OSISKO MINING

Condensed Interim Consolidated Financial Statements

For the three and nine-month periods ended September 30, 2023 and 2022

Presented in Canadian dollars

(Unaudited)

Table of Contents

OSISKO MINING

Condensed Interim Consolidated Statements of Financial Position
(Tabular amounts express in thousands of Canadian dollars)
(Unaudited)

As at	September 30, 2023	December 31, 2022
Assets		
Current assets		
Cash and cash equivalents	$ 374,024	$ 62,904
Restricted cash	1,100	1,100
Other receivables (note 16)	37,855	29,298
Tax recoverable (note 3)	2,807	41,257
Marketable securities (note 4)	12,244	15,679
Other assets	469	2,785
Total current assets	**428,499**	**153,023**
Non-current assets		
Long-term receivables and advances (note 6 and 17)	271,173	6,000
Investment in associate (note 5)	39,253	39,878
Investment in joint venture (note 6)	486,575	-
Property, plant and equipment (note 7)	961	36,032
Exploration and evaluation assets (note 8)	3,002	730,403
Total non-current assets	**800,964**	**812,313**
Total assets	**$ 1,229,463**	**$ 965,336**
Liabilities		
Current liabilities		
Accounts payable and accrued liabilities	$ 6,428	$ 27,596
Current lease liabilities	257	385
Total current liabilities	**6,685**	**27,981**
Non-current liabilities		
Flow-through premium liability (note 13(a))	7,741	-
Non-current lease liabilities	794	989
Share-based payment liability (note 9)	13,783	20,271
Convertible debenture (note 10)	117,997	102,124
Asset retirement obligation (note 11)	-	7,941
Deferred tax liability (note 12)	71,259	105,796
Total non-current liabilities	**211,574**	**237,121**
Total liabilities	**218,259**	**265,102**
Equity		
Share capital (note 13(a))	943,706	869,597
Contributed surplus (note 13(d))	68,844	68,171
Warrants (note 13(e))	9,865	-
Equity component of convertible debenture (note 10)	15,852	15,852
Accumulated other comprehensive (loss)/income	(5,269)	629
Accumulated deficit	(21,794)	(254,015)
Total equity attributed to equity owners of the Corporation	**1,011,204**	**700,234**
Total liabilities and equity	**$ 1,229,463**	**$ 965,336**

The accompanying notes are an integral part of these condensed interim consolidated financial statements.

Commitments (note 18)
Subsequent events (note 19)

Condensed Interim Consolidated Statements of Comprehensive (Income)/Loss
(Tabular amounts express in thousands of Canadian dollars, except per share and share amounts)
(Unaudited)

For the period ended	Three months ended September 30, 2023	Three months ended September 30, 2022	Nine months ended September 30, 2023	Nine months ended September 30, 2022
Expenses/(income)				
Compensation (recovery)/expense (note 14 and 15)	$ (504)	$ 3,403	$ 9,587	$ 8,748
General and administration expenses (note 14 and 15)	965	1,241	5,590	4,238
General exploration expenses	-	-	20	20
Flow-through premium income (note 13(a))	(859)	(3,588)	(3,862)	(8,037)
Loss from marketable securities (note 4 and 14)	2,144	265	3,510	5,051
Fair value loss/(gain) on convertible debenture (note 10)	2,390	1,880	7,849	(32,421)
Gain on sale of investment in joint venture (note 6)	-	-	(209,982)	-
(Gain)/loss from disposition of property, plant and equipment (note 7)	-	(12)	10	(22)
Other income	(953)	(209)	(891)	(224)
Operating loss/(income)	**3,183**	**2,980**	**(188,169)**	**(22,647)**
Finance income	(10,941)	(1,120)	(19,190)	(2,425)
Finance expense	1,900	2,006	5,781	6,092
Net finance (income)/expense	**(9,041)**	**886**	**(13,409)**	**3,667**
Share of loss of associate (note 5)	420	350	625	2,123
Share of income of joint venture (note 6)	(200)	-	(366)	-
(Income)/loss before tax	**(5,638)**	**4,216**	**(201,319)**	**(16,857)**
Deferred income tax expense/(recovery) (note 12)	(2,770)	1,818	(30,902)	12,311
Net (income)/loss	**$ (8,408)**	**$ 6,034**	**$ (232,221)**	**$ (4,546)**
Change in fair value of convertible debenture attributable to the change in credit risk (note 10)	(558)	476	8,024	(4,566)
Income tax effect	148	(126)	(2,126)	1,210
Other comprehensive (income)/loss	**(410)**	**350**	**5,898**	**(3,356)**
Comprehensive (income)/loss	**$ (8,818)**	**$ 6,384**	**$ (226,323)**	**$ (7,902)**
Basic (earnings)/loss per share (note 13(b))	**$ (0.02)**	**$ 0.02**	**$ (0.62)**	**$ (0.01)**
Weighted average number of shares (note 13(b))	**377,004,530**	**347,474,478**	**373,341,515**	**348,310,000**
Diluted (earnings)/loss per share (note 13(c))	**$ (0.02)**	**$ 0.02**	**$ (0.61)**	**$ (0.01)**
Diluted weighted average number of shares (note 13(c))	**386,121,644**	**347,474,478**	**382,060,801**	**356,572,041**

The accompanying notes are an integral part of these condensed interim consolidated financial statements.

