



OSISKO METALS INCORPORATED

**CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS
(UNAUDITED)**

**FOR THE THREE-MONTH PERIODS ENDED
MARCH 31, 2022 AND 2021**

**NOTICE OF NO AUDITOR REVIEW OF
CONDENSED INTERIM FINANCIAL STATEMENTS**

Under National Instrument 51-102, Part 4, subsection 4.3 (3) (a), if an auditor has not performed a review of the condensed consolidated interim financial statements, they must be accompanied by a notice indicating that the financial statements have not been reviewed by an auditor.

The accompanying unaudited condensed consolidated interim financial statements of Osisko Metals Incorporated have been prepared by and are the responsibility of the Company's management.

The Company's independent auditor has not performed a review of these financial statements in accordance with standards established by the Chartered Professional Accountants of Canada for a review of interim financial statements by an entity's auditor.

Osisko Metals Incorporated
Consolidated Interim Statements of Financial Position
(Expressed in Canadian Dollars)

	March 31, 2022 (Unaudited)	December 31, 2021 (Audited)
	<u>\$</u>	<u>\$</u>
ASSETS		
CURRENT		
Cash and cash equivalents	6,976,819	6,469,732
Accounts receivable	460,281	388,837
Prepaid expenses	188,364	85,213
	<u>7,625,464</u>	<u>6,943,782</u>
NON-CURRENT		
Exploration and evaluation assets (Note 4)	91,231,807	92,527,246
Other assets	489,511	489,511
Property and equipment	230,147	263,757
Investments	6,560	7,713
	<u>91,958,025</u>	<u>93,288,227</u>
Total assets	<u>99,583,489</u>	<u>100,232,009</u>
LIABILITIES		
CURRENT		
Trade and other payables	3,788,363	3,834,073
Deferred premium on flow-through shares (Note 8)	119,653	1,088,653
	<u>3,908,016</u>	<u>4,922,726</u>
NON-CURRENT		
Deferred tax liability	3,118,041	2,225,688
Total liabilities	<u>7,026,057</u>	<u>7,148,414</u>
EQUITY		
Share capital	115,378,150	115,364,501
Warrants	1,004,240	1,004,240
Contributed surplus	18,147,771	18,069,139
Deficit	(41,972,729)	(41,354,285)
Total equity	<u>92,557,432</u>	<u>93,083,595</u>
Total liabilities and equity	<u>99,583,489</u>	<u>100,232,009</u>
Going concern (Note 1)		
Subsequent event (Note 13)		

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

Osisko Metals Incorporated

Consolidated Statement of Loss and Comprehensive Loss

For the three-month periods ended March 31, 2022 and 2021

(Unaudited, Expressed in Canadian Dollars)

	<u>2022</u>	<u>2021</u>
	\$	\$
Expenses		
Employee benefits expenses	354,549	352,506
Investor and shareholder relations	92,525	64,585
Consulting and professional fees	92,316	129,442
Share-based compensation (Note 6)	75,224	158,693
Office expenses	63,001	55,422
Travel expenses	16,055	-
Depreciation	3,535	4,208
	<hr/>	<hr/>
Operating Loss	(697,205)	(764,856)
Financial revenues	7,049	8,362
Change in fair value of investments	(1,153)	(4,388)
Loss on foreign exchange	(3,782)	(3,114)
	<hr/>	<hr/>
Loss before income taxes	(695,091)	(763,996)
Income tax recovery	76,647	164,332
	<hr/>	<hr/>
Net loss and comprehensive loss for the period	(618,444)	(599,664)
Net loss per common share (Note 7)		
Basic and diluted	(0.003)	(0.003)
Weighted average number of common shares outstanding (Note 7)		
Basic and diluted	<u>201,843,055</u>	<u>178,809,377</u>

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

Osisko Metals Incorporated

Consolidated Statements of Changes in Equity

For the three-month periods ended March 31, 2022 and 2021

(Unaudited, Expressed in Canadian Dollars)

