



CONSOLIDATED FINANCIAL STATEMENTS

For the Years Ended December 31, 2024 and 2023

(Expressed in Canadian Dollars)

Audit. Tax. Advisory.

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, 2024 and 2023, 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, 2024 and 2023 and its consolidated financial performance and its consolidated cash flows for the years then ended in accordance with International Financial Reporting Standards ("IFRS").

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, 2024 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 financial statements of the current period. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

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, 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.

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.

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.

McGovern Hurley

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

McGovern Hurley LLP

A handwritten signature in black ink that reads "McGovern Hurley LLP". The signature is written in a cursive, flowing style.

**Chartered Professional Accountants
Licensed Public Accountants**

Toronto, Ontario
April 29, 2025

CONSOLIDATED STATEMENTS OF FINANCIAL POSITION

(Expressed in Canadian Dollars)

As at December 31,	Note	2024	2023
Assets			
Current assets			
Cash		\$149,607	\$825,738
Other receivables		20,858	35,295
Other financial assets and prepaid expenses		95,910	85,579
Total current assets		266,375	946,612
Non-current assets			
Property, plant and equipment	6	457,016	594,705
Total assets		\$723,391	\$1,541,317
Liabilities			
Current liabilities			
Accounts payable and accrued liabilities	10	\$351,921	\$371,321
Total liabilities		351,921	371,321
Equity			
Share capital	8(a)	80,190,212	78,944,942
Reserve for warrants	8(b)	1,942,335	1,676,319
Reserve for share-based payments	8(c)	471,818	785,127
Accumulated deficit		(82,232,895)	(80,236,392)
Total equity		371,470	1,169,996
Total liabilities and equity		\$723,391	\$1,541,317

Nature of operations (note 1)

Going concern (note 2)

Commitments and contingencies (note 13)

Subsequent event (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	Total Equity
Balance - December 31, 2022	207,462,643	\$75,247,017	\$1,623,324	\$715,311	\$(77,142,829)	\$442,823
Private placement	48,125,000	3,752,621	-	-	-	3,752,621
Share issue costs	-	(1,701)	-	-	-	(1,701)
Share-based compensation	-	-	-	148,919	-	148,919
Warrant issued	-	(52,995)	52,995	-	-	-
Expiry of warrant and options	-	-	-	(79,103)	79,103	-
Net loss for the year	-	-	-	-	(3,172,666)	(3,172,666)
Balance - December 31, 2023	255,587,643	\$78,944,942	\$1,676,319	\$785,127	\$(80,236,392)	\$1,169,996
Private placement	18,668,125	1,511,286	-	-	-	1,511,286
Warrant 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

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	2024	2023
Operating expenses			
Exploration expenditures	7	\$1,484,994	\$2,110,957
Business development and travel		10,499	265
Share-based compensation expense	8(c),10	16,899	148,919
Management compensation	10	421,024	394,067
Depreciation expense	6	137,689	160,956
Professional and consulting fees		130,417	177,606
Listing and shareholder information		86,112	90,357
General and administrative expenses		85,438	113,931
Loss before the undernoted items:		2,373,072	3,197,058
Investment expense (income)		(13)	(292)
Foreign exchange (gain) loss		(46,348)	(24,100)
Net loss and comprehensive loss for the year		\$2,326,711	\$3,172,666
Net loss per share - basic and diluted		\$0.01	\$0.01
Weighted average number of shares outstanding during the year – basic and diluted		266,473,153	238,003,110

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	2024	2023
Cash flows used in operating activities			
Net loss for the year		\$(2,326,711)	\$(3,172,666)
Adjustments to non-cash items:			
Share-based compensation expense	8(c)	16,899	148,919
Depreciation	6	137,689	160,956
		(2,172,123)	(2,862,791)
Working capital adjustments:			
Other receivables		14,437	52,267
Other financial assets and prepaid expenses		(10,331)	(24,196)
Accounts payable and accrued liabilities		(19,400)	(341,511)
Net cash flows (used) in operating activities		\$(2,187,417)	\$(3,176,231)
Cash flows used in investing activities			
Property, plant and equipment purchases	6	-	(1,597)
Net cash flows (used) in investing activities		-	\$(1,597)
Cash flows provided by financing activities			
Proceeds from private placement financing	8	1,511,286	3,752,621
Share issue cost		-	(1,701)
Net cash flows provided by financing activities		\$1,511,286	\$3,750,920
Net increase (decrease) in cash		\$(676,131)	\$573,092
Cash, beginning of the year		825,738	252,646
Cash, end of the year		\$149,607	\$825,738

