OSISKO MINING INC.

MANAGEMENT'S DISCUSSION AND ANALYSIS

FOR THE YEAR ENDED DECEMBER 31, 2019

This management's discussion and analysis (this "MD&A") reflects the assessment by management of the results and financial condition of Osisko Mining Inc. ("Osisko" or the "Corporation") and should be read in conjunction with the Corporation's audited financial statements for the years ended December 31, 2019 and 2018 and the notes thereto. Management is responsible for the preparation of the financial statements and this MD&A. The financial statements have been prepared in accordance with International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board (the "IASB"). This MD&A and the related financial statements are available under Osisko's issuer profile on SEDAR (www.sedar.com) and on Osisko's website (www.osiskomining.com).

This MD&A contains forward-looking statements and should be read in conjunction with the risk factors described in the *"Risks and Uncertainties"* and the *"Cautionary Note Regarding Forward-Looking Information"* sections at the end of this MD&A.

This MD&A has been prepared as of March 12, 2020. All dollar figures in this MD&A are expressed in Canadian dollars, unless stated otherwise.

Technical Information

Scientific and technical information relating to the updated mineral resource estimate for Windfall is supported by the news release disseminated by Osisko on February 19, 2020 (entitled *"Osisko Windfall Updated Mineral Resource Estimate"*) with an effective date of January 3, 2020 (the "Updated Windfall Mineral Resource Estimate"). The Updated Windfall Mineral Resource Estimate was (i) prepared by Judith St-Laurent, P.Geo (OGQ #1023)., B.Sc., Senior Resource Geologist of Osisko, and (ii) reviewed and approved by Charley Murahwi, M.Sc, P.Geo., FAusIMM, each of whom is a "qualified person" within the meaning of National Instrument 43-101 – *Standards of Disclosure for Mineral Projects* ("NI 43-101"). Mr. Murahwi is an employee of Micon International Limited and is considered to be "independent" of Osisko for purposes of section 1.5 of NI 43-101. The key assumptions, parameters and methods used to estimate the Updated Windfall Mineral Resource Estimate, certain of which are described in the above-noted news release, will be further described in the full technical report being prepared for this updated mineral resource estimate in accordance with NI 43-101, and will be available on SEDAR (www.sedar.com) under Osisko's issuer profile within 45 days from the date of the above-noted news release.

Scientific and technical information relating bulk samples in Zone 27 and in Lynx Zone were supervised by Kim-Quyên Nguyên, MBA., P.Eng. (OIQ 146014), Project Manager of the Windfall Project Technical Studies, who is a “qualified person” as defined by NI 43-101. The infill block model in the bulk sample area from Zone 27, with an effective date of January 31st, 2019, and the infill block model in the bulk sample area from Lynx Zone, with an effective date of June 10, 2019, over the Windfall Deposit were prepared by Judith St-Laurent, P.Geo (OGQ #1023).

Scientific and technical information relating to the Quévillon Osborne-Bell Project is supported by the technical report titled *"Technical Report and Mineral Resource Estimate – Osborne-Bell Gold Deposit, Quévillon Property"* dated of April 23, 2018 with an effective date of March 2, 2018 (the "Quévillon Resource Estimate") prepared under the supervision of Pierre-Luc Richard, M.Sc., P.Geo (OGQ No. 1119, APGO No. 1174) and Stéphane Faure, PhD, P.Geo (OGQ No. 306, APGO No. 2662, NAPEG No. L3536) from InnovExplo Inc. Reference should be made to the full text of the Quévillon Resource Estimate, which is available electronically on SEDAR (www.sedar.com) under Osisko's issuer profile.

This MD&A uses the terms measured, indicated and inferred mineral resources as a relative measure of the level of confidence in the resource estimate. Readers are cautioned that mineral resources are not economic mineral reserves and that the economic viability of mineral resources that are not mineral reserves has not been demonstrated. The estimate of mineral resources may be materially affected by geology, environmental, permitting, legal, title, socio-political, marketing or other relevant issues. It cannot be assumed that all or any part of an inferred mineral resource will ever be upgraded to an indicated or measured mineral resource category. The mineral resource estimate is classified in accordance with the Canadian Institute of Mining, Metallurgy and Petroleum's *"CIM Definition Standards on Mineral Resources and Mineral Reserves"* incorporated by reference into NI 43-101. Under Canadian rules, estimates of inferred mineral resources may not form the basis of feasibility or pre-feasibility studies or economic studies except for a preliminary economic assessment as defined under NI 43-101. Readers are cautioned not to assume that further work on the stated resources will lead to mineral reserves that can be mined economically.

The scientific and technical content in this MD&A has been reviewed and approved by Mr. Mathieu Savard, P.Geo (OGQ #510), Senior Vice President Exploration of Osisko, who is a "qualified person" within the meaning of NI 43-101.

DESCRIPTION OF BUSINESS

The Corporation was incorporated on February 26, 2010 and exists under the *Business Corporations Act* (Ontario). The Corporation's focus is the exploration and development of precious metals resource properties in Canada. Currently, the Corporation is exploring in Québec, and looking for new opportunities to enhance shareholder value.

UPDATES DURING THE YEAR AND SUBSEQUENT TO THE YEAR

Corporate Development and Acquisitions:

- On February 7, 2020, Osisko disposed of 6,200,000 of its 24,977,898 common shares of O3 Mining Inc. ("O3 Mining") held by the Corporation as at December 31, 2019. The selling price was $2.35 per share and the gross proceed of disposition was $14.6 million. Immediately following the disposition, Osisko retained control and owned 40% of the issued and outstanding common shares of O3 Mining.

- On December 20, 2019, Osisko announced renewal of its normal course issuer bid program to purchase for cancellation, from time to time over a 12-month period, common shares of the Corporation ("Common Shares") listed on the Toronto Stock Exchange in an aggregate amount of up to 10% of the "public float" of the Corporation, being 18,415,707 Common Shares.

- On November 13, 2019, Osisko provided the following corporate update: Mr. Robert Wares stepped down from his role as Executive Vice-President Resource Development of the Corporation and has been appointed to the board of directors of the Corporation; Mr. Mathieu Savard was promoted to Senior Vice President of Exploration; and Mr. José Vizquerra Benavides stepped down from his role as Executive Vice-President Strategic Development of the Corporation to focus on his role as President and Chief Executive Officer of O3 Mining. Mr. Vizquerra Benavides remains in his role as a director of the Corporation.

- On September 20, 2019, Osisko announced the appointment of Mr. Don Njegovan to Chief Operating Officer. In his role as Chief Operating Officer, Mr. Njegovan has overall responsibility for coordinating the feasibility study for the Windfall Project, organization of the development of mining activities and leadership of the mining team for Osisko.

- On July 5, 2019, the Corporation and O3 Mining (formerly Chantrell Ventures Corp.) completed the spin-out transaction pursuant to which, among other things, certain non-core assets of Osisko were transferred to O3 Mining in exchange for common shares of O3 Mining, with the issuance of such shares resulting in a reverse take-over of O3 Mining by Osisko (the "Reverse Take-Over"). The Reverse Take-Over was implemented by way of a statutory plan of arrangement under Section 182 of the *Business Corporations Act* (Ontario). The assets of Osisko that were transferred to O3 Mining pursuant to the Reverse Take-Over include: (i) the Marban deposit (located in Québec's Abitibi gold mining district between Val-d'Or and Malartic); (ii) the Garrison deposit (located in the Larder Lake Mining Division in north east Ontario); (iii) certain other exploration properties and earn-in rights; and (iv) a portfolio of selected marketable securities (collectively, the "Transferred Assets"). The Transferred Assets were transferred to O3 Mining in exchange for the issuance to the Corporation an aggregate of 24,977,898 common shares of O3 Mining (after giving effect to the Consolidation (as defined below)). In connection with the Reverse Take-Over, O3 Mining also, among other things: (i) changed the name of the company from "Chantrell Ventures Corp." to "O3 Mining Inc."; (ii) replaced all directors and officers of O3 Mining; (iii) listed the common shares of O3 Mining on TSX Venture Exchange; (iv) consolidated the common shares of O3 Mining on a 40:1 basis (the "Consolidation"); (v) continued from British Columbia to Ontario; and (vi) completed the conversion of the outstanding subscription receipts of O3 Mining for the underlying securities.

- On January 1, 2019, five wholly-owned subsidiaries of the Corporation – being Beaufield Resources Inc. ("Beaufield"), Eagle Hill Exploration Corporation, Ryan Gold Corp., Corona Gold Corporation and O3 Investments Incorporated – were amalgamated into Osisko.

Financings:

- On February 11, 2020, Osisko entered into a total return equity swap (the “TRES”) with National Bank of Canada (“National Bank”). Under the TRES, Osisko sold 1,600,000 common shares of Osisko Gold Royalties Ltd ("Osisko GR’) to National Bank in exchange for $22.9 million in cash. The TRES matures in one year. Prior to maturity, National

Bank receives interest payment at the rate of CDOR plus 3.75% from Osisko, and Osisko is entitled to a cash payment equal to dividends of Osisko GR which is $0.05 per common share.

- On December 5, 2019, Osisko completed its previously announced "bought deal" brokered private placement of an aggregate of 14,848,800 "flow-through shares" of the Corporation for total proceeds of approximately $61 million in two tranches as follows:

  - Tranche One: 8,050,000 "flow-through shares" at an issue price of $4.70 per share for aggregate gross proceeds of approximately $37.8 million, including the exercise in full of the underwriters' option.

  - Tranche Two: 6,798,800 "flow-through shares" at an issue price of $3.40 per share for aggregate gross proceeds of approximately $23.1 million, including the exercise in full of the underwriters' option.

- On August 8, 2019, Osisko completed its previously announced "bought deal" private placement financing of an aggregate of Common Shares and "flow-through shares" as follows:

  - Common Shares: 3,175,000 Common Shares at a price of $3.15 per share for aggregate gross proceeds of $10,001,000.

  - Flow-Through Shares: 6,089,250 "flow-through shares" of the Corporation at a price of $5.67 per share for aggregate gross proceeds of $34,526,000.

Exploration Highlights:

- On February 19, 2020, Osisko released the Updated Windfall Mineral Resource Estimate. Windfall now contains 4,127,000 tonnes at 9.1 g/t Au for 1,206,000 ounces of gold in the indicated category and 14,532,000 tonnes at 8.4 g/t Au for 3,938,000 ounces of gold in the inferred category using a 3.5 g/t Au cut-off grade. As a result, Windfall has expanded to a world-class scale in terms of size and grade. Drilling completed in 2019 increased indicated mineral resource by 60%, which added 452,000 ounces, while also increasing inferred mineral resource by 66%, which added 1,572,000 ounces.

Overall Performance:

During the year ended December 31, 2019, the Corporation spent approximately $111 million on exploration and evaluation activities, mostly on the Windfall, Quévillon Osborne-Bell and Urban Barry properties, and $13.8 million on general and administration expenses including salaries and benefits. For the year ended December 31, 2019, the Corporation drilled approximately 298,196 metres on the Windfall Property, 16,234 metres on the Urban Barry Property and 32,878 metres the Quévillon Osborne-Bell Property. The underground exploration ramp continues to advance with approximately 2,345 metres advanced during the year and a total of 4,626 metres of advancement to date. The ramp continues with a single heading towards the Lynx Zone and on December 11, 2019, the Corporation completed its second 5,716 tonnes bulk sample from the Lynx Zone. Results from processing the tonnes mined from the bulk sample exceeded expectations, returning an average grade of 17.8 g/t Au. The bulk sample average grade is 89% higher than the 9.40 g/t Au predicted by infill drilling on the Lynx zone 311 resource block model wireframe. Mining of the bulk sample successfully confirmed the presence of mineralization predicted in the resource model, and the analytical results have confirmed the visual mineralization encountered along the stope. Highlights and full results are presented below.

- Recorded average grade of 17.8 g/t Au for the bulk sample, being 89% higher than predicted in the 12.5-metre infill drilling block model.

- Achieved higher than anticipated average Au recovery of 97.2%.

- Recovered 66.7% average Au in the gravity concentrate.

- Sample contained 3,271 ounces Au and 2,176 ounces of Ag.

TONNES (DRY)	HEAD GRADE		CONTAINED OUNCES		GRAVITY CONCENTRATE		FLOTATION CONCENTRATE		OVERALL RECOVERY		RECOVERED OUNCES	
	Au (g/t)	Ag (g/t)	Au	Ag	tonnes (dry)	Au Rec (%)	tonnes (dry)	Au Rec (%)	Au Recovery (%)	Ag Recovery (%)	Au	Ag
5,716	**17.8**	**11.8**	**3,271**	**2,176**	**9.7**	**66.7**	**284.4**	**91.7**	**97.2**	**94.3**	**3,181**	**2,052**

Based on the Updated Windfall Mineral Resource Estimate and the Quévillon Resource Estimate, the Corporation has two main deposits that contain an aggregate of 4.1 million tonnes at 9.10 g/t Au for a total of 1.21 million ounces of global resources in indicated mineral resource categories and an aggregate 17.1 million tonnes at 8.1 g/t Au for 4.45 million ounces of global resources in the inferred mineral resource category.

On July 23, 2019, Osisko announced the discovery of four new high-grade zones in a new mineralized corridor named "Triple Lynx". The new high-grade mineralized corridor lies below the main mafic unit associated with the Lynx Deposit between vertical depths of 650 and 980 metres. This area of the Lynx Deposit has no previous drilling and is open in all directions.

With the new discovery and recent discoveries at Triple Lynx, Lynx Extension and Triple 8, Osisko announced on July 23, 2019 that the drill definition and exploration program on the Windfall Property will be increased by an additional 200,000 metres of drilling for a total program of 1,000,000 metres of drilling – which was reached on February 6, 2020.

The style of mineralization in the Triple Lynx discovery is similar to the known Lynx Deposit. Mineralization is hosted in a moderately sericitized and strongly silicified rhyolite near the contact with gabbro and felsic intrusions. The mineralized intervals contain up to 10% fine-grained pyrite as disseminations and stringers, and traces of sphalerite – chalcopyrite with strong pervasive silica alteration, local quartz-tourmaline veinlets and local visible gold.

On January 29, 2020, Osisko completed the Discovery 1 (OSK-W-19-1970) drill hole. Discovery 1 was a planned 3,000 to 3,500 metre deep drill hole, designed to target two down plunge extensions of known gold zones and investigate the projected source area of the Windfall Deposit at depth.

The final length of Discovery 1 reached 3,467 metres, becoming the longest diamond drill hole in Canada, and achieving a vertical depth of 2,700 metres from surface. The hole was drilled from surface to 3,149 metres with NQ rods and finished with BQ rods. New results are presented below.

Results from Discovery 1 include the successful intersection of the targeted Underdog Zone (500 metre extension: 14.1 g/t Au over 2.1 metres) and the Triple 8 Zone (100 metre extension: 9.58 g/t Au over 7.6 metres) (*see Osisko news release dated September 11, 2019)*, and the intersection of several wide zones of anomalous gold mineralization ranging up to 116 metres in length, similar to the wide anomalous gold zones observed in the proximity of Triple 8, Triple Lynx, and Lynx zones (*see Osisko news release dated December 10, 2019*). In addition, on February 25, 2020, previously reported intersection 1.05 g/t Au over 96.0 metres (see Osisko news release dated January 29, 2020) has been extended by new analytical results to 1.04 g/t Au over 191 metres, including a high-grade intersection of 10.1 g/t Au over 2.5 metres. The intersection begins at 3,139 metres down hole and now ends at 3,330 metres. All analytical results for Discovery 1 have been received. Mineralization, up to 3% pyrite and pyrrhotite, occurs in biotite, chlorite, and sericite altered mafic volcanics with occasional felsic volcanics and local felsic porphyritic intrusions. The high value intercept is within a breccia textured interval with an increased intensity of carbonate alteration in fracture filling.