	Number of common shares	Share capital \$	Warrants \$	Contributed surplus \$	Deficit \$	Total \$
Balance – December 31, 2021	201,833,440	115,364,501	1,004,240	18,069,139	(41,354,285)	93,083,595
Acquisition of mining properties (Note 4)	34,998	13,649	-	-	-	13,649
Share-based compensation (Note 6)	-	-	-	78,632	-	78,632
Net loss and comprehensive loss for the period	-	-	-	-	(618,444)	(618,444)
Balance – March 31, 2022	201,868,438	115,378,150	1,004,240	18,147,771	(41,972,729)	92,557,432
		\$	\$	\$	\$	\$
Balance – December 31, 2020	178,798,993	106,535,152	1,004,240	17,642,517	(36,100,786)	89,081,123
Acquisition of mining properties (Note 4)	34,998	14,699	-	-	-	14,699
Share-based compensation (Note 6)	-	-	-	165,911	-	165,911
Net loss and comprehensive loss for the period	-	-	-	-	(599,664)	(599,664)
Balance – March 31, 2021	178,833,991	106,549,851	1,004,240	17,808,428	(36,700,450)	88,662,069

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

Osisko Metals Incorporated

Consolidated Statements of Cash Flows

For the three-month periods ended March 31, 2022 and 2021

(Unaudited, Expressed in Canadian Dollars)

	<u>2022</u>	<u>2021</u>
	\$	\$
Operating activities		
Loss for the period	(618,444)	(599,664)
Adjustments for:		
Share-based compensation (Note 6)	75,224	158,693
Depreciation	3,535	4,208
Change in fair value of investments	1,153	3,724
Income tax recovery	(76,647)	(164,332)
	<u>(615,179)</u>	<u>(597,371)</u>
Changes in non-cash working capital items (Note 11)	<u>(377,432)</u>	<u>(341,813)</u>
Net cash flows used in operating activities	<u>(992,611)</u>	<u>(939,184)</u>
Investing activities		
Sale of royalty, net of transaction costs	6,500,000	-
Investments in property, plant and equipment	-	(198,382)
Net decrease in investments	-	664
Investments in exploration and evaluation assets	<u>(4,908,900)</u>	<u>(2,113,267)</u>
Net cash flows provided by (used in) investing activities	<u>1,591,100</u>	<u>(2,310,985)</u>
Financing activities		
Payment of share issue costs	<u>(91,402)</u>	<u>-</u>
Net cash flows used in financing activities	<u>(91,402)</u>	<u>-</u>
Increase (decrease) in cash and cash equivalents	<u>507,087</u>	<u>(3,250,169)</u>
Cash and cash equivalents, beginning of period	<u>6,469,732</u>	<u>7,315,609</u>
Cash and cash equivalents, end of period	<u>6,976,819</u>	<u>4,065,440</u>
Supplemental disclosure (Note 11)		

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

Osisko Metals Incorporated

Notes to the Condensed Consolidated Interim Financial Statements

For the three-month periods ended March 31, 2022 and 2021

(Unaudited, expressed in Canadian Dollars)

1. Nature of activities and going concern

Osisko Metals Incorporated and its subsidiaries (collectively, “Osisko Metals” or the “Company”) specialize in the exploration and evaluation of base metals properties located in Canada. The address of the Company’s registered office and its principal place of business is 1100, avenue des Canadiens-de-Montréal, Suite 300, Montréal, Québec, Canada.

The Company was incorporated under the provisions of the *Business Corporations Act* (Alberta) on May 10, 2000. Since May 2017, the Company is registered under the *Business Corporation Act* (British Columbia).

The Company’s shares are listed under the symbol “OM” on the TSX Venture Exchange (“TSX-V”), under the symbol “OB5” on the Frankfurt Stock Exchange and under the symbol “OMZNF” on the OTCQX Best Market (the “OTCQX”).

