



**UNIGOLD INC.**

**MANAGEMENT'S DISCUSSION AND ANALYSIS**

**For the nine months ended September 30, 2022**



## MANAGEMENT'S DISCUSSION AND ANALYSIS

The following discussion and analysis ("MD&A") of the operating results and financial condition of Unigold Inc. ("Unigold" or the "Corporation") for the nine months ended September 30, 2022 and 2021 should be read in conjunction with the (unaudited) condensed consolidated interim financial statements for the nine months ended September 30, 2022 and 2021 and the related notes thereto ("Interim Financial Statements") and the audited consolidated financial statements for the year ended December 31, 2021 and the related notes thereto ("Annual Financial Statements"). All financial information in this MD&A has been prepared in accordance with International Financial Reporting Standards ("IFRS"), and all dollar amounts are expressed in Canadian dollars (\$) unless otherwise indicated. Additional information, including the Corporation's press releases, has been filed electronically through the System for Electronic Document Analysis and Retrieval ("SEDAR") and is available online at [www.sedar.com](http://www.sedar.com). The date of this report is November 28, 2022.

### 1. Corporation Overview

Unigold is a Canadian based, growth oriented, junior natural resource Corporation focused on exploring and developing its significant land position in the Dominican Republic ("DR"), within the highly prospective Cretaceous-age Tiroo Formation. Unigold operates through its wholly owned Canadian subsidiary, Unigold Resources Inc., and its indirectly owned subsidiary, Unigold Dominicana, S.R.L., which is incorporated in the DR.

### 2. Forward-Looking Statements

This MD&A contains "forward-looking information" within the meaning of applicable Canadian securities legislation. Forward-looking information includes, but is not limited to, information concerning Unigold's exploration program and planned gold production as well as Unigold's strategies and future prospects. Generally, forward-looking information can be identified by the use of forward-looking terminology such as "plans", "expects", or "does not expect", "is expected", "budget", "scheduled", "estimates", "forecasts", "intends", "anticipates", or "does not anticipate", or "believes" or variations of such words and phrases or statements that certain actions, events or results "may", "could", "would", "might", or "will be taken", "occur", or "be achieved". Forward-looking information is based on the opinions and estimates of management at the date the information is made, and is based on a number of assumptions and subject to a variety of risks and uncertainties and other factors that could cause actual events or results to differ materially from those projected in the forward-looking information. Assumptions upon which such forward-looking information is based include, without limitation, availability of skilled labour, equipment, and materials; the potential of the Corporation's properties to contain economic metals deposits; the Corporation's ability to meet its working capital needs for the twelve-month period ending September 30, 2023; and the plans, costs, timing and capital for future exploration and development of the Corporation's property interests in the DR. Many of these assumptions are based on factors and events that are not within the control of Unigold and there is no assurance they will prove to be correct. Factors that could cause actual results to vary materially from results anticipated by such forward-looking information include changes in market conditions, variations in ore reserves, resources, grade or recovery rates, risks relating to international operations (including legislative, political, social, or economic developments in the jurisdictions in which Unigold operates), economic factors, government



regulation and approvals, environmental and reclamation risks, actual results of exploration activities, fluctuating metal prices and currency exchange rates, costs, changes in project parameters, conclusions of economic evaluations, the possibility of project cost overruns or unanticipated costs and expenses, labour disputes and the availability of skilled labour, failure of plant, equipment or processes to operate as anticipated, capital expenditures and requirements for additional capital, risks associated with internal control over financial reporting, and other risks of the mining industry. Although Unigold has attempted to identify important factors that could cause actual actions, events or results to differ materially from those described in forward-looking information, there may be other factors that cause actions, events or results not to be anticipated, estimated or intended. There can be no assurance that forward-looking information will prove to be accurate, as actual results and future events could differ materially from those anticipated in such information. Unigold undertakes no obligation to update forward-looking information if circumstances or management's estimates or opinions should change except as required by applicable securities laws. The reader is cautioned not to place undue reliance on forward-looking information.

### **3. Nature of Operations**

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

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

The 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 and manage adequate financing to meet the financial obligations of the Corporation or to reach profitable levels of operation. To address its financing requirements, the Corporation will seek from time to time, 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 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 Corporation's Interim Financial Statements. These adjustments could be material.

## Looking forward – Strategy and Objectives for 2023

- ✓ Secure additional funding for the Corporation through private placements, joint venture agreements, or other financing activities; and
- ✓ Utilize the funds raised to continue the development of the Neita Concession with the following objectives:
  - Continue to work with the Government of the Dominican Republic in order to convert a part of the Neita Concession to a Mineral Exploitation (Mining) permit;
  - Commission and deliver an Environmental and Social Impact Assessment covering the development of the oxide portion of the deposit to the government and communities
  - Begin systematic exploration of the known sulphide targets at the Candelones Extension deposit in order to enhance available resources and provide baseline information for preliminary mine design; and
  - Establish a preliminary underground resource, basic mine plan, process flow sheet and process plant design for the sulphide mineralization.