The Corporation has active ongoing drill programs, which began in 2015 and have continued and evolved in scope, reaching 1,000,000 metres of drilling on the Windfall Property on February 6, 2020, 75,000 metres of drilling on the Quévillon Osborne-Bell Property, and 58,500 metres on Urban Barry Property, for a combined total drilling campaign of 1,133,500 metres. Management believes these fundamental elements provide a solid base necessary to build a mining company that will provide growing value to its shareholders over time. See the table in Section 2 – *"Mineral Resources"* of this MD&A for the grade and quantity of each category of mineral resources included in the foregoing disclosure.

a) Windfall, Urban Barry and Quévillon Osborne-Bell Properties

The Windfall Gold Deposit is located between Val-d'Or and Chibougamau in the Abitibi greenstone belt, Urban Township, Eeyou Istchee James Bay, Québec. The Windfall Gold Deposit is currently one of the highest-grade resource-stage gold projects in Canada. The bulk of the mineralization occurs in several southwest/northeast trending zones occurring approximately within a corridor 600 metres wide and at least 3,000 metres long. The deposit has been traced from surface to a depth of 1,500 metres and remains open along strike and at depth.

On June 11, 2019, Osisko provided new results from the ongoing exploration bulk sample program. Results from processing 5,500 tonnes mined from Zone 27 have exceeded expectations, returning an average grade of 8.53 g/t Au. The bulk sample average grade is 26% higher than predicted by 12.5 metres infill drilling on the resource block model. Mining of the bulk sample has successfully confirmed the presence of mineralization predicted in the resource model, and the analytical results have confirmed the visual mineralization encountered along the stope. Highlights and full results are presented below.

- Recorded average grade of 8.53 g/t Au for the bulk sample, being 26% higher than predicted in the 12.5 metres infill drilling block model.
- Sample contained 1,508 ounces Au and 1,450 ounces of Ag.
- Recovered 93.7% average Au using contract mill.
- Recovered 34.5% average Au in the gravity concentrate.

On January 16, 2019, Osisko announced new drill results which expanded on the initial discovery of the Triple 8 Zone (see *Osisko news releases dated July 11, 2018 and September 13, 2018*). Drill hole OSK-W-18-1783 tested the continuity at the mid-point between OSK-W-18-1603 (Triple 8 discovery hole) and gold mineralization intersected in a similar setting in OSK-W-18-1616-W1 (see *Osisko news release dated August 7, 2018*).

OSK-W-18-1783 encountered three distinct altered intervals between 1,819 metres and 1,945 metres downhole, each averaging approximately 10 metres in width. Significant results from the gold bearing intervals include 38.4 g/t Au over 2.0 metres and 16.0 g/t Au over 2.3 metres. Geometry is still being interpreted, although management believes that mineralization is open in all directions. Sericite and silica alteration are hosted within an andesite and gabbro package, surrounded by peripheral chlorite – biotite +/- garnet alteration (identical to that encountered in the Triple 8 discovery hole 350 metres to the north, and in hole OSK-W-1616-W1, 400 metres to the south). The mineralized intervals contain disseminated and stringer pyrite with local visible gold, and trace pyrrhotite and chalcopyrite.

On March 26, 2019, Osisko announced positive results of its hole-to-hole induced polarization ("IP") survey conducted in the Triple 8 Zone. Osisko recently used the three deep Triple 8 discovery holes (OSK-W-18-1603-W2, OSK-W-18-1616-W2 and OSK-W-18-1783) to conduct a hole-to-hole IP survey. The purpose of the survey was to attempt to outline the chargeability signature of the Triple 8 Zone; to test the lateral extension of the hole-to-hole method; and to outline new deep drill targets. The survey was successful in all aspects, and the Corporation intends to conduct additional hole-to-hole IP survey work to investigate the deep extensions in other areas of the Windfall Gold Deposit. The hole-to-hole IP survey and the 3D IP inversion were performed by Abitibi Geophysics Inc. from Val-d'Or, Québec. Triple 8 mineralization typically consists of 10% to 30% disseminated pyrite and stringers with local visible gold in an altered andesite with local pervasive silicification and sericitization, surrounded by peripheral chlorite-biotite+/-garnet alteration.

The Triple 8 Zone and the mineralized corridor responded positively to chargeability and were detected by the hole-to-hole method. Three chargeability and resistivity profiles were interpreted by pairing holes. The known mineralization was detected in the 600 metres apart pair, and subsequently validated by the two pairs approximately 300 metres apart. The hole-to-hole method has shown to have good potential to define targets at depth and in the lateral extensions of the Windfall Gold Deposit.

Interpretation of the chargeability and resistivity profiles, and generation of a 3-dimensional data inversion highlighted two principal target areas for further exploration. The first area is located between hole OSK-W-18-1783 and OSK-W-18-1616-W2 and consists of a high chargeability centre interpreted over 300 metres wide. The second main target is approximately 100 metres north of OSK-W-18-1603-W2.

Mineral Resource Estimates

Updated Windfall Mineral Resource Estimate

On February 19, 2020, the Corporation released the Updated Windfall Mineral Resource Estimate, which included results disclosed by Osisko up to January 3, 2020. The Updated Windfall Mineral Resource Estimate as well as the sensitivity table are described in the table below:

Table 1: Updated Windfall Mineral Resource Estimate Sensitivity Table

Cut-off Grade (Au)	Indicated			Inferred		
	Tonnes(1) (000 t)	Grade (g/t)	Ounces Au(1) (000 oz)	Tonnes(1) (000 t)	Grade (g/t)	Ounces Au(1) (000 oz)
5.00 g/t	**2,792**	**11.4**	**1,026**	**9,495**	**10.7**	**3,258**
4.50 g/t	**3,150**	**10.7**	**1,081**	**10,844**	**9.9**	**3,464**
4.00 g/t	**3,586**	**9.9**	**1,141**	**12,566**	**9.2**	**3,701**
3.50 g/t	**4,127**	**9.1**	**1,206**	**14,532**	**8.4**	**3,938**
3.00 g/t	**4,773**	**8.3**	**1,274**	**17,213**	**7.6**	**4,218**

Note:

(1) Values are rounded to nearest thousand which may cause apparent discrepancies.

Table 2: Updated Windfall Mineral Resource Estimate by Area (3.5 g/t Au cut-off)

Area	Indicated			Inferred		
	Tonnes (000 t)(1)	Grade (g/t)	Ounces Au(1) (000 oz)	Tonnes(1) (000 t)	Grade (g/t)	Ounces Au(1) (000 oz)
Lynx(2)	1,817	11.3	661	6,349	10.9	2,233
Underdog	561	8.0	145	4,776	6.9	1,067
Main(3)	1,749	7.1	401	3,407	5.8	638
Total(4)	4,127	9.1	1,206	14,532	8.4	3,938

Notes:

(1) Values are rounded to nearest thousand which may cause apparent discrepancies.
(2) Lynx area includes: Lynx Main, Lynx HW, Lynx SW and Lynx 4, Triple Lynx.
(3) Main area includes: Zone 27, Caribou, Mallard, Windfall Nord and F-Zones.
(4) See Updated Windfall Mineral Resource Estimate Notes below.

Updated Windfall Mineral Resource Estimate notes:

1. *The Updated Windfall Mineral Resource Estimate is compliant with the November 29, 2019 CIM Estimation of Mineral Resources and Mineral Reserves Best Practice Guidelines (as defined below).*
2. *Resources are presented undiluted and in situ and are considered to have reasonable prospects for economic extraction. Isolated and discontinuous blocks above the stated cut-off grade are excluded from the mineral resource estimate. Must-take material, i.e. isolated blocks below cut-off grade located within a potentially mineable volume, were included in the mineral resource estimate.*
3. *As of January 3, 2020, the database comprises a total of 2,941 drill holes for 1,101,008 metres of drilling in the area extent of the mineral resource estimate, of which 2,280 drill holes (918,273 metres) were completed and assayed by Osisko. The drill hole grid spacing is approximately 25 metre x 25 metre for infill drilling and larger for extension drilling.*
4. *All core assays reported by Osisko were obtained by analytical methods described below under "Quality Control and Reporting Protocols".*
5. *Geological interpretation of the deposit is based on lithologies, mineralization style, alteration and structural features. Most mineralization envelopes are subvertical, striking NE-SW and plunging approximately 40 degrees towards the North-East. The 3D wireframing was generated in Leapfrog Geo, a modelling software, from hand selections of mineralization intervals. The mineral resource estimate includes a total of 292 tabular, sub-vertical gold-bearing domains defined by individual wireframes with a minimum true thickness of 2.0 metres.*
6. *Assays were composited within the mineralization domains into 2.0 metres length composites. A value of 0.00125 g/t Au (¼ of the detection limit) was applied to unassayed core intervals.*
7. *High-grade composites were capped. Cappings were determined in each area from statistical studies on groups of zones sharing similar mineralization characteristics. Cappings vary from 15 g/t Au to 130 g/t Au and are applied using a three-step capping strategy where the capping value decreases as interpolation search distances increase.*
8. *Five (5) block models were produced using Datamine™ Studio RM Software. The models are defined by parent cell sizes of 5 metres NE, 2 meters NW and 5 metres height, and sublocked to minimum subcell sizes of 1.25 meters NE, 0.5 metres NW and 1.25 metres height.*
9. *Ordinary Kriging (OK) based interpolations were produced for each area of the Windfall gold deposit. Estimation parameters are based on composite variography analyses.*
10. *Density values of 2.8 were applied to the mineralized zones.*
11. *The Updated Windfall Mineral Resource Estimate is categorized as indicated and inferred mineral resource as follows:*
    a. *The indicated mineral resource category is manually defined and encloses areas where drill spacing is generally less than 25 metres, blocks are informed by a minimum of two drill holes, and reasonable geological and grade continuity is shown.*

b. *The inferred mineral resource category is manually defined and encloses areas where drill spacing is less than 100 metres, blocks are informed by a minimum of two drill holes, and reasonable, but not verified, geological and grade continuity is observed.*

12. *The mineral resource is reported at 3.5 g/t Au cut-off. The cut-off grade is calculated using the following economic parameters: gold price at US$1,325/oz, exchange rate at 1.30 USD/CAD, 93% mill recovery; selling cost at CAD$5/oz, 2% NSR royalties, mining cost at CAD$100/t milled, G&A cost at CAD$30/t milled, processing cost at CAD$40/t, transportation cost at CAD$2/t considering mill at site, and environment cost at C$4/t.*

13. *Estimates use metric units (metres, tonnes and g/t). Metal contents are presented in troy ounces (metric tonne x grade / 31.10348).*

14. *Micon International Limited is not aware of any known environmental, permitting, legal, title-related, taxation, socio-political or marketing issues, or any other relevant issue, that could materially affect the mineral resource estimate.*

15. *These mineral resources are not mineral reserves as they do not have demonstrated economic viability. The quantity and grade of reported inferred mineral resources in this news release are uncertain in nature and there has been insufficient exploration to define these inferred mineral resources as indicated or measured mineral resources, and it is uncertain if further exploration will result in upgrading them to these categories.*

Quévillon Mineral Resource Estimate

Cut-off grade	Tonnes (T)(1)	Grade (g/t)	Ounces Au(2)
> 6.00 g/t Au	883,000	9.77	277,000
> 5.00 g/t Au	1,273,000	8.44	346,000
> 4.00 g/t Au	1,816,000	7.26	424,000
> 3.50 g/t Au	2,156,000	6.70	465,000
> 3.00 g/t Au	2,587,000	6.13	510,000
> 2.50 g/t Au	3,166,000	5.51	560,000

Notes:

(1) The number of metric tonnes was rounded to the nearest thousand. Any discrepancies in the totals are due to rounding errors.

(2) The number of ounces was rounded to the nearest thousand. Any discrepancies in the totals are due to rounding errors.

Quévillon Mineral Resource Estimate notes:

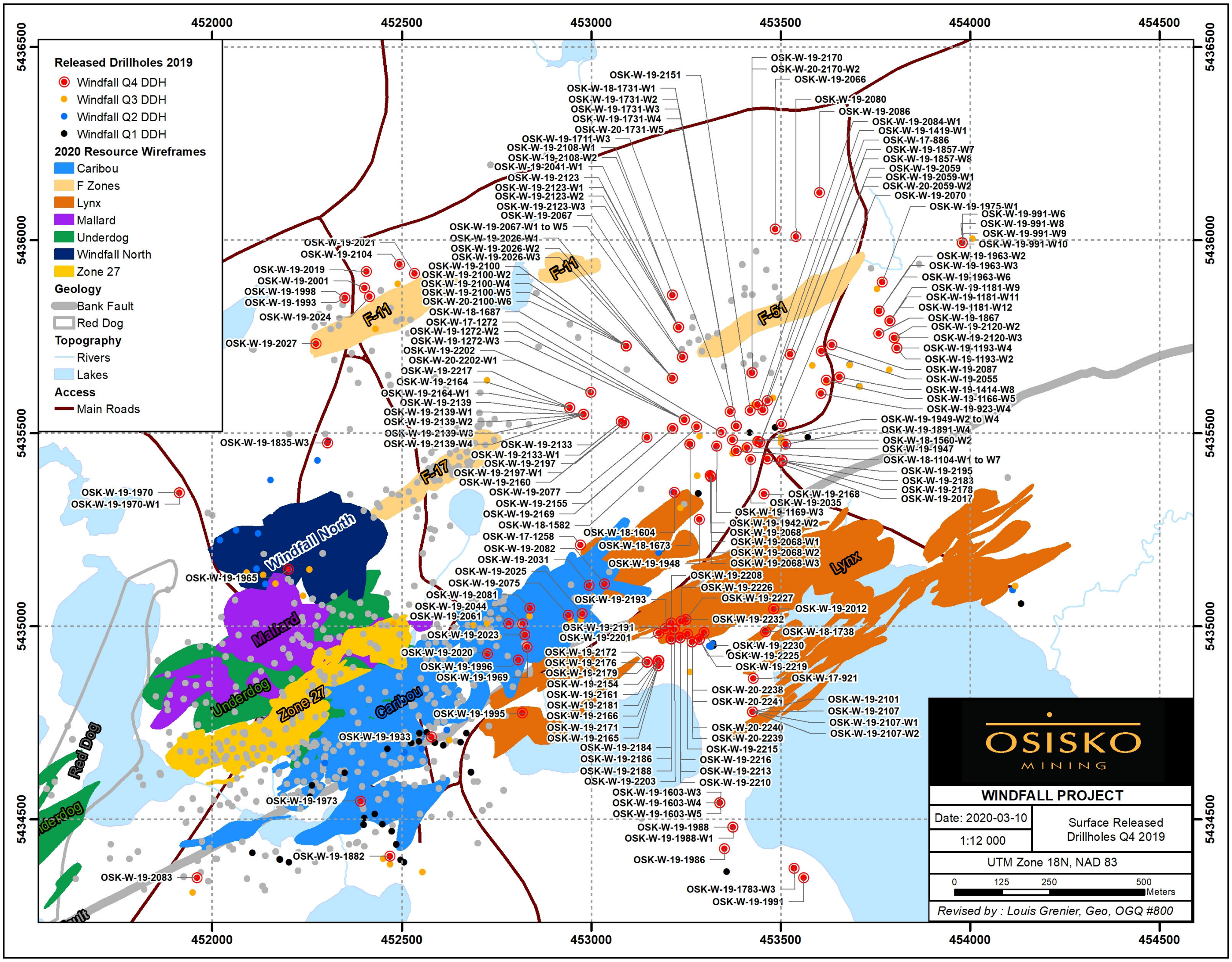
1. *Resources are presented undiluted and in situ and are considered to have reasonable prospects for economic extraction.*
2. *The estimate encompasses nine tabular gold-bearing zones each defined by individual wireframes with a minimum true thickness of 2 metres.*
3. *High-grade capping was done on composite data and established on a per zone basis for gold. It varies from 25 g/t Au to 55 g/t Au.*
4. *Density values were applied on the following lithological basis (g/cm3): volcanic host rocks = 2.80; late barren dykes and Beehler stock = 2.78; Zebra felsic unit = 2.72.*
5. *Grade model resource estimation was evaluated from drill hole data using an Ordinary Kriging interpolation method on a block model using a block size of 2.5 metres x 2.5 metres x 2.5 metres.*
6. *The mineral resources presented herein are categorized as inferred. The inferred category is only defined within the areas where drill spacing is less than 100 metres and shows reasonable geological and grade continuity.*
7. *The resource was estimated using Geovia GEMS 6.8. The estimate is based on 931 surface diamond drill holes. A minimum true thickness of 2.0 metres was applied, using the grade of the adjacent material when assayed, or a value of zero when not assayed.*
8. *Estimates use metric units (metres, tonnes and g/t). Metal contents are presented in troy ounces (metric tonne x grade / 31.10348).*
9. *The number of metric tonnes was rounded to the nearest thousand. Any discrepancies in the totals are due to rounding errors.*
10. *InnovExplo Inc. is not aware of any known environmental, permitting, legal, title-related, taxation, socio-political or marketing issues, or any other relevant issue not reported in the Quévillon Resource Estimate that could materially affect the mineral resource estimate.*
11. *These mineral resources are not mineral reserves as they do not have demonstrated economic viability. The quantity and grade of reported inferred resources in this mineral resource estimate are uncertain in nature and there has been insufficient exploration to define these inferred resources as indicated or measured, and it is uncertain if further exploration will result in upgrading them to these categories.*
12. *The number of ounces was rounded to the nearest thousand. Any discrepancies in the totals are due to rounding errors.*

