UNIGOLD INC.

MANAGEMENT DISCUSSION AND ANALYSIS

For the Years Ended December 31, 2025 and 2024.

Expressed in Canadian Dollars)

MANAGEMENT'S DISCUSSION AND ANALYSIS

The following discussion and analysis ("MD&A") of the operating results and financial condition of Unigold Inc. ("Unigold" or the "Corporation") for the year ended December 31, 2025, and 2024 ("Reporting Period") and should be read in conjunction with the audited consolidated financial statements and notes thereto at December 31, 2025 ("Annual Financial Statements"). All financial information in this MD&A has been prepared in accordance with International Financial Reporting Standards ("IFRS"), and all dollar amounts are expressed in Canadian dollars ($) unless otherwise indicated. Additional information, including the Corporation's press releases, has been filed electronically through the System for Electronic Document Analysis and Retrieval ("SEDAR") and is available online at www.sedar.com. The date of this report is April 29, 2026.

1. Corporation Overview

Unigold is a Canadian-based, growth-oriented, junior natural resource corporation focused on exploring and developing its significant land position in the Dominican Republic ("DR"), within the highly prospective Cretaceous-age Tireo Formation. Unigold operates through its wholly owned subsidiaries Unigold Resources Inc., (Canada), Unigold Dominicana, S.R.L. (DR) and Neita Resources, S.A. Unigold shares are traded on the TSX Venture Exchange ("TSX-V") under the symbol "UGD" and on the Frankfurt Exchange under the symbol "UGB1").

2. Forward-Looking Statements

This MD&A contains "forward-looking information" within the meaning of applicable Canadian securities legislation. Forward-looking information includes but is not limited to information concerning Unigold's exploration program and planned gold production as well as Unigold's strategies and future prospects. Generally, forward-looking information can be identified by the use of forward-looking terminology such as "plans", "expects", or "does not expect", "is expected", "budget", "scheduled", "estimates", "forecasts", "intends", "anticipates", or "does not anticipate", or "believes" or variations of such words and phrases or statements that certain actions, events or results "may", "could", "would", "might", or "will be taken", "occur", or "be achieved". Forward-looking information is based on the opinions and estimates of management at the date the information is made and is based on a number of assumptions and subject to a variety of risks and uncertainties and other factors that could cause actual events or results to differ materially from those projected in the forward-looking information. Assumptions upon which such forward-looking information is based include, without limitation, availability of skilled labour, equipment, and materials; the potential of the Corporation's properties to contain economic metals deposits; the Corporation's ability to meet its working capital needs for the twelve-month period ending December 31, 2026; and the plans, costs, timing, and capital for future exploration and development of the Corporation's property interests in the DR. Many of these assumptions are based on factors and events that are not within the control of Unigold and there is no assurance they will prove to be correct. Factors that could cause actual results to vary materially from results anticipated by such forward-looking information include changes in market conditions, variations in ore reserves, resources, grade or recovery rates, risks relating to international operations (including legislative, political, social, or economic developments in the jurisdictions in which Unigold operates), economic factors, government regulation and approvals, environmental and reclamation risks, actual results of exploration activities, fluctuating metal prices and currency exchange rates, costs, changes in project parameters, conclusions of economic evaluations, the possibility of project cost overruns or unanticipated costs and expenses, labour disputes and the availability of skilled labour, failure of plant, equipment or processes to operate as anticipated, capital expenditures and requirements for additional capital, risks associated with internal control over financial reporting, and other risks of the mining industry. Although Unigold 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 not to be anticipated, estimated or intended. 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 information. Unigold undertakes no obligation to update forward-looking information if circumstances or management's estimates or opinions should change except as required by applicable securities laws. The reader is cautioned not to place undue reliance on forward-looking information.

3. Nature of Operations

The Corporation published the results of its Oxide Deposit Feasibility Study on November 10, 2022, which included an updated Mineral Resource Estimate ("MRE"). The Study is based on the oxide mineral resources, estimated by Mr. W. Lewis, P.Geo. and Mr. A. San Martin, MAusIMM (CP), and the oxide mineral reserves, estimated by Mr. Abdoul Aziz Dramé, P.Eng. all of whom were, at the time, employees of Micon International ("Micon"). Micon is independent of Unigold and Messrs. Lewis, San Martin, and Dramé each meet the requirements of a "Qualified Person" as established by NI 43-101 and the Canadian Institute of Mining, Metallurgy and Petroleum ("CIM") Definition Standards for Mineral Resources and Mineral Reserves (May 2014). The effective date of the mineral reserve estimate is October 7, 2022. The effective date of the mineral resource estimate is August 8, 2022. An NI 43-101-compliant Technical Report summarizing the estimation methodology and procedures was filed on SEDAR and the Corporation's website on December 23, 2022.

The recoverability of the amounts shown for mineral properties and deferred exploration and evaluation costs are dependent upon the existence of economically recoverable mineral reserves, the ability of the Corporation to obtain the necessary permits and financing to complete its exploration and development programs, and upon future profitable production or proceeds from the disposition of such properties.

The Annual Financial Statements have been prepared on a going concern basis which assumes that the Corporation will continue in operation for the foreseeable future and be able to realize its assets and discharge its liabilities and commitments in the normal course of business. Because of continuing operating losses, the Corporation's continuance as a going concern is dependent upon its ability to obtain and manage adequate financing to meet the financial obligations of the Corporation or to reach profitable levels of operation. To address its financing requirements, the Corporation may seek financing through measures that may include joint venture agreements, debt and equity financings, asset sales, and rights offerings to existing shareholders and/or other financial transactions.

It is not possible to predict whether financing efforts will be successful or if Unigold will attain profitable levels of operation. The Annual Financial Statements do not include any adjustments to the carrying values of assets and liabilities and the reported expenses and statement of financial position classification that would be necessary should the Corporation be unable to continue as a going concern and therefore be required to realize its assets and liquidate its liabilities and commitments in other than the normal course of business and at amounts different from those in the Consolidated Financial Statements. These adjustments could be material.

Looking forward – Strategy and Objectives for 2026

- ✓ Secure additional funding for the Corporation through private placements or other financing activities to ensure that exploration programs are completed on the Neita Sur concession; and
- ✓ Utilize the funds raised to continue the development of the Neita Sur Concession with the following objectives:
  - ➢ Continue to work with the Government of the Dominican Republic in order to convert the Neita Sur Concession to a Mineral Exploitation (Mining) permit;
  - ➢ Commence an Environmental and Social Impact Assessment covering the development of the oxide portion of the deposit and complete government and community consultations;
  - ➢ If sufficient funds are available, begin systematic exploration of the known sulphide targets at the Candelones Extension deposit in order to enhance available resources and provide baseline information for preliminary mine design; and
  - ➢ Establish a new resource estimate for the sulphide portion of the resource and examine the possibility of completing further technical studies on this resource.

In early 2022, the Corporation submitted an application to convert the southern half of the Neita Concession into a Mineral Exploitation (Mining) permit for the "Neita Sur" area. The Corporation's long-term objective is to establish sustainable operations within Neita Sur for the benefit of all stakeholders. The application was forwarded to the Ministry of Energy and Mines for review and approval. The application was forwarded to the Executive Branch of the government in early Q3/2023 with a recommendation that the conversion of the area to an Exploitation Concession should proceed. The application is at the final stage of the process and requires Presidential approval. In late 2024 the Government of the Dominican Republic suggested that an Environmental and Social Impact Assessment ("ESIA") could proceed before the Exploitation Concession was granted. In early 2025 the Corporation started the ESIA process by requesting Terms-of-Reference from the Ministry of the Environment ("MIMARENA"). The file has progressed slowly through the bureaucracy. In early March 2026 MIMARENA completed a site visit to the Candelones area with a team of specialists. This was communicated to the Corporation as being the last stage before granting the Terms of Reference so that the ESIA process could commence. The Corporation is hopeful that the ESIA process will commence in Q2 of 2026 such that the Exploitation Concession Licence could eventually be granted in 2027. The process remains constrained by the DR government schedules and there can be no surety that the concession will be granted in a timely manner.

Under the Dominican Mining Law, no work can proceed until a decision on the Exploitation Concession Application has been finalized. Changes to the Dominican Ministry of the Environment regulations in early Q4/2024 allow applicants to proceed to an Environmental and Social Impact Assessment while the application is being considered. This change is meant to accelerate the timeline for mining projects. The Corporation intends to commence the ESIA process in advance of the Exploitation Concession decision, subject to financing.

In 2025 the Corporation held a number of meetings with the Ministry of Environment and Natural Resources ("MIMARENA") to discuss the approval of a set of Terms for Reference for the Neita Oxide Project. This discussion is on-going. The Corporation has completed baseline work and has drafted an Environmental Impact Assessment. The Environmental and Social Impact Assessment process cannot proceed without an agreed-upon set of Terms of Reference. The Corporation has no clarity on when this process will be complete.

In April 2024, Corporation and Barrick Gold Corporation ("Barrick") executed a binding earn-in agreement on the Neita Norte Concession ("Neita Norte"). The work continues and Management believes the earn-in agreement is in good standing. See Section 11 – *Binding Option Agreement.*

The Corporation's long-term objective is to establish sustainable operations within the Neita Sur for the benefit of all stakeholders.

MD&A Highlights

TECHNICAL

Exploration & Evaluation Expenditures ("E&E")

The following table summarizes the E&E expenditures incurred during the years ended December 31, 2025, and 2024:

	December 31, 2023	Additions	December 31, 2024	Additions	December 31, 2025
Geology/Field					
Drilling (including supplies and logistics expenses)	$15,748,709	$48,206	**$15,796,915**	$49,392	**$15,846,307**
Consulting (contract geologists and other technical specialists)	8,619,680	1,164	**8,620,844**	78,517	**8,699,361**
Wages and salaries	7,208,495	455,265	**7,663,760**	353,496	**8,017,256**
Camp and field expense (including geo-chemistry and geophysics)	4,323,531	162,376	**4,485,907**	235,854	**4,721,761**
Community Social Responsibility (CSR)	771,453	230,386	**1,001,839**	254,252	**1,256,091**
Environment	691,321	6,830	**698,151**	2,523	**700,674**
Travel, domestic and international	1,854,393	117,154	**1,971,547**	31,268	**2,002,815**
Technical studies/Analysis					
Laboratory analysis	6,068,225	8,731	**6,076,956**	17,110	**6,094,066**
Feasibility study	1,115,569	—	**1,115,569**	-	**1,115,569**
Financial/Admin. Support					
Taxes and duties	855,852	5,365	**861,217**	8,511	**869,728**
Project management, Country Manager	1,554,715	199,216	**1,753,931**	149,039	**1,902,970**
Other G&A, legal, insurance	8,074,047	250,301	**8,324,348**	214,420	**8,538,768**
	$56,885,990	**$1,484,994**	**$58,370,984**	**$1,394,382**	**$59,765,366**

- In mid-November 2022, Micon International Limited, Tierra Group International Ltd. and Promet 101 Consulting Pty Ltd. delivered the results of a feasibility study covering the oxide portion of the Candelones mineralization and an NI 43-101 technical report was filed on December 23, 2022.
- All groundwork on the Neita Sur is suspended starting January 1, 2023 pending the granting of the Exploitation Concession that is currently under application. While the application is being processed, the Environmental Permit that allows ground-based activities like road construction and drill pad construction is suspended until the application process is complete.
- The granting of the Neita Norte Exploration Concession in April 2023 allowed the Corporation to resume exploration activities within this area. The Environmental Permit for this area has been reactivated. In Q1/2024, Unigold finalized an agreement that sets the framework to allow Barrick to earn into the Neita Norte over the next 8 years.

- In 2023 the Corporation started a directed and intensive community consultation process which targeted community leaders, influencers, religious leaders, current and past politicians and environmental groups. The objective of this process was to provide truthful and accurate information regarding the Candelones Project in an attempt to lead the discussion around the permitting process. These activities continued throughout 2024 and 2025 and sets the foundation for the formal ESIA consultation process.
- A stakeholder survey was conducted by an independent consulting company in the immediate area around Candelones on behalf of Unigold in early 2026. A similar study was completed in 2022. The result showed that the majority of survey respondents supported mine development of had no opinion. A number of concerns were consistently highlighted by respondents including water quality, noise, and environmental degradation. Most respondents were interested in learning more about employment opportunities, infrastructure developments, community spin-offs and economic opportunities. The Corporation will use the results of this survey to inform our efforts during the ESIA Community Consultation process.

Results of Operations

A. Feasibility Study

The results of the Study on the oxide portion of the Candelones project were press released on November 10, 2022. The Study was prepared by Micon and other independent industry consultants.

The pertinent input parameters and results of the Candelones Oxide Study (Base Case) are presented in the NI 43-101 report which is available on SEDAR+ (UGD Technical Report 2022) and on our website (UGD website NI 43-101) The technical report used a US$1650 gold price assumption. The gold price has doubled over the past two years.

Mineral Reserve and Resource Estimates

The oxide mineral reserves and resources for the Candelones project are summarized in Tables 1 and 2. The Study is based on the oxide mineral resources, estimated by Mr. W. Lewis, P.Geo. and Mr. A. San Martin, MAusIMM (CP) and the oxide mineral reserves, estimated by Mr. Abdoul Aziz Dramé, P.Eng. all of whom are employees of Micon. Micon is independent of Unigold and Messrs. Lewis, San Martin and Dramé each meet the requirements of a “Qualified Person” as established by NI 43-101 and the Canadian Institute of Mining, Metallurgy and Petroleum (“CIM”) Definition Standards for Mineral Resources and Mineral Reserves (May 2014). The effective date of the mineral reserve estimate is October 7, 2022.

The effective date of the mineral resource estimate is August 8, 2022. A Technical Report summarizing the estimation methodology, and procedures was filed on SEDAR and the Corporation’s website on December 23, 2022.

Table 1.0 – Mineral Reserve Estimate – Candelones Oxide Project

Mineralization Type	Category	Tonnes (x1,000)	Au g/t	Au oz	Waste/Ore Ratio
Oxide	Proven	2,564	0.79	65,000	
Total Proven		**2,564**	**0.79**	**65,000**	
Oxide	Probable	2,384	0.57	43,000	
Transition		649	0.62	13,000	
Total Probable		**3,033**	**0.58**	**56,000**	
Total Proven + Probable		**5,597**	**0.67**	**121,000**	0.40

Table 2.0 – Mineral Resource Estimate – Candelones Oxide Project

Mineralization Type	Category	Tonnes (x1,000)	Au g/t	Au oz	Waste/Ore Ratio
Oxide	Measured	2,542	0.83	67,000	NA
Oxide	Indicated	2,483	0.60	48,000	
Transition		710	0.66	15,000	
Measured + Indicated		**5,735**	**0.71**	**130,000**	
Oxide	Inferred	1,094	0.43	15,000	
Transition		160	0.59	3,000	
Inferred		**1,254**	**0.45**	**18,000**	

Oxide Mineral reserves, with an Effective Date of October 7, 2022, were estimated by Mr. Abdoul Aziz Dramé, P. Eng, of Micon International Limited ("Micon") a Toronto-based consulting company independent of Unigold. Mr. Dramé meets the meet the requirements of a "Qualified Person" as defined by NI 43-101. The reserve estimate is based on a long-term gold price of US$ 1650 per ounce and economic cut-off grades of 0.21 g/tonne (OXIDE) and 0.33 g/tonne (TRANSITION). Mineral reserves are reported within a final designed pit developed from an optimized pit shell. Mineral reserves assume 2.5% dilution, metallurgical recoveries of 88% (OXIDE) and 59% (TRANSITION); mining costs of US$1.84 to 2.39 per tonne (WASTE), US$2.25 per tonne (OXIDE) and US$2.75 per tonne (TRANSITION); processing costs of US$5.56 per tonne; G&A costs of US$1.31 per tonne and selling and royalty costs of US$3.18 per tonne.

