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**OSISKO MINING INC.**  
*(formerly Oban Mining Corporation)*

**MANAGEMENT'S DISCUSSION AND ANALYSIS**

**FOR THE THREE AND SIX-MONTH PERIODS ENDED JUNE 30, 2016 and 2015**

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(formerly Oban Mining Corporation)

The following discussion and analysis is management's assessment of the results and financial condition of Osisko Mining Inc., formerly Oban Mining Corporation ("Osisko" or the "Corporation") and it should be read in conjunction with the Corporation's unaudited condensed interim financial statements for the three and six-month periods ended June 30, 2016 and 2015 and the notes thereto. The financial statements have been prepared in accordance with International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board, applicable to the preparation of interim financial statements in accordance with IAS 34, Interim Financial Reporting. This MD&A and the related financial statements are available under the Corporation's issuer profile on SEDAR at [www.sedar.com](http://www.sedar.com) and on the Corporation's website at [www.osiskomining.com](http://www.osiskomining.com) and should be read in conjunction with the audited consolidated financial statements for the years ended December 31, 2015 and 2014.

Management is responsible for the preparation of the financial statements and MD&A. The financial statements have been prepared in accordance with IFRS as issued by the International Accounting Standards Board. All dollar figures in this MD&A are expressed in Canadian dollars, unless stated otherwise.

Information relating to Windfall Lake Project is supported by the Windfall Lake preliminary economic assessment ("Windfall Lake PEA") titled "Preliminary Economic Assessment of the Windfall Lake Gold Property, Québec, Canada", with an effective date of April 28, 2015, prepared by: for Tetra Tech Inc.'s Canadian Mining Division ("TetraTech"), Mike McLaughlin, P.Eng (mining); for Golder, Rodrigue Ouellet, Eng (Environment); for WSP Canada Inc. ("WSP"), Marie-Claude Dion, Eng (tailings and water storage facility); for Soutex Inc. ("Soutex"), Pierre Roy, Eng (metallurgy and processing). The Windfall Lake PEA is subject to certain assumptions, qualifications and procedures described therein. Reference should be made to the full text of the Windfall Lake PEA, which has been filed with Canadian securities regulatory authorities pursuant to National Instrument 43-101 ("NI 43-101") and is available for review under Eagle Hill Exploration Corporation's issuer profile on SEDAR at [www.sedar.com](http://www.sedar.com).

Information relating to Marban Block Project is supported by the technical report titled "Updated Mineral Resource Technical Report, Marban Block Project, Québec, Canada" dated August 15, 2013 with an effective date of June 1, 2013 prepared by or under the supervision of Michael M. Gustin, Ph.D., CPG, of Mine Development Associates and Peter Ronning, P.Eng, of New Caledonian Geological Consulting (the "Marban Block Technical Report"). Reference should be made to the full text of the Marban Block Technical Report, which has been filed with Canadian securities regulatory authorities pursuant to NI 43-101 and is available for review under NioGold Mining Corp.'s issuer profile on SEDAR at [www.sedar.com](http://www.sedar.com).

Mr. Elzéar Belzile, Eng. of Belzile Solutions Inc. (global resource estimate) and is independent "Qualified Person", as defined by National Instrument 43-101 – Standards of Disclosure for Mineral Projects ("NI 43-101"), responsible for the technical information reported herein, including verification of the data disclosed. Mr. Thomas L. Dyer, P.E. of Mine Development Associates is also independent "Qualified Person" and is responsible for Whittle pit optimizations for the Marban Block Project.

Mr. Gernot Wober, B.Sc., P.Geol. Vice President, Exploration of the Corporation., a "qualified person" within the meaning of NI 43-101, has reviewed and approved the technical information in this MD&A with respect to all the Corporation's properties including the Windfall Lake Property and the Marban Block Project.

This MD&A contains forward-looking statements and should be read in conjunction with the risk factors described in the "Risks and uncertainties" and "Cautionary statement on forward-looking information" sections at the end of this MD&A.

This MD&A has been prepared as of August 10<sup>th</sup>, 2016.

## **UPDATES DURING THE QUARTER**

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### ***Corporate Development and Acquisitions:***

- On August 9, 2016, Osisko announced its acquisition of 50,000,000 shares in Barkerville Gold Mines Ltd. ("Barkerville"), or a 17% stake, from 2176423 Ontario Ltd. for \$20,000,000 cash and 8,097,166 Common Shares at



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\$2.47 per Common Share. The common shares in the capital of Barkerville (the "Barkerville Shares") were acquired at \$0.80 per Barkerville Share.

- On June 22, 2016, Osisko announced the addition to its senior management team of Mr. John Hayes, who was appointed Senior Vice President, Corporate Development.
- On June 14, 2016, Osisko changed its name from "Oban Mining Corporation" to "Osisko Mining Inc." (the "Name Change") and, on June 22, 2016, the common shares and warrants that previously traded on the Toronto Stock Exchange ("TSX") under the symbols "OBM" and "OBM.WT" commenced trading under the symbols "OSK" and "OSK.WT".

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### *Financings:*

- On June 27, 2016, Osisko announced that it has entered into an agreement with a syndicate of underwriters led, by Canaccord Genuity Corp. (collectively the "Underwriters"), whereby the Underwriters have agreed to purchase, on a "bought deal" basis, 7,570,000 flow-through common shares of the Corporation (the "Flow-Through Shares") at an average price of \$3.33 per Flow-Through Share (representing a 45% premium to the closing price of common shares of the Corporation on the TSX on June 24, 2016), for gross proceeds of \$25,010,800 (the "Offering").
- On July 27, 2016, Osisko completed the Offering.

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### *Exploration Highlights:*

- On August 2, 2016, Osisko completed the acquisition of the mining claims comprising of the Swayze Property in the Swayze Greenstone Belt area in Ontario. The mining claims were purchased for \$250,000 from an arm's length party.
- On July 26, 2016, Osisko announced new results from the ongoing drill program at its 100% owned Windfall Lake gold project located in the Urban Township, Québec. Highlights from 27 new drill holes include: 16.6 g/t Au over 6.7 metres in DDH OBM-16-674; 5.40 g/t Au over 11.7 metres in DDH OBM-16-685; 13.2 g/t Au over 4.4 metres in DDH OBM 16-692; and 15.9 g/t Au over 2.6 metres in DDH OBM-16-671. The new results continue to demonstrate lateral and vertical continuity of high grade gold mineralization in Zone 27 and the Caribou Zone, and also highlight new zones identified between those two major mineralized corridors.
- On July 13, 2016, Osisko announced that it has commenced a 20,000 metre drill program on its 100% owned Garrison property situated 100 kilometres east of Timmins, Ontario. The current work program will focus on the Garrcon and Jonpol deposits defined by previous operators on the property. The new drilling is designed to confirm the previous work and follow-up on potential higher grade underground zones at the bulk tonnage Garrcon deposit. Drilling will also be directed to further exploring the underground resource potential which remains open at depth on the Jonpol deposit.
- On July 11, 2016, Osisko announced drilling results from the ongoing drill program at its 100% owned Windfall Lake gold project located in the Urban Township, Québec. Highlights from 7 new drill holes include: 45.8 g/t Au over 2.0 metres and 8.90 g/t Au over 8.0 metres in DDH OBM-16-658, 30.2 g/t Au over 2.4 metres in DDH OBM-16-663; 29.3 g/t Au over 2.5 metres in DDH OBM-16-668 and 10.9 g/t Au over 4.2 metres in DDH OBM-16-663.
- On July 6, 2016 Osisko announced that it has commenced exploration on its 100% owned Souart property situated 15 kilometres to the SW of the Windfall Project. The program will be carried out in parallel to ongoing work at the Windfall Project and will include trenching and drilling designed to confirm and expand upon historic work on Souart.
- On June 16, 2016 Osisko announced drilling results from the ongoing drill program at its 100% owned Windfall Lake gold project located in Urban Township, Québec. Highlights from three new drill holes above Red Dog include:



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30.6 g/t Au over 3.1 metres; 9.04 g/t Au over 5.8 metres; and 8.30 g/t Au over 3.0 metres in DDH OBM-16-656; and 178 g/t Au over 0.3 metres, 4.64 g/t Au over 10.2 metres and 7.34 g/t Au over 3.0 metres in DDH OBM-16-664.

- On June 13, 2016, Osisko provided an updated mineral resource estimate for its 100%-owned Marban gold project, located near the town of Malartic, Québec. This update is the result of 92,900 metres of infill drilling and historical core re-sampling executed since the last published mineral resource estimates on the Marban and Norlartic deposits. The new estimate has produced an increase in the overall gold resource and an upgrading of the bulk of the mineral resources to the Measured and Indicated (M&I), categories. This updated estimate was prepared by Belzile Solutions Inc. based in Rouyn-Noranda, Québec. Mine Development Associates based in Reno, Nevada previously estimated the Marban project resources in 2007, 2010 and 2013.
- On June 3, 2016, Osisko announced the discovery of new gold mineralization as part of the Company's 2016 regional exploration drill program, on its 100% owned Windfall Project located in the Urban Township, Québec. The regional exploration drilling is focusing on testing an inventory of gold-in-till anomalies with coincident geophysical (Induced Polarization) signatures defined during the fall 2015 till and winter 2016 geophysics programs. The new mineralization is located approximately three kilometres west - southwest of the main Windfall deposit and is currently defined by two drill holes spaced approximately 700 metres apart. DDH OBX-16-666 intersected 183.5 g/t Au over 0.3 metres and DDH OBX-16-652 intersected 12.7 g/t Au over 1.5 metres. DDH OBX-16-652 was collared 200 metres SE of an historical hole (1987) that returned 41.4 g/t Au over 0.7 metres. The new holes underscore the strong potential for new gold mineralization on the Windfall Lake property, which has historically seen sparse detailed exploration.
- On May 12, 2016, Osisko announced drilling results from the ongoing drill program at its 100% owned Windfall Lake gold project located in Urban - Barry Township, Québec. Highlights from 16 new drill holes include: 17.22 g/t Au over 3.9 metres in DDH OBM-16-642; 25.2 g/t Au over 2.3 metres in DDH OBM-16-643; 9.94 g/t Au over 5.3 metres in DDH OBM-16-651; and 9.55 g/t Au over 2.4 metres in DDH OBM-16-649.

The full set of drill results are available under the Corporation's issuer profile on SEDAR at [www.sedar.com](http://www.sedar.com) and on the Corporation's website at [www.osiskomining.com](http://www.osiskomining.com)

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### **Overall Performance:**

The Corporation completed seventeen transactions in the last twelve months since reorganizing in August 2015. These included the acquisition of five exploration/development companies, the acquisition of two 100% owned mining properties, six investments resulting in substantial ownership in four exploration/development companies, and four financings. These transactions have resulted in a strong shareholder base, with over 33% of Common Shares held by four funds and one corporation (Osisko Gold Royalties Ltd).

The Corporation has grown at a rapid rate from June 2015 when Osisko had no defined mineral resources, \$10 million in cash and a market capitalization of less than \$10 million. Following the completion of the latest financing in July 2016, the Corporation has approximately \$92 million in cash, cash equivalents and marketable securities.