Exploration

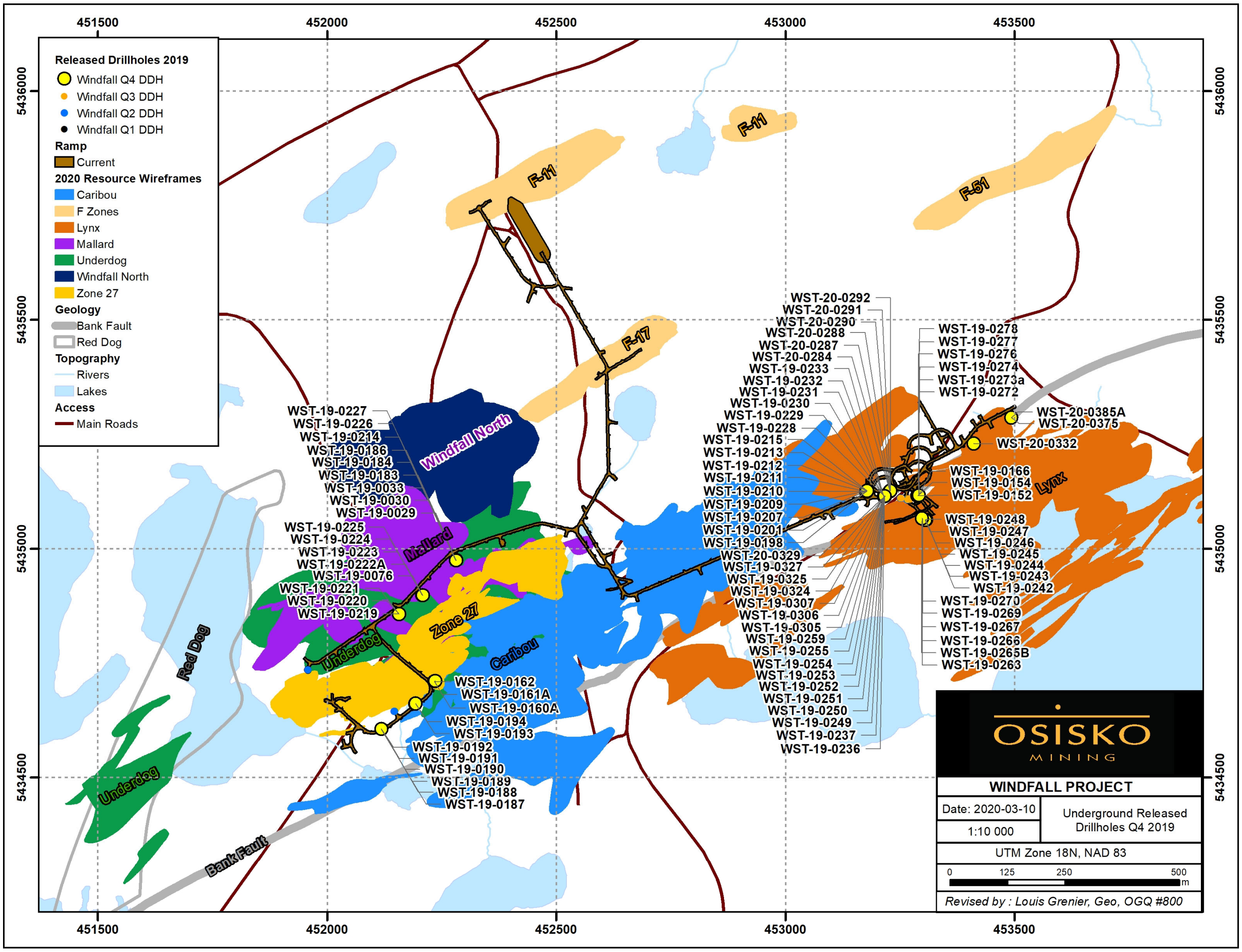
Exploration Strategy

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 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 and a 100% interest in large claim package in the Quévillon area that includes the Osborne-Bell Gold Deposit totaling 266,400 hectares and through its subsidiary, O3 Mining, a 100% interest in the Garrison Project east of Matheson, Ontario, as well as additional projects in the Timmins area of Ontario, the James Bay Labrador area of Québec and the Malartic Block Properties, which are located 15 kilometres west of the town of Val-d'Or in the Abitibi region of Québec, Canada.

The Corporation announced the following results from the ongoing drill program at the Windfall Property located in the Urban Township, Québec in the surface and underground maps below:



Above is a map of the material surface drill holes that were completed during the year ended December 31, 2019, as well as the current holes to the date of this MD&A on the Windfall Property.



Above is a map of the material underground drill holes that were completed during the year ended December 31, 2019, as well as the current holes to the date of this MD&A on the Windfall Property.

The Corporation began the period continuing its ongoing drill program with 15 drill rigs and ended the year using 23 drills (21 at surface and 2 underground) at the Windfall Property. The main focus of drilling activities is infill drilling in the upper portion of Lynx and Zone 27 and expanding the footprint of the deposit through new discoveries. At the end of the year, 19 rigs were focusing on different areas of Lynx, Triple Lynx and Lynx Extension. Two underground drill rigs were focusing on Lynx, Zone 27 and Caribou. One drill rig was working on testing the root of the deposit, the Discovery 1 project (terminated in January with the Canadian longest hole at 3,467m), and one drill was focusing in the Underdog area. At the Quévillon Osborne-Bell Property, the main focus is infill drilling of the Osborne-Bell Gold Deposit and the program has been completed during the year.

Drill highlights have included the following:

- 948 g/t Au over 2.4 metres and 360 g/t over 2.1 metres at Lynx and Triple Lynx announced March 9, 2020.
- 1.04 g/t Au over 191 metres at Windfall announced February 25, 2020.
- 106.0 g/t Au over 4.0 metres at Lynx announced January 9, 2020.
- 33.5 g/t Au over 10.5 metres at Lynx announced December 18, 2019.
- 1,475 g/t Au over 4.5 metres at Lynx announced December 16, 2019.
- 106 g/t Au over 13.0 metres in Lynx extension announced December 2, 2019.
- 161 g/t Au over 8.0 metres at Windfall announced November 25, 2019.

- 284 g/t Au over 3.2 metres at Lynx, 30.8 g/t Au over 11.9 metres at Lynx extension and 8.77 g/t Au over 10.1 metres at Triple Lynx. All three hits at Windfall were announced on October 21, 2019.
- 14.1 g/t Au over 2.1 metres at Windfall announced September 11, 2019.
- 72.3 g/t Au over 12.7 metres at Triple Lynx and 145 g/t over 3.5 metres at Lynx extension at Windfall announced September 9, 2019.
- 80.7 g/t Au over 5.8 metres at Windfall announced September 5, 2019.
- 114 g/t Au over 2.8 metres at Osborne-Bell announced September 3, 2019.
- New discovery of 47.8 g/t Au over 12.1 metres at Windfall in between Triple 8 and Lynx announced July 23, 2019.
- 84.6 g/t Au over 11.8 metres at Windfall announced July 8, 2019.
- 51.0 g/t Au over 6.3 metres at Windfall announced June 17, 2019.
- New zone discovery at Fox of 16.7 g/t Au over 2.8 metres at Windfall announced June 6, 2019.
- 33.4 g/t Au over 3.7 metres at Windfall announced June 3, 2019.
- 37.6 g/t Au over 7.8 metres at Windfall announced May 30, 2019.
- 31.0 g/t Au over 6.1 metres at Windfall announced May 28, 2019.
- 489 g/t Au over 3.7 metres at Windfall announced April 25, 2019.
- 322 g/t Au over 4.3 metres at Windfall announced April 16, 2019.
- 224 g/t Au over 2.8 metres at Windfall announced March 21, 2019.
- 88 g/t Au over 4.1 metres at Windfall announced March 19, 2019.
- 38.4 g/t Au over 2 metres at Windfall announced January 16, 2019.
- 2,223.0 g/t Au over 2 metres at Windfall announced January 7, 2019.

True width determinations are estimated at 55-80 of the reported core length intervals for most of the zones. The full set of drill results are available electronically on SEDAR (www.sedar.com) under Osisko's issuer profile and Osisko's website (www.osiskomining.com).

Exploration Ramp Advancement

In 2007, construction of an underground exploration ramp was commenced at the Windfall Property by a previous operator, which attained a vertical depth of approximately 110 metres and length of approximately 1.2 kilometres, with an additional 230 metres of exploration drifts. The exploration ramp was terminated by the previous operator prior to completion of the bulk sample collection and was flooded with water. All permits required to dewater the ramp and proceed with collection of a bulk sample from Zone 27 and Caribou were granted to Osisko in 2017 and dewatering of the ramp was completed. Following exploration ramp rehabilitation, advancement continued at a rate of approximately 195 metres per month towards the mineralized zones. During the year ended December 31, 2019, the exploration ramp was advanced by 2,345 metres. In 2018, all permits required to obtain two additional bulk samples were requested and received. The Bulk Sample took place in Zone 27 in 2018 and was finished in first quarter of 2019. The ore was transferred to the mill site near Timmins, Ontario, where it was processed during the second quarter of 2019. Mining of the second bulk sample area in the Lynx zone began in September of 2019 and was completed on December 11, 2019. Underground work includes bulk sampling (for metallurgical testing and grade confirmation), underground mapping, and underground exploration drilling.

1. SUMMARY OF MINERAL PROPERTIES

The Corporation's various gold mineral properties in Canada are summarized below:

Continuing Exploration Properties	Location	Transaction location status	Status
Windfall Lake	Québec	Osisko	Owned 100%
Quévillon Osborne-Bell	Québec	Osisko	Owned 100%
Urban Barry	Québec	Osisko	Owned 100%
Urban Barry Base Metals Project	Québec	Osisko	Owned 100%(1)
Quévillon Osborne Base Metals Project	Québec	Osisko	Owned 100%(1)
Urban Duke	Québec	Osisko	Owned 100%(2)(3)
O3 Mining Properties	Québec/Ontario	O3 Mining	Owned and Earn-in(4)

Notes:

(1) Subject to a 50% earn-in in favour of Osisko Metals Inc. ("Osisko Metals").
(2) The Duke Property was acquired upon the acquisition of Beaufield on October 19, 2018.
(3) Bonterra Resources Inc. ("Bonterra") has an earn-in right of up to 70% of the property.
(4) O3 Mining holds an earn-in right in respect to some of their properties, which are currently owned by Osisko GR. Please see financial statements of O3 Mining for further information.

2. MINERAL RESOURCES

The Corporation's global mineral resources are summarized below:

CATEGORY	TONNES (MT)	AU GRADE (G/T)	AU (M OZ)
TOTAL INDICATED			
WINDFALL (1)	4.1	9.1	1.21
	4.1	**9.10**	**1.21**
TOTAL INFERRED(2)			
WINDFALL(1)	14.5	8.4	3.94
OSBORNE-BELL(3)	2.6	6.13	0.51
	17.1	**8.1**	**4.45**

Notes:

(1) Information relating to the Windfall Project is supported by the Updated Windfall Mineral Resource Estimate released on February 19, 2020 that will be filed with an effective date of January 3, 2020 within 45 days from the date of the news release.
(2) Inferred mineral resources have a great amount of uncertainty as to their existence and as to whether they can be mined legally or economically. It cannot be assumed that all or any part of the inferred resources will ever be upgraded to a higher category. Mineral resources are not mineral reserves and do not have demonstrated economic viability.
(3) Information relating to the Quévillon Osborne-Bell Gold Deposit is supported by the Osborne-Bell Gold Deposit Technical Report and Mineral Resource Estimate with an effective date of March 2, 2018.

3. MINERAL PROPERTY ACTIVITIES

a) Urban Barry District

As of December 31, 2019, the Corporation held a significant claims position in the Urban Barry area of Québec. The Windfall Project contains 285 claims covering 12,467 hectares and includes the Windfall Gold Deposit. Adjacent to the Windfall Property, the Urban Barry Project contains 1,832 claims, including the Black Dog Property (formerly Souart Property) and the former Urban Macho acquired as part of the acquisition of Beaufield and covers more than 100,019 hectares (1,000 square kilometres). Both projects are located within the Urban Barry volcano-sedimentary belt. The exploration expenditures on the properties were for drilling, prospecting, till surveys follow-up, IP geophysical surveys and for claims acquisition. As at December 31, 2019, there were 23 drill rigs at the Windfall Property. As of December 31, 2019, 298,196 metres have been drilled for a total of 978,768 metres of the 1,000,000 metres program on the Windfall Property. As of December 31, 2019, a total of 16,234 metres have been completed at the Urban Barry Project. Adjacent to the Urban Barry Project, the Urban Duke Property contains 81 claims covering 3,590 hectares and Bonterra has an earn-in right of up to 70% of the property inherited from a previous agreement with Beaufield, where Bonterra is the operator.

i) Windfall Property

The Windfall Property is 100% owned by the Corporation and covers approximately 12,467 hectares located in the Abitibi greenstone belt, Urban Township, Eeyou Istchee James Bay, Québec, Canada. The property consists of 285 contiguous mining claims.

The Windfall Property is subject to the following net smelter returns ("NSR") royalties:

Location	Approximate Area	NSR	Buyback Rights
Centre of property, hosting the majority of the mineral resource	3,151 acres (1,275 ha)	2.0%(1)	N/A
Southwest of the majority of the of mineral resource	1,985 acres (803 ha)	1.5%(2)	N/A
North of the majority of the mineral resource, hosting small portion of the mineral resource	2,342 acres (948 ha)	2%(3)	N/A
Northern part of property	19,531 acres (7,904 ha)	3%(3)	N/A
Southeast of the mineral resource	706 acres (286 ha)	3%	Subject to a 1% NSR royalty buy-back for $500,000.
Eastern edge of property	2,507 acres (1,015 ha)	3%	Subject to a 1% NSR royalty buy-back for $1 million and a right of first refusal for another 1% NSR royalty.

Notes:

(1) Osisko GR holds a 2.0% NSR royalty on these claims as follows: (i) a 0.5% NSR royalty was granted to Alto Ventures Ltd. on July 26, 2004, which was subsequently acquired by Virginia Gold Mines Inc. on April 7, 2014 and assigned to Osisko GR on December 31, 2015; (ii) a 1% NSR royalty was granted by Osisko to Osisko GR under a royalty agreement dated October 4, 2016 in connection with certain first financing rights held by Osisko GR under the investment agreement dated August 25, 2015 between Osisko and Osisko GR; and (iii) a 0.5% NSR royalty was granted by Osisko to Osisko GR under a royalty agreement dated January 16, 2020 in connection with buy-back rights held by Osisko GR under the investment dated August 25, 2015 between Osisko and Osisko GR. Further to (iii), Osisko bought-back and re-granted to Osisko GR the 0.5% NSR royalty granted by Noront Resources Ltd. to Fury Explorations Ltd. under a letter agreement dated June 9, 2004.

