



**MANAGEMENT'S DISCUSSION AND ANALYSIS**

**FOR THE THREE-MONTH AND SIX-MONTH PERIODS ENDED**

**JUNE 30, 2021**

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**OSISKO METALS INCORPORATED**

## Management's Discussion &amp; Analysis

For the three-month and six-month periods ended June 30, 2021

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*The following management discussion and analysis (the "MD&A") of the operations and financial position of Osisko Metals Incorporated ("Osisko Metals" or the "Company") for the three-month and six-month periods ended June 30, 2021, should be read in conjunction with Osisko Metals' audited consolidated financial statements as at and for the year ended December 31, 2020 (the "Annual Financial Statements"). The MD&A is intended to supplement and complement the Company's unaudited condensed consolidated interim financial statements and related notes as of June 30, 2021, and for the three-month and six-month periods ended June 30, 2021 and 2020 (the "Financial Statements").*

*The Financial Statements have been prepared in accordance with International Financial Reporting Standards as issued by the International Accounting Standards Board ("IFRS"). Consequently, all comparative financial information presented in the MD&A reflects the consistent application of IFRS.*

*Osisko Metals' management ("Management") is responsible for the preparation of the financial statements and other financial information relating to the Company included in this MD&A. The Board of Directors (the "Board") is responsible for ensuring that Management fulfills its responsibilities for financial reporting. In furtherance of the foregoing, the Board has appointed an Audit Committee composed entirely of independent directors. The Audit Committee meets with Management in order to discuss results of operations and the financial condition of the Company prior to making recommendations and submitting the financial statements to the Board for its consideration and approval for issuance to shareholders. The information included in the MD&A is as of August 12, 2021, the date when the Board approved the Financial Statements, following the recommendation of the Audit Committee. All monetary amounts included in this report are expressed in Canadian dollars, the Company's reporting and functional currency, unless otherwise noted. The MD&A contains forward-looking statements and should be read in conjunction with the risk factors described in the "Cautionary Statement Regarding Forward-Looking Statements" section.*

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## OSISKO METALS INCORPORATED

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#### Business Description

The Company was incorporated under the provisions of the *Business Corporations Act* (Alberta) on May 10, 2000 and obtained a listing pursuant to the policies of the TSX Venture Exchange ("TSX-V") on August 22, 2001. Since May 2017, the Company is registered under the *Business Corporations 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").

Osisko Metals is an exploration and evaluation ("E&E") company focused on base metal projects located in Canada. The Company's objective is to position itself in proven mineral jurisdictions with rich mineral endowment, proven metallurgy, infrastructure, friendly regulatory structure and political stability. The Company's vision is to become a leading base metals development company in Canada.

The Company controls one of Canada's premier past-producing zinc mining camps, the Pine Point Project (the "Pine Point Project"), located near Hay River in the Northwest Territories ("Hay River"). Osisko Metals filed on SEDAR, a National Instrument 43-101, *Standards of Disclosure for Mineral Projects* ("NI 43-101") independent Preliminary Economic Assessment (the "PEA"), entitled "Preliminary Economic Assessment, Pine Point Project, Hay River, North West Territories, Canada" at the Pine Point Project on July 30, 2020.

#### Highlights

- In August 2020, the Company announced an option agreement whereby Brunswick Exploration Inc. ("Brunswick Exploration") can acquire a majority interest in Osisko Metals' Brunswick Belt exploration property in the eastern portion of the Bathurst Mining Camp (the "Brunswick Belt Project"). On April 21, 2021, Osisko Metals announced that, following a TSX-V review, the terms of this option agreement were amended (the "Option Agreement").
- On February 4, 2021, the Company announced that, in relation to the Pine Point Project, it had submitted an Environmental Assessment Initiation Package to the Mackenzie Valley Environmental Impact Review Board.
- On April 29, 2021, Osisko Metals closed a brokered private placement of flow-through shares (the "2021 Offering"), issuing 12,000,000 common flow-through shares for gross proceeds \$6.0 million.
- On May 18, 2021, the Company announced the final results from the winter drilling program (the "Winter Program") at the Pine Point Project.
- On July 14, 2021, the Company announced the start of a 13,000 metres summer-fall drill program at its Pine Point Project.

#### Mining Assets and Exploration Advancements

The Company has interest in mining claims located in the Northwest Territories, the Province of New Brunswick and the Province of Quebec. The Company has incurred the following expenditures on advancing its E&E assets for the six-month period ended June 30, 2021:

Property	Balance – January 1, 2021	Geology	Analysis/ Technical studies	Environment/ Community relations	Drilling	Other	Balance – June 30, 2021
Quebec Genex	1,879,366	2,162	-	-	-	-	1,881,528
Other QC							
Properties	428,174	-	-	-	-	-	428,174
Gilmour South	4,389,763	14,745	-	-	-	-	4,404,508
Key Anacon	4,939,246	628	-	-	-	-	4,939,874
Canadian							
Continental	631,716	-	-	-	-	(1,649)	630,067
Mount Fronsac	1,564,291	12,204	-	-	-	-	1,576,495
Other NB							
Properties	438,125	-	-	-	-	-	438,125
Pine Point	35,723,180	416,337	209,791	355,880	2,062,062	-	38,767,250
<b>Total</b>	<b>49,993,861</b>	<b>446,076</b>	<b>209,791</b>	<b>355,880</b>	<b>2,062,062</b>	<b>(1,649)</b>	<b>53,066,021</b>

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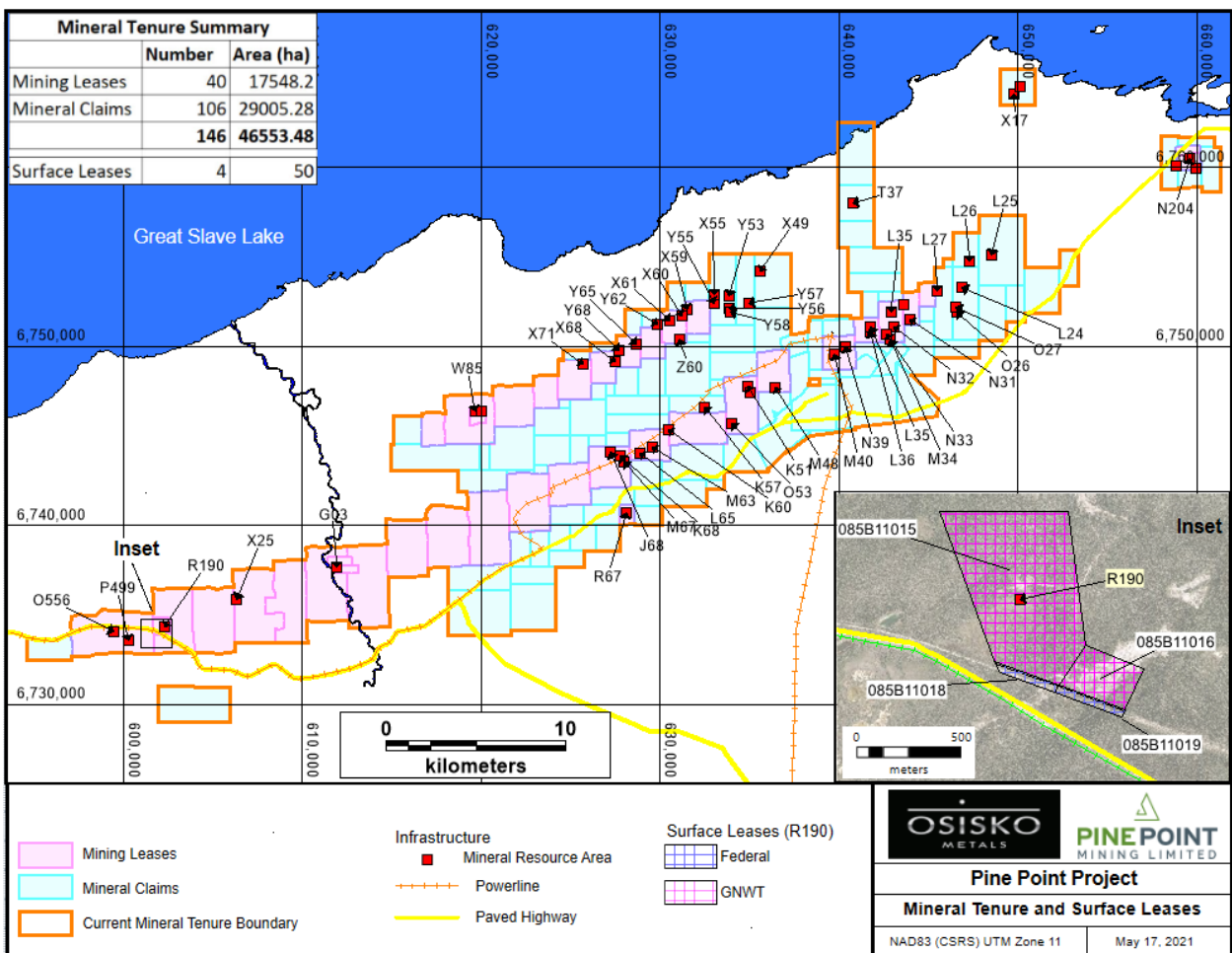
For the three-month and six-month periods ended June 30, 2021