The Corporation has four main deposits that contain 3.49 million ounces of global resources in Measured and Indicated categories (see table below) and 2.27 million ounces of global resources in Inferred category (see table below) currently with active ongoing drill programs scheduled for 2016/2017 of approximately 100,000 m. Management believes these fundamental elements provide the solid base necessary to build a mining company that will provide growing value to its shareholders over time.

### **DESCRIPTION OF BUSINESS**

The Corporation was incorporated on February 26, 2010, under the Business Corporations Act (Ontario) (the "OBCA"). The Corporation's focus is the exploration and development of precious metals resource properties in Canada. Currently, the Corporation is exploring in Ontario and Quebec, and looking for new opportunities.



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### **Acquisition of Niogold Mining Corp.**

On March 11, 2016 the Corporation completed the acquisition of Niogold Mining Corp. (“Niogold”) by way of a court approved plan of arrangement.

Under the terms of the Arrangement Agreement, Osisko acquired all common shares of Niogold (“Niogold Shares”) under a plan of arrangement under Division 5 of Part 9 of the Business Corporations Act (British Columbia) (the “Niogold Arrangement”). Under the Niogold Arrangement, each holder of Niogold Shares received 0.4167 Common Shares in exchange for each Niogold Share held.

This Arrangement Agreement has been accounted for as an acquisition of assets and liabilities as Niogold does not meet the definition of a business under IFRS 3. The acquisition of the assets of Niogold were recorded at the fair value of the consideration paid of \$62,040,853.

<b>Consideration Paid</b>	
Share consideration	\$ 58,907,787
Transaction costs	1,644,528
Stock options	1,014,581
Warrants	473,957
	<b>\$ 62,040,853</b>

<b>Net assets acquired</b>	
Cash	\$ 1,083,694
Current assets	449,710
Plant and equipment	47,274
Exploration and evaluation assets	61,629,374
Current liabilities	(1,169,199)
<b>Total net assets acquired</b>	<b>\$ 62,040,853</b>

### **Exploration Strategy**

Osisko is a mineral exploration company focused on the acquisition, exploration, and development of precious metal resource properties in Canada. Osisko 's flagship project is the high-grade Windfall Lake gold deposit located between Val-d'Or and Chibougamau in Québec, Canada. Osisko also holds a 100% undivided interest in a large area of claims in the Urban Barry area (70,000ha) of Québec, 100% interest in the Garrison project east of Matheson, Ontario, as well as additional projects in the Timmins area of Ontario and the recently acquired the Marban block properties from the Niogold acquisition which is located 15 kilometres west of the town of Val-d Or in the Abitibi region of Quebec, Canada.

## **1. SUMMARY OF MINERAL PROPERTIES**

The Corporation's various mineral properties are summarized below:

<b>Continuing Exploration Properties</b>	<b>Mineral Resource</b>	<b>Location</b>	<b>Status</b>
Windfall Lake Project	Gold	Quebec – Canada	Owned 100%
Urban Barry Project	Gold	Quebec – Canada	Owned 100%
Souart Project	Gold	Quebec – Canada	Owned 100%
Catherine Fault – Ogima Project	Gold	Ontario – Canada	Claims under option



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Garrison – Garrcon Project	Gold	Ontario – Canada	Owned 100%
Garrison – Buffonta Project	Gold	Ontario – Canada	Owned 100%
Garrison – Jonpol Project	Gold	Ontario – Canada	Owned 100%
Garrison – Gold Pike Project	Gold	Ontario – Canada	Owned 100%
Marban Block Project	Gold	Quebec – Canada	Owned 100%
Malartic Block Project	Gold	Quebec – Canada	Owned 100%
Siscoe East Project	Gold	Quebec - Canada	Owned 50%
Heva Project	Gold	Quebec - Canada	Owned 100%
DeSantis Project	Gold	Ontario - Canada	Owned 100%

## 2. MINERAL PROPERTY RESOURCES

The Corporation's global resources are summarized below:

<b>Garrison:</b>	(Garrcon & Jonpol)	<b>Cut-Off</b>	<b>tonnes</b>	<b>Au Grade g/t</b>	<b>Au (troy oz)</b>	
	Garrcon	<b>Measured</b>	0.4	15,100,000	1.07	521,000
	<b>Total Indicated</b>		0.4/3.0	14,972,000	1.40	676,000
	<b>Total Inferred</b>		0.4/1.5/3.0	7,873,000	3.18	808,000
<b>Windfall Lake:</b>		<b>Cut-Off</b>	<b>tonnes</b>	<b>Au Grade g/t</b>	<b>Au (troy oz)</b>	
	<b>Total Indicated</b>	3.0	2,762,000	8.42	748,000	
	<b>Total Inferred</b>	3.0	3,512,000	7.62	860,000	
<b>Marban:</b>						
	<b>Total Measured</b>		7,700,000	1.47	363,000	
	<b>Total Indicated</b>		29,400,000	1.18	1,116,000	
	<b>Total Inferred</b>		3,600,000	1.15	134,000	
<b>Grand Total:</b>			<b>tonnes</b>	<b>weighted Avg Grade</b>	<b>Au ozs</b>	
		<b>Measured</b>	22,800,000	1.17	884,000	
		<b>Indicated</b>	47,134,000	1.91	2,540,000	
		<b>Inferred</b>	14,985,000	2.53	<b>1,802,000</b>	

## 3. MINERAL PROPERTY ACTIVITIES

### a) Canadian properties

#### 3.1 Urban Barry

As of June, 2016, the Corporation had staked claims in the Urban Barry area of Quebec. The exploration expenditures on the property were for the cost of staking the land and data compilation. In order to maintain the claims, the Corporation was required to spend \$1,504,800 within two years from the date of staking of which has been spent as of June 30, 2016. During the period, Osisko completed two airborne surveys covering the entire property. The magnetic survey was completed in March 2016 and the electromagnetic survey was completed in April 2016. Drilling has commenced on this area which highlighted the following results:

DDH OBX-16-666 intersected 183.5 g/t Au over 0.3 metres and DDH OBX-16-652 intersected 12.7 g/t Au over 1.5 metres. DDH OBX-16-652 was collared 200 metres SE of an historical hole (1987) that returned 41.4 g/t Au over 0.7 metres.



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**i) Windfall Lake Property**

The Corporation acquired the Windfall Lake Property through the Corporation’s acquisition of Eagle Hill Exploration Corporation (“Eagle Hill”) which was completed on August 25, 2015. The Windfall Lake Property is 100% owned by the Corporation and covers approximately 12,400 ha in the prolific Abitibi Greenstone Belt in Quebec, Canada. The property consists of 285 contiguous mining claims.

The majority of the property is subject to the following residual NSRs.

Location	Approximate Area	NSR	Buyback option
Centre of property, hosting the majority of the mineral resource	3,151 acres (1,275 ha)	1.5%	Buyback 1% NSR for \$1 million
North of the majority of the mineral resource, hosting small portion of the mineral resource	2,342 acres (948 ha)	1%	Buyback 1% NSR for \$1 million (\$500,000 for each 0.5% NSR)
Northern part of property	19,531 acres (7,904 ha)	2%	Buyback 2% NSR for \$1 million (\$500,000 for each 1% NSR)
Southeast of the mineral resource	706 acres (286 ha)	2%	Buyback 1% NSR for \$500,000
Eastern edge of property	2,507 acres (1,015 ha)	2%	Buyback 1% NSR for \$1 million, right of first refusal for remaining 1% NSR

**Preliminary Economic Assessment**

On April 28, 2015, Eagle Hill announced the results of the Windfall Preliminary Economic Assessment (“PEA”). The Windfall PEA outlines the design of a 1,200 tonne per day (“tpd”) underground mine producing 106,200 ounces of payable gold annually for 7.8 years at an average total cash cost of \$558/ounce of gold (US\$480/oz). At the base case gold price of US\$1,200/ounce the project has a pre-tax internal rate of return (“IRR”) of 23.6% and a pre-tax net present value discounted at 5% (“NPV5”) of \$241.4 million (post-tax 17.2% and \$135.2 million). At a gold price of US\$1,320/ounce the pre-tax IRR and NPV5 increase to 29.1% and \$325.9 million, respectively (post-tax 21.1% and \$183.5 million) and at a gold price of US\$1,440/ounce the pre-tax IRR and NPV5 increase to 34.4% and \$410.5 million, respectively (post-tax 24.8% and \$230.1 million). Initial project capital costs are estimated at \$240.6 million. Project economics are most sensitive to the exchange rate and gold price and least sensitive to operating costs.

**Windfall PEA Highlights<sup>1</sup>**

Total life of mine (“LOM”) production	828,000 ounces of payable gold
Average LOM annual production	106,200 ounces of payable gold
Average LOM operating cash cost	C\$547 per ounce (US\$471)
LOM total cash cost	C\$558 per ounce (US\$480)
LOM total cash cost plus sustaining capital	C\$623 per ounce (US\$536)
Mine life	7.8 years
Throughput	1,200 tpd
Average mined grade	8.26 g/t gold
Gold recovery	95.7%
Pre-production capex	C\$240.6 million (US\$206.9 million)
Sustaining capex	C\$53.5 million (US\$46.0 million)



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Pre-tax NPV5	C\$241.4 million (US\$207.6 million)
Pre-tax IRR and payback	23.6%, payback in 3.4 years
Post-tax NPV5	C\$135.2 million (US\$116.3 million)
Post-tax IRR and payback	17.2%, payback in 3.9 years
Base case gold price	US\$1,200 per ounce
Base case exchange rate	US\$0.86:C\$1

<sup>1</sup> Operating cash cost = all on site operating costs. Total cash cost = operating cash cost plus royalties plus refining plus transport. Total cash cost plus sustaining = total cash cost plus sustaining capital costs (excludes initial capex).

The Windfall PEA is preliminary in nature and includes inferred mineral resources that are considered too speculative geologically to have the economic considerations applied to them that would enable them to be categorized as mineral reserves. Mineral resources that are not mineral reserves do not have demonstrated economic viability. There is no certainty the results of the PEA will be realized.