(2) Osisko GR holds a 1.5% NSR royalty on these claims as follows: (i) a 0.5% NSR royalty was granted to Alto Ventures Ltd. on July 26, 2004, which was subsequently acquired by Virginia Gold Mines Inc. on April 7, 2014 and assigned to Osisko GR on December 31, 2015; and (ii) a 1% NSR royalty was granted by Osisko to Osisko GR under a royalty agreement dated October 4, 2016 in connection with certain first financing rights held by Osisko GR under the investment agreement dated August 25, 2015 between Osisko and Osisko GR.

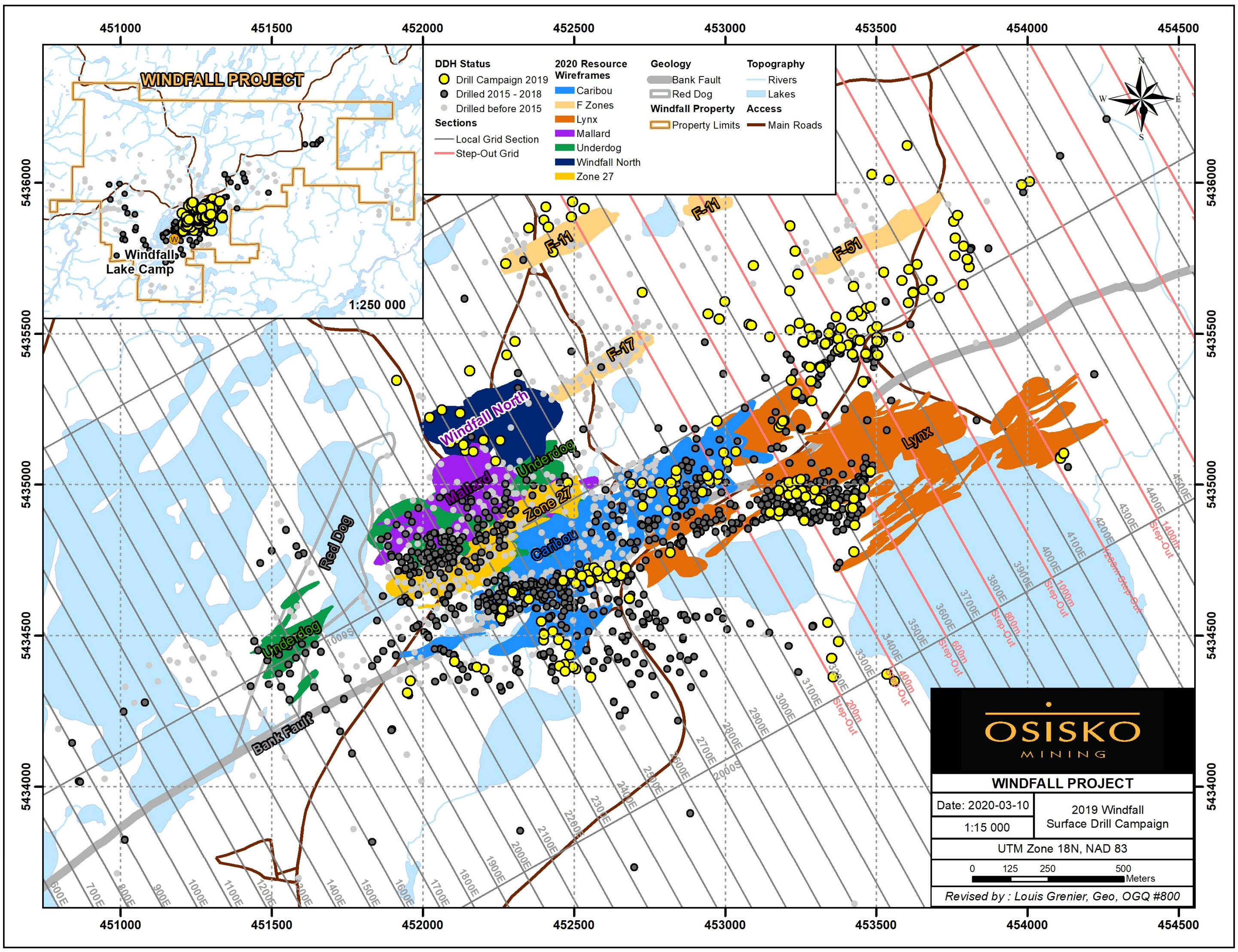
(3) Osisko GR holds a 2.0-3.0% NSR royalty on these claims as follows: (i) a 1% NSR royalty was granted by Osisko to Osisko GR under a royalty agreement dated October 4, 2016 in connection with certain first financing rights held by Osisko GR under the investment agreement dated August 25, 2015 between Osisko and Osisko GR; (ii) a 0.5-1.0% NSR royalty was granted by Osisko to Osisko GR under a royalty agreement dated November 16, 2018 in connection with buy-back rights held by Osisko GR under the investment dated August 25, 2015 between Osisko and Osisko GR; and (iii) a 0.5-1.0% NSR royalty was granted by Osisko to Osisko GR under a royalty agreement dated November 16, 2018 in connection with buy-back rights held by Osisko GR under the investment dated August 25, 2015 between Osisko and Osisko GR. Further to (ii), Osisko bought-back and re-granted to Osisko GR the 0.5-1.0% NSR royalty granted by Eagle Hill Exploration Corporation to Cliffs Chromite Ontario Inc. under a royalty agreement dated March 18, 2014. Further to (iii), Osisko bought-back and re-granted to Osisko GR the 0.5-1.0% NSR royalty granted by Eagle Hill Exploration Corporation to Murgor Resources Inc. under a royalty agreement dated March 18, 2014.

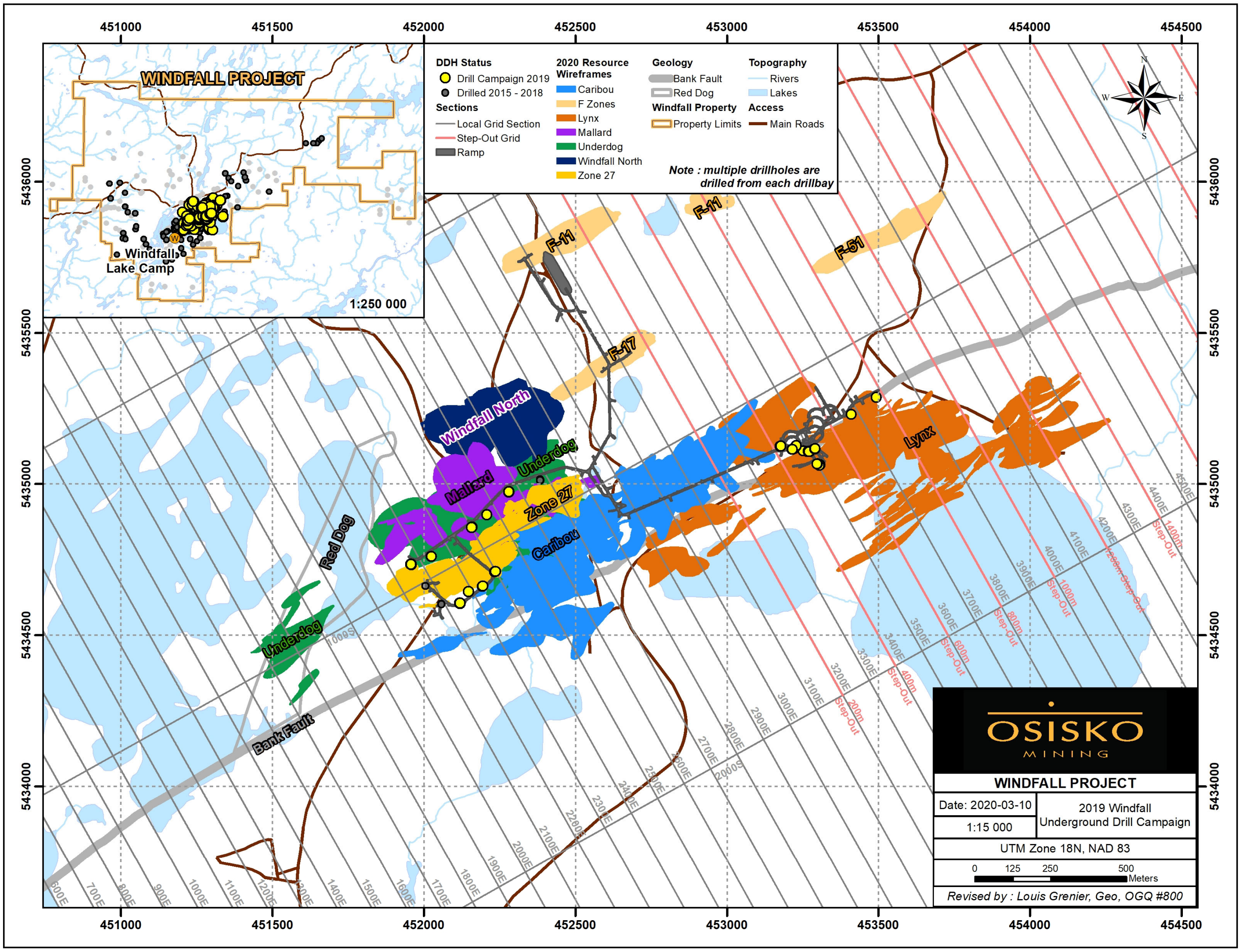
Exploration Activities

The current 1,000,000 metre drilling program has been designed to assist the Corporation in further exploring and defining the known mineralization within the main deposit area, the Lynx and Triple Lynx Zones, the North East Extension, and Triple 8. Osisko continues to work towards extending the exploration ramp into the mineralized zones and continues with the underground drill program with four rigs that started in the first quarter of 2020. The 5,500 tonne bulk sample excavation on Zone 27 began on October 11, 2018 and was completed on January 30, 2019 and the second bulk sample in the Lynx Zone which began in September 2019 and was completed on December 11, 2019. For both samples the ore was transferred to the mill site in Timmins, Ontario, where the samples were processed.

Drilling

The Corporation continues to obtain drill results from its 1,000,000 metre drill program on the Windfall Property. The Corporation's drill plan surface and underground maps are presented below:





Quality Control

True width determinations are estimated at 55-80% of the reported core length intervals for most of the zones. 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 weighted averages of 3.0 g/t Au diluted over core lengths of at least 2.0 metres. All assays reported were obtained by either one-kilogram screen fire assay or standard 50-gram fire-assaying-AA finish or gravimetric finish by (i) ALS Laboratories in Val-d'Or, Québec, Thunder Bay and Sudbury, Ontario, and Vancouver, British Columbia; or (ii) Bureau Veritas in Timmins, Ontario. The one-kilogram screen assay method is selected by the geologist when samples contain coarse gold or present a higher percentage of pyrite than surrounding intervals. Selected 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 ("QA/QC") and interpretation of results is performed by a "qualified person" 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 assay checks.

ii) Urban-Barry Property

The Urban-Barry Property is 100% owned by the Corporation. As of December 31, 2019, the property comprises 1,829 individual claims covering an aggregate area of approximately 100,019 ha. The property is mostly constituted by claims that were acquired at different periods from 2015 to 2017 as well as the claims from the acquisition of Beaufield and are subject to various NSR royalties. In addition, the Corporation owns 81 claims for 3,589 ha in the Urban Barry region called the Urban

Duke Property. This property is subject to an earn-in option with Bonterra. Following an agreement that was signed on July 9, 2018 between Beaufield, which was amalgamated with Osisko on January 1, 2019, Beaufield granted Bonterra an option to acquire a 70% interest in 81 strategic mineral claims totaling 3,590 hectares.

Exploration Activity

During the year ended December 31, 2019, the Corporation drilled approximately 16,234 metres. Results of 16.7 g/t Au over 2.8 metres were obtained in the Fox SW area located two kilometres south-west of the Fox discovery.

iii) Black Dog Property (formerly Souart Property)

The Corporation acquired 100% of the Black Dog Property on February 3, 2016. The property is located in the Urban Barry greenstone belt, in Souart and Barry Townships, Québec. Osisko issued 500,000 Common Shares and paid $200,000 in cash in exchange for 100% of the property. The property consists of 34 claims comprising of 1,343 hectares and is included within the Urban-Barry property. The Black Dog Property is subject to a 2% NSR royalty which can be repurchased by the Corporation at any time for $2 million.

iv) Urban Barry Base Metals Project

The Urban Barry Base Metals Project is a select package of claims located within the Urban Barry Project. On March 28, 2018, Osisko entered into an option agreement with Osisko Metals, which sets forth the terms of an exploration earn-in on the project. Under the terms of the option agreement, Osisko Metals must incur $5 million of exploration expenditures over the four-year term of the option agreement in order to earn a 50% interest on the project. This commitment is subject to certain annual work expenditure thresholds, including a guaranteed expenditure threshold of $500,000 in the first year from the date of signing the agreement.

Following the completion of the exploration earn-in, the project will be transferred to a new joint venture entity to be owned 50% by Osisko and 50% by Osisko Metals. Osisko and Osisko Metals will then enter into a joint venture agreement in respect of the project. Osisko will own a 100% interest over any discoveries of precious metals on the project.

Exploration Activity

No work was performed in the partnership during the year ended December 31, 2019.

v) Urban Duke Property

The Corporation acquired the Urban Duke Property through the acquisition of Beaufield, which was completed on October 19, 2018, and amalgamated into Osisko on January 1, 2019. The Urban Duke Property is 100% owned by the Corporation and is located within the Urban Barry Greenstone Belt, Québec. On July 6, 2018, Beaufield entered into a binding agreement with Bonterra which sets forth the terms of an exploration earn-in on the property. In order to earn a 70% interest on the Urban Duke Property, Bonterra must commit: (i) $4.5 million in work expenditures over a three-year period, subject to certain annual work expenditure thresholds, including a guaranteed expenditure threshold of $1.5 million in the first year; and (ii) $750,000 in cash payments over a two-year period, with $250,000 due upon signing, $250,000 due in the first year, and the remaining $250,000 due in the second year. Upon signing on July 6, 2018, and as further consideration for the granting of the exploration earn-in, Bonterra issued 4 million common shares of Bonterra to Beaufield.

Following the completion of the exploration earn-in, Osisko and Bonterra will enter into a joint venture agreement in respect of the property with Bonterra maintaining a 70% interest and Osisko maintaining a 30% interest.

Exploration Activity

Limited exploration activities have been performed during the year on the Urban Duke property by Bonterra.

b) Quévillon Osborne-Bell Project

On April 27, 2017, the Corporation acquired ownership over a property package in the Lebel-sur-Quévillon area of Québec for cash consideration of $1 million and the issuance of 100,000 Common Shares. The Quévillon Osborne-Bell Project includes approximately 30 known gold showings, as well as the historical Osborne-Bell Gold Deposit, which is located 17 kilometres northwest of the town of Lebel-sur-Quévillon and 112 kilometres west of the Windfall gold deposit. The Osborne-Bell Gold Deposit has been the object of significant historical drilling over the past 30 years and will be the focus of new drilling and resource re-evaluation by Osisko. In addition, the Corporation staked 2,942 claims of a large land package covering 157,000 hectares (1,570 square kilometres). The Corporation also acquired additional claims from different owners during 2018.

On February 26, 2018, Osisko purchased from Globex Mining Enterprises Inc ("Globex"), the Certac Property at Le Tac township, Québec for $250,000 and gross metal royalty payable to Globex on all metal production. The gross metal royalty payable will be 2.5% at a gold price below USD $1,000 per ounce or 3% at a gold price equal to or greater than USD $1,000 per ounce. Osisko has retained a first right of refusal should Globex sell its gross metal royalty as well as a right to buy back 1.5% of the gross metal royalty for $1.5 million. The Certac Property has been included in the Quévillon Osborne-Bell Project.