Until it is determined that properties contain mineral reserves or resources that can be economically mined, they are classified as exploration and evaluation properties. The recoverability of deferred exploration and evaluation expenses is dependent on the discovery of economically recoverable reserves and resources; securing and maintaining title and beneficial interest in the properties; the ability to obtain necessary financing to continue the exploration, evaluation and development of its properties; and obtaining certain government approvals or proceeds from the disposal of properties. Changes in future conditions could require material impairment of the carrying value of the deferred exploration and evaluation expenses. Although the Company has taken steps to verify title to its mining properties on which it is currently conducting exploration and evaluation work, in accordance with industry standards for the current stage of exploration and evaluation of such properties, these procedures do not guarantee the Company’s title. Property title may be subject to unregistered prior agreements and non-compliance with regulatory requirements.

These condensed consolidated interim financial statements have been prepared on the basis of accounting principles applicable to a going concern, which contemplates the realization of assets and settlement of liabilities in the normal course of business as they come due. In assessing whether the going concern assumption is appropriate, Management of the Company (“Management”) takes into account all available information about the future, which is at least, but not limited to twelve months from the end of the reporting period. As at March 31, 2022, the Company had a working capital of \$3,717,448 (including a cash and cash equivalent balance of \$6,976,819), an accumulated deficit of \$41,972,729 and had incurred a loss of \$618,444 for the three-month period ended March 31, 2022. As the Company is in the exploration and evaluation stage for its projects, it has not recorded any revenues from operations and has no source of operating cash flow.

The working capital as at March 31, 2022 will not be sufficient to meet the Company’s obligations, commitments and budgeted expenditures through March 31, 2023. Management is aware, in making its assessment, of material uncertainties related to events and conditions that may cast a significant doubt upon the Company’s ability to continue as a going concern as described in the preceding paragraph, and accordingly, the appropriateness of the use of accounting principles applicable to a going concern. These condensed consolidated interim financial statements do not reflect the adjustments to the carrying values of assets and liabilities, expenses and balance sheet classifications that would be necessary if the going concern assumption was not appropriate. These adjustments could be material.

The Company’s ability to continue future operations and fund its planned exploration activities at its projects is dependent on Management’s ability to secure additional financing in the future. Any funding shortfall may be met in the future in a number of ways, including, but not limited to, selling a royalty on its projects (see Note 4) and the issuance of debt or equity instruments (Note 13). While Management has been successful in securing financing in the past, there can be no assurance that it will be able to do so in the future or that these sources of funding or initiatives will be available to the Company or that they will be available on terms that are acceptable to the Company. If Management is unable to obtain new funding, the Company may be unable to continue its operations, and amounts realized for assets might be less than the amounts reflected in these condensed consolidated interim financial statements.

Osisko Metals Incorporated

Notes to the Condensed Consolidated Interim Financial Statements

For the three-month periods ended March 31, 2022 and 2021

(Unaudited, expressed in Canadian Dollars)

2. Basis of presentation

These unaudited condensed consolidated interim financial statements have been prepared on a historical cost basis except for the revaluation of certain financial instruments to fair value. In addition, these unaudited condensed consolidated interim financial statements have been prepared using the accrual basis of accounting except for cash flow information.

These unaudited condensed consolidated interim financial statements have been prepared in accordance with *International Financial Reporting Standards* as issued by the *International Accounting Standards Board* ("IFRS") applicable to the preparation of interim financial statements, including International Accounting Standard 34, *Interim Financial Reporting*. The unaudited condensed consolidated interim financial statements should be read in conjunction with the audited annual consolidated financial statements of the Company for the year ended December 31, 2021, which have been prepared in accordance with IFRS.

These unaudited condensed consolidated interim financial statements were approved by the Company's Board of Directors on May 17, 2022.

These unaudited condensed consolidated interim financial statements include the accounts of Osisko Metals and its wholly-owned subsidiaries listed below:

Name of subsidiary	Activity	Country of Incorporation
Bowmore Exploracion de Mexico S.A. de C.V.	Inactive	Mexico
Pine Point Mining Limited ("Pine Point")	Mineral exploration in Northwest Territories	Canada
Karst Investments LLC ("Karst")	Inactive, wound up on January 14, 2020	USA
Bowmore O & G Inc.	Inactive	Canada

Osisko Metals controls a subsidiary if it is exposed, or has rights, to variable returns from its involvement with the subsidiary and has the ability to affect those returns through its power over the subsidiary. All intercompany balances and transactions are eliminated on consolidation. Osisko Metals and its subsidiaries have a year end of December 31.