In early 2022, the Corporation submitted an application to convert a part of the Neita Concession to a Mineral Exploitation (Mining) permit. The Corporation's long-term objective is to establish sustainable operations within the Neita Concession for the benefit of all stakeholders. The application passed a review and the Corporation moved to the next phase of the application process with the publication of the application details in the national press with a request for public comment. The comment period for the second and final publication of the application details closed on June 5, 2022, with no material comments being received from the public. The technical review by the General Directorate of Mining ("DGM") has been completed and all questions addressed by ourselves or our consultants. The application has been forwarded for Ministerial approval, and/or subsequent Presidential approval. The Corporation is hopeful that this Exploitation Concession Licence will be granted in Q4 of this year, but the process remains constrained by Government schedules.

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

## Exploration & Evaluation Expenditures (“E&E”)

The following table summarizes the E&E expenditures incurred during the nine-month periods ended September 30, 2022, and 2021:

	2022	2021
<b>Geology/Field</b>		
Camp and field expense (including geochemistry and geophysics)	<b>\$443,014</b>	\$346,376
Consulting (contract geologists and other technical specialists)	<b>347,133</b>	1,046,032
Wages and salaries	<b>440,633</b>	543,229
Drilling (including supplies and logistics expenses)	<b>259,618</b>	749,044
Environment Study	<b>219,083</b>	200,816
Community Relations	<b>75,666</b>	125,966
Travel, domestic and international	<b>31,747</b>	5,027
<b>Technical studies/Analysis</b>		
Feasibility Study	<b>1,115,569</b>	-
Laboratory analysis	<b>279,319</b>	193,087
<b>Financial/Administrative Support</b>		
Project management including Country Director	<b>586,893</b>	298,563
Taxes and duties	<b>29,610</b>	225,567
Other G&A, legal, depreciation	<b>270,024</b>	326,211
<b>Balance</b>	<b>\$4,098,309</b>	\$4,059,918

## MD&A Highlights

### CORPORATE

- In May 2022 the Corporation held its annual meeting of shareholders; all resolutions passed including the adoption of restricted share unit and deferred share unit plans. The Board of Directors welcomed Jose Arata as Unigold’s newest director. See Management Information Circular filed on SEDAR on April 22, 2022;
- On June 7, 2022, the Corporation announced the extension of the expiry date of 16,629,167 share purchase warrants (the “Warrants”), by six months to December 23, 2022 (the “Warrant Extension”). Each Warrant entitles the holder thereof to acquire one common share of the Corporation at a price of \$0.30 per common share and all other terms of the Warrants, including exercise price, will remain the same;
- On June 29, 2022 the Corporation released its first ESG report;
- On July 26, 2022, the Corporation announced a private placement of up to 20,000,000 units of the Corporation (each, a “Unit”) at a price of \$0.08 per Unit for gross proceeds of up to \$1,600,000 (the “Offering”). This financing closed in two tranches on September 7 and 12, 2022. Total units issued amounted to 19,800,000, for gross proceeds of \$1,584,000.
- On October 17, 2022, the Corporation announced that the Nieta Sur Exploitation concession application had moved to the next stage of review. The Dirección General de Minería (“DGM”), a department of the Ministerio de Energía y Minas (the “Ministry”), completed their technical review of the application which included public announcements, perimeter verification, landowner reviews, technical and economic evaluations of the project design and basic environmental reviews. The DGM forwarded the application to the Ministry with a positive recommendation.

This marked a significant step in the permitting process. The Ministry will complete legal reviews and will draft resolutions that will be forwarded to the Executive Branch of Government for final approval.

### **Subsequent event**

On November 1, 2022, the Corporation completed a non-brokered private placement of 13,750,000 units ("Unit") at a price of \$0.08 per Unit for gross proceeds of \$1,100,000. Each unit consists of one common share of Unigold and one half of one common share purchase warrant (each whole common share purchase warrant, a "Warrant"). Each Warrant entitles the holder purchase one common share at an exercise price of \$0.30 until the date that is the earlier of: (i) one year following the date of issue, or (ii) 30 days after the date on which the Corporation gives notice of acceleration, which notice may be provided no earlier than four months and twenty-one days from the date of issue if the closing price of the common shares on a stock exchange in Canada is higher than \$0.60 per common share for more than 20 consecutive trading days. No finders' fees were paid in connection with this financing.