Oxide Mineral resources, with an Effective Date of August 8, 2022, are inclusive of mineral reserves and were estimated by Mr. W. Lewis, P.Geo. and Mr. A. San Martin, MAusIMM(CP) of Micon International Limited. ("Micon"), a Toronto-based consulting company, independent of Unigold. Both Mr. Lewis and Mr. San Martin meet the requirements of a "Qualified Person" as defined by NI 43-101. The estimate is based on a long-term gold price of US$1,800 per ounce; metallurgical recoveries of 88% (OXIDE) and 59% (TRANSITION); mining costs of US$2.25 per tonne (OXIDE) and US$2.75 per tonne (TRANSITION); processing costs of US$5.97 per tonne; G&A costs of US$1.93 per tonne. Pit-constrained resources are reported within an optimized pit shell.

Micon has not identified any legal, political, environmental, or other risks that could materially affect the potential development of the mineral resource estimate.

The mineral reserve and resource estimates are classified according to the CIM Standards which define a Mineral Resource as "a concentration or occurrence of solid material of economic interest in or on the earth's crust in such form, grade or quality and quantity that there are reasonable prospects for eventual economic extraction. The location, quantity, grade or quality, continuity, and other characteristics of a mineral resource are known, estimated, or interpreted from specific geological evidence and knowledge including sampling. Mineral resources are subdivided, in order of increasing geological confidence, into inferred, indicated, and measured categories. An inferred mineral resource has a lower level of confidence than an indicated mineral resource. An indicated mineral resource has a higher level of confidence than an inferred mineral resource but has a lower level of confidence than a measured mineral resource."

The CIM Standards define an inferred mineral resource as: "that part of a mineral resource for which quantity and grade or quality are estimated on the basis of limited geological evidence and sampling. Geological evidence is sufficient to imply but not verify geological and grade or quality continuity. An inferred mineral resource has a lower level of confidence than that applying to an indicated mineral resource. It is reasonably expected that the majority of inferred mineral resources could be upgraded to indicated mineral resources with continued exploration." The reader is reminded that mineral resources are not mineral reserves and therefore do not have demonstrated economic viability.

Mining

The oxide mineral reserves included in the life-of-mine plan outcrop on surface are contained within a pit with a maximum depth of approximately thirty metres. The mine has a nominal production rate of 5,000 tonnes per day. Contract mining is assumed using a local, established construction contractor in the Dominican Republic. The material is free-dig at surface. The top 5.0 metres is expected to be sorted and the fine fraction agglomerated prior to placement on the leach pad to counter the high clay content observed near surface. The classification-agglomeration of the upper portion of the deposit was added to mitigate any potential percolation issues at the base of the heap leach pad as well as to maximize gold recovery. Most of the oxide resource mining assumes a small percentage of ripping along with mechanical loading by excavator; no drilling and blasting is necessary. As the pit deepens an aggressive ripping program with D8 triple shank and excavator ripper will be used to prepare each bench for loading by excavator.

Processing

A total of 150,000 tonnes per month of material will be extracted and hauled approximately 3 km onto a Run-of-Mine heap leach pad that will follow local contours with a minimum of earthworks. Gold and silver will be recovered in an adsorption-desorption-recovery circuit and electrowinning cells, with gold room recovery and production of Dore bullion bars. Silver credits are not included in the financial modelling. No tailings facility is required. Gold recovery estimates for oxide and transition mineralization are based on a column leach test work completed at Bureau Veritas Commodities Canada Ltd. Metallurgical test laboratories, Vancouver, where preliminary results indicate 88% gold extraction in 30 days for -19 mm oxide mineralization and over 59% gold extraction in 43 days for -12.5 mm transition mineralization. This study uses a weighted average of 85% leach recovery with a 70-day leach cycle.

Surface Infrastructure and Indirect Costs

The mining and processing infrastructure will be located at the Candelones site. Site power is assumed to be supplied by generators which will be leased under contract. The mine site is directly accessible by an International paved highway. No off-site infrastructure is expected to be required. Process Water is available in the immediate area and will be captured, recycled and conserved. Surface water management includes ditches, emergency event ponds, overflow ponds and pumping stations.

Indirect costs including owner's costs, engineering, procurement, and construction management, temporary facilities for construction, and other related items are estimated at US$3.7 million. An additional US$4.1 million (pre-production) has been budgeted as contingency for specific direct and indirect costs.

Royalties

A 5% royalty on all metals produced from the Candelones Project is payable to the Dominican Republic Government and forms a minimum tax. The royalty payments are credited against the 27% tax on Net Income. A community contribution of 5% of after-tax income is also provided for within the 10% total royalty applied in this Study. The royalty calculation is believed to be a conservative estimate of the ultimate burdens.

Environment and Closure

The Candelones Project is located almost entirely on land owned by the Dominican Government. The project requires the submittal of an Environmental and Social Impact Assessment ("ESIA"). Environmental baseline data collection has been completed, and all collected baseline data will inform the ESIA, which will commence once the framework is finalized. Community consultations have started and will continue for the remainder of the year managed by the Unigold CSR onsite team. In addition to ESIA approval, the project will require other permits and authorizations prior to the construction and operation of the mine. Requests for these normal course approvals will be submitted following the ESIA approval.

A closure plan for the Candelones project will be developed in consultation with the Government and the local communities as part of the ESIA. Closure costs are estimated at US$5.1 million. The objective of site closure is to return the site to a fully satisfactory state that includes eliminating all unacceptable health hazards and ensuring public safety, eliminating the production and spread of contaminants that could damage the environment, and to return the site to an environmentally sound condition without the need for maintenance or continuous monitoring.

Stakeholder Engagement

The Candelones Project is located south of the town of Restauracion in the northwestern Dajabon Province of the Dominican Republic, within a border area that has been designated for preferential development by the government of the Dominican Republic. Unigold has been proactive in community engagement for the past twenty years. Project consultations were initiated in 2020 and will continue through to project initiation at a future date pending permit approval. Numerous stakeholders have expressed an interest in learning about the project. Surveys conducted by Unigold in 2020 allowed members of the community to voice concerns about water quality, land disturbance, blasting operations, dust control, and impacts on wildlife. Unigold is committed to addressing concerns and continuing the dialogue with potentially affected stakeholders through the detailed engineering and environmental assessment process.

The local community has expressed strong support for the project. The main interest in the project has a focus on employment and entrepreneurial opportunities. In early 2023 Unigold opened an Information and Corporate Social Responsibility Office in the town of Restauracion which has become the focus of community engagement and management. Community engagement programs have been maintained to date by utilizing staff that otherwise would have been engaged in construction, engineering, and site preparation activities.

B. Exploration

Geological Setting

Unigold's Neita concessions cover a total of 21,031 Ha area within the highly prospective Tireo Formation, a 300 km x 75 km succession of intermediate volcanic and sedimentary rocks trending northwesterly through the island of Hispaniola. The island of Hispaniola was formed by island arc volcanism and tectonism, the result of subduction of the North America plate below the Caribbean plate during the Cretaceous Period. Island arc volcanism elsewhere in the world are highly prospective areas for Cu and Cu-Au porphyry deposits; Low to high sulphidation Au and Au-Ag epithermal deposits; and Volcanogenic Hosted Massive Sulphide ("VHMS") Au-Ag-Cu-Zn deposits.

Exploration within the Tireo Formation has identified multi-million-ounce gold discoveries at Neita (Unigold), Romero (GoldQuest) and significant mineralization at La Miel in Haiti.

The current model guiding exploration assumes at least three mineralization events. The initial phase of mineralization is interpreted to be a low-grade gold, copper, zinc and silver VHMS event. This mineralization is believed to be the result of intermediate volcanism in a shallow-water, back-arc environment. Mineralization is hosted in dacite volcanoclastics that have been extensively brecciated. The dacites are capped by andesite volcanoclastics that are largely barren. A second style of mineralization, closely associated with the VHMS mounds, emplaced anomalous gold, silver, copper and zinc mineralization with disseminated sulphides that flood along the andesite-dacite contact and extend several tens of metres into the host dacites. This disseminated mineralization, spatially related to the andesite-dacite contact, was the focal point of exploration from 2010 through 2012. Subsequent volcanism is believed to have produced a second Intermediate Sulphidation Epithermal gold-copper mineralization event that migrated into the host dacites along high angle fault zones. Finally, late-stage intermediate – mafic volcanism remobilized mineralization along the contacts of dikes and sills that appear to be intruded along the same fault systems as the epithermal gold-copper event.

Past Exploration Activity

For historical exploration activity, see Unigold Annual Reports or the Summary in the NI 43-101 report.

Recent Activity

Between 2023 and 2026, the Corporation conducted minimal groundwork on the oxide portion of the deposit. While the application for an Exploitation Licence is ongoing, the Environmental Permit that allows ground-based work is effectively suspended.

Project work to date remains essentially unchanged from year-end 2022 and includes:

Compilation data	PROJECT TO DATE
Oxide test pits	31
Drilling - holes	722
Drilling - metres	161,656
Trenching – metres	31,559
Geochemical analysis	160,278
Grab samples	11,089
Soil samples	32,704
Stream samples	884
Induced polarization lines – km	196
Magnetic survey lines – km	687

Financial Performance

FINANCIAL POSITION AND CORPORATE SPENDING

At December 31, 2025:

- Unigold had $363,419 cash to settle accounts payables and accrued liabilities of $264,536 (December 31, 2024 - $149,607 to settle liabilities of $351,921).
- The Corporation had other current assets of:
  - receivables of $106,257 (December 31, 2024 – $20,858), which includes recoverable HST of $15,850 (December 31, 2024 – $11,676);
  - other financial assets and prepaid expenses of $52,515 (December 31, 2024 – $95,910) which are mainly attributable to prepaid insurance premiums, technical deposits and annual listing and securities regulators' fees.

- See Section 5 – Subsequent Events

Selected Annual Information

The following table provides selected financial information and should be read in conjunction with the Corporation's Annual Financial Statements:

Years ended December 31,	**2025**	2024	2023
Total assets	**$861,542**	$723,391	$1,541,317
Total liabilities	**$264,536**	$351,921	371,321
Accumulated deficit	**(83,484,383)**	(82,232,895)	(80,236,392)
Net loss for the year	**$2,547,613**	$2,326,711	$3,172,666
Net loss per share	**$0.01**	$0.01	$0.01

As noted above, during the Reporting Period, Management continues to minimize operations and conserve cash pending the grant of the Exploitation Permit. Operation expenditures included:

- $1,394,382 (2024 - $1,484,994) was expended on E&E. All costs related to the Project are charged to E&E including project management, wages and salaries, camp and field expenses. See costs table below. The technical team continues to make improvements at camp, repair or refurbish equipment, take safety training etc. all in preparation to be ready for the recommencement of drilling upon receipt of the appropriate permits and Terms of Reference of the ESIA.
- Additionally Project Management continues to deploy staff to perform small, yet much needed service projects in the surrounding community. *See Stakeholder Engagement.*
- Management fees remained constant year-over-year. Outstanding directors' fees (2023 – 2025) were settled in the form of 1,575,000 DSU shares with a fair value deemed to be $0.20 per DSU. Additional DSUs were granted however no fair value has been recorded as the DSUs will vest on December 31, 2026.
- Professional and consulting fees were significantly lower ($67,385 versus $130,417) primarily due to higher legal fees incurred in relation to the Barrick joint venture during 2023_2024.
- Amortization was lower ($117,665 versus $137,689) as a result of the declining balance method used to estimate depreciation on the Corporation's capital assets. No new purchases of capital assets were made during 2025.
- G&A was lower as Management continues to conserve cash wherever possible. Regulatory fees were higher in the prior year ($86,112 versus $71,281) as the filing and other regulatory fees charged by the TSX-V and various securities commissions are based on the number of shares issued for financings in each year.
- Share-based compensation is higher in 2025 due to the December 2025 grant of 4,800,000 stock options to directors, officers and employees.

Q4 Performance

The spending in Q4 was consistent with the analysis discussed above except for the awarding of options and DSUs.

The following table sets out selected financial information derived from the Corporation's Annual Financial Statements for each of the eight most recently completed quarters:

	Fiscal 2025				Fiscal 2024			
($ thousands, except per share amount) [1]	**Q4**	Q3	Q2	Q1	Q4	Q3	Q2	Q1
Revenue - interest	**0.00**	0.00	0.00	0.00	0.00	0.00	0.00	0.00
Net loss	**(1,045)**	(558)	(444)	(499)	(501)	(511)	(599)	(716)
Net loss per share:								
Basic and diluted	**(0.01)**	(0.00)	(0.00)	(0.00)	(0.01)	(0.00)	(0.00)	(0.00)
E&E expenditures	**(451)**	(393)	(293)	(293)	(377)	(293)	(355)	(460)

4. Liquidity and Capital Resources

The Corporation considers the capital that it manages to include share capital, warrants and share-based payments reserves, and accumulated deficit. The Corporation manages and makes adjustments to its capital structure based on the funds needed in order to support the acquisition, exploration, and development of mineral properties. Management does this in light of changes in economic conditions and the risk characteristics of the underlying assets.

Management reviews its capital management approach on an ongoing basis. The Corporation and its subsidiaries are not subject to externally imposed capital requirements other than the capital requirements of the TSX Venture Exchange which requires adequate working capital or financial resources of the greater of (i) $50,000 and (ii) an amount required in order to maintain operations and cover general and administrative expenses for a period of six months. At December 31, 2025, Management believes the Corporation was not compliant with Policy 2.5 of the TSX-V, however subsequent to December 31, 2025, a total of $8,965,253 was received as proceeds for the exercise of 29,884,175 warrants. See section 5 - *Subsequent events*.

During the year ended December 31, 2025, the Company completed three private placements as follows:

Date	# Units	Unit $	Proceeds	# Warrants	Warrant $	Term
February 20, 2025	3,664,374	0.08	$293,150	1,832,187	0.12	4 years
May 7 - June 24, 2025	21,432,500	0.08	$1,714,600	10,716,250	0.12	4 years
September 3,2025	1,400,000	0.10	$140,000	1,400,000	0.16	2 years
Total	**26,496,874**		**$2,147,750**	**13,948,437**		

See Section 5 - *Subsequent events.*

Unigold has no producing properties and, consequently, has no current operating income or cash flow. Financing of the Corporation's activities to date has been primarily obtained from equity issuances. The continuing development of the Corporation's properties therefore depends on the Corporation's future ability to obtain additional financing through equity issuances, debt, or sale of assets. In the event that the Corporation is unable to secure future financing, it may not be able to make additional acquisitions or advance exploration, and for these reasons, there may exist material uncertainties that cast significant doubt on the ability of the Corporation to continue as a going concern.

5. Subsequent events

(i) On February 25, 2026, the Corporation completed a non-brokered private placement offering of 8,167,000 units of the Corporation ("February 2026 Unit") at a price of $0.18 per February 2026 Unit for gross proceeds of $1,470,060 (the "February 2026 Offering"). Each February 2026 Unit will consist of one Common Share of the Corporation and one-half of one Common Share purchase warrant ("February 2026 Warrant"). Each whole February 2026 Warrant entitles the holder thereof to purchase one Common Share at the price of $0.22 until two years following the date of issue.

(ii) From January 1, 2026 to March 31, 2026, a total of 29,884,175 $0.30 warrants with an expiry date of March 31, 2026 were exercised for proceeds of $8,965,253. The remaining 23,549,500 warrants also due to expire on March 31, 2026, expired, unexercised.

(iii) On February 5, 2026, 1,000,000 options priced at $0.30 expired, unexercised. The estimated fair value of $215,062 for these options was reclassified to accumulated deficit.

(iv) Cash on hand at the date of this MD&A is approximately $10,100,000.

