



O3 MINING INC.

MANAGEMENT'S DISCUSSION AND ANALYSIS

FOR THE YEAR ENDED DECEMBER 31, 2021

This management's discussion and analysis (this "MD&A") reflects the assessment by management of the results and financial condition of O3 Mining Inc. ("O3 Mining" or the "Corporation") and should be read in conjunction with the Corporation's audited consolidated financial statements for the years ended December 31, 2021 and 2020 and the notes thereto (the "Financial Statements"). Management is responsible for the preparation of the Financial Statements and this MD&A. The Financial Statements have been prepared in accordance with International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board (the "IASB"). This MD&A and the Financial Statements are available electronically on SEDAR (www.sedar.com) under O3 Mining's issuer profile and on O3 Mining's website (www.o3mining.com).

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

This MD&A has been prepared as of March 10, 2022. All dollar figures in this MD&A are expressed in Canadian dollars, unless stated otherwise.

DESCRIPTION OF BUSINESS

On July 5, 2019, O3 Mining was formed upon the completion of a spin-out transaction by Osisko Mining Inc. ("Osisko Mining"), which resulted in a reverse takeover of Chantrell Ventures Corp. (renamed "O3 Mining Inc.") under the policies of the TSX Venture Exchange (the "RTO"). As part of the RTO, the Corporation was continued from British Columbia to Ontario on June 28, 2019. The Corporation is focused on the exploration and development of precious metals resource properties in Canada, currently focused on Québec, and is looking for new opportunities to enhance shareholder value.

EXPLORATION STRATEGY

O3 Mining is a mineral exploration company focused on the acquisition, exploration, and development of precious metal resource properties in Canada and is currently focused on Québec. O3 Mining's flagship properties are the Marban Property and the Alpha Property, both of which are located along the Cadillac Break in the Val-d'Or and Malartic areas. O3 Mining also has additional projects in the Labrador and Abitibi areas of Québec.

O3 Mining's mission is to become a premier gold exploration company by delivering superior returns to our shareholders and long-term benefits to our stakeholders.

UPDATES DURING THE FISCAL YEAR AND SUBSEQUENT TO THE FISCAL YEAR

Corporate Development and Acquisitions:

- On February 28, 2022, the Corporation announced that it has entered into a non-binding letter of intent with Cartier Resources Inc. ("Cartier") pursuant to which Cartier would acquire a 100% interest in the East Cadillac Project, located in Val-d'Or, Québec, Canada, which is currently held in O3 Mining's wholly-owned subsidiary, Chalice Gold Mines (Québec) Inc. ("CGMQ"). The transaction remains subject to due diligence, corporate and regulatory approvals, entry into definitive agreements and other customary closing conditions.
- On January 13, 2022, Patriot Battery Metals Inc. ("Patriot") earned a 50% interest upon completion of \$2.25 million in work expenditures in the FCI Property. On February 22, 2022, the Corporation announced that it had entered into an asset purchase and sale agreement with Patriot to sell its remaining 50% interest in certain mining claims comprising the FCI Property located in James Bay Region of Québec to Patriot in exchange for (i) 1,800,000 common shares of Patriot, and (ii) a one-time cash payment of C\$3 million from Patriot. Patriot had previously earned a 50% interest in the FCI Claims pursuant to an Earn-in and Joint Venture Agreement, as amended, between O3 Mining and Patriot. See *"Mineral Property Activities – James Bay Properties – FCI-Corvette Lithium Project"*.
- On January 1, 2022, the Corporation completed an internal corporate reorganization, whereby certain of the Corporation's wholly-owned subsidiaries – being NioGold Mining Corporation ("Niogold"), 9401-3513 Québec Inc., Alexandria Minerals Corporation ("Alexandria") and Murgor Resources Inc. – were amalgamated with the Corporation by way of statutory short form amalgamation to form a single entity (the "Reorganization"). Subsequent to the Reorganization, the Corporation has two wholly-owned subsidiaries, O3 Markets Inc. and CGMQ.
- On October 1, 2021, the Corporation announced that it has, through its wholly-owned subsidiary, Alexandria, acquired an 80% undivided interest in the Centremaque Property (the "Centremaque Interest Acquisition"), located on O3 Mining's Alpha Property in Val-d'Or, Québec, Canada from Golden Valley Mines and Royalties Ltd. ("Golden Valley").

- On September 28, 2021, the Corporation announced that the TSX Venture Exchange has accepted the Corporation's notice to implement a normal course issuer bid to purchase, for cancellation, up to 4,482,072 common shares of the Corporation ("Common Shares"), representing approximately 10% of the Corporation's public float.
- On September 7, 2021, aligned with our commitment to sustainability, the Corporation announced that it has received UL 2723 ECOLOGO® Certification for Mineral Exploration Companies. The development of responsible projects is at the core of our strategy. This third-party certification confirms that our environmental, social and governance procedures and practices are exemplary.
- On August 23, 2021, the Corporation announced the promotions of Myrzah Bello to the position of Vice President of Sustainable Development and Human Resources and Alex Rodriguez to the position of Vice President of Corporate Development, both of which were effective September 1, 2021.
- On July 28, 2021, the Corporation announced that it has fulfilled the conditions of the option agreement with Renforth Resources Inc. ("Renforth") on the Denain-Pershing Property to earn-in an 80% ownership interest in the property. The Corporation acquired the remaining 20% of the Denain-Pershing Property from Renforth in exchange for \$125,000 in cash and 21,603 Common Shares, and the Corporation now holds a 100% interest in the property.
- On June 2, 2021, the Corporation presented its first-ever Sustainability Report that sets out the Corporation's priorities with respect to its environmental, social and governance practices.
- On April 14, 2021, the Corporation announced that it had sold its Kinebik Gold Project located between the towns of Matagami and Lebel-sur-Quévillon, in northern Québec, to NewOrigin Gold Corp. (formerly Tri Origin Exploration Ltd.) ("NewOrigin"). Under the terms of the agreement, O3 Mining received 2,700,000 common shares of NewOrigin.
- On April 8, 2021, the Corporation announced the appointment of Ms. Mélissa Desrochers to the board of directors of the Corporation.
- On February 24, 2021, the Corporation announced the completion of its previously announced sale of Northern Gold Mining Inc. ("Northern Gold"), a wholly-owned subsidiary of the Corporation, to Moneta Gold Inc. (formerly Moneta Porcupine Mines Inc.) ("Moneta") in exchange for 149,507,273 common shares of Moneta (the "Moneta Transaction"). On August 24, 2021, Moneta completed a consolidation of its issued and outstanding common shares at a ratio of six pre-consolidation common shares to one post-consolidation common share, resulting in the Corporation holding 24,917,879 post-consolidation common shares of Moneta. The Moneta Transaction was completed pursuant to a share purchase agreement dated January 13, 2021, as amended, between the Corporation and Moneta. Northern Gold owns 100% of the Golden Bear assets, including the Garrison gold project ("Garrison Project"), in the Kirkland Lake district of the Timmins gold mining camp in Ontario, Canada. The Garrison Project is located adjacent to the Golden Highway Project where Moneta recently declared a mineral resource estimate of 2,144,200 ounces of indicated mineral resources and 3,335,300 ounces of inferred mineral resources. The sale of Northern Gold to Moneta followed the publication on December 14, 2020 of positive results from an independent preliminary economic assessment dated January 27, 2021 (effective date of November 25, 2020) on the Garrison Project prepared by Ausenco Engineering Canada Inc. in accordance with National Instrument 43-101 – *Standards of Disclosure for Mineral Projects* ("NI 43-101"). As a result of the sale of Northern Gold to Moneta, the Corporation's exposure to the Garrison project is indirect as a shareholder of Moneta with approximately 27% of the issued and outstanding shares of Moneta held by the Corporation.
- On January 8, 2021, the Corporation announced that it has entered into a definitive property transfer agreement dated December 15, 2020 with Osisko Mining, pursuant to which the Corporation, through its wholly-owned subsidiary, NioGold, agreed to transfer all of its rights, titles and interests in its Blondeau Guillet Property located in Belleterre, Québec to Osisko Mining.

Financings:

- On February 25, 2021, O3 Mining completed its previously announced "bought deal" brokered private placement of an aggregate of 7,709,300 flow-through shares of the Corporation at a price of \$4.54 per flow-through share for total proceeds of approximately \$35 million, including the exercise in full of the underwriters' option.

Overall Performance:

During the year ended December 31, 2021, the Corporation spent approximately \$38.6 million on exploration and evaluation activities, mostly on the Marban Property, the Alpha Property and the East Cadillac Property, and spent approximately \$5.3 million on general and administration expenses, including salaries and benefits. For the year ended December 31, 2021, the Corporation drilled approximately 63,756 metres on the Marban Property, 54,121 metres on the Alpha Property and 1,074 metres on the East Cadillac Property.

Drilling Update

O3 Mining will continue to execute its large-scale drilling program in the coming months with additional health and safety procedures to keep its employees safe and mitigate COVID-19 transmission. As part of this program, the winter drilling season at Marban will focus on the Camflo deposit extension at depth. At Alpha, the focus will be put on the expansion of the Kappa and Bulldog deposits and exploration in the Omega sector.

	Q1 2022	Q2 2022	Q3-Q4 2022
Drilling	7 Drill Rigs (30,000 metres)	4 Drill Rigs (16,000 metres)	4 Drill Rigs (27,000 metres)
Details	Resource expansion at Bulldog, Kappa and Camflo, and target testing at Omega and near surface at Marban	Delineation drilling at Bulldog, resource expansion at Kappa and Camflo	Deliver Marban Pre-Feasibility Study ("PFS"), and resource expansion at Bulldog, Akasaba and Camflo extension, and initiation of the condemnation drilling program at Marban

The Corporation has drilled 118,951 metres in 2021 on its Val-d'Or properties testing for Potential Economic Material ("PEM") with 100-metre step-outs aiming to expand current resources of 2.4 million ounces measured and indicated (62.0 Mt @ 1.22 g/t Au) and 1.3 million ounces inferred (19 Mt @ 2.13 g/t Au) and make new discoveries.

Marban – Project Development

The Marban Property is in the heart of the Malartic gold mining camp. It covers 7,525 hectares and is located 12 kilometres from the Canadian Malartic Mine.

On March 1, 2022, O3 Mining announced an updated Mineral Resource Estimate ("2022 MRE"), with an effective date of February 27, 2022, for its 100% owned Marban Project located in Val-d'Or, Québec, Canada. The 2022 MRE was prepared by G-Mining Services Inc. The full technical report, which is being prepared in accordance with NI-43-101, will be available on SEDAR (www.sedar.com) under the Corporation's issuer profile within 45 days of the date of disclosure of the 2022 MRE. The 2022 MRE updates the resource estimates of the Marban PEA (as defined herein) and upon being filed will replace the Marban PEA as the current technical report for the Marban Property..

2022 MRE Highlights*

- Total Measured & Indicated ("M&I") Open-Pit Mineral Resource of 2.3 million ounces of gold at an average grade of 1.07 g/t Au
- Increase in Open-Pit resources of 520,000 ounces, or 29%, in the Indicated category, with an average gold grade increase of 2%
- Conversion rate from Inferred to Indicated category is greater than 100%
- Kierens-Norlartic Open Pit M&I resources more than doubled from the 2020 MRE
- Total M&I represents 91% of the total 2022 MRE
- 20,000 metres planned for Brownfield exploration to increase near surface resources at Marban Engineering

** Cautionary Statement: The reader is advised that the results of the 2022 MRE summarized in this MD&A is intended to provide only an initial, high-level review of the project potential. The 2022 MRE has been prepared in accordance with the CIM Standards (Canadian Institute of Mining, Metallurgy and Petroleum, 2014) and follow Best Practices outlined by the CIM (2019). This Mineral Resource Estimate was prepared by James Purchase, P. Geo (OGQ No. 2082) of G Mining Services Inc. who is a "qualified person" within the meaning of NI 43-101.*

A PFS, which is currently underway and due to be completed in 2022, is the next step to advance the project to production. O3 Mining aims to become a leading gold producer and put the Marban Property into production by 2026.