## **TECHNICAL**

- In the second quarter, Micon International Limited ("Micon"), Tierra Group International Ltd. ("Tierra") and Promet 101 Consulting Pty Ltd. ("Promet") were contracted to provide services and design work for an Oxide feasibility study (the "Study"). Promet was responsible for design and costing related to the processing plant, while Micon assumed responsibility for updating resources/reserves, pit designs, mine scheduling and financial analysis.
- Work in the third quarter focused on completing geotechnical and surveying work around the location of the heap leach pad, generating final costing numbers for the economic inputs, finalizing resources and pit schedules, and continuing with environmental baseline studies and community engagement.

## **Results of Operations**

### **A. Feasibility Study**

The results of the Study on the oxide portion of the Candelones project were press released on November 10, 2022 (the "Press Release"). The Study was prepared by Micon and other industry consultants. The following "qualified persons" contributed to the Study, each of whom has reviewed and approved the content of the Press Release. The following persons are independent for the purposes of NI 43-101 compliance:

- Chris Jacobs, C.Eng., MIMMM, President & Mining Economist, Micon
- Abdoul Aziz Dramé, P.Eng., Mining Engineer, Micon
- Bill Lewis, P.Geo., Senior Geologist, Micon
- Alan J. San Martin, MAusIMM (CP), Mineral Resource Specialist, Micon
- Stuart Saich, Principal Metallurgist, Company Director, Promet ; and
- Mathew Fuller, Principal, C.P.G., P.Geo., QP, Principal, Tierra.

The pertinent input parameters and results of the Candelones Oxide Study (Base Case) are presented in Table 1 to Table 4. Table 5 presents the NPV and IRR sensitivity to variability in gold price, capital cost, and operating cost.

## Mineral Reserve and Resource Estimates

The oxide mineral reserves and resources for the Candelones project are summarized in Tables 6 and 7. The Study is based on the oxide mineral resources, estimated by Mr. W. Lewis, P.Geo. and Mr. A. San Martin, MAusIMM (CP) and the oxide mineral reserves, estimated by Mr. Abdoul Aziz Dramé, P.Eng. all of whom are employees of Micon. Micon is independent of Unigold and Messrs. Lewis, San Martin and Dramé each meet the requirements of a “Qualified Person” as established by NI 43-101 and the Canadian Institute of Mining, Metallurgy and Petroleum (“CIM”) Definition Standards for Mineral Resources and Mineral Reserves (May 2014). The effective date of the mineral reserve estimate is October 7, 2022. The effective date of the mineral resource estimate is August 8, 2022. A Technical Report summarizing the estimation methodology and procedures will be published on SEDAR and the Corporation’s website before December 23, 2022.

**Table 1: FS Summary (reported in US\$)**

Total mineralized material mined (000 t)	5,597
Total waste (000 t)	2,232
Average grade (Au g/t)	0.67
Total gold contained (oz)	121,350
Total gold produced (oz)	102,970
Average Gold recovery (%)	85%
Average annual gold produced (oz)	31,426
Total initial Capex (US\$M)	\$35.9
Sustaining Capital (US\$M)	\$0.9
<b>Unit Operating Cost (per tonne ore treated)</b>	
Mining (US\$/t)	\$4.13
Processing (US\$/t)	\$5.55
General & administration (US\$/t)	\$1.31
Refining, delivery, royalty (US\$/t)	\$3.18
<b>Total operating cost per tonne treated (US\$/t)</b>	<b>\$14.17</b>

**Table 2: Capital Cost Summary (US\$ million)**

Capital Costs (US\$M)	Pre-Production	Sustaining	Total
Mining	\$1.71	\$0.94	\$2.65
ADR Processing Plant	\$9.97		\$9.97
Infrastructure	\$16.40		\$16.40
EPCM, Indirects, Owners Costs	\$3.72		\$3.72
<b>Subtotal</b>	<b>\$31.80</b>	<b>\$0.94</b>	<b>\$32.74</b>
Contingency	\$4.10		\$4.10
<b>Total Capital Costs</b>	<b>\$35.90</b>	<b>\$0.94</b>	<b>\$36.84</b>
Closure and Rehabilitation	\$0.47	\$4.66	<b>\$5.13</b>

*Note: Totals may differ due to rounding.*

**Table 3: Summary Economics at US\$1,650 gold per oz (US\$ million) (US\$M)**

LOM: Gross Revenue *	(US\$M)	\$169.9
Minimum Tax/Royalty/Community Burdens*		\$17.0
EBITDA Net Cash Operating Margin*		\$90.6
Direct Taxes *		\$8.8
<b>Net Cash Flow from Operations After-Tax*</b>		<b>\$81.8</b>
Total Capital Cost including sustaining and closure costs*		\$42.0
<b>Net Project Cashflow after Capital recapture*</b>		<b>\$39.8</b>
Pre-Tax 5% NPV cash flow	(US\$M)	\$38.2
<b>Pre-Tax IRR</b>		<b>52.4%</b>
After-Tax 5% NPV cash flow	(US\$M)	\$30.6
<b>After-Tax IRR</b>		<b>43.6%</b>