Condensed Interim Consolidated Statements of Changes in Equity
(Tabular amounts express in thousands of Canadian dollars)
(Unaudited)

	Number of Shares	Share Capital	Warrants	Contributed Surplus	Equity Component of Convertible Debenture	Accumulated Other Comprehensive Income/(Loss)	Deficit and Accumulated Deficit	Total
Balance January 1, 2023	**347,382,435**	**$ 869,597**	**$ -**	**$ 68,171**	**$ 15,852**	**$ 629**	**$ (254,015)**	**$ 700,234**
Income for the period	-	-	-	-	-	-	232,221	**232,221**
Other comprehensive loss for the period	-	-	-	-	-	(5,898)	-	**(5,898)**
Stock-based compensation (note 13(d) and 14)	-	-	-	872	-	-	-	**872**
Issuance of shares upon exercise of stock options (note 13(a) and (d))	130,835	494	-	(199)	-	-	-	**295**
Private Placement (note 13(a))	4,568,051	15,607	-	-	-	-	-	**15,607**
Private Placement (note 13(a))	32,260,000	84,644	9,865	-	-	-	-	**94,509**
Shares issued for services received	413,173	1,380	-	-	-	-	-	**1,380**
Shares repurchased under normal course issuer bid (note 13(a))	(9,489,424)	(29,525)	-	-	-	-	-	**(29,525)**
Deferred tax asset (note 12)	-	1,509	-	-	-	-	-	**1,509**
Balance September 30, 2023	**375,265,070**	**$ 943,706**	**$ 9,865**	**$ 68,844**	**$ 15,852**	**$ (5,269)**	**$ (21,794)**	**$ 1,011,204**

	Number of Shares	Share Capital	Warrants	Contributed Surplus	Equity Component of Convertible Debenture	Accumulated Other Comprehensive Income	Deficit and Accumulated Deficit	Total
Balance January 1, 2022	**346,279,008**	**$ 854,439**	**$ 14,498**	**$ 63,192**	**$ 15,852**	**$ -**	**$ (248,175)**	**$ 699,806**
Loss for the period	-	-	-	-	-	-	4,546	**4,546**
Other comprehensive income for the period	-	-	-	-	-	3,356	-	**3,356**
Stock-based compensation (note 13(d) and 14)	-	-	-	2,015	-	-	-	**2,015**
Issuance of shares upon exercise of stock options	4,107,004	25,721	-	(11,358)	-	-	-	**14,363**
Expiry of warrants	-	-	(14,498)	14,498	-	-	-	**-**
Private Placement	2,891,088	11,920	-	-	-	-	-	**11,920**
Shares repurchased under normal course issuer bid	(5,852,665)	(23,209)	-	-	-	-	-	**(23,209)**
Deferred tax asset	-	13	-	-	-	-	-	**13**
Balance September 30, 2022	**347,424,435**	**$ 868,884**	**$ -**	**$ 68,347**	**$ 15,852**	**$ 3,356**	**$ (243,629)**	**$ 712,810**

The accompanying notes are an integral part of these condensed interim consolidated financial statements.

Condensed Interim Consolidated Statements of Cash Flows
(Tabular amounts express in thousands of Canadian dollars)
(Unaudited)

For the period ended	September 30, 2023	September 30, 2022
Cash flows provided by/(used in) operating activities		
Income for the period	$ 232,221	$ 4,546
Adjustments for:		
Loss from marketable securities (note 4 and 14)	3,510	5,051
Gain on sale of investment in joint venture (note 6)	(209,982)	-
Share of income of joint venture (note 6)	(366)	-
Share of loss of associates (note 5)	625	2,123
Depreciation (note 7)	216	243
Accretion on asset retirement obligation (note 11)	60	186
Loss/(gain) from disposition of property, plant and equipment (note 7)	10	(22)
Flow-through premium income (note 13(a))	(3,862)	(8,037)
Stock-based compensation (note 9, 13(d) and 14)	(1,725)	2,989
Deferred income tax (recovery)/expense (note 12)	(30,902)	12,311
Fair value loss/(gain) on convertible debentures (note 10)	7,849	(32,421)
Unrealized foreign exchange gain on long-term receivable	-	(191)
Interest expense on lease liabilities and convertible debenture (note 10)	5,577	5,527
Shares issued for services received	1,380	-
Finance income	(19,190)	(2,425)
	(14,579)	**(10,120)**
Change in items of working capital:		
Change in taxes recoverable	73,005	26,593
Change in other receivables	4,964	-
Change in other assets	244	(1,038)
Change in accounts payable and accrued liabilities	15,939	365
Net cash provided by operating activities	**79,573**	**15,800**
Cash flows provided by/(used in) investing activities		
Finance income	9,821	2,425
Acquisition of marketable securities (note 4)	(1,014)	(48,587)
Proceeds on disposition of marketable securities (note 4)	1,013	36,970
Investment in long-term receivables and advances (note 17)	(24,000)	(2,549)
Proceeds on sale of investment in joint venture (note 6)	316,932	-
Investment in joint venture (note 6)	(75,000)	-
Acquisition of property, plant and equipment (note 7)	(16,689)	(12,027)
Proceeds on disposition of property, plant and equipment (note 7)	-	13
Addition to exploration and evaluation assets (note 8)	(63,229)	(109,120)
Net cash provided/(used in) by investing activities	**147,834**	**(132,875)**
Cash flows provided by/(used in) financing activities		
Repayment of lease liabilities	(453)	(118)
Vesting of restricted share units	(4,676)	(4,354)
Interest expense on convertible debenture (note 10)	(3,647)	(3,627)
Net cash received from private placements (note 13(a))	121,719	19,957
Cash received from exercise of stock options (note 13(d))	295	14,363
Net cash used in repurchasing shares under normal course issuer bid (note 13(a))	(29,525)	(23,209)
Net cash provided by financing activities	**83,713**	**3,012**
Increase/(decrease) in cash and cash equivalents	**311,120**	**(114,063)**
Cash and cash equivalents, beginning of period	**62,904**	**213,088**
Cash and cash equivalents, end of period	**$ 374,024**	**$ 99,025**