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



NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the years ended December 31, 2024 and 2023

(Expressed in Canadian dollars)

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 new 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").

Basis of presentation

These consolidated financial statements for the years ended December 31, 2024 and 2023 (the "Consolidated Financial Statements") include the accounts of the Corporation, and its wholly owned subsidiaries Unigold Resources Inc., which was incorporated in Canada under the Canada Business Corporations Act, and Unigold Dominicana, S.R.L., which was incorporated in the DR, and Neita Resources, S.A.S. which was incorporated in the DR. All material intercompany balances and transactions have been eliminated.

2. Going concern

These Consolidated 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 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 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 Consolidated Financial Statements. These adjustments could be material.

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

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

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(Expressed in Canadian dollars)

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 Consolidated Financial Statements are based on International Financial Reporting Standards ("IFRS") issued effective as of December 31, 2024, and have been consistently applied to all periods presented unless otherwise noted. These financial statements were approved by the Board of Directors on April 29, 2025.

(b) Basis of preparation

The Consolidated Financial Statements are presented in Canadian dollars and are prepared on the historical cost basis. In addition, these Consolidated 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, 2024, the Corporation adopted a number of amendments and improvements of existing standards. These included amendments to IAS 1 and IFRS 10. These new standards and changes did not have any material impact on the Corporation's financial statements.

Standards issued and effective for annual periods beginning on or after January 1, 2025

Certain new standards, interpretations, amendments, and improvements to existing standards were issued by the IASB or IFRIC that are mandatory for accounting periods beginning on January 1, 2025:

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 assess the contractual cash flow characteristics of financial assets that include environmental, social and governance (ESG)-linked features and other similar contingent features

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For the years ended December 31, 2024 and 2023

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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 and early adoption is permitted.

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

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For the years ended December 31, 2024 and 2023

(Expressed in Canadian dollars)

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, 2024, and 2023.

(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

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS**For the years ended December 31, 2024 and 2023**

(Expressed in Canadian dollars)

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.

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(Expressed in Canadian dollars)

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

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(Expressed in Canadian dollars)

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.

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(Expressed in Canadian dollars)

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, 2024 and 2023, the Corporation did not have any FVOCI investments or derivative instruments.

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(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, 2024, and 2023.

(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 one short-term lease and is applying the exemptions in IFRS 16.

5. Material accounting judgments and estimates

The preparation of these Consolidated Financial Statements requires Management to make estimates and assumptions that affect the reported amounts of assets and liabilities at the date of the consolidated Financial Statements and reported amounts of expenses during the preparation of these Consolidated Financial Statements requires Management to make estimates and assumptions that affect the reported amounts of assets and liabilities at the date of the Consolidated 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 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, 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

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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 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.

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6. Property, plant and equipment

Cost	Land	Vehicle	Field Equipment	Camp and Building	Total
Balance- Dec 31, 2022	\$13,771	\$582,946	\$1,355,254	\$328,645	\$2,280,616
Additions	-	-	1,597	-	1,597
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

Amortization	Land	Vehicle	Field Equipment	Camp and Building	Total
Balance- December 31, 2022	\$-	\$289,329	\$938,575	\$298,648	\$1,526,552
Additions	-	78,595	76,625	5,736	160,956
Balance- December 31, 2023	\$-	\$367,924	\$1,015,200	\$304,384	\$1,687,508
Additions	-	64,507	68,331	4,851	137,689
Balance - December 31, 2024	\$-	\$432,431	\$1,083,531	\$309,235	\$1,825,197

Carrying amounts	Land	Vehicle	Field Equipment	Camp and Building	Total
Balance- December 31, 2022	\$13,771	\$293,617	\$416,679	\$29,997	\$754,064
Balance- December 31, 2023	\$13,771	\$215,022	\$341,651	\$24,261	\$594,705
Balance - December 31, 2024	\$13,771	\$150,515	\$273,320	\$19,410	\$457,016

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. 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 and was forwarded in late 2023 to the President's office with a recommendation for approval.