\* Undiscounted

**Table 4: All-In Sustaining Cost (US\$ million)**

Mining Cost (US\$M)	\$23.1
Processing Cost (US\$M)	\$31.1
General & Administrative (US\$M)	\$7.3
Refining & Smelting (US\$M)	\$0.8
Royalties (US\$M)	17.0
Adjusted Operating Costs	\$79.3
Sustaining (US\$M)	\$0.9
Closure cost (US\$M)	\$5.1
Total (US\$M)	\$85.3
<b>All-in Sustaining Cost (US\$/oz)</b>	<b>\$829</b>
<i>All-in Sustaining Costs are presented as defined by the World Gold Council Less Corporate G&amp;A</i>	

**Table 5: NPV & IRR Sensitivities (Base Case<sup>1</sup> in bold): 5% Discount Rate**

		80%	85%	90%	95%	<b>100%</b>	105%	110%	115%	120%
Gold Price	NPV (US\$M)	\$10.3	\$15.4	\$20.5	\$25.6	<b>\$30.6</b>	\$35.7	\$40.7	\$45.7	\$50.7
	IRR	19.1%	25.6%	31.7%	37.7%	<b>43.6%</b>	49.2%	54.8%	60.2%	65.5%
Operating Cost	NPV (US\$M)	\$38.5	\$36.5	\$34.6	\$32.6	<b>\$30.6</b>	\$28.7	\$26.7	\$24.7	\$22.8
	IRR	52.5%	50.3%	48.1%	45.8%	<b>43.6%</b>	41.3%	39.0%	36.7%	34.3%
Capital Cost	NPV (US\$M)	\$36.1	\$34.7	\$33.4	\$32.0	<b>\$30.6</b>	\$29.3	\$27.9	\$26.6	\$25.2
	IRR	59.5%	54.9%	50.8%	47%	<b>43.6%</b>	40.4%	37.5%	34.8%	32.3%

1 – Base Case: US\$1,650 gold per oz; CAPEX US\$35.90 Million; Operating Cost US\$14.17/ tonne processed

**Table 6.0 – Mineral Reserve Estimate – Candelones Oxide Project**

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

**Table 7.0 – Mineral Resource Estimate – Candelones Oxide Project**

Mineralization Type	Category	Tonnes (x1,000)	Au g/t	Au oz	Waste/Ore Ratio
Oxide	Measured	2,542	0.83	67,000	NA
Oxide	Indicated	2,483	0.60	48,000	
Transition		710	0.66	15,000	
<b>Measured + Indicated</b>		<b>5,735</b>	<b>0.71</b>	<b>130,000</b>	
Oxide	Inferred	1,094	0.43	15,000	
Transition		160	0.59	3,000	
<b>Inferred</b>		<b>1,255</b>	<b>0.45</b>	<b>18,000</b>	

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

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

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

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

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

## **Mining**

The oxide mineral reserves included in the life-of-mine plan outcrop on surface and are contained within a pit with a maximum depth of approximately thirty metres. The mine has a nominal production rate of 5,000 tonnes per day. Contract mining is assumed using a local, established construction contractor in the Dominican Republic. The material is free-dig at surface.

The top 5.0 metres is expected to be sorted and the fine fraction agglomerated prior to placement on the leach pad to counter the high clay content observed near surface. The classification-agglomeration of the upper portion of the deposit was added to mitigate any potential percolation issues at the base of the heap leach pad as well as to maximize gold recovery.

Most of the oxide resource assumes a small percentage of ripping along with mechanical loading by excavator no drilling and blasting is necessary. As the pit deepens an aggressive ripping program with D8 triple shank and excavator ripper will be used to prepare the bench for loading by excavator this will occur at or near the transition ore/waste zone at the bottom of the planned pit development.

## **Processing**

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

## **Surface Infrastructure and Indirect Costs**

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

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

## **Royalties**

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

## **Environment and Closure**

The Candelones Project is located almost entirely on land owned by the Dominican Government. The project requires the submittal of an Environmental and Social Impact Assessment ("ESIA"). The Corporation will engage the Government through the Ministerio de Medio Ambiente y Recursos Naturales to develop the framework for the ESIA over the coming months. Environmental baseline data collection has been initiated and all collected baseline data will inform the ESIA, which will commence once the framework is finalized. Community consultations have started and will continue for the remainder of the year

as stated by Unigold CSR onsite team. In addition to ESIA approval, the project will require permits and authorizations prior to construction and operation of the mine. Requests for these approvals will be submitted following the ESIA approval.

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

## **Stakeholder Engagement**

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

The local community has expressed strong support for the project. The main interest in the project has a focus on employment and entrepreneurial opportunities. In 2020 more than 80 community members worked at the Corporation's projects in the Candelones area.

