



Ontario
CERTIFICATE
This is to certify that these
articles are effective on

Ministère des Services
gouvernementaux et des
Services aux consommateurs

CERTIFICAT
Ceci certifie que les présents
statuts entrent en vigueur le

5008481

JANUARY 01 JANVIER, 2019

Barbara Russett (17)

Director / Directrice
Business Corporations Act / Loi sur les sociétés par actions

Form 4
Business
Corporations
Act

Formule 4
Loi sur les
sociétés par
actions

ARTICLES OF AMALGAMATION
STATUTS DE FUSION

1. The name of the amalgamated corporation is: (Set out in BLOCK CAPITAL LETTERS)
Dénomination sociale de la société issue de la fusion: (Écrire en LETTRES MAJUSCULES SEULEMENT):

O	S	I	S	K	O		M	I	N	I	N	G		I	N	C	.	/	M	I	N	I	E	R	E		O	S	I
S	K	O		I	N	C	.																						

2. The address of the registered office is:
Adresse du siège social :

155 University Avenue, Suite 1440

Street & Number or R.R. Number & if Multi-Office Building give Room No. /
Rue et numéro ou numéro de la R.R. et, s'il s'agit d'un édifice à bureaux, numéro du bureau

Toronto,

ONTARIO

M	5	H	3	B	7
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Name of Municipality or Post Office /
Nom de la municipalité ou du bureau de poste

Postal Code/Code postal

3. Number of directors is: Fixed number OR minimum and maximum 3 10
Nombre d'administrateurs : Nombre fixe OU minimum et maximum 3 10

4. The director(s) is/are: / Administrateur(s) :

First name, middle names and surname Prénom, autres prénoms et nom de famille	Address for service, giving Street & No. or R.R. No., Municipality, Province, Country and Postal Code Domicile élu, y compris la rue et le numéro ou le numéro de la R.R., le nom de la municipalité, la province, le pays et le code postal	Resident Canadian State 'Yes' or 'No' Résident canadien Oui/Non
Amy Joy Satov	155 University Avenue Suite 1440 Toronto, Ontario M5H 3B7	Yes
Bernardo Alvarez Calderon	155 University Avenue Suite 1440 Toronto, Ontario M5H 3B7	No
John F. Burzynski	155 University Avenue Suite 1440 Toronto, Ontario M5H 3B7	Yes

4. The director(s) is/are: / Adminstrateur(s):

First name, middle names and surname Prénom, autres prénoms et nom de famille	Address for service, giving Street & No. or R.R. No., Municipality, Province, Country and Postal Code Domicile élu, y compris la rue et le numéro ou le numéro de la R.R., le nom de la municipalité, la province, le pays et le code postal	Resident Canadian State 'Yes' or 'No' Résident canadien Oui/Non
Jose Vizquerra Benavides	155 University Avenue Suite 1440 Toronto, Ontario M5H 3B7	Yes
Keith McKay	155 University Avenue Suite 1440 Toronto, Ontario M5H 3B7	Yes
Patrick Anderson	155 University Avenue Suite 1440 Toronto, Ontario M5H 3B7	Yes
Sean Roosen	155 University Avenue Suite 1440 Toronto, Ontario M5H 3B7	Yes

5. Method of amalgamation, check A or B
Méthode choisie pour la fusion – Cocher A ou B :

A - Amalgamation Agreement / Convention de fusion :

The amalgamation agreement has been duly adopted by the shareholders of each of the amalgamating corporations as required by subsection 176 (4) of the *Business Corporations Act* on the date set out below.
Les actionnaires de chaque société qui fusionne ont dûment adopté la convention de fusion conformément au paragraphe 176(4) de la *Loi sur les sociétés par actions* à la date mentionnée ci-dessous.

or
ou

B - Amalgamation of a holding corporation and one or more of its subsidiaries or amalgamation of subsidiaries / Fusion d'une société mère avec une ou plusieurs de ses filiales ou fusion de filiales :

The amalgamation has been approved by the directors of each amalgamating corporation by a resolution as required by section 177 of the *Business Corporations Act* on the date set out below.
Les administrateurs de chaque société qui fusionne ont approuvé la fusion par voie de résolution conformément à l'article 177 de la *Loi sur les sociétés par actions* à la date mentionnée ci-dessous.