Marban Mineral Resource Estimate

Deposit	Indicated			Inferred		
	Tonnes (000 t) ⁽⁹⁾	Grade (g/t)	Ounces Au (000 oz) ⁽⁹⁾	Tonnes (000 t) ⁽⁹⁾	Grade (g/t)	Ounces Au (000 oz) ⁽⁹⁾
Marban – Open-Pit	52,437	1.03	1,736	1,038	0.97	32
Kierens-Norlartic – Open-Pit	14,795	1.22	582	1,068	1.42	49
Marban Underground	162	4.47	23	860	4.43	123
Kierens-Norlartic Underground	297	3.36	32	182	3.36	20
Total	67,692	1.09	2,374	3,149	2.21	223

Marban Resource Estimate Notes:

- (1) The Mineral Resources described above have been prepared in accordance with the CIM Standards (Canadian Institute of Mining, Metallurgy and Petroleum, 2014) and follow Best Practices outlined by the CIM (2019).
- (2) The Qualified Person (QP) for this Mineral Resource Estimate is James Purchase, P. Geo of G Mining Services Inc. Mr. Purchase is a member of L'Ordre des Géologues du Québec (#2082).
- (3) The effective date of the Mineral Resource Estimate is February 27th, 2022.
- (4) The lower cut-off used to report Open-Pit Mineral Resources is 0.30 g/t Au. Underground Mineral Resources have been reported using a 3.0 g/t lower cut-off at Marban, and a 2.5 g/t lower cut-off at Kierens-Norlartic.
- (5) The Marban and Kierens-Norlartic Deposits have been classified as Indicated and Inferred Mineral Resources according to drilling spacing and estimation pass. No Measured Resource has been estimated. Underground Mineral Resources have been categorized manually to remove isolated areas and have been reported using 3 metres minimum thickness.
- (6) Known underground workings have been incorporated into the block model, and zero density has been assigned to the blocks located within the voids.
- (7) The density has been applied based on measurements taken on drill core and assigned in the block model by lithology.
- (8) A minimum thickness of 3 metres was used when interpreting the mineralized bodies.
- (9) The MRE is based on subblock models with a main block size of 5 m x 5 m x 5 m, with subblocks of 2.5 m x 2.5 m x 2.5 m, and has been reported inside claim boundaries held by O3 Mining.
- (10) Tonnage has been expressed in the metric system, and gold metal content has been expressed in troy ounces.
- (11) The tonnages have been rounded to the nearest 1000 tons and the metal content has been rounded to the nearest 1000 ounces. Totals may not add up due to rounding errors.
- (12) These mineral resources are not mineral reserves as they have not demonstrated economic viability. The quantity and grade of reported Inferred mineral resources in this news release are uncertain in nature and there has been insufficient exploration to define these resources as indicated or measured; however, it is reasonably expected that the majority of inferred mineral resources could be upgraded to indicated mineral resources with continued exploration.

* Cautionary Statement: The reader is cautioned that, while there are no other known factors or issues that materially affect the mineral resource estimate, there are risks faced by mining projects in the province in terms of environmental, permitting, taxation, socio-economic, marketing, and political factors and additional risk factors as listed in the "Cautionary Note Regarding Forward-Looking Information" section below.

(i) Drilling Highlights at Marban:

- 35.8 g/t Au over 8.9 metres, including 440.0 g/t Au over 0.7 metres in hole O3MA-21-187 located in the proposed Marban PEA pit. Subsidiary zones were also intersected along the same drill hole yielding 1.0 g/t Au over 37.0 metres, 3.3 g/t Au over 3.2 metres, and 1.3 g/t Au over 31.4 metres;
- 44.1 g/t Au over 2.3 metres including 192.0 g/t Au over 0.5 metre in hole O3MA-21-203 located in the proposed Marban PEA pit. This intercept is bordered by two historical openings and the gold endowment goes beyond those openings, 1.1 g/t Au over 6.4 metres and 2.1 g/t Au over 1.6 metres were also intercepted immediately before and after;
- 5.7 g/t Au over 14.5 metres including 61.9 g/t Au over 1.1 metres and 2.7 g/t Au over 4.5 metres including 15.1 g/t Au over 0.6 metres in hole O3MA-21-144 located 43 metres below the proposed PEA pit for the Norlartic Zone on both sides of a historical mining stope;
- 1.9 g/t Au over 12.7 metres in hole O3MA-21-092 located at the bottom of the proposed North North Marban PEA pit;
- 11.1 g/t Au over 22.2 metres including 103.4 g/t Au over 2.0 metres in hole O3MA-21-135 located in the core of the North North Marban PEA pit, contains multiple gold grains related to quartz veining in felsic intrusion;
- 10.6 g/t Au over 2.7 metres in hole O3MA-21-107 located 48 metres East and below the North pit;
- 3.1 g/t Au over 14.8 metres in hole O3MA-21-102 located in the western part of Norlartic Marban PEA pit, starts within the mineralized zone, contains multiple gold grains related to quartz veining in dioritic intrusion;

- 2.4 g/t Au over 24.7 metres in hole O3MA-21-113 located in the eastern part of the Norlartic Marban PEA pit, starts within the mineralized zone;
- 1.9 g/t Au over 31.4 metres in hole O3MA-21-116 located at the eastern end of the Norlartic Marban PEA pit.

Alpha – Advanced Exploration

The Alpha property is located eight kilometres east of Val-d'Or, Québec, and three kilometres south of the El Dorado Lamaque Mine. The property covers more than 7,754 hectares and includes 20 kilometres of the prolific Cadillac Break. O3 Mining has an option agreement that grants the right to acquire 100 percent interest in the Aurbel Mill located only 10 kilometres from the Alpha property for C\$5.0M within the next five years.

Drilling at Alpha is at an earlier stage than at Marban and has focused on grassroots exploration, deposit delineation, and resource expansion. A 54,121 metres program was executed in 2021. In 2022, O3 Mining will have up to three drill rigs testing for new discoveries using its PEM drilling strategy as well as focusing on deposit delineation and expansion of the current resource.

i) Drilling Highlights at Alpha:

- 12.4 g/t Au over 1.9 metres in hole O3AL-21-380 at a vertical depth of 53 metres in the Kappa zone;
- 12.0 g/t Au over 8.3 metres and 8.1 g/t Au over 2.0 metres and 35.9 g/t Au over 1.1 metres in hole O3AL-21-388 from a vertical depth of 625 metres to 663 metres in the Kappa zone which remains open at depth and laterally;
- 28.1 g/t Au over 0.9 metres in hole O3AL-21-391 at a vertical depth of 638 metres in the Kappa zone which remains open at depth and laterally;
- 2.8 g/t Au over 14.1 metres including 5.5 g/t Au over 6.2 metres in hole O3AL-21-343 only 65 metres below surface on the Bulldog deposit;
- 9.5 g/t Au over 4.8 metres in hole O3AL-21-354A at a vertical depth of 340 metres on the Bulldog deposit;
- 7.1 g/t Au over 5.6 metres including 26.5 g/t Au over 1.3 metres in hole O3AL-21-372D at a vertical depth of 150 metres on the Kappa zone which remains open at depth.

Orenada Mineral Resource Estimate

Orenada ⁽¹⁾⁽²⁾	Cut-off grade	Measured & Indicated			Inferred		
		Tonnes (T) ⁽³⁾	Grade (g/t)	Ounces Au	Tonnes (T) ⁽³⁾	Grade (g/t)	Ounces Au
Zone 4	> 0.4 g/t Au (open pit)	3,563,000	1.54	176,085	865,000	1.39	38,755
	> 2.0 g/t Au (underground)	191,000	3.00	18,437	326,000	3.34	34,955
	Total	3,754,000	1.61	194,522	1,191,000	1.92	73,710
Zone 2	> 0.4 g/t Au (open pit)	-	-	-	605,000	1.36	26,363
	> 2.0 g/t Au (underground)	-	-	-	283,000	2.88	26,186
	Total	-	-	-	888,000	1.84	52,549
Total	> 0.4 g/t Au (open pit)	3,563,000	1.54	176,085	1,470,000	1.38	65,118
	> 2.0 g/t Au (underground)	191,000	3.00	18,437	609,000	3.12	61,141
	Total	3,754,000	1.61	194,522	2,079,000	1.89	126,259

Orenada Resource Estimate Notes:

- (1) The mineral resource estimate is supported by the Orenada Resource Estimate (as defined herein). These mineral resources are not mineral reserves, as they do not have demonstrated economic viability.
- (2) Resources are presented undiluted and in situ for both open pit and underground potential scenarios and are considered to have reasonable prospects for economic extraction.
- (3) The number of metric tonnes was rounded to the nearest thousand. Any discrepancies in the totals are due to rounding effects.

SUMMARY OF MINERAL PROPERTIES

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

Continuing Exploration Properties	Location	Corporate Ownership	Status
Alpha (including Orenada and Akasaba)	Québec	O3 Mining (formerly Alexandria) ⁽¹⁾	Owned 100%
Alpha – Epsilon – Golden Valley option	Québec	O3 Mining (formerly Alexandria) ⁽¹⁾	Owned 80% ⁽²⁾
Sleepy	Québec	O3 Mining (formerly Alexandria) ⁽¹⁾	Owned 40% ⁽³⁾
Gwillim	Québec	O3 Mining (formerly Alexandria) ⁽¹⁾	Owned 100%
Matachewan-Wydee	Ontario	O3 Mining (formerly Alexandria) ⁽¹⁾	Owned 100%
Harricana	Québec	O3 Mining (formerly 9401-3513 Québec Inc.) ⁽¹⁾	Owned 100%
East Cadillac	Québec	CGMQ	Owned 100%
Denain-Pershing Property	Québec	CGMQ	Owned 100% ⁽⁴⁾
Nordeau Project	Québec	CGMQ	Owned 100% ⁽⁵⁾
Simkar	Québec	O3 Mining (formerly Alexandria) ⁽¹⁾	Owned 100%
Marban	Québec	O3 Mining (formerly NioGold) ⁽¹⁾	Owned 100%
Regcourt	Québec	CGMQ	Owned 100%
Louvem	Québec	O3 Mining (formerly Alexandria) ⁽¹⁾	Owned 100%
Kan– James Bay	Québec	O3 Mining	Owned 100%
Éléonore-Opinaca	Québec	O3 Mining	Owned 100%
Launay	Québec	O3 Mining	Owned 100%
Schefferville	Québec	O3 Mining	Owned 100%

Notes:

- (1) Effective January 1, 2022, these properties are directly owned by O3 Mining following the completion of the Reorganization.
- (2) O3 Mining has earned in 80% of the Centremaque Property from Golden Valley as a result of completing the Centremaque Interest Acquisition.
- (3) Probe Metals Inc. ("Probe Metals") has earned in 60% of the property. Probe Metals can earn an additional 10% interest on the Sleepy Property for a total of 70%.
- (4) O3 Mining has earned in 100% of the Denain-Pershing Property, which was owned by Renforth.
- (5) O3 Mining has an earned in 100% of the Nordeau Project, which was owned by Globex Mining Enterprise Inc. ("Globex").

On January 13, 2022, Patriot earned a 50% interest upon completion of \$2.25 million in work expenditures in the FCI Property. On February 22, 2022, the Corporation announced that it had entered into an asset purchase and sale agreement with Patriot to sell its remaining 50% interest in certain mining claims comprising the FCI Property.

