

OSISKO GOLD ROYALTIES LTD

FORM 51-102F4

BUSINESS ACQUISITION REPORT

1. Identity of Company

1.1 Name and Address of Company

Osisko Gold Royalties Ltd (the "**Corporation**" or "**Osisko**")
1100 Avenue des Canadiens-de-Montréal, Suite 300
Montréal, Québec, H3B 2S2

1.2 Executive Officer

For further information, please contact André Le Bel, (Vice President, Legal Affairs and Corporate Secretary) at (514) 940-0670 (extension 156).

2. Details of Acquisition

2.1 Nature of Business Acquired

On November 21, 2019, the Corporation acquired all of the issued and outstanding common shares of Barkerville Gold Mines Ltd. ("**Barkerville Shares**") that it does not already own pursuant to a statutory plan of arrangement (the "**Arrangement**") under the provisions of the *Business Corporations Act* (British Columbia). As a result of the Arrangement, Barkerville became a wholly-owned subsidiary of the Corporation effective at 12:01 (Vancouver time) on November 21, 2019.

Barkerville Gold Mines Ltd. ("**Barkerville**") owns, among other things, 100% of the Cariboo Gold project located in historic Wells-Barkerville mining camp (District of Wells), British Columbia (the "**Cariboo Project**").

For further details regarding Barkerville and the Cariboo Project, please refer to Barkerville's management information circular dated October 15, 2019, and filed on SEDAR (www.sedar.com) under Barkerville's issuer profile on October 21, 2019 (the "**Barkerville Circular**").

2.2 Acquisition date

November 21, 2019

2.3 Consideration

Each Barkerville Share outstanding at the effective time of the Arrangement (excluding any Barkerville Shares held by Osisko) was exchanged for 0.0357 of a common share of Osisko (each whole share, an "**Osisko Share**"). In addition, pursuant to the Arrangement, each stock option of Barkerville (each, an "**Barkerville Option**") outstanding immediately prior to the effective time of the Arrangement was exchanged for a replacement stock option of Osisko entitling the holder thereof to receive Osisko Shares *in lieu* of Barkerville Shares, as adjusted in accordance with the plan of arrangement.

2.4 Effect on Financial Position

Through the acquisition of Barkerville, the Corporation intends to gain a greater exposure to the Cariboo Project, which it considers a unique, high-quality advanced development project in Canada. Through the full ownership and control of the project, the Corporation believes that it can drive the development strategy, gain greater certainty with respect to the timeline to production for the Cariboo Project and achieve stronger shareholder returns. The Corporation deems the Arrangement a meaningful accretive acquisition on a net asset value basis, which can further enhance Osisko's peer leading growth profile and substantially increase cash flow and net asset value contribution.

The effect of the Arrangement on the financial position of Osisko is outlined in the unaudited *pro forma* condensed consolidated financial statements referred to in Item 3 below, which shows the effect of the Arrangement on the results of operations and on the financial position of the Corporation.

The board of directors of Barkerville was reconstituted at the effective time of the Arrangement to include Sean Roosen, Bryan A. Coates, Chris Lodder and Luc Lessard.

2.5 Prior Valuations

Not applicable.

2.6 Parties to Transaction

Osisko and Barkerville were parties to the Arrangement.

Barkerville was an associate of Osisko prior to the completion of the Arrangement by virtue of Osisko owning 183,625,585 Barkerville Shares, representing approximately 32.6% of issued and outstanding Barkerville Shares. Barkerville was not an informed person or affiliate of the Corporation prior to the completion of the arrangement.

2.7 Date of Report

November 29, 2019.

3. Financial Statements and Other Information

3.1 Financial Statements

The following unaudited *pro forma* condensed consolidated financial statements of Osisko are specifically incorporated by reference into and form an integral part of this business acquisition report. These *pro forma* financial statements are comprised of:

- (i) the unaudited *pro forma* consolidated balance sheet of Osisko as at June 30, 2019;
- (ii) the unaudited *pro forma* consolidated statement of loss of Osisko for the six months ended June 30, 2019;
- (iii) the unaudited *pro forma* consolidated statement of loss of Osisko for the year ended December 31, 2018; and
- (iv) the related notes thereto.

The above-noted *pro forma* financial statements of Osisko are included in the Barkerville Circular filed on SEDAR (www.sedar.com) under Barkerville's issuer profile on October 21, 2019.

The following financial statements of Barkerville are specifically incorporated by reference into and form an integral part of this business acquisition report:

- (v) the unaudited interim condensed consolidated financial statements of Barkerville for the three and six month periods ended June 30, 2019 and 2018 and related notes thereto; and
- (vi) the audited consolidated financial statements of Barkerville for the years ended December 31, 2018 and 2017 and the related notes thereto.

