- Completion of geotechnical investigations specific to the planned tailings storage facility and the photovoltaic plant site.
- Updating of operating cost estimates for the open-pit mining operation.
- Completion of tailings filtration tests, geochemical tests and bulk density tests.
- Completion and initiation of additional metallurgical process tests concentrating on the deportment of arsenic between solid and solution streams at various points in the metallurgical process.
- Completion of FEED designs for the process plant, tailings storage facility and mine site stormwater management.
- Continued development of and updating of the overall FEED capital and operating cost estimates for the Project, with emphasis on mining, processing and all surface infrastructure.
- Compiling a presentation of competitive offers for the proposed renewable power plant.
- Continued investigation of the water supply strategy and development of cost estimates with the assistance of NamWater Ltd (NamWater), the Namibian water parastatal, for the mining operations. The investigation incorporated updated water demand calculations, studies of stormwater and other surface water flows on the site, borehole studies (including pump tests), pit dewatering, aquifer recharge, surface water and stormwater dams studies and possible auxiliary NamWater network connections to ensure sufficient water supply even in occasional periods of severe drought in Namibia.
- Finalization of enhancements to the integrated overall project critical path network, incorporating the schedule for an Operational Readiness (OR) Plan and a Basis of Schedule document.
- Continued development of several OR workstreams, including sustainability actions which must be in place before construction commences later in 2024.
- Continuation of several pre-project activities such as the design of construction camp and auxiliary services, the senior staff camp rental contract, the airfield access road and hangar design, design of the construction bulk fuel installation, remote water supply and water treatment scheme studies and the recruitment of the owner's team.
- Continued discussions with the relevant government departments relating to all secondary permits that are required, including supplementary water abstraction, land clearance, and various water pipeline and power line servitudes (wayleaves).
- Enhancement of an overall Project Execution Plan (PEP) and continued discussions with possible EPCM contractors concerning the scope of facilities and services, the PEP itself, the number and cost of services hours required, contractual terms and conditions, and the identification of the potential key team members if their EPCM offer is accepted.
- Further presentations and discussions with Shanjin (Formerly Yintai) as to the recent FEED implementation and EPCM planning progress as well as
- the status of the Project.

<u>Permitting process and environmental and social impact assessment (ESIA)</u>

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 permits for the northern marbles on Farm Okawayo was applied for which will provide approximately 250,000m^3 p.a. of the water demand. In conjunction with this, the final phase of environmental studies is taking place to support the Kranzberg abstraction permit application for an additional 500,000m^3 p.a. of the water demand.
- The application for accessory works permits for all infrastructure within the Mining License area was approved by the Ministry of Mines and Energy (MME) based on the FEED mine site.

Following the finalization of the FEED study, the application process will continue with the relevant authorities. 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 3Q2024.

Bulk power supply

Basic engineering design continued for the transmission line and sub-station to be constructed on site to link Twin Hills to the national grid in Namibia. The Company continued to engage NamPower on the development schedule for the completion of the planned Erongo substation which will connect the mine to the national grid and noted that the formal bids to tender have been issued to the public following the prescribed tender process. Bids were submitted for the Erongo Substation development in 2Q2024.

Environmental studies

Stakeholder engagement meetings are held on site and within the local communities to present and receive feedback on the development of the Project. The technical team hosted discussions alongside the environmental consultants and focussed on addressing questions about the Khan Water Scheme (KWS) and the Kranzberg pipeline. The study elements for each of the projects have progressed to the stage where the concepts can be presented to the public. The comments and feedback received from the community have been recorded and will be included in further study materials related to the ESIA for the various projects, as well as the technical infrastructure designs.

The ongoing evaluation of the ESIA for the mine site infrastructure and the open-pit mines continued in the quarter, mainly in relation to the geochemical understanding of the waste rock dumps and TSF areas. The results of the column leach tests were included in the impact assessment sections of the EISA report and will be reviewed before the next submission to the authorities.

Sustainability

Sustainability, for Osino, is about realizing 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 minimizing 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 is being implemented in preparation for construction and operations to ensure that social and environmental impacts and needs will be addressed.

A detailed set of community studies including a baseline study and an impact and needs and human rights assessment in Karibib were completed. The results of these studies will allow Osino to better manage its impact on the community, engage with communities and support socio-economic development needs in the community.

All properties where the mine will be located were acquired in FY2023 and a draft land management plan has been developed, which will be further enhanced and expanded upon during construction. Water studies are ongoing to ensure sustainable water usage and long-term community benefits from Osino's water infrastructure. Plans for the TSF have been refined to further reduce the tailings moisture content. Work to evaluate the use of local materials and innovative building designs to reduce the environmental impact of the Project during construction is ongoing.

The Twin Hills Trust continues to focus its socio-economic development activities on its host communities of Karibib and Omaruru. Additional information about the Trust and the Company's sustainability activities is available in the recently published 2023 Sustainability Report.

Otjikoto East Project

The Otjikoto East Gold Project has one active license. One additonal EPL in the project area has also been applied for during the reporting period. No exploration activity in the project area was recorded for in the quarter under review.

Otjiwarongo Regional Project

The Otjiwarongo Regional Gold Project consists of seven licenses with a combined surface area of 1,760km^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 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 quarter, through the collection and interpretation of drill core logging and surface mapping data, the team improved the geological understanding of the main South Shoot deposit. This informs the current phase of step-out drilling to test extensions to the shoot, which is open in almost all directions. A total of seven holes for an initial total of 1,400m were planned for phase one, which commenced in late September 2023. Due to the program's success, a total of twelve holes were drilled for 2,854m, of which 1,195m was drilled in 2Q2024. Another 1,000m of step-out and scout drilling is planned for 3Q2024. The current drilling will be supported by a ground electromagnetic survey (TDEM) scheduled during 3Q2024. The TDEM survey will be designed to discover blind mineralisation and en-echelon step-off shoots present at depth. The latest results received from the drilling include 61m @ 2.4 g/t Au including 13m @ 6.2 g/t and 13m @ 3.39 g/t (from a depth of 66m in ORD011); and 20m @ 5.60 g/t Au (from a depth of 75 to 95m in ORD012). A helicopter-borne magnetic and radiometric survey was also completed in December 2023 defining 25 new district targets for evaluation and drill testing in 2024. The district work program is designed to 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. Five holes totalling 921m were drilled during this quarter (and the current year to date). The program is scheduled to conclude with assay results expected to be received in 3Q2024. Assay results have produced some exceptional intercepts, including 157m @ 1.50 g/t in hole ONRC23-019 and 109m @ 2.30 g/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. To this end, the technical team earlier in the year reviewed and relogged the historic drill cores and collected new structural data to define the ore controls and ultimately the architecture of the orebody. This information ·was used to update the geological model which will be confirmed by drilling step infill section lines at both the Razorback and Margarethental ore shoots later in 2024. The first program will include 1,160m DD and testing of the Razorback shoots, which commenced in June 2024.