The Quévillon Osborne-Bell Project now covers more than 150,205 hectares (1,502 square kilometres) and is constituted by 2,871 claims. The land position of the Quévillon area covers volcano-sedimentary Archean greenstones that host a number of known gold showings and porphyry igneous intrusions that are of strong exploration interest to the Corporation.

Exploration Activity

During the year ended December 31, 2019, a total of 32,878 metres were drilled on the Quévillon Osborne-Bell Project. On Osborne-Bell Gold Deposit infill definition program, significant new analytical results from 71 intercepts in 47 infill drill holes were published on September 3, 2019. Highlights from these new results include: 114 g/t Au over 2.8 metres in OSK-OB-19-109; 51.5 g/t Au over 2.8 metres in OSK-OB-19-212; 35.3 g/t Au over 2.7 metres in OSK-OB-192; 9.49 g/t Au over 7.6 metres in OSK-OB-19-131; and 9.60 g/t Au over 4.8 metres in OSK-OB-19-137. On regional gold target, no significant results were obtained.

i) Quévillon Base Metals Project

The Quévillon Base Metals Project is a select package of claims located within the Quévillon Project. On November 12, 2018, Osisko entered into an option agreement with Osisko Metals, which sets forth the terms of an exploration earn-in on the project. Under the terms of the option agreement, Osisko Metals shall incur $8 million of exploration expenditures over the four-year term of the option agreement in order to earn a 50% interest on the project. This commitment is subject to certain annual work expenditure thresholds, including a guaranteed expenditure threshold of $2 million in the first year from the date of signing the agreement.

Following the completion of the exploration earn-in, the project will be transferred to a new joint venture entity to be owned 50% by Osisko and 50% by Osisko Metals. Osisko and Osisko Metals will then enter into a joint venture agreement in respect of the project. Osisko will own a 100% interest over any discoveries of precious metals on the project.

Exploration Activity

During the year ended December 31, 2019, the Corporation allocated one drill rig to perform a regional exploration program over base metals targets. At the end of the year, a total of 6,566 metres of drilling was performed on the project. Several massive sulphide intervals were encountered mostly constituted by pyrite and pyrrhotite failing to return significant values.

c) O3 Mining Properties

On July 5, 2019, the Corporation and O3 Mining completed the Reverse Take-Over. The Reverse Take-Over was implemented by way of a statutory plan of arrangement under Section 182 of the *Business Corporations Act* (Ontario), which resulted in the following Transferred Assets being transferred from Osisko to O3 Mining: (i) the Marlartic Deposit (located in Québec's Abitibi gold mining district between Val-d'Or and Malartic); (ii) the Garrison Deposit (located in the Larder Lake Mining Division in north east Ontario); (iii) certain other exploration properties and earn-in rights; and (iv) a portfolio of selected marketable securities.

On July 25, 2019, O3 Mining completed the acquisition of Chalice Gold Mines (Québec) Inc., a wholly owned subsidiary of Chalice Gold Mines Limited, which holds the Kinebik Gold Project and the East Cadillac Project.

On August 1, 2019, O3 Mining acquired Alexandria Mineral Corporation by way of a statutory plan of arrangement under Section 192 of the *Business Corporations Act* (Canada), which holds the Alpha Property.

On August 23, 2019, O3 Mining acquired Harricana River Mining Corporation Inc. which holds the Harricana Property.

On November 21, 2019, O3 Mining announced that it has completed the purchase of an option to acquire 10 patented mineral claims in the Garrison township pursuant to an asset purchase agreement with Metals Creek Resources Corp.

On December 13, 2019, O3 Mining completed the purchase of the Simkar property from Monarch Gold Corporation. The Simkar property is located 20 kilometres east of Val-d'Or and includes two mining concessions and 15 claims covering an area of 5 square kilometres.

On December 18, 2019, O3 Mining purchased four mining claims located in the township of Bourlamaque in the Province of Québec, Canada from Kinross Gold Corporation.

None of the properties owned by O3 Mining are considered to be material mineral properties for Osisko Mining. For further information regarding the O3 Mining and its properties, please see SEDAR (www.sedar.com) under O3 Mining's issuer profile and O3 Mining's website (www.O3mining.ca).

Exploration Activity

During the year ended December 31, 2019, drilling was performed on the Alpha Property. The Company completed 44 drill holes totaling 17,676 meters of drilling on the Alpha property, focusing on the Cadillac Fault Corridor and specifically on Bulldog, Pontiac East, and Epsilon zone.

Selected intercepts from the drill program that highlight the exploration potential at Alpha:

- Bulldog:
  - 18.8 g/t Au over 1.3 metres in O3-C-19-011; 5.30 g/t Au over 1.9 metres in O3-C-19-010 and 3.65 g/t Au over 2.25 metres in O3-C-19-008 (*See O3 Mining news release dated October 21, 2019*).
  - 12.2 g/t Au over 1.0 metre in O3AL-19-271, and 3.1 g/t Au over 2.1 metres and 1.6 g/t Au over 10.4 metres including 9.2 g/t Au over 0.5 metre in O3AL-19-273 (*See O3 Mining news release dated January 7, 2020*).
  - 2.4 g/t Au over 13.5 m including 6.9 g/t Au over 1.5 m in hole O3AL-20-287, 1.6 g/t Au over 7.0 m including 7.6 g/t Au over 0.5 m in hole O3AL-20-288, and 5.7 g/t Au over 2.0 m in hole O3AL-20-289B (*See O3 Mining news release dated February 28, 2020*).
- Epsilon: 9.3 g/t Au over 6.0 metres, including 25.7 g/t Au over 1.9 metres in CAX-19-016 (*See O3 Mining news release dated December 12, 2019*).
- Skarn zone: New gold zone intersected between Bulldog and Mid-Canada returned 3.1 g/t Au over 7.8 metres in O3AL-19-273 (*See O3 Mining news release dated December 20, 2019*). Additionally, O3 Mining intersected 67.3 g/t Au over 0.9 metres at the New Skarn Zone (*See O3 Mining news release dated February 28, 2020*).

O3 Mining continues to drill into the 2020 year with a 50,000-metre drill campaign.

4. EXPLORATION AND EVALUATION ASSETS EXPENDITURES

4.1 Exploration and Evaluation Assets Expenditures

The Corporation's expenditures on exploration and evaluation assets for the year ended December 31, 2019, were as follows (in thousands of Canadian dollars):

	December 31, 2018	Acquisitions (Note 5)	Disposal	Additions	Deferred income tax asset on investment tax credits)	Impairment losses	December 31, 2019
Windfall Lake	$ 222,237	$ -	$ -	$ 86,200	$ -	$ -	$ 308,437
Quévillon Osborne	13,688	-	-	4,812	-	-	18,500
Urban Barry	20,453	-	-	2,810	-	-	23,263
Urban Barry Base Metals	30	-	-	-	-	-	30
Quévillon Osborne Base Metals	10	-	-	8	-	-	18
Urban Duke	2,142	-	-	(246)	-	-	1,896
O3 Mining	110,342	45,754	(510)	2,399	1,804	(24,635)	135,154
Total exploration and evaluation assets	**$ 368,902**	**$ 45,754**	**$ (510)**	**$ 95,983**	**$ 1,804**	**$ (24,635)**	**$ 487,298**

Significant additions during the year ended December 31, 2019 are described by category in the following table (in thousands of Canadian dollars):

For the year ended December 31, 2019	Windfall Lake	Quévillon Osborne	Urban Barry	Urban Barry Base Metals	Quévillon Osborne Base Metals	Urban Duke	O3 Mining	Total
Property costs	$ 37	$ (275)	$ 8	$ -	$ -	$ (250)	$ 888	**$ 408**
Camp costs	15,753	43	6	-	-	-	106	**15,908**
Office costs	83	8	4	-	-	-	28	**123**
Project management	2,559	60	41	-	8	1	392	**3,061**
Drilling	62,226	6,296	3,058	-	-	3	2,308	**73,891**
Geochemical survey	-	17	1	-	-	-	-	**18**
Permitting	185	-	-	-	-	-	81	**266**
Geophysical survey	41	2	-	-	-	-	39	**82**
Geology	1,086	19	98	-	-	-	360	**1,563**
Feasibility study and preliminary economic assessment	1,268	144	-	-	-	-	9	**1,421**
Ramp rehabilitation	17,495	-	-	-	-	-	-	**17,495**
Community relations	598	2	3	-	-	-	6	**609**
Environmental	2,017	61	-	-	-	-	676	**2,754**
Health and safety	2,204	4	1	-	-	-	12	**2,221**
Québec exploration mining duties	(19,352)	(1,569)	(410)	-	-	-	(2,506)	**(23,837)**
Total additions	**$ 86,200**	**$ 4,812**	**$ 2,810**	**$ -**	**$ 8**	**$ (246)**	**$ 2,399**	**$ 95,983**

During the year ended December 31, 2019, the majority of spending took place on the Windfall Property, which is the subject of an ongoing drill program of 1,000,000 metres. As of December 31, 2019, the Corporation had drilled approximately 978,768 metres on the Windfall Property (including 298,196 meters in 2019), 68,746 metres on the Quévillon Osborne-Bell Property (including 32,878 metres in 2019), 56,747 metres on the Urban Barry area (including 16,234 metres in 2019) and 7,495 meters on the Quévillon Base Metals Project (including 6,566 metres in 2019). In addition, the Corporation advanced 2,345 metres at the Windfall exploration ramp in 2019 and completed two bulk samples: one in Zone 27 and the other in the Lynx Zone. Management expects the exploration ramp to be advanced at the rate of approximately 195 metres per month. Underground mapping continues on the exploration ramp.

5. OUTLOOK

The operational outlook below and described herein reflects the Corporation's current operations.

The Corporation is planning to spend approximately $11 million per month on exploration activities on all of Osisko's properties, $289,000 per month on general and administration expenses and $390,000 per month on salaries and benefits, excluding non-cash items, for the 2020 year. These budgeted cash outflows are mainly discretionary and can be managed based on available cash. The Corporation has raised approximately $513 million since January 1, 2017 which includes the $60 million equity financing that closed on December 4, 2019. The proceeds from these financings have been or will be used, directly or indirectly, to fund "Canadian exploration expenditures" on the Corporation's Québec properties and for general working capital. A 1,000,000-metre drill campaign continues with approximately 19 drill rigs on the Windfall Property (4 rigs underground). The Corporation has advanced the existing exploration ramp towards the Lynx Zone in order to further advance exploration with underground drilling. In addition, the Corporation will continue surface drilling, mostly focusing on the Lynx, Lynx Extension and Triple Lynx zones, while advancing the infilling drilling program on existing, and newly discovered zones.

6. INVESTMENTS

The Corporation's assets included a portfolio of investments in public companies as at December 31, 2019. A portion of the investments were transferred to O3 Mining on completion of the Reverse Take-Over on July 5, 2019. The Corporation invested in various companies within the mining industry for investment purposes and strategic decisions. In addition to investment objectives, in some cases, the Corporation may decide to take a more active role in the investee, including providing management personnel, technical and/or administrative support, as well as nominating individuals to the investee's board of directors.

For accounting purposes, the Corporation's position in Barkerville Gold Mines Ltd. ("Barkerville") was reflected as "Investment in associates" in the financial statements of the Corporation up to November 21, 2019. On August 8, 2016, the Corporation acquired 50 million common shares of Barkerville, and immediately classified this investment as "Investment in associates" for accounting purposes. Subsequent to this initial investment, Osisko acquired a further 41,439,028 common shares of Barkerville for $22,662,000 in cash. Prior to November 21, 2019, the Corporation's Chairman, Sean Roosen, acted as Chairman of the board of directors of Barkerville, and the Corporation's CFO, Blair Zaritsky, acted as a director of Barkerville.

On November 21, 2019, Osisko GR acquired all of the issued and outstanding common shares of Barkerville that it did not already own by way of a plan of arrangement under Division 5 of Part 9 of the *Business Corporations Act* (British Columbia) (the "Barkerville Acquisition"). Under the terms of the Barkerville Acquisition, each shareholder of Barkerville (excluding Osisko GR and any dissenting shareholders) received 0.0357 of a common share of Osisko GR in exchange for each common share of Barkerville held at the effective time of the Barkerville Acquisition. For the year ended December 31, 2019, the Corporation recorded an impairment of $22.4 million in the category of "Investment in associates", reflecting the fair market value of common shares of Barkerville, which was $38.7 million, based on the exchange ratio of 0.0357 and the value of common shares of Osisko GR. The Osisko GR position is now held under marketable securities and is being marked to market every quarter-end.

6.1 Marketable Securities

The following table summarizes information regarding the Corporation's marketable securities as at December 31, 2019 and December 31, 2018 (in thousands of Canadian dollars):

As at	December 31, 2019	December 31, 2018
Balance, beginning of year	**$ 14,200**	**$ 22,076**
Additions	7,693	5,364
Common shares of Osisko GR from disposal of investment in associate	38,650	-
Acquisitions	12	1,587
Disposals	(6,107)	(7,768)
Realized loss	(3,252)	(694)
Unrealized gain/(loss)	4,060	(6,365)
Balance, end of year	**$ 55,256**	**$ 14,200**

During the year ended December 31, 2019, these shares and warrants were fair valued, and this resulted in an unrealized gain of $4,060,000 (2018 – loss of $6,365,000). The Corporation sold shares during the year ended December 31, 2019 which resulted in a realized loss of $3,252,000 (2018 – $694,000).

7. RESULTS OF OPERATIONS

The following table summarizes the Corporation's Statements of Loss and Comprehensive Loss for the three and twelve-month periods ended December 31, 2019 and 2018 (in thousands of Canadian dollars):

	Three months ended		Year ended	
	December 31, 2019	December 31, 2018	**December 31, 2019**	December 31, 2018
Expenses				
Compensation expenses	$ 5,067	$ 3,909	$ 16,358	$ 20,011
General and administration expenses	1,803	1,122	5,610	5,414
General exploration expenses	3	-	90	60
Exploration and evaluation assets impairment loss	-	6,763	24,635	6,763
Flow-through premium income	(8,661)	(1,209)	(14,531)	(13,076)
(Gain)/loss from marketable securities	(2,840)	2,421	(808)	7,059
Impairment on long-term investment	-	30	-	30
Realized gain from sale of equipment	8	-	8	(6)
Other income	(7)	(165)	(254)	(760)
Operating (gain)/loss	**(4,627)**	**12,871**	**31,108**	**25,495**
Finance income	(709)	(512)	(1,863)	(1,381)
Finance costs	62	34	639	135
Net finance income	**(647)**	**(478)**	**(1,224)**	**(1,246)**
Share of gain of associate	-	(1,192)	(805)	(1,251)
Impairment on investment in associate	669	-	22,406	-
Gain on revaluation of investment in associate	-	(1,796)	-	(1,796)
(Income)/loss before tax	**(4,605)**	**9,405**	**51,485**	**21,202**
Deferred income tax expense	6,809	2,208	27,356	12,794
Loss and comprehensive loss	**2,204**	**11,613**	**$ 78,841**	**$ 33,996**

7.1 Three-Month Period Ended December 31, 2019 as Compared to Three-Month Period Ended December 31, 2018

Loss and comprehensive loss decreased by $9.4 million from $11.6 million for the three-month period ended December 31, 2018, compared with a gain of $2.2 million for the three-month period ended December 31, 2019 mainly due to the impairment of the exploration assets in 2018 of $6.7 million (non-cash expense), an increase in flow-through premium income of $7.45 million (non-cash income) and an increase in the income from marketable securities of $5.3 million.

Compensation expenses increased by $1.2 million to $5.1 million for the three-month period ended December 31, 2019, compared with $3.9 million for the same period in 2018. This increase was mostly due to an increase in salaries of $690,000 as well as an increase in stock-based compensation of $468,000.

General and administration expenses increased by $681,000 to $1.8 million for the three-month period ended December 31, 2019, compared with $1.1 million for the same period in 2018. This increase was mostly due to a decrease in professional fees of $126,000 offset by an increase in office expenses of $411,000 due to an increase in sponsorships as well as rent.