On February 24, 2021, the Corporation announced the completion of the Moneta Transaction, pursuant to which Northern Gold, a wholly-owned subsidiary of the Corporation, was sold to Moneta. Northern Gold owns 100% of the Golden Bear assets, including the Garrison Project, in the Kirkland Lake district of the Timmins gold mining camp in Ontario, Canada.

MINERAL RESOURCES

The Corporation's mineral resources are summarized below:

CATEGORY	TONNES (MT)	AU GRADE (G/T)	AU (M OZ)
MEASURED			
SIMKAR ⁽⁶⁾	0.03	4.71	0.01
	0.03	4.71	0.01
INDICATED			
MARBAN ⁽³⁾	67.69	1.09	2.37
ORENADA ⁽⁴⁾	3.75	1.61	0.19
AKASABA ⁽⁵⁾	3.66	2.16	0.25
SIMKAR ⁽⁶⁾	0.21	5.66	0.04
NORDEAU WEST ⁽⁷⁾	0.23	4.17	0.03
	75.54	1.19	2.89
TOTAL M&I			
MARBAN ⁽³⁾	67.69	1.09	2.37
ORENADA ⁽⁴⁾	3.75	1.61	0.19
AKASABA ⁽⁵⁾	3.66	2.16	0.25
SIMKAR ⁽⁶⁾	0.24	5.53	0.04
NORDEAU WEST ⁽⁷⁾	0.23	4.17	0.03
	75.58	1.19	2.89
TOTAL INFERRED			
MARBAN ⁽³⁾	3.15	2.21	0.22
ORENADA ⁽⁴⁾	2.08	1.89	0.13
AKASABA ⁽⁵⁾	1.82	4.92	0.29
SIMKAR ⁽⁶⁾	0.10	6.36	0.02
NORDEAU WEST ⁽⁷⁾	1.11	4.09	0.15
SLEEPY ⁽⁸⁾	0.74	4.70	0.11
	9.00	3.17	0.92

Mineral Resource Notes:

- (1) Mineral inventories are not pit-constrained.
- (2) Inferred mineral resources have a great amount of uncertainty as to their existence and as to whether they can be mined legally or economically. It cannot be assumed that all or any part of the inferred mineral resources will ever be upgraded to a higher category. Mineral resources are not mineral reserves and do not have demonstrated economic viability.
- (3) Information relating to the Marban Property is supported by the Marban 2022 MRE.
- (4) Information relating to the Orenada Property is supported by the Orenada Resource Estimate.
- (5) Information relating to the Akasaba Property is supported by the Akasaba Resource Estimate.
- (6) Information relating to the Simkar Property is supported by the Simkar Resource Estimate.
- (7) Information relating to the East Cadillac Property is supported by the East Cadillac Resource Estimate.
- (8) Information relating to the Sleepy Property is supported by the Sleepy Resource Estimate.

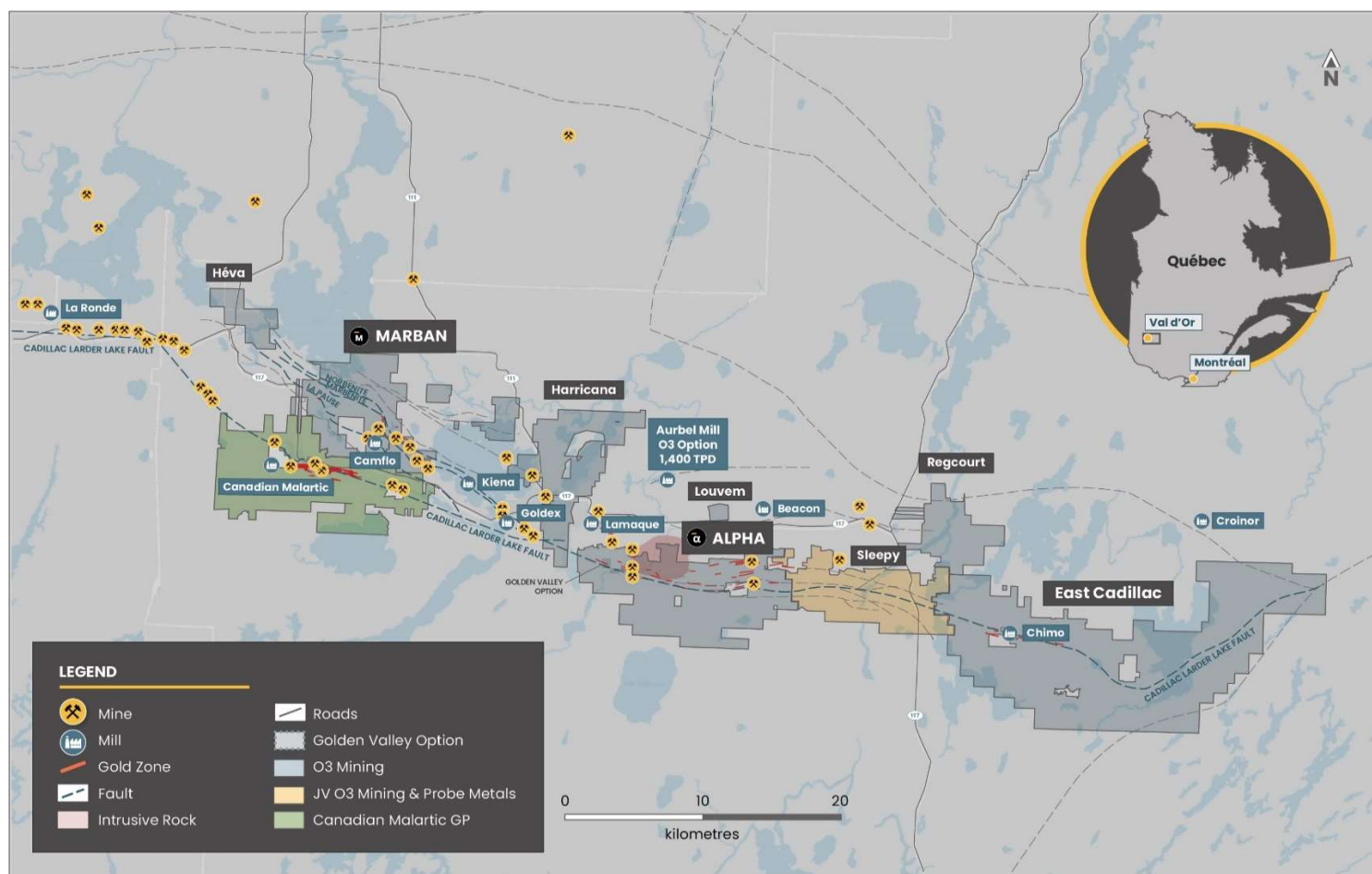
As of the date of this MD&A, the Marban Property, Orenada Property and East Cadillac Property are the material properties of the Corporation within the meaning of NI 43-101. The Akasaba Property, Simkar Property and Sleepy Property are not material properties of the Corporation as of the date hereof.

MINERAL PROPERTY ACTIVITIES

Cadillac Break Group – Alpha, East Cadillac, and Marban Properties

The Cadillac Break Group is located in the southeastern Abitibi Greenstone Belt of the Archean Superior Province in the Canadian Shield. The properties are located in the Val-d'Or and Malartic municipalities of the Abitibi-Témiscamingue administrative region in the Province of Québec. The properties are easily accessed via all-season public paved roads, public gravel roads, all-terrain vehicle trails, and bush roads. The Cadillac Break Group is located at the boundary between the Abitibi sub province and the Pontiac sub province, which is marked by the Cadillac-Larder Lake Fault zone and stretches for over 35 kilometres along the break. The Cadillac-Larder Lake Fault zone is a regional-scale strike fault and/or shear zone and is one of the most important structural controls on the gold mineralization in the Abitibi Greenstone Belt, which has produced 100 million ounces of gold since the early 1900s. Discoveries in the region, at depths between 500 and 1,500 metres, show that the Cadillac Break Group is highly under-explored, as most recent drilling has been in the upper 150 metres over the whole package, and only locally testing down to 300 metres in depth.

The Corporation holds a 100% interest in all these properties, subject to NSR royalties ranging between 1% to 2.5%, depending on the claim. A portion of these NSR royalties can be purchased for between \$200,000 and \$1,000,000.



Marban Property – Cadillac Break Group

Marban Project

The Marban Project is 100% owned by O3 Mining and is the result of an amalgamation of the former Marban, First Canadian, Norlartic and Gold Hawk claims. The Marban Project is located about 15 kilometres west of the town of Val-d'Or in the Abitibi-Témiscamingue region of Québec, Canada and consists of 30 mining claims and three mining concessions (1,023 hectares).

The Marban Project is located in the Malartic mining camp in the Abitibi gold district of Québec. The Marban Project contains three past-producing mines (Marban, Norlartic and Kierens), which collectively produced 585,000 ounces of gold between 1959 and 1992. The land package owned by O3 Mining in the heart of the Cadillac, Malartic, and Val-d'Or gold mining camps

covers 125 square kilometres and is located 15 kilometres from the Canadian Malartic Mine and lies along the same shear structure as Wesdome Gold Mines Ltd.'s Kiena Deposit.

During the year ended December 31, 2021, the Corporation completed 269 drill holes totaling 63,756 metres of drilling on the Marban Project. The drilling was completed to test extensions of the PEA open pits near surface between Kierens and Norlartic deposits, at the adjacent North Shear, North North and Triple North zones and at the recently discovered Marban Dykes and Golden Bridge zones. Extensions at depth were also explored at the North North, North Shear, Marbenite and Marban East zones.

In July 2021, the Corporation initiated a resource delineation program on the extensions at depth of the historical Camflo mine below the last production level at some 1,260 metres below surface. Exploration drilling conducted by Barrick Gold Corporation in 1992 from that level demonstrated continuity of the ore body both in geometry and grade. The mine was in production for 27 years, from 1965 to 1992, and yielded a total of 1.65 million ounces of gold from 8,862,240 tonnes of ore grading 5.78 g/t Au. It was recognized as one of the lowest-cost gold mines in North America. The Marban Project is subject to 2% to 3% NSR royalties, most of them allowing buy-back for half of the royalty.

The Marban zone drilling highlights consist of an array of veins and veinlets composed of quartz, calcite, and chlorite within a folded basaltic unit. The Norlartic zone drilling highlights consist of a stockwork of quartz veinlets with disseminated pyrite within intermediate and mafic dykes as well as a basaltic unit within the hanging wall of the Norbenite Shear. This geology is consistent with the description of the mineralized zones of the historical mines in and around the Marban project. Many drill holes published today have crossed historical mining stopes and confirmed the presence of high-grade material within the mining walls and wide envelopes on both sides of those mining openings.

The updated mineral resource announced in the 2022 MRE is estimated from 507,238 metres of drilling in 2,205 holes including 39,208 metres in 209 holes drilled by O3 Mining from March to December 2021. Most of the drilling was dedicated to infill drilling to convert inferred resources from the PEA to indicated resources, which will be used as a resource base for the upcoming PFS together with recently completed and reported metallurgical testwork results. The completed drilling succeeded to convert Inferred resources from the PEA to Indicated resources.

Drilling Highlights:

Marban

- 35.8 g/t Au over 8.9 metres, including 440.0 g/t Au over 0.7 metres in hole O3MA-21-187 located in the proposed PEA pit. Subsidiary zones were also intersected along the same drill hole yielding 1.0 g/t Au over 37.0 metres, 3.3 g/t Au over 3.2 metres, and 1.3 g/t Au over 31.4 metres;
- 11.1 g/t Au over 5.0 metres and 5.3 g/t Au over 7.2 metres in hole O3MA-21-232 located in the proposed PEA pit;

Norlartic

- 44.1 g/t Au over 2.3 metres including 192.0 g/t Au over 0.5 metre in hole O3MA-21-203 located in the proposed PEA pit. This intercept is bordered by two historical openings and the gold endowment goes beyond those openings, 1.1 g/t Au over 6.4 metres and 2.1 g/t Au over 1.6 metres were also intercepted immediately before and after;
- 2.1 g/t Au over 17.4 metres and 3.0 g/t Au over 9.8 metres in hole O3MA-21-211 located in the proposed PEA pit. The hole also intercepted 1.5 g/t Au over 7.9 metres and 3.2 g/t Au over 2.3 metres surrounding a historical opening;
- 2.1 g/t Au over 13.7 metres and 1.8 g/t Au over 25.2 metres on each side of a historical opening in hole O3MA-21-143 located in the proposed PEA pit.