The remaining historic and recently collected map and geochemical surface sampling data across key targets in the project area was also reviewed to update and rank the target portfolio. This will guide our future exploration work programs and schedules, focusing on the Moselle NW targets and the Ondundu brownfields targets.

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 maiden resource estimate (MRE) for 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 30, 2024, the Company completed the second and final tranche of its previously announced non-brokered private placement of common shares of the Company to DPM, whereby the Company issued an additional 4,424,778 common shares to DPM at a price of $1.13 per common share for aggregate gross proceeds of $5,000,00. Upon receipt of and subsequent acceptance of an improved offer from Yintai (and the simultaneous termination of the DPM offer), the Company raised an additional US$10,000,000 ($17,416,197) on a net basis from the Yintai facility (Refer to the “Yintai Credit Facility” section in this document for further details). The company continued to raise further funds from the exercise of warrants expiring in 2Q2024 and stock options in issue that were eligible for exercise as quantified later in this report. In 2Q2024, the Company raised a combined total of $9,998,997 from the exercise of warrants and stock options.

The Company intends to use the foregoing net proceeds to further fund exploration and project development expenditures at the Company’s Twin Hills Gold Project, other regional exploration projects in Namibia ahead of commencing construction as well as for general working capital purposes. Refer to the “Share structure” section within this document for any 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.

Table 2: Use of funds analysis

Concession spending analysis	Remaining commitment brought forward from Dec 31, 2023 (1)	Funds raised through financing and other forms (2)	Cumulative spend for the year to date (3)	Remaining commitment as at Jun 30, 2024 (4)
Project expenditure				
Exploration development: THGP and regional (5)(6)	$3,300,585	$15,499,075	($7,894,189)	$10,905,471
Feasibility and mine studies (6)	4,304,602	251,746	(244,824)	4,311,524
Regional in-country general and administrative expenses (7)	2,761,944	3,122,566	(1,835,560)	4,048,950
Capital expenditures (8)	441,318	4,261,715	(168,861)	4,534,172
Corporate general and administrative expenses (9)	737,013	5,377,484	(2,864,533)	3,249,964
Unallocated working capital	-	-	-	-
Total	**$11,545,462**	**$28,512,586**	**($13,007,967)**	**$27,050,081**

Notes:

(1) *The remaining commitment brought forward as at December 31, 2023 represents the funds available to fund the remaining portion of the commitment from the prior year.*

(2) *Balance includes the closing of tranche 2 bridge private placement of common shares issued to DPM on January 30, 2024; Nebari tranche 1 warrant exercise; proceeds from stock options and other warrant exercises during the year; and the net proceeds from the Yintai credit facility.*

(3) *The actual spend is calculated on a cumulative basis for the six-month period ended June 30, 2024, across all the Company's 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 budget for FY2024, as well as the use of funds raised during the respective years. The budget is 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 and exercises of warrants and stock options to pursue the development of THGP and fund further exploration on the regional licence areas.*

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

(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 (i) management and consulting fees, (ii) professional fees for assistance on financings and corporate initiatives, (iii) regulatory, secretarial and public relations costs, (iv) costs related to the filing of the amended technical reports, (v) advisory costs to advance the project and (vi) the closing of the Yintai Arrangement Agreement in 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 across 2023 and 2024. 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. The Company is also diligently working to close the Yintai Arrangement Agreement which will be a significant factor in funding the Project's development and construction over the coming years. Refer to Note 17 in the Unaudited Interim Condensed Consolidated Financial Statements for the period ended June 30, 2024 for post balance sheet events associated with capital raising initiatives of the Company.

FINANCIAL POSITION

As at June 30, 2024, the Company had total assets of $49,497,297 and shareholders' deficit of ($9,701,655), compared to total assets of $18,680,135 and shareholders' equity of $77,774 as at June 30, 2023. The Company had total liabilities of $59,198,952 as at June 30, 2024, compared to $18,602,361 as at June 30, 2023.

As at June 30, 2024, the Company had a working capital deficit of $30,230,488 compared to a working capital surplus of $2,142,669 as at June 30, 2023. The Company had cash on hand of $26,806,080 as at June 30, 2024, compared to $5,824,412 as at June 30, 2023, short term investments in guaranteed investment certificates totalling $4,174,077 as at June 30, 2024, compared to $35,000 as at June 30, 2023, and other receivables and prepaid expenses of $1,967,994 as at June 30, 2024, compared to $2,251,646 as at June 30, 2023.

As of the date of this report, the Company has cash and cash equivalents on hand of approximately $20.8m.