**The Northwest Territories**

Unique among mining projects in the Northwest Territories, the Pine Point Project benefits from substantial infrastructure on the former Cominco Limited era mine site and in the region. This includes paved government highway road access to the site, approximately 100 km of 25 metre-wide mining haul roads on site, and an active hydro-electric power substation in the middle of the property holdings. Hay River is 91 km to the west of the original Pine Point townsite via highway 5 and it is considered the economic and infrastructure “Hub of the North” benefiting from the CN railhead and direct road access from Edmonton. Located 60 km to the east of Pine Point is the Hamlet of Fort Resolution that also provides services to the Pine Point Project. The Northwest Territories Power Corporation Taltson Dam feeds an active hydro electrical power substation located at the former and proposed concentrator location on the property which in turn is relayed and feeds Hay River and Fort Resolution.

During its 24-year production history (under Cominco Limited), over 98 deposits were identified of which 52 were mined, producing nearly 64 million tonnes of ore. While in production, it was considered to be Canada’s most profitable zinc-lead mine. The Company has worked to selectively convert and upgrade the more than 40 undeveloped historical deposits to conform to the disclosure requirements of NI 43-101, as well as deploy modern innovative exploration tools to identify potential targets for resource expansion.

As of May 17, 2021, mineral rights and surface rights held by the Company in the Northwest Territories are as follows:



**Figure 1: Pine Point Mining Camp, Mineral Tenure**

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**The PEA**

On July 30, 2020, the Company filed the results of the PEA that was prepared in collaboration with independent engineering firms BBA Inc. ("BBA"), WSP Canada Inc. ("WSP"), and Tetra Tech.

Highlight from the PEA are as follows:

After-Tax Internal Rate of Return ("IRR")	29.6%
After-Tax Net Present Value ("NPV") (Discount Rate 8%)	\$500M
After-Tax Payback Period (Years)	2.9
Pre-Production CAPEX (including \$71.2M Contingency)	\$555M
Life of Mine ("LOM")	10 Years
Average Annual LOM Production Zinc	327Mlb
Average Annual LOM Production Lead	143Mlb
Total Mineral Resources Mined	39.1Mt
Average ZnEq Diluted (12%) Grade of Mineral Resources Mined	6.17%
Gross Revenue After Royalty (LOM)	\$4,371M
After-tax Operating Cash Flow (LOM)	\$1,064M
C1 Costs over LOM (ZnEq)*	US\$0.67/lb
Estimated All-In Costs (Total CAPEX plus OPEX, ZnEq)**	US\$0.82/lb
LOM Zinc Price	US\$1.15/lb
LOM Lead Price	US\$0.95/lb
FX Rate (CAD:USD)	1.31

\*C1 cost is mine site cost plus smelting, transport and royalty

\*\*All-in costs are C1 plus sustaining CAPEX

**Table 1: Capital Costs (in millions of Canadian Dollars)**

	<b>Initial</b>	<b>Sustaining</b>	<b>Total</b>
Owner's Cost	17.0	-	17.0
Underground Mine	-	220.7	220.7
Open-pit Mine	14.9	75.7	90.6
Electricity and Communications	15.5	-	15.5
Site Infrastructure	52.5	11.2	63.7
Process Plant	249.3	-	249.3
Tailings, Mine Waste and Water Management	67.1	85.1	152.2
Indirect Costs	68.2	-	68.2
Contingency	71.2	18.2	89.4
Reclamation (net of salvage)	-	47.1	47.1
<b>Total</b>	<b>555.6</b>	<b>458.0</b>	<b>1,013.6</b>

**Opportunities to Enhance Value**

Trade-off studies will be performed to determine the best overall processing and dewatering methods, mining schedules, and infrastructure to further optimize the project leading to increasingly attractive economics to be included in the eventual feasibility study. These will include:

- Resource expansion laterally along open pit-constrained boundaries of deposits and exploration along mineralized trends;
- 3D Hydrogeological and groundwater modelling to optimize dewatering management plans;
- Metallurgical testing and material sorting efficiency options to further optimize recoveries and increase the sorted coarse material fraction that would further reduce the tonnage to be processed in the concentrator;
- Geotechnical testing to potentially steepen open pit wall angles and reduce strip ratios;
- Incorporation of automation to reduce camp and personnel requirements.

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Drilling to date was focused on decreasing drillhole spacing within the deposit boundaries in order to convert historical resources to NI 43-101 Inferred Mineral Resources and ultimately convert them to Indicated Mineral Resources for a feasibility study.

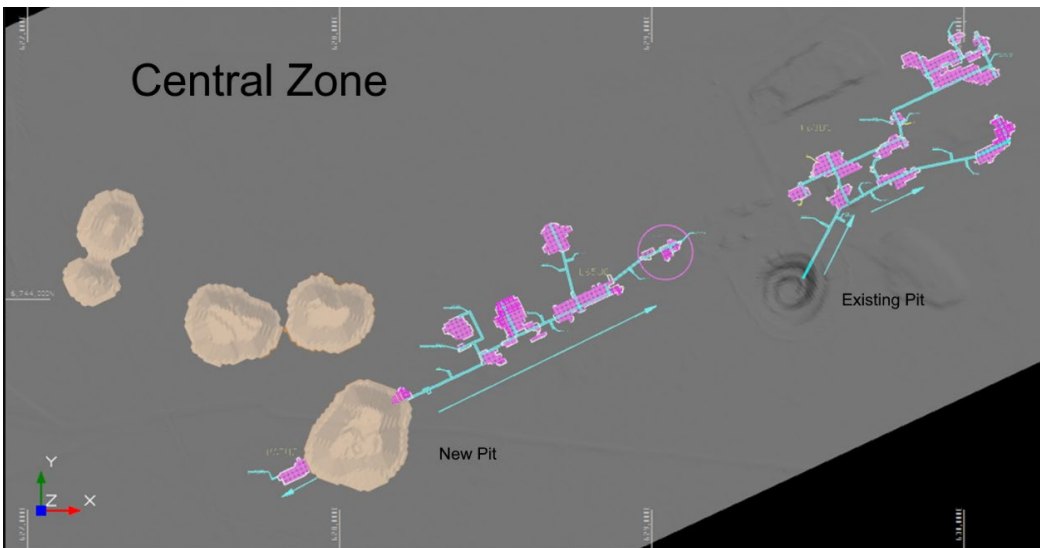
The Company has been actively exploring the 46,553-hectare Pine Point Project area and believes the potential for new discoveries is excellent within proximity to existing infrastructure. Only one third of the favorable stratigraphy thickness has been tested to date, so this large area has exceptional shallow depth potential as well. The exploration program is applying new and contemporary technology that was not available in the past, to the search for new deposits.

#### *Exploration Potential*

The Pine Point Project has a high potential for Mineral Resource expansion. There are eleven deposits within the Mineral resource estimate completed in 2020 ("2020 MRE") having unconfined high-grade drill intercepts indicating mineralization may extend into open areas of sparse drilling, immediately adjacent to reported Mineral Resources.

#### *Mining*

The Pine Point Project LOM plan will consist of simultaneously mining several open pit deposits in the East Mill, Central, North and N204 Zones with concurrent underground operations in the West and Central Zones (see Figure 2) that are scheduled between Year 3 to Year 9. The overall strategy is to achieve an average LOM production rate of 11,250 tonnes per day ("tpd") mined.



**Figure 2: Central Zone Underground Development**

The open pit Mineral Resource inventory used in the LOM plan is contained in 47 open pits over a strike length of 50 km and is mainly located above 125 m depth from surface. Most of the deposits are characterized by multiple shallow tabular panels dipping approximately 2-5 degrees to the West.

The open pit mining method incorporates five metre benches in mineralized material, ten metre benches in waste and an overall open pit wall angle of 45 degrees. Mineral Resources will be extracted using a fleet of long-haul trucks with a payload of 90 tonnes. The production rate will vary between 8,000 tpd and 11,250 tpd. The strip ratio is expected to average 5.2 to 1.

