



UNIGOLD INC.

**MANAGEMENT'S DISCUSSION AND ANALYSIS AND
CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS**

For the Three Months Ended March 31, 2019 and 2018

UNIGOLD INC.

MANAGEMENT'S DISCUSSION AND ANALYSIS

The following discussion and analysis of the unaudited, condensed consolidated interim operating results and financial condition of Unigold Inc. ("Unigold" or the "Corporation") for the fiscal periods ended March 31, 2019 and 2018 should be read in conjunction with the unaudited, condensed consolidated interim financial statements of the Corporation and notes thereto at March 31, 2019. 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 May 28, 2019.

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, within the highly prospective, Cretaceous age, Tiro Formation. Unigold operates through its wholly owned Canadian subsidiary, Unigold Resources Inc., and its 97 per cent owned subsidiary, Unigold Dominicana, S.R.L., which is incorporated in the Dominican Republic.

The Tiro Formation, an emerging gold and base metal district, is a 75 kilometre wide series of volcanic and sedimentary rocks trending northwesterly across the island of Hispaniola. On May 22, 2018, Unigold announced that the Ministry of Energy and Mines of the Dominican Republic has granted the Corporation the Neita Fase II Exploration Concession. The Concession is valid for a three-year period after which there is a possibility to two additional one-year extensions. On November 2, 2018, Unigold announced that the environmental permit for Neita had been approved by the Ministry of the Environment of the Dominican Republic. The permit is valid for a two-year period. Unigold owns a 100 percent interest in the Neita Fase II concession, located in the west central highlands of the Dominican Republic along the border with Haiti.

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 March 31, 2020; and the plans, costs, timing and capital for future exploration and development of the Corporation's property interests in the Dominican Republic. 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.

Nature of Operations and Going Concern

On November 12, 2013, the Corporation announced an initial inferred mineral resource estimate for the Candelones deposits assuming open-pit mining of the deposits. This resource was estimated to be 39.5 M tonnes averaging 1.6 grams per tonne ("g/t") gold ("Au") containing 2.0 M ounces ("oz.") of gold. On February 24, 2015, the Corporation announced an updated inferred mineral resource estimate for the Candelones Extension deposit, assuming underground mining of this deposit. The updated resource estimated 5.2 M tonnes averaging 5.3 g/t Au containing 894,000 oz. of gold with 0.35 percent ("%") copper ("Cu") containing 41.2 M lbs of copper. See press release 2018-05 dated November 2, 2018 for details pertaining to the estimated resources. The reader is cautioned that mineral resources are not mineral reserves and do not have demonstrated economic viability. A mineral resource is 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 geological characteristics of a mineral resource are known, estimated or interpreted from specific geological evidence and knowledge, including sampling.

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 financing to complete its exploration programs and upon future profitable production or proceeds from disposition of such properties.

The consolidated financial statements have been prepared on a going concern basis. The going concern basis of presentation assumes that the Company 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 Company's continuance as a going concern is dependent upon its ability to obtain adequate financing or to reach profitable levels of operation. To address its financing requirements, the Company will seek financing through measures that may include joint venture agreements, debt and equity financings, asset sales, and rights offerings to existing shareholders and/or another financial transaction.

It is not possible to predict whether financing efforts will be successful or if Unigold will attain profitable levels of operation. The consolidated 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 Company 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 consolidated financial statements. These adjustments could be material.

Exploration

Neita

Unigold's Neita Fase II concession covers a 21,031-hectacre area within the highly prospective Tireo Formation, a 75 kilometre wide series of volcanic and sedimentary rocks trending northwesterly through the island of Hispaniola. The Tireo Formation hosts a number of promising gold and base metal targets, both in the Dominican Republic and Haiti. During 2013, over 5.0 M gold equivalent oz. were defined in the Tireo Formation.

Unigold has been actively exploring the Neita Concession since 2002, compiling an extensive geochemical and geophysical database and isolating numerous anomalies with the potential to host economically viable deposits of gold, zinc and copper. Since acquiring the Neita property, Unigold has completed over 32,000 soil samples, 11,000 grab samples, 31,000 metres of surface trenching, and over 117,700 metres of diamond drilling. Drilling has largely focused on the Candelones deposits in the south of the concession.

Exploration drilling in 2016 identified high grade massive sulphide mineralization at the Candelones Extension deposit averaging 4-6 g/t Au with 0.5-1.0% Cu). The massive sulphide lies below the pit limit defined by the 2013

mineral resource estimate, and is open down plunge to the NE of the Company's current induced polarization ("IP") survey coverage. The Company's geophysical consultants believe that the historical IP did not identify the massive sulphide mineralization as it occurs between two N-S oriented IP Insight sections and trends obliquely to the orientation of the IP Insight sections. These factors are believed to have minimized the ability of IP to identify this highly conductive zone of Au-Cu mineralization. The geophysical consultants have recommended a small, IP survey centered on the massive sulphide mineralization and oriented in a NE-NW direction.

No work is currently under way on the property as Unigold is seeking financing to complete the recommended IP survey. The IP survey will be undertaken to:

1. Isolate the IP signature of the currently defined massive sulphide mineralization;
2. Identify the continuation of the massive sulphide mineralization to the NE along plunge;
3. Identify targets for follow up exploration drilling along plunge to the NE; and
4. Establish a geophysical signature for massive sulphide mineralization that can be used to evaluate targets elsewhere along the 10 km strike trend defined by favourable surface geochemical results.

The Company believes that the proposed IP survey will define any continuation of the high grade massive sulphide mineralization at depth along plunge to the NE. This will allow more effective targeting of the continuation of the high grade Au-Cu rich massive sulphide mineralization.

The high grade Au-Cu rich massive sulphide mineralization is, without question, the most exciting discovery to date within the Neita Concession footprint. This is a viable, high value exploration target that warrants additional exploration. The orientation and depth of the high grade, Au-Cu rich massive sulphide is a blind target, diamond drilling without the benefit of geophysical guidance minimizes the chances of exploration success. This limited geophysical program is highly recommend to increase the ability of the Company to target drill holes and offers an opportunity to establish a geophysical signature for this style of mineralization which will then be used to evaluate the 8.0-10.0 kms of strike length where surface geochemistry identified multiple anomalous gold rich zones that are largely untested by geophysics and/or drilling.