The accompanying notes are an integral part of these condensed interim consolidated financial statements.

1) Reporting entity

Osisko Mining Inc. ("Osisko" or the "Corporation") is a Canadian Corporation domiciled in Canada and was incorporated on February 26, 2010 under the *Business Corporations Act* (Ontario). The address of the Corporation's registered office is 155 University Ave, Suite 1440, Toronto, Ontario, Canada. The Corporation is primarily in the business of acquiring, exploring, and developing precious mineral deposits in Canada.

The business of acquiring, exploring, and developing precious mineral deposits involves a high degree of risk. Osisko is in the exploration stage and is subject to risks and challenges similar to companies in a comparable stage. These risks include, but are not limited to, the challenges of securing adequate capital, exploration, development, and operational risks inherent in the mining industry; changes in government policies and regulations; the ability to obtain the necessary environmental permitting; challenges in future profitable production or Osisko's ability to dispose of its interest on an advantageous basis; as well as global economic and commodity price volatility; all of which are uncertain. There is no assurance that Osisko's funding initiatives will continue to be successful. The underlying value of the mineral properties is dependent upon the existence and economic recovery of mineral reserves and is subject to, but not limited to, the risks and challenges identified above. Changes in future conditions could require material write-downs of the carrying value of mineral properties and deferred exploration.

2) Basis of preparation

a) Statement of compliance

These condensed interim consolidated financial statements have been prepared in accordance with International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board ("IASB") applicable to the preparation of interim financial statements including IAS 34, Interim Financial Reporting and are presented in thousands of Canadian dollars.

These condensed interim consolidated financial statements do not include all the disclosures required for annual financial statements and therefore should be read in conjunction with the Corporation's audited annual consolidated financial statements and notes thereto for the year ended December 31, 2022.

These condensed interim consolidated financial statements were authorized for issuance by the Corporation's board of directors (the "Board of Directors') on November 8, 2023.

b) Significant accounting policies

The significant accounting policies followed in these condensed interim consolidated financial statements are consistent with those applied in the Corporation's audited annual consolidated financial statements for the year ended December 31, 2022, except the following:

i) Investment in joint venture

Joint ventures are joint arrangements in which the Corporation has joint control, whereby the Corporation has rights to the net assets of the arrangement, rather than direct rights to its assets and obligations for its liabilities. The financial results of the Corporation's investment in joint venture are included in the Corporation's results according to the equity method. Under the equity method, the investment is initially recognized at cost, and the carrying amount is increased or decreased to recognize the Corporation's share of profits or losses of the joint venture after the date of acquisition. The Corporation's share of profits or losses is recognized in the statement of (income)/loss and its share of other comprehensive loss or loss of joint venture is included in other comprehensive loss.

2) Basis of preparation (continued)

Unrealized gains on transactions between the Corporation and a joint venture are eliminated to the extent of the Corporation's interest in the joint venture. Unrealized losses are also eliminated unless the transaction provides evidence of an impairment of the asset transferred. Dilution gains and losses arising from changes in interest in investment in joint venture are recognized in the statement of (income)/loss.

The Corporation assesses at each period end whether there is any objective evidence that its investment in joint venture is impaired. If impaired, the carrying value of the Corporation's shares of the underlying assets of the joint venture is written down to its estimated recoverable amount, being the higher of fair value less costs of disposal and value in use and charged to the statement of (income)/loss.

ii) Financial Assets at Fair Value through Profit or Loss ("FVTPL")

Financial assets measured at FVTPL are assets which do not qualify as financial assets at amortized cost or fair value through other comprehensive income. Marketable securities, and long-term receivables from Gold Fields (note 17) are classified as FVTPL. These FVTPL financial assets are recognized at their fair value and measured at fair value on a recurring basis with changes to fair values immediately recognized in profit or loss.

c) 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 beginning on or after January 1, 2023. They are not applicable or do not have a significant impact on the Corporation.

d) Use of critical estimates and judgements

The preparation of these condensed interim consolidated financial statements 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 the carrying values of assets and liabilities that are not readily apparent from other sources. Actual results may differ from these estimates.

In preparing these condensed interim consolidated financial statements, the significant judgements and estimates made by management in applying the Corporation's accounting policies and the key sources of estimation uncertainty were the same as those that applied to the audited consolidated financial statements as at and for the year ended December 31, 2022, except the following:

i) Fair value of the long-term receivables:

The long-term receivable from Gold Fields (note 6 and 17) is measured at fair value through profit or loss on a recurring basis. Determining the fair value of the long-term receivable from Gold Fields (note 17) involves the application of the discounted cash flow method. The valuation of the long-term receivable requires the input of highly subjective assumptions that can materially affect the fair value estimate. The valuation of the long-term receivable is subjective and can impact profit and loss significantly.