Underground operations will use 45 tonne haul trucks with a ramp access to produce at a rate of 4,000 tpd in the West Zone and 1,500 tpd in the Central Zone. The mining methods used are a mixture of Long Hole Stopping (80%) combined with Room and Pillar (20%). All Mineral Resources will be transported to a central concentrator located adjacent to the existing electrical substation. Additional power will be supplied by LNG fuelled generators.

Mining sequence/development scheduling and dewatering trade-off studies will continue to optimize the LOM plan and associated economics. They will be included in the eventual feasibility study.

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*Metallurgy and Processing*

The proposed Pine Point process plant or concentrator is designed to treat up to 11,250 tpd Run of Mine material. The processing plant consists of a three-stage crushing circuit incorporating an XRT based material sorting system that will reject 40% waste material on average. The mineral sorter concentrate will be blended with the crushing circuit fines to feed a ball mill (6,700 tpd) followed by conventional lead and zinc flotation circuits. The process plant will produce on average 168 tpd of lead concentrate at 62% Pb and 687 tpd of zinc concentrate at 58% Zn.

Overall zinc and lead recoveries, inclusive of sorting, are expected to be approximately 87% and 93%, respectively over the LOM. The flotation concentrates will be filtered and trucked to Hay River for transloading into rail cars for shipment. Flotation tailings will be thickened and pumped for disposal within mined out pits.

*Smelting and Transport*

The zinc and lead concentrates were analyzed for impurities (see press release dated August 7, 2019 and entitled, "Osisko Metals releases exceptional flotation test work results at Pine Point"). Based on the results, at this time, Osisko Metals does not anticipate any smelter or refinery penalties for the Pine Point Project's concentrates and believes the historical high purity concentrate will be replicated.

The Pine Point Project's clean zinc and lead concentrates are not encumbered by any offtake agreements. It is expected that this type of high-quality material will be sought after by most smelters globally. The forecasted future zinc supply will be dominated with concentrates with high impurities which will require blending underpinning future demand for Pine Point's zinc concentrate. Table 2 summarizes the main impurities (deleterious elements) that were analyzed in the zinc concentrates and lists typical minimal thresholds for smelter penalties.

Concentrates would be hauled approximately 80 km by truck to the intersection of Highway 5 and Highway 2 to a transloading facility at the Pine Point Junction. Concentrates will be sent to North American smelters by railway, and further afield to Asian smelters by bulk sea freight.

**Table 2: Zinc Concentrate Trace Element Analysis**

Element	Symbol	Unit	Reported Concentration	Typical Smelter Penalty Threshold
Arsenic	As	ppm	Less than 2*	2,000
Antimony	Sb	ppm	Less than 0.5	1,000
Bismuth	Bi	ppm	Less than 0.1*	1,000
Cadmium	Cd	ppm	864	4,000
Cobalt	Co	ppm	3	1,000
Copper + Lead	Cu + Pb	%	0.23	3.0
Fluorine	F	ppm	Less than 20	300
Iron	Fe	%	2.6	8.0-9.0
Magnesium	MgO	%	0.36	0.35
Manganese	Mn	ppm	100	12,500
Mercury	Hg	ppm	0.31	50
Silica	SiO <sub>2</sub>	%	Less than 0.21	3.5

The Pine Point Project's zinc concentrates are expected to be predominantly smelted in North America using long-term benchmark contract prices with positive adjustments to account for its high-quality. The remaining portion is expected to be sold into both the Asian spot and benchmark contract markets.

Lead concentrates will be mainly sold into the Asian spot and benchmark contract markets with only a minor North American component. Both spot and benchmark contracts used long-term averages.

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*Proposed Infrastructure Upgrades and Indirect Costs*

The proposed Pine Point Project will be comprised of 55 mining sites (47 Open Pits and 8 Underground deposits), one central concentrator plant site, and envisions the main electrical substation will feed 9 MW during the winter months and 12 MW during the summer. The power requirements will be provided by the Northwest Territories Power Corporation through the Taltson hydro-electric grid. The construction period is estimated to be 18 months long.

Additional power will be supplied by mobile natural gas fuelled power generators that can be quickly moved to the various sites requiring power and minimizing the amount of transmission lines needed as several open pit mines have a mine life of less than three years. Further studies will aim to optimize the number and capacity of these natural gas fuelled power generation units.

The main offices, warehouse and auxiliary camp facilities will include the new central concentrator, maintenance and truck shop, administration offices and service buildings, mine dry, cafeteria, fitness room and dormitory, a pumping station for fresh drinking water and fire protection, as well as a control gate and parking area.

Overburden stockpiles and waste rock stockpiles will be located nearby planned open pit mines where necessary and waste rock will also be deposited in former historical open pit mines. The overburden and waste rock will also be used for progressive reclamation where feasible.

There will be no tailings management facility as certain former open pits from the Cominco Ltd. era will be used for tailings disposal and then covered by pre-concentrator reject waste rock material and finally covered with coarser sterile waste rock.

Indirect costs such as engineering, procurement and construction management, temporary facilities for construction and other related items are estimated at \$68.2 million. An additional \$89.4 million has been budgeted over the LOM as contingency for specific direct and indirect costs.

*Water Management and Dewatering Plan*

Over its 24-year production history from 1964 to 1988, several studies were completed to evaluate and manage water during the Cominco Ltd. era. Using methodologies such as dewatering wells, grouting and mine planning which considered hydrogeology, a preliminary dewatering plan was prepared for the PEA.

For the North, Central and East Mill Zones, open pit mines were grouped into clusters measuring 3 km long and 1 km wide. Generally, pits located within a cluster are mined in sequence to reduce dewatering requirements. Lowering the water table within the deepest pit within a cluster will potentially reduce water management during that time for surrounding pits. Utilizing this type of dewatering strategy will help to optimize overall dewatering costs, including the associated power requirements.

To reduce water management in the underground mines in the West Zone, grouting was selected as the preferred water inflow restriction methodology. Discussions with experts and previous employees of Pine Point Mines during the Cominco Ltd. era benefitted the analysis and grouting was chosen as the preferred method to reduce water inflow. Current overall dewatering costs are approximately in-line with historical dewatering records.

*Environment and Closure Plan*

All mining projects located in the Northwest Territories are assessed in accordance with the Mackenzie Valley Resource Management Act ("MVRMA"). Environmental assessments are conducted by the Mackenzie Valley Review Board ("MVRB") and includes all relevant federal agencies, such as Environment and Climate Change Canada ("ECCC") and Fisheries and Oceans Canada ("DFO"), as parties to the process.

On February 4, 2021, the Company announced the submission of an Environmental Assessment Initiation Package to the MVRB. This key step commenced the Environmental Assessment ("EA") process for the Pine Point Project. The initiation package includes the Project Description and the Developers Assessment Proposal, the latter recommending the information proposed to be included in the Developers Assessment Report, the key document on which the assessment will be based along with supporting documents. The next step is for the MVRB to determine the Terms of Reference for the Developers Assessment Report which describes the key lines of enquiry and subjects of note for the specific disciplines that describe the environmental impacts of the project and the proposed mitigations to address the impacts.



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The EA is expected to be completed in approximately eighteen months, following the finalization of the Terms of Reference by the MVRB in around August 2021. Following the approval of the EA, applications for a Land Use Permit and Water Licence for the proposed mine will be submitted to the Mackenzie Valley Land and Water Board ("MVLWB"). It is expected to take approximately 12 months for the MVLWB to process the applications and issue the permits.

A conceptual closure and rehabilitation estimate for the Pine Point Project has been developed by WSP for the PEA in accordance with MVRMA guidelines. In the PEA, the reclamation costs were estimated at \$62.8 million, less \$15.6 million of equipment salvage value, resulting in a reclamation cost (net of salvage value) of \$47.1 million.

Activities during closure will include the dismantling of the buildings and infrastructure erected for the operations of the mines and processing plant, the closure of the Tailings Deposition Areas in the former open pit mines, waste rock stockpiles and reclamation of other areas disturbed during the project life. This cost estimate includes both the cost of site reclamation as well as post-closure monitoring.

*Stakeholder Engagement*

The Company has taken a proactive approach toward engaging and working with local indigenous and non-indigenous communities that would be impacted by the Pine Point Project. Engagement with the communities was initiated in 2017 and has continued with frequent notifications on project activities, meetings, open house presentations and employment and contracting opportunities.