The above-noted financial statements of Barkerville are included in the Barkerville Circular filed on SEDAR (www.sedar.com) under Barkerville's issuer profile on October 21, 2019.

The auditors of Barkerville, PricewaterhouseCoopers LLP, have not given their consent to include their audit report in this business acquisition report.

CAUTIONARY STATEMENT REGARDING FORWARD-LOOKING STATEMENTS

Except for the statements of historical fact contained herein, the information presented in this business acquisition report and the information incorporated by reference herein, constitutes "forward-looking statements" within the meaning of the United States Private Securities Litigation Reform Act of 1995 and "forward-looking information" within the meaning of applicable Canadian Securities Laws (together, "**forward-looking information**") concerning the business, operations, plans and financial performance and condition of each of Osisko and Barkerville. Often, but not always, forward-looking information can be identified by words such as "*pro forma*", "plans", "expects", "may", "should", "could", "will", "budget", "scheduled", "estimates", "forecasts", "intends", "anticipates", "believes", or variations, including negative variations, thereof that refer to certain actions, events or results that may, could, would, might or will occur or be taken or achieved.

Forward-looking information involves known and unknown risks, uncertainties and other factors which may cause the actual plans, results, performance or achievements of Osisko or Barkerville to differ materially from any future plans, results, performance or achievements expressed or implied by the forward-looking information. Such factors include, among others: inability to achieve the benefits or synergies anticipated from the Arrangement; actual operating cash flows, free cash flows, mineral resources, total cash, transaction costs, and administrative costs of Osisko and Barkerville differing materially from those anticipated; risks related to international operations; risks related to the holding of stream or royalty interests on mineral properties; risks related to partnership or other joint operations; actual results of current exploration activities; variations in mineral resources, mineral production, grades or recovery rates or optimization efforts and sales; delays in obtaining governmental approvals or financing or in the completion of development or construction activities; uninsured risks; regulatory changes; defects in title; availability or integration of personnel, materials and equipment; performance of facilities, equipment and processes relative to specifications and expectations; unanticipated environmental impacts on operations; market prices; production, construction and technological risks related to Osisko and Barkerville; capital requirements and operating risks associated with the operations of or an expansion of the operations of Osisko or Barkerville or the operations in respect of which royalty, stream or offtake interests are held by Osisko or Barkerville; fluctuations in gold, silver and other metal prices and currency exchange rates; uncertainty relating to future production and cash resources; inability to successfully complete new development projects, planned expansions or other projects within the timelines anticipated; adverse changes to market, political and general economic conditions or laws, rules and regulations applicable to Osisko or Barkerville; changes in project parameters; the possibility of project cost overruns or unanticipated costs and expenses; accidents, labour disputes, community and stakeholder protests and other risks inherent to the mining industry; failure of plant, equipment or processes to operate as anticipated; risk of an adverse claim; factors discussed under the heading "*Risk Factors*" in the Barkerville Circular filed on SEDAR (www.sedar.com) under Barkerville's issuer profile on October 21, 2019, and those risks set forth in Osisko's filings with securities authorities, which are available under Osisko's issuer profiles on SEDAR (www.sedar.com) and EDGAR (www.sec.gov).

Although Osisko has attempted to identify important factors that could cause plans, actions, events or results to differ materially from those described in forward-looking information in this business acquisition report, and the documents incorporated by reference herein, there may be other factors that cause plans, actions, events or results not to be as anticipated, estimated or intended. There is no assurance that such statements will prove to be accurate as actual plans, results and future events could differ materially from those anticipated in such statements or information. Accordingly, readers should not place undue reliance on forward-looking information in this business acquisition report, nor in the documents incorporated by reference herein. All of the forward-looking information made in this business acquisition report, including all documents incorporated by reference herein, are qualified by these cautionary statements. Osisko undertakes no obligation to update any of the forward-looking information in this business acquisition report or incorporated by reference herein, except as required by law. In addition, forward-looking and *pro forma* information contained herein is based on certain assumptions and involves risks related to, among other things, the business and operations of Osisko and Barkerville. Other assumptions include, but are not limited to: interest and exchange rates; the price of gold, silver and other metals; competitive conditions in the mining industry; title to mineral properties; financing and funding requirements; general economic, political and market conditions; and changes in laws, rules and regulations applicable to Osisko or Barkerville.

Certain of the forward-looking information and other information contained herein concerning the mining industry and general expectations of Osisko and Barkerville concerning the mining industry, Osisko, and Barkerville are based on estimates prepared by Osisko using data from publicly available industry sources, as well as from market research and industry analysis and on assumptions based on data and knowledge of the mining industry which Osisko believes to be reasonable. However, although generally indicative of relative market positions, market shares and performance characteristics, this data is inherently imprecise. While Osisko is not aware of any misstatement regarding any industry data presented herein, the mining industry involves risks and uncertainties that are subject to change based on various factors.