3. Judgments, estimates and assumptions

The preparation of financial statements requires Management to make judgments, estimates and assumptions on reported amounts of assets and liabilities, and reported amounts of expenses. The estimates and 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 the judgments about carrying values of assets and liabilities that are not readily apparent from other sources. Actual results may be substantially different. The critical accounting, judgments, estimates and assumptions are the same as those in our most recent audited annual financial statements.

Osisko Metals Incorporated

Notes to the Condensed Consolidated Interim Financial Statements

For the three-month periods ended March 31, 2022 and 2021

(Unaudited, expressed in Canadian Dollars)

4. Exploration and evaluation assets

The Company has incurred the following costs on its exploration and evaluation assets:

Property	Balance as at January 1, 2022	Additions	Sale of Royalty	Balance as at March 31, 2022
	\$	\$	\$	\$
New Brunswick				
Gilmour South (a)(h)				
Mining rights	187,828	58,649	-	246,477
Exploration expenses	4,446,414	3,408	-	4,449,822
	<u>4,634,242</u>	<u>62,057</u>	<u>-</u>	<u>4,696,299</u>
Key Anacon (b)(h)				
Mining rights	1,811,842	-	-	1,811,842
Exploration expenses	4,939,937	-	-	4,939,937
	<u>6,751,779</u>	<u>-</u>	<u>-</u>	<u>6,751,779</u>
Canadian Continental (c)				
Mining rights	134,968	-	-	134,968
Exploration expenses	-	-	-	-
	<u>134,968</u>	<u>-</u>	<u>-</u>	<u>134,968</u>
Mount Fronsac (d)				
Mining rights	511,464	-	-	511,464
Exploration expenses	1,564,291	-	-	1,564,291
	<u>2,075,755</u>	<u>-</u>	<u>-</u>	<u>2,075,755</u>
Other New Brunswick Properties (e)				
Mining rights	92,607	-	-	92,607
Exploration expenses	-	-	-	-
	<u>92,607</u>	<u>-</u>	<u>-</u>	<u>92,607</u>
Northwest Territories				
Pine Point (f)(g)				
Mining rights	33,423,044	-	(6,500,000)	26,923,044
Exploration expenses	45,414,851	5,142,504	-	50,557,355
	<u>78,837,895</u>	<u>5,142,504</u>	<u>(6,500,000)</u>	<u>77,480,399</u>
Summary				
Mining rights	36,161,753	58,649	(6,500,000)	29,720,402
Exploration expenses	56,365,493	5,145,912	-	61,511,405
	<u>92,527,246</u>	<u>5,204,561</u>	<u>(6,500,000)</u>	<u>91,231,807</u>

- (a) Gilmour South, New-Brunswick: This property is located 20 km south-southeast of the Brunswick No. 12 Mine and is subject to a net smelter return ("NSR") royalty (the "OGR Royalty") with Osisko Gold Royalties Ltd ("OGR"), a related party (see Note 9), which is described in note (f). This property is subject to an option agreement with Brunswick Exploration Inc. ("Brunswick Exploration") (the "Option Agreement"), which is described in note (h).

In accordance with an option agreement signed on March 7, 2017, the Company may acquire a 100% interest in this property (in addition to the Flat Landing Brook and Louvicourt properties) in exchange for:

- Cash payments totaling \$216,000 over a period of 5 years following the signing of this agreement. \$45,000 was paid during the three-month period ended March 31, 2022 (\$171,000 was paid as at December 31, 2021); and
 - Issuance of 190,000 common shares of the Company (each a "Common Share") over a period of 5 years following the signing of this agreement. During the three-month period ended March 31, 2022, 34,998 Common Shares (\$13,649) were issued (154,994 Common Shares were issued as at December 31, 2021, with a value of \$73,023).
- (b) Key Anacon, New-Brunswick: This project is located 20 km south of Bathurst, New Brunswick and is partially subject to the OGR Royalty (f). This property is subject to the Option Agreement with Brunswick Exploration (h).
- (c) Canadian Continental, New-Brunswick: This project is partially subject to the OGR Royalty (f).