Both the Indigenous and non-Indigenous communities have expressed strong support for the Pine Point Project, with the objective of maximizing the economic benefits for local communities – specifically with a focus on employment and entrepreneurial opportunities throughout the various phases of this project.

The realized Pine Point Project would have a significant economic and social impact in the Northwest Territories, with the potential of generating over C\$529M in combined federal and territorial tax revenue and contributing approximately 258 well remunerated jobs during the production phase and approximately 395 jobs during the construction period.

*Independent Qualified Persons*

The PEA was prepared for Osisko Metals by BBA, WSP and other industry consultants, all Qualified Persons ("QP") under National Instrument 43-101. The PEA was coordinated by the Company's Project Manager Annie Beaulieu P.Eng. and in collaboration with the Osisko Gold Royalties Technical Services Group. The QPs have reviewed and approved the content of this press release. Independent QPs include Colin Hardie, P.Eng. and Pierre-Luc Richard, P. Geo. from BBA and Hugo Latulippe, P.Eng. and Eric Poirier, P. Eng. From WSP.

*Drill Program Subsequent to 2020 Mineral Resource Estimate*

On August 27, 2020, the Company announced that drilling activities at Pine Point recommenced. Following recommendations from the Northwest Territories Health and Social Services Authority, Osisko Metals reopened its camp to support planned permitting and environmental initiatives in July and in August, we increased the scope to include drilling. Drilling was suspended in November 2020 and re-commenced on January 15, 2021. Strict COVID-19 protocols are being followed.

As of May 17, 2021, 86 holes for 6,759.2 m have been completed since the 2020 MRE. The Winter Program consisting of 19 holes (3,936.7 m) was suspended for break-up on April 15, 2021. The Winter Program comprised both an infill program designed to provide data needed to convert current Inferred Mineral Resources to the Indicated Resource category, and a hydrogeological investigation program designed to characterize water flow in the dolomitic host rocks on the property. Drill holes have been completed at the R190(4), O556(1), P449(1), and X25(2) prismatic deposits in the West Zone and R67(1). Assays are pending for the remaining holes completed not reported below.

The Winter Program consisted of a total of nineteen holes with two holes remaining to be drilled after break-up:

- Eight holes designed for hydrogeological & infill;
- Two holes for infill only and;
- Nine holes for hydrogeological testing were drilled outside of the mineralized trends.

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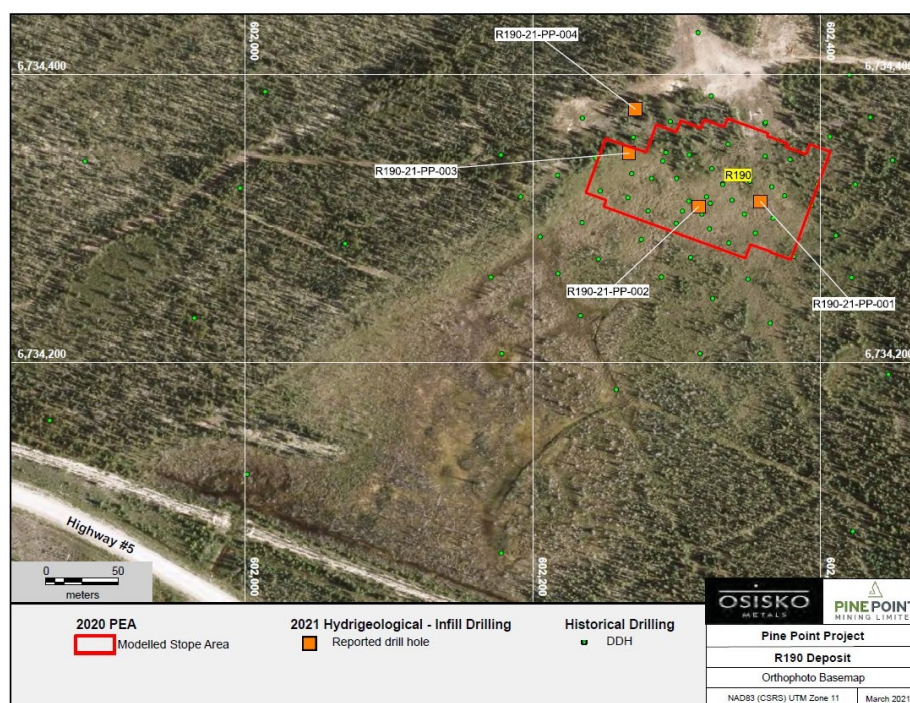
The holes selected for hydrogeological testing have been cased with screened and perforated PVC casing in advance of future flow tracing and pumping tests to be performed. All completed holes will be monitored for water outflow. Encouragingly, only two of the holes drilled to date are producing water to surface.

#### Reported Results

In a press release dated March 8, 2021, entitled "Osisko Metals Reports 27.5 Metres Grading 31.1% Zinc in the R190 Deposit at Pine Point", the Company reported results from four (4) holes completed at the R190 deposit.

**Table 3: Composite assay results from the R190 deposit (press release dated March 8, 2021).**

Hole Name	Area	Deposit	From	To	Length	True width	Zn	Pb	Pb + Zn
			(m)	(m)	(m)	(m)	%	%	%
R190-21-PP-001	West Zone	R190	142.50	170.00	27.50	<b>27.50</b>	31.15	11.57	<b>42.72</b>
R190-21-PP-002	West Zone	R190	124.30	132.60	8.30	<b>8.30</b>	1.94	5.49	<b>7.43</b>
	and	R190	142.60	168.40	25.80	<b>25.80</b>	24.39	14.74	<b>39.13</b>
R190-21-PP-003	West Zone	R190	145.40	152.40	7.00	<b>7.00</b>	6.33	1.50	<b>7.82</b>
			159.50	168.30	8.80	<b>8.80</b>	9.38	1.70	<b>11.08</b>
R190-21-PP-004	West Zone	R190	175.80	176.3	0.50	<b>0.50</b>	33.42	4.96	<b>38.38</b>



**Figure 3: Map accompanying the press release dated March 8, 2021**

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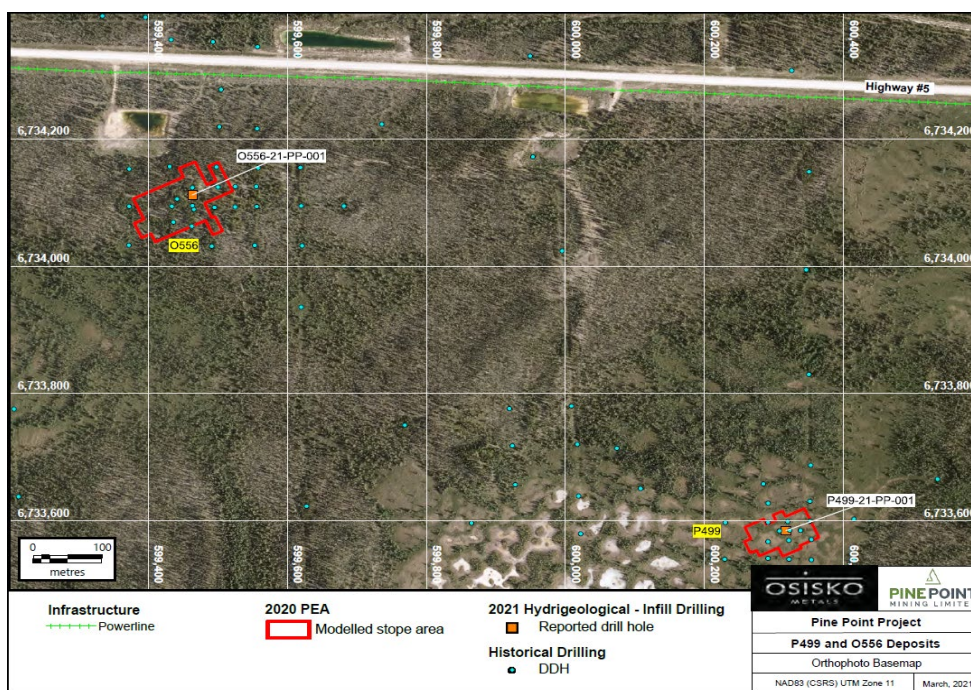
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In a press release dated March 30, 2021, entitled “*Osisko Metals intersects 79 Metres Grading 9.87% Zinc + Lead at Pine Point*”, the Company reported results from two (2) holes completed separately at the P499 and O559 deposits respectively.

