

**Form 51-102F3
MATERIAL CHANGE REPORT**

Item 1 Name and Address of Company-

Dundee Precious Metals Inc. (“DPM”)
150 King St. West, Suite 902
P.O. Box 30
Toronto, ON M5H 1J9

Item 2 Date of Material Change

December 17, 2023

Item 3 News Release

A joint news release issued by DPM and Osino Resources Corp. (“Osino”) on December 18, 2023 was disseminated through GlobeNewswire and subsequently filed under DPM’s profile on SEDAR+ at www.sedarplus.ca

Item 4 Summary of Material Change

On December 18, 2023, DPM and Osino (together, the “Parties”) announced that they had entered into a definitive arrangement agreement (the “Arrangement Agreement”) whereby DPM will acquire all of the issued and outstanding common shares of Osino (each, an “Osino Share”) pursuant to a plan of arrangement (the “Transaction”).

Item 5 Full Description of Material Change

5.1 Full Description of Material Change

On December 18, 2023, the Parties announced that they had entered into the Arrangement Agreement whereby DPM will acquire all of the issued and outstanding Osino Shares pursuant to a plan of arrangement for consideration consisting of C\$0.775 in cash per Osino Share and 0.0801 of a DPM common share per Osino Share (the “Consideration”). The Consideration implies a value of C\$1.553 per Osino Share and a total equity value of C\$287 million on a fully-diluted in-the-money basis. This Consideration represents a premium of 37.2% and 44.3% based on the closing price and 30-day volume weighted average price (“VWAP”) of Osino Shares as of December 15, 2023, on the TSX Venture Exchange (the “TSXV”), respectively.

Upon completion of the Transaction, DPM will issue 13,766,364 shares to Osino shareholders and existing Osino shareholders will own approximately 7% of the combined company.

Transaction Summary

The proposed Transaction will be completed pursuant to a court approved plan of arrangement under the *Business Corporations Act* (British Columbia). The Transaction will be subject to the approval of Osino securityholders, being: (i) 66 2/3% of the votes cast by shareholders, (ii) 66 2/3% of the votes cast by holders of incentive securities voting as a single class with shareholders; and (iii) a simple majority of shareholders excluding votes held by related parties under *Multilateral Instrument 61-101 – Protection of Minority Security Holders in Special Transactions*, at a special meeting of Osino securityholders expected to be held in March 2024.

The directors and senior officers of Osino have entered into voting support agreements, pursuant to which, subject to the terms and conditions set forth therein, they will vote their securities held, as applicable, in favour of the Transaction.

In addition to securityholder and court approvals, the Transaction is subject to applicable regulatory approvals (including approvals of the Toronto Stock Exchange and TSXV and applicable approvals under the *Namibia Competition Act*) and the satisfaction of certain other closing conditions customary for a transaction of this nature. The Arrangement Agreement includes customary deal protections, including fiduciary-out provisions, non-solicitation covenants, and the right to match any superior proposals. Additionally, a termination fee in an amount of C\$10 million is payable to DPM by Osino in certain circumstances if the Transaction is not completed.

Pursuant to the Arrangement Agreement, all outstanding Osino stock options, restricted share units and deferred share units, which remain outstanding at the effective time of the Transaction, will be deemed to be exercised or settled, for their in-the-money value net of withholding taxes, as applicable, under the arrangement for Osino Shares, which will be exchanged for the Consideration and outstanding Osino warrants will be adjusted in accordance with their terms.

Subject to certain conditions, including the parties obtaining the requisite regulatory approvals, the Transaction is expected to close in H1 2024, subject to timing of the approvals under the *Namibia Competition Act*. Upon closing of the Transaction, the Osino Shares are expected to be concurrently delisted.

The foregoing description of the Transaction and the Arrangement Agreement does not purport to be complete and is subject to, and qualified in its entirety by, the full text of the Arrangement Agreement. A copy of the Arrangement Agreement has been filed on DPM's SEDAR+ profile and has been made available for viewing on SEDAR+ at www.sedarplus.ca.

Osino Board of Directors' and Special Committee Recommendations

The Arrangement Agreement has been unanimously approved by the Board of Directors of DPM.

The Board of Directors of Osino (the "**Osino Board**") appointed a special committee of independent directors (the "**Special Committee**") to consider and make a recommendation to the Osino Board with respect to the Transaction. After consultation with its financial and legal advisors, and on the unanimous recommendation of the Special Committee, the Osino Board unanimously determined that the Transaction is in the best interests of Osino and approved the Arrangement Agreement. Accordingly, the Osino Board and the Special Committee recommend that Osino shareholders vote in favour of the Transaction.