Flow-through premium income was $8.7 million during the three-month period ended December 31, 2019, compared to $1.2 million during the same period in 2018. This income was derived from flow-through offerings that took place, combined with the amount of "Canadian exploration expenditures" that were spent. On the issuance of flow-through shares, a flow-through share premium liability is recognized. Upon the Corporation incurring flow-through eligible expenditures, the Corporation recognizes flow-through premium income and decreases the flow-through premium liability.

During the three-month period ended December 31, 2019, the Corporation maintained a portfolio of securities that were strategically invested in the marketable securities of exploration and development companies. As a result, the Corporation recognized an unrealized gain and realized loss in the period of $3,168,000 and $328,000, respectively. The realized loss was from the sale of several investments and the unrealized gain was a result of the Corporation marking to market its investments at period end. The Corporation had a fair market value of $55.3 million in marketable securities as at December 31, 2019, compared to $14.2 million as at December 31, 2018.

As a result of the announcement of the Barkerville Acquisition, the Corporation recorded an impairment of $669,000 during the three-month period ended December 31, 2019, in respect of its ownership in Barkerville in the category of "Investment in associates", reflecting the terms of the Barkerville Acquisition. Management has written down its ownership in Barkerville to fair market value, which was $38.7 million based on the price of common shares of Osisko GR received as at the date of closing the transaction.

Net finance income during the three-month period ended December 31, 2019 increased by $129,000 to $647,000, compared with $478,000 for the same period in 2018.

7.2 Year Ended December 31, 2019 as Compared to Year Ended December 31, 2018

Loss and comprehensive loss increased by $44.9 million from $34.0 million for the year ended December 31, 2018 to $78.8 million for the year ended December 31, 2019 mainly due to the impairment of the investment in associate of $22.4 million (non-cash expense) as well as an impairment of exploration assets of $24.6 million (non-cash expense) relating to the Transferred Assets, and an increase in deferred income tax expense of $14.6 million (non-cash expense). This loss was partially offset by a decrease in total compensation expense of $3.7 million and a decrease in loss from marketable securities of $7.9 million.

Compensation expenses decreased by $3.7 million to $16.4 million for the year ended December 31, 2019, compared with $20.0 million for the same period in 2018. This decrease was mostly due to a decrease in salaries of $1.6 million due to severance payments in the prior year as well as a decrease in stock-based compensation of $2.1 million.

General and administration expenses increased by $196,000 to $5.6 million for the year ended December 31, 2019, compared with $5.4 million for the same period in 2018. This increase was due to increases in shareholder and regulatory expenses, and travel expenses.

Flow-through premium income was $14.5 million during the year ended December 31, 2019, compared to $13.1 million during the same period in 2018. This income was derived from flow-through offerings that took place, combined with the amount of "Canadian exploration expenditures" that were spent. On the issuance of flow-through shares, a flow-through share premium liability is recognized. Upon the Corporation incurring flow-through eligible expenditures, the Corporation recognizes flow-through premium income and decreases the flow-through premium liability.

During the year ended December 31, 2019, the Corporation maintained a portfolio of securities that were strategically invested in the marketable securities of exploration and development companies. As a result, the Corporation recognized an unrealized gain and realized loss in the period of $4.1 million and $3.3 million, respectively. The realized gain was from the sale of several investments and the unrealized loss was a result of the Corporation marking to market its investments at year end. The Corporation had a fair market value of $55.2 million in marketable securities as at December 31, 2019, compared to $14.2 million as at December 31, 2018.

As a result of the announcement of the Barkerville Acquisition, the Corporation recorded an impairment of $22.4 million during the year ended December 31, 2019, in respect of its ownership in Barkerville in the category of "Investment in associates", reflecting the terms of the Barkerville Acquisition. Management has written down its ownership in Barkerville to fair market value, which was $38.7 million based on the price of common shares of Osisko GR received as at the date of closing the transaction.

Net finance income during the year ended December 31, 2019 decreased by $22,000 to $1.2 million, compared with $1,246,000 for the same period in 2018. The Corporation had $102.3 million of cash and cash equivalents as at December 31, 2019.

7.3 Cash Flow

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 for the year ended December 31, 2019 totaled $3.6 million, compared to $7.5 million in 2018. The decreased outflows were primarily attributable to the changes in items of working capital of $8.8 million for the year ended December 31, 2019, compared to $5.5 million in 2018.

Financing Activities

Cash provided by financing activities was $136.1 million for the year ended December 31, 2019, compared with $99.7 million in in 2018. For the year ended December 31, 2019, private placements resulted in inflow of $126 million, and the exercise of stock options and warrants resulted in inflows of $7.2 million and $4.7 million, respectively.

Investing Activities

Cash used by investing activities for the year ended December 31, 2019 totaled $118.5 million, compared with $115.4 million in 2018. In the year ended December 31, 2019, this outflow is primarily attributable to exploration and evaluation expenditures of $110.7 million, acquisition of plant and equipment of $2.8 million, acquisition of Barkerville equity investment of $3.3 million, acquisition of marketable securities of $7.3 million, cash paid on asset acquisitions of $2.6 million and partially offset by proceeds on the disposition of marketable securities of $6.1 million.

In management's view, the Corporation has sufficient financial resources to fund current planned exploration programs and ongoing operating expenses. As at December 31, 2019, the Corporation had cash of $102.3 million, compared to $88.3 million as at December 31, 2018. 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 *"Risks and Uncertainties" and "Cautionary Note Regarding Forward-Looking Information"*.

8. SUMMARY OF QUARTERLY RESULTS

(in thousands of Canadian dollars)

For the period ended	**December 31, 2019**	**September 30, 2019**	**June 30, 2019**	**March 31, 2019**
Financial results:				
Interest income	$ (709)	$ (413)	$ (286)	$ (455)
Loss	$ 2,204	$ 32,220	$ 6,941	$ 37,476
Loss per share*:				
Basic and diluted	$ 0.01	$ 0.12	$ 0.03	$ 0.14
Financial position:				
Working capital (non-IFRS measurement)**	$ 191,199	$ 104,662	$ 76,981	$ 104,253
Exploration and evaluation assets	$ 487,298	$ 474,092	$ 396,281	$ 370,282
Total assets	$ 719,169	$ 657,421	$ 562,878	$ 559,806
Share capital	$ 673,163	$ 618,578	$ 595,301	$ 592,689
Deficit	$ (194,405)	$ (183,161)	$ (152,184)	$ (145,243)
Number of shares issued and outstanding	290,025,274	274,533,517	263,931,089	262,712,888

** Basic and diluted loss per share is calculated based on the weighted-average number of common shares of the Corporation outstanding.*
*** Working Capital is a non-IFRS measurement with no standardized meaning under IFRS. For further information and a detailed reconciliation, please see section 18.*

(in thousands of Canadian dollars)

For the period ended	December 31, 2018	September 30, 2018	June 30, 2018	March 31, 2018
Financial results:				
Interest income	$ (512)	$ (199)	$ (278)	$ (392)
Loss	$ 11,613	$ 4,822	$ 6,334	$ 11,227
Loss per share*:				
Basic and diluted	$ 0.05	$ 0.02	$ 0.03	$ 0.05
Financial position:				
Working capital (non-IFRS measurement)**	$ 128,182	$ 107,884	$ 63,601	$ 91,802
Exploration and evaluation assets	$ 368,902	$ 344,032	$ 317,877	$ 294,733
Total assets	$ 572,868	$ 532,972	$ 463,862	$ 471,735
Share capital	$ 580,616	$ 530,204	$ 460,615	$ 458,611
Deficit	$ (107,767)	$ (96,154)	$ (91,332)	$ (84,998)
Number of shares issued and outstanding	257,201,331	239,867,438	208,887,322	207,920,322

** Basic and diluted loss per share is calculated based on the weighted-average number of common shares of the Corporation outstanding.*
*** Working Capital is a non-IFRS measurement with no standardized meaning under IFRS. For further information and a detailed reconciliation, please see section 18.*

(in thousands of Canadian dollars)

Year ended	December 31, 2019	December 31, 2018	December 31, 2017	December 31, 2016	December 31, 2015
Financial results:					
Interest income	**$ (1,863)**	$ (1,381)	$ (1,502)	$ (665)	$ (259)
Loss from continuing operations	**$ 78,841**	$ 33,996	$ 18,036	$ 5,226	$ 5,218
Loss from discontinued operations	**$ -**	$ -	$ -	$ -	$ 7,785
Loss per share* - basic and diluted					
From continuing operations	**$ 0.29**	$ 0.15	$ 0.10	$ 0.04	$ 0.24
From discontinued operations	**$ -**	$ -	$ -	$ -	$ 0.35
Financial position:					
Current assets	**$ 218,785**	$ 138,442	$ 155,308	$ 101,290	66,365
Less: Current liabilities	**$ 27,586**	$ 10,260	$ 21,084	$ 7,152	2,697
Working capital (non-IFRS measurement)	**$ 191,199**	128,182	134,224	94,138	63,668
Exploration and evaluation assets	**$ 487,298**	$ 368,902	$ 261,920	$ 144,585	50,056
Total assets	**$ 719,169**	$ 572,868	$ 481,389	$ 285,293	119,337
Share capital	**$ 673,163**	$ 580,616	$ 456,231	$ 303,100	150,989
Deficit	**$ (194,405)**	$ (107,767)	$ (73,771)	$ (55,735)	(50,509)
Number of shares issued and outstanding	**290,025,274**	257,201,331	207,845,240	161,990,656	58,694,202

** Basic and diluted loss per share is calculated based on the weighted-average number of common shares of the Corporation outstanding.*

9. LIQUIDITY AND CAPITAL RESOURCES

As at December 31, 2019, the Corporation had a cash balance of $102.3 million (December 31, 2018 - $88.3 million) and working capital of $191.2 million (December 31, 2018 - $128.2 million). Cash and working capital increased from December 31, 2018, due to additional financing that took place on December 11, 2019 offset by the spending on the Windfall Property and the expenditures incurred in connection with other exploration activities in Canada. 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 year ended December 31, 2019, 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 Osisko 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 and obtaining other non-equity sources of financing.

The Corporation believes it has sufficient cash resources and the ability to raise funds to meet its exploration and administrative overhead expenses and maintain its planned exploration activities for the next 12 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"*.

10. CONTRACTUAL OBLIGATIONS AND COMMITMENTS

The Corporation has the following commitments as at December 31, 2019 (in thousands of Canadian dollars):

	Total	2020	2021	2022	2023	2024	2025
Camp trailers and equipment leases	83	83	-	-	-	-	-
Total	**$ 83**	**$ 83**	**$ -**	**$ -**	**$ -**	**$ -**	**$ -**

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

As of December 31, 2019, the Corporation has the following flow-through funds to be spent by December 31, 2020 (in thousands of Canadian dollars):

Closing Date of Financing	Province	Remaining Flow-through Funds
August 8, 2019	Québec	4,709
December 5, 2019	Québec	60,951
Total		**$ 65,660**

11. OFF-BALANCE SHEET ARRANGEMENTS

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

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 year ended December 31, 2019, management fees, geological services, rent and administration fees of $595,000 (2018 - $1,849,000) were incurred with Osisko GR, a related company of the Corporation by virtue of Osisko GR owning or controlling, directly or indirectly, greater than 10% of the issued and outstanding common shares of the Corporation. Also, Mr. John Burzynski, President and Chief Executive Officer of the Corporation, as well as Mr. Sean Roosen, Chairman of the board of directors of the Corporation, serve as directors and/or senior officers of Osisko GR. Accounts payable to Osisko GR as at December 31, 2019 were $55,000 (2018 - $134,000). During the year ended December 31, 2019, management fees, geological services, rent and administration fees of $23,000 (2017 - $132,000) were charged to Osisko GR by the Corporation. Accounts receivable from Osisko GR as at December 31, 2019 were $4,000 (2018 - $79,000).

The following table summarizes remuneration attributable to key management personnel for the periods ended December 31, 2019 and 2018 (in thousands of Canadian dollars):

For the year ended		December 31, 2019		December 31, 2018
Salaries expense of key management	$	1,039	$	1,915
Directors' fees		329		349
Stock-based compensation		5,761		7,904
Total	**$**	**7,129**	**$**	**10,168**

13 OUTSTANDING SHARE DATA

As at March 12, 2020 the Corporation had the following securities outstanding: (i) 291,398,527 Common Shares; (ii) 18,638,913 stock options to purchase Common Shares at a weighted average exercise price of $3.01 per option; (iii) 1,575,000 restricted share units (the "RSU"); and (iv) 712,533 deferred share units (the "DSU"). On a fully diluted basis, the Corporation would have 312,324,973 Common Shares issued and outstanding, after giving effect to the exercise and vesting of the options, warrants, RSUs and DSUs of the Corporation that are outstanding.

The following table summarizes the options outstanding and exercisable as at December 31, 2019:

	Options outstanding			Options exercisable		
Range of exercise prices per share ($)	Weighted-average remaining years of contractual Life	Number of stock options outstanding	Weighted average exercise price ($)	Weighted-average remaining years of contractual life	Number of stock options exercisable	Weighted average exercise price ($)
0.60 to 1.12	1.1	2,194,160	$1.01	1.1	2,194,160	$1.01
1.13 to 2.60	2.1	1,443,004	$1.76	1.6	1,112,985	$1.58
2.61 to 3.29	4.3	7,211,669	$2.71	1.8	961,669	$3.01
3.30 to 3.45	2.1	3,665,000	$3.41	2.1	3,665,000	$3.41
3.46 to 3.64	3.0	3,423,333	$3.46	3.0	2,084,995	$3.46
3.65 to 4.79	2.4	2,075,000	$4.76	2.4	2,075,000	$4.76
0.60 to 4.79	**2.9**	**20,012,166**	**$2.92**	**2.1**	**12,093,809**	**$3.02**

The following table summarizes the DSU and RSU of Osisko outstanding as at December 31, 2019:

	Number of DSUs	Number of RSUs
Oustanding at December 31, 2018	**250,000**	**450,000**
Granted	445,809	1,125,000
Oustanding at December 31, 2019	**695,809**	**1,575,000**

In June 2017, the Corporation's shareholders approved and adopted the DSU plan. The DSU plan was established to enhance the Corporation's ability to attract and retain talented individuals to serve as Board members and to increase the proprietary interests of non-executive directors in the Corporation and to align their interests with the Corporation's shareholders generally. DSUs are granted at the discretion of the Board or have been elected as payment for director fees by certain non-executive directors. DSUs are settled upon the termination of the mandate of the non-executive director as a board member for any reason, including death or resignation. DSUs may be paid out in cash, common shares, or a combination. Each DSU represents one common share. If DSUs are paid out in cash, the settlement value is determined by multiplying the number of DSUs vested on the payout date by the five-day volume weighted average price of the closing price of common shares on the day prior to payout.

In June 2017, the Corporation's shareholders approved and adopted the RSU plan. The RSU plan was established to assist the Corporation in attracting and retaining individuals with experience and ability, to allow certain employees to participate in the long-term success of the Corporation and to promote greater alignment of interests between executive officers and key employees of the Corporation and those of its shareholders. Upon vesting, RSUs may be paid out in cash, common shares, or a combination. Each RSU represents one Common Share. If RSUs are paid out in cash, the settlement value is determined by multiplying the number of RSUs vested on the payout date by the five-day volume weighted average price of the closing price of common shares on the day prior to payout.

The following tables summarize the warrants of Osisko issued and outstanding as at December 31, 2019:

	Number of warrants		Weighted-average exercise price
Outstanding at December 31, 2018	**3,647,799**	**$**	**1.89**
Exercised	(3,172,123)		1.49
Expired	(475,676)		4.57
Outstanding at December 31, 2019	**-**	**$**	**-**

14. CRITICAL ACCOUNTING ESTIMATES

The preparation of the consolidated financial statements for the years ended December 31, 2019 and 2018 requires management to make judgements, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets and liabilities, income and expenses.

The estimates and associated assumptions are based on historical experience and various other factors that are believed to be reasonable under the circumstances, the results of which form the basis of making judgements about carrying values of assets and liabilities that are not readily apparent from other sources. Actual results may differ from these estimates.