The full set of drill results are available electronically on SEDAR (www.sedar.com) under O3 Mining's issuer profile and O3 Mining's website (www.o3mining.com).

i) Siscoe East Project

The Siscoe East Property is located in the Vassan Township in the Abitibi-Témiscamingue region of Québec. The Corporation owns a 100% interest in the claims covering the Siscoe East Property. Some claims are subject to a 2% NSR royalty, 50% of which may be repurchased by the Corporation for a total of \$2.8 million.

ii) Héva Project

The Héva Property is located 42 kilometres northwest of the town of Val-d'Or, in the Abitibi-Témiscamingue region of Québec. Some of the claims of the Héva Property are subject to a 1.5% NSR royalty, 50% of which may be repurchased by the Corporation for \$200,000.

iii) Other projects

Other projects in the Marban Property include the Camflo West, Malartic Hygrade, Malartic Hygrade-NSM and Malartic H projects. The projects are located to the northeast of the town of Malartic, in the Abitibi-Témiscamingue region of Québec. The projects consist of 139 mining claims and one mining concession (6,263 hectares). The claims under the Camflo West Project are subject to various NSR royalties ranging from 1.5% to 3.0%, certain of which, or portions thereof, can be repurchased by the Corporation for payments ranging from \$200,000 to \$1.5 million. The claims under the Malartic H Project are 85% owned by the Corporation and the remaining 15% can be purchased by the Corporation for \$25,000. On November 9, 2020, O3 Mining completed the acquisition of the remaining 50% interest in the Northern Star claims (also known as the Virginia claims) from 9265-991 Québec Inc. for \$200,000.

Alpha Property – Cadillac Break Group

The Alpha Property includes several significant gold showings (Bulldog, Epsilon, Pontiac East and West, Mid Canada, Ducros, Hogg, Oramaque, Jolin, Sabourin, Goldora and Valdora) as well as the Orenada Zone 2 and Zone 4 gold deposits. The Alpha Property is located 8 kilometres east of Val-d'Or and 3 kilometres south of the Eldorado South Lamaque Mine. It is also the host of the Akasaba Deposit and Simkar Gold Deposit. The Alpha Property covers more than 7,754 hectares and strides 20 kilometres of the prolific Cadillac Break. The Bulldog showing discovered in late 2018 will be the focus of the upcoming drilling program. The property is subject to a 1% NSR royalty on select claims, and assigned existing royalty buy-back rights on NSR royalties between 1% to 2% on certain other claims in the Val-d'Or area for proceeds of \$300,000.

On March 16, 2020, the Corporation purchased the Louvem Property from Monarch Gold Corporation ("Monarch"). The Louvem Property consists of 12 mining claims and is located 5 kilometres east of the town of Malartic, in the Abitibi-Témiscamingue region of Québec. In accordance with the terms of the asset purchase agreement, the Corporation: (i) acquired a 50% interest in the Louvem Property in exchange for the issuance of 4,546 Common Shares, subject to a 1% NSR royalty granted to Monarch on the Louvem Property with a 0.5% NSR royalty buy-back for \$300,000; and (iii) will acquire the remaining 50% interest in the Louvem Property for cash consideration of \$10,000. In July 2021, the Corporation completed the \$10,000 payment to earn the additional 50% of the property.

i) Epsilon – Golden Valley option

On October 1, 2021, the Corporation announced that it has, through its wholly-owned subsidiary, Alexandria, acquired an 80% undivided interest in the Centremaque Property, located on O3 Mining's Alpha Property in Val-d'Or, Québec, Canada, from Golden Valley.

The acquisition was completed pursuant to the terms of an option agreement dated April 20, 2017 between Golden Valley and Alexandria (as amended, the "Option Agreement"), pursuant to which Golden Valley granted Alexandria an option to complete the Centremaque Interest Acquisition by, among other things, incurring C\$4 million in eligible expenditures (the "Required Expenditures") over a four-year period following the date of the Option Agreement.

On September 9, 2021, Golden Valley and Alexandria amended the terms of the Option Agreement to allow Alexandria to satisfy a shortfall of C\$209,460 in Required Expenditures by delivering to Golden Valley Common Shares in the capital of the Corporation in lieu thereof. In accordance with the terms of the amended Option Agreement, the Corporation has issued to Golden Valley an aggregate of 98,570 Common Shares in full satisfaction of Alexandria's obligations to incur the Required Expenditures under the Option Agreement. The Common Shares issued in connection with the transaction are subject to a hold period expiring four months and one day after date of issuance.

In accordance with the terms of the Option Agreement, upon the closing of the Centremaque Interest Acquisition, Golden Valley and Alexandria are deemed to have formed a joint venture for the purposes of, among other things, further exploring the Centremaque Property and, if deemed warranted, developing, constructing, and operating a mine on the Centremaque Property (or a part of thereof). Golden Valley will retain a 20% free carried interest, and retain a 1.5% NSR royalty, of which 0.5% may be purchased by the Corporation for C\$1 million.

ii) Integra option

In 2012, Alexandria has optioned one claim from the airport area located at the western edge of the Alpha Property to Integra Gold Corp. Alexandria retains a 2% NSR royalty, of which 1% may be re-purchased for \$1,000,000.

iii) Exploration Activity

During the year ended December 31, 2021, O3 Mining completed 125 drill holes totaling 54,121 metres of drilling on the Alpha Property, focusing on the Cadillac Fault Corridor and specifically on Simkar, Centremaque option, Bulldog, Omega sector south of Eldorado's Lamaque mine and Orenada 4 extension at depth zones. Mineralization at the Bulldog zone is composed of three individual zones associated with sheared, carbonatized, and sericitized wackes of the Cadillac formation and porphyric dykes containing 1-3% fine disseminated pyrite. Drilling on 100 metres spacing defined mineralization over 500 metres laterally and 700 metres vertically remaining open at depth. Infill drilling was completed in the first 450 vertical meters in preparation for a first resource estimate planned for mid-2022.

Sleepy Property – Cadillac Break Group

The property comprises 232 individual claims (7,408 hectares). On November 28, 2016, Alexandria entered into a binding agreement with Probe Metals, which sets forth the terms of an exploration earn-in on the property. In order to earn a 60% interest on the Sleepy Property, Probe Metals must: (i) commit \$5.0 million in work expenditures over a period of four years; and (ii) issue \$300,000 of its common shares upon signing. Following the completion of the committed \$5.0 million in work expenditures, Probe Metals exercised its option in April 2021. The Sleepy Property is now held in a joint venture with 60% of the interest owned by Probe Metals and 40% of the interest maintained by O3 Mining.

Probe Metals can earn an additional 10% interest on the Sleepy Property by: (i) completing a PFS (1 million ounces); (ii) incurring an additional \$2.0 million in exploration expenditures; and (iii) issuing to O3 Mining an additional 200,000 of its common shares.

Exploration Activity

During the year ended December 31, 2021, Probe Metals continued its work program on the Sleepy Property, which included drilling and geophysics to enhance known mineralization trends and to identify new areas of interest.

East Cadillac Property – Cadillac Break Group

The East Cadillac Property is located more than 35 kilometres east of the town of Val-d'Or and consists of two earn-in agreements in addition to the ground wholly owned by O3 Mining. The property consists of 370 single claims (18,328 hectares) and nearly 15 kilometres of the eastern extension of the Cadillac Break. The property hosts the Nordeau West Deposit, located 1,500 metres east of the former Chimo Mines held by Cartier Resources Inc.

i) Globex option

On November 1, 2016, CGMQ entered into an option agreement with Globex on the Nordeau Project. O3 Mining may acquire a 100% interest, except certain claims where Globex has a 60% interest, by making annual option payments totalling \$590,000 over four years and funding exploration expenditures of \$2.5 million also over a four-year period. Upon exercising the option, O3 Mining will grant a 3% gross metal royalty to Globex. O3 Mining has the right to withdraw, with no minimum expenditure commitment at any time.

As of December 31, 2021, O3 Mining completed the cash payments and exceeded the minimum exploration expenditures. The documentation is being prepared to exercise the purchase option.

ii) Renforth option

On May 21, 2018, CGMQ entered into a binding agreement with Renforth on the Denain-Pershing Project. O3 Mining may earn an 80% interest in the project by making total option payments of \$200,000 and funding exploration expenditures of \$1.25 million over a period of three years. The claims are subject to a 3% NSR royalty (including third-party royalties) with a 1% buy-back right for \$1,000,000.

Due to the COVID-19 pandemic and the operation suspension in Québec, the Corporation exercised the force majeure clause in the option agreement on March 23, 2020. As the result, the payment date for the option payment of \$50,000, which was due

May 21, 2020, was paid on June 20, 2020, and the last \$50,000 option payment had been postponed until June 20, 2021. The deadline to incur exploration expenditures of \$1.25 million, of which \$650,000 remained, has been incurred by June 20, 2021. However, on May 28th, 2021, the Corporation entered into a purchase agreement where Renforth Resources Inc. has agreed to sell 100% of the Property to the Corporation for a total consideration of \$175,000.

On July 28, 2021, the Corporation announced that it had fulfilled the conditions of the option agreement with Renforth on the Denain-Pershing Property to earn in 80% ownership interest in the property. The Corporation acquired the remaining 20% of the Denain-Pershing Property from Renforth in exchange for \$125,000 cash and 21,603 Common Shares, and now holds a 100% interest in the property.

iii) Regcourt Property

On March 16, 2020, O3 Mining purchased the Regcourt Property from Monarch. The Regcourt Property is located at the eastern end of the Val-d'Or gold mining camp, approximately 30 kilometres east of Val-d'Or, Québec, and consists of 88 mining claims near the centre of the western border of Vauquelin Township of Québec. In accordance with an asset purchase agreement, the Corporation acquired the Regcourt Property in exchange for the issuance of 113,637 Common Shares.

Exploration Activity

During the year ended December 31, 2021, O3 Mining completed 4 drill holes totaling 1,074 metres of drilling on the East Cadillac Property. Drilling focused on the Cadillac Fault Corridor and specifically on the Nordeau West, Nordeau East, Simon West and North Contact zones. Simon West and North Contact zones returned the more promising results and warrant follow up drilling during the winter.

Harricana Property

The Harricana Property is located 9 kilometres northeast of the town of Val-d'Or, on the eastern shore of the Blouin Lake, and hosts the Aurbel Deposit. The Harricana Property is 100%-owned by the Corporation and is comprised of 117 individual claims (3,878 hectares). The property was acquired by O3 Mining on August 23, 2019 as a result of its acquisition of Harricana River Mining Corporation Inc.

Kinebik Property

The Kinebik Project is located in northern Québec, approximately halfway between the towns of Lebel-sur-Quévillon and Matagami. The property covers greater than 30 kilometres of strike along the Casa Berardi Fault, which hosts the Casa Berardi Gold Deposit. The project consists of 348 single cells and is 100% owned by the Corporation. On April 14, 2021, the Corporation completed a transaction with NewOrigin, under which the Corporation disposed of the Kinebik Gold Project in exchange for 2,700,000 common shares of NewOrigin.