The articles of amalgamation in substance contain the provisions of the articles of incorporation of
Les statuts de fusion reprennent essentiellement les dispositions des statuts constitutifs de

OSISKO MINING INC.
MINIERE OSISKO INC.

and are more particularly set out in these articles.
et sont énoncés textuellement aux présents statuts.

Names of amalgamating corporations Dénomination sociale des sociétés qui fusionnent	Ontario Corporation Number Numéro de la société en Ontario	Date of Adoption/Approval Date d'adoption ou d'approbation		
		Year année	Month mois	Day jour
OSISKO MINING INC. MINIERE OSISKO INC.	2235302	2018	12	28
BEAUFIELD RESOURCES INC./ RESSOURCES BEAUFIELD INC.	591482	2018	12	28
CORONA GOLD CORPORATION	1526369	2018	12	28
EAGLE HILL EXPLORATION CORPORATION	1805826	2018	12	28
O3 INVESTMENTS INCORPORATED	2537348	2018	12	28
RYAN GOLD CORP.	1864371	2018	12	28

6. Restrictions, if any, on business the corporation may carry on or on powers the corporation may exercise.
Limites, s'il y a lieu, imposées aux activités commerciales ou aux pouvoirs de la société.

None.

7. The classes and any maximum number of shares that the corporation is authorized to issue:
Catégories et nombre maximal, s'il y a lieu, d'actions que la société est autorisée à émettre :

The Corporation is authorized to issue an unlimited number of Common Shares.

8. Rights, privileges, restrictions and conditions (if any) attaching to each class of shares and directors authority with respect to any class of shares which may be issued in series.

Droits, privilèges, restrictions et conditions, s'il y a lieu, rattachés à chaque catégorie d'actions et pouvoirs des administrateurs relatifs à chaque catégorie d'actions qui peut être émise en série :

Subject to the provisions of the Business Corporations Act (Ontario) and subject to the provisions of any unanimous shareholders' agreement in respect of the Corporation, the Common Shares of the Corporation shall have attached thereto the following rights, privileges, restrictions and conditions:

- (a) the holders of Common Shares shall be entitled to one vote for each Common Share held at all meetings of shareholders;
- (b) the holders of the Common Shares shall be entitled to receive dividends as and when declared by the board of directors of the Corporation; and
- (c) the holders of the Common Shares shall be entitled to receive the remaining property of the Corporation upon dissolution.

9. The issue, transfer or ownership of shares is/are not restricted and the restrictions (if any) are as follows:
L'émission, le transfert ou la propriété d'actions est/n'est pas restreint. Les restrictions, s'il y a lieu, sont les suivantes :

None.

10. Other provisions, (if any):
Autres dispositions, s'il y a lieu :

None.

11. The statements required by subsection 178(2) of the *Business Corporations Act* are attached as Schedule "A".
Les déclarations exigées aux termes du paragraphe 178(2) de la *Loi sur les sociétés par actions* constituent l'annexe A.

12. A copy of the amalgamation agreement or directors' resolutions (as the case may be) is/are attached as Schedule "B".
Une copie de la convention de fusion ou les résolutions des administrateurs (selon le cas) constitue(nt) l'annexe B.

These articles are signed in duplicate.
Les présents statuts sont signés en double exemplaire.

Name and **original signature** of a director or authorized signing officer of each of the amalgamating corporations. Include the name of each corporation, the signatories name and description of office (e.g. president, secretary). **Only a director or authorized signing officer can sign on behalf of the corporation.** / Nom et **signature originale** d'un administrateur ou d'un signataire autorisé de chaque société qui fusionne. Indiquer la dénomination sociale de chaque société, le nom du signataire et sa fonction (p. ex. : président, secrétaire). **Seul un administrateur ou un dirigeant habilité peut signer au nom de la société.**

OSISKO MINING INC.
MINIERE OSISKO INC.

Names of Corporations / Dénomination sociale des sociétés

By / Par

(signed) Blair D. Zaritsky

Blair D. Zaritsky

Chief Financial Officer

Signature / Signature

Print name of signatory /
Nom du signataire en lettres moulées

Description of Office / Fonction

BEAUFIELD RESOURCES INC./
RESSOURCES BEAUFIELD INC.