The estimates and underlying assumptions are reviewed by management on an ongoing basis. Revisions to accounting estimates are recognized in the year in which the estimate is revised if the revision affects only that year, or in the year of the revision and future year if the revision affects both current and future year.

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:

Income 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, including the judgments around the use of flow-through share financing. There are many transactions and calculations for which the ultimate tax determination is uncertain during the ordinary course of business.

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. In the years ended December 31, 2019 and 2018, management determined it was able to exert significant influence over Barkerville and accounted for this investment as an associate under the equity method. In November 2019, Osisko GR acquired 100% of the outstanding common shares of Barkerville which it did not already own, pursuant to which the Corporation lost significant influence and no longer account for the investment as an "Investment in associate". The position held in Osisko GR by the Corporation is classified as a marketable security at December 31, 2019.

Impairment of investments in associates:

The Corporation follows the guidance of IAS 28, Investments in Associates and Joint Ventures to assess whether there are impairment indicators which may lead to the recognition of an impairment loss with respect to its net investment in an associate. This determination requires significant judgement in evaluating if a decline in fair value is significant or prolonged, which triggers a formal impairment test. In making this judgement, the Corporation's management evaluates, among other factors, the duration and extent to which the fair value of an investment is less than its carrying amount, the volatility of the investment and the financial health and business outlook for the investee, including factors such as the current and expected status of the investee's exploration projects and changes in financing cash flows.

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 of disposal 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 stock options and warrants:

Determining the fair value of stock options and warrants involves estimates of interest rates, expected life of options and warrants, 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 following variables are used when determining the value of stock options and warrants using the Black-Scholes valuation model:

- **Risk-free interest rate:** The Corporation uses the interest rate available for government securities of an equivalent expected term as at the date of the grant of the stock options and warrants. The risk-free interest rate will vary depending on the date of the grant of the stock options and warrants and their expected term.

- **Expected life:** The Corporation uses historical lifespan information of similar stock-based compensation instruments granted by the Corporation to determine expected life.

- **Forfeiture rate:** 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.

- **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 and warrants were granted and the year of historical information examined, the degree of volatility can be different when calculating the value of different stock options and warrants.

15. CHANGES IN IFRS ACCOUNTING POLICIES AND FUTURE ACCOUNTING PRONOUNCEMENTS

Certain pronouncements were issued by the IASB or the International Financial Reporting Interpretations Committee that are mandatory for accounting years ended after December 31, 2019. Many are not applicable or do not have a significant impact to the Corporation and have been excluded from the summary below.

a) *New Accounting Standards Issued and Effective*

IFRS 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.

The Corporation has applied IFRS 16 on January 1, 2019 and selected the modified retrospective transition approach which does not require restatement of comparative periods, as permitted under the specific transitional provisions in the standard. The reclassifications and the adjustments arising from the new leasing rules are therefore recognized on the opening balance sheet on January 1, 2019. On adoption of IFRS 16, the Corporation recognized lease liabilities in relation to leases, which had previously been classified as "operating leases" under the principles of IAS 17 Leases. These liabilities were measured at the present value of the remaining lease payments, discounted using the lessee's incremental borrowing rate as at January 1, 2019. The weighted average lessee's incremental borrowing rate applied to the lease liabilities on January 1, 2019 was 8%. The following table reconciled the differences between the operating lease commitments as at December 31, 2018 and lease liabilities recognized on January 1, 2019 (in thousands of Canadian dollars):

Reconciliation		
Operating lease commitments disclosed as at December 31, 2018	**$**	**4,317**
Less:		
Short-term leases recognized on a straight-line basis as expense		**(1,208)**
Discounted using the lessee's incremental borrowing rate at the date of initial application		**(179)**
Lease liabilities recognized as at January 1, 2019	**$**	**2,930**

The associated right-of-use assets were measured at the amount equal to the lease liabilities, adjusted by the amount of any prepaid or accrued lease payments relating to that lease recognized on the balance sheet as at December 31, 2018. There were no onerous lease contracts that would have required an adjustment to the right-of-use assets at the date of initial application. The recognized right-of-use assets relate to the following types of assets and are presented as property, plant and equipment in the consolidated statements of financial position (in thousands of Canadian dollars):

As at		**December 31, 2019**		**January 1, 2019**
Offices	$	815	$	809
Equipment		3,073		2,121
Total	**$**	**3,888**	**$**	**2,930**

In applying IFRS 16 for the first time, the Corporation has used the following practical expedients permitted by the standard:

- the use of a single discount rate to a portfolio of leases with reasonably similar characteristics;
- the accounting for operating leases with a remaining lease term of less than 12 months as at January 1, 2019 as short-term leases;
- the use of hindsight in determining the lease term where the contract contains options to extend or terminate the lease.

IFRIC 23, Uncertainty over Income Tax Treatments ("IFRIC 23")

In June 2017, the IASB issued IFRIC 23. IFRIC 23 clarifies the determination of taxable profit (tax loss), tax bases, unused tax losses, unused tax credits and tax rates, when there is uncertainty over income tax treatments under IAS 12 and requires an entity to consider whether it is probable that the relevant authority will accept each tax treatment, or group of tax treatments, that it uses or plans to use in its income tax filing. IFRIC 23 is effective for annual periods beginning on or after January 1, 2019 and permits early adoption. The adoption of IFRIC 23 did not have a material impact on the consolidated financial statements.

16. CORPORATE GOVERNANCE

Management and the Board recognizes 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 Sustainable Development Committee. Each Committee has a committee charter, which outlines the committee's mandate, procedures for calling a meeting, and provides access to outside resources.

The Board has also adopted 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 Osisko's website (www.osiskomining.com) and the statement of Corporate Governance contained in Osisko's Management Information Circular dated April 16, 2019.

The Corporation's directors have expertise in exploration, metallurgy, mining, accounting, legal, banking, financing and the securities industry. The Board and each Committee meets at least four times per year.

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 Corporation 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 Corporation in its annual filings, interim filings or other reports filed or submitted under securities legislation is accumulated and communicated to the Corporation'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 design of the Corporation'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.

As at December 31, 2019 there has not been any material change to internal controls over financial reporting for the year. 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 December 31, 2019, the Chief Executive Officer and Chief Financial Officer have each concluded that the Corporation's internal controls over financial reporting, as defined in National Instrument 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 (in thousands of Canadian dollars):

Reconciliation for the period ended	**December 31, 2019**	**September 30, 2019**	**June 30, 2019**	**March 31, 2019**
Current assets	218,785	130,495	93,833	120,401
Less current liabilities	27,586	25,833	16,852	16,148
Working capital	**191,199**	**104,662**	**76,981**	**104,253**

Reconciliation for the period ended	**December 31, 2018**	**September 30, 2018**	**June 30, 2018**	**March 31, 2018**
Current assets	138,442	121,424	78,374	110,292
Less current liabilities	10,260	13,540	14,773	18,490
Working capital	**128,182**	**107,884**	**63,601**	**91,802**

19. RISKS AND UNCERTAINTIES

The Corporation's business, being the acquisition, exploration, and development of mineral properties in Canada, is speculative and involves a high degree of risk. Certain factors, including but not limited to the ones below, 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. See *"Cautionary Note Regarding Forward-Looking Information"*. The reader should carefully consider these risks as well as the information disclosed in the Corporation's financial statements, the Corporation's annual information form dated March 12, 2020, and other publicly filed disclosure regarding the Corporation, available on SEDAR (www.sedar.com) under Osisko's issuer profile.

Nature of Mineral Exploration and Mining

The Corporation's future is dependent on its exploration and development programs. The exploration and development of mineral deposits involves significant financial risks over a prolonged period of time, which may not be eliminated even through a combination of careful evaluation, experience and knowledge. Few properties that are explored are ultimately developed into economically viable operating mines. Major expenditures on the Corporation's exploration properties may be required to construct mining and processing facilities at a site, and it is possible that even preliminary due diligence will show adverse results, leading to the abandonment of projects. It is impossible to ensure that preliminary or full feasibility studies on the Corporation's projects, or the current or proposed exploration programs on any of the properties in which the Corporation has exploration rights, will result in any profitable commercial mining operations. The Corporation cannot give any assurance that its current and future exploration activities will result in a discovery of mineral deposits containing mineral reserves.

Estimates of mineral resources and any potential determination as to whether a mineral deposit will be commercially viable can also be affected by such factors as: the particular attributes of the deposit, such as its size and grade; unusual or unexpected geological formations and metallurgy; proximity to infrastructure; financing costs; precious metal prices, which are highly volatile; and governmental regulations, including those relating to prices, taxes, royalties, infrastructure, land use, importing and exporting of metal concentrates, exchange controls and environmental protection. The effect of these factors cannot be accurately predicted, but the combination of any or all of these factors may result in the Corporation not receiving an adequate return on its invested capital or suffering material adverse effects to its business and financial condition. Exploration and development projects also face significant operational risks including but not limited to an inability to obtain access rights to properties, accidents, equipment breakdowns, labour disputes (including work stoppages and strikes), and other unanticipated interruptions.

Exploration, Development and Operations

The long term profitability of the Corporation's operations will be in part directly related to the cost and success of its exploration programs, which may be affected by a number of factors, including the Corporation's ability to extend the permitted term of exploration granted by the underlying concession contracts. Substantial expenditures are required to establish reserves through drilling, to develop processes to extract the resources and, in the case of new properties, to develop the extraction and processing facilities and infrastructure at any site chosen for extraction. Although substantial benefits may be derived from the discovery of a major deposit, no assurance can be given that any such deposit will be commercially viable or that the funds required for development can be obtained on a timely basis.

Liquidity and Additional Financing

The Corporation's ability to continue its business operations is dependent on management's ability to secure additional financing. The Corporation's only source of liquidity is its cash and cash equivalent balances. Liquidity requirements are managed based upon forecasted cash flows to ensure that there is sufficient working capital to meet the Corporation's obligations.

The advancement, exploration and development of the Corporation's properties, including continuing exploration and development projects, and, if warranted, construction of mining facilities and the commencement of mining operations, will require substantial additional financing. As a result, the Corporation may be required to seek additional sources of equity financing in the near future. While the Corporation has been successful in raising such financing in the past, its ability to raise additional equity financing may be affected by numerous factors beyond its control including, but not limited to, adverse market conditions, commodity price changes and economic downturns. There can be no assurance that the Corporation will be successful in obtaining any additional financing required to continue its business operations and/or to maintain its property interests, or that such financing will be sufficient to meet the Corporation's objectives or obtained on terms favourable to the Corporation. Failure to obtain sufficient financing as and when required may result in the delay or indefinite postponement of exploration and/or development on any or all of the Corporation's properties, or even a loss of property interest, which would have a material adverse effect on the Corporation's business, financial condition and results of operations.

No Earnings and History of Losses

The business of developing and exploring resource properties involves a high degree of risk and, therefore, there is no assurance that current exploration programs will result in profitable operations. The Corporation has not determined whether any of its properties contains economically recoverable reserves of mineralized material and currently has not earned any revenue from its projects; therefore, the Corporation does not generate cash flow from its operations. There can be no assurance that significant additional losses will not occur in the future. The Corporation's operating expenses and capital expenditures may increase in future years with advancing exploration, development and/or production from the Corporation's properties. The Corporation does not expect to receive revenues from operations in the foreseeable future and expects to incur losses until such time as one or more of its properties enters into commercial production and generates sufficient revenue to fund continuing operations. There is no assurance that any of the Corporation's properties will eventually enter commercial operation. There is also no assurance that new capital will become available, and if it is not, the Corporation may be forced to substantially curtail or cease operations.

Market Price of the Common Shares

The common shares trade on the TSX under the symbol "OSK". The market price of securities of many companies, particularly exploration and development stage mining companies, experience wide fluctuations that are not necessarily related to the operating performance, underlying asset values or prospects of such companies. There can be no assurance that an active market for the common shares will be sustained, or that fluctuations in the price of the common shares will not occur. The market price of the common shares at any given point in time may not accurately reflect the Corporation's long-term value. Securities class action litigation has often been brought against companies following periods of volatility in the market price of their securities. The Corporation may in the future be the target of similar litigation. Securities litigation could result in substantial costs and damages and divert management's attention and resources.

Volatility of Commodity Prices

The development of the Corporation's properties is dependent on the future prices of minerals and metals. As well, should any of the Corporation's properties eventually enter commercial production, the Corporation's profitability will be significantly affected by changes in the market prices of minerals and metals.

Precious metals prices are subject to volatile price movements, which can be material and occur over short periods of time and which are affected by numerous factors, all of which are beyond the Corporation's control. Such factors include, but are not limited to, interest and exchange rates, inflation or deflation, fluctuations in the value of the U.S. dollar and foreign currencies, global and regional supply and demand, speculative trading, the costs of and levels of precious metals production, and political and economic conditions. Such external economic factors are in turn influenced by changes in international investment patterns, monetary systems, the strength of and confidence in the U.S. dollar (the currency in which the prices of precious metals are generally quoted), and political developments.

The effect of these factors on the prices of precious metals, and therefore the economic viability of any of the Corporation's exploration projects, cannot be accurately determined. The prices of commodities have historically fluctuated widely, and future price declines could cause the development of (and any future commercial production from) the Corporation's properties to be impracticable or uneconomical. As such, the Corporation may determine that it is not economically feasible to commence commercial production at some or all of its properties, which could have a material adverse impact on the Corporation's financial performance and results of operations. In such a circumstance, the Corporation may also curtail or suspend some or all of its exploration activities.

Acquiring Title

The acquisition of title to mineral properties is a very detailed and time-consuming process. The Corporation may not be the registered holder of some or all of the claims and concessions comprising the Windfall Project or any of the mineral projects of the Corporation. These claims or concessions may currently be registered in the names of other individuals or entities, which may make it difficult for the Corporation to enforce its rights with respect to such claims or concessions. There can be no assurance that proposed or pending transfers will be effected as contemplated. Failure to acquire title to any of the claims or concessions at one or more of the Corporation's projects may have a material adverse impact on the financial condition and results of operation of the Corporation.

Title Matters

Once acquired, title to, and the area of, mineral properties may be disputed. There is no guarantee that title to one or more claims or concessions at the Corporation's projects will not be challenged or impugned. There may be challenges to any of the Corporation's titles which, if successful, could result in the loss or reduction of the Corporation's interest in such titles. The Corporation's properties may be subject to prior unregistered liens, agreements, transfers or claims, and title may be affected by, among other things, undetected defects. In addition, the Corporation may be unable to operate its properties as permitted or to enforce its rights with respect to its properties. The failure to comply with all applicable laws and regulations, including a failure to pay taxes or to carry out and file assessment work, can lead to the unilateral termination of concessions by mining authorities or other governmental entities.

Uncertainty and Inherent Sample Variability

Although the Corporation believes that the estimated mineral resources and mineral reserves at the Windfall Project have been delineated with appropriately spaced drilling, there exists inherent variability between duplicate samples taken adjacent to each other and between sampling points that cannot be reasonably eliminated. There also may be unknown geologic details that have not been identified or correctly appreciated at the current level of delineation. This results in uncertainties that cannot be reasonably eliminated from the estimation process. Some of the resulting variances can have a positive effect and others can have a negative effect on mining and processing operations.

Reliability of Mineral Resources Estimates

Mineral resources are estimates only, and no assurance can be given that the anticipated tonnages and grades will be achieved or that the indicated level of recovery will be realized. Mineral resource estimates may be materially affected by environmental, permitting, legal, title, taxation, socio-political, marketing and other relevant issues. There are numerous uncertainties inherent in estimating mineral resources, including many factors beyond the Corporation's control. Such estimation is a subjective process, and the accuracy of any mineral resource estimate is a function of the quantity and quality of available data, the nature of the mineralized body and of the assumptions made and judgments used in engineering and geological interpretation. These estimates may require adjustments or downward revisions based upon further exploration or development work or actual production experience.