Completed work:

Compilation data	Statistics		
	Q1 2019	Year to date	PROJECT TO DATE
Oxide test pits			31
Drilling – holes	–	–	494
Drilling – metres	–	–	117,735
Trenching – metres	–	–	31,559
Geochemical analysis	–	–	142,697
Grab samples	–	–	11,000
Soil samples	–	–	32,704
Stream samples	–	–	884
Induced polarization lines – km	–	–	196
Magnetic survey lines – km	–	–	687

The material categories of exploration and evaluation assets are summarized below:

	As at	December 31, 2018	Year to date additions	March 31, 2019
Consulting (contract geologists and other technical specialists)		\$ 6,752,008	\$ 8,250	\$ 6,760,258
Drilling (including supplies and logistics expenses)		13,274,394	–	13,274,394
Field expense (including geochemistry and geophysics)		2,325,580	(25,001)	2,300,579
Laboratory analysis		4,686,535	(9,300)	4,677,235
Travel		1,625,474	16	1,625,490
Wages & salaries		4,821,432	44,595	4,866,027
Other (includes legal costs, capitalized depreciation)		6,722,562	50,747	6,773,309
		\$ 40,207,985	\$ 69,309	\$ 40,277,292

Laboratory analysis and geophysics expenses were over- accrued at year end as a result of not going ahead with some planned work. The reversal resulted in the negative additions.

Results of Operations

For the quarter ended March 31, 2019, the Corporation recorded a loss of \$112,419, or \$0.00 per share, compared with a loss of \$237,235 or \$0.01 per share, in 2018.

The material components of general and administrative expenses are detailed below.

	Three Months Ending March 31,	
	2019	2018
Rent	\$ 1,575	\$ 1,575
Insurance	2,959	4,226
Computer supplies and support	3,944	9,220
Other	2,341	2,986
Total	\$ 10,819	\$ 18,007

Liquidity and Capital Resources

The Corporation 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 issues. The continuing development of the Corporation's properties therefore depends on the Corporation's ability to obtain additional financing.

Market appetite for investing in resource stocks is at a historically very low level. Most resource companies have seen significant stock price erosion over the last five years. M&A activities and financing activities are also at extremely low levels. Globally, resource nationalism has made investors wary. Many major projects have been deferred or cancelled. There has been a continuing sell-off at the junior end of the market that is starving junior exploration companies of capital. Investors are looking for low-risk, near-term, high yield opportunities that the junior mining sector cannot currently provide. Investors tolerant of high risk/high return have moved into cannabis and Bitcoin equities. The Corporation may not be able to raise capital in these markets or, if financing is possible, it may be small to limit dilution.

Unigold had 16,000,000 warrants priced at \$0.45 at the end of Q1. The warrants expired unexercised on May 25, 2019.

As of March 31, 2019, the Corporation had a cash balance of \$345,476 (December 31, 2018 – \$549,936) and working capital of \$260,217 (December 31, 2018 – \$427,512).

Outlook

Due to the extremely low cash reserves, Unigold will attempt to complete a financing or other financial transaction in the second quarter. Unigold intends to resume an active exploration program contingent on the availability of financing.

Quarterly Financial Information (Unaudited)

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

(\$ thousands, except per share amounts)	2019	2018				2017		
	Q1	Q4	Q3	Q2	Q1	Q4	Q3	Q2
Revenue	–	–	–	–	–	–	–	–
Net loss	(112)	(117)	(135)	(121)	(237)	(98)	(147)	(178)
Net loss per share: Basic and diluted	(0.00)	(0.00)	(0.00)	(0.00)	(0.01)	(0.00)	(0.00)	(0.00)
Acquisition of exploration and evaluation assets	69	249	133	114	101	122	153	191

Acquisition of exploration and evaluation activities varies on the level and type of activity with drilling consuming the most funds. The increase in Q4 2018 represents the limited oxide ore test pit program.

Related Party Transactions

Included in the accounts for the periods ended March 31, 2019 and 2018 are payments made to officers, directors and corporations under the control or significant influence of officers and directors of the Corporation as follows:

	Three months ended March 31,	
	2019	2018
Management services fees paid to corporations controlled by or under significant influence of an officer of the Corporation	\$ 16,688	\$ 4,125
Directors' fees	35,000	35,000
Professional fees paid to officers	32,525	45,750
	\$ 84,213	\$ 84,875

These transactions were in the normal course of operations and were measured at the exchange amount, which is the amount of consideration established and agreed to by the related parties. These transactions were in the normal course of operations and were measured at the exchange amount, which is the amount of consideration established and agreed to by the related parties. Directors' fees of \$35,000 as at March 31, 2019 were accrued (March 31, 2018 – nil).

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 has made, and expects to make in the future, expenditures to comply with such laws and regulations.

Minimum contractual payments over the next five years are as follows:

Minimum contractual payments over the next five years are estimated as follows:

Year	Total	2019	2020	2021	2022	2023
Office lease	\$ 6,000	\$ 6,000	\$ –	\$ –	\$ –	\$ –
Services	106,000	106,000	–	–	–	–
	\$ 112,000	\$ 112,000	\$ –	\$ –	\$ –	\$ –

Trend Information

There are no major trends that are anticipated to have a material effect on the Corporation's financial condition and results of operations in the near future.

Off-Balance Sheet Arrangements

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

Proposed Transactions

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

Critical Accounting Policies and Estimates

The Corporation prepares its consolidated financial statements in accordance with IFRS. The most significant accounting estimates are the policy of capitalizing exploration costs on its properties and the valuation of such properties, and the stock-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 stock-based compensation is the stock price volatility used. The Corporation uses the historical price data and comparables in the estimate of future volatilities.

Risks and Uncertainties

At the present time, Unigold does not hold any interest in a mining property in production. 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.

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. The Corporation may not have sufficient internally generated cash flow and working capital and may have to access the capital markets. 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.