Names of Corporations / Dénomination sociale des sociétés

By / Par

(signed) Blair D. Zaritsky

Blair D. Zaritsky

Director

Signature / Signature

Print name of signatory /
Nom du signataire en lettres moulées

Description of Office / Fonction

CORONA GOLD CORPORATION

Names of Corporations / Dénomination sociale des sociétés

By / Par

(signed) Blair D. Zaritsky

Blair D. Zaritsky

Director

Signature / Signature

Print name of signatory /
Nom du signataire en lettres moulées

Description of Office / Fonction

EAGLE HILL EXPLORATION CORPORATION

Names of Corporations / Dénomination sociale des sociétés

By / Par

(signed) Blair D. Zaritsky

Blair D. Zaritsky

Director

Signature / Signature

Print name of signatory /
Nom du signataire en lettres moulées

Description of Office / Fonction

O3 INVESTMENTS INCORPORATED

Names of Corporations / Dénomination sociale des sociétés

By / Par

(signed) Blair D. Zaritsky

Blair D. Zaritsky

Director

Signature / Signature

Print name of signatory /
Nom du signataire en lettres moulées

Description of Office / Fonction

These articles are signed in duplicate.
Les présents statuts sont signés en double exemplaire.

Name and **original signature** of a director or authorized signing officer of each of the amalgamating corporations. Include the name of each corporation, the signatories name and description of office (e.g. president, secretary). **Only a director or authorized signing officer can sign on behalf of the corporation.** / Nom et **signature originale** d'un administrateur ou d'un signataire autorisé de chaque société qui fusionne. Indiquer la dénomination sociale de chaque société, le nom du signataire et sa fonction (p. ex. : président, secrétaire). **Seul un administrateur ou un dirigeant habilité peut signer au nom de la société.**

RYAN GOLD CORP.

Names of Corporations / Dénomination sociale des sociétés

By / Par

(signed) Blair D. Zaritsky	Blair D. Zaritsky	Director
Signature / Signature	Print name of signatory / Nom du signataire en lettres moulées	Description of Office / Fonction

Names of Corporations / Dénomination sociale des sociétés

By / Par

Signature / Signature	Print name of signatory / Nom du signataire en lettres moulées	Description of Office / Fonction

Names of Corporations / Dénomination sociale des sociétés

By / Par

Signature / Signature	Print name of signatory / Nom du signataire en lettres moulées	Description of Office / Fonction

Names of Corporations / Dénomination sociale des sociétés

By / Par

Signature / Signature	Print name of signatory / Nom du signataire en lettres moulées	Description of Office / Fonction

Names of Corporations / Dénomination sociale des sociétés

By / Par

Signature / Signature	Print name of signatory / Nom du signataire en lettres moulées	Description of Office / Fonction

“SCHEDULE A-1”

DIRECTOR'S/OFFICER'S STATEMENT

This statement is made in accordance with the provisions of subsection 178(2) of the *Business Corporations Act* (Ontario) with respect to the amalgamation of Osisko Mining Inc. / Miniere Osisko Inc., Beaufield Resources Inc. / Ressources Beaufield Inc., Corona Gold Corporation, Eagle Hill Exploration Corporation, O3 Investments Incorporated and Ryan Gold Corp. (each, an “**Amalgamating Corporation**”) to continue as “Osisko Mining Inc. / Miniere Osisko Inc.” (“**Amalco**”).

I, Blair D. Zaritsky of the City of Toronto, in the Province of Ontario, state as follows:

1. I am the Chief Financial Officer of Osisko Mining Inc. / Miniere Osisko Inc. (the "**Corporation**") and as such have knowledge of the matters herein.
2. There are reasonable grounds for believing that on the effective date of the amalgamation:
 - (a) each of the Amalgamating Corporations is and Amalco will be able to pay its liabilities as they become due;
 - (b) the realizable value of the assets of Amalco will not be less than the aggregate of its liabilities and stated capital of all classes; and
 - (c) no creditor will be prejudiced by the amalgamation.
3. The Corporation has not been notified by any creditor that it objects to the amalgamation.

This statement is made this December 28, 2018.

(signed) Blair D. Zaritsky

Blair D. Zaritsky

“SCHEDULE A-2”

DIRECTOR'S/OFFICER'S STATEMENT

This statement is made in accordance with the provisions of subsection 178(2) of the *Business Corporations Act* (Ontario) with respect to the amalgamation of Osisko Mining Inc. / Miniere Osisko Inc., Beaufield Resources Inc. / Ressources Beaufield Inc., Corona Gold Corporation, Eagle Hill Exploration Corporation, O3 Investments Incorporated and Ryan Gold Corp. (each, an “**Amalgamating Corporation**”) to continue as “Osisko Mining Inc. / Miniere Osisko Inc.” (“**Amalco**”).