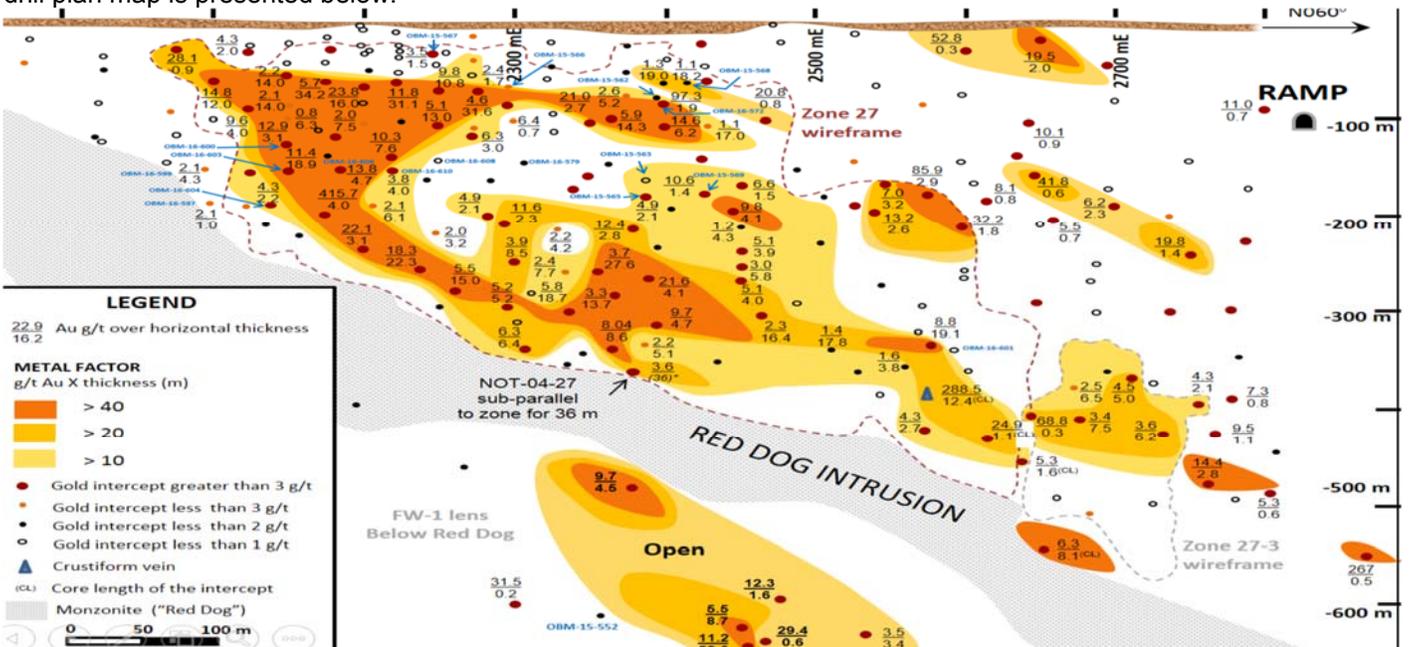
The Windfall PEA was led by TetraTech Inc.'s Canadian Mining Division (mine design, infrastructure and financial analysis), with contributions from Soutex Inc. (metallurgy and mill trade-off study), Golder & Associates Ltd. (environmental), WSP Global Inc. (tailings evaluation) and SRK Consulting (Canada), Inc. (mineral resource estimate).

### Exploration Activities

During the period ended June 30, 2016, the 55,000 metre drill program that commenced in October 2015 continues with four drill rigs, with approximately 58,074 metres remaining to complete in the current program. Results to date have been very encouraging, providing verification and good correlation with historic drilling performed by previous operators on the property. The deposit remains open at depth below the Red Dog intrusion, and is open at both the eastern and western ends. The results of the current program will be modeled along with historic drilling in the second half of 2016, and a resource update is anticipated in Q4 2016. The Corporation completed a \$25 million financing in July, of which approximately \$14 million is expected to be spent in 2016/2017 on drilling to expand the current resource at both the Windfall Lake Project and the surrounding Urban Barry region with an additional 50,000 metres.

### Drilling

The Corporation continues to obtain positive drill results from its 55,000 m drill program at Windfall Lake. The Corporation's drill plan map is presented below:





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### **Quality Control**

True widths are estimated at 65-80% of the reported core length intervals. Assays are uncut except where indicated. Intercepts occur within geological confines of major zones but have not been correlated to individual vein domains at this time. Reported intervals include minimum individual assays of 3.0 g/t Au and minimum weighted averages of 3.0 g/t Au diluted over core lengths of at least 2.0 metres. All NQ core assays reported were obtained by either 1 kilogram screen fire assay or standard 50 gram fire-assaying-AA finish or gravimetric finish at ALS Laboratories in Val d'Or, Québec or Sudbury, Ontario. The 1 kilogram screen assay method is selected by the geologist when samples contain coarse gold or present a higher percentage of pyrite than surrounding intervals. All samples are also analyzed for multi-elements, including silver, using an Aqua Regia-ICP-AES method at ALS Laboratories. Drill program design, Quality Assurance/Quality Control and interpretation of results is performed by qualified persons employing a QA/QC program consistent with NI 43-101 and industry best practices. Standards and blanks are included with every 20 samples for QA/QC purposes by the Corporation as well as the lab. Approximately 5% of sample pulps are sent to secondary laboratories for check assay.

#### **ii) Souart Property**

The Corporation acquired 100% of the Souart Property on February 3, 2016, located in the Urban Barry greenstone belt, in Souart and Barry Townships, Québec. The Corporation issued 500,000 Common Shares and a cash payment of \$200,000 for 100% of the property. The property consists of 33 claims comprising of 1,286 hectares. The Souart Property is subject to a 2% NSR which can be purchased at any time for \$2,000,000.

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### **3.2 Catherine Fault**

#### **i) Ogima Project**

On November 28, 2014 the Corporation signed a letter of agreement with a non-related titleholder to acquire the undivided 100% interest of the Cote property, located in northern Ontario. The definitive option agreement was executed on December 23, 2014, with an option payment of \$60,000 paid on signing and \$75,000 was paid on December 23, 2015. Additional option payments of \$85,000, \$100,000 and \$140,000 are due upon the second, third and fourth anniversary date after signing. The agreement is also subject to a 2% NSR, which can be purchased for \$1,000,000 per 1% NSR.

On February 23, 2015, the Corporation signed an agreement with a non-related corporation to acquire the undivided 100% interest of the Olsen Property, located in northern Ontario, for an aggregate payment of \$50,000, which was completed upon signing. The agreement is also subject to a 1% NSR, which can be purchased for \$500,000 for each of the patented land that conforms the property. Given the geographical location of this project, the property has included it within the Ogima project.

On March 10, 2015, the Corporation signed a purchase agreement with a non-related private individual for 100% of a 64 hectare patent lot referred to as the Roach Property, for a single payment of \$45,000. The patent lot is on the Catharine Township, south of Kirkland Lake with a legal description of PIN 61250-0087, Parcel 3653 SEC NND, N ½ Lot 12 Con 4, Township of Catharine, District of Timiskaming.

#### **Exploration Activity**

During the six months ended June 30, 2016, the Corporation completed a 2,000 metre drill campaign to follow up the drill targets that were identified from the magnetic geophysical survey that was completed in the previous year. Drilling results from the program were immaterial to follow-up and the Corporation is currently in the process of looking at other alternatives for the Property.



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### **3.3 Garrison Properties**

#### **i) Garrcon Project**

The Corporation acquired the Garrcon Project through its acquisition of Northern Gold Mining Inc. (“Northern Gold”) which was completed on December 22, 2015. The Garrcon Project is 100% owned by the Corporation and covers approximately 788 ha in the prolific Abitibi Greenstone Belt in Ontario, Canada. The property consists of 66 contiguous mining claims. Of the 66 claims, 35 patented mining claims are subject to a 2% NSR. The Corporation can purchase a 50% reduction in the NSR for a payment of \$10,000,000 at any time upon the earlier of May 13, 2017 and the commencement of commercial production. In addition, 12 of the 35 patented claims acquired, are subject to a prior NSR of 1.5% from mineralized material mined above 400 feet vertically, and a 2% NSR from mineralized material mined below that elevation. Additionally, two of the unpatented mining claims are subject to a 1% NSR, of which the Corporation shall have the right to purchase 1.0% for \$250,000. A further single unpatented mining claim is subject to a 1% NSR, of which the Corporation shall have the right to purchase 0.5% for \$250,000. An additional 20 patented claims are subject to a 2% NSR, of which the Corporation has the right and option to purchase 0.5% for \$1,000,000. The vendor retains a back-in right for up to 51% interest in the claims should a resource totaling 4 million ounces be identified on the claims. Such back-in right would trigger a cash reimbursement to the Corporation equal to double the exploration costs incurred since the date of the arrangement. Some of the claims are subject to an additional 1.5% NSR under previous option agreements entered into by the vendor. The remaining eight patented claims are subject to a 1% NSR.

#### **ii) Jonpol Project**

The Corporation acquired the Jonpol Project through its acquisition of Northern Gold which was completed on December 22, 2015. The Jonpol Project is 100% owned and is located on the same property as the Garrcon Project in the prolific Abitibi Greenstone Belt in Ontario, Canada.

#### **iii) Buffonta Project**

The Corporation acquired the Buffonta Project through its acquisition of Northern Gold which was completed on December 22, 2015. The Buffonta Project is 87.5-100% owned and covers approximately 2359 ha in the prolific Abitibi Greenstone Belt in Ontario, Canada. The property consists of 120 contiguous mining claims. The Buffonta Project is subject to a 3% NSR of which 0.5% can be purchased for \$1,000,000.

#### **iv) Gold Pike Project**

The Corporation acquired the Gold Pike Project through its acquisition of Northern Gold which was completed on December 22, 2015. The Gold Pike Project is 40-60% owned and covers approximately 468 ha in the prolific Abitibi Greenstone Belt in Ontario, Canada. The property consists of 26 contiguous mining claims. The Gold Pike Project has 10 claims under two separate agreements in which each are subject to a 2% NSR of which 1% can be purchased for \$1,000,000. The property has an annual \$25,000 advance royalty payment.

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### **3.4 Marban Block Properties**

#### **i) Marban Project**

The Corporation acquired the Marban property through the acquisition of Niogold. The Marban project is 100% owned and is the result of an amalgamation of the former Marban, First Canadian, Norlartic and Gold Hawk claims. The Marban Block property is located about 15 kilometers west of the town of Val-d’Or in the Abitibi region of Québec, Canada and consists of 30 mining claims and 3 mining concessions covering 1,023 hectares.



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The Marban claims are subject to a NSR of 1% to 1.5%. The First Canadian claims are subject to a 10% net profits interest. The vendor retained a 0.5% NSR on the Marban claims, a 1% NSR on the First Canadian claims and a 2% NSR on the Norlartic claims. The property also has two mining claims known as the Gold Hawk claims which are subject to a 2% NSR.

### Exploration Activity

The Corporation completed an updated mineral resource estimate during the period ended June 30, 2016. This update includes 92,900 metres of infill drilling and historical core re-sampling executed since the last published resource estimates on the Marban and Norlartic deposits. The new estimate has produced an increase in the overall gold resource and an upgrading of the bulk of the resources to robust measured and indicated (M&I), pit-constrained categories. This updated estimate was prepared by Belzile Solutions Inc. based in Rouyn-Noranda, Québec. Mine Development Associates based in Reno, Nevada previously estimated the Marban project resources in 2007, 2010 and 2013.

### Highlights:

- The in-pit M&I resource estimate (total of both Marban and Norlartic) now stands at 1.48 million ounces gold in 37.0 M tonnes at an undiluted grade of 1.24 g/t Au, with in-pit inferred resource adding 0.13 million ounces gold in 3.6 M tonnes at an undiluted grade of 1.15 g/t Au. Pit-constrained resources are based on a Whittle-optimized pit shell using a gold price of US\$1,250 per ounce and an external lower cut-off of 0.4 g/t Au (see table below).
- At a higher cut-off grade of 1.0 g/t Au, the in-pit M&I resources stand at 1.04 million ounces gold in 16.5 M tonnes at an undiluted grade of 1.97 g/t Au, representing 70% of the overall pit-constrained M&I ounces.
- The new global M&I mineral resource estimate currently stands at 1.83 million ounces gold in 47.6 M tonnes with an average grade of 1.20 g/t Au and the global inferred mineral resource estimate stands at 0.41 million ounces gold in 12.2 M tonnes at an average grade of 1.03 g/t Au (based on 0.40 g/t Au lower cut-off; see table below).
- Both Marban and Norlartic are open at depth and further drilling is planned to establish the potential for additional resources that may be mined by underground methods.

