

Statement of Differences

The common shares of Osisko Development Corp. (“ODV”) are listed on the New York Stock Exchange LLC (the “NYSE”) and the TSX Venture Exchange (the “TSX.V”). As a foreign private issuer listed on the NYSE, ODV is generally permitted to follow the corporate governance practices and guidelines applicable to Canadian issuers under Canadian corporate and securities laws, including National Instruments 52-110 and 58-101 and National Policy 58-201, as well as the rules of the TSX.V. ODV is, however, required by Section 303A.11 of the NYSE Listed Company Manual to identify any significant ways in which its corporate governance practices differ from those required to be followed by U.S. domestic companies under NYSE listing standards. Below is a description of the significant ways in which ODV’s governance practices differ from those followed by U.S. domestic companies pursuant to NYSE listing standards.

Quorum

The NYSE suggests that the quorum for any meeting of holders of common stock of a listed company should not be less than a majority of the outstanding shares. ODV’s by-laws set the quorum at two persons holding at least 10% of the issued and outstanding shares entitled to vote at a meeting of shareholders, whether present or represented by proxy, at the opening of the meeting of shareholders, in accordance with applicable rules and regulations in Canada.

Shareholder Approval

The NYSE requires shareholder approval for equity compensation plans and material revisions thereto, private placements to related parties and issuances of common stock, or of securities convertible into or exercisable for common stock of 20% or more of the outstanding voting power. As a foreign private issuer, ODV approves such actions in accordance with applicable rules and regulations in Canada.

Governance and Nomination Committee Charter

ODV’s Governance and Nomination Committee has a charter that substantially complies with applicable NYSE requirements. However, the Governance and Nomination Committee’s specific responsibilities, objectives and functions, as outlined in its charter, are governed by applicable Canadian rules and regulations.

Audit and Risk Committee Charter

ODV’s Audit and Risk Committee has a charter that substantially complies with applicable NYSE requirements. However, the Audit and Risk Committee’s specific responsibilities, objectives and functions, as outlined in its charter, are governed by applicable Canadian rules and regulations.

Corporate Governance Guidelines

The NYSE requires listed companies to adopt and disclose corporate governance guidelines. The guidelines must address, among other things: director responsibilities, director access to management and independent advisers, and director orientation and continuing education. In accordance with the applicable rules and regulations in Canada, ODV has not adopted corporate governance guidelines that meet all the NYSE criteria.