2) Basis of preparation (continued)

The following variables are used when determining the value of the long-term receivable from Gold Fields:

- **Discount rate:** The Corporation estimated the discount rate of 9.0% after considering risks, market rates and specifics terms and conditions of the long-term receivable.
- **Maturity date:** The long-term receivable is due upon issuance of the applicable permits authorizing the construction, operation and mining of the Windfall Project. The Corporation estimated the maturity date to be December 31, 2024 based on management's best estimate of the timing it will take to obtain permitting approval, however, there is inherent uncertainty as the timing of permitting approvals may vary based on a variety of factors and there is no assurance that permitting approvals will ultimately be obtained.

ii) Determination of joint control on joint venture:

Judgment is needed to assess whether the Corporation's investment in the joint arrangement (note 6) meets the definition of joint control and in turn whether it is a joint venture or joint operation.

Management made this determination based on its legal ownership interest and contractual rights and obligations, board representation, and through an analysis of the Corporation's participation and rights in the entity's policy-making process.

Management determined Osisko and Gold Fields have joint control over the joint arrangement with substantive decisions required to be made through joint agreement over the key financial, operating and strategic activities of the joint arrangement. The joint venture is structured as a separate vehicle and Osisko has a residual interest in the net assets of the joint venture rather than direct rights and obligations to the assets and liabilities of the joint arrangement. Accordingly, Osisko has classified its interest in Windfall Mining Group as a joint venture and applied equity accounting to its interest.

e) Functional and presentation currency

These financial statements are presented in Canadian dollars (tables in thousands of Canadian dollars), which is Osisko's functional currency.

3) Tax recoverable

As at September 30, 2023, tax recoverable consists of sales tax recoverable and refundable tax credits. Sales tax recoverable consists of harmonized sales taxes, goods and services tax, and Québec sales tax receivable from Canadian taxation authorities. The refundable tax credits relate to eligible exploration and evaluation expenditures (note 8) incurred in the Province of Québec.

4) Marketable securities

The Corporation holds shares and warrants in various public and private companies. During the three and nine-month periods ended September 30, 2023, these shares and warrants were fair valued, and this resulted in an unrealized loss of $2,144,000 and $3,755,000, respectively (2022 – $404,000 and $6,048,000). The Corporation sold shares during the three and nine-month periods ended September 30, 2023, which resulted in a realized gain of $nil and $245,000, respectively (2022 – $139,000 and $997,000).

The shares in the various public companies are classified as FVTPL and are recorded at fair value using the quoted market price as at September 30, 2023, and are therefore classified as level 1 within the fair value hierarchy. The warrants in the various public companies are classified as FVTPL and are recorded at fair value using a Black-Scholes option pricing model not using observable inputs and are therefore classified as level 3 within the fair value hierarchy.

The following table summarizes information regarding the Corporation's marketable securities as at September 30, 2023:

(Tabular amounts express in thousands of Canadian dollars, except per share and share amounts)

4) Marketable securities (continued)

As at		September 30, 2023
Balance, beginning of period	**$**	**15,679**
Additions		1,088
Disposals		(1,013)
Realized gain		245
Net change in unrealized loss		(3,755)
Balance, end of period	**$**	**12,244**

5) Investment in associate

O3 Mining is a mineral resource company focused on the exploration and development of its gold properties located in Canada. O3 Mining's head office is located in Canada, and it is a public company listed on the TSX Venture Exchange. The trading price of O3 Mining's common shares on September 30, 2023 was $1.46 per share which corresponds to a quoted market value of $23,157,000 for the Corporation's investment in O3 Mining. The equity accounting for O3 Mining is based on the results to September 30, 2023.

The Corporation's investment relating to its associate as of September 30, 2023 are detailed as follows:

		O3 Mining Inc.
Balance, December 31, 2022	**$**	**39,878**
Share of loss for the period		(625)
Balance, September 30, 2023	**$**	**39,253**

6) Investment in joint venture

On May 2, 2023, Osisko entered into a 50/50 joint venture with an affiliate of Gold Fields Limited ("Gold Fields") for the Windfall Project located between Val-d'Or and Chibougamau in Québec, Canada. The joint venture was formed as a partnership called "Windfall Mining Group" and includes the Windfall Project and the surrounding Urban Barry and Quévillon exploration properties. Gold Fields acquired 50% of the partnership interest. The consideration consists of an initial cash payment of $300 million upon signing to Osisko which was received on May 2, 2023 and an additional payment of $300 million which is payable to Osisko on successful issuance of the applicable permits authorizing the construction, operation and mining of the Windfall Project, and it has initially been recorded a long-term receivable at its fair value of $258,393,000 (note 17).