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]	**Jun 30, 2024**	**Mar 31, 2024**	**Dec 31, 2023**	**Sept 30, 2023**
Amortization	$70,684	$48,859	$51,013	$51,146
Exploration expenses [2]	732,933	619,962	1,086,318	390,491
Professional fees [4]	641,207	889,022	3,153,102	557,512
Consulting fees [4]	250,381	888,210	1,687,585	175,931
Management fees	161,487	161,488	154,250	154,250
Salaries and benefits [2]	2,134,046	1,181,254	1,048,170	782,765
Office and general [3]	158,251	10,300,686	276,032	313,923
Travel [2]	40,005	95,648	53,674	49,223
Stock options expense	19,393	131,609	280,078	322,927
Net investment expense	2,870,335	3,319,903	2,338,305	556,367
Loss for the period	**$7,078,722**	**$17,636,641**	**$10,128,527**	**$3,354,535**
Foreign translation (gain)/loss	(1,071,426)	50,975	(691,051)	422,149
Net comprehensive loss for the period	**$6,007,253**	**$17,687,616**	**$9,437,476**	**$3,776,684**
Weighted average number of shares in issue	179,188,447	172,790,879	162,276,220	158,628,651
Basic and diluted loss per share	($0.04)	($0.10)	($0.07)	($0.02)

Note: 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]	Jun 30, 2023	Mar 31, 2023	Dec 31, 2022	Sep 30, 2022
Amortization	$39,700	$50,334	$50,023	$51,516
Exploration expenses [2]	2,168,260	3,494,190	(3,039,214)	14,395,091
Professional fees [4]	397,238	362,529	459,095	284,131
Consulting fees [4]	362,045	158,114	142,714	163,903
Management fees	173,500	135,000	135,000	135,000
Salaries and benefits [2]	702,650	350,329	1,412,183	697,837
Office and general [3]	283,280	343,836	230,487	165,553
Travel [2]	82,657	64,151	48,929	38,317
Stock option expense	355,726	396,135	955,066	219,099
Net investment expense/(income)	893,014	625,139	277,915	305,589
Loss for the period	**$5,458,070**	**$5,979,757**	**$672,198**	**$16,456,036**
Foreign translation (gain)/loss	(233,709)	223,979	1,239	106,531
Net comprehensive loss for the period	**$5,224,361**	**$6,203,736**	**$673,437**	**$16,562,567**
Weighted average number of shares in issue	158,234,096	157,532,089	145,775,313	136,817,263
Basic and diluted loss per share	($0.03)	($0.04)	($0.01)	($0.13)

Note: Footnote disclosure provided at the end of this section

Results of operations

Three months ended June 30, 2024

During the three months ended June 30, 2024 (the “current period”), the Company realized a net loss of $7,078,722 compared to a net loss of $5,458,070 during the three months ended June 30, 2023 (“2023” 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 $3,385,377 (2023: $2,001,370) In addition, during the current quarter, the Company also incurred expenses for amortization of $70,684 (2023: $39,700), exploration expenses of $732,933 (net of capitalized costs) (2023: $2,168,260), and stock option expenses for stock options granted to directors, officers, employees and consultants of $19,393 (2023: $355,726). The expenses include net investment costs of $2,870,335 (2023: $893,014).

Six months ended June 30, 2023

During the six months ended June 30, 2024 (the “current period”), the Company incurred a net loss of $24,715,363 compared to a net loss of $11,437,827 during the six months ended June 30, 2023 ("2023" or the "comparative period"). As described in the table above, corporate general and administrative expenses for the current period, consisting of professional fees, consulting fees, management fees, salaries and benefits, office and general, and travel, amounted to $16,901,685 (2023: $3,415,329). In addition, in the current period, the Company also incurred expenses for amortization of $119,543 (2023: $90,034), exploration expenses of $1,352,895 (2023: $5,662,450), and stock option expenses for stock options granted to directors, officers, employees and consultants of $151,002 (2023: $751,861). The expenses include net investment costs of $6,190,238 compared with net investment income of (2023: $1,518,153).

The net comprehensive loss for the period amounted to $23,694,869 (2023: $11,428,097), which is represented by the loss for the period less the foreign currency translation gain of $1,020,494 (2023 loss: $9,730).

The most significant contributors to the movements in overall quarter-on-quarter expenditure is the capitalization of exploration expenditure amounting to $3.5m for the period (refer to "Development of mineral properties" section of this report), whilst these expenditures were fully expensed in the same period for 2023. The significantly higher professional and consulting fees incurred in 1H2024, as well as the increased net investment expenditure incurred in 2Q2024 and the year to date, were also responsible for this movement. The Company's project/exploration expenditure in late 2023 and 2024 has been focused on completing and enhancing the relevant studies and reports that were included in the DFS, advancing the FEED for the Project, as well as general mine development costs that do not meet the criteria for capitalization. This compares to a focus on drilling and drill-related expenditure for the majority of FY2023 and prior years. The decrease in overall project and exploration expenditure in 2Q2024 compared to that of 2Q2023 is as a result of capitalizing project expenditure that met the criteria, as well as less drilling meters overall compared to the comparative period.

Overall expenditure for the quarter was higher due to continued costs incurred for corporate initiatives towards completing the Shanjin (formerly Yintai) acquisition of the Company, significant cash and non-cash expenditure incurred to meet the terms of the fully drawn Nebari and Yintai credit facilities (of which only two tranches had been drawn on from the Nebari facility as of 2Q2023) and higher non-cash IFRS adjustments against the Nebari warrant derivative and Yintai option derivative in the period. Salaries and Benefits costs reflect the new hires by the Company as it progresses with mine development, inflationary increases to human resource costs as well as the provision for bonuses and awards payable in FY2024. Salaries and benefits costs include the vesting of RSUs and DSUs in accordance with IFRS using the Black-Scholes options pricing formula. 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.

A total of 15,980m was drilled for the six-month period ended June 30, 2024, on all of the Company's properties versus 19,555m for the corresponding six-month period in 2023. Targeted exploration drill programs at the THGP and Eureka discovery advanced the geological understanding of the ore body whilst continuing to increase the resource. The project-focused drilling program at THGP commenced in the current period under review. This includes a significant grade-control campaign across the Bulge starter pit in anticipation of mining activities in either late 2026 or early 2027. The Company has further advanced the Eureka discovery and the Ondundu Gold Project with infill and step-out drilling campaigns. Follow-up drill programs are scheduled for 2H2024.

Professional fees and advisory costs to support the construction of Twin Hills continued to increase in the quarter as the Company advances the Project.

The Company maintained its workforce at similar levels to prior quarters but is expecting an increase in personnel after the Company completes the FEED phase of mine development in 2H2024, and looks to expand its regional exploration and drilling activities.