## **B. Exploration**

### Geological Setting

Unigold's Neita concession covers a 21,031 Ha area within the highly prospective Tireo Formation, a 300 km x 75 km succession of intermediate volcanic and sedimentary rocks trending northwesterly through the island of Hispaniola. The island of Hispaniola was formed by island arc volcanism and tectonism, the result of subduction of the North America plate below the Caribbean plate during the Cretaceous Period. Island arc volcanism elsewhere in the world are highly prospective areas for:

- Cu and Cu-Au porphyry deposits;
- Low to high sulphidation Au and Au-Ag epithermal deposits; and
- Volcanogenic Hosted Massive Sulphide ("VHMS") Au-Ag-Cu-Zn deposits.

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

The current model guiding exploration assumes at least three mineralization events. The initial phase of mineralization is interpreted to be a low-grade gold, copper, zinc and silver VHMS event. This mineralization is believed to be the result of intermediate volcanism in a shallow-water, back-arc environment. Mineralization is hosted in dacite volcanoclastics that have been extensively brecciated. The dacites are capped by andesite volcanoclastics that are largely barren. A second style of mineralization, closely associated with the VHMS mounds, emplaced anomalous gold, silver, copper and zinc mineralization with disseminated sulphides that flood along the andesite-dacite contact and extends several tens of metres into the host dacites. This disseminated mineralization, spatially

related to the andesite-dacite contact, was the focal point of exploration from 2010 through 2012. Subsequent volcanism is believed to have produced a second Intermediate Sulphidation Epithermal gold-copper mineralization event that migrated into the host dacites along high angle fault zones. Finally, late-stage intermediate – mafic volcanism remobilized mineralization along the contacts of dikes and sills that appear to be intruded along the same fault systems as the epithermal gold-copper event.

### Past Exploration Activity

For historical exploration activity, from 2007 to late 2021, see Unigold Annual Reports or the Corporation’s Annual Information Form (“AIF”) available at [www.sedar.com](http://www.sedar.com) or on the Corporation’s website.

### Recent Activity

In 2022, the Corporation continued engineering work on the oxide portion of the deposit.

No exploration work was completed in Q3 2022 with the Corporation’s teams concentrating on environmental and engineering work to support the feasibility study. Project work to date includes:

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

## Financial Performance

### FINANCIAL POSITION AND CORPORATE SPENDING

#### At September 30, 2022:

- Unigold had \$405,554 (December 31, 2021 – \$3,003,939) cash to settle accounts payables and accrued liabilities of \$777,987 (December 31, 2021 – \$374,516); *see Subsequent Event in MD&A Highlights*;
- The Corporation had other current assets of:
  - receivables of \$65,223 (December 31, 2021 – \$320,977), which includes recoverable HST of \$45,897 (December 31, 2021 – \$315,511);
  - other financial assets and prepaid expenses of \$39,879 (December 31, 2021 – \$115,798) which is mainly attributable to prepaid insurance premiums and upfront SEDAR, TSXV, and OTC Exchange annual fees.

## Selected Period Information

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

<b>At</b>	<b>September 30, 2022</b>	December 31, 2021
Total assets	\$1,409,960	\$4,358,777
Total liabilities	\$(777,987)	\$(374,516)
Accumulated deficit	\$(76,057,128)	\$(71,314,352)
	<b>Nine months ended September 30, 2022</b>	Nine months ended September 30, 2021
Net loss for the period	\$5,023,595	\$5,514,309
Net loss per share	(\$0.03)	(\$0.04)
Weighted average shares issued and outstanding	175,608,967	128,308,161
	<b>Three months ended September 30, 2022</b>	Three months ended September 30, 2021
Net loss for the period	\$1,924,313	\$1,190,067
Net loss per share	(\$0.01)	(\$0.01)
Weighted average shares issued and outstanding	178,982,973	142,426,950

### During 2022:

- The Corporation completed non-brokered private placements totaling \$2,684,000.
- A total of \$4,098,309 (2021 - \$4,059,918) was expended on project management, exploration costs at Neita – primarily on drilling costs, lab analysis, metallurgy consulting costs, field expenses and ongoing security and technical services at site and consulting fees for programs being developed in the areas of corporate social responsibility, and major studies including environmental and a NI 43-101 compliant- Feasibility Study; See costs tabled above.
- Corporate G&A expense increased from \$29,641 to \$103,263 period over period principally due to higher D&O liability insurance premiums, higher annual audit fee, upgrades to the site IT systems and higher corporate services fees;
- Share-based compensation expense decreased from \$241,388 to \$105,704 period over period as there were no option grants during the current reporting period. The expense shown is attributable to the vesting of options granted in prior periods;
- The Corporation expended significantly less (\$36,808 versus \$373,742) for business development and travel. In 2021 Management engaged 3 capital firms to improve the Corporation's 'market awareness', both in Canada and abroad, focused on improved digital media marketing and attended several conferences to attract new investors. Having reviewed the outcome of these enhanced IR efforts and in light of the languishing gold price and sluggish markets for junior exploration companies, Management decided to discontinue or not renew these programs. Management did attend at the PDAC and took the opportunity to meet with several ministry officials from

the Dominican Republic to update them, in person, of the continued work towards production and to ascertain the timeline for the exploitation permit applied for in May 2022;