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.

Corporate Social Responsibility ("CSR"), Safety, Health and Environment.

The Corporation engages in and adheres to the principles of sound Corporate Social Responsibility 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 lost time accidents during the period. There were no reportable environmental compliance events during the period.

Future Accounting Changes

Accounting standards and interpretations issued but not yet adopted

Certain pronouncements were issued by the IASB or the IFRIC that are mandatory for accounting periods on or after January 1, 2019 or later periods. Many are not applicable or do not have a significant impact to the Corporation and have been excluded. The following have not yet been adopted and are being evaluated to determine their impact on the Corporation.

- IAS 1 – Presentation of Financial Statements ("IAS 1") and IAS 8 – Accounting Policies, Changes in Accounting Estimates and Errors ("IAS 8") were amended in October 2018 to refine the definition of materiality and clarify its characteristics. The revised definition focuses on the idea that information is material if omitting, misstating or obscuring it could reasonably be expected to influence decisions that the primary users of general purpose financial statements make on the basis of those financial statements. The amendments are effective for annual reporting periods beginning on or after January 1, 2020. Earlier adoption is permitted.

- IFRIC 23 – Uncertainty Over Income Tax Treatments (“IFRIC 23”) was issued in June 2017 and clarifies the accounting for uncertainties in income taxes. The interpretation committee concluded that an entity shall consider whether it is probable that a taxation authority will accept an uncertain tax treatment. If an entity concludes it is probable that the taxation authority will accept an uncertain tax treatment, then the entity shall determine taxable profit (tax loss), tax bases, unused tax losses and credits or tax rates consistently with the tax treatment used or planned to be used in its income tax filings. If an entity concludes it is not probable that the taxation authority will accept an uncertain tax treatment, the entity shall reflect the effect of uncertainty in determining the related taxable profit (tax loss), tax bases, unused tax losses and credits or tax rates. IFRIC 23 is effective for annual periods beginning on or after January 1, 2019.

Financial Instruments

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. Other receivables are in good standing as of March 31, 2018. Management believes that the credit risk concentration with respect to financial instruments included in other receivables is minimal.

Liquidity Risk

As at March 31, 2019, the Corporation has working capital of \$260,217 (December 31, 2018 – \$427,512). As of March 31, 2019, the Corporation has a cash balance of \$345,476 (December 31, 2018– \$549,412) to settle current accounts payable and accrued liabilities of \$118,973 (December 31, 2018 – \$156,955). The Corporation’s other current assets consist of other receivables of \$17,144 (December 31, 2018 – \$12,668) and other financial assets and prepaids of \$16,569 (December 31, 2018 – \$22,387). See also the section headed *Nature of Operations and Going Concern*.

Market Risk

At the present time, the Corporation does not hold any interest in a mining property that is in production. The Corporation’s viability and potential success depends 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.

Foreign Exchange Risk

The Corporation’s financings are in Canadian dollars. Certain of the Corporation’s transactions with its subsidiary, Unigold Dominicana, S.R.L. are incurred in foreign currencies 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 March 31, 2019, the Corporation had cash balances of \$29,199 (December 31, 2018 – \$15,539) in United States dollars. U.S. \$ accounts payable as at March 31, 2019, were U.S. \$7,479 (December 31, 2018 – U.S. \$nil).

Interest Rate Risk

The Corporation’s current policy is to invest excess cash in 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 March 31, 2019, 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 U.S. dollars and the Dominican Republic Peso 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 in loss for the period ended March 31, 2019. The Corporation does not undertake currency hedging activities to mitigate its foreign currency risk.

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 its 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.

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 unaudited, condensed consolidated interim financial statements and the accompanying 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 March 31, 2019.

Outstanding Share Data

Details about the Corporation's outstanding common shares as at May 28, 2019 are as follows:

Common shares issued and outstanding	45,671,309
Stock options issued to directors, employees, officers and consultants	3,000,000

Qualified Person

The foregoing scientific and technical information has been prepared or reviewed by Wes Hanson, P. Geo., the Chief Operating Officer of the Corporation. He also supervises all work associated with the Corporation's exploration programs in the Dominican Republic. Mr. Hanson is a "qualified person" within the meaning of National Instrument 43-101. W. Lewis P. Geo. and A. San Martin MAusIMM(CP), both employed by Micon have reviewed and approved statements associated with the mineral resource estimates.

UNIGOLD INC.

CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS

For the Three Months Ended March 31, 2019 and 2018
Expressed in Canadian Dollars
Unaudited

The accompanying unaudited condensed consolidated interim financial statements of Unigold Inc. have been prepared by and are the responsibility of management. Unigold's auditors have not reviewed the unaudited condensed interim financial statements.

UNIGOLD INC.

CONDENSED CONSOLIDATED INTERIM STATEMENTS OF FINANCIAL POSITION

(Expressed in Canadian Dollars)

As at,	March 31, 2019 (unaudited)	December 31, 2018
Assets		
Current assets		
Cash	\$ 345,476	\$ 549,412
Other receivables	17,144	12,668
Other financial assets and prepaids	16,569	22,387
Total current assets	379,189	584,467
Non-current assets		
Property, plant and equipment (Note 6)	270,619	285,130
Exploration properties (Note 7)	283,747	283,747
Exploration and evaluation assets (Note 7)	40,277,292	40,207,985
Total assets	\$ 41,210,847	\$ 41,361,329
Liabilities		
Current liabilities		
Accounts payable and accrued liabilities	\$ 118,972	\$ 156,955
Total liabilities	118,972	156,955
Equity attributable to shareholders of the Corporation		
Share capital (Note 8(a))	57,309,839	57,309,839
Reserve for warrants (Note 8(b))	1,990,736	1,990,736
Reserve for share-based payments (Note 8(c))	708,338	708,338
Accumulated deficit	(18,919,869)	(18,807,370)
Total equity attributable to shareholders of the Corporation	41,089,044	41,201,543
Non-controlling interest	2,831	2,831
Total equity	41,091,875	41,204,374
Total liabilities and equity	\$ 41,210,847	\$ 41,361,329

Nature of operations (Note 1)

Going concern (Note 2)

Commitments and contingencies (Notes 7 and 16)

Approved on Behalf of the Board:

s/ Joseph Del Campo
Director

s/ Joseph Hamilton
Director

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

UNIGOLD INC.