The Company incurred significant net finance charges and accretion adjustments totalling $7,876,437 and $4,844,111 during the three and six months ended June 30, 2024 compared to $625,045 and $1,022,713 during the three and six months ended June 30, 2023. 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 Yintai loan facility accretion adjustments are also capitalised to the debt facility on a quarterly basis as well as the deferred consideration on the land acquisition transactions that also requires that finance charges (non-cash) be accrued for using an incremental borrowing rate determined as of the date of land transfer in accordance with IFRS 9. The deferred consideration on the land acquisition was remeasured in 2Q2024 (refer to note 10 in the Unaudited Interim Condensed Consolidated financial statements for the period ended June 30, 2024). The Company also incurs interest costs on the facility it has with Wesbank in Namibia for vehicle asset purchases. The Company is subject to effective interest rates that range between 8.43% and 18.08% per annum for the 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'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 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 period is higher compared to 2023, as funds raised through common share private placements, warrants and stock option exercises and credit facilities are invested at higher average interest rates compared to 2023 (and FY2022). Funds raised were mainly invested in alternative derivative accounts (ADRs) and short term guaranteed fixed deposits. The significant funds raised in the quarter, including the receipt of warrant and stock option exercises all contributed to the increase in cash reserves and thus the investment income disclosed. 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 expenditure in 2024 and 2023 due to accounting adjustments of a non-cash nature for foreign exchange movements, interest costs and fair value adjustments to correctly record the Yintai and Nebari credit facilities and option/warrant derivatives (tranches 1, 2 and 3). The Company also pays the quarterly interest costs of the Nebari facility 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 Unaudited Interim Condensed 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.

The Company's LTIP is approved annually by the shareholders with its recently adopted and restated Omnibus LTIP dated effective July 14, 2023. RSUs and DSUs are expensed through the Unaudited Interim Condensed 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 Unaudited Interim Condensed Consolidated Financial Statements of the Company and the notes thereto for the period ended June 30, 2024. DSUs and RSUs issued are disclosed within salaries and benefits costs on the statutory Unaudited Interim Condensed Consolidated Statement of Loss and Other Comprehensive Loss income statement.

Notes:

For the reader to reconcile the amounts disclosed in the Unaudited Interim Condensed 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 Unaudited Interim Condensed 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 Unaudited Interim Condensed 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 Unaudited Interim Condensed 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 the recovery of expenditure incurred.

Project expenditure	**Six months ended June 30, 2024**	**Six months ended June 30, 2023**	**Increase/ (decrease)**	**Three months ended June 30, 2024**	**Three months ended June 30, 2023**	**Increase/ (decrease)**
Geological consultants	$27,150	$2,952,721	($2,925,571)	$24,416	$1,482,778	($1,458,362)
Geochemistry	133,904	46,812	87,092	80,358	23,408	56,950
Geophysics	13,991	-	13,991	-	-	-
GIS costs	38,457	31,846	6,611	21,912	12,906	9,006
Tenements costs	72,446	77,509	(5,063)	33,957	44,461	(10,504)
Environmental costs	3,594	1,162	2,432	3,143	30,511	(27,368)
Drilling costs	745,351	2,468,410	(1,723,059)	547,654	577,742	(30,088)
Field support costs	241,094	151,036	90,058	118,238	59,842	58,396
Travel and field accommodation	125,737	140,361	(14,624)	36,945	84,291	(47,346)
Vehicle expenditure	218,772	117,444	101,328	76,937	57,964	18,973
Salaries and wages	2,331,401	616,013	1,715,388	1,678,928	487,215	1,191,713
Total	**$3,951,897**	**$6,603,314**	**($2,651,417)**	**$2,622,488**	**$2,861,118**	**($238,630)**

General and administrative expenditure						
Audit, accounting and admin fees	$336,823	$243,740	$93,083	$197,404	$113,207	$84,197
Office and general	10,262,961	487,902	9,775,059	(22,549)	167,138	(189,687)
Amortization	109,491	85,423	24,068	63,782	42,038	21,744
Legal fees	132,162	33,511	98,651	103,744	25,099	78,645
Rent expense	4,568	19,174	(14,606)	2,370	6,144	(3,774)
Professional fees	1,163,895	491,327	672,568	365,395	254,450	110,945
Management fees	322,975	308,500	14,475	161,488	173,500	(12,012)
Consulting fees	1,138,591	620,159	518,432	250,381	412,045	(161,664)
Share-based payments	950,760	274,763	675,997	444,491	154,591	289,900
Stock option expense	151,002	751,861	(600,859)	19,393	355,726	(336,333)
Total	**$14,573,228**	**$3,316,360**	**$11,256,868**	**$1,585,899**	**$1,703,938**	**($118,039)**

ADDITIONAL DISCLOSURE FOR VENTURE ISSUERS WITHOUT SIGNIFICANT REVENUE (continued)

Project expenditure

During the three and six month period ended June 30, 2024, the Company incurred project expenditure of $2,622,488 and $3,951,897 compared to $2,861,118 and $6,603,314 for the three and six month period ended June 30, 2023.

The movement in exploration and project-based expenditure charges are mainly attributable to lower drilling and related costs in the quarter under review, since the Company continues to prioritize cash flows to advancing the

Twin Hills Gold Project and completing the Shanjin (formerly Yintai) acquisition. The shift in focus from exploration to mine development/FEED and the capitalization of development expenditure in accordance with IAS16 further explains the reduction in the disclosed expenditure. However, this is offset by the quantum of expenditure that has been capitalized in FY2024 (Refer to Development of Minerals Properties later in this report). 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 seen in the current quarter.

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 six month period ended June 30, 2024, the Company incurred general and administrative expenditure of $1,585,899 and $14,573,228 compared to expenditure of $1,703,938 and $3,316,360 for the three and six month period ended June 30, 2023.