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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.

The following table summarizes the E&E expenditures incurred during the years ended December 31, 2024 and 2023:

	Balance December 31, 2022	Additions	Balance December 31, 2023	Additions	Balance December 31, 2024
Geology/Field					
Drilling (including supplies and logistics expenses)	\$15,696,567	\$52,142	\$15,748,709	\$48,206	\$15,796,915
Consulting (contract geologists and other technical specialists)	8,602,341	17,339	8,619,680	1,164	8,620,844
Wages and salaries	6,695,050	513,445	7,208,495	455,265	7,663,760
Camp and field expense (including geochemistry and geophysics)	4,047,929	275,602	4,323,531	162,376	4,485,907
Environment	497,611	193,710	691,321	6,830	698,151
Community social responsibility (CSR)	502,156	269,297	771,453	230,386	1,001,839
Travel, domestic and international	1,709,223	145,170	1,854,393	117,154	1,971,547
Technical Studies/Analysis					
Laboratory analysis	5,987,202	81,023	6,068,225	8,731	6,076,956
Feasibility study	1,115,569	-	1,115,569	-	1,115,569
Financial/Administrative Support					
Project management including Country Director	1,296,049	258,666	1,554,715	199,216	1,753,931
Taxes and duties	841,852	14,000	855,852	5,365	861,217
Other G&A, legal, depreciation	7,783,484	290,563	8,074,047	250,301	8,324,348
	\$54,775,033	\$2,110,957	\$56,885,990	\$1,484,994	\$58,370,984

On April 24, 2024, Unigold executed a binding agreement with Barrick Gold Corporation 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 in the Dominican Republic. 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 will be the manager and operator of the project.



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Exploration commenced in late 2024 and is ongoing with further tasks to be completed.

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.

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, 2024, is 274,255,768 (December 31, 2023 – 255,587,643).

- i) On May 11, 2023, Unigold closed the first tranche of a non-brokered private placement with the issuance of 16,017,500 units of the Corporation ("May 2023 Units"), at a price of \$0.08 per Unit, for gross proceeds of \$1,281,400 ("May 2023 Offering"). Each May 2023 Unit consists of one Common Share and one-half of one Common Share purchase warrant ("May 2023 Warrant"). See note 8(b)(i).
- ii) On May 16, 2023, Unigold closed the second tranche of the May 2023 Offering, with the issuance of 32,107,500 May 2023 Units, at a price of \$0.08 per Unit, for gross proceeds of \$2,568,600. Share issue costs of \$1,701 were incurred in relation to this second tranche. See note 8(b)(ii).
- iii) 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)(iii).
- iv) 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 which increased share capital by a total of \$1,262,336 for this tranche. See note 8(b)(iv).

(b) Reserve for share purchase warrants

- i) On May 11, 2023, in connection with the May 2023 Offering, Unigold issued 8,008,750 May 2023 Warrants. Each May 2023 Warrant entitles the holder thereof to purchase one Common Share at an exercise price of \$0.30. The Corporation has the right to accelerate the expiry date of the May 2023 Warrants on notice to the holders if the closing price of the Common Shares is higher than \$0.60 for more than 20 consecutive trading days at any time prior to expiry, which was extended to December 31, 2024, then to December 31, 2025. A fair value of \$11,206 was assigned to these warrants.
- ii) On May 16, 2023, in connection with the May 2023 Offering, Unigold issued 16,053,750 Warrants. Each Warrant entitles the holder thereof to purchase one Common Share at an exercise price of \$0.30. The Corporation has the right to accelerate the expiry date of the

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Warrants on notice to the holders if the closing price of the Common Shares is higher than \$0.60 for more than 20 consecutive trading days at any time prior to expiry, which was extended to December 31, 2024 and then December 31, 2025. A fair value of \$41,789 was assigned to these warrants.