**Table 4: Composite assay results from the P499 and O556 deposits (press release dated March 30, 2021).**

Hole Name	Area	Deposit	From	To	Width	True width	Zn	Pb	Pb+Zn
			(m)	(m)	(m)	(m)	%	%	%
<b>P499-21-PP-001</b>	<b>West Zone</b>	<b>P499</b>	<b>85.00</b>	<b>164.00</b>	<b>79.00</b>	<b>79.00</b>	<b>6.26</b>	<b>3.61</b>	<b>9.87</b>
Including			86.00	112.40	26.40	26.40	9.00	8.03	17.03
Including			128.40	137.40	9.00	9.00	6.71	0.93	7.64
Including			150.40	156.40	6.00	6.00	6.39	2.32	8.71
Including			161.20	164.00	2.80	2.80	39.04	14.20	53.24
<b>O556-21-PP-001</b>	<b>West Zone</b>	<b>O556</b>	<b>117.50</b>	<b>164.00</b>	<b>46.50</b>	<b>46.50</b>	<b>4.36</b>	<b>4.86</b>	<b>9.23</b>
Including			117.50	141.40	23.90	23.90	2.91	6.55	9.47
Including			144.40	154.40	10.00	10.00	8.25	5.63	13.88
Including			163.00	164.00	1.00	1.00	25.90	2.93	28.83



**Figure 4: Map accompanying the press release dated March 30, 2021**



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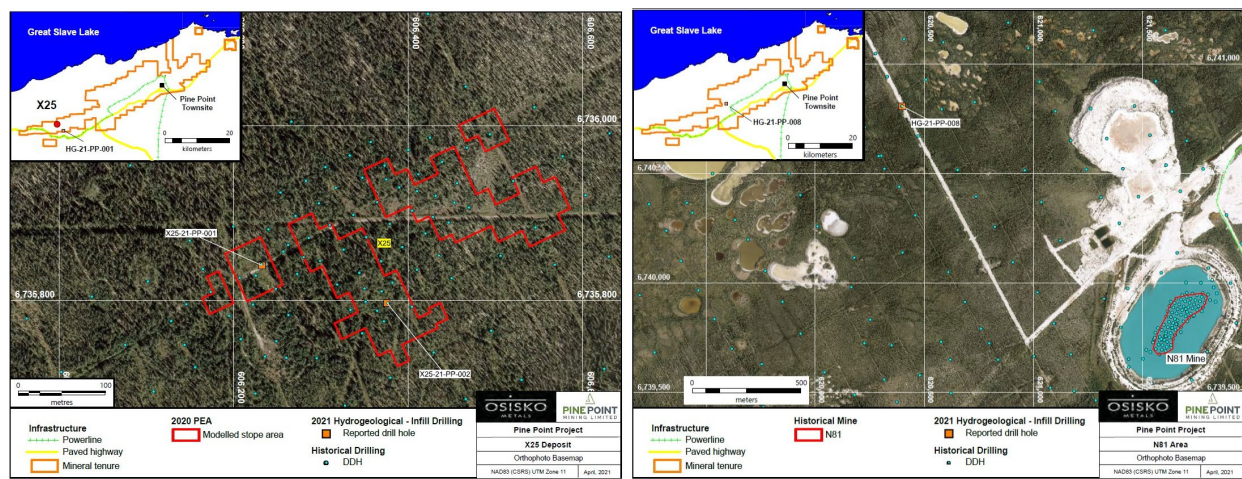
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In a press release dated April 26, 2021, entitled "Osisko Metals intersects 32 Metres Grading 32.3% Zinc + Lead at Pine Point", the Company reported results from four (4) holes. Two holes were completed in the X25 Deposit and two holes were for hydrogeological investigation only.

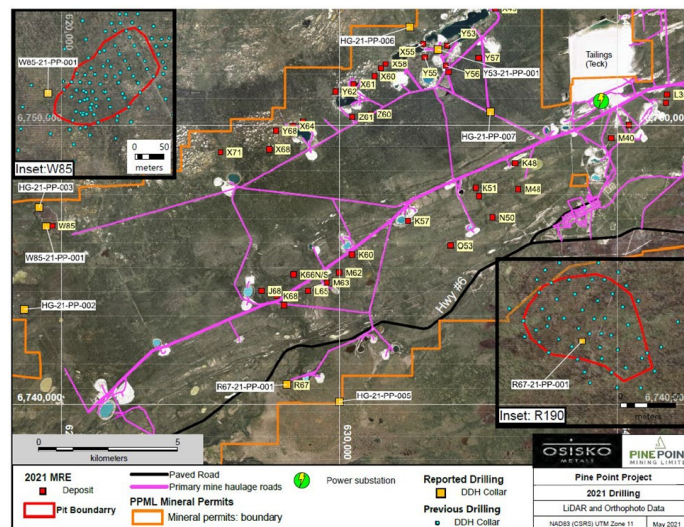
**Table 5: Composite assay results from the X25 deposit and the region of N81 (former producer) (press release dated April 26, 2021).**

Hole Name	Area	Deposit	From	To	Width	True Width	Zn	Pb	Pb+Zn
			(m)	(m)	(m)	(m)	%	%	%
HG-21-PP-008	N81		102.00	103.00	1.00	1.00	6.38	1.47	7.85
and			105.00	111.00	6.00	6.00	3.72	0.79	4.51
X25-21-PP-001	West Zone	X25	135.00	156.00	21.00	21.00	9.40	3.76	13.16
and			168.00	177.00	9.00	9.00	4.78	0.29	5.08
X25-21-PP-002	West Zone	X25	73.00	76.30	3.30	3.30	6.18	2.83	9.01
and			100.00	132.00	32.00	32.00	20.28	12.02	32.31



**Figure 5: Maps accompanying the press release dated April 26, 2021.**

In a press release dated May 18, 2021, the Company reported the assays from the remaining drill holes completed at R67 and W85 along with hydrogeological holes.



**Figure 6: Results from the winter drill program reported May 18, 2021.**

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In a press release dated July 14, 2021, announced the start of the summer/fall drill program at the Pine Point Project. This drill program comprises continued infill drilling designed to provide additional data needed to convert current Inferred Mineral Resources to the Indicated category.

### Province of New Brunswick

Osisko Metals holds mineral claims located in the Province of New Brunswick covering a significant portion of the Bathurst Mining Camp, the world's third largest volcanogenic massive sulphide ("VMS") camp that hosted one of the largest underground zinc mines in the world. Brunswick No. 12 & No. 6 mines produced approximately 150 million tonnes at more than 12% combined zinc + lead when including by-products of copper and silver. The Company owns 58,292 hectares of mineral claims (see detail below) that cover some of the most prospective ground for finding zinc, lead and silver deposits in the BMC, including the Brunswick Belt Project located in the eastern section of the BMC in proximity to the historical mines mentioned above.

Area	Number of Claims	Hectares
Brunswick Belt Project	13	36,896
Other BMC	8	21,396
<b>Total BMC</b>	<b>21</b>	<b>58,292</b>

The geology in the Brunswick Belt Project area comprises the "Brunswick Horizon", a local term used to illustrate that these deposits are situated at the same stratigraphic horizon that hosted the prolific Brunswick No.12 and No. 6 Mines to Gilmour South and continuing along the surface trace towards the Portage River Anticline to the Key Anacon Project. Osisko Metals has secured all 72 km of the Brunswick Horizon under the Brunswick Belt Project area.