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

- Regulatory expenditure continues 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.
- Office and general costs include the break-fee of $10,000,000 paid to DPM which significantly increased office and general costs. Excluding the break-fee, the Company realised an overall decrease in this category of costs for the period associated with operations for the Company. Employee training programs, continued spend on the Company's annual Sustainability Report, focus on community and social initiatives (CSI) and other administrative expenditure to fund the Company's growth and raise its profile in Namibia and Canada have continued.
- 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 fast track the construction of the THGP. The Company also worked on various corporate initiatives related to the close of, firstly, the DPM Agreement, and now the Shanjin (formerly Yintai) Agreement. The Company expects that spend on audit, legal, advisory and related costs will continue to remain elevated as the Company concludes the Yintai Arrangement Agreement, which is expected to close on or about August 29, 2024.
- Expenditure on public-relations and marketing initiatives at international conferences, investor roadshows and relevant industry publications has slowed as the Company prioritized the construction of the Project and the conclusion of the Yintai Arrangement Agreement.
- The Company continues to incur elevated levels of spend on consultants and legal professionals to progress and/or close key initiatives and to continue to derisk the Project. Fast tracking the Project with the potential for gold production either late in 2026 or early 2027 remains the key focus point for management.
- On receipt of the superior proposal from Shanjin (formerly Yintai) for the acquisition of the outstanding common shares of the Company, the Company paid a termination fee to DPM as per the Arrangement Agreement, which has been separately disclosed and expensed. This amount was subsequently recovered

from the proceeds received from the Yintai facility (refer to the “Yintai credit facility” section later in this report).

Professional and consulting fees

During the three and six month period ended June 30, 2024, the Company incurred professional and consulting fees of $615,776 and $2,302,486 compared to $666,495 and $1,111,486 for the three and six month period ended June 30, 2023.

Professional fees represent amounts paid to external consultants and service providers in terms of contractual commitments for professional services and any brokerage firms for any capital-raising initiatives. Spend in the quarter 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 going towards the Company acquisition process with Shanjin (formerly Yintai). The Company expects the spend on this category to remain elevated until the close of the Yintai Arrangement Agreement.

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, license acquisition and holding costs, 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 six month period ended June 30, 2024, the Company incurred management fees of $161,488 and $322,975 compared to $173,500 and 308,500 for the three and six month period ended June 30, 2023.

Fees payable to members of the management team and related parties are disclosed in Note 19: Related Parties to the Unaudited Interim Condensed Consolidated Financial Statements for the period ended June 30, 2024. See also "Transactions between related parties and balances" section below.

Foreign exchange

The foreign exchange movements during the period ended June 30, 2024 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 six month period ended June 30, 2024, and the three and six month period ended June 30, 2023, is provided below. Negative balances relate to accounting adjustments and/or recovery of expenditures incurred.

Project expenditure	Six months ended June 30, 2024	Six months ended June 30, 2023	Increase/ (decrease)	Three months ended June 30, 2024	Three months ended June 30, 2023	Increase/ (decrease)
Twin Hills Gold Project	$2,277,481	$5,366,951	(3,089,470)	$1,690,447	$2,175,312	($484,865)
Otjikoto East Gold Project	1,341	103,650	(102,309)	92	83,648	(83,556)
Otjiwarongo Regional Project	938,773	847,934	90,839	624,934	470,720	154,214
Other Project expenditure	734,302	284,779	449,523	307,015	131,438	175,577
Total	**$3,951,897**	**$6,603,314**	**($2,651,417)**	**$2,622,488**	**$2,861,118**	**($238,630)**

General and administrative expenditure						
Audit, accounting and admin fees	$127,535	$237,658	($110,123)	$78,118	$108,838	($30,720)
Office and general	10,234,458	457,743	9,776,715	(37,178)	149,127	(186,305)
Amortization	109,491	85,423	24,068	63,782	42,038	21,744
Legal fees	130,645	31,255	99,390	103,694	23,739	79,955
Rent	(6,667)	9,761	(16,428)	(2,366)	2,694	(5,060)
Professional fees	1,163,895	491,327	672,568	365,395	254,450	110,945
Management fees	322,975	308,500	14,475	161,488	173,500	(12,012)
Consulting fees	1,138,591	620,160	518,431	250,381	412,045	(161,664)
Share-based payments	950,760	274,764	675,996	444,491	154,591	289,900
Stock option expense	151,002	751,861	(600,859)	19,393	355,726	(336,333)
Regional projects	250,543	47,908	202,635	138,701	27,190	111,511
Total	**$14,573,228**	**$3,316,360**	**$11,256,868**	**$1,585,899**	**$1,703,938**	**($118,039)**

The THGP, and more specifically, the THC, THW, Bulge and Clouds mineral orebodies, remain the Company's main focus areas. 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 in late 2026 or early 2027. In addition, 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 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 program at the Eureka discovery through detailed structural analyses and district-wide geophysical and geological mapping campaigns. Infill, step-out and scout DD programs continued to advance the geological understanding of the ore body and improve the target definition at the main South Shoot deposit and district target packages.

The differences in total project expenditure for the three and six month period ended June 30, 2024 compared to the three and six month period ended June 30, 2023 (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 report. Focus on regional exploration increased as the technical team advanced the Eureka discovery and district scale targets in order to support more regional exploration, especially with respect to drill program design.

- There were no costs incurred on the Otjikoto East Gold Project as it held no active EPLs for the majority of 1H2024. One EPL was awarded in June 2024, however, no expenditure was incurred on the new licence, where in comparison to 2Q2023, the Otjikoto East Gold Project held one license for the entire period covering approximately 381km^2.

- During the first half of 2023, the Company focused on study activities towards completing the DFS in mid-2023. These costs were not incurred in 2024. This is reflected in the higher geological consultants' costs which is included in the previous table (refer to page 17) and form part of the THGP project expenditure in 2023.

- The THGP expenditure includes consultancy work consisting of (i) updating the mineral resource, design and optimization of the metallurgical plant, (ii) updating the geotechnical and hydrological studies, (iii) the tailing storage facilities and (iv) 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 were incurred in 2Q2024 as FEED-related studies accelerated; however, these have been capitalized in line with the Company's accounting policy (refer to "Development of mineral properties" section in this report).