- iii) 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.
- iv) 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.
- v) On December 30, 2024 the expiry date for 16,629,167 previously issued warrants, priced at \$0.30, was extended from December 31, 2024 to June 23, 2025.
- vi) In addition, TSXV has approved the extensions of the expiry dates of a total of 16,629,167 share purchase warrants to June 23, 2025 and 29,371,175 share purchase warrants to December 31, 2025. Each of these warrants entitles the holder thereof to acquire one common share of the Company at a price of \$0.30 per common share and all other terms of the warrants, including exercise price, will remain the same. The warrants were issued pursuant to private placements, and all were set to expire on December 31, 2024.

The fair value of the May 2023 Warrants was estimated at the date of issuance using the Black-Scholes option-pricing model with the following assumptions:

	May 10, 2023	May 16, 2023
Number of warrants	8,008,750	16,053,750
Exercise price	\$0.30	\$0.30
Expected life	Dec 31, 2024	Dec 31, 2024
Total fair value assigned	\$11,206	\$41,789
Expected volatility	71.15%	80.81%
Risk-free rate	3.72%	3.72%
Expected annual dividends	\$nil	\$nil

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:

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	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 annual dividends	\$nil	\$nil

The following table summarizes the Corporation's warrants activity for the years ended December 31, 2024 and 2023 :

	Number of warrants	Weighted Average exercise price	Weighted average grant date fair value
Balance - December 31, 2022	46,000,342	\$0.30	\$1,623,324
2023 May 10, Offering Warrants	8,008,750	0.30	11,206
2023 May 10, Offering Warrants	16,053,750	0.30	41,789
Balance - December 31, 2023	70,062,842	\$0.30	\$1,676,319
2024 May 13, Offering Warrants	1,555,937	0.12	44,444
2024 June 5, Offering Warrants	7,778,124	0.12	221,572
Balance - December 31, 2024	79,396,903	\$0.28	\$1,942,335

The following is a summary of warrants outstanding and exercisable at December 31, 2024:

Exercise Price	Number of Warrants Outstanding	Weighted Average Remaining Contractual Life in Years	Expiry Date
\$0.30	16,629,167	0.48	23-Jun-25
\$0.30	29,371,175	1.00	31-Dec-25
\$0.30	8,008,750	1.00	31-Dec-25
\$0.30	16,053,750	1.00	31-Dec-25
\$0.12	1,555,937	3.37	13-May-28
\$0.12	7,778,124	3.43	05-Jun-28
	79,396,903	1.17	

(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 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

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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.

2023 Activity

- i) On December 11, 2023, the Corporation granted 5,700,000 stock options to directors, officers, employees, and consultants of the Corporation. Each stock option allows the holder to acquire one Common Share at an exercise price of \$0.15, for up to five years from the grant date. A total of 4,700,000 Options vested immediately and the remaining 1,000,000 vest as follows: 250,000 vested immediately and 250,000 vest every six months thereafter.

These options were estimated to have a fair value of \$159,953 on the grant date, using the Black-Scholes option pricing model based on the following assumptions:

	December 11, 2023
Number of options	5,700,000
Exercise price	\$0.15
Expected life	5 years
Total fair value assigned	\$159,953
Expected volatility	85.67%
Risk-free rate	3.33%
Expected annual dividends	\$nil

- ii) A total of 1,050,000 (unvested) options expired following the resignation of the COO during Q1 of 2023.

2024 Activity

During the year ended December 31, 2024:

- iii) There were no options issued or exercised.
- iv) A total of \$16,899 was recorded as share-based compensation expense for the vested options granted in December 2023.
- v) 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.
- vi) A total of 196,000 option that were granted on December 06, 2019, expired on December 06, 2024. The estimated fair value of \$34,100 for these options were reclassified to accumulated deficit.