I, Blair D. Zaritsky of the City of Toronto, in the Province of Ontario, state as follows:

1. I am a director of Beaufield Resources Inc. / Ressources Beaufield Inc. (the "**Corporation**") and as such have knowledge of the matters herein.
2. There are reasonable grounds for believing that on the effective date of the amalgamation:
 - (a) each of the Amalgamating Corporations is and Amalco will be able to pay its liabilities as they become due;
 - (b) the realizable value of the assets of Amalco will not be less than the aggregate of its liabilities and stated capital of all classes; and
 - (c) no creditor will be prejudiced by the amalgamation.
3. The Corporation has not been notified by any creditor that it objects to the amalgamation.

This statement is made this December 28, 2018.

(signed) Blair D. Zaritsky

Blair D. Zaritsky

“SCHEDULE A-3”

DIRECTOR'S/OFFICER'S STATEMENT

This statement is made in accordance with the provisions of subsection 178(2) of the *Business Corporations Act* (Ontario) with respect to the amalgamation of Osisko Mining Inc. / Miniere Osisko Inc., Beaufield Resources Inc. / Ressources Beaufield Inc., Corona Gold Corporation, Eagle Hill Exploration Corporation, O3 Investments Incorporated and Ryan Gold Corp. (each, an “**Amalgamating Corporation**”) to continue as “Osisko Mining Inc. / Miniere Osisko Inc.” (“**Amalco**”).

I, Blair D. Zaritsky of the City of Toronto, in the Province of Ontario, state as follows:

1. I am a director of Corona Gold Corporation (the "**Corporation**") and as such have knowledge of the matters herein.
2. There are reasonable grounds for believing that on the effective date of the amalgamation:
 - (a) each of the Amalgamating Corporations is and Amalco will be able to pay its liabilities as they become due;
 - (b) the realizable value of the assets of Amalco will not be less than the aggregate of its liabilities and stated capital of all classes; and
 - (c) no creditor will be prejudiced by the amalgamation.
3. The Corporation has not been notified by any creditor that it objects to the amalgamation.

This statement is made this _____ December 28 _____, 2018.

(signed) Blair D. Zaritsky

Blair D. Zaritsky

“SCHEDULE A-4”

DIRECTOR'S/OFFICER'S STATEMENT

This statement is made in accordance with the provisions of subsection 178(2) of the *Business Corporations Act* (Ontario) with respect to the amalgamation of Osisko Mining Inc. / Miniere Osisko Inc., Beaufield Resources Inc. / Ressources Beaufield Inc., Corona Gold Corporation, Eagle Hill Exploration Corporation, O3 Investments Incorporated and Ryan Gold Corp. (each, an “**Amalgamating Corporation**”) to continue as “Osisko Mining Inc. / Miniere Osisko Inc.” (“**Amalco**”).

I, Blair D. Zaritsky of the City of Toronto, in the Province of Ontario, state as follows:

1. I am a director of Eagle Hill Exploration Corporation (the "**Corporation**") and as such have knowledge of the matters herein.
2. There are reasonable grounds for believing that on the effective date of the amalgamation:
 - (a) each of the Amalgamating Corporations is and Amalco will be able to pay its liabilities as they become due;
 - (b) the realizable value of the assets of Amalco will not be less than the aggregate of its liabilities and stated capital of all classes; and
 - (c) no creditor will be prejudiced by the amalgamation.
3. The Corporation has not been notified by any creditor that it objects to the amalgamation.

This statement is made this December 28, 2018.

(signed) Blair D. Zaritsky

Blair D. Zaritsky

“SCHEDULE A-5”

DIRECTOR'S/OFFICER'S STATEMENT

This statement is made in accordance with the provisions of subsection 178(2) of the *Business Corporations Act* (Ontario) with respect to the amalgamation of Osisko Mining Inc. / Miniere Osisko Inc., Beaufield Resources Inc. / Ressources Beaufield Inc., Corona Gold Corporation, Eagle Hill Exploration Corporation, O3 Investments Incorporated and Ryan Gold Corp. (each, an “**Amalgamating Corporation**”) to continue as “Osisko Mining Inc. / Miniere Osisko Inc.” (“**Amalco**”).