- Amortization expense of \$186,107 (2021 - \$110,596) generally reflects depreciation expense for more assets depreciated for a longer period of time. During the current reporting period, a new vehicle was purchased, and some repairs were made to the Corporation's older vehicles, whereas new vehicles were added to the fleet but later in 2021; and
- The Corporation engaged Gordon Babcock as COO in late 2021 so total Management fees increased year over year from \$505,396 to \$747,120 (see note 10 in the Interim Financial Statements) however the compensation for the COO and others have been allocated to exploration expenditures.

## Quarterly Financial Information

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 <sup>(1)</sup>	2022			2021				2020
	Q3	Q2	Q1	Q4	Q3	Q2	Q1	Q4
Interest income	<b>.035</b>	.90	1.60	2.7	1	1	2.5	5.4
Net loss	<b>(1,924)</b>	(1,518)	(1,581)	(1,932)	(1,190)	(2,573)	(1,751)	(1,624)
Net loss per share	<b>(0.01)</b>	(0.01)	(0.01)	(0.02)	(0.01)	(0.02)	(0.01)	(0.04)
E&E expenditures	<b>(1,502)</b>	(1,161)	(1,303)	(1,169)	(807)	(1,926)	(1,326)	(846)

- (1) Quarter net loss for 2021 has been restated to reflect the policy change from capitalizing exploration and evaluation expenditures to charging them to the statement of loss and comprehensive loss.

## 4. Liquidity and Capital Resources

The Corporation considers the capital that it manages to include share capital, warrants and share-based payments reserves and accumulated deficit. Equity attributable to shareholders of the Corporation at September 30, 2022, is \$629,142 (December 31, 2021 - \$3,981,430). The Corporation manages and makes adjustments to its capital structure based on the funds needed in order to support the acquisition, exploration and development of mineral properties. Management does this in light of changes in economic conditions and the risk characteristics of the underlying assets. There has been no change with respect to the overall capital risk management strategy during the nine months ended September 30, 2022, and 2021.

As of September 30, 2022, the Corporation had a cash balance of \$405,554 (December 31, 2021 - \$3,003,939) and deficit working capital of \$267,331 (December 31, 2021 - \$3,066,198).

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

## 5. Key Management Compensation

The following is the compensation recorded for Key Management, the aggregate of which was paid to individuals, personal management corporations, and a corporate services provider during the nine months ended September 30, 2022, and 2021:

	Three months ended September 30,		Nine months ended September 30,	
	2022	2021	2022	2021
Management fees <sup>(1)(2)</sup>	<b>\$258,345</b>	\$49,395	<b>\$747,120</b>	\$505,396
Directors' fees <sup>(3)</sup>	<b>35,000</b>	25,000	<b>101,978</b>	81,667
Share-based compensation	<b>26,056</b>	44,754	<b>105,704</b>	241,388
	<b>\$319,401</b>	\$119,149	<b>\$954,802</b>	\$828,451

- (1) Includes the wages for and fees charged by the CEO, CFO, and Corporate Secretary (Toronto) and the COO and Country Director (DR).
- (2) For the nine months ended September 30, 2022, a total of \$425,950 of these costs have been allocated to exploration & evaluation expenditures.
- (3) For the three months ended September 30, 2022, a total of \$160,008 of these costs have been allocated to E&E expenditures.
- (4) For the nine months ended September 30, 2022, a total of \$92,550 is included for management fees paid to Grove for the Services,
- (5) For the three months ended September 30, 2022, a total of \$35,775 is included for management fees paid to Grove for the Services.

## 6. 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.

During the nine months ended September 30, 2022, and 2021, the Corporation entered into the following transactions with a related party:

	Three months ended September 30,		Nine months ended September 30,	
	2022	2021	2022	2021
Compensation paid to a company controlled by a key management person <sup>(1)</sup>	<b>\$15,594</b>	\$16,319	<b>\$15,594</b>	\$16,319

- (a) A total of \$15,594 (2021 - \$16,319) was paid to a corporation ("Hanson") controlled by the V.P. Exploration for technical services provided by the employees of Hanson.
- (b) Grove provides corporate services including those provided by the Corporation's CFO and Corporate Secretary. See item 5 Key Management Compensation above.

These transactions were in the normal course of operations.

Included in accounts payable and accrued liabilities at September 30, 2022, is \$136,978 due and owing to Key Management for unpaid directors' fees and reimbursable expenses.