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The following table summarizes the Corporation's stock option activity for the year ended December 31, 2024, and 2023:

	Number of options	Weighted Average exercise price
Balance - December 31, 2022	4,546,000	\$0.21
Expired (granted 2021)	(1,050,000)	(0.21)
Granted	5,700,000	0.15
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

The following table summarizes the Corporation's share-based payments reserve activity during the years ended December 31, 2024, and the year ended December 31, 2023:

Year ended December 31,	2024	2023
Balance, beginning of the year	\$785,127	\$715,311
Expired options - transferred to deficit	(330,208)	(79,103)
Vesting of options	16,899	148,919
Balance, end of the year	\$471,818	\$785,127

The following table summarizes the Corporation's outstanding stock options as of December 31, 2024:

Exercise Price	Number of options Outstanding	Weighted Average Remaining Contractual Life - Years	Number of options Exercisable	Expiry Date
\$0.15	150,000	0.17	150,000	March 4, 2025
\$0.30	1,000,000	1.10	1,000,000	February 5, 2026
\$0.22	200,000	1.42	200,000	June 1, 2026
\$0.15	5,700,000	3.95	5,450,000	December 11, 2028
\$0.18	7,050,000	3.39	6,800,000	

RSUs and DSUs

- i) The maximum number of securities to be issued under the RSU plan shall not exceed 8,695,500 common shares. As of December 31, 2024, no restricted stock units have been issued by the Board of Directors.

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- ii) The maximum number of securities to be issued under the DSU plan shall not exceed 8,695,500 common shares. As of December 31, 2024, no deferred share units have been issued by the Board of Directors.

9. Net Loss per Share

For the years ended December 31, 2024 and 2023, the weighted average number of common shares outstanding was 266,473,153 (2023 – 238,003,110) 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.

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.

- a. A Canada-based director also participated in the May 13, 2024 and June 5, 2024 Offering with an investment of \$40,000.
- b. During the year ended December 31, 2023, a director of the Corporation provided \$252,000 in bridge financing in order to meet the financial obligations of the Corporation. These advances were made pursuant to a step promissory note that was non-interest-bearing and due on demand. These advances were repaid during Q3 of 2023.
- c. During the year ended December 31, 2022, a total of \$15,594 was paid to a company ("Hanson") controlled by the V.P. Exploration for technical services provided by Hanson. No similar services were provided by Hanson in fiscal 2023.

(b) Key management

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 "Services").

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, 2023, and 2024:

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For the year ended December 31	2024	2023
Corporate management fees ⁽¹⁾	\$296,282	\$272,400
Directors' fees	140,000	121,667
Technical management fees ⁽²⁾	293,267	566,515
Share based Compensation	16,899	148,919
	\$746,448	\$1,109,501

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

(2) Certain corporate and technical fees (part CEO, V.P. Exploration and COO) 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, 2024, is \$208,861 (2023 - \$42,653) due and owing to Key Management for unpaid management and directors' fees.

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, 2024 and 2023.

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 corporations 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, 2024, the Corporation has working capital deficit of \$85,546 (December 31, 2023 working capital - \$575,291), and \$149,607 cash to settle current accounts payable and accrued liabilities of \$351,921 (December 31, 2023 - \$825,738 cash to settle current accounts payable and accrued liabilities of \$371,321). The Corporation's other current assets consist of other receivables of \$20,858 (December 31, 2023 - \$35,295) which is principally HST and other financial assets and prepaid expenses of \$95,910 (December 31, 2023 - \$85,579).

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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 (USD) 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, 2024, the Corporation had foreign cash balances in the Canadian equivalent of \$147,501 and trade payables of \$94,463 (December 31, 2023 – foreign cash balances of \$818,958 and trade payables of \$239,196. 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 \$2,652 at December 31, 2024 (December 31, 2023 – decrease of \$28,988). 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, 2024, interest rate risk is minimal since the Corporation has no interest-bearing debt instruments.

v) 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.