(v) On April 28, 2026, the Company granted an aggregate of 600,000 five-year stock options to two newly-appointed directors. The options have an exercise price of $0.45 and vest immediately.

6. Key Management Compensation

Since January 1, 2020, the Corporation has retained Grove Corporate Services Ltd. ("Grove") to provide issuer corporate services, including those provided by the Chief Financial Officer ("CFO") and Corporate Secretary, and corporate communications and administration assistance.

The following is the compensation recorded for Key Management, the aggregate of which was paid to individuals and Grove, during the years ended December 31, 2025, and 2024:

For the years ended December 31,	**2025**	2024
Corporate management fees (1)	**$297,117**	$296,282
Directors' fees (2)	**140,000**	140,000
Technical management fees (3)	**296,313**	293,267
Share-based compensation	**259,850**	16,899
	$993,280	$746,448

(1) Includes the fees incurred for the CEO, CFO, and Corporate Secretary (Toronto).

(2) Director are entitled to compensation in cash or share-based payments. See Annual Financial Statements – note 10 – *Key Management*.

(3) Certain technical fees (part CEO and Site Geologist) are classified as E&E expenditures on the statement of loss and comprehensive loss.

Included in accounts payable and accrued liabilities at December 31, 2025, is $48,745 (2024 - $208,861) due and owing to Key Management for unpaid management and directors' fees and reimbursable expenses. These amounts are non-interest-bearing and due on demand.

7. Related Party Transactions

The Corporation's related parties as defined by IAS 24, Related Party Disclosures, include the Corporation's subsidiaries, the Board of Directors, close family members and enterprises that are controlled by these individuals and key management as well as certain persons performing similar functions.

(i) A Canada-based director also participated in the May 13, 2024 and June 5, 2024 Offering with an investment of $40,000.

(ii) Grove Corporate Services ("Grove") provides finance and accounting and corporate secretarial and administrative services (the "Services") to the Corporation. See Key Management. During the Reporting Period, Grove charged the Corporation a total of $153,117 (2024 - $152,283) for the Services.

8. Share Capital Activity

Authorized – The Corporation is authorized to issue an unlimited number of common shares with no par value. Issued and outstanding Common Shares of the Corporation at December 31, 2025, is 300,752,642 (December 31, 2024 – 274,255,768).

For details of all equity transactions - See Annual Financial Statements – note 8 – *Share Capital.*

The following is the share capital activity for the Reporting Period.

	Number of common shares	Amount
Balance - December 31, 2023	**255,587,643**	**$78,944,942**
Private placements	18,668,125	1,511,286
Fair value of warrants issued	—	(266,016)
Balance - December 31, 2024	**274,255,768**	**$80,190,212**
Private placements	26,496,874	2,147,750
Fair value of warrants issued	—	(380,757)
Balance – December 31, 2025	**300,752,642**	**$81,957,205**

(a) Reserve for share purchase warrants

The following table summarizes the Corporation's warrants activity for the years ended December 31, 2025 and 2024:

Exercise Price	Number of Warrants Outstanding	Remaining Contractual Life in Years	Expiry Date
$0.30	29,371,175	0.25	March 31, 2026
$0.30	8,008,750	0.25	March 31, 2026
$0.30	16,053,750	0.25	March 31, 2026
$0.16	1,400,000	1.67	September 3, 2027
$0.12	1,555,937	2.37	May 13, 2028
$0.12	7,778,124	2.43	June 5, 2028
$0.12	1,832,187	3.16	February 20, 2029
$0.12	916,250	3.35	May 7, 2029
$0.12	9,800,000	3.48	June 24, 2029
	76,716,173	**1.06**	

A large number of Warrants were set to expire on December 31, 2025. These warrants were extended by a resolution of the Board of Directors until March 31, 2026. Unexercised warrants from these series expired on March 31, 2026.

(b) Reserve for share-based payments

The Corporation has a stock option plan (the "SOP"), a plan of restricted stock units (the "RSU Plan"), and a plan of deferred share units (the "DSU Plan"). The purpose of these plans is to equip the board of directors to be able to attract, retain and motivate management, staff, and consultants by providing them with the opportunity, through share options and share issuances, to acquire a proprietary interest in the Corporation and benefit from its growth. The maximum number of options to be issued under the SOP, RSU Plan and DSU Plans shall not exceed 10% of the total number of common shares issued and outstanding.

Stock Options

Stock options are non-transferable and may be granted for a term not exceeding five years. The exercise price of the options shall be determined by the board of directors on the basis of the market price of the common shares, subject to all applicable regulatory requirements.

The following table summarizes the Corporation's outstanding stock options as of December 31, 2025:

Weighted Average Exercise Price	Number of Options Outstanding	Remaining Contractual Life – Years	Number of Options Exercisable	Expiry Date
$0.30	1,000,000	0.10	1,000,000	February 5, 2026
$0.22	200,000	0.42	200,000	September 1, 2026
$0.15	5,700,000	2.95	5,700,000	December 11, 2028
$0.20	4,800,000	5.00	3,300,000	December 31, 2030
$0.18	**11,700,000**	**3.50**	**10,200,000**	

RSUs

The Corporation has had a shareholder-approved RSU Plan since May 26, 2022. The Plan authorizes the Board of Directors to grant restricted stock units to directors, officers, employees and consultants. Awards are made and the RSU grantees may elect to receive the awards by either cash redemption, security-based redemption or a combination of both, at the discretion of the Corporation. The maximum number of incentive awards to be issued under the SOP, RSU Plan and DSU Plans shall not exceed 10% of the total number of common shares issued and outstanding. With RSU Plans the maximum number is fixed at the time of plan adoption and that number is 8,695,500 common shares. As at December 31, 2025, no RSUs have been awarded by the Board of Directors.

DSUs

The Corporation has had a shareholder-approved DSU Plan since May 26, 2022. The Plan authorizes the Board of Directors to grant deferred stock units to non-executive directors. Each DSU represents a unit with a value equal to the fair value of one common share of the Corporation. These units vest according to the terms of the Plan but are only redeemable for cash following the director's resignation or retirement from the Board. The recipients of the DSUs may elect to receive the awards by either cash redemption, security-based redemption or a combination of both, at the discretion of the Corporation. The maximum number of incentive awards to be issued under the SOP, RSU Plan and DSU Plans shall not exceed 10% of the total number of common shares issued and outstanding. With DSU Plans, the maximum number is fixed at the time of adoption and that number is 8,695,500 common shares.

On December 31, 2025 the Board of Directors granted DSUs as follows:

- A total of 1,575,000 DSUs at a deemed value of $0.20 each, vesting 12 months from grant date, to settle $315,000 debt for directors' fees; and
- A total of 675,000 DSUs at a deemed value of $0.20 each, vesting 12 months from grant date to the five non-executive directors of the Corporation, as a year-end incentive.

The fair value of the DSUs granted for the settlement of debt was deemed to be $315,000 and recorded to share-based payments. The fair value of the DSUs granted as year-end incentive will be re-measured and recorded to share-based payments on the vesting date.

The DSU activity for the year ended December 31, 2025 was as follows:

Date	Number of Units	In recognition of	Fair Value
Balance – January 1, 2025	**—**	**—**	**$—**
December 31, 2025	1,575,000	Settlement of debt	315,000
Balance – December 31, 2025	**1,575,000**		**$315,000**

9. Commitments, Contingencies, and Contractual Obligations

The Corporation's exploration activities are subject to various federal, provincial, and international laws and regulations governing the protection of the environment. These laws and regulations are continually changing and generally becoming more restrictive. The Corporation conducts its operations so as to protect public health and the environment and believes its operations are materially in compliance with all applicable laws and regulations. The Corporation plans to make expenditures, in the future, to comply with such laws and regulations as applicable.

(a) Legal proceedings

The Corporation and its entities may be parties to certain legal proceedings arising in the ordinary course of business. In the opinion of Management, there are no current legal proceedings or other claims outstanding, which, on final disposition, could have a material adverse effect on the financial position of the Corporation.

(b) Environmental matters

The Corporation's exploration activities are subject to various laws and regulations governing the protection of the environment. These laws and regulations are continually changing and generally becoming more restrictive. The Corporation conducts its operations so as to protect public health and the environment and believes its operations are materially in compliance with all applicable laws and regulations. The Corporation has made, and expects to make in the future, expenditures to comply with such laws and regulations.

The Corporation has operated in the mineral exploration industry in the Dominican Republic for many years. The enforcement of environmental regulation in the Dominican Republic is evolving, and the enforcement posture of government authorities is continually being reconsidered. The Corporation periodically evaluates its obligations under environmental regulations.

(c) Guarantees

The Corporation has no guarantees outstanding.

(d) Contingencies

The Corporation is a party to one senior management employment contract. This contract contains clauses requiring that up to $440,000 be paid on termination for other than cause.

(e) Operating contractual and payroll obligations

The Corporation is party to several operating contracts and commitments, in both Canada and the Dominican Republic. Minimum annual commitments (except severance) are estimated as follows:

The following table summarizes the annual obligations of the Corporation:

Expressed in Canadian dollars	($)
CANADA	
Management fees (i)	240,000
Directors' fees (ii)	100,000
Corporate services (iii)	153,117
DOMINICAN REPUBLIC	
Management fees (i)	230,000
Directors' fees (ii)	40,000
Severance (iv)	243,249
Office leases	9,066

i) Management Fees

The Corporation is a party to certain Management employment/consulting contracts in Canada and in the Dominican Republic. If the employees are terminated for "other than cause", certain employees shall be entitled to severance payouts in amounts established in their employment agreements. Employees and consultants may also be entitled to annual bonuses depending on the terms of their employment/engagement.

ii) Directors' fees

Directors' fees are set at $20,000 per annum, per director. The Chair of the Audit Committee receives an additional $20,000 per annum, for serving in that role.

iii) Corporate services agreement

Since January 2020, the Corporation has retained Grove, a private company that provides CFO and Corporate Secretarial consulting services, corporate communications, and administrative services, at a monthly cost of $12,760. This is a renewable agreement that may be terminated by the Corporation with 90 days written notice provided to Grove of the Corporation's intention to terminate the agreement. See Annual Financial Statements - note 10 – *Related Party Transactions*.

iv) Exploration staff (non-resident) and employees' severance

If qualified personnel are not available in the DR, Unigold may retain non-resident geologists and other contractors to staff the exploration programs.

The Dominican Republic has laws requiring severance payments if employees are terminated. As at December 31, 2025, the total liability is approximately $243,249 (December 31, 2024 - $238,316). This figure changes subject to fluctuating foreign exchange rates and the number of employees hired/terminated. As the likelihood of the terminations taking place is not determinable, the contingent payments have not been recorded in the Annual Financial Statements.

v) Specialty technical contracts

From time to time, the Corporation engages technical consulting firms to deliver specialized services for the Corporation's ongoing projects. These contracts are structured on standard commercial terms. As the Corporation moves towards development more technical service contracts will be contemplated.

10. Trend Information

Current sluggish equity markets and volatile commodity prices are making it very challenging for junior mining companies to raise exploration funds. There are no other major trends that are anticipated to have a material effect on the Corporation's financial condition and results of operations in the near future.

11. Off-Balance Sheet Arrangements

The Corporation has no off-balance sheet arrangements, no capital lease agreements, and no long-term debt obligations.

12. Binding Option Agreement

On April 24, 2024, Unigold executed a binding option agreement with Barrick Gold Corporation ("Barrick") that details the terms under which the Corporation will allow Barrick to earn into and form a joint venture ("JV"), in respect of the Neita Norte (DR). Unigold will grant Barrick the exclusive option to acquire a 60% undivided interest in the Neita Norte by incurring certain expenditures:

(i) incurring not less than US$2.5 million of expenditures in respect of the concession within the first three years;
(ii) incurring a total of not less than US$8 million of expenditures in respect of the concession within the first six years and delivering a PEA;
(iii) incurring a total of not less than US$12 million of expenditures in respect of the concession within the first eight years and delivering a PFS; and
(iv) delivering a written notice to UGD electing to exercise the earn-in right.

Following the earn-in of a 60% interest, Barrick will have the ability to elect to sole-fund and deliver a feasibility study by the end of year twelve which will allow Barrick to increase its ownership in the JV to 80%. The JV will be subject to standard dilution clauses which include the criteria that should any partner own less than 15% of the JV they would be immediately diluted to a 2.5% NSR royalty. Barrick will be the manager and operator of the project.

Exploration commenced in early 2024 and is ongoing. Drilling of priority targets commenced in Q4 of 2025. Management believes the earn-in agreement to be in good standing.

There are no other proposed transactions that will materially affect the performance of the Corporation. However, as is typical of the gold exploration sector, Unigold's Management is continually reviewing potential property acquisition, investment, and joint venture transactions and opportunities in order to expand the Corporation's asset base.

13. Material Accounting Judgments and Estimates

The Corporation prepares its Annual and Annual Financial Statements in accordance with IFRS. The most material accounting estimates are the policy of capitalizing exploration costs on its properties and the valuation of such properties, and the share-based compensation calculation.

The Corporation reviews its portfolio of exploration properties on an annual basis to determine whether a write-down of the capitalized cost of any property is required. The recoverability of the amounts shown for exploration properties and deferred exploration and evaluation assets is dependent on the existence of economically recoverable reserves, and the ability to obtain financing to complete the development of such reserves.

The Corporation uses the Black-Scholes model to determine the fair value of options and warrants. The main factor affecting the estimates of share-based compensation is the share price volatility used. The Corporation uses the historical price data and comparables in the estimate of future volatilities.

See Annual Financial Statements – note 5 – *Material Judgments and Estimates.*

14. Risks and Uncertainties

At the present time, Unigold does not hold any interest in a producing mining property. The Corporation's viability and potential successes lie in its ability to develop, exploit, and generate revenue out of mineral deposits. Revenues, profitability, and cash flow from any future mining operations involving the Corporation will be influenced by precious and/or base metal prices and by the relationship of such prices to production costs. Such prices have fluctuated widely and are affected by numerous factors beyond the Corporation's control.

Permitting and Licencing

On February 25, 2022, Unigold applied to split the Neita Concession into 2 parts: Neita Sur and Neita Norte. The Neita Norte concession (the northern half of the Neita Fase II concession) is the subject of a new Exploration Concession application. The southern portion of the concession, the Neita Sur area, is the subject of an Exploitation Concession application which would give Unigold the sole right to extract specific minerals from this area for 75 years. The permit application is in process and subject to Presidential approval. Although Management is not aware of any impediment to obtaining the permit, this is not assured.

On May 6, 2022, Unigold applied for an extension of its Environmental permit which allows the Corporation to continue to conduct exploration activities on Neita Fase II. This extension is pending the finalization of both the Neita Sur and Neita Norte applications at which point the Ministry of the Environment is expected to renew the license to conduct exploration activities.

On April 27, 2023, Unigold announced that the Neita Norte Concession had been granted by the Ministry of Energy and Mines of the Dominican Government. The Neita Norte Concession has been granted for a three-year period with the possibility of two one-year extensions. Unigold has reactivated the environmental permit to allow exploration to continue over this concession area.

Under the Dominican Mining Law, no work can proceed until a decision on the Exploitation Concession Application has been finalized. Changes to the Dominican Ministry of the Environment regulations in early Q4/2024 allow applicants to proceed to an Environmental and Social Impact Assessment (ESIA) while the application is being considered. This change is meant to accelerate the timeline for mining projects. The Corporation has commenced the ESIA process in advance of the Exploitation Concession decision. *See PR No. 2024-11, November 26, 2024.*

While Unigold believes that it is in compliance with applicable legislation and is up to date with required regulatory filings, however, there can be no certainty that permits over the Neita Sur will be issued in a timely manner. Unigold's exploration properties are subject to ongoing renewal and application processes. Should renewals and applications not be granted, then the carrying value of the exploration and evaluation assets may be impaired.