I, Blair D. Zaritsky of the City of Toronto, in the Province of Ontario, state as follows:

1. I am a director of O3 Investments Incorporated (the "**Corporation**") and as such have knowledge of the matters herein.
2. There are reasonable grounds for believing that on the effective date of the amalgamation:
 - (a) each of the Amalgamating Corporations is and Amalco will be able to pay its liabilities as they become due;
 - (b) the realizable value of the assets of Amalco will not be less than the aggregate of its liabilities and stated capital of all classes; and
 - (c) no creditor will be prejudiced by the amalgamation.
3. The Corporation has not been notified by any creditor that it objects to the amalgamation.

This statement is made this December 28, 2018.

(signed) Blair D. Zaritsky

Blair D. Zaritsky

“SCHEDULE A-6”

DIRECTOR'S/OFFICER'S STATEMENT

This statement is made in accordance with the provisions of subsection 178(2) of the *Business Corporations Act* (Ontario) with respect to the amalgamation of Osisko Mining Inc. / Miniere Osisko Inc., Beaufield Resources Inc. / Ressources Beaufield Inc., Corona Gold Corporation, Eagle Hill Exploration Corporation, O3 Investments Incorporated and Ryan Gold Corp. (each, an “**Amalgamating Corporation**”) to continue as “Osisko Mining Inc. / Miniere Osisko Inc.” (“**Amalco**”).

I, Blair D. Zaritsky of the City of Toronto, in the Province of Ontario, state as follows:

1. I am a director of Ryan Gold Corp. (the "**Corporation**") and as such have knowledge of the matters herein.
2. There are reasonable grounds for believing that on the effective date of the amalgamation:
 - (a) each of the Amalgamating Corporations is and Amalco will be able to pay its liabilities as they become due;
 - (b) the realizable value of the assets of Amalco will not be less than the aggregate of its liabilities and stated capital of all classes; and
 - (c) no creditor will be prejudiced by the amalgamation.
3. The Corporation has not been notified by any creditor that it objects to the amalgamation.

This statement is made this December 28, 2018.

(signed) Blair D. Zaritsky

Blair D. Zaritsky

"SCHEDULE B-1"

**OSISKO MINING INC.
MINIERE OSISKO INC.**

DIRECTORS' RESOLUTIONS

The undersigned, being all of the directors of Osisko Mining Inc. / Miniere Osisko Inc. (the "Corporation"), sign the following resolutions pursuant to the *Business Corporations Act* (Ontario) (the "Act"), effective December 28, 2018:

AMALGAMATION

WHEREAS the Corporation was incorporated under the Act by a Certificate and Articles of Incorporation on February 26, 2010 (the "Articles");

AND WHEREAS the Corporation owns all of the issued and outstanding shares in the capital of each of Beaufield Resources Inc. / Ressources Beaufield Inc., Corona Gold Corporation, Eagle Hill Exploration Corporation, O3 Investments Incorporated and Ryan Gold Corp. (collectively referred to as the "Subsidiary Corporations");

AND WHEREAS it is desirable that the Corporation and the Subsidiary Corporations amalgamate and continue as one corporation pursuant subsection 177(1) of the Act, effective January 1, 2019 (the "Amalgamation Effective Date");

RESOLVED THAT:

1. The amalgamation of the Corporation and the Subsidiary Corporations and their continuance as "Osisko Mining Inc. / Miniere Osisko Inc." (the "Amalgamated Corporation") pursuant to subsection 177(1) of the Act is approved;
2. Upon the issuance of the Certificate of Amalgamation, all the shares in the capital of the Subsidiary Corporations shall be cancelled without any repayment of capital in respect of such shares;
3. The by-laws of the Amalgamated Corporation shall be the same as the by-laws of the Corporation;
4. The Articles of Amalgamation of the Amalgamated Corporation shall be the same as the Articles of the Corporation;
5. No securities shall be issued by the Amalgamated Corporation in connection with the amalgamation; and
6. Any one director or officer of the Corporation is authorized and directed to execute and file, prior to the Amalgamation Effective Date, articles of amalgamation specifying January 1, 2019 as the effective date of the amalgamation, and to do other all acts and things and execute and deliver all such other instruments and documents as he or she may, in his or her discretion, consider necessary or desirable to carry out and give effect to the foregoing.

[Signature page follows]

The delivery of an executed copy of these resolutions in counterparts, by facsimile or by electronic transmission shall be deemed to be the equivalent of the delivery of an original executed copy thereof and the counterparts together shall constitute one and the same document.

DATED as of the date first written above.