### Undiluted resource estimates within US\$1,250 Whittle pit shell

Deposit	Category	Grade (g/t)	Tonnes (M) <sup>2</sup>	Oz Au <sup>3</sup>
Norlartic	Measured	-	-	-
Norlartic	Indicated	1.30	8.6	358,000
Norlartic	M+I	1.30	8.6	358,000
Norlartic	Inferred	-	-	-
Marban	Measured	1.47	7.7	363,000
Marban	Indicated	1.13	20.8	758,000
Marban	M+I	1.23	28.4	1,121,000
Marban	Inferred	1.15	3.6	134,000
All	Measured	1.47	7.7	363,000
All	Indicated	1.18	29.4	1,117,000
All	M+I	1.24	37.0	1,479,000
All	Inferred	1.15	3.6	134,000

Cut-off grade of 0.40 g/t Au and average strip ratio of 6.29 (excluding overburden).

Rounded to nearest 1 million, which may cause apparent discrepancies.

Rounded to nearest 1 thousand, which may cause apparent discrepancies.



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**Details on the parameters of the resource estimates are as follows:**

- The database comprised a total of 723 holes for 221,200 metres of drilling completed and assayed by Osisko (Niogold) as of the end of November 2015 on a 25 metre x 25 metre grid to 25 metre x 50 metre grid. Another 379,440 metres of the database were from 3,855 historical holes and 9,183 metres from 1,356 channels from the Marban mine compiled from previous operators.
- The present estimates were done using Inverse Distance Cubed (ID3) interpolation as the geostatistical method based on 2.0 metre analytical composites. ID2 and Ordinary kriging interpolation have also been used for comparison with no significant variations in results.
- All estimates are based on a block dimension of 10 metres E, 5 metres N and 5 metres height with estimation parameters determined by variography.
- Geological interpretation based on lithologies, folds and mineralized shears, made from cross-sections at 6 to 12.5-metre intervals, identified, for the Marban deposit, a total of 94 mineralized low domains, of which 40 include higher-grade sub-domains, for a total of 134 distinct domains. The domains comprise stacked mineralized shears that strike east-west and dip 45 to 50 degrees north. Minimum width was set to three metres.
- Calculations are based on original samples within mineralized domains capped to a maximum of 30 g/t Au for all low-grade domains and to a maximum of 45 to 80 g/t Au for the high-grade domains. Globally, about 0.25% of the population has been capped representing an apparent gold loss varying between 5 and 15% depending of the domains. All 2-metres composites are calculated based on cut original data. In addition to the assay capping, restrictions were placed during grade interpolation on the influence of high-grade composites in low grade mineral domains.
- Tonnage estimates are based on average densities ranging from 2.70 to 2.86 t/m<sup>3</sup> with a 2.80 t/m<sup>3</sup> density for the basalt (the principal ore host), based on a total of 902 specific gravity measurements (624 for Marban and 278 for Kierens-Norlartic).
- The ounces estimated into the modeled workings of the past-producing Marban and Norlartic mines were removed from the mineral resources;
- The Norlartic potential pit has the Keriens Creek flowing over a portion of it. Current baseline environmental studies will assess the possibility of deviating it.
- Pit optimization parameters are summarized in the table below:

Parameter	Unit	Value
Gold price	US\$/oz	1250
Royalties	%	3.0%
Refining cost	US\$/oz	3.75
Milling Rate	Tpd	10,000
Processing cost	US\$/t milled	10.60
Administration	US\$/t milled	0.75
Sustaining capital	US\$/t milled	0.94
Total ore cost	US\$/t milled	12.29
Recovery	%	89.0%
Cut-off grade	g/t Au	0.40



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Base mining cost rock	US\$/t mined	1.88
Incr. bench cost	US\$/bench	0.02
Mining cost overburden	US\$/t mined	1.50
Density overburden	t/m3	2.0
Pit slopes N-E-W walls	degrees	50
Pit slopes south walls	degrees	45

**ii) Malartic Project**

The Corporation acquired the Malartic property through the acquisition of Niogold. The Malartic Block property includes the Camflo West, the Malartic Hygrade, the Malartic Hygrade-NSM and the Malartic H properties. The properties are located to the northeast of the town of Malartic, in the Abitibi region of Québec, Canada. The Malartic Block property consists of 139 mining claims and 1 mining concession covering 6,263 hectares. The Camflo West claims are subject to various NSR's ranging from 1.5% to 3.0%, certain of which, or portions thereof, can be repurchased for payments ranging from \$200,000 to \$1,500,000. The Malartic H claims are 85% owned by the Corporation and the remaining 15% can be purchased by paying \$25,000.

**Exploration Activity**

During the period Osisko commenced exploration drilling on the Property. The drill program is designed to test new targets outside of the existing Marban, Kierens and Norlartic deposit resource areas.

The initial program will consist of over 5,000 metres and includes 7 holes on the Heva property along the Norbenite shear zone, and 15 holes on the Malartic property to investigate a regional fold hinge. Drilling will also be conducted between the Marban and Norlartic deposits to verify the continuity of the "Stellar Zone" (19.21 g/t Au over 5.6 metres, NioGold press release dated August 15, 2012).

**iii) Siscoe East Project**

The Corporation acquired the Siscoe East property through the acquisition of Niogold. The Siscoe East property is located in the Vassan Township in the Abitibi region of Québec, Canada. NioGold owns a 50% interest in the claims covering the Siscoe East property, the remaining 50% interest being held by another company. Some claims are subject to NSR's of 2.0%. Half of the NSR's may be repurchased for a total of \$2,750,000.

**Exploration Activity**

No exploration activity has occurred on the project since its acquisition took place on March 11, 2016.

**iv) Hêva Project**

The Corporation acquired the Hêva property through the acquisition of Niogold. The Hêva property, located 42 kilometers northwest of the city of Val-d'Or, and the Val-d'Or property, located south of the limit of the town of Val-d'Or, in the Abitibi region of Québec, Canada. Some of the claims of the Hêva property are subject to a 1.5% NSR of which half may be repurchased for \$200,000.

**Exploration Activity**

No exploration activity has occurred on the project since its acquisition took place on March 11, 2016.



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### 3.5 DeSantis Property

The Corporation acquired the DeSantis Property in the Porcupine Mining Division in Ogden Township, Ontario, from Excellon Resources Inc. (“Excellon”) in exchange for Common Shares. The transfer of the mining leases comprising the remainder of the DeSantis Property will be completed upon receipt of the ordinary course consent of the Ministry of Northern Development and Mines.

#### Exploration Activity

No exploration activity has occurred on the project since its acquisition on April 8, 2016.

## 4. EXPLORATION AND EVALUATION ASSETS EXPENDITURES AND COMMITMENTS

### 4.1 Exploration and Evaluation Assets Expenditures

The Corporation’s expenditures on exploration and evaluation assets for the six months ended June 30, 2016, were as follows (in Canadian dollars):

	December 31, 2015	Acquisitions in the period	Additions in the period	Write offs in the period	June 30, 2016
Canadian properties					
Urban Barry	\$ 472,146	\$ -	\$ 1,261,840	\$ -	\$ 1,733,986
Windfall Lake	39,103,702	-	7,748,446	-	46,852,148
Ogima - Catharine Fault	893,815	-	547,568	-	1,441,383
Garrcon - Garrison	9,582,004	-	332,163	-	9,914,167
Gold Pike - Garrison	-	-	41,640	-	41,640
Buffonta - Garrison	4,524	-	70,558	-	75,082
Northstar Miller - Catharine Fault	-	-	33,160	(33,160)	-
DeSantis Property	-	-	1,231,141	-	1,231,141
Souart Property	-	-	774,923	-	774,923
Marban - Marban Block	-	21,369,785	242,630	-	21,612,415
Malarctic - Marban Block	-	37,097,294	328,469	-	37,425,763
Siscoe East - Marban Block	-	2,486,901	7,361	-	2,494,262
Héva - Marban Block	-	675,393	127,620	-	803,013
<b>Total exploration and evaluation assets</b>	<b>\$ 50,056,191</b>	<b>\$ 61,629,374</b>	<b>\$ 12,747,518</b>	<b>\$ (33,160)</b>	<b>\$ 124,399,923</b>



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Significant additions during the six months ended June 30, 2016 are described by category in the following table:

For the six months ended June 30, 2016	Urban Barry	Windfall Lake	Ogima - Catharine Fault	Miller - Catharine Fault	Garrcon-Garrison	Buffonta- Garrison	Gold Pike- Garrison
Property Acquisition	\$ 7,172	\$ 40,526	\$ 819	\$ 33,160	\$ 76,707	\$ 4,924	\$ 25,132
Geochemical Survey	3,816	-	4,603	-	-	-	-
Geophysical Survey	866,989	343,020	102,000	-	-	-	-
Geological Reconnaissance	283,463	17,745	-	-	466	277	277
Drilling	9,484	6,812,661	336,784	-	63	-	185
Reporting and GIS	72,006	208,398	640	-	35,853	5,091	3,021
Administration	2,339	266,407	93,723	-	75,325	53,540	7,176
Supplies and Maintenance	14,505	26,896	-	-	27,101	3,279	3,195
Sustenance	-	45	-	-	75	-	-
Transportation	56	170	-	-	7,537	-	-
Tenement Fees	-	-	-	-	-	-	-
Assays	346	-	-	-	64	-	-
Engineering	-	-	-	-	25,940	-	-
Community Relations	1,212	3,526	9,000	-	60,500	-	-
Environmental	455	23,588	-	-	17,012	3,446	2,654
Health and Safety	-	5,465	-	-	5,519	-	-
Quebec Exploration Mining Duties Earned	-	-	-	-	-	-	-
<b>Total additions</b>	<b>\$ 1,261,840</b>	<b>\$ 7,748,446</b>	<b>\$ 547,568</b>	<b>\$ 33,160</b>	<b>\$ 332,163</b>	<b>\$ 70,558</b>	<b>\$ 41,640</b>

For the six months ended June 30, 2016	Souart	Marban - Marban Block	Malarctic - Marban Block	Siscoe East - Marban Block	Héva - Marban Block	DeSantis	Total
Property Acquisition	\$ 725,000	\$ 75	\$ 808	\$ -	\$ 306	\$ 1,193,971	\$ 2,108,600
Geochemical Survey	-	-	-	-	-	-	8,419
Geophysical Survey	17,693	-	-	-	-	-	1,329,701
Geological Reconnaissance	16,125	-	1,241	-	6,693	1,283	327,570
Drilling	509	30,484	269,047	-	112,070	-	7,571,286
Reporting and GIS	15,128	372,408	10,117	7,343	9,455	33,340	772,801
Administration	-	83,044	34,116	-	(1,845)	2,547	616,371
Supplies and Maintenance	-	18,291	13,140	18	942	-	107,367
Sustenance	-	-	-	-	-	-	120
Transportation	468	-	-	-	-	-	8,230
Tenement Fees	-	-	-	-	-	-	-
Assays	-	30,054	-	-	-	-	30,463
Engineering	-	6,248	-	-	-	-	32,188
Community Relations	-	-	-	-	-	-	74,238
Environmental	-	3,989	-	-	-	-	51,142
Health and Safety	-	5,387	-	-	-	-	16,371
Quebec Exploration Mining Duties Earned	-	(307,349)	-	-	-	-	(307,349)
<b>Total additions</b>	<b>\$ 774,923</b>	<b>\$ 242,630</b>	<b>\$ 328,469</b>	<b>\$ 7,361</b>	<b>\$ 127,620</b>	<b>\$ 1,231,141</b>	<b>\$ 12,747,518</b>

During the six months ended June 30, 2016, majority of spending took place on the Windfall Lake Property which had a planned drill program of 55,000 metres. During the six months ended June 30, 2016, the Corporation drilled approximately 58,074 metres and completed a large airborne magnetic and electromagnetic geophysical survey on the Windfall Lake property and Urban Barry area. The Corporation also completed a geophysical survey on the Ogima-Catherine property which helped define the drill program for the upcoming drill campaign that commenced in April 2016 which was completed



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during the period. The Corporation also completed an updated resource on the Marban property and commenced drilling on the Malartic property.