James Bay Properties

i) Kan Project

The Kan Project is located within the Labrador Trough, approximately 80 kilometres southwest of Kuujuaq, Québec. It covers approximately 40 kilometres of favorable stratigraphy that includes silicate-carbonate iron formations, thick metal-rich black shales units, gabbros and turbidites. The Kan Project surface was reduced to 300 claims (3,980 hectares). 125 claims are subject to a 2% NSR royalty in favour of Les Ressources Tectonic Inc., 0.5% of which may be purchased for \$750,000 at any time by Osisko Gold Royalties Ltd. ("Osisko GR") and an additional, 0.5% of which may be purchased for \$750,000 by Altius Resources Inc. In addition, Osisko GR holds an NSR royalty over the total number of claims on the production of precious metals for a minimum of a 1.5% NSR royalty and a maximum of a 3.5% NSR royalty and a 2.0% NSR royalty on all other metals provided. However, if there is an existing royalty applicable on any portion of the claims, the royalty percentages shall, as applicable, be adjusted so that the aggregate maximum royalty percentage on such portion shall not exceed a 3.5% NSR royalty at any time.

ii) FCI – Corvette Lithium Project

The FCI – Corvette Lithium Project consists of 28 claims (1,434 hectares) and is located within the James Bay Greenstone Belt in Northern Québec. The FCI – Corvette Lithium Project is subject to a 1.5% to 3.5% NSR royalty.

On August 27, 2018, Osisko Mining entered into a binding agreement with Patriot which sets forth the terms of an exploration earn-in on the property. Under the exploration earn-in, Patriot must commit \$2.25 million in work expenditures over a three-year period to earn a 50% interest on the FCI-Corvette Lithium Project, subject to certain annual work expenditure thresholds, including a guaranteed expenditure threshold of \$250,000 in the first year. Following the completion of the exploration earn-in, the FCI – Corvette Lithium Project will be transferred to a new joint venture entity to be owned 50% by O3 Mining and 50% by Patriot. In addition, Patriot may earn a further 25% interest in the joint venture entity (for a total interest of 75%) by electing to fund an additional \$2.0 million of project level expenditures, such as a PEA or PFS.

On October 21, 2020, O3 Mining obtained a 50% interest in the FCI property upon delivering notice to Osisko GR of completing expenditures aggregating \$250,000 on or before August 27, 2019 in accordance with an earn-in agreement. On November 20, 2020, as part of the termination of the earn-in agreements, the Corporation received the remaining 50% interest in the FCI property.

On January 13, 2022, Patriot earned a 50% interest upon completion of \$2.25 million in work expenditures in the FCI Property.

On February 22, 2022, O3 Mining announced that it had entered into an asset purchase and sale agreement with Patriot to sell its remaining 50% interest in certain mining claims comprising the FCI Property to Patriot in exchange for (i) 1,800,000 common shares of Patriot, and (ii) a one-time cash payment of C\$3 million from Patriot.

Éléonore Opinaca Property

The Éléonore Opinaca Property was transferred to O3 Mining on July 5, 2019 in conjunction with the completion of the RTO. The Éléonore Opinaca Property is 100% owned by the Corporation and is located approximately 320 kilometres north of the town of Matagami in the James Bay area, Northern Québec and is subject to an NSR of 0.5%.

Launay Property

The Launay Property was transferred to O3 Mining on July 5, 2019 in conjunction with the completion of the RTO. The Launay Property is located in the Abitibi Greenstone Belt, Québec, and it is subject to a 1.5% NSR royalty.

Matachewan-Wydee Property

The Matachewan-Wydee project is in the vicinity of the Young Davidson Mine complex approximately 6 kilometres west-northwest of the town of Matachewan, Ontario, and covers a total of 86 claims. The project is 100% owned by O3 Mining and was previously subject to an earn-in in favour of Prosper Gold Corp., which was terminated in February 2021.

EXPLORATION AND EVALUATION ASSETS EXPENDITURES

The Corporation's expenditures on exploration and evaluation assets for the year ended December 31, 2021, were as follows (in thousands of Canadian dollars):

	December 31, 2020	Deferred income tax asset on investment tax credits	Acquisitions	Additions	Disposals	December 31, 2021
Kan - James Bay	\$ 236	\$ -	\$ -	\$ 13	\$ -	\$ 249
FCI - Corvette Lithium	(62)	-	-	(58)	-	(120)
Éléonore Opinaca	1,013	-	-	1	-	1,014
Launay	1,003	-	-	8	-	1,011
Marban	65,207	(167)	-	21,043	(1)	86,082
Alpha	44,859	-	210	16,751	-	61,820
Harricana	1,649	-	-	-	-	1,649
East Cadillac	13,485	(95)	175	872	(221)	14,216
Total exploration and evaluation assets	\$ 127,390	\$ (262)	\$ 385	\$ 38,630	\$ (222)	\$ 165,921

Significant additions during the year ended December 31, 2021 are described by category in the following table (in thousands of Canadian dollars):

For the year ended December 31, 2021	FCI -							Total
	Kan - James Bay	Corvette Lithium	Éléonore Opinaca	Launay	Marban	Alpha	East Cadillac	
Property costs	\$ 11	\$ (58)	\$ 1	\$ 6	\$ 171	\$ 54	\$ 104	\$ 289
Camp costs	-	-	-	-	129	327	13	469
Office costs	-	-	-	-	13	14	-	27
Project management	-	-	-	-	274	331	45	650
Drilling	-	-	-	2	16,258	15,242	352	31,854
Geochemical survey	-	-	-	-	3	-	-	3
Permitting	2	-	-	-	61	56	8	127
Geophysical survey	-	-	-	-	106	241	30	377
Geology	-	-	-	-	266	214	301	781
Feasibility study and preliminary economic assessment	-	-	-	-	3,520	21	9	3,550
Community relations	-	-	-	-	75	72	2	149
Environmental	-	-	-	-	127	96	1	224
Health and safety	-	-	-	-	58	108	7	173
Québec exploration mining duties	-	-	-	-	(18)	(25)	-	(43)
Total additions	\$ 13	\$ (58)	\$ 1	\$ 8	\$ 21,043	\$ 16,751	\$ 872	\$ 38,630

During the year ended December 31, 2021, the majority of spending was on the Marban Property, Alpha Property and East Cadillac Property. The Corporation completed 398 drill holes totaling 118,951 metres on these properties.

OUTLOOK

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

On March 23, 2020, the Government of Québec mandated all non-essential businesses to suspend operations until further notice, which included O3 Mining's operations at all sites in Québec. In accordance with the directive, workers were demobilized from all sites in Québec on March 24, 2020. At this time, any employees able to perform their duties through teleworking began to do so. On April 13, 2020, the Government of Québec added certain mining operations to the list of essential activities allowed to reopen effective April 15, 2020. However, O3 Mining's operations continued to be suspended as the order from the Government of Québec did not authorize exploration/development stage projects to reopen. On May 13, 2020, the Corporation resumed exploration activities on its properties near Val-d'Or following an announcement from the Government of Québec easing restrictions previously in place due to COVID-19. The Corporation's priority in this resumption is the health and safety of its employees and contractors, their families, and the communities in which the Corporation operates.

The Corporation continues to have a strong cash position of approximately \$27.2 million as at December 31, 2021. The Corporation is planning to spend approximately \$1.9 million per month on exploration activities on all its properties, and \$494,000 per month on general and administration expenses and salaries and benefits, excluding non-cash items, for the 2022 year.

In 2022, O3 Mining will progress its large-scale drilling program with 73,000 metres planned on its Alpha and Marban projects. A total of 40,000 metres is planned on Marban and 33,000 metres is planned for Alpha. Activity at Marban will be focused on Marban Engineering, focusing on the completion of the Marban PFS and future economic studies, and Marban Regional, a greenfield exploration program over the entire Marban project.

- Marban Engineering:
 - Complete the PFS by Q3 2022 with a focus on conducting fieldwork, completing metallurgical, geotechnical and geomechanical test work, economic trade-off studies, in addition to completion of the environmental baselines studies.
- Marban Regional:
 - Camflo extension testing for potential economic material, which offers the potential to increase resources within the Marban Project area.
 - Initiate the greenfield exploration program over the entire project. The minimally drilled area is three times larger than the Marban Engineering area and hosts numerous historical gold showings.

Marban Pre-feasibility Study Roadmap:

Expected Work To Be Completed		
Q1 2022	Q2 2022	Q3 2022
<ul style="list-style-type: none"> Metallurgical test work Geotechnical and geomechanical fieldwork, and lab testing 	<ul style="list-style-type: none"> Hydrology and hydrogeology analysis Mine design Mill and tailings design 	<ul style="list-style-type: none"> Cost estimate and economic evaluation PFS - NI 43-101 Technical report

- Alpha Drilling:
 - Expand known deposits at Kappa and Bulldog and proceed to a resource estimate when there is enough resource to generate an economic scenario.
 - Follow-up on significant Sigma type veins intercepted in the Omega sector to prove the existence of an auriferous system proximal to Eldorado's Lamaque mine and hosted in a similar geological environment.
 - Resource conversion and expansion at the Akasaba deposit, which offers the potential to become a gold producer in the short term as most of the deposit has already been tightly drilled in the first 300 metres from the surface.

Divestment is part of the Corporation's go-forward strategy of monetizing value from its non-core projects, either through sale or partnerships with strategic buyers, who have strong management teams and are well-capitalized, as well as technically and operationally strong. This strategy will allow O3 Mining to focus on its core projects in Val-d'Or, Québec. While the current market capitalization is less than the book value of the Corporation's assets, there are no indicators of impairment on any of our properties which we continue to actively explore and evaluate.

INVESTMENTS

The Corporation's assets included a portfolio of investments in public and private companies as at December 31, 2021. Much of this portfolio of investments was transferred from Osisko Mining to O3 Mining on July 5, 2019 in conjunction with the RTO. The Corporation holds investments in various companies within the mining industry for investment and strategic purposes. In some cases, the Corporation may decide to take a more active role in the investee, including providing management personnel, and technical and administrative support, as well as nominating individuals to the investee's board of directors.

Marketable Securities

The following table summarizes information regarding the Corporation's marketable securities as at December 31, 2021 and December 31, 2020 (in thousands of Canadian dollars):

As at	December 31, 2021	December 31, 2020
Balance, beginning of year	\$ 19,036	\$ 10,172
Additions	3,184	5,276
Disposals	(6,995)	(6,092)
Share consideration from disposition of exploration and evaluation assets	446	2,146
Realized gain	3,622	3,002
Unrealized (loss)/gain	(7,378)	4,532
Balance, end of year	\$ 11,915	\$ 19,036

During the year ended December 31, 2021, the marketable securities were fair valued, and this resulted in an unrealized loss of \$7.4 million (2020 – gain of \$4.5 million). The Corporation sold investments during the year ended December 31, 2021, which resulted in a realized gain of \$3.6 million (2020 – gain of \$3.0 million).