CONDENSED CONSOLIDATED INTERIM STATEMENTS OF CHANGES IN SHAREHOLDERS' EQUITY

(Unaudited-Expressed in Canadian Dollars)

	Share capital		Warrants	Other reserves		Accumulated Deficit	Equity attributable to shareholders
	Number of shares	Amount		Share-based payment	Total other reserves		
Balance, December 31, 2018	45,671,309	\$57,309,839	\$ 1,990,736	\$ 708,338	\$ 2,699,074	\$ (18,807,370)	\$ 41,201,543
Net loss for the period	–	–	–	–	–	(112,499)	(112,499)
Balance March 31, 2019	45,671,309	57,309,839	\$ 1,990,736	\$ 708,338	\$ 2,699,074	\$ (18,919,869)	\$ 41,089,044
Balance, December 31, 2017	45,671,309	\$ 57,309,839	\$ 2,150,859	\$ 1,053,061	\$ 3,203,920	\$ (18,701,801)	\$ 41,811,958
Transfer to deficit on expiry	–	–	–	(162,909)	(162,909)	162,909	–
Net loss for the period	–	–	–	–	–	(237,235)	(237,235)
Balance March 31, 2018	45,671,309	\$ 57,309,839	\$ 2,150,859	\$ 890,152	\$ 3,041,011	\$ (18,776,127)	\$ 41,574,723
Transfer to deficit on expiry	–	–	(160,123)	–	(160,123)	160,123	–
Net loss for the period	–	–	–	–	–	(121,472)	(121,472)
Balance June 30, 2018	45,671,309	\$ 57,309,839	\$ 1,990,736	\$ 890,152	\$ 2,880,888	\$ (18,737,476)	\$ 41,453,251
Transfer to deficit on expiry	–	–	–	(132,117)	(132,117)	132,117	–
Net loss for the period	–	–	–	–	–	(134,836)	(134,836)
Balance September 30, 2018	45,671,309	\$ 57,309,839	\$ 1,990,736	\$ 758,035	\$ 2,748,771	\$ (18,740,195)	\$ 41,318,415
Transfer to deficit on expiry	–	–	–	(49,697)	(49,697)	49,679	–
Net loss for the period	–	–	–	–	–	(116,872)	(116,872)
Balance December 31, 2018	45,671,309	\$ 57,309,839	\$ 1,990,736	\$ 708,338	\$ 2,699,074	\$ (18,807,370)	\$ 41,201,543

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

UNIGOLD INC.**CONDENSED CONSOLIDATED INTERIM STATEMENTS OF COMPREHENSIVE LOSS***(Unaudited-Expressed in Canadian Dollars)*

	Three months ended March 31,	
	2019	2018
Operating expenses		
Compensation (<i>Note 11</i>)	\$ 69,832	\$ 85,171
Professional and consulting fees	20,575	13,866
Travel and business development	4,850	13,230
Listing and shareholder information	8,179	14,369
General and administrative expenses	10,819	18,007
Loss on disposal of property, plant and equipment	–	89,703
Foreign exchange (gain) loss	(1,751)	5,494
Net loss for the period before the undernoted	(112,504)	(239,840)
Investment income	5	2,605
Total loss and comprehensive loss for the period	\$ (112,499)	\$ (237,235)
Net loss per share - basic & diluted <i>(Note 10)</i>	\$ (0.00)	\$ (0.01)

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

UNIGOLD INC.

CONDENSED CONSOLIDATED INTERIM STATEMENTS OF CASH FLOWS

(Unaudited-Expressed in Canadian Dollars)

For the three month period ended March 31,	2019	2018
Cash flows from operating activities		
Net loss for the period	\$ (112,499)	\$ (237,235)
Adjustments to add/(deduct) non-cash items		
Loss on disposal of property, plant and equipment	–	89,703
Deduct investment income	(5)	(1,245)
	(112,504)	(148,777)
Working capital adjustments		
Other receivables	(4,476)	2,589
Other financial assets and prepaids	5,818	6,638
Accounts payable and accrued liabilities	(37,983)	7,211
Net cash flows from operating activities	(149,145)	(132,339)
Cash flows from investing activities		
Acquisition of exploration and evaluation assets	(54,796)	(82,788)
Investment income	5	1,245
Net cash flows from investing activities	(54,791)	(81,543)
Cash flows from financing activities		
Net cash flows from financing activities	–	–
Net decrease in cash	(203,936)	(213,882)
Cash, beginning of period	549,412	1,453,259
Cash, end of period	\$ 345,476	\$ 1,239,377

Supplemental information pertaining to cash flows (Note 13)

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

NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS

For the periods ended March 31, 2019 and 2018

Unaudited-Expressed in Canadian dollars unless otherwise stated.

1. Nature of Operations and Basis of Presentation

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 executive office is located at 44 Victoria Street, Suite 1102, Toronto, Ontario M5C 1Y2.

Unigold is in the process of exploring its property in the Dominican Republic.

Basis of presentation

These condensed consolidated interim financial statements include the accounts of the Corporation, and its wholly owned subsidiary, Unigold Resources Inc., which is incorporated in Canada under the Canada Business Corporations Act, and its 97% owned subsidiary, Unigold Dominicana, S.R.L., which is incorporated in the Dominican Republic. All material intercompany balances and transactions have been eliminated.

2. Going Concern

These condensed consolidated interim 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. Because of continuing operating losses, the Corporation's continuance as a going concern is dependent upon its ability to obtain adequate financing or to reach profitable levels of operation. Management feels that there is a material uncertainty, which causes significant doubt about the Corporation’s ability to continue as a going concern. 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.

It is not possible to predict whether financing efforts will be successful or if Unigold will attain profitable levels of operation. These condensed consolidated interim 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 accompany consolidated financial statements. These adjustments could be material.