#### 4.2 Option Payments and Acquisition Costs for Exploration and Evaluation Assets Claims

The following is a summary of the committed option payments and acquisition costs to be made as of June 30, 2016, in respect of the Corporation's exploration and evaluation assets:

	Total	2016	2017	2018
Catharine Fault - Ogima Project	\$ 400,000	\$ 160,000	\$ 100,000	\$ 140,000
<b>Total</b>	<b>\$ 400,000</b>	<b>\$ 160,000</b>	<b>\$ 100,000</b>	<b>\$ 140,000</b>

\* Quebec Prospects minimum exploration commitment of \$1,200 per claim (1,254) to be made within two years from the date of grant

#### 5. OUTLOOK

The operational outlook below and described herein reflects the Corporation's current operations. The Corporation completed the acquisition of Niogold on March 11, 2016.

The Corporation has completed a \$25,010,800 financing on July 27<sup>th</sup>, 2016. The proceeds from the Offering will be used to fund "Canadian exploration expenses" on the Corporations Quebec and Ontario properties. The Corporation is planning to increase its drilling program on all the properties with a 100,000 metre drill campaign which will place at least 12 rigs distributed on all the properties. The increased drilling will consist of approximately 20,000 metres at Marban, 25,000 metres at Garrison, 5,000 metres at DeSantis and an additional 50,000 metres at Windfall on top of the 55,000 metres completed during the quarter. The goal of the program is to increase the confidence in all the existing resources and to expand all existing resources.

Gold mineralization identified to date in this target zone underneath the Red Dog defines an inferred mineral resource of 455,000 tonnes averaging 8.21 g/t gold for 120,000 contained ounces of gold. The drill program is designed to target potential extensions of gold mineralization to increase the current size of the Windfall Lake Property.

The Corporation has also largely completed a regional till sampling program on its large 70,000 ha Urban-Barry property surrounding the Windfall Lake Property. The program includes a total of 1365 till samples that will serve as a first evaluation of the potential of this large property. Additional sampling on a higher density will also be completed on previously identified gold-in-till anomalies on the Windfall Lake Property. This high density sampling program aims at outlining the potential bedrock source of the gold-in-till anomalies for future exploration drilling.



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## 6. RESULTS OF CONTINUING OPERATIONS

The following table summarizes the Corporation's Condensed Interim Consolidated Statement of Operations for the three and six-month periods ended June 30, 2016 and 2015:

<i>For the period ended</i>	Three months ended		Six months ended	
	June 30, 2016	June 30, 2015	June 30, 2016	June 30, 2015
<b>Expenses from continuing operations</b>				
Compensation	2,086,186	\$ 229,296	5,329,648	\$ 594,337
General and administration expenses	738,135	157,900	1,433,637	349,253
General exploration	32,577	27,389	114,843	76,862
VAT recoverable written-off	-	-	-	-
Exploration and evaluation assets written off	15,750	-	33,160	-
Flow-through premium income	(750,431)	-	(1,671,201)	-
Unrealized gain from marketable securities	(4,831,018)	(71,445)	(8,183,164)	(78,804)
Realized (gain)/loss from marketable securities	(55,154)	3,010	(1,062,319)	(45,766)
Realized loss from sale of equipment	327,136	-	327,136	-
Foreign currency exchange (gain)/loss	(8,312)	27,301	202,148	(53,119)
Other income	(194)	-	(288,195)	-
<b>Operating (income)/loss from continuing operations</b>	<b>(2,445,325)</b>	373,451	<b>(3,764,307)</b>	842,763
Finance income	(151,277)	(14,289)	(300,722)	(31,499)
Finance costs	143,747	1,966	308,933	4,578
<b>Net finance (income) costs from continuing operations</b>	<b>(7,530)</b>	(12,323)	<b>8,211</b>	(26,921)
<b>Share of loss of associate</b>	<b>88,171</b>	-	<b>98,950</b>	-
<b>(Income)/loss for the period from continuing operations</b>	<b>(2,364,684)</b>	361,128	<b>(3,657,146)</b>	815,842
<b>(Income)/loss for the period from discontinued operations</b>	-	(125,919)	-	7,695,395
<b>Total (income)/loss for the period</b>	<b>\$ (2,364,684)</b>	\$ 235,209	<b>\$ (3,657,146)</b>	\$ 8,511,237
<b>Other comprehensive (income)</b>				
Items that may be reclassified subsequently to profit and loss:				
foreign currency translation	\$ (46,183)	\$ 6,296	\$ 38,862	\$ (299,086)
<b>Comprehensive (income) for the period</b>	<b>(46,183)</b>	6,296	<b>38,862</b>	(299,086)
<b>Total comprehensive (income)/loss</b>	<b>\$ (2,410,867)</b>	\$ 241,505	<b>\$ (3,618,284)</b>	\$ 8,212,151

### 6.1 THREE MONTH PERIOD ENDED JUNE 30, 2016 AS COMPARED TO THREE MONTH PERIOD ENDED JUNE 30, 2015

(Income)/loss from continuing operations for the period increased from a \$361,128 loss to \$2,364,684 of income due to a large unrealized gain from marketable securities of \$4,831,018 as well as a realized gain of \$55,154 due to stronger commodity prices and markets in which Osisko holds its investments. This was partially offset by higher expenses related to as a result of the acquisitions and a growing business.

Compensation expense increased in the period ended June 30, 2016, by \$1,856,890 to \$2,086,186, compared with \$229,296 expense in the period ended June 30, 2015. This is due to an increase in both stock-based compensation and compensation expense of \$1,168,218 and \$688,672, respectively. Stock-based compensation increased due to options that



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were issued as part of the Corporation's acquisitions as well as options that were issued to the new members of the Board of Directors (the "Board"). Compensation expense increased due to additional staff in the Corporate offices and an increase in Board fees for the new directors.

General and administration expenses increased by \$580,235 to \$738,135 for the period ended June 30, 2016 compared to \$157,900 in the same period for 2015. This increase is mostly due to an increase in shareholder and regulatory expense of \$198,904 as the Corporation had more filings during the period compared to the prior year, additional expenses relating to the Niogold Arrangement that were not considered transaction costs, as well as a tax penalty that related to a 2012 re-assessment of Eagle Hill and increased investor relations activities. Other increases in general and administration include 1) increases in administrative services of \$95,605 due to increased consulting fees relating to project reviews, 2) increase in travel expenses of \$109,580 due to increase in marketing activities and road shows after the acquisitions and an overall increase in exploration activity and due diligence performed on further potential acquisitions, and 3) increase in office expenses of \$212,984 relating to the transitioning of the companies that were concurrently acquired by the Corporation, namely, Eagle Hill, Ryan Gold Corp. and Corona Gold Corporation (the "2015 Arrangement"), the Northern Gold acquisition and the Niogold Arrangement.

General exploration expenses increased by \$5,188 to \$32,577 during the period ended June 30, 2016, compared with \$27,389 for the same period in 2015, as the Corporation is continuing to search for new opportunities within Canada.

Flow-through premium income was \$750,431 during the period ended June 30, 2016 compare to \$nil during the same period in the prior year. This income is in relation to the flow through raise completed on September 30, 2015. On issuance of these flow-through shares, a flow-through share premium liability was recognized. Upon the Corporation incurring flow-through eligible expenditures, the Corporation recognizes the decrease in the flow-through premium liability with an offset to flow-through premium income.

During the period ended June 30, 2016, the Corporation maintained the acquired portfolio of securities as part of the 2015 Arrangement as well as strategically invested in marketable securities of other exploration and development companies. As a result, the Corporation recognized a realized and unrealized gain in the period related to these investments of \$55,154 and \$4,831,018, respectively. The realized gain is from the sale of two investments and the unrealized gain is a result of the Corporation marking to market its investments at period end. Both gains are a result of an overall increase in commodity prices and an increase in the markets. The Corporation had a fair market value of \$15,950,443 of marketable securities as at June 30, 2016 compared to \$8,707,396 as at December 31, 2015.

An unrealized foreign currency gain of \$155 was recognized during the period ended June 30, 2016, compared with unrealized loss of \$27,301 for the same period in 2015, as a result of the increased strength of the United States dollar compared to the Canadian dollar and an increase in the United States dollar balance for the period. The realized gain of \$8,157 in the period was due to the translation of foreign currency.

Net finance income during the period ended June 30, 2016, decreased by \$4,793, to \$7,530, compared with \$12,323 in the period ended June 30, 2015, due to increases in the cash balance of the Corporation due to a combination of the issuance on a private placement basis of Common Shares to Osisko Gold Royalties Ltd for gross proceeds of \$17.8 million (the "Osisko Private Placement"), the Offering and the 2015 Arrangement. However, this was partially offset by a Part X11.6 tax that has been accrued since February 2016 that arose from the unspent flow-through expenditures using the look back rule. The Corporation had \$54,358,058 of cash and cash equivalents as at June 30, 2016.

Share of loss of associate recognized during the period ended June 30, 2016 was \$88,171 compared to \$nil during the same period in 2015. Management determined that the Corporation held significant influence over the decision making process of Kilo Goldmines Ltd. and as such must recognize its share of Kilo Goldmines Ltd.'s net loss.



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## 6.2 SIX MONTH PERIOD ENDED JUNE 30, 2016 AS COMPARED TO SIX MONTH PERIOD ENDED JUNE 30, 2015

(Income)/loss from continuing operations for the six-month period increased from an \$815,842 loss to \$3,657,146 income due to a large unrealized gain from marketable securities of \$8,183,164 as well as a realized gain of \$1,062,319 due to stronger commodity prices and markets in which Osisko holds its investments. This was partially offset by higher expenses related to as a result of the acquisitions and a growing business.

Compensation expense increased in the six-month period ended June 30, 2016, by \$4,735,311 to \$5,329,648, compared with \$594,337 expense in the period ended June 30, 2015. This is due to an increase in both stock-based compensation and compensation expense of \$2,923,058 and \$1,812,253, respectively. Stock-based compensation increased due to options that were issued as part of the Corporation's acquisitions as well as options that were issued to the new members of the Board of Directors (the "Board"). Compensation expense increased due to additional staff in the Corporate offices and an increase in Board fees for the new directors.