The Osino Board and the Special Committee received fairness opinions from each of BMO Capital Markets and Eight Capital, which state that as of the date of such opinion and based upon and subject to the assumptions, limitations and qualifications set forth therein, the Consideration to be received by Osino shareholders, pursuant to the Transaction, is fair from a financial point of view to the Osino shareholders. Eight Capital was retained on a fixed-fee basis.

Concurrent Private Placement

In connection with the Transaction, DPM has agreed to purchase an aggregate of \$10 million in common Osino Shares, in two equal tranches, at a price of C\$1.13 per share pursuant to a concurrent private placement (the "**Concurrent Private Placement**") to provide Osino with funding for project activities, including engineering, drilling and other corporate purposes in accordance with its budget, as agreed with DPM pursuant to the Arrangement Agreement. Assuming the closing of both tranches of the Concurrent Private Placement, DPM will own approximately 7% of the issued and outstanding Osino Shares prior to the closing of the Transaction. The first tranche of the Concurrent Private Placement was completed on December 22, 2023 for C\$5 million in Osino Shares. The Osino Shares issued to DPM pursuant to the Concurrent Private Placement will be subject to a statutory four-month holding period in accordance with applicable securities regulations. No finder's fees will be payable in connection with the Concurrent Private Placement.

5.2 Disclosure for Restructuring Transactions

Not applicable.

Item 6 Reliance on subsection 7.1(2) of National Instrument 51-102

Not applicable.

Item 7 Omitted Information

No information has been omitted on the basis that it is confidential information.

Item 8 Executive Officer

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President and Chief Executive Officer
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Jennifer Cameron
Director, Investor Relations
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Item 9 Date of Report

December 22, 2023

Cautionary Note Regarding Forward Looking Information

This material change report includes certain "forward-looking information" and "forward-looking statements" (collectively "forward-looking statements") within the meaning of applicable Canadian securities legislation. All statements in this material change report that address events or developments that DPM and Osino expect to occur in the future are forward-looking statements. Forward-looking statements are statements that are not historical facts and are often identified by words such as "expect", "plan", "anticipate", "project", "target", "potential", "schedule", "forecast", "budget", "estimate", "intend" or "believe" and similar expressions or their negative connotations, or that events or conditions "will", "would", "may", "could", "should" or "might" occur, and include information outlined under Transaction Rationale and other sections, including information regarding: (i) expectations regarding whether the proposed Transaction will be consummated, including whether conditions to the consummation of the Transaction will be satisfied, or the timing for completing the Transaction and receiving the required regulatory and court approvals, and (ii) the anticipated timing of the meeting of Osino securityholders and the mailing of the meeting materials in respect of the meeting.

Forward-looking statements necessarily involve assumptions, risks and uncertainties, certain of which are beyond DPM's and Osino's control. These risks include, without limitation, the ability of the parties to complete the Transaction; the timing of any completion and the terms and conditions upon which the Transaction is completed; ability to satisfy or waive all conditions to closing the Transaction as set out in the Arrangement Agreement; securityholders approving the Transaction; unanticipated changes in market price of DPM Shares; regulatory determinations and delays; any impacts of COVID-19 on the business; stock market conditions generally; pricing for precious metals; and general economic and political conditions in Canada, Europe and other jurisdictions where the applicable Party conducts business. These forward-looking statements are also qualified in their entirety by cautionary statements and risk factor disclosure contained in filings made by DPM and Osino with the Canadian securities regulators, including DPM's and Osino's respective annual information form, DPM's financial statements and related MD&A for their most recently completed financial year ended December 31, 2022 and its interim financial statements and related MD&A for the three and nine months ended September 30, 2023, and Osino's financial statements and related MD&A for the financial year ended December 31, 2023 and its interim financial statements and related MD&A for the three and nine months ended September 30, 2023, all filed with the securities regulatory authorities in certain provinces of Canada and available under each of DPM's and Osino's respective profile on SEDAR+. The risk factors are not exhaustive of the factors that may affect DPM's and Osino's forward-looking statements.

DPM's and Osino's forward-looking statements are based on the applicable assumptions and factors management considers reasonable as of the date hereof, based on the information available to management of DPM and Osino at

such time. DPM and Osino do not assume any obligation to update forward-looking statements if circumstances or management's beliefs, expectations or opinions should change other than as required by applicable securities laws. There can be no assurance that forward-looking statements will prove to be accurate, and actual results, performance or achievements could differ materially from those expressed in, or implied by, these forward-looking statements. Accordingly, undue reliance should not be placed on forward-looking statements.