Exploration activities further afield in the Karibib District and the Otjiwarongo Regional Projects focused on identifying and advancing a number of high-priority targets through desktop studies, detailed surface mapping, surface geochemistry and geophysical survey programs. Initial results are encouraging, with systematic follow-up and infill exploration programs being advanced towards identifying drill-ready targets. The identification of a new regional project district 130km to the east of Twin Hills remains part of ongoing reconnaissance and field work by our geological team. The Company has applied for the relevant EPLs over this area and expects to finalize the transfer of these licences in 2H2024. The land package covered by the license area is almost entirely covered by transported young sediments and remains largely untested by modern exploration techniques. Geochemical sampling and regolith mapping in 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 levels
- 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 year of assessment, 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 2024.

Project expenditure	Six months ended June 31, 2024	Six months ended June 30, 2023	Increase/ (decrease)	Three months ended June 30, 2024	Three months ended June 30, 2023	Increase/ (decrease)
Exploration and evaluation costs expensed[1]	$2,277,481	$5,366,951	($3,089,470)	$1,690,447	$2,175,312	(484,865)
Development costs capitalized[2]	3,587,207	-	3,587,207	2,274,627	-	2,274,627
Total	**$5,864,688**	**$5,366,951**	**$497,737**	**$3,965,074**	**$2,175,312**	**$1,789,762**

[1]*Refer to table on page 20.*
[2]*Capitalization criteria only achieved in 3Q2023, hence no comparative spend analysis. Refer to note 2 in the Unaudited Interim Condensed Consolidated Financial Statements for the period ended June 30, 2024.*

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).

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 continues 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.

During the six months ended June 30, 2024, the Company’s overall position of cash and cash equivalents increased by $17,462,852 compared to a decrease of $13,782,265 for the period ended June 30, 2023. This movement is attributed to the following activities:

1) The Company’s net cash used in operating activities during the six months ended June 30, 2024, was $16,607,400 compared to $15,073,659 for the period ended June 30, 2023. The primary use of cash in the current six month period was for expenditure incurred in relation to the ongoing Yintai Arrangement Agreement, the settlement of the DPM termination fee, other costs related to the expansion of the Company’s exploration activities, acceleration of technical and mine studies, and general and administrative expenditure. The Company incurred specific once-off expenditure in support of specific initiatives (refer to “Professional and consulting fees” section above).

2) Cash utilized in investing activities during the six months ended June 30, 2024 amounted to $4,272,319 compared to $5,395,445 for the period ended June 30, 2023. The decrease in investing activities is due to land acquisitions and costs in the prior year which were not incurred in the current year under review. This is offset by the increase in the capitalization of development costs in terms of IAS16 and the general purchases of equipment (refer to Note 2 in the Unaudited Interim Condensed Consolidated Financial Statements for the period ended June 30, 2024).

3) Cash generated from the Company’s financing activities during the six months ended June 30, 2024, was $38,342,571 compared to cash utilized on financing activities of $6,686,839 during the period ended June 30, 2023. The primary contributor to the movement for the period relates to proceeds received from the Yintai facility (refer to Note 12 of the Unaudited Interim Condensed Consolidated Financial Statements for the period ended June 30, 2024, for additional information), proceeds from the exercise of common share purchase warrants, Nebari Tranche 1 warrants exercised, stock options exercises and the second tranche of the bridge private placement received from DPM. 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 six months ended June 30, 2024 has been positively impacted to the amount of $1,669,187 by currency fluctuations, compared to a negative impact due to currency fluctuations of $452,076 for the period ended June 30, 2023.

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 15 of Unaudited Interim Condensed Consolidated Financial Statements for the period ended June 30, 2024.

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 license 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.

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.

SHARE STRUCTURE (as of August 28, 2024)

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

	August 28, 2024
Common shares outstanding as at June 30, 2024	181,875,759
Stock options outstanding	6,755,002
Warrants outstanding	2,417,689
DSUs outstanding(1)	183,940
Issue of shares	-
RSUs outstanding	2,182,986
Issue of shares upon exercise of RSUs	-
Issue of shares upon exercise of stock options	-
Issue of shares upon exercise of warrants	-
Common shares outstanding on a fully diluted basis	**193,415,376**

(1) *Effective July 05, 2024, the Company issued DSUs to the non-executive directors of the Company under its updated Omnibus Long Term Incentive Plan.*

As at June 30, 2024, the Company had 181,875,759 common shares outstanding and, as of the date of this MD&A, there are 193,415,376 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 Unaudited Interim Condensed Consolidated Financial Statements for the period ended June 30, 2024.

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 consolidations as liquidity, capital expenditure and capital resources that would be considered material to investors.

CONTRACTUAL COMMITMENTS

Licenses

The Company is committed to meeting all of the conditions of its abovementioned licenses, including interim lease renewal or extension fees as needed. Details of the Company's commitments are set out in Note 15 of the Unaudited Interim Condensed Consolidated Financial Statements for the period ended June 30, 2024.

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. The Okawayo transaction is still subject to some deferred acquisition payments which were remeasured in 2Q2024 as per the terms of the conditional agreement (refer to Notes 10 and 15 of the Unaudited Interim Condensed Consolidated Financial Statements for the period ended June 30, 2024).

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 (Refer to note 5 of the Unaudited Interim Condensed Consolidated Financial Statements for the period ended June 30, 2024). The conditional agreement has a "longstop date" of November 15, 2024.

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 130 km 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 Unaudited Interim Condensed Consolidated Financial Statements for the period ended June 30, 2024 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 Unaudited Interim Condensed Consolidated Financial Statements for the period ended June 30, 2024 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 has commenced and was subsequently 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 8, 2022 at an exercise price of US$0.65 (equivalent to $0.87 in CAD at inception date) per share. An amount of 2,061,524 warrants were issued with an expiry date of November 8, 2024. Effective February 28, 2024, Nebari exercised 2,061,524 tranche 1 warrants for proceeds of $1,814,481. The fair value of the warrant derivative classified as a debt instrument derecognised was $1,791,590 using the Black-Scholes pricing model. The non-cash fair value of the debt instrument derecognised was included in share capital upon derecognition of the warrant derivative when the warrants were exercised.