3. Measurement Uncertainty

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 recoverability of the carrying value of exploration properties and exploration and evaluation assets, and 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. Changes in future conditions could require material write-downs of the carrying values. 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 and environmental requirements.

NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS

For the periods ended March 31, 2019 and 2018

Unaudited-Expressed in Canadian dollars unless otherwise stated.

4. Summary of Significant Accounting Policies

(a) Statement of compliance

These condensed consolidated interim financial statements, including comparatives, have been prepared in accordance with International Accounting Standard (“IAS”) 34 *Interim Financial Reporting* using the accounting policies consistent with International Financial Reporting Standards (“IFRS”) as issued by the International Accounting Standards Board. These condensed consolidated interim financial statements have been prepared on the basis of and using accounting policies, methods of computation and presentation consistent with those applied in Unigold’s 2018 Consolidated Annual Financial Statements. The accounting policies applied in these condensed consolidated interim financial statements are based on IFRS issued and outstanding as of May 28, 2019, the date the Audit Committee approved these statements. Any subsequent changes to IFRS that are given effect in the Corporation’s annual consolidated financial statements for the year ending December 31, 2018, could result in restatement of these condensed consolidated interim financial statements, including the transition adjustments recognized on change-over to IFRS.

The preparation of financial statements in accordance with IAS 34 requires the use of certain critical accounting estimates. It also requires management to exercise judgement in applying the Corporation’s accounting policies. See *Note 5*.

(b) Basis of preparation

The condensed consolidated interim financial statements are presented in Canadian dollars. The financial statements are prepared on the historical cost basis. In addition, these financial statements are prepared using the accrual basis of accounting except for cash flow information.

(c) Accounting standards and interpretations issued but not yet adopted

Certain pronouncements were issued by the IASB or the IFRIC that are mandatory for accounting periods on or after January 1, 2019 or later periods. Many are not applicable or do not have a significant impact to the Corporation and have been excluded. The following have not yet been adopted and are being evaluated to determine their impact on the Corporation.

IAS 1 – Presentation of Financial Statements (“IAS 1”) and IAS 8 – Accounting Policies, Changes in Accounting Estimates and Errors (“IAS 8”) were amended in October 2018 to refine the definition of materiality and clarify its characteristics. The revised definition focuses on the idea that information is material if omitting, misstating or obscuring it could reasonably be expected to influence decisions that the primary users of general purpose financial statements make on the basis of those financial statements. The amendments are effective for annual reporting periods beginning on or after January 1, 2020. Earlier adoption is permitted.

IFRIC 23 – Uncertainty Over Income Tax Treatments (“IFRIC 23”) was issued in June 2017 and clarifies the accounting for uncertainties in income taxes. The interpretation committee concluded that an entity shall consider whether it is probable that a taxation authority will accept an uncertain tax treatment. If an entity concludes it is probable that the taxation authority will accept an uncertain tax treatment, then the entity shall determine taxable profit (tax loss), tax bases, unused tax losses and credits or tax rates consistently with the tax treatment used or planned to be used in its income tax filings. If an entity concludes it is not probable that the taxation authority will accept an uncertain tax treatment, the entity shall reflect the effect of uncertainty in determining the related taxable profit (tax loss), tax bases, unused tax losses and credits or tax rates. IFRIC 23 is effective for annual periods beginning on or after January 1, 2019.

NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS*For the periods ended March 31, 2019 and 2018*

Unaudited-Expressed in Canadian dollars unless otherwise stated.

(d) Accounting policies

The accounting policies applied by the Corporation in these condensed consolidated interim financial statements are the same as those applied to the Corporation's annual consolidated financial statements for the year ended December 31, 2018, and the corresponding interim reporting period. *Note 4* to those annual statements describes the significant accounting policies used by the Corporation. These interim financial statements do not include all the notes of the type normally included in an annual financial report and therefore should be read in conjunction with the Corporation's annual consolidated financial statements for the year ended December 31, 2018, as they provide an update of previously reported information.

5. Significant Accounting Judgments and Estimates

The preparation of these condensed consolidated interim financial statements requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities at the date of the financial statements and reported amounts of expenses during the reporting period. Actual outcomes could differ from these estimates. The condensed consolidated interim financial statements include estimates which, by their nature, are uncertain. The impacts of such estimates are pervasive throughout the consolidated 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, that 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:

- i. the recoverability of exploration properties and exploration and evaluation assets which are included in the condensed consolidated interim statement of financial position;
- ii. the inputs used in accounting for valuation of warrants and options which are included in the condensed consolidated interim statement of financial position;
- iii. the inputs used in accounting for share-based compensation expense in the condensed consolidated interim statement of comprehensive loss;
- iv. the nil provision for asset retirement obligations which is included in the condensed consolidated interim statement of financial position;
- v. the estimated useful life of property, plant and equipment; and
- vi. the existence and estimated amount of contingencies (*Note 16*).

6. Property, Plant and Equipment

Vehicles, field equipment, and camp and buildings relate to the Corporation's exploration activities. During the three month period ended March 31, 2019, \$14,511 (2018 – \$18,210) of amortization was capitalized to exploration and evaluation assets.

Cost	Land	Computer equipment	Vehicles	Field equipment	Camp and buildings	Total
Balance December 31, 2017	\$ 13,771	\$ 113,749	\$ 51,757	\$ 1,396,042	\$ 328,645	\$ 1,903,964
Disposal/transfer	–	(113,749)	–	(594,044)	–	(707,793)
Balance December 31, 2018	\$ 13,771	\$ –	\$ 51,757	\$ 801,998	\$ 328,645	\$ 1,196,171
Balance March 31, 2019	\$ 13,771	\$ –	\$ 51,757	\$ 801,998	\$ 328,645	\$ 1,196,171

NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS

For the periods ended March 31, 2019 and 2018

Unaudited-Expressed in Canadian dollars unless otherwise stated.