Fluctuations in gold or silver prices, results of drilling, metallurgical testing and production, the evaluation of mine plans after the date of any estimate, permitting requirements or unforeseen technical or operational difficulties, may require revision of mineral resource estimates. Should reductions in mineral resources occur, the Corporation may be required to take a material write-down of its investment in mining properties, reduce the carrying value of one or more of its assets or delay or discontinue production or the development of new projects, resulting in increased net losses and reduced cash flow. Mineral resources should not be interpreted as assurances of mine life or of the profitability of current or future operations. Any material reductions in estimates of mineral resources could have a material adverse effect on the Corporation's results of operations and financial condition.

Mineral resources are not mineral reserves and have a greater degree of uncertainty as to their existence and feasibility. There is no assurance that mineral resources will be upgraded to proven or probable mineral reserves.

Uncertainty Relating to Inferred Mineral Resources

Inferred mineral resources are not mineral reserves and do not have demonstrated economic viability. Due to the uncertainty which may attach to inferred mineral resources, there is no assurance that inferred mineral resources will be upgraded to proven and probable mineral reserves as a result of continued exploration.

Term and Extension of Concession Contracts

Non-compliance with concession contracts may lead to their early termination by the relevant mining authorities or other governmental entities. A company whose concession contracts were subject to termination could be prevented from being issued new concessions or from keeping the concessions that it already held. The Corporation is not aware of any cause for termination or any investigation or procedure aimed at the termination of any of its concession contracts.

Governmental Regulation

The mineral exploration and development activities of the Corporation are subject to various laws governing prospecting, development, production, taxes, labour standards and occupational health, mine safety, toxic substances, land use, water use, land claims of local people and other matters in local areas of operation. Although the Corporation's exploration and development activities are currently carried out in accordance with all applicable rules and regulations, no assurance can be given that new rules and regulations will not be enacted or that existing rules and regulations will not be applied in a manner which could limit or curtail exploration, development or production. Amendments to current laws and regulations governing the Corporation's operations, or more stringent implementation thereof, could have an adverse impact on the Corporation's business and financial condition.

The Corporation's operations may be subject to environmental regulations promulgated by government agencies from time to time. Environmental legislation provides for restrictions and prohibitions on spills, releases or emissions of various substances produced in association with certain mining operations, such as seepage from tailings disposal areas, which would result in environmental pollution. A breach of such legislation may result in the imposition of fines and penalties. In addition, certain types of operations require the submission and approval of environmental impact assessments. Environmental legislation is evolving in a manner that means standards are stricter, and enforcement, fines and penalties for non-compliance are more stringent. Environmental assessments of proposed projects carry a heightened degree of responsibility for companies and their directors, officers and employees. The cost of compliance with changes in governmental regulations has the potential to reduce the profitability of the Corporation's future operations.

Failure to comply with applicable laws, regulations and permitting requirements may result in enforcement actions, including orders issued by regulatory or judicial authorities that could cause operations to cease or be curtailed. Other enforcement actions may include corrective measures requiring capital expenditures, the installation of additional equipment or remedial actions. Parties engaged in mining operations may be required to compensate those suffering loss or damage by reason of such mining activities and may have civil or criminal fines or penalties imposed upon them for violations of applicable laws or regulations.

Permitting

The operations of the Corporation require licenses and permits from various governmental authorities. The Corporation will use its best efforts to obtain all necessary licenses and permits to carry on the activities which it intends to conduct, and it intends to comply in all material respects with the terms of such licenses and permits. However, there can be no guarantee that the Corporation will be able to obtain and maintain, at all times, all necessary licenses and permits required to undertake its proposed exploration and development, or to place its properties into commercial production and to operate mining facilities thereon. In the event of commercial production, the cost of compliance with changes in governmental regulations has the potential to reduce imposition of fines or penalties as well as criminal charges against the Corporation for violations of applicable laws or regulations.

Surface Rights

The Corporation does not own all of the surface rights at its properties and there is no assurance that surface rights owned by the government or third parties will be granted, nor that they will be on reasonable terms if granted. Failure to acquire surface rights may impact the Corporation's ability to access its properties, as well as its ability to commence and/or complete construction or production, any of which would have a material adverse effect on the profitability of the Corporation's future operations.

Dependence on Key Personnel

The Corporation's future growth and its ability to develop depend, to a significant extent, on its ability to attract and retain highly qualified personnel. The Corporation relies on a limited number of key employees, consultants and members of senior management, and there is no assurance that the Corporation will be able to retain such personnel. The loss of one or more key employees, consultants or members of senior management, if such persons are not replaced, could have a material adverse effect on the Corporation's business, financial condition and prospects.

To operate successfully and manage its potential future growth, the Corporation must attract and retain highly qualified engineering, managerial and financial personnel. The Corporation faces intense competition for qualified personnel in these areas, and there can be no certainty that the Corporation will be able to attract and retain qualified personnel. If the Corporation is unable to hire and retain additional qualified personnel in the future to develop its properties, its business, financial condition and operating results could be adversely affected.

Uninsurable Risks

Mining operations generally involve a high degree of risk. Exploration, development and production operations on mineral properties involve numerous risks, including but not limited to unexpected or unusual geological operating conditions, seismic activity, rock bursts, cave-ins, fires, floods, landslides, earthquakes and other environmental occurrences, risks relating to the shipment of precious metal concentrates or ore bars, and political and social instability, any of which could result in damage to, or destruction of, the mine and other producing facilities, damage to life or property, environmental damage and possible legal liability. Although the Corporation believes that appropriate precautions to mitigate these risks are being taken, operations are subject to hazards such as equipment failure or failure of structures, which may result in environmental pollution and consequent liability. It is not always possible to obtain insurance against all such risks and the Corporation may decide not to insure against certain risks because of high premiums or other reasons. Should such liabilities arise, they could reduce or eliminate the Corporation's future profitability and result in increasing costs and a decline in the value of the Common Shares. The Corporation does not maintain insurance against title, political or environmental risks.

While the Corporation may obtain insurance against certain risks in such amounts as it considers adequate, the nature of these risks is such that liabilities could exceed policy limits or be excluded from coverage. The potential costs that could be associated with any liabilities not covered by insurance or in excess of insurance coverage may cause substantial delays and require significant capital outlays, thereby adversely affecting the Corporation's business and financial condition.

Global Financial Conditions

Current global financial conditions have been subject to increased volatility, and access to public financing, particularly for junior resource companies, has been negatively impacted. These factors may impact the ability of the Corporation to obtain equity or debt financing in the future and, if obtained, such financing may not be on terms favourable to the Corporation. If increased levels of volatility and market turmoil continue, the Corporation's operations could be adversely impacted and the value and price of the Common Shares could be adversely affected.

Information Systems Security Threats

The Corporation's operations depend upon information technology systems which may be subject to disruption, damage or failure from different sources, including, without limitation, installation of malicious software, computer viruses, security breaches, cyber-attacks and defects in design.

Although to date the Corporation has not experienced any material losses relating to cyber attacks or other information security breaches, there can be no assurance that the Corporation will not incur such losses in the future. The Corporation's risk and exposure to these matters cannot be fully mitigated because of, among other things, the evolving nature of these threats. As a result, cyber security and the continued development and enhancement of controls, processes and practices designed to protect systems, computers, software, data and networks from attach, damage or unauthorized access remain a priority. As cyber threats continue to evolve, the Corporation may be required to expend additional resources to continue to modify or enhance protective measures or to investigate and remediate any security vulnerabilities.

Competition

The mineral exploration and mining business is competitive in all of its phases. In the search for and acquisition of attractive mineral properties, the Corporation competes with numerous other companies and individuals, including competitors with greater financial, technical and other resources. The Corporation's ability to acquire properties in the future will depend on its ability to select and acquire suitable producing properties or prospects for mineral exploration. There is no assurance that the Corporation will continue to be able to compete successfully with its competitors in acquiring such properties or prospects, nor that it will be able to develop any market for the raw materials that may be produced from its properties. Any such inability could have a material adverse effect on the Corporation's business and financial condition.

Option and Joint Venture Agreements

The Corporation has and may continue to enter into option agreements and/or joint ventures as a means of gaining property interests and raising funds. Any failure of any partner to meet its obligations to the Corporation or other third parties, or any disputes with respect to third parties' respective rights and obligations, could have a negative impact on the Corporation. Pursuant to the terms of certain of the Corporation's existing option agreements, the Corporation is required to comply with exploration and community relations obligations, among others, any of which may adversely affect the Corporation's business, financial results and condition.

Under the terms of such option agreements the Corporation may be required to comply with applicable laws, which may require the payment of maintenance fees and corresponding royalties in the event of exploitation/production. The costs of complying with option agreements are difficult to predict with any degree of certainty; however, were the Corporation forced to suspend operations on any of its concessions or pay any material fees, royalties or taxes, it could result in a material adverse effect to the Corporation's business, financial results and condition.

The Corporation may be unable to exert direct influence over strategic decisions made in respect of properties that are subject to the terms of these agreements, and the result may be a materially adverse impact on the strategic value of the underlying concessions.

Mergers and Amalgamations

The ability to realize the benefits of any merger or amalgamation completed by the Corporation will depend in part on successfully consolidating functions and integrating operations, procedures and personnel in a timely and efficient manner. This integration will require the dedication of substantial management effort, time and resources which may divert management's focus and resources from other strategic opportunities of the Corporation following completion of any such arrangement, and from operational matters during such a process.

Community Relationships

The Corporation's relationships with the communities in which it operates are critical to ensure the future success of its existing operations and the construction and development of its projects.

Osisko understands that First Nations people have protected constitutional rights and can offer a unique understanding of the environment based on their special connection to the land. The Windfall Project is located on Category III lands as described in the James Bay and Northern Québec Agreement (JBNQA). The Windfall Project site falls within the Traditional Territory of the Waswanipi Cree First Nation. The Corporation is honoring the existing Advanced Exploration Agreement in place with the Cree First Nation of Waswanipi, the Grand Council of the Crees Eeyou Istchee, and the Cree Regional Authority. Upon receipt of the Windfall Project description, the Crown identified two other Aboriginal communities that may have an interest in the project: the Algonquin Anishinabeg Nation of Lac Simon and the Obedjiwan community of the Atikamekw Nation. Numerous information sessions have been held throughout 2018 and 2017 to inform and consult the three First Nation communities and the public on the Windfall Project activities and to address their concerns and to collect their comments. As the Windfall Project progresses, agreements may have to be negotiated with the First Nations.

While the Corporation is committed to operating in a socially responsible manner and working towards entering into agreements in satisfaction of such requirements, there is no guarantee that its efforts will be successful, in which case interventions by third parties could have a material adverse effect on the Corporation's business, financial position and operations.

Conflicts of Interest

Certain of the directors and officers of the Corporation also serve as directors and/or officers of other companies involved in natural resource exploration, development and mining operations. Consequently, there exists the possibility for such directors and officers to be in a position of conflict. The directors of the Corporation are required by law to act honestly and in good faith with a view to the best interests of the Corporation, and to disclose any interest they may have in any project or opportunity of the Corporation. In addition, each of the directors is required by law to declare his or her interest in and refrain from voting on any matter in which he or she may have a conflict of interest, in accordance with applicable laws.

Infrastructure

Mining, processing, development and exploration activities depend, to one degree or another, on adequate infrastructure. Reliable roads, bridges, power sources and water supplies, as well as the location of population centres and pools of labour, are important determinants which affect capital and operating costs. Unusual or infrequent weather phenomena, sabotage, government or other interference in the maintenance or provision of such infrastructure could impact the Corporation's ability to explore its properties, thereby adversely affecting its business and financial condition.

The Outstanding Common Shares Could be Subject to Dilution

The exercise of stock options, warrants, the DSUs and the RSUs already issued by the Corporation and the issuance of additional equity securities in the future could result in dilution in the equity interests of holders of common shares.

No Dividends Policy

The Corporation has not declared a dividend since incorporation and does not anticipate doing so in the foreseeable future. Any future determination as to the payment of dividends will be at the discretion of the Board and will depend on the availability of profit, operating results, the financial position of the Corporation, future capital requirements and general business and other factors considered relevant by the directors of the Corporation. No assurances in relation to the payment of dividends can be given.

Coronavirus (COVID-19)

The corporation faces risks related to health epidemics and other outbreaks of communicable diseases, which could significantly disrupt its operations and may materially and adversely affect its business and financial conditions.

The Corporation’s business could be adversely impacted by the effects of the coronavirus or other epidemics. In December 2019, a novel strain of the coronavirus emerged in China and the virus has now spread to several other countries, including Canada and the U.S., and infections have been reported globally. The extent to which the coronavirus impacts the Corporation’s business, including its operations and the market for its securities, will depend on future developments, which are highly uncertain and cannot be predicted at this time, and include the duration, severity and scope of the outbreak and the actions taken to contain or treat the coronavirus outbreak. In particular, the continued spread of the coronavirus globally could materially and adversely impact the Corporation’s business including without limitation, employee health, workforce productivity, increased insurance premiums, limitations on travel, the availability of industry experts and personnel, restrictions to its drill program and/or the timing to process drill and other metallurgical testing, and other factors that will depend on future developments beyond the Corporation’s control, which may have a material and adverse effect on the its business, financial condition and results of operations.

There can be no assurance that the Corporation's personnel will not be impacted by these pandemic diseases and ultimately see its workforce productivity reduced or incur increased medical costs / insurance premiums as a result of these health risks.

In addition, a significant outbreak of coronavirus could result in a widespread global health crisis that could adversely affect global economies and financial markets resulting in an economic downturn that could have an adverse effect on the demand for precious metals and our future prospects.

20. CAUTIONARY NOTE REGARDING FORWARD-LOOKING INFORMATION

This MD&A may contain forward-looking statements and forward-looking information within the meaning of applicable Canadian securities legislation (collectively, "forward-looking information"), including, but not limited to, statements relating 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, use of proceeds from financings, requirements for additional capital, government regulation of mining operations and mineral exploration activities, environmental risks, reclamation expenses, title disputes or claims, limitations of insurance coverage, development of the Windfall Project, timing (if at all) to complete a feasibility study on the Windfall Project, advancement of the exploration ramp, underground drilling, as well as exploration activities with drill rigs being reduced. Often, but not always, forward-looking information can be identified by the use of words and phrases such as "plans", "expects", "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 reflects the Corporation's beliefs and assumptions based on information available at the time such statements were made. Actual results or events may differ from those predicted in forward-looking information. All of the Corporation's forward-looking information is qualified by (i) the assumptions that are stated or inherent in such forward-looking information, including the assumptions listed below, and (ii) the risks described in the section entitled *"Risks and Uncertainties"* in this MD&A, the financial statements of the Corporation, and the sections entitled *"Risk Factors"* and *"Cautionary Statement Regarding Forward-Looking Information"* in the annual information form of the Corporation for the fiscal year ended December 31, 2019, dated March 12, 2020, which are available electronically on SEDAR (www.sedar.com) under Osisko's issuer profile.

Although the Corporation believes that the assumptions underlying the forward-looking information contained in this MD&A are reasonable, this list is not exhaustive of the factors that may affect any forward-looking information. The key assumptions that have been made in connection with forward-looking information include the following: the significance of drill results and ongoing exploration activities; timing to obtain assay results from labs; ability of exploration activities (including drill results) to accurately predict mineralization; the predictability of geological modelling; the accuracy of the Corporation's records of its property interests; the global economic climate; metal prices; environmental risks; community and non- governmental actions; 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 of the Corporation economical; the relevance of the assumptions, estimates and projections in technical reports; the timing and results of a feasibility study on the Windfall Project; and 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, future events, conditions, uncertainties and other factors which may cause the actual results, performance or achievements to be materially different from any future results, performance or achievements expressed or implied by forward-looking information. Such factors include, among others, general business, economic, competitive, political and social uncertainties; the actual results of current exploration activities; errors in geological modelling; 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.

21. ADDITIONAL INFORMATION

Additional information regarding the Corporation can be found in the annual information form of the Corporation dated March 12, 2020 for the financial year ended December 31, 2019, which is available electronically on SEDAR (www.sedar.com) under Osisko's issuer profile.