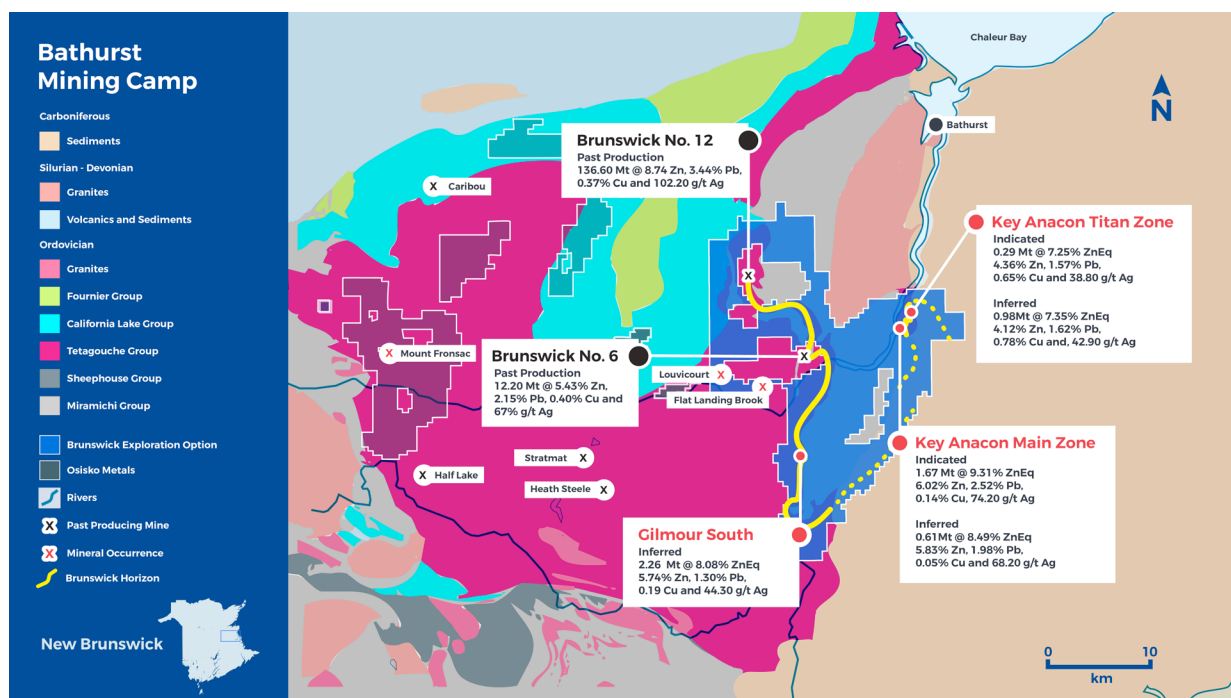


Figure 6: Overview of New Brunswick properties

In August 2020, the Company announced the details of the Option Agreement, whereby Brunswick Exploration can acquire a majority interest in the Brunswick Belt Project, including the Key Anacon and Gilmour South properties. The Option Agreement was amended in April 2021, allowing Brunswick Exploration to earn up to 51% interest by spending an aggregate of \$10 million in two stages over a five-year period.

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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.

The scientific and technical information contained in this MD&A for the properties held in the Northwest Territories and the province of New Brunswick has been reviewed and approved by Robin Adair, P. Geo. VP Exploration of Osisko Metals, a "Qualified Person" within the meaning of NI 43-101 and is registered as a Professional Geoscientist in New Brunswick, Quebec and the Northwest Territories.

**The OGR Royalty**

On October 12, 2017, the Company concluded an agreement with OGR whereby OGR acquired a 1% NSR royalty on nearly all of the Company's portfolio of projects, as at the date of this agreement, within both the BMC and Quebec for a cash consideration of \$5.0 million. The acquired royalty will also apply to areas that the Company may acquire in the future that fall within a one-kilometre distance from the property holdings at the time of this agreement. OGR has a right of first offer on future royalty or metal stream sales from existing or newly acquired properties by the Company.

**Results of Operations****Three-month period ended June 30, 2021 ("Q2-2021")**

The Company incurred a net loss of \$0.5 million during Q2-2021, compared to a net loss of \$0.5 million for the three-month period ended June 30, 2020 ("Q2-2020").

The operating loss for Q2-2021 was \$0.6 million and decreased by \$0.2 million as compared to Q2-2020. Share-based compensation totaled \$0.1 million during Q2-2021 (\$0.2 million in Q2-2020) and decreased due to less options vesting during Q2-2021 as compared to Q2-2020. In addition professional fees incurred decreased due to less corporate development activities (decrease of \$0.1 million).

Income tax recoveries for Q2-2021 decreased by \$0.1 million as compared to Q2-2020 and are impacted primarily by the reversal of the deferred premium on flow-through shares.

**Six-month period ended June 30, 2021 ("YTD-2021")**

The Company incurred a net loss of \$1.1 million during YTD-2021, compared to a net loss of \$4.7 million for the six-month period ended June 30, 2020 ("YTD-2020").

The operating loss for YTD-2021 was \$1.4 million and decreased by \$4.8 million as compared to YTD-2020. This increase from YTD-2020 is mainly due to the YTD-2020 write-off of \$4.4 million in exploration and evaluation assets (\$ nil in YTD-2021). In addition, share-based compensation totaled \$0.3 million during YTD-2021 (\$0.4 million in YTD-2020) and decreased due to less options vesting during YTD-2021 as compared to YTD Q2-2020.

Income tax recoveries for YTD-2021 decreased by \$1.3 million as compared to YTD-2020 and are impacted primarily by the reversal of the deferred premium on flow-through shares.

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**Liquidity and Capital Resources**

As at June 30, 2021, the Company had working capital of \$5.1 million compared to working capital of \$4.6 million as at December 31, 2020. Cash and short-term investments amounted to \$7.5 million as at June 30, 2021, compared to \$7.4 million as at December 31, 2020.

The increase of \$0.1 million in the Company's cash position during YTD-2021 is primarily due to the completion of the 2021 Offering (\$5.5 million, net of transaction costs) as described below under the "Description of Financing Transactions" heading. This was mostly offset by investments made in exploration and evaluation ("E&E") assets (\$3.9 million) and cash flows used in operations (\$1.6 million).

As the Company is in the exploration and evaluation stage on its projects, it has not recorded any revenues from operations, has no source of operating cash flow, and no assurance that additional funding will be available to it for further development of its projects. The working capital as at June 30, 2021 will not be sufficient to meet the Company's obligations, commitments and budgeted expenditures through June 30, 2022.

The Company's ability to continue future operations beyond June 30, 2022, and fund its planned exploration and evaluation activities at its projects is dependent on Management's ability to secure additional financing in the future. This may be completed in a number of ways, including, but not limited to, selling a royalty on its projects and the issuance of debt or equity instruments. Management will pursue such additional sources of financing when required, and while Management has been successful in securing financing in the past, there can be no assurance it will be able to do so in the future or that these sources of funding or initiatives will be available for the Company or that they will be available on terms which are acceptable to the Company. If the funds are not available on terms satisfactory to the Company, some planned activities may be postponed and the Company will be required to re-evaluate its plans and allocate its total resources in such a manner as the Board and Management deem to be in the Company's best interest.

**Quarterly Information**

A summary of selected quarterly financial information for the last eight quarters is outlined below:

<b>(for the three months ended)</b>	<b>June 30, 2021</b>	<b>March 31, 2021</b>	<b>December 31, 2020</b>	<b>September 30, 2020</b>
	\$	\$	\$	\$
Cash	7,378,231	4,065,440	7,315,609	1,179,825
Working capital	5,135,258	1,958,936	4,596,342	(1,411,981)
Total assets	98,049,592	93,573,035	94,696,196	93,443,737
Investments in exploration and evaluation assets <sup>(i)</sup>	1,823,718	2,113,267	2,348,085	2,468,951
Total revenue	-	-	-	-
Net loss	526,168	599,664	571,933	589,809
Basic and diluted net loss per share <sup>(ii)</sup>	0.003	0.003	0.003	0.003
<b>(for the three months ended)</b>	<b>June 30, 2020</b>	<b>March 31, 2020</b>	<b>December 31, 2019</b>	<b>September 30, 2019</b>
	\$	\$	\$	\$
Cash	690,734	2,916,076	1,507,997	6,395,356
Working capital	(2,584,009)	(200,334)	(3,247,411)	7,027,002
Total assets	92,334,427	92,537,150	99,264,731	94,503,040
Investments in exploration and evaluation assets <sup>(i)</sup>	1,492,923	4,569,263	5,779,838	4,529,273
Total revenue	-	-	-	-
Net loss	541,386	4,119,581	4,566,881	1,101,218
Basic and diluted net loss per share <sup>(ii)</sup>	0.003	0.025	0.030	0.007

(i) Including the payments of options on properties, on a cash basis.

(ii) Net loss per share is based on each reporting period's weighted average number of shares outstanding, which may differ on a quarter-to-quarter basis. As such, the sum of the quarterly net loss per share amounts may not equal year-to-date net loss per share.

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The changes in the Company's cash and working capital are directly impacted by the level of investments made in E&E activities and the sales of royalties and financings completed during the periods. Over the last eight quarters, the variation in the operating loss per quarter has been impacted by the level of corporate activity at the Company. The timing of non-cash expenses (such as share-based compensation and write-off of E&E assets) and non-cash income (such as income tax recoveries) are the main reasons for significant quarterly variations (increase or decrease) in net loss over the last eight quarters.

**Description of Financing Transactions**

On April 29, 2021, the Company completed the 2021 Offering for 12,000,000 common flow-through shares at a price of \$0.50 per share for gross proceeds of \$6.0 million. In connection with the 2021 Offering, the Company paid the underwriters a cash commission equal to 6% of the gross proceeds of this offering on eligible issuances and share issue costs totaled \$0.5 million.