RESULTS OF OPERATIONS

The following table summarizes the Corporation's Statements of Loss/(Income) and Comprehensive Loss/(Income) for the three and twelve-month periods ended December 31, 2021 and 2020 (in thousands of Canadian dollars):

	Three months ended		Year ended	
	December 31,	December 31,	December 31,	December 31,
	2021	2020	2021	2020
Expenses/(income)				
Compensation expenses	\$ 1,303	\$ 1,153	\$ 4,416	\$ 5,018
General and administration expenses	1,121	913	2,880	2,659
General exploration expenses	9	-	33	24
Loss on impairment of exploration and evaluation assets	-	-	-	831
Flow-through premium income	(2,618)	(2,064)	(13,976)	(5,209)
Gain on disposition of Northern Gold	-	-	(25,936)	-
Loss/(gain) from marketable securities	422	(119)	3,756	(7,534)
Gain on disposition of exploration and evaluation assets	-	18	(272)	(1,715)
Other income	(94)	(14)	(94)	(16)
Operating loss/(income)	143	(113)	(29,193)	(5,942)
Finance income	(75)	(84)	(336)	(283)
Finance costs	23	17	101	61
Net finance income	(52)	(67)	(235)	(222)
Share of loss of associate	256	-	445	-
Loss/(income) before tax	347	(180)	(28,983)	(6,164)
Deferred income tax expense	5,380	1,449	8,574	2,951
Current income tax recovery	-	(564)	-	-
Loss/(income) and comprehensive loss/(income)	5,727	705	\$ (20,409)	\$ (3,213)

Three-Month Period Ended December 31, 2021 as Compared to Three-Month Period Ended December 31, 2020

Loss and comprehensive loss increased by \$5.0 million from a loss of \$705,000 for the three-month period ended December 31, 2020 to a loss of \$5.7 million for the three-month period ended December 31, 2021. The majority of the loss in the period relate to an increase in the income tax expense of \$4.5 million (non-cash expense), an increase in loss from marketable securities of \$541,000 (non-cash expense) and an increase in the share of loss of associate of \$256,000 (non-cash expense). This was offset by an increase in flow-through premium income of \$554,000 (non-cash income).

Compensation expenses increased by \$150,000 to \$1.3 million for the three-month period ended December 31, 2021, compared with \$1.2 million for the same period in 2020. The increase was mostly due to an increase in salaries of \$190,000 as a result of salaries and benefits paid to employees hired during 2021, offset by a decrease in stock-based compensation in the fourth quarter of 2021 due to the lower stock price during the period.

General and administrative expenses increased by \$208,000 to \$1.1 million for the three-month period ended December 31, 2021. The increase relates to an increase in shareholder and regulatory expense of \$115,000, an increase in travel expenses of \$62,000 and an increase in office expense of \$48,000 offset by a decrease in professional fees of \$17,000.

Flow-through premium income was \$2.6 million for the three-month period ended December 31, 2021, compared to \$2.1 million for the same period in 2020. This income was derived from the flow-through offerings, combined with the amount of "Canadian exploration expenditures" that were spent during the period. On the issuance of flow-through shares, a flow-through share premium liability is recognized. Upon the Corporation incurring flow-through eligible expenditures, the Corporation recognizes flow-through premium income and decreases the flow-through premium liability.

During the three-month period ended December 31, 2021, the Corporation maintained a portfolio of securities that were strategically invested in the marketable securities of exploration and development companies. As a result, the Corporation recognized an unrealized loss of \$422,000 in the period. The unrealized loss was a result of the Corporation marking to market its investments at period end. The Corporation had a fair market value of \$11.9 million in marketable securities as at December 31, 2021, compared to \$19.0 million as at December 31, 2020.

Year Ended December 31, 2021 as Compared to Year Ended December 31, 2020

Income and comprehensive income increased by \$17.2 million from an income of \$3.2 million for the year ended December 31, 2020 to an income of \$20.4 million for the year ended December 31, 2021. The majority of the income in the period relates to the significant gain of \$25.9 million (non-cash income) on the sale of Northern Gold Mining (which holds the Garrison properties) to Moneta. The income further relates to an increase in flow-through premium income of \$14.0 million (non-cash income). Income was offset by an income tax expense of \$8.6 million (non-cash expense), compensation expenses of \$4.4 million and general and administrative expenses of \$2.9 million.

Compensation expenses decreased by \$602,000 to \$4.4 million for the year ended December 31, 2021, compared with \$5.0 million for the same period in 2020. The decrease was mostly due to lower stock-based compensation of \$930,000 in 2021 due to the decrease in stock price during the period. This is offset by an increase in salaries of \$328,000 as a result of salaries and benefits of employees hired during the year.

General and administrative expenses increased by \$221,000 to \$2.9 million for the year ended December 31, 2021. The increase is due to an increase in shareholder and regulatory expense of \$374,000 and office expense of \$83,000. This is offset by a decrease in professional fees of \$259,000 and travel expense of \$23,000.

Flow-through premium income was \$13.9 million for the year ended December 31, 2021, compared to \$5.2 million for the same period in 2020. This income was derived from the flow-through offerings, combined with the amount of "Canadian exploration expenditures" that were spent during the year. On the issuance of flow-through shares, a flow-through share premium liability is recognized. Upon the Corporation incurring flow-through eligible expenditures, the Corporation recognizes flow-through premium income and decreases the flow-through premium liability.

During the year ended December 31, 2021, the Corporation maintained a portfolio of securities that were strategically invested in the marketable securities of exploration and development companies. As a result, the Corporation recognized an unrealized loss of \$7.4 million in the year. The unrealized loss was a result of the Corporation marking to market its investments at year end. The Corporation also recognized a realized gain of \$3.6 million in the year on the disposition of their marketable securities. The Corporation had a fair market value of \$11.9 million in marketable securities as at December 31, 2021, compared to \$19.0 million as at December 31, 2020.

Cash Flow

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

Operating Activities

Cash used in operating activities for the year ended December 31, 2021 totaled \$6.1 million, compared to \$4.0 million for the same period in 2020. The increased outflows were primarily attributable to net cash used in items of working capital of \$838,000 for the year ended December 31, 2021, compared to a net cash inflow of \$796,000 for the same period in 2020. Income for the year ended December 31, 2021 was \$20.4 million compared to income of \$3.2 million for the same period in 2020, offset by various non-cash items.

Financing Activities

Cash provided by financing activities was \$32.6 million for the year ended December 31, 2021, compared with \$37.8 million for the same period in 2020. This inflow of cash is attributable to \$32.9 million raised from a private placement, less repayment of lease liabilities of \$325,000.

Investing Activities

Cash used in investing activities for the year ended December 31, 2021 totaled \$33.6 million, compared with \$16.2 million for the same period in 2020. This outflow is primarily attributable to exploration and evaluation expenditures of \$36.9 million, and acquisition of marketable securities of \$3.2 million in the year ended December 31, 2021. This was partially offset by proceeds of \$7.0 million from disposition of marketable securities.

In management's view, the Corporation has sufficient financial resources to fund current planned exploration programs and ongoing operating expenses. As at December 31, 2021, the Corporation had a cash balance of \$27.2 million, compared to \$34.3 million as at December 31, 2020. The Corporation will continue to be dependent on raising equity or other capital as

required unless and until it reaches the production stage and generates cash flow from operations. See "Risks and Uncertainties" and "Cautionary Note Regarding Forward-Looking Information".

SUMMARY OF QUARTERLY RESULTS

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

For the period ended	December 31, 2021	September 30, 2021	June 30, 2021	March 31, 2021
Financial results:				
Interest income	\$ 75	\$ 67	\$ 107	\$ 87
Loss/(income)	\$ 5,727	\$ 1,591	\$ 163	\$ (27,890)
Loss/(earnings) per share*:				
Basic	\$ 0.08	\$ 0.02	\$ -	\$ (0.44)
Diluted	\$ 0.08	\$ 0.02	\$ -	\$ (0.44)
Financial position:				
Working capital (non-IFRS measurement)**	\$ 36,752	\$ 46,928	\$ 62,615	\$ 74,303
Exploration and evaluation assets	\$ 165,921	\$ 158,396	\$ 146,380	\$ 136,941
Total assets	\$ 261,989	\$ 267,764	\$ 267,923	\$ 270,275
Share capital	\$ 204,682	\$ 202,256	\$ 202,206	\$ 202,221
Retained earnings/(Deficit)	\$ 14,550	\$ 20,278	\$ 21,869	\$ 22,031
Number of shares issued and outstanding	68,160,439	68,061,869	68,040,266	68,040,266

* Basic and diluted (earnings)/loss per share is calculated based on the weighted-average number of Common Shares outstanding.

** Working capital is a non-IFRS measurement with no standardized meaning under IFRS. For further information and a detailed reconciliation, please see section "Non-IFRS Measure".

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

For the period ended	December 31, 2020	September 30, 2020	June 30, 2020	March 31, 2020
Financial results:				
Interest income	\$ 84	\$ 92	\$ 29	\$ 78
Loss/(income)	\$ 705	\$ (2,579)	\$ (4,140)	\$ 2,796
Loss/(earnings) per share*:				
Basic	\$ 0.01	\$ (0.04)	\$ (0.09)	\$ 0.06
Diluted	\$ 0.01	\$ (0.04)	\$ (0.08)	\$ 0.06
Financial position:				
Working capital (non-IFRS measurement)**	\$ 75,916	\$ 60,179	\$ 62,539	\$ 19,987
Exploration and evaluation assets	\$ 127,390	\$ 145,923	\$ 141,865	\$ 141,008
Total assets	\$ 211,053	\$ 212,097	\$ 207,374	\$ 165,713
Share capital	\$ 184,150	\$ 184,309	\$ 184,407	\$ 158,448
Deficit	\$ (5,859)	\$ (5,151)	\$ (7,730)	\$ (11,868)
Number of shares issued and outstanding	60,330,966	60,296,508	60,296,508	47,045,498

* Basic and diluted (earnings)/loss per share is calculated based on the weighted-average number of Common Shares outstanding.

** Working capital is a non-IFRS measurement with no standardized meaning under IFRS. For further information and a detailed reconciliation, please see section "Non-IFRS Measure".

LIQUIDITY AND CAPITAL RESOURCES

The outbreak of COVID-19 has resulted in governments worldwide enacting emergency measures to combat the spread of the virus. Measures taken to contain the spread of the virus, including travel bans, quarantines, social distancing, and closures of non-essential services have triggered significant disruptions to businesses worldwide, resulting in an economic slowdown. The duration and impact of the COVID-19 pandemic is unclear at this time and as a result it is not possible for management to estimate the severity of the impact it may have on the financial results and operations of the Corporation in future periods. It is management's assumption that the Corporation will continue to operate as a going concern.

As at December 31, 2021, the Corporation had a cash balance of \$27.2 million (December 31, 2020 - \$34.3 million) and working capital of \$36.8 million (December 31, 2020 - \$75.9 million). Cash increased from December 31, 2020, due to the completion of a private placement financing and the sale of marketable securities in the year ended December 31, 2021. The majority of the Corporation's financial liabilities have contractual maturities of less than 30 days and are subject to normal trade terms. The Department of Finance passed legislation, applicable to the June 19, 2020 private placement, which extends the flow-through funds spend period and the look-back rule by one year, including suspending the Part XII.6 tax for the same period.

The Corporation has no history of revenues from its operating activities. The Corporation is not in commercial production on any of its mineral properties and accordingly does not generate cash from operations. During the year ended December 31, 2021, the Corporation had negative cash flow from operating activities, and the Corporation anticipates it will have negative cash flow from operating activities in future periods.

The Corporation has, in the past, financed its activities by raising capital through equity issuances. Until O3 Mining can generate a positive cash flow, in order to finance its exploration programs, the Corporation will remain reliant on the equity markets for raising capital, in addition to adjusting spending, disposing of assets, and obtaining other non-equity sources of financing.

The Corporation believes it has sufficient cash resources and the ability to raise funds to meet its exploration and administrative overhead expenses and maintain its planned exploration activities for the next 12 months. However, there is no guarantee that the Corporation will be able to maintain sufficient working capital in the future due to market, economic and commodity price fluctuations. See "*Risks and Uncertainties*".