(signed) Amy Joy Satov

AMY JOY SATOV

(signed) Bernardo Alvarez Calderon

BERNARDO ALVAREZ CALDERON

(signed) John F. Burzynski

JOHN F. BURZYNSKI

(signed) Jose Vizquerra Benavides

JOSE VIZQUERRA BENAVIDES

(signed) Keith McKay

KEITH MCKAY

(signed) Patrick Anderson

PATRICK ANDERSON

(signed) Sean Roosen

SEAN ROOSEN

"SCHEDULE B-2"

**BEAUFIELD RESOURCES INC.
RESSOURCES BEAUFIELD INC.**

DIRECTORS' RESOLUTIONS

The undersigned, being all of the directors of Beaufield Resources Inc. / Ressources Beaufield Inc. (the "Corporation"), sign the following resolutions pursuant to the *Business Corporations Act* (Ontario) (the "Act"), effective December 28, 2018:

AMALGAMATION

WHEREAS the Corporation, Corona Gold Corporation, Eagle Hill Exploration Corporation, O3 Investments Incorporated and Ryan Gold Corp. (collectively, the "Subsidiary Corporations") are all wholly-owned subsidiaries of Osisko Mining Inc. (the "Parent");

AND WHEREAS the Parent was incorporated under the Act by a Certificate and Articles of Incorporation on February 26, 2010 (the "Articles");

AND WHEREAS it is desirable that the Corporation, the other Subsidiary Corporations and the Parent amalgamate pursuant to subsection 177(1) of the Act and continue as one corporation, effective January 1, 2019;

RESOLVED THAT:

1. The amalgamation of the Corporation, the other Subsidiary Corporations and the Parent and their continuance as "Osisko Mining Inc. / Miniere Osisko Inc." (the "Amalgamated Corporation") pursuant to subsection 177(1) of the Act is approved;
2. Upon the issuance of the Certificate of Amalgamation, all the shares in the capital of the Corporation shall be cancelled without any repayment of capital in respect of such shares;
3. The by-laws of the Amalgamated Corporation shall be the same as the by-laws of the Parent;
4. Except as prescribed, the Articles of Amalgamation of the Amalgamated Corporation shall be the same as the Articles of the Parent;
5. No securities shall be issued by the Amalgamated Corporation in connection with the amalgamation; and
6. Any one director or officer of the Corporation is authorized and directed to execute and file, prior to the Amalgamation Effective Date, articles of amalgamation specifying January 1, 2019 as the effective date of the amalgamation, and to do other all acts and things and execute and deliver all such other instruments and documents as he or she may, in his or her discretion, consider necessary or desirable to carry out and give effect to the foregoing.

[Signature page follows]

The delivery of an executed copy of these resolutions in counterparts, by facsimile or by electronic transmission shall be deemed to be the equivalent of the delivery of an original executed copy thereof and the counterparts together shall constitute one and the same document.

DATED as of the date first written above.

(signed) John F. Burzynski

JOHN F. BURZYNSKI

(signed) Jose Vizquerra Benavides

JOSE VIZQUERRA BENAVIDES

(signed) Blair D. Zaritsky

BLAIR D. ZARITSKY

"SCHEDULE B-3"

CORONA GOLD CORPORATION

DIRECTORS' RESOLUTIONS

The undersigned, being all of the directors of Corona Gold Corporation (the "Corporation"), sign the following resolutions pursuant to the *Business Corporations Act* (Ontario) (the "Act"), effective December 28, 2018:

AMALGAMATION

WHEREAS the Corporation, Beaufield Resources Inc., Eagle Hill Exploration Corporation, O3 Investments Incorporated and Ryan Gold Corp. (collectively, the "Subsidiary Corporations") are all wholly-owned subsidiaries of Osisko Mining Inc. (the "Parent");

AND WHEREAS the Parent was incorporated under the Act by a Certificate and Articles of Incorporation on February 26, 2010 (the "Articles");

AND WHEREAS it is desirable that the Corporation, the other Subsidiary Corporations and the Parent amalgamate pursuant to subsection 177(1) of the Act and continue as one corporation, effective January 1, 2019;

RESOLVED THAT:

1. The amalgamation of the Corporation, the other Subsidiary Corporations and the Parent and their continuance as "Osisko Mining Inc. / Miniere Osisko Inc." (the "Amalgamated Corporation") pursuant to subsection 177(1) of the Act is approved;
2. Upon the issuance of the Certificate of Amalgamation, all the shares in the capital of the Corporation shall be cancelled without any repayment of capital in respect of such shares;
3. The by-laws of the Amalgamated Corporation shall be the same as the by-laws of the Parent;
4. Except as prescribed, the Articles of Amalgamation of the Amalgamated Corporation shall be the same as the Articles of the Parent;
5. No securities shall be issued by the Amalgamated Corporation in connection with the amalgamation; and
6. Any one director or officer of the Corporation is authorized and directed to execute and file, prior to the Amalgamation Effective Date, articles of amalgamation specifying January 1, 2019 as the effective date of the amalgamation, and to do other all acts and things and execute and deliver all such other instruments and documents as he or she may, in his or her discretion, consider necessary or desirable to carry out and give effect to the foregoing.