Nature of Mineral Exploration and Development Projects

Mineral exploration is highly speculative in nature, involves many risks and frequently is non-productive. There is no assurance that exploration efforts will be successful. The exploration and development of mineral deposits involves significant financial and other risks over an extended period of time, which even a combination of careful evaluation, experience, and knowledge may not eliminate. Few mining properties that are explored are ultimately developed into producing mines. Major expenses are required to establish reserves by drilling and to construct mining and processing facilities. Large amounts of capital are frequently required to purchase necessary equipment. It is impossible to ensure that the current or proposed exploration programs on properties in which the Corporation has an interest will result in profitable commercial mining operations.

Success in establishing mineral reserves through exploration is the result of a number of factors, including the quality of management, the Corporation's level of geological and technical expertise, the quality of land available for exploration and other factors. Once mineralization is discovered, it may take several years in the initial phases of drilling until production is possible, during which time the economic feasibility of production may change. Substantial expenditures are required to establish proven and probable reserves through drilling, to determine the optimal metallurgical process to extract the metals from the ore and, in the case of new properties, to construct mining and processing facilities. Whether a deposit will be commercially viable depends on a number of factors, including the particular attributes of the deposit, such as its size and grade, costs and efficiencies of the recovery methods that can be employed, proximity to infrastructure, financing costs and governmental regulations, including regulations relating to prices, taxes, royalties, infrastructure, land use, importing and exporting of gold or silver, and environmental protection.

The effect of these factors cannot be accurately predicted, but the combination of these factors may result in the Corporation not receiving an adequate return on its invested capital. Because of these uncertainties, no assurance can be given that exploration programmes will result in the establishment or expansion of resources or reserves.

The Corporation’s Properties Are Subject to Title Risks
The Corporation has taken all reasonable steps to ensure that it has proper title to its properties. However, the Corporation cannot provide any guarantees that there are no prior unregistered agreements, claims or defects that may result in the Corporation’s title to its properties being challenged. A successful challenge to the precise area and location of these claims could result in the Corporation being unable to operate on its properties as anticipated or being unable to enforce its rights with respect to its properties, which could have a material and adverse effect on the Corporation's future cash flows, earnings, results of operations and financial condition.

The Corporation and Its Projects Are Subject to Risks of Operating in Foreign Countries
The Corporation’s projects are subject to the risks of operating in foreign countries. The Corporation’s foreign operations and investments and its ability to carry on its business in the normal course may be adversely affected by political and economic considerations such as civil unrest, war (including in neighbouring states), terrorist actions, labour disputes, corruption, sovereign risk, political instability, the failure of foreign parties, courts or governments to honour or enforce contractual relations, changing government regulations with respect to mining (including environmental requirements, taxation, land tenure, foreign investments, income repatriation and capital recovery), fluctuations in currency exchange and inflation rates, import and export restrictions, challenges to the Corporation’s title to properties or mineral rights, problems renewing concessions and permits, opposition to mining from environmental or other non-governmental organizations, increased financing costs, instability due to economic under-development, inadequate infrastructure, and the expropriation of property interests. In addition, the enforcement by Unigold of its legal rights to exploit its properties or to utilize its permits and concessions may not be recognized by the court systems in the Dominican Republic. The occurrence of one or more of these risks could have a material and adverse effect on the viability and financial performance of its foreign operations, which could have a material and adverse effect on the Corporation's future cash flows, earnings, results of operations and financial condition. Any of these events could also result in conditions that delay or prevent the Corporation from exploring or developing its properties even if economic quantities of minerals are found.

Financing Risk
To fund future investments in its mineral properties the Corporation requires capital. Subject to economic conditions at the time, there can be no assurance the Corporation would be able to raise additional debt or equity financing on acceptable terms. If the Corporation cannot finance its future projects, it could have a material and adverse effect on the Corporation's future cash flows, earnings, results of operations and financial condition.

15. Environmental Matters

In the risks section above, reference was made to several risks impacting on environment matters. Unigold believes that it is in compliance with all environmental regulations in the Dominican Republic and has made no provision for environmental remediation costs as such costs are believed to be immaterial. Environmental remediation of exploration sites is an ongoing and continuous activity. The Corporation has completed baseline environmental work in preparation for commencing an ESIA to support a final production decision for the Oxide Project at Candelones.

CSR, Safety and Health

The Corporation engages in and adheres to the principles of sound Corporate Social Responsibility ("CSR") with the local communities and people where it operates. While the Corporation recognizes that the funds to achieve these goals are derived from shareholders' investment in the Corporation, it also believes that those same shareholders recognize that pragmatic and cost-effective CSR activity benefits all stakeholders and enables ongoing field activity with the support of local leaders, government, landowners and the community in general. There were no reportable environmental compliance events during the period.

16. Material Accounting Policies – Changes and Issuances

Certain pronouncements were issued by the IASB or the IFRIC that are mandatory for accounting periods commencing on or after January 1, 2025. Many are not applicable or do not have a significant impact to the Corporation and have been excluded from the Annual Financial Statements.

Future accounting standards

See Annual Financial Statements – note 4(c) - *Material Accounting Policies*.

17. Presentation and Financial Instruments and Capital Management

Fair Value
IFRS requires that the Corporation disclose information about the fair value of its financial assets and liabilities. The carrying amounts for cash and cash equivalents, sundry receivables, accounts payable and accrued liabilities on the Statements of Financial Position approximate fair value because of the limited term of these instruments. Fair value estimates are made at the statement of financial position date based on relevant market information and information about the financial instrument. These estimates are subjective in nature and involve uncertainties in significant matters of judgment and therefore cannot be determined with precision. Changes in assumptions could significantly affect these estimates.

Credit Risk
Credit risk is the risk of loss associated with a counterparty's inability to fulfill its payment obligations. The Corporation's credit risk is primarily attributable to cash, other receivables, other financial assets and other

investments. Cash is held with reputable Canadian financial institutions, from which management believes the risk of loss to be minimal. Financial instruments included in other receivables consist of harmonized sales tax due from the Federal Government of Canada.

Liquidity Risk

The Corporation has in place a planning and budgeting process to help determine the funds required to support the Corporation's normal operating requirements on an ongoing basis and its capital, administrative, and exploration and evaluation expenditures. The Corporation ensures that there are sufficient funds to meet its short-term requirements, taking into account its anticipated cash flows from operations and its holdings of cash and cash equivalents.

As at December 31, 2025, the Corporation has working capital of $257,655 (December 31, 2024 – shortfall of $85,546), and $363,419 cash to settle current accounts payable and accrued liabilities of $264,536 (December 31, 2024 - $149,607 cash to settle current accounts payable and accrued liabilities of $351,921). The Corporation's other current assets consist of other receivables of $25,033 (December 31, 2024 – $20,858) which is principally HST and other financial assets and prepaid expenses of $133,739 (December 31, 2024 – $95,910).

See Annual Financial Statements – note 2 – *Going Concern.*

Market Risk

At the present time, the Corporation does not hold any interest in mining property that is in production. The Corporation's viability and potential success depend on its ability to develop, exploit, and generate revenue from the development of mineral deposits. Revenue, cash flow, and profits from any future mining operations in which the Corporation is involved will be influenced by precious and/or base metal prices and by the relationship of such prices to production costs. prices can fluctuate widely and are affected by numerous factors beyond the Corporation's control.

Foreign Exchange Risk

The Corporation's financings are principally in Canadian dollars. Certain expenditures of the Corporation's subsidiary Unigold Dominicana, S.R.L.'s activities are incurred in U.S. dollars (US$) and Dominican Pesos (DOP) and are therefore subject to gains or losses due to fluctuations in exchange rates. The Corporation is therefore subject to foreign exchange risk. As at December 31, 2025, the Corporation had foreign cash balances in the Canadian equivalent of $359,978 and trade payables of $144,880 (December 31, 2024 – $147,501 and trade payables of $94,463). Sensitivity to a plus or minus 5% change in the foreign exchange rate would have resulted in a decrease in the net assets of the Corporation in the amount of $10,755 at December 31, 2025 (December 31, 2024 – $2,652). The Corporation does not undertake currency hedging activities to mitigate its foreign currency risk.

Interest Rate Risk

Interest rate risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Corporation's current policy is to earn interest on investment-grade short-term deposit certificates issued by its financial institutions. The Corporation periodically monitors the investments it makes and is satisfied with the creditworthiness of its financial institutions. As of December 31, 2025, interest rate risk is minimal since the Corporation has no interest-bearing debt instruments.

Commodity Price Risk

The ability of the Corporation to develop its properties and the future profitability of the Corporation is directly related to the market price of certain minerals.

Sensitivity Analysis

The Corporation is exposed to foreign currency risk of fluctuations on financial instruments that are denominated in US$ and Dominican Republic Pesos related to cash balances, other investments and accounts payable. Sensitivity to a plus or minus 5% change in the foreign exchange rate would not have resulted in a significant fluctuation during the year ended December 31, 2025.

Capital Management

Unigold considers its capital structure to consist of total equity attributable to equity holders of the Corporation. The Corporation manages its capital structure and makes adjustments to it, in order to have the funds available to support is exploration and corporate activities. The Corporation's objective in managing capital is to safeguard its ability to operate as a going concern. The Corporation is in the development stage and as such is dependent on external financing. In order to carry out planned exploration and development, and pay for administrative and operating costs, the Corporation will spend its existing working capital. The Corporation's objective when managing capital is to safeguard the Corporation's ability to continue as a going concern in order to pursue the exploration of its exploration properties and maximize shareholder returns. The Corporation satisfies its capital requirements through careful management of its cash resources and by equity issues, as necessary, based on the prevalent economic conditions of both the industry and the capital markets and the underlying risk characteristics of the related assets. Management reviews its capital management approach on an ongoing basis. The Corporation is not subject to externally imposed capital requirements.

18. Report on Internal Control over Financial Reporting and Disclosure Controls and Procedures

In connection with Exemption Orders issued in November 2007 by each of the British Columbia Securities Commission and Ontario Securities Commission, the Chief Executive Officer and Chief Financial Officer of the Corporation have filed a Venture Issuer Basic Certificate with respect to the financial information contained in the Annual Financial Statements and the Corporation's related MD&A. In contrast to the certificate under National Instrument 52-109 (Certification of Disclosure in Issuer's Annual and Interim Filings) ("NI 52-109"), the Venture Issuer Basic Certificate does not include representations relating to the establishment and maintenance of disclosure controls and procedures and internal control over financial reporting, as defined in NI 52-109. For further information, the reader should refer to the Venture Issuer Basic Certificates filed by the Corporation with the Annual Filings on SEDAR at www.sedar.com. Management believes that based upon the evaluations and actions taken to date, reasonable assurance can be provided that there is no material misstatement of the financial results reported as of December 31, 2025.

19. Outstanding Share Data

See Annual Financial Statements – note 8 – *Share Capital*, for details of common shares, warrants, finder warrants, and stock options activity during the reporting period.

As at	Common Shares	Warrants	Stock Options	DSUs	Fully Diluted
December 31, 2024	274,255,768	79,396,903	7,050,000	—	360,702,671
December 31, 2025	300,752,642	76,716,173	11,700,000	2,250,000	391,418,815
April 29, 2026	338,803,817	27,365,997	10,700,000	2,250,000	379,119,814

20. Qualified Person

The foregoing scientific and technical information has been prepared or reviewed by Joseph Hamilton, P.Geo., CEO of the Corporation. Mr. Hamilton is a “qualified person” within the meaning of National Instrument 43-101.

21. Corporate Directory

Directors
Joseph Hamilton
Osvaldo A. Oller
Joseph Del Campo (Chair – Audit)
Steve Haggarty
Juana Barcelo
Andres Marranzini

Officers and Management
Joseph Hamilton, Chairman, and CEO
Donna McLean, CFO
Helga Fairhurst, Corporate Secretary
Ramon Tapia, Country Director - DR

Auditors
McGovern Hurley LLP,
Toronto, Ontario

Legal Counsel
Bennett Jones LLP,
Toronto, Ontario

Marat Legal, S.R.L.
Santo Domingo, Dominican Republic

Registrar & Transfer Agent
Endeavour Trust Corporation
Vancouver, BC

Bank
Bank of Montreal,
Toronto, Ontario

Executive Office
Ste. 1800 – 372 Bay St.
Toronto, Ontario M5H 2W9 Canada
Tel: 416-866-8157

E-mail: unigold@unigoldinc.com

Shareholder Information

Contact Information:
Endeavour Trust Company
Suite 702 - 777 Hornby Street,
Vancouver, BC, V6Z 1S4
1-416-977-7888 - Toronto
1-604-559-8880 - Vancouver
Email: info@endeavortrust.com
Web: www.EndeavorTrust.com

Further information about the Corporation or copies of the Annual or Quarterly Reports and press releases are available from Unigold's website at **www.unigoldinc.com.**

The Corporation's filings with Canadian securities regulatory authorities can be accessed on 'SEDAR' at www.sedar.com.

Information provided as of April 27, 2026.

UNIGOLD INC.

CONSOLIDATED FINANCIAL STATEMENTS

For the Years Ended December 31, 2025 and 2024

(Expressed in Canadian Dollars)

Independent Auditor's Report

To the Shareholders of Unigold Inc.

Opinion

We have audited the consolidated financial statements of Unigold Inc. and its subsidiaries (the "Company"), which comprise the consolidated statements of financial position as at December 31, 2025 and 2024, and the consolidated statements of changes in shareholders' equity, consolidated statements of loss and comprehensive loss and consolidated statements of cash flows for the years then ended, and notes to the consolidated financial statements, including material accounting policy information.

In our opinion, the accompanying consolidated financial statements present fairly, in all material respects, the consolidated financial position of the Company as at December 31, 2025 and 2024, and its consolidated financial performance and its consolidated cash flows for the years then ended in accordance with IFRS Accounting Standards as issued by the International Accounting Standards Board (IASB).

Basis for opinion

We conducted our audit in accordance with Canadian generally accepted auditing standards. Our responsibilities under those standards are further described in the Auditor's responsibilities for the audit of the consolidated financial statements section of our report. We are independent of the Company in accordance with the ethical requirements that are relevant to our audit of the consolidated financial statements in Canada. We have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Material uncertainty related to going concern

We draw attention to Note 2 in the consolidated financial statements, which indicates that the Company incurred a net loss during the year ended December 31, 2025 and, has a need to obtain financing. As stated in Note 2, these events or conditions, along with other matters as set forth in Note 2, indicate that material uncertainties exist that cast significant doubt on the Company's ability to continue as a going concern. Our opinion is not modified in respect of this matter.

Key audit matters

Key audit matters are those matters that, in our professional judgement, were of most significance in our audit of the consolidated financial statements of the current period. These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

251 Consumers Road, Suite 800
Toronto, Ontario
M2J 4R3
mcgovernhurley.com
t. 416-496-1234

Except for the matter described in the *Material uncertainty related to going concern* section, we have determined that there were no additional key audit matters to communicate in our report.

Other information

Management is responsible for the other information. The other information comprises Management's Discussion and Analysis.

Our opinion on the consolidated financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the consolidated financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the consolidated financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated.

We obtained Management's Discussion and Analysis prior to the date of this auditor's report. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Responsibilities of management and those charged with governance for the consolidated financial statements

Management is responsible for the preparation and fair presentation of the consolidated financial statements in accordance with IFRS Accounting Standards, and for such internal control as management determines is necessary to enable the preparation of consolidated financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the consolidated financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or cease operations, or has no realistic alternative but to do so.

Those charged with governance are responsible for overseeing the Company's financial reporting process.

Auditor's responsibilities for the audit of the consolidated financial statements

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with Canadian generally accepted auditing standards will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

As part of an audit in accordance with Canadian generally accepted auditing standards, we exercise professional judgement and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risks of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control.

- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.

- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.

- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

- Plan and perform the audit to obtain sufficient appropriate audit evidence regarding the financial information of the entities or business units within the Company as a basis for forming an opinion on the consolidated financial statements. We are responsible for the direction, supervision and review of the work performed for purposes of the group audit. We remain solely responsible for our audit opinion.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

McGovern Hurley

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the consolidated financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

The engagement partner of the audit resulting in this independent auditor's report is Jessica Glendinning.

McGovern Hurley LLP

McGovern Hurley LLP

Chartered Professional Accountants
Licensed Public Accountants

Toronto, Ontario
April 27, 2026

CONSOLIDATED STATEMENTS OF FINANCIAL POSITION

(Expressed in Canadian Dollars)

As at December 31,	Note	2025	2024
Assets			
Current assets			
Cash		**$363,419**	$149,607
Other receivables		**106,257**	20,858
Other financial assets and prepaid expenses		**52,515**	95,910
Total current assets		**522,191**	266,375
Non-current assets			
Property, plant and equipment	6	**339,351**	457,016
Total assets		**$861,542**	$723,391
Liabilities			
Current liabilities			
Accounts payable and accrued liabilities	10	**$264,536**	$351,921
Total liabilities		**264,536**	351,921
Equity			
Share capital	8(a)	**81,957,205**	80,190,212
Reserve for warrants	8(b)	**1,042,488**	1,942,335
Reserve for share-based payments	8(c)	**1,081,696**	471,818
Accumulated deficit		**(83,484,383)**	(82,232,895)
Total equity		**597,006**	371,470
Total liabilities and equity		**$861,542**	$723,391

Nature of operations (note 1)

Going concern (note 2)

Commitments and contingencies (note 13)

Subsequent events (note 16)

Approved on Behalf of the Board of Directors:

s/ Joseph Del Campo
Director

s/ Joseph Hamilton
Director

The accompanying notes are an integral part of these consolidated financial statements.

CONSOLIDATED STATEMENTS OF CHANGES IN SHAREHOLDERS' EQUITY

(Expressed in Canadian Dollars)

	Share capital		Other reserves		Equity	
	Number of shares	Amount	Warrants	Share-based payments	Accumulated Deficit	Attributable to shareholders
Balance - December 31, 2023	**255,587,643**	**$78,944,942**	**$1,676,319**	**$785,127**	**$(80,236,392)**	**$1,169,996**
Private placements, net	18,668,125	1,511,286	—	—	—	1,511,286
Warrants issued	—	(266,016)	266,016	—	—	—
Share-based compensation	—	—	—	16,899	—	16,899
Expiry of options	—	—	—	(330,208)	330,208	—
Net loss for the year	—	—	—	–	(2,326,711)	(2,326,711)
Balance - December 31, 2024	**274,255,768**	**$80,190,212**	**$1,942,335**	**$471,818**	**$(82,232,895)**	**$371,470**
Private placements, *note 8(a)*	26,496,874	2,147,750	—	—	—	2,147,750
Shares to be issued, *note 8 (c)*	—	—	—	315,000	—	315,000
Warrants issued, *note 8(b)*	—	(380,757)	380,757	—	—	—
Share-based compensation, *note 8(c)*	—	—	—	310,399	—	310,399
Expiry of options, *note 8(c)*	—	—	—	(15,521)	15,521	—
Expiry of warrants, *note 8(b)*	—	—	(1,280,604)	—	1,280,604	—
Net loss for the year	—	—	—	—	(2,547,613)	(2,547,613)
Balance - December 31, 2025	**300,752,642**	**$81,957,205**	**$1,042,488**	**$1,081,696**	**$(83,484,383)**	**$597,006**

(1) See note 8(a) – Share capital

The accompanying notes are an integral part of these consolidated financial statements.

CONSOLIDATED STATEMENTS OF LOSS AND COMPREHENSIVE LOSS

(Expressed in Canadian Dollars)

For the years ended December 31,	Note	2025	2024
Operating expenses			
Exploration expenditures	**7**	**$1,394,382**	$1,484,994
Management and directors' compensation	**10**	**421,808**	421,024
Regulatory fees and shareholder information		**71,281**	86,112
Professional and consulting fees		**67,385**	130,417
General and administrative expenses		**51,848**	85,438
Business development and travel		**49,354**	10,499
Depreciation	**6**	**117,665**	137,689
Share-based compensation	**8(c)**	**310,399**	16,899
Loss before the undernoted items:		**2,484,122**	2,373,072
Interest (income) expense		**(5)**	(13)
Foreign exchange loss (gain)		**63,496**	(46,348)
Net loss and comprehensive loss for the year		**$2,547,613**	$2,326,711
Net loss per share - basic and diluted	**9**	**$0.01**	$0.01
Weighted average number of shares outstanding during the year – basic and diluted	**9**	**289,262,202**	266,473,153

The accompanying notes are an integral part of these consolidated financial statements.

CONSOLIDATED STATEMENTS OF CASH FLOWS
(Expressed in Canadian Dollars)

For the years ended December 31,	Note	2025	2024
Cash flows used in operating activities			
Net loss for the year		**$(2,547,613)**	$(2,326,711)
Adjustments to non-cash items:			
Share-based compensation expense	**8(c)**	**310,399**	16,899
Depreciation	**6**	**117,665**	137,689
		(2,119,549)	(2,172,123)
Working capital adjustments:			
Other receivables		**(85,399)**	14,437
Other financial assets and prepaid expenses		**43,395**	(10,331)
Accounts payable and accrued liabilities		**227,615**	(19,400)
Net cash flows used in operating activities		**$(1,933,938)**	$(2,187,417)
Cash flows provided by financing activities			
Proceeds from private placements	**8(a)**	**2,147,750**	1,511,286
Net cash flows provided by financing activities		**$2,147,750**	$1,511,286
Net increase (decrease) in cash		**$213,812**	$(676,131)
Cash, beginning of the year		**149,607**	825,738
Cash, end of the year		**$363,419**	$149,607

The accompanying notes are an integral part of these consolidated financial statements.

1. Nature of operations

Unigold Inc. ("Unigold" or the "Corporation") was incorporated pursuant to the Business Corporations Act (Ontario) on May 9, 1990. The Corporation's corporate head office is located at 372 Bay Street, Suite 1800, Toronto, ON, M5H 2W9.

Unigold is in the business of exploring its mineral concession properties in the Dominican Republic ("DR").

2. Basis of presentation and going concern

These consolidated financial statements for the years ended December 31, 2025 and 2024 (the "Annual Financial Statements") have been prepared on a going concern basis. The going concern basis of presentation assumes that the Corporation will continue in operation for the foreseeable future and be able to realize its assets and discharge its liabilities and commitments in the normal course of business. As the Corporation will continue to generate operating losses for the foreseeable future, the Corporation's continuance as a going concern is dependent upon its ability to obtain adequate financing to advance exploration and meet its corporate cost obligations. To address its financing requirements, the Corporation will seek financing through measures that may include joint venture agreements, debt and equity financings, asset sales, and rights offerings to existing shareholders or other financial transactions. In the event that the Corporation is unable to secure future financing, it may not be able to make additional acquisitions or advance exploration, and for these reasons, there may exist material uncertainties that cast significant doubt on the ability of the Corporation to continue as a going concern.

It is not possible to predict whether financing efforts will be successful or if Unigold will attain profitable levels of operation. These Annual Financial Statements do not include any adjustments to the carrying values of assets and liabilities and the reported expenses and statement of financial position classification that would be necessary should the Corporation be unable to continue as a going concern and therefore be required to realize its assets and liquidate its liabilities and commitments in other than the normal course of business, and at amounts different from those in the accompanying Annual Financial Statements. These adjustments could be material.

Subsidiaries

Subsidiaries are entities controlled by the Corporation. Control exists when the Corporation possesses power over an investee, has exposure to variable returns from the investee and has the ability to use its power over the investee to affect its returns. Where necessary, adjustments are made to the financial statements of subsidiaries to bring their accounting policies in line with those used by the Corporation.

The subsidiaries of the Corporation are as follows:

Corporation	Registered	Ownership	Principal Activity
Unigold Resources Inc.	Canada	100%	Holdco
Unigold Dominicana, S.R.L	D.R	100%	Exploration
Neita Resources S.A.	D.R.	100%	Exploration

3. Title Risk

The business of mining and exploring for minerals involves a high degree of risk and there can be no assurance that current exploration programs will result in profitable mining operations. The Corporation's continued existence is dependent upon the preservation of its interest in the underlying properties, the discovery of economically recoverable reserves, the achievement of profitable operations, or the ability of the Corporation to raise alternative financing, if necessary, or alternatively upon the Corporation's ability to dispose of its interests on an advantageous basis.

All of the Corporation's exploration properties are located outside of Canada and are subject to the risk of foreign investment, including increases in taxes and royalties, renegotiation of contracts, currency exchange fluctuations, and political uncertainty.

Although the Corporation has taken steps to verify title to the properties on which it is conducting exploration and in which it has an interest, in accordance with industry standards for the current state of exploration of such properties, these procedures do not guarantee the Corporation's title. Property title may be subject to unregistered prior agreements and non-compliance with regulatory, social, and environmental requirements.

4. Material Accounting Policies

(a) Statement of compliance

The accounting policies applied in these Annual Financial Statements are based on IFRS Accounting Standards as issued by the International Accounting Standards Board (IASB) effective as of December 31, 2025, and have been consistently applied to all periods presented unless otherwise noted. These financial statements were approved by the Board of Directors on April 27, 2026.

(b) Basis of preparation

The Annual Financial Statements are presented in Canadian dollars and are prepared on the historical cost basis. In addition, these Annual Financial Statements are prepared using the accrual basis of accounting except for cash flow information.

(c) Accounting standards

Recent accounting pronouncements

During the year ended December 31, 2025, the Corporation adopted a number of amendments and improvements of existing standards. These new standards and changes did not have any impact on the Annual Financial Statements.

Certain new standards, interpretations, amendments and improvements to existing standards were issued by the IASB or IFRIC that are mandatory for accounting periods beginning January 1, 2026:

Classification and Measurement of Financial Instruments (Amendments to IFRS 9 and IFRS 7)

In May 2024, the IASB issued amendments to IFRS 9 Financial Instruments and IFRS 7 Financial Instruments – Disclosures. The amendments clarify the derecognition of financial liabilities and introduces an accounting policy option to derecognize financial liabilities that are settled through an electronic payment system. The amendments also clarify how to assets the contractual cash flow characteristics of financial assets that include environmental, social and governance (ESG)-linked features and other similar contingent features and the treatment of non-recourse assets and contractually linked instruments (CLIs). Further, the amendments mandate additional disclosures in IFRS 7 for financial instruments with contingent features and equity instruments classified at FVOCI.

The amendments are effective for annual periods starting on or after January 1, 2026. Retrospective application is required.

Presentation and Disclosure in Financial Statements (IFRS 18)

In April 2024, the IASB issued IFRS 18 Presentation and Disclosure in Financial Statements to improve reporting of financial performance. The new standards replaces IAS 1 Presentation of Financial Statements. IFRS 18 introduces new categories and required subtotals in the statement of profit and loss and also requires disclosure of management-defined performance measures. It also includes new requirements for the location, aggregation and disaggregation of financial information. The standard is effective for annual reporting periods beginning on or after January 1, 2027, including interim financial statements. Retrospective application is required, and early adoption is permitted.

Sale of Contribution of Assets between an Investor and its Associate or Joint Venture (Amendments to IFRS 10 and IAS 28)

IFRS 10 – Consolidated Financial Statements ("IFRS 10") and IAS 28 – Investments in Associates and Joint Ventures ("IAS 28") were amended in September 2014 to address a conflict between the requirements of IAS 28 and IFRS 10 and clarify that in a transaction involving an associate or joint venture, the extent of gain or loss recognition depends on whether the assets sold or contributed constitute a business. The effective date of these amendments is yet to be determined; however early adoption is permitted.

(d) Foreign currencies

The Corporation and its subsidiaries consider the Canadian dollar to be the functional currency of their primary operations. Transactions in foreign currencies are translated into the currency of measurement at the exchange rates in effect on the transaction date. Monetary statement of financial position items expressed in foreign currencies are translated into Canadian dollars at the exchange rates in effect at the statement of financial position date. The resulting exchange gains and losses are recognized in profit or loss. The Corporation's presentation currency is the Canadian dollar.

(e) Cash

Cash includes cash on hand and balances held at Canadian chartered banks. Whenever possible, funds are held in interest-bearing accounts.

(f) Property, plant and equipment

Property, plant and equipment are carried at cost, less accumulated amortization and accumulated impairment losses. The initial cost of an asset comprises its purchase price or construction cost, any costs directly attributable to bringing the assets to a working condition for their intended use, the initial estimate of the rehabilitation provisions, and for qualifying assets, borrowing costs. The purchase price or construction cost is the aggregate amount paid and the fair value of any other consideration given to acquire the asset. Where an item of property, plant and equipment comprises significant components with different useful lives, the components are accounted for as separate items of property, plant and equipment. The property, plant and equipment noted below are depreciated over their estimated useful lives using the following consolidated rates and methods. The assets' residual values, useful lives and methods of amortization are reviewed at each reporting period and adjusted prospectively if appropriate.

- Vehicles 30% declining balance
- Field equipment 20% declining balance
- Camp and buildings 20% declining balance

Property, plant and equipment are derecognized upon disposal, when held for sale or when no future economic benefits are expected to arise from the continued use of the asset. Any gain or loss arising on disposal of the asset, determined as the difference between the net disposal proceeds and the carrying amount of the asset, is recognized in the consolidated statements of loss and comprehensive loss.

(g) Restoration, rehabilitation and environmental obligations

A provision is recognized in the statement of financial position when the Corporation has a present legal or constructive obligation as a result of a past event, and it is probable that an outflow of economic benefits will be required to settle the obligation. If the effect is material, provisions are determined by discounting the expected future cash flows at a pre-tax rate that reflects current market assessments of the time value of money and, where appropriate, the risks specific to the liability. Amounts recorded for the related assets are increased by the amount of these obligations. The increase in provisions for restoration, rehabilitation and environmental obligations due to the passage of time is charged to the consolidated statements of loss and comprehensive loss as a finance cost. The Corporation did not have any material restoration, rehabilitation and environmental obligations as of December 31, 2025 and 2024.

(h) Taxation

Current tax

Income tax expense represents the sum of the tax currently payable and deferred tax. The tax currently payable is based on taxable profit for the year. Taxable profit differs from profit as reported in the consolidated statements of loss and comprehensive loss because of items of income or expense that are taxable or deductible in other years and items that are never taxable or deductible. The Corporation's liability for current tax is calculated using tax rates that have been enacted or substantively enacted by the end of the reporting period.

Deferred tax

Deferred tax is recognized on temporary differences between the carrying amounts of assets and liabilities in the financial statements and the corresponding tax bases used in the computation of taxable profit. Deferred tax liabilities are generally recognized for all taxable temporary differences. Deferred tax assets are generally recognised for all deductible temporary differences to the extent that it is probable that taxable profits will be available against which those deductible temporary differences can be utilized. Such deferred tax assets and liabilities are not recognised if the temporary difference arises from goodwill or from the initial recognition (other than in a business combination) of other assets and liabilities in a transaction that affects neither the taxable profit nor the accounting profit.

Deferred tax liabilities are recognised for taxable temporary differences associated with investments in subsidiaries and associates, and interests in joint ventures, except where the Corporation is able to control the reversal of the temporary difference and it is probable that the temporary difference will not reverse in the foreseeable future. Deferred tax assets arising from deductible temporary differences associated with such investments and interests are only recognised to the extent that it is probable that there will be sufficient taxable profits against which to utilize the benefits of the temporary differences, and they are expected to reverse in the foreseeable future.