In addition, Gold Fields will also sole fund regional exploration expenditures on properties surrounding the main Windfall gold deposit up to $75 million and pay two separate cash payments totaling $33,864,000 to Osisko, representing Gold Field's share of the expenditures incurred by Osisko to advance the Windfall Project from January 1, 2023 (note 16). Osisko will sole fund regional exploration expenditures up to $24 million to fulfill its flow-through commitment prior to December 31, 2024 (note 18). The long-term receivable of $75 million was initially recorded by the joint venture at its fair value of $52,934,000. The long-term receivable is expected to be paid in increments according to the needs of the annually determined regional exploration program, however, it must be settled in full before May 2, 2030 to the extent not previously settled. If Gold Fields does not pay the long-term receivable within seven years and certain other cure preconditions are exhausted, Osisko will have the right to purchase the regional exploration properties for nominal consideration of $1 from the joint venture subject to certain preconditions including assumption of liabilities (if applicable) that are attributable to the beneficial ownership of the regional exploration properties and indemnifications to Gold Fields over environmental and other potential obligations that could arise related to the regional exploration properties. Osisko has equity accounted for its 50% share in the initial funding for regional exploration, which include an amount of $24 million paid to the joint venture by Osisko

(Tabular amounts express in thousands of Canadian dollars, except per share and share amounts)

6) Investment in joint venture *(continued)*

for its flow-through commitment and the long-term receivable from Gold Fields for a net equity investment movement of $38,467,000. Gold Fields and Osisko will share all other project interim and construction costs on a 50/50 basis going forward. Osisko paid no cash taxes on the proceeds due to the utilization of the existing tax pools. The joint venture has equal representation from both Osisko and Gold Fields in the governance arrangements.

Details on Osisko's transfer of net assets to the joint venture, the cash proceeds and receivables recognised from Gold Fields acquiring an interest of 50% in the Windfall Mining Group and the resulting gain are detailed as follows:

May 2, 2023		
Proceeds of disposition		**From Gold Fields**
Cash	$	300,000
Short-term receivables (note 16)		33,864
Long-term receivables (note 17)		258,393
Net intial proceeds of regional exploration funding arrangement		14,467
Total proceeds	**$**	**606,724**

Net assets transferred		**To Windfall Mining Group**
Other assets	$	2,072
Property, plant and equipment (note 7)		48,566
Exploration and evaluation assets (note 8)		738,316
Long-term receivables and advances (note 16)		30,000
Accounts payable and accrued liabilities		(16,086)
Current lease liabilities		(639)
Non-current lease liabilities		(573)
Asset retirement obligation (note 11)		(8,172)
Total net assets transferred to joint venture	**$**	**793,484**
Initial investment in joint venture retained by Osisko	$	(396,742)
Total cost of investment in joint venture sold to Gold Fields	**$**	**396,742**
Gain on sale of investment in joint venture	**$**	**209,982**

Osisko and Gold Fields have joint control, and the joint venture is structured as a separate vehicle and Osisko has a residual interest in the net assets of the joint venture. Accordingly, Osisko has classified its interest in Windfall Mining Group as a joint venture. The equity accounting for Windfall Mining Group after initial recognition is based on equity accounting of Osisko's share of the financial results of Windfall Mining Group to September 30, 2023.

The Corporation's investment relating to the investment in joint venture as of September 30, 2023 are detailed as follows:

		Windfall Mining Group
Balance, December 31, 2022	**$**	**-**
Initial investment in joint venture		396,742
Cash investment in joint venture		51,000
Net regional exploration funding from initial funding		38,467
Share of income for the period		366
Balance, September 30, 2023	**$**	**486,575**

(Tabular amounts express in thousands of Canadian dollars, except per share and share amounts)

7) Property, plant and equipment

The following table summarizes information regarding the Corporation's property, plant and equipment as at September 30, 2023:

	September 30, 2023										
	Cost					Accumulated depreciation					
Class	Opening balance	Additions/ transfers	Transfer to Windfall Mining Group (note 6)	Write-off / disposals	Closing balance	Opening balance	Depreciation	Transfer to Windfall Mining Group (note 6)	Write-off / disposals	Closing balance	Net book value
Computer Equipment	$ 2,579	$ 77	$ (1,966)	$ -	$ 690	$ 1,657	$ 83	$ (1,170)	$ -	$ 570	$ 120
Office Equipment	247	-	(57)	-	190	156	11	(13)	-	154	36
Office Buildings	1,843	-	-	-	1,843	862	173	-	-	1,035	808
Exploration Equipment	50,045	15,473	(65,149)	(33)	336	16,408	1,732	(17,778)	(23)	339	(3)
Automobiles	766	-	(713)	-	53	365	46	(358)	-	53	-
Total	**$ 55,480**	**$ 15,550**	**$ (67,885)**	**$ (33)**	**$ 3,112**	**$ 19,448**	**$ 2,045**	**$ (19,319)**	**$ (23)**	**$ 2,151**	**$ 961**

8) Exploration and evaluation assets

The following table summarizes information regarding the Corporation's exploration and evaluation assets as at September 30, 2023:

	December 31, 2022	Transfer to Windfall Mining Group (note 6)	Additions	September 30, 2023
Windfall Lake	$ 679,063	$ (684,458)	$ 5,395	$ -
Quévillon Osborne	20,034	(20,208)	174	-
Urban-Barry	29,434	(33,650)	4,216	-
Urban Duke	1,646	-	1,205	2,851
Other	226	-	(75)	151
Total exploration and evaluation assets	**$ 730,403**	**$ (738,316)**	**$ 10,915**	**$ 3,002**

9) Deferred share unit and restricted share unit plans

On May 1, 2023, Osisko amended the omnibus incentive plan. Under the plans, deferred share units ("DSU") can be granted to non-executive directors and the restricted share units ("RSU") can be granted to executive officers and key employees, as part of their long-term compensation package, entitling them to receive the payout in cash, shares, or a combination of both. Should the payout be in cash, the cash value of the payout would be determined by multiplying the number of DSUs and the RSUs vested at the payout date by the five-day volume-weighted average price from the closing price of the Corporation's shares on the day prior to the payout date. Should the payout be in shares, each RSU and each DSU represents an entitlement to one common share of the Corporation.