The Company awarded Nebari warrants equal to the tranche 2 draw, which was drawn on May 9, 2023 at an exercise price of US$1.08 per share (equivalent of $1.45 in CAD at inception date) per share. A total of 1,233,737 warrants were issued with an expiry date of May 8, 2025.

The Company awarded Nebari Warrants equal to the tranche 3 draw, which was drawn on August 17, 2023 at an exercise price of US $1.13 (equivalent of $1.50 in CAD at inception date) per share. A total of 1,183,952 warrants were issued with an expiry date of August 17, 2025.

Yintai credit facility*

On February 26, 2024 the Company entered into the Yintai Arrangement Agreement, the agreement of which includes that 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 arrangement agreement and the closing of the Arrangement and to enable the continued fast-tracked development of the Twin Hills Gold Project. In addition, an amount equal to US$7,416,197 ($10,000,000 equivalent value) that equates to the termination fee paid by Osino following the termination of the DPM Arrangement Agreement was provided. The loan's total value of US$17,416,197 will be known as the “Yintai facility”. The Yintai facility bears interest at a rate of 6.8% per annum. The maturity date of the Yintai facility is the earliest of (i) December 31, 2024 or (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 Shanjin (formerly Yintai) at a 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 on 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 Company accounts for the Yintai facility as a debt instrument with an embedded option derivative accounted for in accordance with IFRS 9 guidance. The option derivative is classified as a debt instrument and valued using the Black-Scholes model (refer to note 12 of the Unaudited Interim Condensed Consolidated Financial Statements for the period ended June 30, 2024).

**Subsequent to entering into the Yintai Arrangement Agreement, Yintai Gold Co., Ltd changed its name to Shanjin International Gold Co., Ltd. The credit agreement name did not change and is still referred to as the "Yintai Credit Facility".*

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 a definitive feasibility study, but production there has not yet commenced. Accordingly, while the definitive feasibility study 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 June 30, 2024, the Company has incurred cumulative losses of $141,736,283.

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

Economic indicators

Namibia's financial system remains stable, resilient, and sound 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 Namibian banking and non-banking financial sectors, however, have remained liquid and well capitalized to absorb any potential losses.

Domestic economic activity rose during the first half of 2024 relative to the same period in 2023; however, growth is expected to moderate later in 2024. While the increase in economic activity during the first half of the year was broad-based, it primarily emanated from the mining, electricity generation, wholesale and retail trade, tourism, communication and transport sectors as well as the livestock marketing subsector. The slower growth later in 2024 is anticipated to be mainly driven by a slowdown in these primary industries, partly reflecting the prevailing drought conditions in Namibia.

In August 2024, the Monetary Policy Committee (MPC) of the Bank of Namibia held its bi-monthly meeting and decided to reduce the repo rate by 25 basis points to 7.50% to cushion against elevated domestic inflationary pressures. This policy is in line with domestic, regional and global economic developments and trends expected for the remainder of 2024. During the period under review, headline inflation remained steady, reflecting 4.7% in April 2024, 4.6% in May 2024 and 4.8% in June 2024, mainly driven by oil and food price increases caused by supply-side improvements.

The Bank of Namibia's MPC considers its interest rate setting policy 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 and are 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 Israel-Gaza conflict. The political elections in Namibia later in 2024 could also pose risks to the country's outlook. Internal risks also include climate shocks like dry spells/droughts, uncertain rainfall conditions and water supply interruptions, particularly in coastal towns. 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, 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 benefited from expanded mining and processing capacity at the Navachab mine, as well as better-than-expected grades from the underground Wolfshag operation at B2Gold's Otjikoto mine. This, together with positive medium-term prospects for improved gold output in Namibia and with Osino's THGP potentially forming part of this grouping from 2025 onwards, solidifies the positive sentiment for gold production in Namibia. Growth in metal ores is projected to continue to improve and remain strong throughout 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 due to its solid infrastructure, openness to trade and a strong legal framework. Namibia has also recently received approval for its first ever World Bank financed energy project aimed at improving the reliability of the country's transmission network and enabling increased integration of renewable energy into the country's electricity system. 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 and exploration 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, Prospect Resources Limited, a company listed on the Australian Stock Exchange with trading symbol ASX:PSC and the THGP) or life-of-mine extensions for other existing projects.

From a fiscal standpoint, the Namibian government has increased spending notably to address various challenges which include government wage bill increases and infrastructure spending. 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 is projected to moderate downwards to 3.1% in 2024, from 4.2% registered in 2023. Besides the weak demand, high base effects from the mining industry are expected to exert downward pressure on 2024 growth estimates.

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 and contribute to raising prices for affected commodities for which Namibia is a net importer, including fuel, wheat and cooking oil. Additionally, weakening economic indicators in the southern African region could result in recessionary conditions.

Energy challenges in the region and uncertainty about the effects of climate change on mining activities are also key risks.

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 is expected to increase in 2024 and 2025 from a recorded 3.3% in 2023 and is then expected to accelerate to 3.8% in 2024 and 4.1% in 2025-26 as per the World Economic Outlook (WEO) projections published in July 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 rate, weak African currencies, uncertain fiscal sustainability and divergent recoveries continue to exert downward pressure.

The Chamber of Mines has announced an agreement with the government that will require the country's mining sector participants to comply with a minimum 5% of principal voting shares or mining license holdings owned, directly or indirectly, by historically disadvantaged Namibians 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 potential 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.

Namibia has become an oil exploration hotspot after several discoveries in recent years along its coast with an estimated 11 billion barrels in oil reserves that has been found off the Namibian coast. Although large quantities of oil have been discovered there are still tests that need to be conducted to determine the commercial viability of this oil discovery.

Inflation in Namibia

The annual inflation rate in Namibia continues to remain high even with the slight decrease during the current quarter under review, coming in at 4.6% for June 2024 compared to 5.2% in 1Q2024 and 5.3% in December 2023. The forecast is for annualized inflation rates of 5.2% in 3Q2024 and 4.5% in 4Q2024. The decrease in the inflation rate is in line with global trends and expectations recently documented by both the EU and the US for 2024 and 2025.