**Coronavirus (COVID-19)**

During the first quarter of 2020, the COVID-19 outbreak was declared a pandemic by the World Health Organization. The situation is dynamic and the ultimate duration and magnitude of the impact on the economy and the financial effect on the Company's business is not known at this time, but could include an impact on the Company's ability to complete planned exploration activities or our ability to obtain financing.

As a result of the COVID-19 pandemic, the Company took action to protect its employees and the communities in which it operates. As part of the contingency plan developed by the Company, it closed its offices in March 2020 and provided employees with adequate equipment to allow them to safely work remotely from home. The Company has re-opened its camp at the Pine Point Project and the office in the BMC in-line with the recommendations of the Provincial and Territorial governments.

**Outlook**

The Company's development strategy is focused on the potential discovery and development of economic mineral deposits, where the benefits of mining them or the sale of them, will ensure the Company's sustainability. Management, while implementing its development strategy, will take into account the context of global market conditions and the stock market.

Osisko Metals completed the PEA for the Pine Point Project in 2020, which incorporated material sorting and leveraged the substantial infrastructure already present on-site. The Company's exploration and development plans in 2021 relate exclusively to the Pine Point Project. Specifically, we will focus towards continuing to de-risk the Pine Point Project and bringing further improvements to the PEA through the following activities:

- Drilling - Osisko Metals completed a 3,000 meter winter drilling campaign focused on infill and extension drilling in the Western Zone with the objective of converting the bulk of three high-priority prismatic deposits to the Indicated Resource category. The summer drilling program started in early July with the objective of expanding certain deposits and continuing to advance the infill program.
- Hydrogeological - Studies and field tests will further refine the hydrogeological model used in the PEA. We believe that improvements to the model could lead to substantial water management cost reductions over the life of mine, including initial CAPEX, that will be used in future economic studies.
- Updated PEA and MRE - With the potential for operational improvements and the incorporation of extension and infill drilling completed in 2020 (subsequent to the release of our MRE) and infill drilling to be completed in 2021, Osisko Metals will update the PEA to better reflect sustained positive zinc and lead commodity prices in early 2022.



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**Related Party Transactions**

Related party transactions, not otherwise disclosed, are summarized below. Key management includes directors and officers of the Company. The compensation paid or payable to key management for employee services is presented below for the three-month and six-month periods ended June 30, 2021 and 2020:

	Three-months ended June 30,		Six-months ended June 30,	
	2021	2020	2021	2020
	\$	\$	\$	\$
Salaries and short-term employee benefits	176,750	237,500	353,500	472,500
Share-based compensation	140,123	178,670	273,347	385,441
	<u>316,873</u>	<u>416,170</u>	<u>626,847</u>	<u>857,941</u>

During the three-month and six-month periods ended June 30, 2021 and 2020, the Company undertook transactions with certain related companies. Osisko Development Corp. is a subsidiary of OGR and they are both related parties as they have a significant influence on the Company due to the number of shares held and common officers and directors. Osisko Mining Inc. and Falco Resources Ltd. are related parties because of common officers and directors.

**Contractual Commitments and Obligations**

On April 29, 2021, the Company received \$6.0 million following the issuance of flow-through shares for which the Company will renounce tax deductions as at December 31, 2021. As at June 30, 2021, \$5,700,000 of this balance remains to be incurred by December 31, 2022.

As discussed above under the "Mining Assets and Exploration Advancements" heading, the Company has commitments arising from mining property acquisitions.

**Off-balance Sheet Items**

As of August 12, 2021, the Company has no off-balance sheet arrangements.

**Outstanding Share Data**

As of August 12, 2021, the Company has 191,333,991 issued and outstanding common shares, 11,902,800 outstanding stock options and 9,315,125 outstanding warrants.

**Risk Factors**

An investment in the Company's common shares is subject to a number of risks and uncertainties. An investor should carefully consider the risks described below and the other information filed with the Canadian securities regulators ([www.sedar.com](http://www.sedar.com)), before investing in the Company's common shares. If any of the described risks occur, or if others occur, the Company's business, operating results and financial condition could be seriously harmed and investors may lose a significant proportion of their investment.

The following risk factors may not be a definitive list of all risk factors associated with an investment in Osisko Metals or in connection with the business and operations of Osisko Metals.

*Industry Conditions*

The exploration for and development of mineral deposits involve significant risks and while the discovery of an ore body may result in substantial rewards, few properties that are explored are ultimately developed into producing mines. All of Osisko Metals' properties are in the exploration stage and Osisko Metals is presently not exploiting any of its properties and its future success will depend on its capacity to generate revenues from an exploited property.

The discovery of mineral deposits depends on a number of factors, including the professional qualification of its personnel in charge of exploration. Whether a mineral deposit will be commercially viable depends on a number of factors, some of which are the particular attributes of the deposit, such as size, grade and proximity to infrastructure, as well as metal prices which are highly cyclical and government regulations, including regulations relating to prices, taxes, royalties, land tenure, land use, importing and exporting of minerals and environmental protection. In the event

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that Osisko Metals wishes to commercially exploit one of its properties, the exact effect of these factors cannot be accurately predicted, but the combination of these factors may result in Osisko Metals not receiving an adequate return on invested capital. Osisko Metals' operations will be subject to all the hazards and risks normally encountered in the exploration and development of mineral deposits. Mining operations generally involve a high degree of risk, including unusual and unexpected geologic formations. There can be no guarantee that sufficient quantities of minerals will be discovered or that one of Osisko Metals' properties will reach the commercial production stage.

*Regulatory Matters*

Osisko Metals' activities are subject to governmental laws and regulations. These activities can be affected at various levels by governmental regulation governing prospecting and development, price control, taxes, labour standards and occupational health, expropriation, mine safety and other matters. Exploration and commercialization are subject to various federal, provincial and local laws and regulations relating to the protection of the environment. These laws impose high standards on the mining industry to monitor the discharge of wastewater and report the results of such monitoring to regulatory authorities, to reduce or eliminate certain effects on or into land, water or air, to progressively rehabilitate mine properties, to manage hazardous wastes and materials and to reduce the risk of worker accidents.

Failure to comply with applicable laws and regulations may result in civil or criminal fines or penalties or enforcement actions, including orders issued by regulatory or judicial authorities enjoining or curtailing operations or requiring corrective measures, installation of additional equipment or remedial actions, any of which could result in significant expenditures. Osisko Metals may also be required to compensate private parties suffering loss or damage by reason of a breach of such laws, regulations or permitting requirements. It is also possible that future laws and regulations, or more stringent enforcement of current laws and regulations by governmental authorities, could cause additional expense, capital expenditures, restrictions on or suspensions of Osisko Metals' activities and delays in the exploration of properties.

Amendments to current laws, regulations and permits governing operations and activities of mining companies, or more stringent implementation thereof, could have a material adverse impact on Osisko Metals and cause increases in capital expenditures or production costs or reduction in levels of production at producing properties or require abandonment or delays in development of new mining properties.

*Competition*

Osisko Metals' activities are directed towards the exploration and evaluation of mineral deposits. There is no certainty that the expenditures to be made by Osisko Metals will result in discoveries of commercial quantities of mineral deposits. There is aggressive competition within the mining industry for the discovery and acquisition of properties considered to have commercial potential. Osisko Metals will compete with other interests, many of which have greater financial resources than it will have, for the opportunity to participate in promising projects. Significant capital investment is required to achieve commercial production from successful exploration efforts, and Osisko Metals may not be able to successfully raise funds required for any such capital investment.

*Osisko Metals' operations are subject to financing risks and additional financing may result in dilution or partial sale of assets*

Osisko Metals' operations are subject to financing risks. At the present time, Osisko Metals does not have any producing projects and no sources of revenue. Osisko Metals' ability to explore for and find potential economic projects, and then to bring them into production, is highly dependent upon its ability to raise equity and debt capital in the financial markets. Any projects that Osisko Metals develops will require significant capital expenditures. To obtain such funds, Osisko Metals may sell additional securities including, but not limited to, Osisko Metals common shares or some form of convertible security, the effect of which could result in a substantial dilution of the equity interests of the Osisko Metals Shareholders. Alternatively, Osisko Metals may also sell a part of its interest in an asset in order to raise capital. There is no assurance that Osisko Metals will be able to raise the funds required to continue its exploration programs and finance the development of any potentially economic deposit that is identified on acceptable terms or at all. The failure to obtain the necessary financing could have a material adverse effect.

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*Economics of developing mineral properties*

Mineral exploration and development is speculative and involves a high degree of risk. While the discovery of an ore body may result in substantial rewards, few properties which are explored are commercially mineable and ultimately developed into producing mines. There is no assurance that any exploration properties will be commercially mineable.