## **7. Commitments, Contingencies and Contractual Obligations**

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

### **(a) Legal proceedings**

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

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

### **(c) Guarantees**

The Corporation has no guarantees outstanding.

### **(d) Contingencies**

The Corporation is a party to certain employment contracts. These contracts contain clauses requiring that up to \$1,180,000 be paid on termination for other than cause.

## (e) Operating contractual and payroll obligations

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

	Total	2022	2023	2024	2025	2026
Management fees	<b>\$1,001,400</b>	\$200,280	\$801,120	\$-	\$-	\$-
Technical consultants (i)	<b>834,417</b>	312,314	522,202	-	-	-
Geology (i)	<b>345,938</b>	69,190	276,750	-	-	-
Severance (DR) (ii)	<b>219,230</b>	219,230	-	-	-	-
Directors	<b>175,000</b>	35,000	140,000	-	-	-
Corporate services	<b>141,270</b>	28,350	112,920	-	-	-
DR office leases	<b>24,863</b>	4,013	20,850	-	-	-

### Management Fees

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

### Exploration Staff (non-resident) and Employees' Severance (DR)

i. If qualified personnel are not available in the DR, Unigold may retain non-resident geologists and other contractors to staff the exploration programs. Additionally, there are currently several consulting firms completing a NI 43-101-compliant Feasibility Study.

The Dominican Republic has laws requiring severance payments if employees are terminated. At September 30, 2022, the total liability is approximately \$219,320 (December 31, 2021 - \$178,326). 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 Interim Financial Statements.

### 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.

### Corporate Services Agreement

Since January 2020, the Corporation has retained Grove Corporate Services Ltd. ("Grove"). Grove is a private corporation that provides CFO and Corporate Secretarial consulting services, corporate communications and administrative services to the Corporation, at a monthly cost of \$9,450 (2020 to 2021-\$7,000). This is an annual, renewable agreement which 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.

## OTHER

### Technical contracts

From time to time, the Corporation engages technical consulting firms to deliver specialty services for the Corporation's ongoing projects. These contracts are structured on standard commercial terms and rates and may include a 'break fee' if early termination is sought by the Corporation. As the Corporation moves towards development more technical service contracts will be contemplated.

### 2015 Private Placement Rights and Options

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

## 8. Trend Information

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

## 9. Off-Balance Sheet Arrangements

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

## 10. Proposed Transactions

There are no 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.

## 11. Significant Accounting Judgments and Estimates

The Corporation prepares its Annual and Interim 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 share-based compensation calculation.

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

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

See Interim Financial Statements – note 5 - *Significant Accounting Judgments and Estimates*.

## **12. 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.

### **Permitting and Licencing**

On February 25, 2022, Unigold applied to split the Neita Concession into 2 parts: Neita Sud and Neita Norte. The Neita Norte concession (the northern half of the Neita Fase II concession) is the subject of a new Exploration Concession application. The southern portion of the concession, the Neita Sud area, is the subject of an Exploitation Concession application which would give Unigold the sole right to extract specific minerals from this area for 75 years.

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

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

### **Novel Coronavirus ("COVID-19")**

In March 2020, the World Health Organization declared a global pandemic related to COVID 19. Its impact on world economies has been far-reaching and business around the world is being forced to cease or limit operations for long or indefinite periods of time. Measures taken to contain the spread of the virus, including travel bans, quarantines, social distancing, appropriate use of personal protection equipment ("PPE"), and closures of non-essential services have triggered significant disruptions to business worldwide, resulting in and economic slowdown.

Global stock markets have also experienced high volatility and significant movement. Governments and central banks have responded with monetary and fiscal interventions to stabilize economic conditions. There is significant uncertainty surrounding COVID 19 and the extent and impact that it may have on our financial position and results, exploration activities, workers, partners, consultants, suppliers and on global financial markets is indeterminable at this time.

### **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 underdevelopment, inadequate infrastructure, and the expropriation of property interests. In addition, the enforcement by Unigold of its legal rights to exploit its properties or to utilize its permits and concessions may not be recognized by the court systems in the Dominican Republic. The occurrence of one or more of these risks could have a material and adverse effect on the viability and financial performance of its foreign operations, which could have a material and adverse effect on the Corporation's future cash flows, earnings, results of operations and financial condition. Any of these events could also result in

conditions that delay or prevent the Corporation from exploring or developing its properties even if economic quantities of minerals are found.

### **Financing Risk**

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

## **14. Environmental Matters**

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

## **15. CSR, Safety and Health**

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 reportable environmental compliance events during the period.

## **16. Accounting Policies – Changes and Issuances**

Certain pronouncements have been issued by the IASB or the IFRIC that are effective for accounting periods on or after January 1, 2022. The Corporation has reviewed these updated standards and has determined that none of these updates are applicable or consequential to the Corporation and have been excluded from discussion within these Interim Financial Statements.