The carrying amount of deferred tax assets is reviewed at the end of each reporting period and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the asset to be recovered.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the period in which the liability is settled or the asset realized, based on tax rates (and tax laws) that have been enacted or substantively enacted by the end of the reporting period. The measurement of deferred tax liabilities and assets reflects the tax consequences that would follow from the manner in which the Corporation expects, at the end of the reporting period, to recover or settle the carrying amount of its assets and liabilities.

Deferred tax assets and liabilities are offset when there is a legally enforceable right to set off current tax assets against current tax liabilities and when they relate to income taxes levied by the same taxation authority and the Corporation intends to settle its current tax assets and liabilities on a net basis.

(i) Equity

An equity instrument is any contract that evidences a residual interest in the assets of the Corporation after deducting all of its liabilities. Equity instruments issued by the Corporation are recorded at the proceeds received, net of direct issue costs. Proceeds from unit financings are allocated between shares and warrants based on their relative fair values. The grant date fair value of the warrants issued are reflected in the reserve for warrants account until such time that the warrants are exercised, at which time the corresponding amount will be transferred to share capital. If the warrants expire unexercised, the amount recorded is transferred to deficit.

(j) Share-based payments

The Corporation has three equity-settled share-based compensation plans. Equity-settled share-based payments to eligible directors, consultants, and employees are measured at the fair value of the equity instruments at the grant date. Details regarding the determination of the fair value of equity-settled share-based transactions are set out in the share-based payments description.

Stock options

The fair value of stock options is measured at the grant date, and each tranche is recognized on a graded vesting basis over the period in which the stock options vest. At the end of each reporting period, the Corporation may revise its estimate of the number of equity instruments expected to vest. The impact of the revision of the original estimates, if any, is recognized in profit or loss such that the cumulative expense reflects the revised estimate, with a corresponding adjustment to the reserve for share-based payments.

Equity-settled share-based payment transactions with parties other than directors, officers, and employees are measured at the fair value of the goods or services received, except where that fair value cannot be estimated reliably, in which case they are measured at the fair value of the equity instruments granted, measured at the date the entity obtains the goods or the counterparty renders the service.

Charges for options that are forfeited before vesting are reversed from share-based payment reserve. For those options that expire or are cancelled after vesting, the recorded value is transferred to deficit.

Deferred Share Units (“DSU”) and Restricted Share Units (“RSU”)

The Corporation has DSU and RSU compensation plans (the “DSU and RSU Plans”) whereby the Corporation may grant unto eligible directors, officers, employees, and consultants, DSUs and RSUs in accordance with the terms of the DSU and RSU Plans. DSU and RSU payments may be awarded in shares, in cash or a combination of shares and cash. When these payments are cash-settled, the fair value of the units awarded, representing the estimated market value of the Corporation’s shares is recognized as share-based compensation expense at the grant date with a corresponding amount recorded as a liability. The fair value of the units is re-measured at the end of each reporting year and at the date of settlement, with changes in fair value recognized as share-based compensation expense in the year. Where DSUs and RSUs are equity-settled, the fair value of the units at the date of grant is charged to the statement of loss over the vesting term. Equity-settled units are not subsequently remeasured.

(k) Impairment of non-financial assets

At each reporting date, the carrying amounts of the Corporation's non-financial assets are reviewed to determine whether there is any indication that those assets have suffered an impairment loss. Where such an indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment, if any. The recoverable amount is the higher of fair value less costs to sell and value in use. Fair value is determined as the amount that would be obtained from the sale of the asset in an arm's length transaction between knowledgeable and willing parties. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. If the recoverable amount of an asset is estimated to be less than its carrying amount, the carrying amount of the asset is reduced to its recoverable amount and the impairment loss is recognized in profit or loss for the period. For the purposes of impairment testing, exploration properties and exploration and evaluation assets are allocated to cash-generating units to which the exploration activity relates. For an asset that does not generate largely independent cash inflows, the recoverable amount is determined for the cash generating unit to which the asset belongs.

Where an impairment loss subsequently reverses, the carrying amount of the asset (or cash-generating unit) is increased to the revised estimate of its recoverable amount, but so that the increased carrying amount does not exceed the carrying amount that would have been determined had no impairment loss been recognized for the asset (or cash-generating unit) in prior years. A reversal of an impairment loss is recognized immediately in profit or loss.

(l) Financial assets and liabilities

The Corporation's financial assets and liabilities include cash, other receivables, other financial assets, accounts payable and accrued liabilities.

Financial instrument classification Under IFRS 9	
Financial assets	
Cash	Amortized cost
Other receivables	Amortized cost
Other financial assets	Amortized cost
Financial liabilities	
Accounts payable and accrued liabilities	Amortized cost

Financial assets

Initial recognition and measurement

Non-derivative financial assets within the scope of IFRS 9 are classified and measured as "financial assets at fair value", as either fair value through profit and loss ("FVPL") or fair value through other comprehensive income ("FVOCI"), and "financial assets at amortized costs", as appropriate. The Corporation determines the classification of financial assets at the time of initial recognition based on the Corporation's business model and the contractual terms of the cash flows.

All financial assets are recognized initially at fair value plus, in the case of financial assets not at FVPL, directly attributable transaction costs on the trade date at which the Corporation becomes a party to the contractual provisions of the instrument.

Subsequent measurement – financial assets at amortized cost

After initial recognition, financial assets measured at amortized cost are subsequently measured at the end of each reporting period at amortized cost using the Effective Interest Rate ("EIR") method. Amortized cost is calculated by taking into account any discount or premium on acquisition and any fees or costs that are an integral part of the EIR. The EIR amortization is included in finance income in the consolidated statements of loss and comprehensive loss.

Subsequent measurement – financial assets at FVPL

Financial assets measured at FVPL include financial assets management intends to sell in the short term and any derivative financial instrument that is not designated as a hedging instrument in a hedge relationship. Financial assets measured at FVPL are carried at fair value in the consolidated statements of financial position with changes in fair value recognized in other income or expense in the consolidated statements of loss and comprehensive loss. The Corporation does not measure any financial assets at FVPL.

Subsequent measurement – financial assets at FVOCI

Financial assets measured at FVOCI are non-derivative financial assets that are not held for trading and the Corporation has made an irrevocable election at the time of initial recognition to measure the assets at FVOCI. The Corporation does not measure any financial assets at FVOCI.

After initial measurement, investments measured at FVOCI are subsequently measured at fair value with unrealized gains or losses recognized in other comprehensive loss in the consolidated statements of loss and comprehensive loss. When the investment is sold, the cumulative gain or loss remains in accumulated other comprehensive loss and is not reclassified to profit or loss.

Dividends from such investments are recognized in other income in the consolidated statements of loss and comprehensive loss when the right to receive payments is established.

Derecognition

A financial asset is derecognized when the contractual rights to the cash flows from the asset expire, or the Corporation no longer retains substantially all the risks and rewards of ownership.

Impairment of financial assets

The Corporation's only financial assets subject to impairment are amounts receivable, which are measured at amortized cost. The Corporation has elected to apply the simplified approach to impairment as permitted by IFRS 9, which requires the expected lifetime loss to be recognized at the time of initial recognition of the receivable. To measure estimated credit losses, accounts receivable have been grouped based on shared credit risk characteristics, including the number of days past due. An impairment loss is reversed in subsequent periods if the amount of the expected loss decreases and the decrease can be objectively related to an event occurring after the initial impairment was recognized.

Financial liabilities

Initial recognition and measurement

Financial liabilities are measured at amortized cost unless they are required to be measured at FVPL as is the case for held for trading or derivative instruments, or the Corporation has opted to measure the financial liability at FVPL. The Corporation's financial liabilities include accounts payable and accrued liabilities, which are each measured at amortized cost. All financial liabilities are recognized initially at fair value and in the case of long-term debt, net of directly attributable transaction costs.

Subsequent measurement – financial liabilities at amortized cost

After initial recognition, financial liabilities measured at amortized cost are subsequently measured at the end of each reporting period at amortized cost using the EIR method. Amortized cost is calculated by taking into account any discount or premium on acquisition and any fees or costs that are an integral part of the EIR. The EIR amortization is included in finance costs in the consolidated statements of loss and comprehensive loss.

Derecognition

A financial liability is derecognized when the obligation under the liability is discharged, cancelled, or expires with any associated gain or loss recognized in other income or expense in the consolidated statements of loss and comprehensive loss.

(m) Investment income

Investment income on cash is accrued on a time basis, by reference to the principal outstanding and at the effective interest rate applicable. The proceeds from options granted on exploration properties are credited to the cost of the related property, but where the proceeds exceed the property's carrying value, any excess proceeds are credited to profit or loss.

(n) Financing expense

Financing expense is accrued on a time basis, by reference to the principal outstanding and at the effective interest rate applicable.

(o) Other comprehensive income or loss

Other comprehensive income or loss includes unrealized gains and losses on FVOCI investments, gains and losses on certain derivative instruments, none of which are included in the calculation of net income until realized. During the years ended December 31, 2025 and 2024, the Corporation did not have any FVOCI investments or derivative instruments.

(p) Income or loss per share

Basic income or loss per share is calculated by dividing the income or loss attributed to shareholders for the period by the weighted average number of shares outstanding in the period. Diluted income or loss per share is calculated by adjusting the weighted average number of shares outstanding to assume conversion of all dilutive potential shares. This method assumes that any proceeds from the exercise of dilutive stock options and warrants would be used to repurchase shares at the average market price during the period, with the incremental number of shares being included in the denominator of the diluted loss per share calculation. The diluted loss per share calculation excludes any potential conversion of options and warrants that would increase earnings per share or decrease loss per share.

(q) Segment reporting
A segment is a component of the Corporation that is distinguishable by economic activity (business segment), or by its geographical location (geographical segment), which is subject to risks and rewards that are different from those of other segments. The Corporation operates in one business segment, mineral exploration, and two geographical segments, Canada and the Dominican Republic, during the years ended December 31, 2025, and 2024.

(r) Leases
IFRS 16 Leases - Specifies how to recognize, measure, present and disclose leases. The standard provides a single lessee accounting model, requiring lessees to recognize assets and liabilities for all leases unless the lease term is 12 months or less or the underlying asset has a low value. The Corporation has two short-term leases and is applying the exemptions in IFRS 16.

5. Material accounting judgments and estimates

The preparation of these Annual Financial Statements requires Management to make estimates and assumptions that affect the reported amounts of assets and liabilities at the date of the Annual Financial Statements and reported amounts of expenses during the preparation of these Annual Financial Statements requires Management to make estimates and assumptions that affect the reported amounts of assets and liabilities at the date of the Annual Financial Statements and reported amounts of expenses during the reporting period. Estimates by their nature, are uncertain and therefore actual outcomes could differ from the estimates. The impacts of such estimates are pervasive throughout the Annual Financial Statements and may require accounting adjustments based on future occurrences. Revisions to accounting estimates are recognized in the period in which the estimate is revised, and the revision affects both current and future periods.

Significant assumptions about the future and other sources of estimation uncertainty that Management has made at the statement of financial position date, which could result in a material adjustment to the carrying amounts of assets and liabilities, in the event that actual results differ from assumptions made, relate to, but are not limited to the following:

(a) Share-based payments
Management determines costs for share-based payments using market-based valuation techniques. The fair value of the market-based and performance-based share awards are determined at the date of grant using generally accepted valuation techniques. Assumptions are made and judgment used in applying valuation techniques. These assumptions and judgments include estimating the future volatility of the stock price, expected dividend yield, future employee turnover rates and future employee stock option exercise behaviors and corporate performance. Such judgments and assumptions are inherently uncertain. Changes in these assumptions affect the fair value estimates.

(b) Restoration, rehabilitation and environmental obligations
Decommissioning, restoration and similar liabilities are estimated based on the Corporation's interpretation of current regulatory requirements, constructive obligations and are measured at fair value. Fair value is determined based on the net present value of estimated future cash expenditures

(Expressed in Canadian dollars)

for the settlement of decommissioning, restoration or similar liabilities that may occur upon decommissioning of the mine or restoration of the property. Such estimates are subject to change based on changes in laws and regulations and negotiations with regulatory authorities.

(c) Useful life of property, plant, and equipment (note 4(f)).

(d) Taxation – income, value-added, withholding and other taxes

Significant judgment is required in determining the Corporation's provisions for taxes. There are many transactions and calculations for which the ultimate tax determination is uncertain during the ordinary course of business. The Corporation recognizes liabilities for anticipated tax audit issues based on estimates of whether additional taxes will be due. The determination of the Corporation's income, value added, withholding and other tax liabilities requires interpretation of complex laws and regulations. The Corporation's interpretation of taxation law as applied to transactions and activities may not coincide with the interpretation of the tax authorities. All tax related filings are subject to government audit and potential reassessment subsequent to the financial statement reporting period. Where the final tax outcome of these matters is different from the amounts that were initially recorded, such differences will impact the tax related accruals and deferred income tax provisions in the period in which such determination is made.

(e) Contingencies

See note 13 – *Commitments and Contingencies*.

(f) Impairment of non-financial assets

In the determination of carrying values and impairment charges, Management looks at the higher of recoverable amount, fair value less costs to sell in the case of assets and significant or prolonged decline of fair value on financial assets indicating impairment. These determinations and their individual assumptions require that Management make a decision based on the best available information at each reporting period.

6. Property, plant and equipment

Cost	Land	Vehicles	Field equipment	Camp and buildings	Total
Balance - December 31, 2023	$13,771	$582,946	$1,356,851	$328,645	$2,282,213
Additions	—	—	—	—	—
Balance - December 31, 2024	$13,771	$582,946	$1,356,851	$328,645	$2,282,213
Additions	—	—	—	—	—
Balance - December 31, 2025	**$13,771**	**$582,946**	**$1,356,851**	**$328,645**	**$2,282,213**

(Expressed in Canadian dollars)

Amortization	Land	Vehicles	Field equipment	Camp and buildings	Total
Balance - December 31, 2023	$—	$367,924	$1,015,200	$304,384	$1,687,508
Amortization	—	64,507	68,331	4,851	137,689
Balance - December 31, 2024	$—	$432,431	$1,083,531	$309,235	$1,825,197
Amortization	—	51,964	55,628	10,073	117,665
Balance - December 31, 2025	**$—**	**$484,395**	**$1,139,159**	**$319,308**	**$1,942,862**

Carrying amounts	Land	Vehicles	Field equipment	Camp and buildings	Total
At December 31, 2023	$13,771	$215,022	$341,651	$24,261	$594,705
At December 31, 2024	$13,771	$150,515	$273,320	$19,410	$457,016
Balance - December 31, 2025	**$13,771**	**$98,551**	**$217,692**	**$9,337**	**$339,351**

7. Exploration and evaluation expenditures (“E&E”)

Neita Property

The Corporation owns 100% of the exploration rights for gold, silver, zinc, copper, and all associated minerals on the Neita Norte and Neita Sur Properties in the northwestern Dominican Republic, as well as a sole and exclusive option for the commercial mining of any identified mineral deposits.

Permits

In February 2022, Unigold applied to split the Neita Concession into 2 parts: Neita Sur and Neita Norte. The Neita Norte concession (the northern half of the Neita Fase II concession) was granted a new exploration permit on April 27, 2023 which expires on March 3, 2027. The southern portion of the Concession, the Neita Sur area, is the subject of an Exploitation Concession application which would give the Corporation the sole right to extract specific minerals from this area for 75 years.

In May 2022, the Corporation submitted an application for the above-referenced Exploitation permit over Neita Sur. The permit application is in process. The application has moved through the Ministry of Energy and Mines, with a recommendation and was forwarded in late 2023 to the President's office.

Although Management is unaware of any impediment to obtaining the permit, the granting of the Exploitation Permit is not assured until Presidential approval is given.