The following table summarizes information regarding the Corporation's outstanding and exercisable DSUs and RSUs as at September 30, 2023:

	Number of DSUs	Number of RSUs
Outstanding at December 31, 2022	**3,420,219**	**4,925,000**
Granted	50,193	1,925,000
Exercised	-	(1,406,804)
Forfeited	-	(73,196)
Outstanding at September 30, 2023	**3,470,412**	**5,370,000**

During the nine-month period ended September 30, 2023, 50,193 DSUs were issued to directors in lieu of directors' fees. The weighted average fair value of the DSUs granted was $3.08 per DSU initially at the closing price of the common shares of the Corporation on the date of grant. The DSUs vest immediately on the date of grant.

(Tabular amounts express in thousands of Canadian dollars, except per share and share amounts)

9) Deferred share unit and restricted share unit plans (continued)

During the the nine-month period ended September 30, 2023, 1,925,000 RSUs were issued to management. The weighted average fair value of the RSUs granted was $3.11 per RSU initially at the closing price of the common shares of the Corporation on the date of grant. The RSUs vest on the third anniversary date from the date of grant.

On September 30, 2023, the share-based payment liability related to each DSU and RSU of the Corporation was re-measured to fair value at the Corporation's closing share price of $2.46.

The combined total expense recovery for RSUs and DSUs for the three and nine-month periods ended September 30, 2023 was $2,757,000 and $1,812,000, respectively (2022 – expense of $1,182,000 and $1,393,000), from which expense of $nil and $720,000, respectively, were capitalized to exploration and evaluation assets (2022 – $280,000 and $167,000).

10) Convertible debenture

The following table summarizes information regarding the Corporation's convertible debenture as at September 30, 2023:

		Amount
Balance December 31, 2022	**$**	**102,124**
Change in fair value in the period		15,873
Balance September 30, 2023	**$**	**117,997**

The fair value of the debt component of the convertible debenture increased from $102,124,000 on December 31, 2022 to $117,997,000 on September 30, 2023, resulting in a fair value loss of $7,849,000 for the period (2022 – gain of $32,421,000).

The change in the fair value due to credit risk for the nine-month periods ended September 30, 2023, which is presented in the other comprehensive loss was $8,024,000 (2022 – income of $4,566,000). As at September 30, 2023, the accrued interest payable included in accounts payable and accrued liabilities was $2,445,000.
The following table summarizes the assumptions used for the valuation of the convertible debenture's debt host as at September 30, 2023:

As at		**September 30, 2023**
Time to maturity		2.2 years
Share price	$	2.46
Volatility		52.40%
Risk-free interest rate (based on government bonds)		4.83%
Credit spread		14.24%

11) Asset retirement obligation

The obligation is estimated based on the Corporation's site remediation and restoration plan and the estimated timing of the costs to be paid in future years. The following table summarizes the Corporation's asset retirement obligation:

		Amount
Balance December 31, 2022	**$**	**7,941**
Accretion		60
Change in estimate		171
Transfer to Windfall Mining Group (note 6)		(8,172)
Balance September 30, 2023	**$**	**-**

(Tabular amounts express in thousands of Canadian dollars, except per share and share amounts)

12) Income taxes

The following table outlines the composition of the deferred income tax expense between income and mining tax:

For the period ended	September 30, 2023	September 30, 2022
Deferred income tax expense	**$ 33,553**	$ 9,103
Deferred mining taxes (recovery)/expense	**(64,455)**	3,208
Deferred tax (recovery)/expense	**$ (30,902)**	**$ 12,311**

Deferred tax assets and liabilities have been offset where they relate to income taxes levied by the same taxation authority and the Corporation has the legal right and intent to offset. Deferred tax assets are recognized when the Corporation concludes that sufficient positive evidence exists to demonstrate that it is probable that a deferred tax asset will be realized. The following table provides the components of the deferred income and mining tax assets and liabilities:

As at	September 30, 2023
Deferred tax assets	
Exploration and evaluation assets	$ 6,401
Losses	29,156
Share issue costs	2,511
Investment tax credits	622
Other net deductible temporary differences	5,135
Total deferred tax assets	**$ 43,825**
Deferred tax liability	
Investment in joint venture	$ (105,543)
Convertible Debenture - Northern Star	(9,541)
Total deferred tax liability	**$ (115,084)**
Net deferred tax liability	**$ (71,259)**

13) Capital and other components of equity

a) Share capital – authorized

The authorized capital of Osisko consists of an unlimited number of common shares having no par value. The holders of common shares are entitled to one vote per share at shareholder meetings of the Corporation. All shares rank equally with regard to the Corporation’s residual assets.

On February 2, 2023, the Corporation completed a private placement of 4,568,051 common shares of the Corporation at a price of $6.00 per common share issued as flow-through shares for aggregate gross proceeds of $27,408,000. The flow-through shares were issued at a premium of $2.54 to the closing market price of the Corporation’s common shares on the day of issue. The premium was recognized as a long-term liability for $11,603,000 with a subsequent pro-rata reduction of the liability recognized as flow-through premium income as the required expenditures are incurred. The transaction costs amounted to $198,000 and have been netted against the gross proceeds on closing.