Amortization and impairment	Land	Computer equipment	Vehicles	Field equipment	Camp and buildings	Total
Balance December 31, 2017	\$ –	\$ 95,017	\$ 44,170	\$1,089,051	\$ 232,103	\$1,460,341
Amortization	–	–	2,276	47,204	19,310	68,790
Disposals/transfer	–	(95,017)	–	(523,073)	–	(618,090)
Balance December 31, 2018	\$ –	\$ –	\$ 46,446	\$ 613,182	\$ 251,413	\$ 911,041
Amortization	–	–	398	9,441	4,672	14,511
Balance March 31, 2019	\$ –	\$ –	\$ 46,844	\$ 622,623	\$ 256,085	\$ 925,552

	Land	Computer equipment	Vehicles	Field equipment	Camp and buildings	Total
At December 31, 2018	\$ 13,771	\$ –	\$ 5,311	\$ 188,816	\$ 77,232	\$ 285,130
At March 31, 2019	13,771	–	4,913	179,375	72,560	270,619

7. Exploration Properties and Exploration and Evaluation Assets

Exploration properties and deferred exploration and evaluation costs consist of the following:

	Balance December 31, 2017	2018 Additions	Balance December 31, 2018	2019 Additions	Balance March 31, 2019
Exploration property interests	\$ 283,747	\$ –	\$ 283,747	\$ –	\$ 283,747
Exploration and evaluation assets	\$ 39,610,247	\$ 597,738	\$ 40,207,985	\$ 69,307	\$ 40,277,292

Neita

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

During the period ended March 31, 2019, \$18,210 (March 31, 2018 – \$14,511) of amortization was capitalized to exploration and evaluation assets.

8. Equity Attributable to Equity Holders of the Corporation**(a) Common shares***Authorized, issued and outstanding shares*

Common shares, no par value, authorized unlimited number of shares, issued and outstanding were 45,671,309 shares as at March 31, 2019 (December 31, 2018 – 45,671,309).

	Number of shares	\$
Balance December 31, 2017	45,621,309	57,299,940
Balance March 31, 2018	45,621,309	57,299,940
Balance June 30, 2018	45,621,309	57,299,940
Balance September 30, 2018	45,671,309	57,309,839
Balance December 31, 2018	45,671,309	57,309,839
Balance March 31, 2019	45,671,309	57,309,839

NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS*For the periods ended March 31, 2019 and 2018*

Unaudited-Expressed in Canadian dollars unless otherwise stated.

(b) Reserve for warrants

A summary of share purchase warrants outstanding and changes during the periods indicated is presented below:

	Number of Warrants	Weighted average exercise price \$	Weighted average grant date fair value \$
Balance December 30, 2017	17,120,000	0.44	2,150,859
Balance March 31, 2018	17,120,000	0.44	2,150,859
Expired	(1,120,000)	0.30	(160,123)
Balance June 30, 2018	16,000,000	0.45	1,990,736
Balance September 30, 2018	16,000,000	0.45	1,990,736
Balance December 31, 2018	16,000,000	0.45	1,990,736
Balance March 31, 2019	16,000,000	0.45	1,990,736

As a result of the private placement financing in May 2016, the Corporation issued 16,000,000 warrants. Each Warrant entitles the holder thereof to purchase one common share of the Corporation at an exercise price of \$0.45 at any time prior to May 25, 2018. The Corporation has the right to accelerate the expiry date of the Warrants on notice to the holders of Warrants if the closing price of the Corporation's common shares on a stock exchange in Canada is higher than \$0.90 per common share for more than 20 consecutive trading days at any time after September 26, 2016, in which case the Warrants will expire 30 days after the date on which such notice is given. On May 2, 2018, Unigold announced the expiry date of the warrants was extended until May 25, 2019. Subsequent to the March 31, 2019 quarter end the warrants expired unexercised.

The fair value of the warrants issued in the 2016 private placement was estimated at the date of grant using the Black-Scholes option-pricing model with the following assumptions:

Expected life	2 years
Expected volatility	245 %
Risk-free rate	0.63%
Expected annual dividend	Nil
Grant date fair value	\$0.124

At March 31, 2019 and December 31, 2018 the Corporation had warrants issued as follows:

Exercise Price	Number of Warrants Outstanding	Weighted Average Remaining Contractual Life - Years	Number of Warrants Exercisable	Expiry Date
\$0.45	16,000,000	0.2	16,000,000	May 25, 2019

(c) Reserve for share-based payment

A summary of share-based payment reserve activity during the periods indicated is presented below:

NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS*For the periods ended March 31, 2019 and 2018*

Unaudited-Expressed in Canadian dollars unless otherwise stated.

	\$
Balance December 31, 2017	1,053,061
Expired/forfeited – transferred to deficit	(162,909)
Balance March 31, 2018	890,152
Balance June 30, 2018	890,152
Expired/forfeited – transferred to deficit	(132,117)
Balance September 30, 2018	758,035
Expired/forfeited – transferred to deficit	(49,697)
Balance December 31, 2018	708,338
Balance March 31, 2019	708,338

9. Share - Based Payment – Employee Stock Option Plan

The Corporation has a stock option plan (the “Plan”), the purpose of which is to attract, retain and motivate management, staff and consultants by providing them with the opportunity, through share options, to acquire a proprietary interest in the Corporation and benefit from its growth. The maximum number of options to be issued under the Plan shall not exceed 10% of the total number of common shares issued and outstanding. The 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.

A summary of the Plan activity during the periods indicated is presented below:

	Number	Weighted average exercise price \$
Balance December 31, 2017	3,490,000	0.37
Expired/forfeited	(75,000)	(2.80)
Balance March 31, 2018	3,415,000	0.32
Balance June 30, 2018	3,415,000	0.32
Expired/forfeited	(315,000)	(0.30)
Balance September 30, 2018	3,100,000	0.25
Expired/forfeited	(100,000)	(0.50)
Balance December 31, 2018	3,000,000	0.24
Balance March 31, 2019	3,000,000	0.24

As at March 31, 2019 the Corporation had stock options issued to directors, officers, employees and consultants of the Corporation as follows:

Exercise Price	Number of Options Outstanding	Weighted Average Remaining Contractual Life – Years	Number of Options Exercisable	Expiry Date
\$0.10	1,350,000	1.5	1,350,000	Sep.30, 2020
\$0.35	1,650,000	2.2	1,650,000	June 22, 2021
\$0.24	3,000,000	1.9	3,000,000	

As at March 31, 2019, there are 1,567,131 options available for grant (December 31, 2018 – 1,567,131). During the quarter ended March 31, 2019, share-based payment expense of \$nil was recorded (2018– \$nil). In addition, \$nil (2018– \$nil) was capitalized to exploration and evaluation assets. The weighted average exercise price of stock options exercisable as at March 31, 2019, is \$0.24 (December 31, 2018 – \$0.24).

NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS

For the periods ended March 31, 2019 and 2018

Unaudited-Expressed in Canadian dollars unless otherwise stated.

10. Net Loss per Share

For the three months ended March 31, 2019 and 2018, the outstanding stock options and warrants were not included in the computation of the diluted net loss per share because the effect was anti-dilutive.

	Three months ended March 31,	
	2019	2018
Loss attributable to shareholders	\$ 112,499	\$ 237,235
Weighted average number of shares	45,671,309	45,671,309
Basic loss per share	\$ 0.00	\$ 0.01
Incremental shares on assumed exercise of options and warrants		–
Weighted average number of shares	45,671,309	45,671,309
Diluted loss per share	\$ 0.00	\$ 0.01

11. Compensation

The compensation expense of the Corporation was as follows:

	Three months ended March 31,	
	2019	2018
Salaries and non-wage costs	\$ 34,832	\$ 50,171
Directors' fees	35,000	35,000
	\$ 69,832	\$ 85,171

Directors' fees of \$35,000 as at March 31, 2019 were accrued (March 31, 2018 – nil).

12. Related Party Transactions

The Corporation's related parties as defined by IAS 24, *Related Party Disclosures*, include the Corporation's subsidiaries (*Note 1*), 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. The remuneration of directors and key management of the Corporation was as follows.

	Three months ended March 31,	
	2019	2018
Aggregate compensation	\$ 84,213	\$ 84,875

Included in the accounts for the periods ended March 31, 2019 and 2018 are payments made to officers, directors and corporations under the control or significant influence of officers and directors of the Corporation as follows:

	Three months ended March 31,	
	2019	2018
Management services fees paid to corporations controlled by or under significant influence of an officer of the Corporation	\$ 16,688	\$ 4,125
Directors' fees	35,000	35,000
Professional fees paid to officers	32,525	45,750
	\$ 84,213	\$ 84,875

NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS*For the periods ended March 31, 2019 and 2018*

Unaudited-Expressed in Canadian dollars unless otherwise stated.

These transactions were in the normal course of operations. .

13. Supplemental Information Pertaining to Cash Flows

	Three months ended March 31,	
	2019	2018
Change in accrued exploration and evaluation assets	(87,076)	216
Amortization included in exploration and evaluation assets (<i>Note 6, 7</i>)	14,511	18,210

14. 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 from the previous period.

(a) 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, from which management believes the risk of loss to be minimal.

Financial instruments included in other receivables consist of sales tax due from the Federal Government of Canada. Other receivables are in good standing as of March 31, 2019. Management believes that the credit risk concentration with respect to financial instruments included in other receivables is minimal.

(b) 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 March 31, 2019, the Corporation has working capital of \$260,217 (December 31, 2018 – \$427,512). As of March 31, 2019, the Corporation has a cash balance of \$345,476 (December 31, 2018 – \$549,412) to settle current accounts payable and accrued liabilities of \$118,973 (December 31, 2018 – \$156,955). The Corporation's other current assets consist of other receivables of \$17,144 (December 31, 2018 – \$12,668) and other financial assets and prepaids of \$16,569 (December 31, 2018 – \$22,387).

See also *Note 2 – Going Concern*.

(c) Market risk

At the present time, the Corporation does not hold any interest in a mining property that is in production. The Corporation's viability and potential success depends 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.

NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS*For the periods ended March 31, 2019 and 2018*

Unaudited-Expressed in Canadian dollars unless otherwise stated.

(d) Foreign exchange risk

The Corporation's financings are in Canadian dollars. Certain of the Corporation's transactions with its subsidiary, Unigold Dominicana, S.R.L. are incurred in foreign currencies 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 March 31, 2019, the Corporation had cash balances of \$29,199 (December 31, 2018 – \$15,539) in United States dollars. U.S. \$ accounts payable as at March 31, 2019, were U.S. \$7,479 (December 31, 2018 – U.S. \$nil).

Sensitivity to a plus or minus 5% change in the foreign exchange rate would not have resulted in a significant fluctuation in the loss for the period ended March 31, 2019. The Corporation does not undertake currency hedging activities to mitigate its foreign currency risk.

(e) 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 bank balances which approximate rates available from 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 March 31, 2019, interest rate risk is minimal since the Corporation has no interest-bearing debt instruments.

A sensitivity analysis has determined that an interest rate fluctuation of 5% in interest rates would not have resulted in significant fluctuation in the interest income during the period ended March 31, 2019.

(f) Fair value of financial assets and liabilities

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.

The book 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.

The following is a summary of the Corporation's financial instruments:

	As at	March 31, 2019		December 31, 2018	
		Carrying Amount	Fair Value	Carrying Amount	Fair Value
Cash		\$ 345,476	\$ 345,476	\$ 549,412	\$ 549,412
Other receivables		17,144	17,144	12,668	12,668
Accounts payable and accrued liabilities		118,973	118,973	156,955	156,955

15. Capital Risk Management

The Corporation considers its capital structure to consist of equity attributable to shareholders of the Corporation which at March 31, 2019 was \$41,089,044 (December 31, 2018 – \$41,201,543). The Corporation manages its capital structure and makes adjustments to it, in order to have the funds available to support its exploration and operations activities.

NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS*For the periods ended March 31, 2019 and 2018*

Unaudited-Expressed in Canadian dollars unless otherwise stated.

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 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. Management reviews its capital management approach on an ongoing basis. The Corporation and its subsidiaries are not subject to externally imposed capital requirements.

16. Commitments and Contingencies**(a) Legal proceedings**

The Corporation and its entities are party 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 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.