General and administration expenses increased by \$1,084,384 to \$1,443,098 for the six-month period ended June 30, 2016 compared to \$349,253 in the same period for 2015. This increase is mostly due to an increase in shareholder and regulatory expense of \$405,217 as the Corporation had more filings during the period compared to the prior year, additional expenses relating to the Niogold Arrangement that were not considered transaction costs, as well as a tax penalty that related to a 2012 re-assessment of Eagle Hill and increased investor relations activities. Other increases in general and administration include 1) increases in administrative services of \$181,553 due to increased consulting fees relating to project reviews, 2) increase in travel expenses of \$174,217 due to increase in marketing activities and road shows after the acquisitions and an overall increase in exploration activity and due diligence performed on further potential acquisitions, 3) increase in professional fees of \$14,591 due to an increase in investments, professional expenses related to the mergers that were not part of transaction costs and due diligence on potential property acquisitions, and 4) increase in office expenses of \$308,806 relating to the transitioning of the companies that were concurrently acquired by the Corporation, namely, Eagle Hill, Ryan Gold Corp. and Corona Gold Corporation (the "2015 Arrangement"), the Northern Gold acquisition and the Niogold Arrangement.

General exploration expenses increased by \$37,981 to \$114,843 during the six-month period ended June 30, 2016, compared with \$76,862 for the same period in 2015, as the Corporation is continuing to search for new opportunities within Canada as well as expenses relating to the DeSantis property before the Corporation had the right to Property.

Flow-through premium income was \$1,671,201 during the six-month period ended June 30, 2016 compare to \$nil during the same period in the prior year. This income is in relation to the flow through share offering completed on September 30, 2015. On issuance of these flow-through shares, a flow-through share premium liability was recognized. Upon the Corporation incurring flow-through eligible expenditures, the Corporation recognizes the decrease in the flow-through premium liability with an offset to flow-through premium income.

During the six-month period ended June 30, 2016, the Corporation maintained the inherited portfolio of securities as part of the 2015 Arrangement as well as strategically invested in marketable securities of other exploration and development companies. As a result, the Corporation recognized a realized and unrealized gain in the period related to these investments of \$1,062,319 and \$8,183,164, respectively. The realized gain is from the sale of five investments and the unrealized gain is a result of the Corporation marking to market its investments at period end. Both gains are a result of an overall increase in commodity prices and an increase in the markets. The Corporation had a fair market value of \$15,950,443 of marketable securities as at June 30, 2016 compared to \$8,707,396 as at December 31, 2015.

An unrealized foreign currency loss of \$1,043 was recognized during the six-month period ended June 30, 2016, compared with unrealized gain of \$54,293 for the same period in 2015, as a result of the decreased strength of the United States dollar compared to the Canadian dollar and an increase in the United States dollar balance for the period. The realized loss of \$201,105 in the period was due to the translation of foreign currency.



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Other income recognized during the six-month period ended June 30, 2016 was \$288,195 compared to \$nil during the same period in 2015. This is due to an unforeseen tax refund received in relation to a company acquired under the 2015 Arrangement.

Net finance income during the six-month period ended June 30, 2016, decreased by \$35,132, to a cost of \$8,211, compared with income of \$26,921 in the period ended June 30, 2015, due to increases in the cash balance of the Corporation due to a combination of the issuance on a private placement basis of Common Shares to Osisko Gold Royalties Ltd for gross proceeds of \$17.8 million (the "Osisko Private Placement"), the Offering and the 2015 Arrangement. However, this was partially offset by a Part X11.6 tax that has been accrued since February 2016 that arose from the unspent flow-through expenditures using the look back rule. The Corporation had \$54,358,058 of cash and cash equivalents as at June 30, 2016.

Share of loss of associate recognized during the six-month period ended June 30, 2016 was \$98,950 compared to \$nil during the same period in 2015. Management determined that the Corporation held significant influence over the decision making process of Kilo Goldmines Ltd. and as such must recognize its share of Kilo Goldmines Ltd.'s net loss.

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## 6.2 CASH FLOWS

The Corporation is dependent upon raising funds in order to fund future exploration programs. See "*Liquidity and Capital Resources*" and "*Risks and Uncertainties*".

### *Operating Activities*

Cash used in operating activities from continuing operations for the period ended June 30, 2016, totalled \$4,077,141 compared to \$1,039,986 used in the period ended June 30, 2015. The decreased outflows were primarily attributable to the net income from continuing operations of \$3,657,146 for the period ended June 30, 2016 compared to a net loss of \$815,842 for the period ended June 30, 2015.

### *Financing Activities*

Cash provided by financing activities was \$12,354,751 during the six-month period ended June 30, 2016. \$11,725,216 was received from the completion of the Offering on March 11, 2016 and the exercise of stock options and warrants resulted in an inflow of \$567,035 and \$62,500 respectively. The Offering cash inflow has been shown net of share issuance costs.

### *Investing Activities*

Cash used by investing activities from continuing operations for the period ended June 30, 2016, totalled \$9,905,464 compared to \$2,105,469 used by the Corporation in the same period in 2015. The increase was mainly due to the exploration expenses incurred of \$9,915,912 and acquisition of marketable securities for \$3,693,744, offset by proceeds on disposition of marketable securities of \$3,866,806. For the period ended June 30, 2015, \$899,190 of exploration expenses were incurred as well as \$300,000 spent on the acquisition of long term investments and \$92,165 on the acquisition of marketable securities. These outflows were offset by proceeds on disposition of marketable securities was \$35,570.

In management's view, the Corporation has sufficient financial resources to fund current planned exploration programs and ongoing operating expenses. As at June 30, 2016, the Corporation has cash of \$54,358,058 compared to \$55,985,912 as at December 31, 2015. The Corporation will continue to be dependent on raising equity or other capital as required unless and until it reaches the production stage and generates cash flow from operations. See "*Forward-Looking Information*" and "*Risks and Uncertainties*".



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## 7. SUMMARY OF QUARTERLY RESULTS

<i>For the period ended</i>	June 30, 2016	March 31, 2016	December 31, 2015	September 30, 2015
<b>Financial Results:</b>				
Interest income	\$ (150,877)	\$ (148,178)	\$ (169,128)	\$ (58,646)
(Income)/loss from continuing operations	\$ (2,364,684)	\$ (1,292,462)	\$ 2,275,374	\$ 2,126,081
Loss/(income) from discontinued operations	\$ -	\$ -	\$ 4,972	\$ 85,051
Loss/(earnings) per share* - basic				
From continuing operations	\$ (0.02)	\$ (0.01)	\$ 0.04	\$ 0.02
From discontinued operations	\$ -	\$ -	\$ -	\$ -
Loss/(earnings) per share* - diluted				
From continuing operations	\$ (0.02)	\$ (0.01)	\$ -	\$ -
From discontinued operations	\$ -	\$ -	\$ -	\$ -
<b>Financial Position:</b>				
Working Capital (non-IFRS measurement)**	\$ 68,453,675	\$ 70,903,319	\$ 63,669,240	\$ 72,614,802
Exploration and evaluation assets	\$ 124,399,923	\$ 117,623,585	\$ 50,056,191	\$ 38,875,298
Total Assets	\$ 199,296,061	\$ 197,088,626	\$ 119,338,390	\$ 114,490,991
Share Capital	\$ 216,539,040	\$ 215,473,873	\$ 150,989,118	\$ 145,854,700
Deficit	\$ (46,851,667)	\$ (49,216,351)	\$ (50,508,813)	\$ (48,228,468)
Number of shares issued and outstanding	125,412,230	124,676,849	58,694,202	54,694,202

\* Basic and diluted (earnings)/loss per share is calculated based on the weighted-average number of Common Shares outstanding. The number of shares issued and outstanding accounts for the 20-to-one and the 3.14-to-one consolidations of the Common Shares, effected on August 25, 2015 and April 14, 2014, respectively, applied retrospectively for all the periods disclosed in the table.

\*\* Working Capital is a non-IFRS measurement with no standardized meaning under IFRS. For further information and a detailed reconciliation, please see section 18.

<i>For the period ended</i>	June 30, 2015	March 31, 2015	December 31, 2014	September 30, 2014
<b>Financial Results:</b>				
Interest Income	(14,289.00)	\$ (17,210)	\$ (25,813)	\$ (27,398)
Loss from continuing operations	361,128.00	\$ 454,714	\$ 883,222	\$ 647,513
Loss from discontinued operations	(125,918.97)	\$ 7,821,314	\$ 174,711	\$ 14,837,453
Loss/(earnings) per share* - basic				
From continuing operations	\$ 0.06	\$ 0.09	\$ 0.18	\$ 0.13
From discontinued operations	\$ (0.02)	\$ 1.57	\$ 0.03	\$ 2.97
Loss/(earnings) per share* - diluted				
From continuing operations	\$ -	\$ -	\$ -	\$ -
From discontinued operations	\$ -	\$ -	\$ -	\$ -
<b>Financial Position:</b>				
Working Capital (non-IFRS measurement)**	\$ 10,526,047	\$ 9,426,857	\$ 10,681,654	\$ 11,799,951
Exploration and evaluation assets	\$ 1,142,615	\$ 661,512	\$ 7,454,324	\$ 7,376,114
Total Assets	\$ 13,020,675	\$ 10,955,876	\$ 18,818,405	\$ 19,980,379
Share Capital	\$ 54,046,200	\$ 52,139,580	\$ 52,139,580	\$ 52,139,580
Deficit	\$ (46,017,336)	\$ (45,782,127)	\$ (37,506,099)	\$ (36,448,166)
Number of shares issued and outstanding	5,994,078	4,994,078	4,994,078	4,994,078

\* Basic and diluted (earnings)/loss per share is calculated based on the weighted-average number of Common Shares outstanding. The number of shares issued and outstanding accounts for the 20-to-one and the 3.14-to-one consolidations of the Common Shares, effected on August 25, 2015 and April 14, 2014, respectively, applied retrospectively for all the periods disclosed in the table. The conversion of stock options is not included in the calculation of the diluted loss per share because the conversion would be anti-dilutive.

\*\* Working Capital is a non-IFRS measurement with no standardized meaning under IFRS. For further information and a detailed reconciliation, please see section 18.



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The income from continuing operations for the three-month period ended June 30, 2016 was mainly due to the unrealized and realized gain on marketable securities partially offset by an increase in expenses a result from the 2015 Arrangement and the Niogold Arrangement.

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## 8. FOREIGN EXCHANGE

The following table summarizes the Canadian dollar average exchange rate for the six month periods ended June 30, 2016 and 2015, as well as the spot rate as of August 10, 2016, providing the value of one Canadian dollar in the currencies of the countries in which the Corporation conducted business during the period ended June 30, 2016 and/or June 30, 2015.

Currency	June 30, 2016	June 30, 2015	August 10, 2016
United States dollar (USD)	0.769	0.809	0.766

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## 9. LIQUIDITY AND CAPITAL RESOURCES

As at June 30, 2016, the Corporation had a cash balance of \$54,358,058 (December 31, 2015 - \$55,985,912) and working capital of \$68,453,675 (December 31, 2015 - \$63,669,240). Cash and working capital increased from December 31, 2015, due to the Niogold Arrangement and the Offering that occurred during the period partially offset by the expenditures incurred in connection with exploration activities in Canada, general and administration activities related to the offices in Canada and increased expenses related to all the acquisitions that have taken place over the past year. The majority of the Corporation's financial liabilities have contractual maturities of less than 30 days, and are subject to normal trade terms.