CONTRACTUAL OBLIGATIONS AND COMMITMENTS

The Corporation has the following commitments as at December 31, 2021 (in thousands of Canadian dollars):

	Total	2022	2023	2024	2025	2026	2027
Equipment leases	294	147	120	27	-	-	-
Total	\$ 294	\$ 147	\$ 120	\$ 27	\$ -	\$ -	\$ -

The Department of Finance passed legislation, applicable to the June 19, 2020 private placement, which extends the flow-through funds spend period and the look-back rule by one year, including suspending the Part XII.6 tax for the same period. Based on the new legislation, as of December 31, 2021, the Corporation would be required to spend the following flow-through funds by December 31, 2022 (in thousands of Canadian dollars):

Closing Date of Financing	Province	Remaining Flow-through Funds
June 19, 2020	Québec	626
February 25, 2021	Québec	15,911
Total		\$ 16,537

OFF-BALANCE SHEET ARRANGEMENTS

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

TRANSACTIONS WITH RELATED PARTIES

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

During the year ended December 31, 2021, management fees, geological services, rent and administration fees of \$831,000 (2020 - \$1.0 million) were incurred with Osisko Mining, a related company of the Corporation by virtue of Osisko Mining having significant influence over the Corporation. Also, Mr. John Burzynski, Chairman of the Board of Directors of O3 Mining, serves as Executive Chairman, CEO, and Director of Osisko Mining, Mr. José Vizquerra, President and CEO of O3 Mining, serves as a Director of Osisko Mining and Mr. Blair Zaritsky, CFO of O3 Mining, serves as CFO of Osisko Mining. Accounts payable and accrued liabilities to Osisko Mining as at December 31, 2021 were \$216,000 (2020 - \$262,000).

On January 28, 2021, the Corporation completed a transaction with Osisko Mining, under which the Corporation disposed of the Blondeau Guillet Property in exchange for \$100,000 in cash.

The following table summarizes remuneration attributable to key management personnel for the year ended December 31, 2021 and 2020 (in thousands of Canadian dollars):

<i>For the year ended</i>	December 31, 2021	December 31, 2020
Salaries expense of key management	\$ 1,094	\$ 1,187
Directors' fees	520	480
Stock-based compensation	1,068	1,597
Total	\$ 2,682	\$ 3,264

OUTSTANDING SHARE DATA

As at March 10, 2022, the Corporation had the following securities outstanding: (i) 68,160,439, Common Shares; (ii) 5,411,727 options to purchase Common Shares at a weighted average exercise price of \$2.75 per option; (iii) 11,832,447 warrants to purchase Common Shares outstanding at a weighted average exercise price of \$3.77 per warrant; (iv) 1,060,000 restricted share units ("RSU"); and (v) 426,139 deferred share units ("DSU"). On a fully diluted basis, the Corporation would have 86,890,752 Common Shares issued and outstanding, after giving effect to the exercise of the options, warrants, RSUs, and DSUs of the Corporation that are outstanding.

The following table summarizes the options outstanding and exercisable as at December 31, 2021:

Range of exercise prices per share (\$)	Options outstanding			Options exercisable		
	Weighted-average remaining years of contractual life	Number of stock options outstanding	Weighted average exercise price (\$)	Weighted-average remaining years of contractual life	Number of stock options exercisable	Weighted average exercise price (\$)
2.44 to 2.92	2.9	1,693,686	\$2.52	2.7	752,004	\$2.55
2.93 to 3.20	2.6	2,005,000	\$3.07	2.6	2,005,000	\$3.07
3.21 to 3.47	3.5	934,149	\$3.27	0.0	109,149	\$3.33
3.48 to 3.60	0.2	18,041	\$3.60	0.2	18,041	\$3.60
2.44 to 3.60	2.9	4,650,876	\$2.91	2.5	2,884,194	\$2.95

The following table summarizes the DSUs and RSUs outstanding as at December 31, 2021:

	Number of DSUs	Number of RSUs
Outstanding at January 1, 2020	-	390,000.00
Granted	51,440	150,000
Forfeited	-	(50,000)
Outstanding at December 31, 2020	51,440	490,000
Granted	134,699	90,000
Outstanding at December 31, 2021	186,139	580,000

In August 2019, O3 Mining established an RSU plan and a DSU plan. Under these plans, RSUs can be granted to executive officers and key employees and DSUs can be granted to non-executive directors, as part of their long-term compensation package, entitling them to receive payout in cash or Common Shares, or a combination of both. Should the payout be in cash,

the cash value of the payout would be determined by multiplying the number of RSUs and DSUs vested at the payout date by the five-day volume weighted average price from the closing price of the Common Shares on the day prior to the payout date. Should the payout be in Common Shares, each RSU and DSU represents an entitlement to one Common Share.

The following tables summarize the warrants issued and outstanding as at December 31, 2021:

	Number of warrants	Weighted-average exercise price
Outstanding at January 1, 2020	5,445,644	\$ 4.41
Issuance of warrants on private placement	6,625,505	3.25
Expired	(100)	4.46
Outstanding at December 31, 2020	12,071,049	\$ 3.78
Expired	(238,602)	3.88
Outstanding at December 31, 2021	11,832,447	\$ 3.77

CRITICAL ACCOUNTING ESTIMATES

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

CHANGES IN IFRS ACCOUNTING POLICIES AND FUTURE ACCOUNTING PRONOUNCEMENTS

Certain pronouncements were issued by the IASB or the International Financial Reporting Interpretations Committee that are mandatory for accounting years ended beginning on or after December 31, 2021. Please refer to the Financial Statements for information on future accounting pronouncements as well as new accounting standards issued and effective.

CORPORATE GOVERNANCE

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

The Board has adopted a board mandate outlining its responsibilities and defining its duties. The Board has four committees: the Audit Committee, the Compensation Committee, the Corporate Governance and Nominating Committee, and the Sustainable Development Committee. Each committee has a committee charter, which outlines the committee's mandate, procedures for calling a meeting, and provides access to outside resources.

The Board has also adopted a code of ethics, which governs the ethical behavior of all employees, management, and directors. Separate trading blackout and disclosure policies are also in place. For more details on the Corporation's corporate governance practices, please refer to O3 Mining's website (www.o3mining.com) and the statement of Corporate Governance contained in the Corporation's management information circular dated April 23, 2021.

The Corporation's directors have expertise in exploration, metallurgy, mining, accounting, legal, banking, financing, communication and community engagement and the securities industry. The Board and each committee are scheduled to meet at least four times per year.

INTERNAL CONTROL OVER FINANCIAL REPORTING

Disclosure controls and procedures

Disclosure controls and procedures are designed to provide reasonable assurance that information required to be disclosed by the Corporation in its annual filings, interim filings or other reports filed or submitted by it under securities legislation is recorded, processed, summarized and reported within the time periods specified in the securities legislation and include

controls and procedures designed to ensure that information required to be disclosed by the Corporation in its annual filings, interim filings or other reports filed or submitted under securities legislation is accumulated and communicated to the Corporation's management, including its Chief Executive Officer and Chief Financial Officer, as appropriate to allow timely decisions regarding required disclosure.

Internal controls over financial reporting

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

NON-IFRS MEASURES

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

The Corporation determines working capital as follows (in thousands of Canadian dollars):

	December 31, 2021	September 30, 2021	June 30, 2021	March 31, 2021
<i>Reconciliation for the period ended</i>				
Current assets	\$ 41,729	\$ 55,180	\$ 67,210	\$ 79,442
Less current liabilities	4,977	8,252	4,595	5,139
Working capital	\$ 36,752	\$ 46,928	\$ 62,615	\$ 74,303

	December 31, 2020	September 30, 2020	June 30, 2020	March 31, 2020
<i>Reconciliation for the period ended</i>				
Current assets	\$ 80,637	\$ 63,998	\$ 64,585	\$ 23,991
Less current liabilities	4,721	3,819	2,046	4,004
Working capital	\$ 75,916	\$ 60,179	\$ 62,539	\$ 19,987

RISKS AND UNCERTAINTIES

The Corporation's business, being the acquisition, exploration, and development of mineral properties in Canada, is speculative and involves a high degree of risk. Certain factors, including but not limited to the ones below, could materially affect the Corporation's financial condition and/or future operating results, and could cause actual events to differ materially from those described in forward-looking statements made by or relating to the Corporation. See *"Cautionary Note Regarding Forward-Looking Information"*.

COVID-19

In particular, the Corporation wishes to highlight that it continues to face risks related to COVID-19, which could continue to significantly disrupt its operations and may materially and adversely affect its business and financial conditions.

To date, COVID-19 has led to a large number of temporary business closures, travel bans, self-imposed quarantine periods, and physical distancing have caused a general reduction in consumer activity and material disruptions to businesses globally resulting in an economic slowdown. The extent to which COVID-19 will continue to impact the Corporation's business, including its operations and the market for its securities, will depend on future developments, which are highly uncertain and cannot be predicted at this time, and include the duration, severity and scope of the outbreak and the actions taken to contain or treat the

coronavirus outbreak. In particular, the continued spread of COVID-19 globally could materially and adversely impact the Corporation's business including without limitation, employee health, workforce productivity, obligations regarding flow-through shares, increased insurance premiums, limitations on travel, the availability of industry experts and personnel, restrictions to its drill program and/or the timing to process drill and other metallurgical testing, and other factors that will depend on future developments beyond the Corporation's control, which may have a material and adverse effect on the its business, financial condition and results of operations. While these effects are expected to be temporary, the duration of the various disruptions to businesses locally and internationally and the related financial impact cannot be reasonably estimated at this time. Such public health crises can result in volatility and disruptions in the supply and demand for gold and other metals and minerals, global supply chains and financial markets, as well as declining trade and market sentiment and reduced mobility of people, all of which could affect commodity prices, interest rates, credit ratings, credit risk, share prices and inflation, which could have an adverse effect on the demand for gold and the Corporation's future prospects.

There can be no assurance that the Corporation's personnel will not be impacted by these pandemic diseases and ultimately see its workforce productivity reduced or incur increased medical costs / insurance premiums as a result of these health risks. Further, there can be no assurances that the remaining balance of the gross proceeds from the sale by the Corporation of flow-through shares in 2020 and 2021 (being approximately \$16.5 million) will be used by the Corporation to incur "Canadian exploration expenses" that qualify as "flow-through mining expenditures" (as both terms are defined in the *Income Tax Act* (Canada)), and such other applicable Québec provincial obligations will be satisfied by the deadlines, if the COVID-19 pandemic continues and/or the Government of Québec mandates that the Corporation's operations be suspended again.

In addition, the continued spread of COVID-19 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 the Corporation's prospects.

Nature of Mineral Exploration and Mining

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

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

Exploration, Development and Operations

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

Liquidity and Additional Financing

The Corporation's ability to continue its business operations is dependent on management's ability to secure additional financing. The Corporation's only source of liquidity is its cash and cash equivalent balances. Liquidity requirements are

managed based upon forecasted cash flows to ensure that there is sufficient working capital to meet the Corporation's obligations.

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

No Earnings and History of Losses

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

Osisko Mining Being a Significant Shareholder

Osisko Mining is a significant shareholder of O3 Mining and will have the ability to significantly influence certain corporate actions of O3 Mining. As of March 10, 2022, Osisko Mining holds 15,861,298 Common Shares, representing approximately 23.3% of the issued and outstanding Common Shares on a basic basis. This level of share ownership allows Osisko Mining to exercise significant influence over all matters requiring approval of the shareholders of O3 Mining, including the election of directors, determination of significant corporate actions, amendments to O3 Mining's articles and by-laws, and the approval of any business combinations, mergers or takeover attempts, in a manner that could conflict with the interests of other shareholders of O3 Mining. In addition to having significant influence over all matters requiring approval of the shareholders of O3 Mining, Osisko Mining may have investment objectives which are different than other shareholders of O3 Mining, and may dispose of Common Shares from time-to-time through the facilities of the TSX Venture Exchange, which could put downward pressure on the price of Common Shares.

Market Liquidity of Investment Portfolio

O3 Mining holds a portfolio of investments in public and private companies. These investments are speculative and involve a high-degree of risk. There is no guarantee that these investments will earn any positive return in the short-term or long-term, and it may not be possible for the Corporation to readily liquidate the portfolio of investments. The portfolio of investments includes companies subject to trading liquidity risk, and O3 Mining may not be able to sell such investments within a reasonable amount of time at a fair price, and any such sale may put downward pressure on the share price of such companies. As such, there can be no assurances that O3 Mining can convert the portfolio of investments into cash quickly or at all.