Should any mineral resources exist, substantial expenditures will be required to confirm mineral reserves which are sufficient to commercially mine and to obtain the required environmental approvals and permitting required to commence commercial operations. The decision as to whether a property contains a commercially viable mineral deposit and should be brought into production will depend upon the results of exploration programs and/or feasibility studies, and the recommendations of duly qualified engineers and/or geologists, all of which involves significant expense. This decision will involve consideration and evaluation of several significant factors including, but not limited to: (a) costs of bringing a property into production, including exploration and development work, preparation of production feasibility studies and construction of production facilities; (b) availability and costs of financing; (c) ongoing costs of production; (d) metal prices; (e) environmental compliance regulations and restraints (including potential environmental liabilities associated with historical exploration activities); and (f) political climate and/or governmental regulation and control. Development projects are also subject to the successful completion of engineering studies, issuance of necessary governmental permits, and availability of adequate financing. Development projects have no operating history upon which to base estimates of future cash flow.

*Osisko Metals may be subject to liability or sustain loss for certain risks and hazards against which it does not or cannot economically insure*

Mining is capital intensive and subject to a number of risks and hazards, including environmental pollution, accidents or spills, industrial and transportation accidents, labour disputes, changes in the regulatory environment, natural phenomena (such as inclement weather conditions, earthquakes, pit wall failures and cave-ins) and encountering unusual or unexpected geological conditions. Such risk and hazards might impact Osisko Metals' business. Consequently, many of the foregoing risks and hazards could result in damage to, or destruction of, Osisko Metals' mineral properties or future processing facilities, personal injury or death, environmental damage, delays in or interruption of or cessation of their exploration or development activities, delay in or inability to receive required regulatory approvals, or costs, monetary losses and potential legal liability and adverse governmental action. Osisko Metals may be subject to liability or sustain loss for certain risks and hazards against which it does not or cannot insure or against which it may reasonably elect not to insure because of the cost. This lack of insurance coverage could result in material economic harm to Osisko Metals.

*Information systems and cyber security*

Osisko Metals relies on its IT infrastructure to meet its business objectives. Osisko Metals uses different IT systems, networks, equipment and software and has adopted security measures to prevent and detect cyber threats. However, Osisko Metals and third-party service providers and vendors may be vulnerable to cyber threats, which have been evolving in terms of sophistication and new threats are emerging at an increased rate. Unauthorized third parties may be able to penetrate network security and misappropriate or compromise confidential information, create system disruptions or cause shutdowns to Osisko Metals or its counterparties. Although Osisko Metals has not experienced any losses relating to cyber attacks or other information security breaches, there can be no assurance that there will be no such loss in the future. Significant security breaches or system failures of Osisko Metals or its counterparties, especially if such breach goes undetected for a period of time, may result in significant costs, fines or lawsuits and damage to reputation. The significance of any cyber security breach is difficult to quantify, but may in certain circumstances be material and could have a material adverse effect on Osisko Metals' business.

*Coronavirus (COVID-19)*

Osisko Metals faces risks related to health epidemics and other outbreaks of communicable diseases, which could significantly disrupt, directly or indirectly, its operations and may materially and adversely affect its business and financial conditions.

Osisko Metals' 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 spread to several other countries in 2020, including Canada and the U.S., and infections have been reported globally. The extent to which the coronavirus impacts Osisko Metals' 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,

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the continued spread of the coronavirus globally could materially and adversely impact Osisko Metals' business including without limitation, employee health, workforce productivity, increased insurance premiums, limitations on travel, the availability of industry experts and personnel, operations and business of third party operators, and other factors that will depend on future developments beyond Osisko Metals' control, which may have a material and adverse effect on its business, financial condition and results of operations. There can be no assurance that Osisko Metals' 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 Osisko Metals' future prospects.

*Fluctuation in market value of Osisko Metals common shares*

The market price of Osisko Metals common shares is affected by many variables not directly related to the corporate performance of Osisko Metals, including the strength of the economy generally, the availability and attractiveness of alternative investments, and the breadth of the public market for the stock. The effect of these and other factors on the market price of the Osisko Metals common shares in the future cannot be predicted.

**Financial Risks**

The Company's activities expose it to a variety of financial risks: market risks (including foreign currency risk), credit risk and liquidity risk. The Company's overall risk management program focuses on the unpredictability of financial markets and seeks to minimize potential adverse effects on the Company's performance.

A description of the financial risks are included in the Financial Statements, filed on SEDAR ([www.sedar.com](http://www.sedar.com)).

**Internal Control Disclosure**

In November 2007, the Canadian Securities Administrators exempted issuers on the TSX-V, such as the Company, from certifying disclosure controls and procedures, as well as internal controls over financial reporting as of December 31, 2007, and thereafter. The Company is required to file basic certificates. The Company makes no assessment relating to establishment and maintenance of disclosure controls and procedures as defined under National Instrument 52-109.

**Basis of Presentation of Financial Statements**

The Financial Statements have been prepared in accordance with the IFRS. The accounting policies, methods of computation and presentation applied in the Financial Statements are consistent with those of the previous financial year.

The Board has approved the Financial Statements on August 12, 2021.

The significant accounting policies of Osisko Metals, as well as the accounting standards issued but not yet effective, are detailed in the notes to the Annual Financial Statements, filed on SEDAR ([www.sedar.com](http://www.sedar.com)).

**Critical Accounting Estimates and Judgments**

Estimates and assumptions are continually evaluated and are based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances. The determination of estimates requires the exercise of judgment based on various assumptions and other factors such as historical experience and current and expected economic conditions. Actual results could differ from those estimates.

Critical judgments in applying the Company's accounting policies are detailed in the Annual Financial Statements, filed on SEDAR ([www.sedar.com](http://www.sedar.com)).

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**Financial Instruments**

All financial instruments are required to be measured at fair value on initial recognition. The fair value is based on quoted market prices, unless the financial instruments are not traded in an active market. In this case, the fair value is determined by using valuation techniques like the Black-Scholes option pricing model or other valuation techniques. Measurement in subsequent periods depends on the classification of the financial instrument.

A description of financial instruments and their fair value is included in the in the Financial Statements filed on SEDAR ([www.sedar.com](http://www.sedar.com)).

**Additional Information**

Additional information relating to the Company has been filed on SEDAR and is available at [www.sedar.com](http://www.sedar.com).

**Cautionary Statement Regarding Forward-Looking Statements**

Statements contained in this document that are not historical facts are regarded as forward-looking statements. These statements may involve risk, uncertainties and other factors that could cause actual results to differ materially from those expressed or implied by such forward-looking statements. Many factors could cause such differences, including: volatility in market metal prices; changes in foreign currency exchange rates and interest rates; unexpected variations in geological conditions of a property or erroneous geological data; environmental risks including increased regulatory constraints; unexpected adverse mining conditions; adverse political conditions, and changes in government regulations and policies. Although Osisko Metals has attempted to identify important factors that could cause actual plans, actions, events or results to differ materially from those described in forward-looking statements, there may be other factors that cause plans, actions, events or results not to be as anticipated, estimated or intended. There can be no assurance that forward-looking statements will prove to be accurate, as actual plans, results and future events could differ materially from those anticipated in such statements. Accordingly, readers should not place undue reliance on forward-looking statements.

**(Signed) Robert Wares**

Robert Wares  
Chief Executive Officer

**August 12, 2021**

**(Signed) Anthony Glavac**

Anthony Glavac  
Chief Financial Officer

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**OSISKO METALS INCORPORATED**

Management's Discussion &amp; Analysis

For the three-month and six-month periods ended June 30, 2021

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**Corporate Information****Head Office**1100 av. des Canadiens-de-Montréal  
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Web site: [www.osiskometals.com](http://www.osiskometals.com)**Directors**

Robert Wares, Chairman

Jeff Hussey

John Burzynski

Luc Lessard

Amy Satov

Donald Siemens

Cathy Singer

**Officers**

Robert Wares, Chief Executive Officer

Jeff Hussey, President and Chief Operating Officer

Anthony Glavac, Chief Financial Officer

Killian Charles, Vice President, Corporate Development

Robin Adair, Vice President, Exploration

Lili Mance, Corporate Secretary

**Auditors**

PricewaterhouseCoopers LLP/s.r.l./s.e.n.c.r.l.

**Transfer Agent**

AST Trust Company (Canada)

**Exchange listing**

TSX Venture Exchange: OM

Frankfurt Stock Exchange: OB5

OTCQX: OMZNF