The Corporation has no history of revenues from its operating activities. The Corporation is not in commercial production on any of its mineral properties and accordingly does not generate cash from operations. During the period ended June 30, 2016, the Corporation had negative cash flow from operating activities, and the Corporation anticipates it will have negative cash flow from operating activities in future periods.

The Corporation has, in the past, financed its activities by raising capital through equity issuances. Until it can generate a positive cash flow position, in order to finance its exploration programs, the Corporation will remain reliant on the equity markets for raising capital, in addition to adjusting spending, disposing of assets or obtaining other non-equity sources of financing.

The Corporation believes it has sufficient cash resources to meet its exploration and administrative overhead expenses and maintain its planned exploration activities for the next twelve months. However, there is no guarantee that the Corporation will be able to maintain sufficient working capital in the future due to market, economic and commodity price fluctuations. See "*Risks and Uncertainties*".

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## 10. CONTRACTUAL OBLIGATIONS AND COMMITMENTS

See section 4.2 for information regarding option payments on the properties for the Corporation's outstanding commitments. In addition to the option payments, on October 1, 2015, the Corporation signed an agreement with Dundee Capital Markets ("Dundee") where Dundee will provide financial advisory services for the Corporation at a cost of \$28,000 per month. The agreement expires September 1, 2017. See section 12 for further details.

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## 11. OFF-BALANCE SHEET ARRANGEMENTS

The Corporation does not have any off-balance sheet arrangements.



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## 12. TRANSACTIONS WITH RELATED PARTIES

Balances and transactions between the Corporation and its subsidiaries have been eliminated on consolidation and are not disclosed in this note. Details of the transactions between the Corporation and other related parties are disclosed below.

During the three and six-month period ended June 30, 2016, management fees, geological services, rent and administration fees of \$798,453 and \$1,443,365, respectively (2015 - \$nil and \$nil) were incurred with Osisko Gold Royalties (“Osisko GR”), a company related to Mr. John Burzynski, President and CEO of the Corporation, as well as Mr. Sean Roosen, Chairman of the Board. Osisko GR has a one-time right, should the Corporation seek financing in debt or equity markets, to provide first financing to the Corporation equal to \$5 million in exchange for the granting by the Corporation of a 1% NSR over such properties wholly-owned by the Corporation. Additionally, as long as Osisko GR holds Common Shares equal to at least 10% of the issued and outstanding Common Shares on a non-diluted basis, Osisko GR will have the right to a) participate in future equity financings by the Corporation on a pro rata basis to its non-diluted shareholding immediately prior to any such financing; b) nominate three directors to the Board; c) refuse any agreement involving the sale of a similar interest in products; d) provide management services to the Corporation and e) cause the Corporation to exercise its rights of repurchase over any existing royalty, purchase any royalty held over properties of the Corporation and to sell to Osisko GR any royalties from properties owned by third parties that the Corporation may hold. These services and rights were provided as part of the private placement agreement that was entered into with Osisko GR on August 25, 2015.

During the three and six-month period ended June 30, 2016, financial advisory service fees of \$168,000 and \$84,000, respectively, were incurred with Dundee Capital Markets (“Dundee”), a company related to a Director (note 6). On October 1, 2015, the Corporation signed an agreement with Dundee whereas Dundee will provide financial advisory services for the Corporation at a cost of \$28,000 per month plus a non-refundable retainer fee of \$500,000. The agreement expires September 1, 2017.

Accrued directors’ fees for the three and six-month period ended June 30, 2016 are \$nil (2015 - \$30,000 and \$60,000, respectively).

## 13. OUTSTANDING SHARE DATA

As at August 10, 2016 the Corporation had 133,115,859 Common Shares outstanding, as well as 10,509,125 stock options to purchase Common Shares at a weighted average exercise price of \$1.26 per option and 148,793,101 warrants at a weighted average exercise price of \$0.35 per warrant. This amounts to 163,973,062 Common Shares outstanding on a fully diluted basis.

The following table summarizes the options outstanding and exercisable as at June 30, 2016:

Range of exercise prices per share	Weighted-Average Remaining periods of Contractual Life	Options Outstanding		Options Exercisable	
		Number of Stock Options Outstanding	Weighted Average Exercise Price	Number of Stock Options Exercisable	Weighted Average Exercise Price
0.48 to 0.89	2.8	502,623	0.61	440,118	0.61
1.01 to 1.08	4.7	4,760,420	1.08	1,627,082	1.08
1.16	4.4	600,000	1.16	199,998	1.16
1.20	4.2	3,916,667	1.20	1,299,996	1.20
1.21 to 4.4	4.0	744,500	3.23	477,833	3.79
<b>\$ 1.26</b>	<b>4.3</b>	<b>10,524,210</b>	<b>\$ 1.26</b>	<b>4,045,027</b>	<b>\$ 1.39</b>



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The following table summarizes the warrants issued and outstanding as at June 30, 2016:

	Number of warrants	Weighted- average exercise price
<b>Outstanding at December 31, 2014</b>	-	\$ -
Former Eagle Hill warrants assumed	7,120,692	1.85
Issuance of warrants on acquisition of Eagle Hill ("Osisko Warrants")	130,636,320	0.15
Former Northern Gold warrants assumed	696,048	5.27
<b>Outstanding at December 31, 2015</b>	138,453,060	\$ 0.26
Issuance of warrants on conversion of subscription receipts	10,521,700	1.44
Former Niogold warrants assumed	1,010,477	1.15
Exercised	(52,087)	1.20
Expired	(1,021,505)	2.75
<b>Outstanding at June 30, 2016</b>	148,911,645	\$ 0.33

In connection with the acquisition of Eagle Hill, consent was received from each Eagle Hill warrant holder that, subsequent to the acquisition, each Eagle Hill warrant will be exercisable into 0.5 post-consolidation Common Shares for each Eagle Hill common share the holder would have otherwise been entitled to acquire. On August 25, 2015, a total of 7,120,692 warrants were issued in connection with this acquisition.

130,636,320 Osisko Warrants were created and issued to Eagle Hill shareholders pursuant to acquisition of Eagle Hill by Osisko on August 25, 2015. The Osisko Warrants are governed by the terms of a warrant indenture dated August 24, 2015 between Osisko and Equity Financial Trust Company, as warrant agent, which warrant indenture is available under Osisko's issuer profile on SEDAR at [www.sedar.com](http://www.sedar.com). The Osisko Warrants are listed and posted for trading on the Toronto Stock Exchange under the symbol "OSK.WT". As a result of a share consolidation by Osisko which was effected on August 25, 2015 after the effective time of the acquisition, each Osisko Warrant is exercisable until August 25, 2018 and, upon exercise of 20 Osisko Warrants and the payment of \$3.00, a holder of such Osisko Warrant is entitled to receive one Common Share.

#### 14. CRITICAL ACCOUNTING ESTIMATES

The preparation of the condensed interim consolidated financial statements in conformity with IFRS requires management to make judgments, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets and liabilities, and disclosure of contingent assets and liabilities at the date of the consolidated financial statements and the reported amounts of income and expenses for the reporting period. The Corporation also makes estimates and assumptions concerning the future. The determination of estimates and associated assumptions are based on various assumptions including historical experience and other factors that are believed to be reasonable under the circumstances, the results of which form the basis of making judgments about carrying values of assets and liabilities that are not readily apparent from other sources. Actual results may differ from these estimates.

##### i) Significant judgments in applying accounting policies

The areas that require management to make significant judgments in applying the Corporation's accounting policies in determining carrying values include, but are not limited to:



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### ***Taxes:***

The Corporation is subject to income taxes in various jurisdictions. Significant judgment is required in determining the provision for income taxes, due to the complexity of legislation. There are many transactions and calculations for which the ultimate tax determination is uncertain during the ordinary course of business.

### ***Acquisitions:***

The Corporation uses significant judgment to conclude whether an acquired set of activities and assets are a business. The acquisition of a business is accounted for as a business combination. If an acquired set of activities and assets does not meet the definition of a business, the transaction is accounted for as an asset acquisition. Management is of the view that the assets acquired in 2015 and 2016 do not meet the definition of a business based on the lack of mineral reserves acquired as well as the acquired inputs and personnel. There are differences in accounting for a business combination versus an asset acquisition including the potential recognition of goodwill and deferred tax amounts, and the initial measurement of certain assets and liabilities and the accounting for transaction costs. These differences not only affect the accounting as at the acquisition date, but will also affect future depreciation, depletion and possible impairment analysis.

### ***Determination of significant influence over equity investments:***

Judgment is needed to assess whether the Corporation's interest in a marketable security meets the definition of significant influence and therefore would be accounted for under the equity method as opposed to fair value through profit and loss. Management makes this determination based on its legal ownership interest, board representation and through an analysis of the Corporation's participation in entities' policy making process. Management is of the view at December 31, 2015 that for each of the investments held they did not meet the criteria to exert significant influence over the investee and therefore have recorded the investment at fair value through profit and loss. In the three-month period ended March 31, 2016, management determined it was able to exert significant influence over Kilo Goldmines Ltd. and started to account for this investment as an associate under the equity method.

## **ii) Significant Accounting Estimates and Assumptions**

The areas that require management to make significant estimates and assumptions in determining carrying values include, but are not limited to:

### ***Impairment of non-financial assets:***

The Corporation assesses its cash-generating units at each reporting date to determine whether any indication of impairment exists. Where an indicator of impairment exists, an estimate of the recoverable amount is made, which is the higher of the fair value less costs to sell and value in use. The determination of the recoverable amount requires the use of estimates and assumptions such as long-term commodity prices, discount rates, future capital requirements, exploration potential and future operating performance. Fair value is determined as the amount that would be obtained from the sale of the asset in an arm's-length transaction between knowledgeable and willing parties.

### ***Fair value of share-based payments:***

Determining the fair value of share-based payments involves estimates of interest rates, expected life of options, expected forfeiture rate, share price volatility and the application of the Black-Scholes option-pricing model. The Black-Scholes option-pricing model requires the input of highly subjective assumptions that can materially affect the fair value estimate. Stock options granted vest in accordance with the stock option plan. The valuation of stock-based compensation is subjective and can impact profit and loss significantly. The Corporation has applied a forfeiture rate in arriving at the fair value of stock-based compensation to be recognized, reflecting historical experience. Historical experience may not be representative of actual forfeiture rates incurred. Several other variables are used when determining the value of stock options using the Black-Scholes valuation model:



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- **Dividend yield:** the Corporation has not paid dividends in the past because it is in the exploration stage and has not yet earned any significant operating income. Also, the Corporation does not expect to pay dividends in the foreseeable future. Therefore, a dividend rate of 0% was used for the purposes of the valuation of the stock options.
- **Volatility:** the Corporation uses historical information on the market price of peer companies to determine the degree of volatility at the date when the stock options are granted. Therefore, depending on when the stock options were granted and the period of historical information examined, the degree of volatility can be different when calculating the value of different stock options.
- **Risk-free interest rate:** the Corporation used the interest rate available for government securities of an equivalent expected term as at the date of the grant of the stock options. The risk-free interest rate will vary depending on the date of the grant of the stock options and their expected term.

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## 15. CHANGES IN IFRS ACCOUNTING POLICIES AND FUTURE ACCOUNTING PRONOUNCEMENTS

Certain pronouncements were issued by the International Accounting Standards Board (“IASB”) or the International Financial Reporting Interpretations Committee that are mandatory for accounting years ended after December 31, 2016. Many are not applicable or do not have a significant impact to the Corporation and have been excluded from the summary below.