(Expressed in Canadian dollars)

The following table summarizes the E&E expenditures incurred during the years ended December 31, 2025 and 2024:

	Balance December 31, 2023	Additions	Balance December 31, 2024	Additions	Balance December 31, 2025
Geology/Field					
Drilling (including supplies and logistics expenses)	**$15,748,709**	$48,206	**$15,796,915**	$49,392	**$15,846,307**
Consulting (contract geologists and other technical specialists)	**8,619,680**	1,164	**8,620,844**	78,517	**8,699,361**
Wages and salaries	**7,208,495**	455,265	**7,663,760**	353,496	**8,017,256**
Camp and field expense (including geochemistry and geophysics)	**4,323,531**	162,376	**4,485,907**	235,854	**4,721,761**
Community social responsibility (CSR)	**771,453**	230,386	**1,001,839**	254,252	**1,256,091**
Environment	**691,321**	6,830	**698,151**	2,523	**700,674**
Travel, domestic and international	**1,854,393**	117,154	**1,971,547**	31,268	**2,002,815**
Technical studies/Analysis					
Laboratory analysis	**6,068,225**	8,731	**6,076,956**	17,110	**6,094,066**
Feasibility study	**1,115,569**	—	**1,115,569**	—	**1,115,569**
Financial/Admin. Support					
Taxes and duties	**855,852**	5,365	**861,217**	8,511	**869,728**
Project management, Country Manager	**1,554,715**	199,216	**1,753,931**	149,039	**1,902,970**
Other G&A, legal, insurance	**8,074,047**	250,301	**8,324,348**	214,420	**8,538,768**
	$56,885,990	**$1,484,994**	**$58,370,984**	**$1,394,382**	**$59,765,366**

In late 2024 the Ministry of Environment and Natural Resources ("MIMARENA") indicated that it had changed its regulations to allow Environmental Impact Studies to proceed in advance of awarding an Exploitation Permit. The Corporation applied for the terms of Reference in late 2024 and is awaiting feedback from the MIMARENA. A number of meetings have been held with MIMARENA but, to date, no clarity has been given on the likely timing of the approval of the Terms of Reference.

On April 24, 2024, Unigold executed a binding agreement with Barrick Gold Corporation ("Barrick") that details the terms under which the Corporation will allow Barrick to earn into and form a joint venture ("JV"), in respect of the Neita Norte Exploration Concession ("Neita Norte") in the DR. Unigold will grant Barrick the exclusive option to acquire a 60% undivided interest in the Neita Norte Exploration Concession by incurring certain expenditures:

(i) incurring not less than US$2.5 million of expenditures in respect of the concession within the first three years;

(ii) incurring a total of not less than US$8 million of expenditures in respect of the concession within the first six years and delivering a preliminary economic assessment;

(iii) incurring a total of not less than US$12 million of expenditures in respect of the concession within the first eight years and delivering a prefeasibility study; and

(iv) delivering a written notice to Unigold Inc electing to exercise the earn-in right.

Following the earn-in of a 60% interest, Barrick will have the ability to elect to sole-fund and deliver a Feasibility Study by the end of year twelve which will allow Barrick to increase its ownership in the JV to 80%. The JV will be subject to standard dilution clauses which include the criteria that should any partner own less than 15% of the JV they would be immediately diluted to a 2.5% NSR royalty. Barrick is the manager and operator of the project. Exploration commenced in Q2/2024 and is ongoing. Management believes the earn-in agreement to be in good standing.

There are no other proposed transactions that will materially affect the performance of the Corporation. However, as is typical of the gold exploration sector, Management is continually reviewing potential property acquisition, investment, and joint venture transactions and opportunities.

8. Share capital

(a) Common shares

Authorized – The Corporation is authorized to issue an unlimited number of common shares with no par value. Issued and outstanding common shares of the Corporation ("Common Shares") at December 31, 2025, is 300,752,642 (December 31, 2024 – 274,255,768).

(i) On May 13, 2024, Unigold closed the first tranche of a non-brokered private placement with the issuance of 3,111,875 units of the Corporation ("May 2024 Units"), at a price of $0.08 per Unit, for gross proceeds of $248,950 ("May 2024 Offering"). Each May 2024 Unit consists of one Common Share and one-half of one Common Share purchase warrant ("May 2024 Warrant"). See note 8(b)(i).

(ii) On June 5, 2024, Unigold closed the second tranche of the May 2024 Offering, with the issuance of 15,556,250 May 2024 Units, at a price of $0.08 per Unit, for gross proceeds of $1,244,500. A translation loss of $17,836 was recorded for this transaction at the time the shares were issued. See note 8(b)(ii).

(iii) On February 20, 2025, Unigold closed a non-brokered private placement with the issuance of 3,664,374 units of the Corporation ("February 2025 Units") at a price of $0.08 per unit, for gross proceeds of $293,150 (the "February 2025 Offering"). Each February Unit consists of one Common Share and one-half of one Common Share purchase warrant. A translation loss of $8,270 was recorded for this transaction at the time the shares were issued. See note 8(b)(vi) below and note 8(b)(iii).

(iv) On May 7, 2025, Unigold closed a non-brokered private placement with the issuance of 1,832,500 units of the Corporation ("May 2025 Units") at a price of $0.08 per unit, for gross proceeds of $146,600 (the "May 2025 Offering"). Each May 2025 Unit consists of one Common

Share and one-half of one Common Share purchase warrant. A translation loss of $1,371 was recorded for this transaction at the time the shares were issued. See note 8(b)(iv).

(v) On June 24, 2025, Unigold closed a non-brokered private placement with the issuance of 19,600,000 units of the Corporation ("June 2025 Units") at a price of $0.08 per unit, for gross proceeds of $1,568,000 (the "June 2025 Offering"). Each June 2025 Unit consists of one Common Share and one-half of one Common Share purchase warrant. A translation loss of $44,564 was recorded for this transaction at the time the shares were issued which reduced share capital to $1,523,436 for this transaction. See note 8(b)(vi).

(vi) On September 3, 2025, Unigold closed a non-brokered private placement with the issuance of 1,400,000 units of the Corporation ("September 2025 Units") at a price of $0.10 per unit, for gross proceeds of $140,000 (the "September 2025 Offering"). Each September Unit consists of one Common Share and one Common Share purchase warrant. A translation loss of $2,440 was recorded for this transaction at the time the shares were issued which reduced share capital to $137,600 for this transaction. See note 8(b)(vii).

(b) Reserve for share purchase warrants

(i) On May 13, 2024, in connection with the May 2024 Offering, Unigold issued 1,555,937 whole May 2024 Warrants. Each whole May 2024 Warrant entitles the holder thereof to purchase one Common Share at an exercise price of $0.12, prior to May 13, 2028. A fair value of $44,444 was assigned to these warrants.

(ii) On June 5, 2024, in connection with the May 2024 Offering, Unigold issued 7,778,124 Warrants. Each Warrant entitles the holder thereof to purchase one Common Share at an exercise price of $0.12, prior to June 5, 2028. A fair value of $221,572 was assigned to these warrants.

(iii) On February 20, 2025, in connection with a non-brokered private placement, Unigold issued 1,832,187 whole February 2025 Warrants. Each February 2025 Warrant entitles the holder thereof to purchase one Common Share at an exercise price of $0.12 prior to February 20, 2029. A fair value of $54,309 was assigned to the February 2025 Warrants.

(iv) On May 7, 2025, in connection with a non-brokered private placement, Unigold issued 916,250 whole May 2025 Warrants. Each May 2025 Warrant entitles the holder thereof to purchase one Common Share at an exercise price of $0.12 prior to May 7, 2029. A fair value of $24,673 was assigned to the May 2025 Warrants.

(v) On June 23, 2025, 16,629,167 June 2020 warrants priced on average at $0.30 expired, unexercised. The fair value of the expired warrants in the amount of $1,280,604 was reclassified to accumulated deficit.

(vi) On June 24, 2025, in connection with a non-brokered private placement, Unigold issued 9,800,000 whole June 2025 Warrants. Each June 2025 Warrant entitles the holder thereof to purchase one Common Share at an exercise price of $0.12 prior to June 24, 2029. A fair value of $273,412 was assigned to the June 2025 Warrants.

(Expressed in Canadian dollars)

(vii) On September 3, 2025, in connection with a non-brokered private placement, Unigold issued 1,400,000 whole September 2025 Warrants. Each 2025 September Warrant entitles the holder thereof to purchase one Common Share at an exercise price of $0.16 prior to September 3, 2027. A fair value of $28,363 was assigned to the September 2025 Warrants.

The fair value of the May and June 2024 Warrants was estimated at the date of issuance using the Black-Scholes option-pricing model with the following assumptions:

	May 13, 2024	June 5, 2024
Number of warrants	1,555,937	7,778,124
Exercise price	$0.12	$0.12
Expected life	May 13, 2028	June 5, 2028
Total fair value assigned	$44,444	$221,572
Expected volatility	74.09%	74.40%
Risk-free rate	3.83%	3.43%
Expected dividends	$nil	$nil

The fair value of the February, May, June and September 2025 Warrants was estimated at the date of issuance using the Black-Scholes option-pricing model with the following assumptions:

	Feb. 20, 2025	May 7, 2025	June 24, 2025	Sep. 3, 2025
Number of warrants	1,832,187	916,250	9,800,000	1,400,000
Exercise price	$0.12	$0.12	$0.12	$0.16
Expected life	Feb. 20, 2029	May 7, 2029	June 24, 2029	Sep. 3, 2027
Total fair value assigned	$54,309	$24,673	$273,412	$28,363
Expected volatility	71.33%	70.79%	73.19%	79.93%
Risk-free rate	2.86%	2.65%	2.82%	2.62%
Expected dividends	$nil	$nil	$nil	$nil

(Expressed in Canadian dollars)

The following table summarizes the Corporation's warrants activity for the years ended December 31, 2025 and 2024:

	Number of warrants	Weighted average exercise price	Weighted average grant date fair value
Balance – December 31, 2023	**70,062,842**	**$0.30**	**$1,676,319**
May 2024 Warrants	1,555,937	0.12	44,444
June 2024 Warrants	7,778,124	0.12	221,572
Balance – December 31, 2024	**79,396,903**	**$0.28**	**$1,942,335**
February 2025 Warrants	1,832,187	0.12	54,309
May 2025 Warrants	916,250	0.12	24,673
June 2025 Warrants	9,800,000	0.12	273,412
June 2020 Warrants expiry	(16,629,167)	(0.30)	(1,280,604)
September 2025 Warrants	1,400,000	0.16	28,363
Balance – December 31, 2025	**76,716,173**	**$0.25**	**$1,042,488**

The following is a summary of warrants outstanding and exercisable at December 31, 2025:

Exercise Price	Number of Warrants Outstanding	Remaining Contractual Life in Years	Expiry Date
$0.30	29,371,175	0.25	March 31, 2026
$0.30	8,008,750	0.25	March 31, 2026
$0.30	16,053,750	0.25	March 31, 2026
$0.16	1,400,000	1.67	September 3, 2027
$0.12	1,555,937	2.37	May 13, 2028
$0.12	7,778,124	2.43	June 5, 2028
$0.12	1,832,187	3.14	February 20, 2029
$0.12	916,250	3.35	May 7, 2029
$0.12	9,800,000	3.48	June 24, 2029
	76,716,173	**1.06**	

(c) Reserve for share-based payments

The Corporation has a stock option plan (the "SOP"), a plan of restricted stock units (the "RSU Plan"), and a plan of deferred stock units (the "DSU Plan"). The purpose of these plans is to equip the Board of Directors to be able to attract, retain and motivate management, staff, and consultants by providing them with the opportunity, through share options and share issuances, to acquire a proprietary interest in the Corporation and benefit from its growth. The maximum number of options to be issued under the SOP, RSU Plan and DSU Plans shall not exceed 10% of the total number of common shares issued and outstanding.

(Expressed in Canadian dollars)

Stock Options

Stock options are non-transferable and may be granted for a term not exceeding five years. The exercise price of the options shall be determined by the board of directors on the basis of the market price of the common shares, subject to all applicable regulatory requirements.

2024 Activity

(i) There were no options issued or exercised.
(ii) A total of $16,899 was recorded as share-based compensation expense for the vested options granted in December 2023.
(iii) A total of 1,950,000 options, that were granted on September 25, 2019, expired on September 25, 2024. The estimated fair value of $296,108 for these options was reclassified to accumulated deficit.
(iv) A total of 196,000 options that were granted on December 6, 2019, expired on December 6, 2024. The estimated fair value of $34,100 for these options were reclassified to accumulated deficit.

2025 Activity

(v) On December 31, 2025, the Corporation granted 4,800,000 stock options to officers, employees and consultants of the Corporation. Each stock option allows the holder to acquire one Common Share at an exercise price of $0.20, for up to five years from the grant date. A total of 2,800,000 Options vested immediately. The remaining 2,000,000 stock options were granted to one Optionee; 500,000 of his options vested immediately and the remainder will vest at the rate of 500,000 every twelve months thereafter.

These options were estimated to have a fair value of $445,459 on the grant date, using the Black-Scholes option pricing model based on the following assumptions:

Grant date	December 31, 2025
Number of options	4,800,000
Exercise price	$0.20
Total fair value	$445,459
Expected life	5 years
Expected volatility	71.02%
Risk-free rate	2.90%
Expected annual dividends	$nil
Grant date fair value	$0.09

A total of $306,252 was recorded for these stock options on the date of grant.

(Expressed in Canadian dollars)

(vi) A total of $4,147 was recorded as share-based compensation expense for certain vested options previously granted in December 2023.

(vii) A total of 150,000 options with an average exercise price of $0.15 expired, unexercised. The estimated fair value of $15,521 for these options was reclassified to accumulated deficit.

The following table summarizes the Corporation's stock option activity for the year ended December 31, 2025 and 2024:

	Number of options	Weighted average exercise price
Balance - December 31, 2023	**9,196,000**	**$0.18**
Expired (granted September 2019)	(1,950,000)	(0.20)
Expired (granted December 2019)	(196,000)	(0.23)
Balance - December 31, 2024	**7,050,000**	**$0.17**
Expired (granted March 4, 2020)	(150,000)	(0.15)
Granted	4,800,000	0.20
Balance - December 31, 2025	**11,700,000**	**$0.18**

The following table summarizes the Corporation's share-based payments reserve activity during the years ended December 31, 2025 and 2024:

Year ended December 31,	2025	2024
Balance - beginning of the year	**$471,818**	$785,127
Expired options – transferred to deficit	**(15,521)**	(330,208)
Vesting of options	**4,147**	16,899
Options issued	**306,252**	-
Balance - end of the year	**$766,696**	$471,818

The following table summarizes the Corporation's outstanding stock options as of December 31, 2025:

Exercise Price	Number of Options Outstanding	Remaining Contractual Life – Years	Number of Options Exercisable	Expiry Date
$0.30	1,000,000	0.10	1,000,000	February 5, 2026
$0.22	200,000	0.42	200,000	September 1, 2026
$0.15	5,700,000	2.95	5,700,000	December 11, 2028
$0.20	4,800,000	5.00	3,300,000	December 31, 2030
	11,700,000	**3.50**	**10,200,000**	

(Expressed in Canadian dollars)

RSUs

The Corporation has had a shareholder-approved RSU Plan since May 26, 2022. The Plan authorizes the Board of Directors to grant restricted stock units to directors, officers, employees and consultants. Awards are made and the RSU grantees may elect to receive the awards by either cash redemption, security-based redemption or a combination of both, at the discretion of the Corporation. The maximum number of incentive awards to be issued under the SOP, RSU Plan and DSU Plans shall not exceed 10% of the total number of common shares issued and outstanding. With RSU Plans the maximum number is fixed at the time of plan adoption and that number is 8,695,500 common shares.

As at December 31, 2025, no RSUs have been awarded by the Board of Directors.