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 has made, and expects to make in the future, expenditures to comply with such laws and regulations.

(c) Guarantees

The Corporation has no guarantees outstanding.

(d) Contingencies

The Corporation is a party to certain employment contracts. These contracts contain clauses requiring that \$nil be paid on termination resulting from a change of control of the Corporation, \$14,000 be paid on termination for other than cause. The Dominican Republic has laws requiring payments of approximately \$137,000 if those employees are terminated. As the likelihood of these events taking place is not determinable, the contingent payments have not been reflected in these consolidated financial statements.

(e) Operating contractual obligations

Minimum contractual payments over the next five years are estimated as follows:

Year	Total	2019	2020	2021	2022	2023
Office lease	\$ 6,000	\$ 6,000	\$ –	\$ –	\$ –	\$ –
Services	106,000	106,000	–	–	–	–
	\$ 112,000	\$ 112,000	\$ –	\$ –	\$ –	\$ –

The Corporation has entered into a lease for office premises. The lease has a life of nine months (December 31, 2018 – one year) with renewal terms at the option of the lessee at lease payments based on market prices at the time of renewal. There are no restrictions placed upon the lessee by entering into these leases. Payments recognized as an expense were as follows:

Period ended March 31,	2019	2018
Lease payments	\$ 1,469	\$ 1,585

Non-cancellable operating lease commitments:

NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS

For the periods ended March 31, 2019 and 2018

Unaudited-Expressed in Canadian dollars unless otherwise stated.

	As at	March 31, 2019	December 31, 2018
Within one year		\$ 6,000	\$ 9,000
After one year but not more than five years		–	–
More than five years		–	–

(f) 2015 Private Placement

In connection with the 2015 private placement, an investment agreement was signed which gives Osisko Gold Royalties Ltd. ("Osisko") the following rights:

(i) Participation Right: As long as Osisko holds Unigold shares equal to at least 10% of the issued and outstanding Unigold shares on a non-diluted basis, Osisko will have the right to participate in future equity financings by Unigold on a pro rata basis to its non-diluted shareholding at the applicable time.

(ii) Nomination Right: As long as Osisko holds Unigold shares equal to at least 10% of the issued and outstanding Unigold Shares on a non-diluted basis, Osisko will be entitled to nominate the greater of: (a) two (2) nominees, and (b) the number of nominees obtained by multiplying Osisko's percentage ownership of Unigold Shares (on a non-diluted basis) by the number of directors Unigold's management slate of nominees proposed to the Board (fractional numbers being rounded down to the nearest whole number) at any meeting of shareholders of Unigold.

(iii) Royalty Option: Osisko will be granted an option to purchase a 2% net smelter return ("NSR") royalty on Unigold's Neita property for a consideration of \$2,000,000, exercisable 90 days following the delivery of a feasibility study. Once exercised, Unigold will have the right to repurchase a 1% NSR (being 50% of the 2% NSR held by Osisko) for \$1,000,000 until 90 days following the achievement of commercial production.

(iv) Royalty/Stream Right: As long as Osisko holds Unigold shares equal to at least 10% of the issued and outstanding Unigold shares on a non-diluted basis, Osisko will have the right of first refusal over any royalty, stream, forward, off-take, gold loan or other agreement involving the sale of a similar interest in products from properties of Unigold that Unigold proposes to enter into from time to time. In the event that Osisko does not exercise its right of first refusal, Unigold may thereafter offer such right to a third party on terms no more favourable to such third party than those offered to Osisko.

17. 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 (see Note 6) are physically located in the Dominican Republic. All of the Corporation's exploration and evaluation activities referred to in Note 7 relate to properties in the Dominican Republic.

	As at and for the period ended March 31, 2019		
	Canada	Dominican Republic	Total
Assets	\$ 293,180	\$ 40,917,667	\$ 41,210,847
Liabilities	98,563	20,410	118,973
Investment income	–	5	5
Other expenses	(10,792)	(101,712)	(112,504)

	As at and for the year ended December 31, 2018		
	Canada	Dominican Republic	Total
Assets	\$ 511,346	\$ 40,849,983	\$ 41,361,329
Liabilities	136,022	20,933	156,955
Investment income	87	(22)	65
Other expenses	513,565	96,785	610,350

Corporate information

Directors

Jose Acero

*President of Metales Antillanos S.A.
Santo Domingo, Dominican Republic*

Daniel Danis, MSc, P.Geo. ⁽²⁾⁽⁵⁾

*Businessman
Laval, Quebec, Canada*

Joseph Del Campo, CPA, CMA ⁽¹⁾⁽³⁾⁽⁶⁾
*Interim President and Chief Executive Officer of Unigold
Woodbridge, Ontario, Canada*

Joseph Hamilton, CFA ⁽¹⁾⁽²⁾⁽³⁾⁽⁴⁾⁽⁵⁾

*CEO Malbex Resources Inc.
Campbellcroft, Ontario, Canada*

Ruben Padilla ⁽⁵⁾⁽⁶⁾

*Chief Geologist, Talisker Explorations Services Inc.
Toronto, Ontario, Canada*

Charles Page, MSc, P.Geo. ⁽¹⁾⁽²⁾⁽³⁾⁽⁵⁾

*Consulting Geologist
Burlington, Ontario, Canada*

Normand Tremblay

*Businessman
Blaineville, Quebec, Canada*

(1) Audit Committee

(2) Compensation Committee

(3) Corporate Governance
and Nominating Committee

(4) Chairman

(5) Technical Committee

(6) Corporate Social Responsibility Committee

Officers

Joseph Del Campo, CPA, CMA

Interim President and Chief Executive Officer

John Green, MBA, CPA, CMA

*Chief Financial Officer and
Corporate Secretary*

Wes Hanson, P.Geo. ⁽⁵⁾⁽⁶⁾

Chief Operating Officer

Stock Listing

TSX Venture Exchange, Tier 2 Corporation,

Trading Symbol: UGD

CUSIP: 90476X

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

Computershare Trust Corporation of Canada,
Toronto, Ontario

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Investor Relations

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

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