[Signature page follows]

The delivery of an executed copy of these resolutions in counterparts, by facsimile or by electronic transmission shall be deemed to be the equivalent of the delivery of an original executed copy thereof and the counterparts together shall constitute one and the same document.

DATED as of the date first written above.

(signed) John F. Burzynski

JOHN F. BURZYNSKI

(signed) Jose Vizquerra Benavides

JOSE VIZQUERRA BENAVIDES

(signed) Blair D. Zaritsky

BLAIR D. ZARITSKY

"SCHEDULE B-4"

EAGLE HILL EXPLORATION CORPORATION

DIRECTORS' RESOLUTIONS

The undersigned, being all of the directors of Eagle Hill Exploration Corporation (the "Corporation"), sign the following resolutions pursuant to the *Business Corporations Act* (Ontario) (the "Act"), effective December 28, 2018:

AMALGAMATION

WHEREAS the Corporation, Beaufield Resources Inc., Corona Gold Corporation, O3 Investments Incorporated and Ryan Gold Corp. (collectively, the "Subsidiary Corporations") are all wholly-owned subsidiaries of Osisko Mining Inc. (the "Parent");

AND WHEREAS the Parent was incorporated under the Act by a Certificate and Articles of Incorporation on February 26, 2010 (the "Articles");

AND WHEREAS it is desirable that the Corporation, the other Subsidiary Corporations and the Parent amalgamate pursuant to subsection 177(1) of the Act and continue as one corporation, effective January 1, 2019;

RESOLVED THAT:

1. The amalgamation of the Corporation, the other Subsidiary Corporations and the Parent and their continuance as "Osisko Mining Inc. / Miniere Osisko Inc." (the "Amalgamated Corporation") pursuant to subsection 177(1) of the Act is approved;
2. Upon the issuance of the Certificate of Amalgamation, all the shares in the capital of the Corporation shall be cancelled without any repayment of capital in respect of such shares;
3. The by-laws of the Amalgamated Corporation shall be the same as the by-laws of the Parent;
4. Except as prescribed, the Articles of Amalgamation of the Amalgamated Corporation shall be the same as the Articles of the Parent;
5. No securities shall be issued by the Amalgamated Corporation in connection with the amalgamation; and
6. Any one director or officer of the Corporation is authorized and directed to execute and file, prior to the Amalgamation Effective Date, articles of amalgamation specifying January 1, 2019 as the effective date of the amalgamation, and to do other all acts and things and execute and deliver all such other instruments and documents as he or she may, in his or her discretion, consider necessary or desirable to carry out and give effect to the foregoing.

[Signature page follows]

The delivery of an executed copy of these resolutions in counterparts, by facsimile or by electronic transmission shall be deemed to be the equivalent of the delivery of an original executed copy thereof and the counterparts together shall constitute one and the same document.

DATED as of the date first written above.

(signed) John F. Burzynski

JOHN F. BURZYNSKI

(signed) Jose Vizquerra Benavides

JOSE VIZQUERRA BENAVIDES

(signed) Blair D. Zaritsky

BLAIR D. ZARITSKY

"SCHEDULE B-5"

O3 INVESTMENTS INCORPORATED

DIRECTORS' RESOLUTIONS

The undersigned, being all of the directors of O3 Investments Incorporated (the "**Corporation**"), sign the following resolutions pursuant to the *Business Corporations Act* (Ontario) (the "**Act**"), effective December 28, 2018:

AMALGAMATION

WHEREAS the Corporation, Beaufield Resources Inc., Corona Gold Corporation, Eagle Hill Exploration Corporation and Ryan Gold Corp. (collectively, the "**Subsidiary Corporations**") are all wholly-owned subsidiaries of Osisko Mining Inc. (the "**Parent**");