DSUs

The Corporation has had a shareholder-approved DSU Plan since May 26, 2022. The Plan authorizes the Board of Directors to grant deferred stock units to non-executive directors. Each DSU represents a unit with a value equal to the fair value of one common share of the Corporation. These units vest according to the terms of the Plan but are only redeemable for cash or shares following the director's resignation or retirement from the Board. The recipients of the DSUs may elect to receive the awards by either cash redemption, security-based redemption or a combination of both, at the discretion of the Corporation. The maximum number of incentive awards to be issued under the SOP, RSU Plan and DSU Plans shall not exceed 10% of the total number of common shares issued and outstanding. With DSU Plans, the maximum number is fixed at the time of adoption and that number is 8,695,500 common shares.

On December 31, 2025 the Board of Directors granted DSUs as follows:
- A total of 1,575,000 DSUs at an estimated value of $0.20 each, vesting 12 months from the grant date, to settle $315,000 debt for directors' fees; and
- A total of 675,000 DSUs at an estimated value of $0.20 each, vesting 12 months from the grant date to the five non-executive directors of the Corporation, as a year-end incentive.

The fair value of the DSUs granted for the settlement of debt was deemed to be $315,000 and recorded to shares to be issued. The fair value of the DSUs granted as year-end incentive will recorded to share-based payments over the vesting period.

The DSU activity for the year ended December 31, 2025 was as follows:

Date	Number of Units	Granted For	Weighted Average Fair Value
Balance - January 1, 2025	**—**	**—**	**$—**
December 31, 2025	1,575,000	Settlement of debt	$315,000
Balance – December 31, 2025	**1,575,000**		**$315,000**

(Expressed in Canadian dollars)

9. Net loss per share

For the years ended December 31, 2025 and 2024, the weighted average number of common shares outstanding was 289,262,202 (2024 – 266,473,153) and the effect of outstanding stock options and warrants on loss per share for all periods was anti-dilutive. As such, the effect of outstanding stock options and warrants used to calculate the diluted loss per share has not been disclosed for the periods presented

The effect of outstanding stock options and warrants on loss per share for all periods was anti-dilutive. As such, the effect of outstanding stock options and warrants used to calculate the diluted loss per share has not been disclosed for the periods presented.

10. Related party transactions and key management compensation

(a) Related party transactions

The Corporation's related parties as defined by IAS 24, Related Party Disclosures, include the Corporation's subsidiaries, the Board of Directors, close family members and enterprises that are controlled by these individuals and key management as well as certain persons performing similar functions.

(i) A director participated in the May 2024 Offering with a total investment of US$40,000 ($56,836).

(ii) Grove Corporate Services ("Grove") provides finance and accounting and corporate secretarial and administrative services (the "Services") to the Corporation including those provided by the Chief Financial Officer ("CFO") and Corporation Secretary.

(b) Key management

Since January 1, 2020, the Corporation has retained Grove to provide issuer corporate services, including those provided by the Chief Financial Officer ("CFO") and Corporate Secretary, and corporate communications and administration assistance.

The following is the compensation recorded for Key Management, the aggregate of which was paid to individuals and to Grove, during the years ended December 31, 2025, and 2024:

For the year ended December 31,	**2025**	2024
Corporate management fees (1)	**$297,117**	$296,282
Directors' fees	**140,000**	140,000
Technical management fees (2)	**296,613**	293,267
Share-based compensation	**259,850**	16,899
	$993,580	$746,448

(1) Includes the fees incurred for the CEO, CFO, and Corporate Secretary (Toronto).
(2) Certain corporate and technical fees (part CEO and Site Geologist) are classified as exploration and evaluation expenditures on the statement of loss and comprehensive loss.

Included in accounts payable and accrued liabilities at December 31, 2025, is $48,745 (2024 - $208,861) due and owing to Key Management for unpaid management and directors' fees. These amounts are unsecured, non-interest bearing and have no fixed terms of repayment.

11. Financial risk management

The Corporation's risk exposures and the impact on the Corporation's financial instruments are summarized below. There have been no changes in the risks, objectives, policies, and procedures during the year ended December 31, 2025 and 2024.

i) Credit risk

Credit risk is the risk of loss associated with a counterparty's inability to fulfill its payment obligations. The Corporation's credit risk is primarily attributable to cash and other receivables. Cash is held with a reputable Canadian financial institution; therefore Management believes the risk of loss to be minimal.

Financial instruments included in other receivables consist of harmonized sales tax ("HST") due from the Federal Government of Canada. Management believes that the credit risk concentration with respect to financial instruments included in other receivables is minimal.

ii) Liquidity risk

The Corporation has in place a planning and budgeting process to help determine the funds required to support the Corporation's normal operating requirements on an ongoing basis and its capital, sufficient funds to meet its short-term requirements, taking into account its anticipated cash flows from operations and its holdings of cash. The Corporation's accounts payable and accrued liabilities generally have contractual maturities of less than 30 days and are subject to normal trade tenures.

As at December 31, 2025, the Corporation has limited working capital of $257,655 (December 31, 2024 – deficiency of $85,546), and $363,419 cash to settle current accounts payable and accrued liabilities of 264,536 (December 31, 2024 - $149,607 cash to settle current accounts payable and accrued liabilities of $351,921). The Corporation's other current assets consist of other receivables of $25,033 (December 31, 2024 – $20,858) which is principally HST and other financial assets and prepaid expenses of $133,739 (December 31, 2024 – $95,910). See note 16 – *Subsequent events*.

iii) Market risk

At present, the Corporation does not hold any interest in a mining property that is in production. The Corporation's viability and potential success depend on its ability to develop, exploit, and generate revenue from the development of mineral deposits. Revenue, cash flow, and profits from any future mining operations in which the Corporation is involved will be influenced by precious and/or base metal prices and by the relationship of such prices to production costs. Such prices can fluctuate widely and are affected by numerous factors beyond the Corporation's control.

iv) Foreign exchange risk

The Corporation's financings are principally in Canadian dollars. Certain expenditures of the Corporation's subsidiary Unigold Dominicana, S.R.L.'s activities are incurred in U.S. dollars (US$) and

Dominican Pesos (DOP) and are therefore subject to gains or losses due to fluctuations in exchange rates. The Corporation is therefore subject to foreign exchange risk. As at December 31, 2025, the Corporation had foreign cash balances in the Canadian equivalent of $359,978 and trade payables of $144,880 (December 31, 2024 – $147,501 and trade payables of $94,463). Sensitivity to a plus or minus 5% change in the foreign exchange rate would have resulted in a decrease in the net assets of the Corporation in the amount of $10,755 at December 31, 2025 (December 31, 2024 – $2,652). The Corporation does not undertake currency hedging activities to mitigate its foreign currency risk.

v) Interest rate risk

Interest rate risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Corporation's current policy is to earn interest on investment-grade short-term deposit certificates issued by its financial institutions. The Corporation periodically monitors the investments it makes and is satisfied with the creditworthiness of its financial institutions. As of December 31, 2025, interest rate risk is minimal since the Corporation has no interest-bearing debt instruments.

vi) Fair value of financial assets and liabilities

Fair value estimates are made at the reporting date based on relevant market information and information about the financial instrument. These estimates are subjective in nature and involve uncertainties in significant matters of judgment and therefore cannot be determined with precision. Changes in assumptions could significantly affect these estimates.

The carrying values of cash, other receivables, other financial assets and accounts payable and accrued liabilities approximate their respective fair values due to the short-term nature of these instruments.

12. Capital risk management

The Corporation considers its capital structure to consist of share capital, warrants and share-based payments reserves, and accumulated deficit. The Corporation manages its capital structure and makes adjustments to it, in order to have funds available to support its exploration and corporate activities.

The Corporation's objective when managing capital is to safeguard the Corporation's ability to continue as a going concern in order to advance the exploration of its mineral properties and maximize shareholder returns. The Corporation satisfies its capital requirements through careful management of its cash resources and by utilizing its existing credit facility or equity issues, as necessary, based on the prevalent economic conditions of both the industry and the capital markets and the underlying risk characteristics of the related assets. There have been no changes to the

Corporation's approach to capital management during the years ended December 31, 2025 and 2024.

Management reviews its capital management approach on an ongoing basis. The Corporation and its subsidiaries are not subject to externally imposed capital requirements other than the capital requirements of the TSX Venture Exchange which requires adequate working capital or financial resources of the greater of (i) $50,000 and (ii) an amount required in order to maintain operations and cover general and administrative expenses for a period of six months. At December 31, 2025, Management believes the Corporation was not compliant with Policy 2.5 of the TSX-V, however subsequent to December 31, 2025, a total of $8,965,253 was received as proceeds for the exercise of 29,884,175 warrants. See note 16 – S*ubsequent events*.

13. Commitments and contingencies

i) Legal proceedings

The Corporation and its entities are parties to certain legal proceedings arising in the ordinary course of business. In the opinion of Management, there are no current legal proceedings or other claims outstanding, which, on final disposition, could have a material adverse effect on the financial position of the Corporation.

ii) Environmental matters

The Corporation's exploration activities are subject to various laws and regulations governing the protection of the environment. These laws and regulations are continually changing and generally becoming more restrictive. The Corporation conducts its operations so as to protect public health and the environment and believes its operations are materially in compliance with all applicable laws and regulations. The Corporation has made, and expects to make in the future, expenditures to comply with such laws and regulations.

The Corporation has operated in the mineral exploration industry in the Dominican Republic for many years. The enforcement of environmental regulation in the Dominican Republic is evolving, and the enforcement posture of government authorities is continually being reconsidered. The Corporation periodically evaluates its obligations under environmental regulations.

iii) Guarantees

The Corporation has no outstanding guarantees.

iv) Contingencies

The Corporation is a party to certain employment contracts. These contracts contain clauses requiring that up to $440,000 be paid on termination for other than cause.

v) Operating contractual and payroll obligations

The Corporation is party to several operating contracts and commitments, in both Canada and the Dominican Republic.

Minimum annual commitments (except severance) are estimated as follows:

Expressed in Canadian dollars	($)
CANADA	
Management fees (a)	240,000
Directors' fees (b)	100,000
Corporate services (c)	153,117
DOMINICAN REPUBLIC	
Management fees (a)	230,000
Directors' fees (b)	40,000
Office leases	9,066

(a) Management fees

The Corporation is a party to certain Management employment/consulting contracts in Canada and in the Dominican Republic. If the employees are terminated for "other than cause", certain employees shall be entitled to severance payouts in amounts established in their employment agreements. Employees and consultants may also be entitled to bonuses depending on the terms of their employment/engagement.

(b) Directors' fees

Directors' fees are set at $20,000 per annum, per director. The Chair of the Audit Committee receives an additional $20,000 per annum, for serving in that role.

(c) Corporate services agreement

Since January 2020, the Corporation has retained Grove, a private corporation that provides CFO and Corporate Secretarial consulting services, corporate communications, and administrative services.

This is a renewable agreement that may be terminated by the Corporation with 90 days written notice provided to Grove of the Corporation's intention to terminate the agreement. See note 9 – *Related Party Transactions*.

(d) Exploration staff (non-resident) and employees' severance

If qualified personnel are not available in the DR, Unigold may retain non-resident geologists and other contractors to staff the exploration programs.

The Dominican Republic has laws requiring severance payments if employees are terminated. As at December 31, 2025, the total liability is approximately $243,249 (December 31, 2024 - $238,316). This figure changes subject to fluctuating foreign exchange rates and the number of employees hired/terminated. As the likelihood of the terminations taking place is not determinable, the contingent payments have not been recorded in the Annual Financial Statements.

(Expressed in Canadian dollars)

(e) Specialty technical contracts

From time to time, the Corporation engages technical consulting firms to deliver specialized services for the Corporation's ongoing projects. These contracts are structured on standard commercial terms. As the Corporation moves towards development more technical service contracts will be contemplated.

14. Segmented information

The Corporation's only activity is mineral exploration and evaluation. All of the Corporation's land, vehicles, field equipment, and camp and buildings are physically located in the DR. All of the Corporation's exploration and evaluation activities referred to in note 6 relate to properties situated in the DR.

	As at and for the year ended December 31, 2025		
	Canada ($)	**Dominican Republic ($)**	**Total ($)**
Total assets	**379,760**	**481,782**	**861,542**
Property, plant, and equipment	**–**	**339,351**	**339,351**
Total liabilities	**194,987**	**69,549**	**264,536**
E&E expenditures	**143,971**	**1,250,411**	**1,394,382**
G&A and other expenses	**1,052,241**	**100,990**	**1,153,231**

	As at and for the year ended December 31, 2024		
	Canada ($)	Dominican Republic ($)	Total ($)
Total assets	108,477	614,914	723,391
Property, plant, and equipment	–	457,016	457,016
Total liabilities	299,859	52,062	351,921
E&E expenditures	96,000	1,388,994	1,484,994
G&A and other expenses	726,317	115,400	841,717

15. Taxation

(a) Provision for Income Taxes

Major items causing the Corporation's income tax rate to differ from the 2025 combined Canadian federal and provincial statutory rate of approximately 26.5% (2024 – 26.5%) were as follows

	2025 ($)	2024 ($)
Loss before income taxes:	**(2,547,613)**	(2,326,711)
Expected income tax (recovery) based on statutory rate	**(675,000)**	(617,000)
Adjustment to expected income tax benefit:		
Stock-based compensation	**82,000**	4,000
Other	**(57,000)**	76,000
Change in benefit of tax assets not recognized	**650,000**	537,000
Deferred income tax provision (recovery)	**—**	—

(Expressed in Canadian dollars)

(b) Deferred Income Tax Balances

Deferred income tax assets have not been recognized in respect of the following deductible differences:

	2025 ($)	2024 ($)
Non-capital loss carry-forwards	**25,944,000**	25,474,000
Capital loss carry-forwards	**6,945,000**	7,091,000
Share issue costs	**4,000**	46,000
Exploration and evaluation expenditures	**62,341,000**	60,435,000
Property, plant and equipment	**1,503,000**	1,472,000
	96,737,000	94,518,000

Deferred tax assets have not been recognized in respect of these items because it is not probable that future taxable profit will be available against which the Corporation can use the benefits.

At December 31, 2025, the Corporation has approximately $60,435,000 (2024 – $60,435,000) of various Canadian resource pools including foreign exploration expenditures which, under certain circumstances, may be utilized to reduce taxable income for future years.

As at December 31, 2025, the Corporation had available for deduction against future taxable income non-capital losses in Canada as follows:

Year of Expiry	Amount ($)	Year of Expiry	Amount ($)
2026	870,000	2037	722,000
2027	1,301,000	2038	690,000
2028	665,000	2039	856,000
2029	1,399,000	2040	1,775,000
2030	1,630,000	2041	1,856,000
2031	1,731,000	2042	953,000
2032	2,481,000	2043	947,000
2033	2,386,000	2044	743,000
2034	2,026,000	2045	701,000
2035	1,065,000	—	—
2036	1,147,000	—	—
		Total	**25,944,000**

16. Subsequent events

(i) On February 25, 2026, the Corporation completed a non-brokered private placement offering of 8,167,000 units of the Corporation ("February 2026 Unit") at a price of $0.18 per February 2026 Unit for gross proceeds of $1,470,060 (the "February 2026 Offering"). Each February 2026 Unit will consist of one Common Share of the Corporation and one-half of one Common Share purchase warrant ("February 2026 Warrant"). Each whole February 2026 Warrant entitles the holder thereof to purchase one Common Share at the price of $0.22 until two years following the date of issue.

(ii) From January 1, 2026 to March 31, 2026, a total of 29,884,175 $0.30 warrants with an expiry date of March 31, 2026 were exercised for proceeds of $8,965,253. The remaining 23,549,500 warrants also due to expire on March 31, 2026, expired, unexercised.

(iii) On February 5, 2026, 1,000,000 options priced at $0.30 expired, unexercised. The estimated fair value of $215,062 for these options was reclassified to accumulated deficit.