Global investment strategy

Global growth is now projected to underperform in 2024 before improving slightly in 2025. The projections are for global growth of 3.2% in 2024 and then 3.3% in 2025. Global inflation has decreased from 6.7% in 2023 to 4.6% in July 2024. This is projected to decrease further in 2025. The gradual cooling of labor markets, together with an expected decline in energy prices, should bring headline inflation back to the target range by the end of 2025.

The US Federal Reserve has been consistent in maintaining a tight economic policy throughout 2023 and 2024 (year to date), and this is expected to continue until at least September 2024 where there may be a possible rate cut. The Fed raised interest rates in July 2023 to between 5.25% and 5.50%, the highest in two decades. The Fed has left rates unchanged as of the date of this report. The annual inflation rate in the US came in at 3.4% in December 2023 and 3.1% in June 2024. US headline inflation came in at 3.3% in June 2024, down from 3.4% in December 2023 and is expected to average 2.6% for 2024.

Gold

The gold price has increased to record levels in the year to date. This rise has partly been triggered by sustained higher borrowing costs across developed markets and limited gold mine supply, most importantly the United States, sustained higher levels of inflation and increased market uncertainty. Gold now trading at approximately US$2,508 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. In 2024, the rand appreciated by approximately 3% against the US$, from R18.28 in December 31, 2023 to R17.72 per US$ in August 2024. This is largely a result of domestic currency gains on subsiding risk aversion as well as increased investor confidence in South Africa since a pro-business political coalition government was introduced after the recent national elections. This positivity continues to be reduced by the energy crisis in the country, worsening unemployment, worsening fiscal debt statistics and almost no economic growth.

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. 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 period ended June 30, 2024 of approximately $3,773,714 (December 31, 2023: $2,131,655).

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 may issue equity and secure debt funding if the Yintai Arrangement Agreement fails to close 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 June 30, 2024, the Company's working capital deficit is $30,230,488 (December 31, 2023: $18,917,274). As at June 30, 2024, the Company has monetary long-term liabilities in the amount of $113,593 (December 31, 2023: $24,941). The continuing operations of the Company are dependent upon its ability to obtain adequate funding and commence profitable operations in the future.

Commodity price risk

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

Other price risk

Other price risk is the risk that the fair or future cash flows of a financial instrument will fluctuate because of changes in market prices, other than those arising from interest rate risk or foreign currency risk.

The Company is not exposed to any other price risk.

Classification of financial instruments

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

Financial assets recorded at fair value through profit or loss:	**Quoted prices in active markets for identical assets (Level 1)**	**Significant other observable inputs (Level 2)**	**Significant other observable inputs (Level 3)**
Bank and cash	$26,806,080	-	-
Warrant derivatives	-	($1,175,644)	-
Option derivatives		($6,578,977)	

The Company has issued warrants which contain a warrant derivative component. The Company also obtained a credit facility which contains an option derivative component. The following table is a sensitivity analysis of the impact on the Unaudited Interim Condensed 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**
	%		
Warrant: Stock price, volatility rate and discount rate	10	$401,408	($341,564)
Option: Stock price, volatility rate and discount rate	10	$3,038,615	($2,761,952)

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 ($300,280) for the acquisition of vehicles and equipment. The Company has a restricted cash collateral pledge of NAD1,380,450 ($103,630) 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 ($1,651,540) as at June 30, 2024 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 Unaudited Interim Condensed Consolidated Financial Statements for the period ended June 30, 2024. Also refer to “Nebari credit facility” and “Yintai 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 19 of Unaudited Interim Condensed Consolidated Financial Statements for the period ended June 30, 2024.

For the six month period ended June 30, 2024, total key management compensation was $1,119,220 (June 30, 2023: $934,121), which includes management fees and bonuses of $322,975 (June 30, 2023: $308,500), directors’ fees of $112,500 (June 30, 2023: $100,000) and share-based compensation of $683,745 (June 30, 2023: $525,621).

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 twelve 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 twelve months plus one day from the applicable date of grant on January 23, 2024; and
- 277,950 RSUs will vest as follows: one-third vested on May 9, 2024; one-third on May 9, 2025; and one-third on May 9, 2026.
- 1,070,030 RSUs will vest on December 20, 2024

During the period ended June 30, 2024, a total of 22,348 DSU’s were granted to officers, directors and key employees under its updated Omnibus LTIP, the DSU’s will vest on April 25, 2025.

On July 05, 2024 the Company granted a total of 22,348 DSU’s to independent directors of the Company pursuant to the Company’s Omnibus LTIP.

During the period ended June 30, 2024, a total of 2,466,132 stock options were exercised for net proceeds of $1,950,018, and a total of 2,112,683 common shares were issued. The fair values of the stock options exercised are determined using the Black-Scholes pricing model.

During the period ended June 30, 2024, a total of 1,648,662 RSUs were exercised with a fair value of $1,949,229. A total of 1,648,662 common shares were issued. The fair values of the stock options exercised are determined 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 Unaudited Interim Condensed Consolidated Financial Statements for the period ended June 30, 2024:

Measurement uncertainty

The preparation of the Unaudited Interim Condensed 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, restoration, rehabilitation and environmental obligations and estimation of borrowing costs. By their nature, these estimates and assumptions are subject to measurement uncertainty, and the impact of changes in estimates on the Unaudited Interim Condensed 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 Unaudited Interim Condensed 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.
- The determination of borrowing costs that are capitalized to property, plant and equipment as Development Costs in accordance with IAS 23.

USE OF ESTIMATES

The Company has fully disclosed its accounting policies in the notes to the Unaudited Interim Condensed Consolidated Financial Statements for the period ended June 30, 2024.

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 Unaudited Interim Condensed 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 Unaudited Interim Condensed Consolidated Financial Statements; and
ii. the Unaudited Interim Condensed 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 Unaudited Interim Condensed Consolidated Financial Statements for external purposes following the issuer's generally accepted accounting principles (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 and 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 which could impact on the Company, and 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 conclusion of the Yintai Arrangement Agreement.

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

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.