Osisko Metals Incorporated

Notes to the Condensed Consolidated Interim Financial Statements

For the three-month periods ended March 31, 2022 and 2021

(Unaudited, expressed in Canadian Dollars)

4. Exploration and evaluation assets (continued)

- (d) Mount Fronsac, New-Brunswick: This property is subject to the OGR Royalty (f). In addition to existing claims owned by the Company, the acquisition in this project is composed of the following transaction:
- i. In accordance with an option agreement signed on June 28, 2017, the Company acquired a 100% interest in additional claim units of this project in exchange for:
 - Cash payments totaling \$300,000 over a period of 4 years following the signing of this agreement; and
 - Issuance of 200,000 Common Shares over a period of 4 years following the signing of this agreement.
 - As at December 31, 2021, the Company had completed its obligations related to this agreement.
- (e) Other properties in the Bathurst Mining Camp (“BMC”): The other New Brunswick properties are located in the BMC and are subject to the OGR Royalty (f).
- (f) On October 12, 2017, the Company concluded an agreement with OGR whereby OGR acquired a 1% NSR royalty on nearly all of Osisko Metals’ portfolio of projects within both the BMC and Quebec, as at the date of this agreement, for a cash consideration of \$5,000,000. The OGR Royalty will also apply to areas that the Company may acquire in the future that fall within a one-kilometer distance from the property holdings at the time of this agreement. OGR has rights of first refusal on future royalty or metal stream sales from existing or newly acquired properties by Osisko Metals.
- (g) On January 23, 2020, the Company concluded an agreement with OGR (the “Sales Agreement”) to sell a 1.5% NSR royalty on the Pine Point Property, for cash consideration of \$6,500,000 (the “NSR Sale”). Pursuant to the terms of the Sales Agreement, in connection with the NSR Sale, the Company granted to OGR a right of first offer on any future sales by the Company of any additional royalties, streams or similar interests on the Pine Point Project. The Sales Agreement was amended on December 30, 2020 (the “NSR Amendment”). Pursuant to the NSR Amendment, the Company granted an additional 0.5% NSR royalty to OGR on the Pine Point Project for \$6,500,000, which resulted in OGR holding a combined 2% NSR royalty on the Pine Point Project.

On February 25, 2022, the Company finalized an additional amendment to the Sales Agreement with OGR, pursuant to which OGR will be granted a further 1.0% NSR royalty on the Pine Point Project in exchange for cash consideration of \$6,500,000, which resulted in OGR holding a combined 3% NSR royalty on the Pine Point Project.

The proceeds from these transactions were recorded as a reduction to the exploration and evaluation assets in the consolidated statement of financial position at the time of the transactions.

- (h) In August 2020, the Company signed the Option Agreement, which was amended in April 2021, whereby Brunswick Exploration can acquire a majority interest in Osisko Metals’ Brunswick Belt exploration property in the eastern portion of the BMC (the “Brunswick Belt Project”).

The Option Agreement allows Brunswick Exploration to earn up to 51% interest by spending an aggregate of \$10,000,000 in two stages over a five-year period. The Option Agreement has two distinct earn-in requirements:

- The First Option: by funding an aggregate of \$2,000,000 on or before the second-year anniversary of the signing of the Option Agreement and completing a cash payment of \$100,000, Brunswick Exploration can earn an initial 15% interest in the Brunswick Belt Project.
- The Second Option: by funding an aggregate of \$10,000,000 (inclusive of First Option expenditures) according to the schedule below, Brunswick Exploration can earn an additional 36% interest in the Brunswick Belt Project for a total interest of 51%:
 - An aggregate of \$2,000,000, on or before the 2nd year anniversary;
 - An aggregate of \$4,000,000, on or before the 3rd year anniversary;
 - An aggregate of \$6,500,000, on or before the 4th year anniversary; and
 - An aggregate of \$10,000,000, on or before the 5th year anniversary.