On February 28, 2023, the Corporation completed a private placement of 32,260,000 units of the Corporation at a price of $3.10 per unit for gross proceeds of $100,006,000. Each unit is comprised of one common share of the corporation and one-half of one common share purchase warrant. Each common share purchase warrant is exercisable into one common share of the Corporation until August 28, 2024, at an exercise price of $4.00. The transaction costs amounted to $5,497,000 and have been netted against the gross proceeds on closing.

(Tabular amounts express in thousands of Canadian dollars, except per share and share amounts)

13) Capital and other components of equity (continued)

During the three and nine-month periods ended September 30, 2023, flow-through premium income of $859,000 and $3,862,000, respectively (2022 – $3,588,000 and $8,037,000), was recognized relating to the flow-through shares issued.

During the nine-month period ended September 30, 2023, Osisko repurchased and canceled 9,489,424 common shares of the Corporation at an average price of $3.11 for a total cost of $29,525,000.

b) Basic (earnings)/loss per share

The calculation of basic (earnings)/loss per share for the three and nine-month periods ended September 30, 2023 and 2022 was based on the (income)/loss attributable to common shareholders and a basic weighted average number of common shares outstanding, calculated as follows:

	Three months ended		Nine months ended	
For the period ended	**September 30, 2023**	**September 30, 2022**	**September 30, 2023**	**September 30, 2022**
Common shares outstanding, at beginning of the period	377,707,686	347,813,280	347,382,435	346,279,008
Common shares issued during the period	(703,156)	(338,802)	25,959,080	2,030,992
Basic weighted average number of common shares	**377,004,530**	**347,474,478**	**373,341,515**	**348,310,000**
(Income)/loss attributable to owners of the Corporation	**$ (8,408)**	**$ 6,034**	**$ (232,221)**	**$ (4,546)**
Basic (earning)/loss per share	**$ (0.02)**	**$ 0.02**	**$ (0.62)**	**$ (0.01)**

c) Diluted (earnings)/loss per share

The calculation of diluted earnings per share for the three and nine-month periods ended September 30, 2023 and the nine-month period ended September 30, 2022, was based on the income attributable to common shareholders, and a basic weighted average number of common shares outstanding, adjusted for the effect of convertible debenture, stock options, RSUs and DSUs.

For the three-month period ended September 30, 2022, the Corporation incurred a net loss, therefore all outstanding convertible debenture, stock options, warrants, RSUs, and DSUs have been excluded from the calculation of diluted loss per share since the effect would be anti-dilutive.

	Three months ended		Nine months ended	
For the period ended	**September 30, 2023**	**September 30, 2022**	**September 30, 2023**	**September 30, 2022**
Basic weighted average number of common shares (note 12(b))	377,004,530	347,474,478	373,341,515	348,310,000
Effect of dilutive convertible debenture	-	-	-	-
Effect of dilutive stock options	297,492	-	965,457	1,667,645
Effect of dilutive DSUs and RSUs	8,819,622	-	7,753,829	6,594,396
Diluted weighted average number of common shares	**386,121,644**	**347,474,478**	**382,060,801**	**356,572,041**
(Income)/loss attributable to owners of the Corporation	**$ (8,408)**	**$ 6,034**	**$ (232,221)**	**$ (4,546)**
Diluted (earnings)/loss per share	**$ (0.02)**	**$ 0.02**	**$ (0.61)**	**$ (0.01)**

d) Contributed surplus

The following table summarizes the stock option transactions for the period ended September 30, 2023:

(Tabular amounts express in thousands of Canadian dollars, except per share and share amounts)

13) Capital and other components of equity (continued)

	Number of stock options		Weighted-average exercise price
Outstanding at December 31, 2022	**12,463,235**	**$**	**3.14**
Exercised	(130,835)		2.26
Forfeited	(81,667)		3.26
Expired	(2,492,034)		3.46
Outstanding at September 30, 2023	**9,758,699**	**$**	**3.07**

During the nine-month period ended September 30, 2023, a total of 130,835 stock options were exercised for gross proceeds of $295,000 in exchange for the issuance of 130,835 common shares of the Corporation.

The total recognized expense for stock options for the three and nine-month periods ended September 30, 2023 was $302,000 and $872,000, respectively (2022 – $940,000 and $2,015,000), from which $nil and $65,000, respectively (2022 –$179,000 and $252,000), was capitalized to exploration and evaluation assets.