### International Financial Reporting Standard 15, “Revenue from Contracts with Customers” (“IFRS 15”)

In May 2014, the IASB issued IFRS 15. The core principle of the new standard is for companies to recognize revenue to depict the transfer of goods or services to customers in amounts that reflect the consideration (that is, payment) to which the company expects to be entitled in exchange for those goods or services. The new standard will also result in enhanced disclosures about revenue, provide guidance for transactions that were not previously addressed comprehensively (for example, service revenue and contract modifications) and improve guidance for multiple-element arrangements. This standard is effective for annual periods beginning on or after January 1, 2018. Earlier application is permitted. The Corporation is in the process of evaluating the impact of adopting these amendments to its consolidated financial statements.

### International Financial Reporting Standard 9, “Financial Instruments” (“IFRS 9”)

In July 2014, the IASB issued IFRS 9 to replace IAS 39 ‘Financial Instruments: Recognition and Measurement’ (“IAS 39”). IFRS 9 uses a single approach to determine whether a financial asset is measured at amortized cost or fair value, replacing the multiple rules in IAS 39. The approach in IFRS 9 is based on how an entity manages its financial instruments in the context of its business model and the contractual cash flow characteristics of the financial assets. Most of the requirements in IAS 39 for classification and measurement of financial liabilities were carried forward unchanged to IFRS 9. The new standard also requires a single impairment method to be used, replacing the multiple impairment methods in IAS 39. A new hedge accounting model is introduced and represents a substantial overhaul of hedge accounting which will allow entities to better reflect their risk management activities in the financial statements. The most significant improvements apply to those that hedge non-financial risk, and so these improvements are expected to be of particular interest to non-financial institutions. This standard is effective for annual periods beginning on or after January 1, 2018. Earlier application is permitted. The Corporation is in the process of evaluating the impact of adopting these amendments to its consolidated financial statements.

### International Financial Reporting Standard 16, “Leases” (“IFRS 16”)

In January 2016, the IASB issued IFRS 16. The new standard brings most leases on-balance sheet for lessees under a single model, eliminating the distinction between operating and finance leases. Lessor accounting however remains largely unchanged and the distinction between operating and finance leases is retained. This standard is effective for annual reporting periods on or after January 1, 2019. Early adoption is permitted if IFRS 15 has also been adopted. The



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Corporation is in the process of evaluating the impact of adopting these amendments to its consolidated financial statements.

#### **IAS 7, "Statement of Cash Flows" ("IAS 7")**

In January 2016, the IASB issued amendments to IAS 7 pursuant to which entities will be required to provide enhanced information about changes in their financial liabilities, including changes from cash flows and non-cash changes. The IAS 7 amendments are effective for annual periods beginning on or after January 1, 2017. The Corporation is in the process of evaluating the impact of adopting these amendments to its consolidated financial statements.

#### **IAS 12, "Income Taxes" ("IAS 12")**

In January 2016, the IASB issued amendments to IAS 12, which clarify guidance on the recognition of deferred tax assets related to unrealized losses resulting from debt instruments that are measured at their fair value. The IAS 12 amendments are effective for annual periods beginning on or after January 1, 2017. The Corporation does not currently measure any of its debt instruments at fair value. Therefore, the implementation of IFRS 12 is not expected to have a material impact to the Corporation's financial statements.

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## **16. CORPORATE GOVERNANCE**

Management and the Board of the Corporation recognize the value of good corporate governance and the need to adopt best practices. The Corporation is committed to continuing to improve its corporate governance practices in light of its stage of development and evolving best practices and regulatory guidance.

The Board has adopted a Board Mandate outlining its responsibilities and defining its duties. The Board has four committees (the Audit Committee, the Compensation Committee, the Corporate Governance and Nominating Committee and the Health, Safety, Environmental and Corporate Social Responsibility Committee). The Audit Committee has an approved committee charter, which outlines the committee's mandate, procedures for calling a meeting, and provides access to outside resources.

The Board has also approved a Code of Ethics, which governs the ethical behavior of all employees, management and directors. Separate trading blackout and disclosure policies are also in place. For more details on the Corporation's corporate governance practices, please refer to the Corporation's website at ([www.osiskomining.com](http://www.osiskomining.com)).

The Corporation's directors have expertise in exploration, metallurgy, mining, accounting, banking, financing and the securities industry. The Board meets at least four times a year and committees meet as required.

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## **17. INTERNAL CONTROL OVER FINANCIAL REPORTING**

### **Disclosure controls and procedures**

Disclosure controls and procedures are designed to provide reasonable assurance that information required to be disclosed by the Company in its annual filings, interim filings or other reports filed or submitted by it under securities legislation is recorded, processed, summarized and reported within the time periods specified in the securities legislation and include controls and procedures designed to ensure that information required to be disclosed by the Company in its annual filings, interim filings or other reports filed or submitted under securities legislation is accumulated and communicated to the Company's management, including its Chief Executive Officer and Chief Financial Officer, as appropriate to allow timely decisions regarding required disclosure.

### **Internal controls over financial reporting**

Internal controls over financial reporting are designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements in accordance with IFRS. Management is also responsible for the



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design of the Company's internal control over financial reporting in order to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with IFRS.

The Corporation's internal controls over financial reporting include policies and procedures that: pertain to the maintenance of records that, in reasonable detail accurately and fairly reflect the transactions and disposition of assets; provide reasonable assurance that transactions are recorded as necessary to permit preparation of the financial statements in accordance with IFRS and that receipts and expenditures are being made only in accordance with authorization of management and directors of the Corporation; and provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use or disposition of assets that could have a material effect on the financial statements.

Management, including the Chief Executive Officer and Chief Financial Officer, has evaluated the effectiveness of the design and operation of the Corporation's internal controls over financial reporting. As of June 30, 2016, the Chief Executive Officer and Chief Financial Officer have each concluded that the Corporation's internal controls over financial reporting, as defined in NI 52-109 - *Certification of Disclosure in Issuer's Annual and Interim Filings*, are effective to achieve the purpose for which they have been designed. Because of their inherent limitations, internal controls over financial reporting can provide only reasonable assurance and may not prevent or detect misstatements. Furthermore, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

## 18. NON-IFRS MEASURES

The Corporation has included a non-IFRS measure for "working capital" in this MD&A to supplement its financial statements, which are presented in accordance with IFRS. The Corporation believes that this measure provides investors with an improved ability to evaluate the performance of the Corporation. Non-IFRS measures do not have any standardized meaning prescribed under IFRS. Therefore, such measures may not be comparable to similar measures employed by other companies. The data is intended to provide additional information and should not be considered in isolation or as a substitute for measures of performance prepared in accordance with IFRS.

The Corporation determines working capital as follows:

<i>Reconciliation for the period ended</i>	<b>June 30, 2016</b>	<b>March 31, 2016</b>	<b>December 31, 2015</b>	<b>September 30, 2015</b>
Current Assets	72,081,170	75,954,749	66,366,059	74,160,179
Less Current Liabilities	3,627,495	5,051,430	2,696,819	1,545,377
<b>Working Capital</b>	<b>68,453,675</b>	<b>70,903,319</b>	<b>63,669,240</b>	<b>72,614,802</b>

<i>Reconciliation for the period ended</i>	<b>June 30, 2015</b>	<b>March 31, 2015</b>	<b>December 31, 2014</b>	<b>September 30, 2014</b>
Current Assets	11,309,378	9,880,173	11,168,357	12,411,706
Less Current Liabilities	783,331	453,316	486,703	611,755
<b>Working Capital</b>	<b>10,526,047</b>	<b>9,426,857</b>	<b>10,681,654</b>	<b>11,799,951</b>

## 19. CAUTIONARY NOTE REGARDING FORWARD-LOOKING INFORMATION

This MD&A contains "forward-looking information" within the meaning of applicable Canadian securities legislation ("forward-looking information") which may include, but is not limited to, information with respect to the future financial or operating performance of the Corporation, the Corporation's mineral projects, the future price of metals, the estimation of mineral resources, the realization of mineral resource estimates, the timing and amount of estimated future production (if any), capital, operating and exploration expenditures, costs and timing of the development of new deposits, costs and timing of future exploration, requirements for additional capital, government regulation of mining operations and mineral exploration activities, environmental risks, reclamation expenses, title disputes or claims and limitations of insurance coverage. Often, but not always, forward-looking information can be identified by the use of words and phrases such as "plans," "expects,"



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"is expected," "budget," "scheduled," "estimates," "forecasts," "intends," "anticipates," or "believes" or variations (including negative variations) of such words and phrases, or state that certain actions, events or results "may," "could," "would," "might" or "will" be taken, occur or be achieved.

Forward-looking information is based on the opinions and estimates of management as of the date such information is given and is based on various assumptions such as but not limited to continued political stability in certain countries in which the Corporation operates, that permits required for the Corporation's operations will be obtained on a timely basis in order to permit the Corporation to proceed on schedule with its planned drilling programs, that skilled personnel and contractors will be available as the Corporation's operations continue to grow, that the price of gold will exceed levels that will render the project economical, or that the Corporation will be able to continue raising the necessary capital to finance its operations and realize on its mineral resource estimates.

Forward-looking information involves known and unknown risks, uncertainties and other factors which may cause the actual results, performance or achievements of the Corporation to be materially different from any future results, performance or achievements expressed or implied by the forward-looking information. Such factors include, among others, general business, economic, competitive, political and social uncertainties; the actual results of current exploration activities; actual results of reclamation activities; conclusions of economic evaluations; changes in project parameters as plans continue to be refined; future prices of metals; possible variations of grade or recovery rates; failure of plant and equipment or processes to operate as anticipated; accidents, labour disputes and other risks of the mining industry; political instability; and delays in obtaining governmental approvals or financing or in the completion of development or construction activities.

Although the Corporation has attempted to identify important factors that could cause actual actions, events or results to differ materially from those described in forward-looking information, there may be other factors that cause actions, events or results to differ from those anticipated, estimated or intended. Forward-looking information contained herein is given as of the date of this MD&A and the Corporation disclaims any obligation to update any forward-looking information, whether as a result of new information, future events or results, except as may be required by applicable securities laws. There can be no assurance that forward-looking information will prove to be accurate, as actual results and future events could differ materially from those anticipated in such statements. Accordingly, readers should not place undue reliance on forward-looking information.

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## **20. RISKS AND UNCERTAINTIES**

The Corporation's business, being the acquisition, exploration, and development of mineral properties in the Americas, is speculative and involves a high degree of risk. See "Forward-Looking Information". Certain factors, including but not limited to the ones described under the heading "Risk Factors" in the Corporation's annual information form dated March 15, 2016 (the "AIF"), could materially affect the Corporation's financial condition and/or future operating results, and could cause actual events to differ materially from those described in forward-looking statements made by or relating to the Corporation. The reader should carefully consider these risks as well as the information disclosed in the Corporation's financial statements, the other information in the AIF, and other publicly filed disclosure regarding the Corporation, available under the Corporation's issuer profile on SEDAR at ([www.sedar.com](http://www.sedar.com)).

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## **21. ADDITIONAL INFORMATION**

Additional information regarding the Corporation can be found in its Annual Information Form, which is available under the Corporation's issuer profile on SEDAR at ([www.sedar.com](http://www.sedar.com)).