Once any one of the two earn-in requirements are met (as per Brunswick Exploration’s discretion), a joint venture can be formed between Brunswick Exploration and Osisko Metals. Brunswick Exploration is considered a related party due to common officers and directors.

Osisko Metals Incorporated

Notes to the Condensed Consolidated Interim Financial Statements

For the three-month periods ended March 31, 2022 and 2021

(Unaudited, expressed in Canadian Dollars)

4. Exploration and evaluation assets *(continued)*

- (i) On March 28, 2022, the Company signed a binding term sheet with Glencore Canada Corporation ("Glencore") (together, with the Company, the "Parties"), with respect to a purchase agreement (the "Purchase Agreement"), which, if entered into, would provide Osisko Metals with an option (the "Gaspé Option") to acquire a 100% interest in the former Gaspé Copper Mine (the "Gaspé Copper Project") located near Murdochville, Québec for consideration comprising: (i) a US\$25 million convertible note (the "Note") issued to Glencore at successful closing of this transaction, (ii) a cash payment of US\$20 million payable to Glencore upon the start of commercial production at the Gaspé Copper Project, and (iii) certain offtake right and royalties in favour of Glencore as outlined below.

The Note will bear interest at a rate equal to the Secured Overnight Financing Rate (SOFR) + 4%, payable annually, subject to a right by Osisko Metals to defer the payment of interest until the maturity date, and unless converted before then and subject to events of default and certain acceleration rights, the principal shall be repaid in totality at a date that is 36 months from the closing of the transaction.

The Note will be convertible by Glencore into units of Osisko Metals (each, a "Unit") at a price of \$0.40 per Unit. Each Unit will consist of one common share and a one-half common share purchase warrant of Osisko Metals. Each whole warrant will entitle Glencore to acquire one common share at a price of \$0.46 per common share for a period of three years following the closing of the Gaspé Option transaction. In addition, Glencore will retain a 1% NSR on Mount Copper (as defined below) and a 3% NSR on all other mineral products extracted from this property.

The Gaspé Option grants Osisko Metals the exclusive right to acquire a 100% interest in the Gaspé Copper Project, subject to the following terms:

- Incurring drilling costs of \$5 million to test oxidation levels within the mineralization that surrounds the historical Mount Copper open pit ("Mount Copper") and providing a letter indicating its intent to exercise the Gaspé Option by June 30, 2022 (the "Acquisition Election Notice"); and
- Completion by the Parties of all necessary due diligence inquiries and negotiating any outstanding matters by the Parties.

Assuming the Purchase Agreement has been entered into by the Parties, and Osisko Metals elected to exercise the Gaspé Option, the Parties would then have three months from the date of the Acquisition Election Notice to close the transaction (which is expected to occur on or before September 30, 2022).

As part of the transaction terms, Osisko Metals will also be required to incur a total of \$55 million in exploration and development expenditures, including permitting expenditures, over a period of four years from March 25, 2022, with a minimum of \$20 million to be incurred within the first two years from March 25, 2022. Glencore will retain a commercially reasonable offtake for 100% of concentrates produced during the renewed life of mine at the Gaspé Copper Project.

The Gaspé Option and acquisition by Osisko Metals of a 100% interest in the Gaspé Copper Project remain subject to, among other things, the approval of (i) the TSX-V, and (ii) the shareholders of Osisko Metals to authorize Glencore to become a "control person" of the Company.

5. Warrants

As at March 31, 2022 and December 31, 2021 the Company has 9,315,125 warrants issued to shareholders at a weighted average exercise price of \$0.53.