The following table summarizes information regarding the Corporation’s outstanding and exercisable stock options as at September 30, 2023:

	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 ($)
2.23 to 3.00	0.9	5,450,365	$2.67	0.9	5,450,365	$2.67
3.01 to 4.00	2.1	4,308,334	$3.59	2.1	2,983,337	$3.60
2.23 to 4.00	**1.4**	**9,758,699**	**$3.07**	**1.3**	**8,433,702**	**$2.99**

e) Warrants

The following table summarizes the transactions pertaining to the Corporation’s outstanding standard warrants for the nine-month period ended September 30, 2023. These warrants were exercisable at one warrant for one common share of the Corporation:

	Number of warrants		Weighted-average exercise price
Outstanding at December 31, 2022	**-**	**$**	**-**
Issued (note 12(a))	16,130,000		4.00
Outstanding at September 30, 2023	**16,130,000**	**$**	**4.00**

14) Expenses

The following table summarizes information regarding the Corporation’s expenses for the three and nine-month periods ended September 30, 2023:

(Tabular amounts express in thousands of Canadian dollars, except per share and share amounts)

14) Expenses (continued)

	Three months ended		Nine months ended	
For the period ended	September 30, 2023	September 30, 2022	September 30, 2023	September 30, 2022
Compensation expenses				
Stock-based compensation (recovery)/expense (note 9 and 13(d))	$ (2,455)	$ 1,663	$ (1,725)	$ 2,989
Salaries and benefits (note 15)	1,951	1,740	11,312	5,759
Total compensation expenses/(recovery)	**$ (504)**	**$ 3,403**	**$ 9,587**	**$ 8,748**
General and administration expenses				
Shareholder and regulatory expense	$ 73	$ 162	$ 282	$ 332
Travel expense	60	108	259	308
Professional fees	565	265	3,487	1,292
Office expense (note 15)	267	706	1,562	2,306
Total general and administration expenses	**$ 965**	**$ 1,241**	**$ 5,590**	**$ 4,238**
Marketable securities				
Realized gain from marketable securities (note 4)	$ -	$ (139)	$ (245)	$ (997)
Net change in unrealized loss from marketable securities (note 4)	2,144	404	3,755	6,048
Total marketable securities loss	**$ 2,144**	**$ 265**	**$ 3,510**	**$ 5,051**

15) Related party transactions

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

During the three and nine-month periods ended September 30, 2023, management fees, geological services, rent, and administration fees of $89,000 and $310,000, respectively (2022 – $71,000 and $148,000), were incurred with Osisko Gold Royalties Ltd ("Osisko GR"), a related company that exercises significant influence over the Corporation.

During the three and nine-month periods ended September 30, 2023, management fees, geological services, rent, and administration fees of $17,000 and $52,000, respectively (2022 – $20,000 and $53,000), were charged to Osisko GR by the Corporation.

During the three and nine-month periods ended September 30, 2023, management fees, geological services, rent, and administration fees of $98,000 and $417,000, respectively (2022 – $166,000 and $659,000), were charged to the Corporation's associate, O3 Mining, by the Corporation. Accounts receivable from O3 Mining as at September 30, 2023 were $71,000.

During the three and nine-month periods ended September 30, 2023, management fees, geological services, rent, and administration fees of $1,595,000 and $18,265,000, respectively, were charged to the Corporation's joint venture, Windfall Mining Group, by the Corporation. Accounts receivable from Windfall Mining Group as at September 30, 2023 were $662,000.

The following table summarizes remuneration attributable to key management personnel for the three and nine-month periods ended September 30, 2023 and 2022:

(Tabular amounts express in thousands of Canadian dollars, except per share and share amounts)

15) Related party transactions (continued)

	Three months ended		Nine months ended	
For the period ended	September 30, 2023	September 30, 2022	September 30, 2023	September 30, 2022
Salaries expense of key management	$ 517	$ 472	$ 6,551	$ 1,575
Directors' fees	98	98	294	344
Stock-based compensation (recovery)/expense	(1,848)	1,509	(912)	502
Total	**$ (1,233)**	**$ 2,079**	**$ 5,933**	**$ 2,421**

16) Other receivables

As at September 30, 2023, other receivables consist of short-term receivable of $16,932,000 from Gold Fields (note 6), short-term promissory note of $20,000,000 from Miyuukaa Corp. for the construction of the transmission facilities, and other receivables of $923,000.

17) Long-term receivables and advances

As at September 30, 2023, long-term receivables and advances include a long-term receivable valued at $268,204,000 and other long-term receivable of $2,969,000. The carrying amount of the long-term receivable from Gold Fields represents the fair value of the $300 million long-term receivable (note 2(d)(i) and 6). If payment is not made by Gold Fields on the due date or after a limited cure period after applicable permits have been obtained permitting the construction, operation and mining of the Windfall Project, there is recourse to the Windfall Mining group shares presently held by Gold Fields for nominal consideration of $1. As the receivable is non-recourse and the receivable cash flows vary based upon permitting, the receivable cash flows do not vary solely due to payments of principal and interest. Accordingly, the receivable is accounted for on a recurring basis at FVTPL.

The fair value of the long-term receivable is a level 3 instrument in the fair value hierarchy as unobservable inputs, primarily the likelihood and timing of permitting approval, represent significant unobservable inputs used in the valuation of the long-term receivable. The income on the income statement of the level 3 instrument in the period ended September 30, 2023 after initial recognition was $9,810,000 as there have been no significant changes in the observable or unobservable inputs in the period since initial recognition given the short time elapse since initial recognition.

18) Commitments

As of September 30, 2023, the Corporation has the following flow-through funds to be spent by December 31, 2024:

Closing Date of Financing	Province	Deadline for spending	Remaining Flow-through Funds
February 02, 2023	Québec	December 31, 2024	$ 18,285
Total			**$ 18,285**

19) Subsequent events

From October 1, 2023 to Nov 3, 2023, Osisko repurchased and canceled 3,856,600 common shares of the Corporation at a weighted average price of $2.54 for a total cost of $9,814,000.