## **17. Financial Instruments and Capital Management**

### **Fair Value**

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

## **Credit Risk**

Credit risk is the risk of loss associated with a counterparty's inability to fulfill its payment obligations. The Corporation's credit risk is primarily attributable to cash, other receivables, other financial assets and other investments. Cash is held with reputable Canadian financial institutions, from which management believes the risk of loss to be minimal. Financial instruments included in other receivables consist of harmonized sales tax due from the Federal Government of Canada.

## **Liquidity Risk**

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

At September 30, 2022, the Corporation has \$405,554 cash and cash equivalents (December 31, 2021 – \$3,003,939) to settle current accounts payable and accrued liabilities of \$777,987 (December 31, 2021 – \$374,516). The Corporation's other current assets consist of other receivables of \$65,223 (December 31, 2021 – \$320,977) and other financial assets and prepaid expenses of \$39,879 (December 31, 2021 – \$115,798).

At September 30, 2022, with the addition of funding from an imminent financing (announced July 26, 2022), Management believes the Corporation has sufficient funding to meet the ongoing corporate costs of the Corporation for the near-term, however Management will need to seek additional funding for the advancement and completion to production, of the Neita project.

See Interim Financial Statements – note 2 – *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 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 foreign currency exchange rates. The Corporation is therefore subject to foreign exchange risk. At September 30, 2022, the Corporation had foreign cash balances in the Canadian equivalent of \$181,110 (December 31, 2021 – \$75,218) and trade payables of \$322,594 (December 31, 2021 – \$23,852). Sensitivity to a plus or minus 5% change in the foreign exchange rate would have resulted in an increase in the net assets of the Corporation in the amount of \$7,074 at September 30, 2022 (December 31, 2021 – increase of \$2,568). The Corporation does not undertake currency hedging activities to mitigate its foreign currency risk.

## **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 September 30, 2022, interest rate risk is minimal since the Corporation has no interest-bearing debt instruments.

### Commodity Price Risk

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

### Sensitivity Analysis

The Corporation is exposed to foreign currency risk of fluctuations on financial instruments that are denominated in US\$ and Dominican Republic Pesos related to cash balances, other investments and accounts payable. Sensitivity to a plus or minus 5% change in the foreign exchange rate would not have resulted in a significant fluctuation during the six months ended September 30, 2022.

### 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.

## 18. Financial Reporting and Disclosure Controls and Procedures

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 September 30, 2022.

## 19. Outstanding Share Data

See note 8 of the Interim Financial Statements for details of common shares, warrants, finder warrants and stock options activity during the reporting period.

As at	Common Shares	Warrants	Finder Warrants	Stock Options	Fully Diluted
December 31, 2021	173,912,643	47,225,342	1,912,470	6,046,000	229,096,455
September 30, 2022	193,712,643	39,125,342	-	4,546,000	237,383,985
November 28, 2022	207,462,643	46,000,342	-	4,546,000	258,008,985

## 20. Qualified Person

The foregoing scientific and technical information has been prepared or reviewed by Gordon Babcock, P.Eng., Chief Operating Officer and Wes Hanson, P.Geo., VP Exploration, of the Corporation. Mr. Babcock and Mr. Hanson are both a “qualified person” within the meaning of National Instrument 43-101.

## 21. Corporate Directory

### Directors

Joseph Hamilton  
Charles Page (Lead Director)  
Joseph Del Campo (Chair – Audit)  
Steve Haggarty  
Normand Tremblay  
Jose Acero (DR)  
Jose Arata (DR)

### Officers and Management

Joseph Hamilton, Chairman and CEO  
Donna McLean, CFO  
Wes Hanson, P.Geo., VP Exploration  
Gordon Babcock, COO  
Helga Fairhurst, Corporate Secretary  
Ramon Tapia, Country Director - DR

### Auditors

McGovern Hurley LLP,  
Toronto, Ontario

### Legal Counsel

Bennett Jones LLP,  
Toronto, Ontario

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

### Registrar & Transfer Agent

Computershare Trust Corporation of  
Canada,  
Toronto, Ontario

### Banker

Bank of Montreal,  
Toronto, Ontario

### Executive Office

Ste. 2704 – 401 Bay St.  
P.O. Box 4  
Toronto, Ontario M5H 2Y4 Canada  
Telephone: 416-866-8157

**E-mail: [unigold@unigoldinc.com](mailto:unigold@unigoldinc.com)**

### Shareholder Information

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Further information about Corporation or copies of the Annual or Quarterly Reports and press releases are available from the Unigold's website at **[www.unigoldinc.com](http://www.unigoldinc.com)**.

The Corporation's filings with Canadian securities regulatory authorities can be accessed on 'SEDAR' at [www.sedar.com](http://www.sedar.com).

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