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(Expressed in Canadian dollars)

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 year ended December 31, 2024 and 2023.

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, 2024, Management believes the Corporation was not compliant with Policy 2.5 of the TSX Venture Exchange. The impact of such violation is not known and is ultimately dependent on the discretion of the TSXV.

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 \$430,000 be paid on termination for other than cause.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the years ended December 31, 2024 and 2023

(Expressed in Canadian dollars)

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)		152,283
DOMINICAN REPUBLIC		
Management fees (a)		230,000
Directors' fees (b)		40,000
Severance (d)		238,316
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 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 note 10 – *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, 2024, the total liability is approximately \$238,316 (December 31, 2023 - \$212,242). 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 Consolidated Financial Statements.

(e) Specialty technical contracts

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

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(Expressed in Canadian dollars)

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 Dominican Republic. All of the Corporation's exploration and evaluation activities referred to in note 7 relate to properties in the DR.

As at and for the year ended December 31, 2024			
	Canada (\$)	Dominican Republic(\$)	Total \$)
Assets	108,477	614,914	723,391
Property, plant and equipment	-	457,016	457,016
Liabilities	299,859	52,062	351,921
Interest (income) expense	(13)	-	(13)
E & E expenditure	96,000	1,388,994	1,484,994
G&A and other expenses	726,330	115,400	841,730

As at and for the year ended December 31, 2023			
	Canada (\$)	Dominican Republic(\$)	Total \$)
Assets	619,804	921,513	1,541,317
Property, plant and equipment	-	594,705	594,705
Liabilities	343,946	27,375	371,321
Interest (income) expense	(292)	-	(292)
E & E expenditure	293,858	1,817,099	2,110,957
G&A and other expenses	908,937	153,064	1,062,001

15. Taxation – Income and Deferred

(a) Provision for Income Taxes

Major items causing the Corporation's income tax rate to differ from the 2024 combined Canadian federal and provincial statutory rate of approximately 26.5% (2023 – 26.5%) were as follows:

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For the years ended December 31, 2024 and 2023

(Expressed in Canadian dollars)

	2024 (\$)	2023 (\$)
Loss before income taxes:	(2,326,711)	(3,172,666)
Expected income tax (recovery) based on statutory rate	(617,000)	(841,000)
Adjustment to expected income tax benefit:		
Stock-based compensation	4,000	39,000
Other	76,000	63,000
Change in benefit of tax assets not recognized	537,000	735,000
Deferred income tax provision (recovery)	-	-

(b) Deferred Income Tax Balances

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

	2024 (\$)	2023 (\$)
Non-capital loss carry-forwards	25,474,000	24,609,000
Capital loss carry-forwards	7,091,000	6,945,000
Share issue costs	46,000	201,000
Exploration and evaluation expenditures	60,435,000	59,251,000
Property, plant and equipment	1,472,000	1,335,000
	94,518,000	92,341,000

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, 2024, the Corporation has approximately \$60,435,000 (2023 – \$59,251,000) 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, 2024, 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 (\$)
2027	1,306,000	2036	1,147,000
2028	665,000	2037	722,000
2029	1,399,000	2038	690,000
2030	1,630,000	2039	856,000
2031	1,731,000	2040	1,775,000
2032	2,481,000	2041	1,856,000
2033	2,386,000	2042	953,000
2034	2,026,000	2043	947,000
2035	1,065,000	2044	888,000
		Total	24,523,000



NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the years ended December 31, 2024 and 2023

(Expressed in Canadian dollars)

16. Subsequent event

On February 20, 2025, the Corporation announced closing of a non-brokered private placement offering of 3,664,374 units of the Corporation ("Unit") at a price of \$0.08 per Unit for gross proceeds of up to \$293,150 (the "Offering"). Each Unit will consist of one common share of the Corporation (a "Common Share") and one-half of one Common Share purchase warrant (each whole Common Share purchase warrant, a "Warrant"). Each Warrant will entitle the holder thereof to purchase one Common Share at the price of \$0.12 until four years following the date of issue.