Market Price of the Common Shares

The Common Shares trade on the TSX Venture Exchange under the symbol "OIII". The market price of securities of many companies, particularly exploration and development stage mining companies, experience wide fluctuations that are not necessarily related to the operating performance, underlying asset values or prospects of such companies. There can be no assurance that an active market for the Common Shares will be sustained, or that fluctuations in the price of the Common Shares will not occur. The market price of the Common Shares at any given point in time may not accurately reflect the Corporation's long-term value. Securities class action litigation has often been brought against companies following periods of

volatility in the market price of their securities. The Corporation may in the future be the target of similar litigation. Securities litigation could result in substantial costs and damages and divert management's attention and resources.

Volatility of Commodity Prices

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

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

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

Acquiring Title

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

Title Matters

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

Uncertainty and Inherent Sample Variability

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

Reliability of Mineral Resources Estimates

Mineral resources are estimates only, and no assurance can be given that the anticipated tonnages and grades will be achieved or that the indicated level of recovery will be realized. Mineral resource estimates may be materially affected by environmental, permitting, legal, title, taxation, socio-political, marketing and other relevant issues. There are numerous uncertainties inherent

in estimating mineral resources, including many factors beyond the Corporation's control. Such estimation is a subjective process, and the accuracy of any mineral resource estimate is a function of the quantity and quality of available data, the nature of the mineralized body and of the assumptions made and judgments used in engineering and geological interpretation. These estimates may require adjustments or downward revisions based upon further exploration or development work or actual production experience.

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

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

Uncertainty Relating to Inferred Mineral Resources

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

Term and Extension of Concession Contracts

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

Governmental Regulation

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

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

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

Permitting

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

With respect to environmental permitting, the development, construction, exploitation and operation of mines at the Corporation's projects may require the granting of environmental licenses and other environmental permits or concessions by the competent environmental authorities. Required environmental permits, licenses or concessions may take time and/or be difficult to obtain, and may not be issued on the terms required by the Corporation. Operating without the required environmental permits may result in the imposition of fines or penalties as well as criminal charges against the Corporation for violations of applicable laws or regulations.

Surface Rights

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

Dependence on Key Personnel

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

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

Uninsurable Risks

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

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

Global Financial Conditions

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

Information Systems Security Threats

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

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

Competition

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

Option and Joint Venture Agreements

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

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

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

Mergers and Amalgamations

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

Conflicts of Interest

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

Infrastructure

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

The Outstanding Common Shares Could be Subject to Dilution

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

No Dividends Policy

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

TECHNICAL INFORMATION

On March 1, 2022, O3 Mining announced the results of the 2022 MRE on the **Marban Project**. The information pertaining to the 2022 MRE has been reviewed and approved by Mr. James Purchase, P. Geo. (OGQ #2082), Vice-President, Geology and Resources of G-Mining Services Inc. All other scientific and technical content of this news release has been reviewed, prepared, and approved by Mr. Sébastien Vigneau, P. Geo (OGQ #993), Principal Geologist of the Corporation. Messrs. Purchase and Vigneau are "Qualified Persons" as defined by NI 43-101. Upon being filed, the 2022 MRE will replace the technical report entitled "NI 43-101 Technical Report & Preliminary Economic Assessment of the Marban Project, Québec, Canada" dated as of October 23, 2022 (effective date of September 3, 2020) (the "**Marban PEA**"). The 2022 MRE will be filed on SEDAR (www.sedar.com) under O3 Mining's issuer profile within 45 days of the disclosure of the results of the 2022 MRE.

Information relating to the **Akasaba Project** is supported by the technical report titled "*NI 43-101 Technical Report on the Akasaba Project, Province of Québec, Canada*" and dated of March 1, 2013 (effective date of January 20, 2013), which has been prepared by Christian D'Amours, B.Sc. P.Geo (OGQ #226) of Geopointcom, from Val-d'Or, Québec, and has been reviewed and audited by Geologica Inc. from Val-d'Or, Québec (the "Akasaba Resource Estimate"). The Akasaba Resource Estimate was prepared under the direction of Alain-Jean Beauregard, P.Geo (OGQ # 227) and Daniel Gaudreault (OIQ # 39834), each of whom is a "qualified person" within the meaning of NI 43-101 and considered to be "independent" of the Corporation for purposes of Section 1.5 of NI 43-101. Reference should be made to the full text of the Akasaba Resource Estimate, which was prepared in accordance with NI 43-101 and is available electronically on SEDAR (www.sedar.com) under Alexandria's issuer profile.

Information relating to the **Sleepy Project** is supported by the technical report titled "*2014 NI 43-101 Technical Report on the Sleepy Lake Property, Province of Québec, Canada*" and dated November 25, 2014 (effective date of September 15, 2014), which has been prepared by Christian D'Amours, B.Sc. P.Geo (OGQ #226) of Geopointcom, from Val-d'Or, Québec, and has been reviewed and audited by Geologica Inc. from Val-d'Or, Québec (the "Sleepy Resource Estimate"). The Sleepy Resource Estimate was prepared under the direction of Alain-Jean Beauregard, P.Geo (OGQ # 227) and Daniel Gaudreault (OIQ # 39834), each of whom is a "qualified person" within the meaning of NI 43-101 and considered to be "independent" of the Corporation for purposes of Section 1.5 of NI 43-101. Reference should be made to the full text of the Sleepy Resource Estimate, which was prepared in accordance with NI 43-101 and is available electronically on SEDAR (www.sedar.com) under Alexandria's issuer profile.

Information relating to the **East Cadillac Gold Project** is supported by the technical report titled *"2019 NI 43-101 Technical Report and Mineral Resource Estimate: East Cadillac Gold Project, Val-d'Or, Québec"* and dated June 7, 2019 (effective date of April 30, 2019), which has been prepared by MRB & Associates, from Val-d'Or, Québec (the "East Cadillac Resource Estimate"). The East Cadillac Resource Estimate was prepared under the direction of Mr. John Langton, P.Geo, and Vincent Jourdain, P.Eng. (MRB & Associates), each of whom is a "qualified person" within the meaning of NI 43-101 and considered to be "independent" of the Corporation for purposes of Section 1.5 of NI 43-101. MRB & Associates is also considered to be "independent" of the Corporation for purposes of Section 1.5 of NI 43-101. Reference should be made to the full text of the East Cadillac Resource Estimate, which was prepared in accordance with NI 43-101 and is available electronically on SEDAR (www.sedar.com) under Chalice Gold Mines Limited's issuer profile.

Scientific and technical information in this MD&A relating to the **Orenada Project** is supported by the technical report titled *"A Mineral Updated Mineral Resource Estimate for the Orenada Zones 2 and 4 Project, Alpha Group Properties, Latitude 48° 03' North and Longitude 77° 42' West, Province of Québec, Canada"* and dated of July 20, 2018 (effective date of July 6, 2018), which has been prepared by InnovExplo Inc. (the "Orenada Resource Estimate"). The Orenada Resource Estimate was prepared by Claude Savard, B.Sc., P.Geo, Alain Carrier, M.Sc., P.Geo, and Gustavo Durieux, M.A.Sc., P.Geo, each of whom is a "qualified person" within the meaning of NI 43-101 and considered to be "independent" of the Corporation for purposes of Section 1.5 of NI 43-101. InnovExplo is considered to be "independent" of the Corporation for purposes of Section 1.5 of NI 43-101 and is responsible for Whittle pit optimizations reported in the Orenada Resource Estimate. Reference should be made to the full text of the Orenada Resource Estimate, which was prepared in accordance with NI 43-101 and is available electronically on SEDAR (www.sedar.com) under Alexandria's issuer profile.

Information relating to the **Simkar Gold Property** is supported by the technical report titled *"NI 43-101 Technical Report Simkar Gold Property, Louvicourt Township, Québec Canada"* and dated May 12, 2015 (effective date of January 21, 2015), which has been prepared by MRB & Associates, from Val-d'Or, Québec (the "Simkar Resource Estimate"). The Simkar Resource Estimate was prepared under the direction of Mr Abderrazak Ladidi, M.Eng., P.Geo. (MRB & Associates), whom is a "qualified person" within the meaning of NI 43-101 and considered to be "independent" of the Corporation for purposes of Section 1.5 of NI 43-101. MRB & Associates is also considered to be "independent" of the Corporation for purposes of Section 1.5 of NI 43-101. Reference should be made to the full text of the Simkar Resource Estimate, which was prepared in accordance with NI 43-101 and is available electronically on SEDAR (www.sedar.com) under Monarch Gold Corporation's issuer profile.

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

Mr. Louis Gariépy, P.Geo. B.Sc., Vice President of Exploration of O3 Mining, is a "qualified person" within the meaning of NI 43-101, and has reviewed and approved the scientific and technical information in this MD&A, including the James Bay Properties, the Marban Alpha Property and East Cadillac Property.

CAUTIONARY NOTE REGARDING FORWARD-LOOKING INFORMATION

This MD&A may contain forward-looking statements and forward-looking information within the meaning of applicable Canadian securities legislation (collectively, "forward-looking information"), including, but not limited to, statements relating to the future financial or operating performance of the Corporation, the Corporation's mineral projects, the future price of metals, the estimation of mineral resources, the realization of mineral resource estimates, the timing and amount of estimated future production (if any), capital, operating and exploration expenditures, exploration activities, costs and timing of the development of new deposits, costs and timing of future exploration, the ongoing impact of the COVID-19 pandemic, proposed extensions regarding the flow-through funds spend period, the timing and ability of the Corporation to publish further technical reports, including preliminary economic assessments and pre-feasibility studies (if at all), the ability of the Corporation to complete a pre-feasibility study on the Marban Project, use of proceeds from financings, requirements for additional capital, government regulation of mining operations and mineral exploration activities, environmental risks, reclamation expenses, title disputes or claims, limitations of insurance coverage, and transactions. Often, but not always, forward-looking information can be identified by the use of words and phrases such as "plans", "expects", "is expected", "budget", "scheduled", "estimates", "forecasts",

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

Forward-looking information reflects the Corporation's beliefs and assumptions based on information available at the time such statements were made. Actual results or events may differ from those predicted in forward-looking information. All of the Corporation's forward-looking information is qualified by (i) the assumptions that are stated or inherent in such forward-looking information, including the assumptions listed below, (ii) the risks described in the section entitled "*Risks and Uncertainties*" in this MD&A, and (iii) the financial statements of the Corporation and other public disclosure of the Corporation, which are available on SEDAR (www.sedar.com) under the O3 Mining's issuer profile.

Although the Corporation believes that the assumptions underlying the forward-looking information contained in this MD&A are reasonable, this list is not exhaustive of the factors that may affect any forward-looking information. The key assumptions that have been made in connection with forward-looking information include the following: the significance of drill results and ongoing exploration activities; the ability of exploration activities (including drill results) to accurately predict mineralization; the predictability of geological modelling; the accuracy of the Corporation's records of its property interests; the global economic climate; metal prices; environmental risks; community and non-governmental actions; that permits required for the Corporation's operations will be obtained on a timely basis in order to permit the Corporation to proceed on schedule with its planned drilling programs; that skilled personnel and contractors will be available as the Corporation's operations continue to grow; that the price of gold will exceed levels that will render the project of the Corporation economical; the relevance of the assumptions, estimates and projections; that the Corporation will be able to operate as expected during the COVID-19 pandemic; and that the Corporation will be able to continue raising the necessary capital to finance its operations and realize on its mineral resource estimates.

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

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

ADDITIONAL INFORMATION

Additional information regarding the Corporation is available on SEDAR (www.sedar.com) under O3 Mining's issuer profile.