AND WHEREAS the Parent was incorporated under the Act by a Certificate and Articles of Incorporation on February 26, 2010 (the "**Articles**");

AND WHEREAS it is desirable that the Corporation, the other Subsidiary Corporations and the Parent amalgamate pursuant to subsection 177(1) of the Act and continue as one corporation, effective January 1, 2019;

RESOLVED THAT:

1. The amalgamation of the Corporation, the other Subsidiary Corporations and the Parent and their continuance as "Osisko Mining Inc. / Miniere Osisko Inc." (the "**Amalgamated Corporation**") pursuant to subsection 177(1) of the Act is approved;
2. Upon the issuance of the Certificate of Amalgamation, all the shares in the capital of the Corporation shall be cancelled without any repayment of capital in respect of such shares;
3. The by-laws of the Amalgamated Corporation shall be the same as the by-laws of the Parent;
4. Except as prescribed, the Articles of Amalgamation of the Amalgamated Corporation shall be the same as the Articles of the Parent;
5. No securities shall be issued by the Amalgamated Corporation in connection with the amalgamation; and
6. Any one director or officer of the Corporation is authorized and directed to execute and file, prior to the Amalgamation Effective Date, articles of amalgamation specifying January 1, 2019 as the effective date of the amalgamation, and to do other all acts and things and execute and deliver all such other instruments and documents as he or she may, in his or her discretion, consider necessary or desirable to carry out and give effect to the foregoing.

[Signature page follows]

The delivery of an executed copy of these resolutions in counterparts, by facsimile or by electronic transmission shall be deemed to be the equivalent of the delivery of an original executed copy thereof and the counterparts together shall constitute one and the same document.

DATED as of the date first written above.

(signed) John F. Burzynski
JOHN F. BURZYNSKI

(signed) Jose Vizquerra Benavides
JOSE VIZQUERRA BENAVIDES

(signed) Blair D. Zaritsky
BLAIR D. ZARITSKY

"SCHEDULE B-6"

RYAN GOLD CORP.

DIRECTORS' RESOLUTIONS

The undersigned, being all of the directors of Ryan Gold Corp. (the "Corporation"), sign the following resolutions pursuant to the *Business Corporations Act* (Ontario) (the "Act"), effective December 28, 2018:

AMALGAMATION

WHEREAS the Corporation, Beaufield Resources Inc., Corona Gold Corporation, Eagle Hill Exploration Corporation and O3 Investments Incorporated (collectively, the "Subsidiary Corporations") are all wholly-owned subsidiaries of Osisko Mining Inc. (the "Parent");

AND WHEREAS the Parent was incorporated under the Act by a Certificate and Articles of Incorporation on February 26, 2010 (the "Articles");

AND WHEREAS it is desirable that the Corporation, the other Subsidiary Corporations and the Parent amalgamate pursuant to subsection 177(1) of the Act and continue as one corporation, effective January 1, 2019;

RESOLVED THAT:

1. The amalgamation of the Corporation, the other Subsidiary Corporations and the Parent and their continuance as "Osisko Mining Inc. / Miniere Osisko Inc." (the "Amalgamated Corporation") pursuant to subsection 177(1) of the Act is approved;
2. Upon the issuance of the Certificate of Amalgamation, all the shares in the capital of the Corporation shall be cancelled without any repayment of capital in respect of such shares;
3. The by-laws of the Amalgamated Corporation shall be the same as the by-laws of the Parent;
4. Except as prescribed, the Articles of Amalgamation of the Amalgamated Corporation shall be the same as the Articles of the Parent;
5. No securities shall be issued by the Amalgamated Corporation in connection with the amalgamation; and
6. Any one director or officer of the Corporation is authorized and directed to execute and file, prior to the Amalgamation Effective Date, articles of amalgamation specifying January 1, 2019 as the effective date of the amalgamation, and to do other all acts and things and execute and deliver all such other instruments and documents as he or she may, in his or her discretion, consider necessary or desirable to carry out and give effect to the foregoing.

[Signature page follows]

The delivery of an executed copy of these resolutions in counterparts, by facsimile or by electronic transmission shall be deemed to be the equivalent of the delivery of an original executed copy thereof and the counterparts together shall constitute one and the same document.

DATED as of the date first written above.

(signed) John F. Burzynski

JOHN F. BURZYNSKI

(signed) Jose Vizquerra Benavides

JOSE VIZQUERRA BENAVIDES

(signed) Blair D. Zaritsky

BLAIR D. ZARITSKY