Osisko Metals Incorporated

Notes to the Condensed Consolidated Interim Financial Statements
For the three-month periods ended March 31, 2022 and 2021
(Unaudited, expressed in Canadian Dollars)

6. Share-based compensation

The following table summarizes information about the movement of the Company's incentive stock options ("Options"):

	Number of Options	Weighted average exercise price (\$)
Balance – January 1, 2021	11,992,566	0.86
Granted	2,250,000	0.40
Exercised	(500,000)	0.30
Forfeited	(1,173,100)	1.09
Expired	(666,666)	0.30
Balance – December 31, 2021	11,902,800	0.81
Granted	685,000	0.37
Expired	(150,000)	0.40
Balance – March 31, 2022	12,437,800	0.79
Options exercisable – March 31, 2022	9,297,785	0.91

On February 4, 2022, the Company approved the grant of Options to certain directors, officers, key employees and key consultants to purchase up to an aggregate of 685,000 common shares in the capital stock of the Company. This grant is subject to a three-year vesting period and a five-year term at an exercise price of \$0.37 per share.

The Options, when granted, are accounted for at their fair value determined by the Black-Scholes option pricing model based on the following weighted average assumptions for the three-month period ended March 31, 2022:

Share price at date of grant	\$0.36
Exercise price at date of grant	\$0.37
Risk-free interest rate	1.66%
Expected life of options	4.6 years
Annualized expected volatility	60%
Dividend rate	0%
Weighted average fair value per option	\$0.18

The expected volatility was determined by calculating the "historical" volatility of the Company's common share price back from the date of the grant and for a period corresponding to the expected life of the Options. When computing historical volatility, Management may disregard an identifiable period of time in which it considers that the share price was extraordinarily volatile because of a specific event that is not expected to recur during the expected life of the Option.

Share-based compensation for the three-month period ended March 31, 2022 amounted to \$78,632 (\$165,911 for the three-month period ended March 31, 2021) of which \$3,408 (\$7,218 for the three-month period ended March 31, 2021) were capitalized to exploration and evaluation assets.

7. Net loss per share

As a result of the net loss for the three-month periods ended March 31, 2022 and 2021, all potentially dilutive common shares (Notes 5 and 6) are deemed to be antidilutive and thus diluted net loss per share is equal to the basic net loss per share for these periods.

8. Deferred premium on flow-through shares

	March 31, 2022	December 31, 2021
	\$	\$
Balance – beginning of period	1,088,653	-
Deferred premium on flow-through shares issued	-	1,741,052
Recognition of deferred premium on flow-through shares	(969,000)	(652,399)
Balance – end of period	119,653	1,088,653

Osisko Metals Incorporated

Notes to the Condensed Consolidated Interim Financial Statements

For the three-month periods ended March 31, 2022 and 2021

(Unaudited, expressed in Canadian Dollars)

9. Key management and related party transactions

Key management includes directors (executive and non-executive) and officers of the Company. The compensation paid or payable to key management for employee services for the three-month periods ended March 31, 2022 and 2021 are:

	<u>2022</u>	<u>2021</u>
	\$	\$
Salaries and short-term employee benefits	172,750	176,750
Share-based compensation	60,810	133,224
	<u>233,560</u>	<u>309,974</u>

During the three-month periods ended March 31, 2022 and 2021, the Company undertook transactions with certain related companies. OGR is a related party because it has a significant influence on the Company due to the number of shares held and common officers and directors. Osisko Mining Inc. ("OSK") and Falco Resources Ltd. ("FPC") are related parties because of common officers and directors.

During the three-month period ended March 31, 2022, an amount of \$24,000 (\$32,000 for the three-month period ended March 31, 2021) was invoiced by OGR for professional services and rental of offices. An amount of \$22,000 is included in accounts payable and accrued liabilities as at March 31, 2022 (\$80,000 as at December 31, 2021).

During the three-month period ended March 31, 2022, an amount of \$3,000 (\$3,000 for the three-month period ended March 31, 2021) was invoiced by OSK in relation to professional services rendered. An amount of \$2,000 is included in accounts payable and accrued liabilities as at March 31, 2022 (\$2,000 as at December 31, 2021).

During the three-month period ended March 31, 2022, an amount of \$37,000 (\$28,000 for the three-month period ended March 31, 2021) was invoiced by FPC for professional services, of which \$28,000 is included in trade and other payables as at March 31, 2021 (\$10,000 as at December 31, 2021).

10. Fair value of financial instruments

Financial instruments measured at fair value

The following presents financial assets and liabilities measured at fair value in the statement of financial position in accordance with the fair value hierarchy.

This hierarchy groups financial assets and liabilities into three levels based on the significance of inputs used in measuring the fair value of financial assets and liabilities. The fair value hierarchy has the following levels:

- Level 1: quoted prices (unadjusted) in active markets for identical assets or liabilities at the reporting date;
- Level 2: inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly or indirectly; and
- Level 3: inputs for assets or liabilities that are not based on observable data (unobservable inputs).

The fair value of the investments in shares have been estimated by reference to their quoted prices at the reporting date. Investments measured at fair value in the statement of financial position as at March 31, 2022 and December 31, 2021 are classified in level 1.

Osisko Metals Incorporated

Notes to the Condensed Consolidated Interim Financial Statements
For the three-month periods ended March 31, 2022 and 2021
(Unaudited, expressed in Canadian Dollars)

11. Supplemental disclosure – Statements of cash flows

	Three-months ended March 31,	
	2022	2021
	\$	\$
<u>Changes in non-cash working capital items:</u>		
Receivables	(71,444)	(9,223)
Prepaid expenses and other assets	(103,151)	(32,697)
Trade and other payables	(202,837)	(299,893)
Total	(377,432)	(341,813)
Exploration and evaluation asset expenditures included in trade and other payables		
Beginning of period	2,733,010	1,297,606
End of period	2,981,539	1,009,064
Share issue costs included in trade and other payables		
Beginning of period	91,402	-
End of period	-	-
Depreciation capitalized to exploration and evaluation assets	30,075	-

12. Commitments and contingencies

The Company is partially financed through the issuance of flow-through shares, and accordingly, the Company is engaged to complete mining exploration activities. These tax rules also set deadlines for carrying out the exploration work no later than the first of the following dates:

- Two years following the flow-through placements;
- One year after the Company has renounced the tax deductions relating to the exploration work.

On December 22, 2021, the Company received \$5,007,736 following the issuance of flow-through shares for which the Company renounced tax deductions as at December 31, 2021. As at March 31, 2022, \$550,000 of this balance remains to be incurred by December 31, 2022.

13. Subsequent event

On May 16, 2022, the Company announced an agreement with a syndicate of (the "Underwriters") who agreed to purchase, on a bought deal private placement basis (the "Offering"):

- No less than 14,815,000 flow-through units of the Company ("FT Units") at a price of \$0.54 per FT Unit, for gross proceeds of approximately \$8,000,000, with each FT Unit comprised of (i) one Common Share that will qualify as "flow-through shares" (within the meaning of subsection 66 (15) of the Income Tax Act (Canada)) ("FT Shares"), and (ii) one-half-of-one Common Share purchase warrant of the Company (each whole warrant, a "FT Warrant"); and
- Up to 4,000,000 FT Shares at a price of \$0.50 per FT Share, for gross proceeds of approximately \$2,000,000.

Each whole FT Warrant will entitle the holder thereof to purchase one Common Share at a price of \$0.57 per share until the close of business on the date which is 60 months from the closing date of the Offering.

The Company has also granted to the Underwriters an option, exercisable, in whole or in part, up to 48 hours prior to the closing of the Offering, to purchase up to an additional aggregate amount of 2,220,000 FT Units at the issue price and 600,000 FT Shares at the issue price for additional gross proceeds of up to \$1,500,000.

The Company has agreed to pay the Underwriters a cash commission equal to a maximum of 6.5% of the gross proceeds of the Offering and a number of broker warrants equal to a maximum of 6.5% of the FT Units and FT Shares purchased pursuant to the Offering. Each broker warrant will entitle the holder thereof to purchase one Common Share at a price of \$0.54 per share until the close of business on the date which is 24 months from the closing date of The Offering.

The Offering is expected to close on or about June 16, 2022 and is subject to certain closing conditions including, but not limited to, the receipt of all necessary approvals including the conditional listing approval of the TSX-V and the applicable securities regulatory authorities. The securities issued under the Offering will be subject to a hold period in Canada expiring four months and one day from the closing date of the Offering.