



**MANAGEMENT'S DISCUSSION AND ANALYSIS**

**For the years ended December 31, 2021 and 2020**



## MANAGEMENT'S DISCUSSION AND ANALYSIS

The following discussion and analysis ("MD&A") of the audited, consolidated operating results and financial condition of Unigold Inc. ("Unigold" or the "Corporation") for the years ended December 31, 2021 and 2020 should be read in conjunction with the audited, consolidated financial statements of the Corporation and notes thereto at December 31, 2021 (the "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 April 20, 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, within the highly prospective Cretaceous-age Tیره Formation. Unigold operates through its wholly owned Canadian subsidiary, Unigold Resources Inc., and its 97 per cent owned subsidiary, Unigold Dominicana, S.R.L., which is incorporated in the Dominican Republic ("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 December 31, 2022; and the plans, costs, timing and capital for future exploration and development of the Corporation's property interests in the Dominican Republic. Many of these assumptions are based on factors and events that are not within the control of Unigold and there



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

### **3. Nature of Operations and Going Concern**

The Corporation published an updated Mineral Resource Estimate ("MRE") on May 13, 2021, with an effective date of May 10, 2021. The mineral resource was estimated by Mr. W. Lewis, P.Geo., Mr. A. San Martin, MAusIMM (CP), Mr. R.M. Gowans, B.Sc., P.Eng., Mr. C. Jacobs, MBA, CEng, MIMMM and Mr. N.Fung, B.Sc.H., B.Eng., P.Eng. of Micon International Limited. ("Micon"). Micon is independent of Unigold and Messrs. Lewis, San Martin and Gowans meet the requirements of "Qualified Persons" as established by the Canadian Institute of Mining, Metallurgy and Petroleum ("CIM") Definition Standards for Mineral Resources and Mineral Reserves (May 2014). Full details of the estimate are presented, together with the results of a Preliminary Economic Assessment ("PEA") on the oxide portion of the deposit, in a Technical Report titled "NI-43-101 F1 Technical Report Updated Mineral Resource Estimate And Preliminary Economic Assessment For the Oxide Portion Of The Candelones Project Neita Concession Dominican Republic" with an effective date of May 10, 2021 was filed on June 7, 2021 on SEDAR and on the Corporation's website.

Micon used the following assumptions and estimated the mineral resources using only gold recoveries for the oxide portions, and a Net Smelter Return ("NSR") model with gold, silver, and copper recoveries for the sulphide portion of the resource.

**Table 1: Summary of Key Economic Parameters**

Candelones Parameters	Oxides (PEA)		Sulphides
	Oxides	Transition	
Au price \$/oz	\$1,700	\$1,700	\$1,700
Ag price \$/oz	\$20.00	\$20.00	\$20.00
Cu price \$/lb	\$4.00	\$4.00	\$4.00
Au recovery	80%	50%	84%
Ag recovery			55%
Cu recovery			87%
Open Pit Mining Cost \$/t	\$2.35	\$3.61	\$2.85
Process Cost \$/t (Heap Leach)	\$7.40	\$7.40	NA
Process Cost \$/t (Flotation)			\$25.00
G&A Cost \$/t	\$2.39	\$2.39	\$2.39
Open Pit Overall Cost \$/t	\$12.14	\$13.40	\$30.24
Underground Mining Cost \$/t			\$60.00
Underground Overall Cost \$/t	\$69.79	\$69.79	\$87.39
Open Pit Au Cut-off g/t	0.28	0.49	0.66
Au Eq. Cut-off g/t			0.65
Open Pit NSR Cut-off (\$)			\$20.24
Underground Au Cut-off (g/t)	1.6	2.55	1.9
Underground Au-Eq Cut-off (g/t)	1.6	2.55	1.89
Underground NSR Cut-off (\$)			\$77.39

**Notes relating to Mineral Resource Estimate**

Pit constrained resources are reported within an optimized pit shell; underground resources are reported within continuous and contiguous shapes which lie adjacent to and below the ultimate open pit shell and interpreted to be recoverable utilizing standard underground mining methods.

The pit constrained resource is reported within an optimized pit shell that assumed a maximum slope angle of 45 degrees. Open pit mining recovery was assumed to be 100%. Open pit dilution was assumed to be 0%. Underground mining recovery was assumed to be 100%. Underground dilution was assumed to be 0%. 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 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."

All procedures, methodology and key assumptions supporting this mineral resource estimate shall be fully disclosed in a Technical Report that shall be available on SEDAR and the Corporation's website within forty-five (45) days of the effective date of the mineral resource estimate.

The reader is reminded that mineral resources are not mineral reserves and therefore do not have demonstrated economic viability.

**Mineral resources at May 10, 2021 were estimated to be:**

**Table 2: Mineral Resource Estimates for the Candelones Project**

Effective Date	Mining Method	Mineralization Type	Category	Tonnes (x1,000)	Au g/t	Au oz (x1,000)	Strip Ratio	
May 10, 2021	OXIDE Open Pit (Starter)	Oxide (Heap Leach)	Measured	1,851	0.82	49	0.13	
			Indicated	1,616	0.82	42		
		<b>Total Measured + Indicated</b>			<b>3,467</b>	<b>0.82</b>		<b>91</b>
		Oxide (Heap Leach)	Inferred	1,154	0.6	22		
		Transition (Heap Leach)		478	0.87	13		
		<b>Total Inferred</b>			<b>1,632</b>	<b>0.68</b>		<b>36</b>

Mining Method	Category	NSR\$ Cut-off	Tonnes (x1,000)	AuEq g/t	Au g/t	Ag g/t	Cu %	AuEq oz (x1,000)	Au oz (x1,000)	Ag oz (x1,000)	Cu lb (x1,000)	Waste Ratio
Sulphide Open Pit	Measured	20	6,280	2.22	1.9	3.28	0.18	449	383	662	25,042	6.24
	Indicated	20	13,098	1.63	1.4	4.18	0.12	688	591	1,762	34,201	
	<b>M+I</b>	<b>20</b>	<b>19,378</b>	<b>1.82</b>	<b>1.56</b>	<b>3.89</b>	<b>0.14</b>	<b>1,137</b>	<b>974</b>	<b>2,425</b>	<b>59,243</b>	
	Inferred	20	23,042	1.52	1.36	2.59	0.09	1,125	1,005	1,916	43,229	
Sulphide Underground	Measured	77	759	3.15	2.65	1.88	0.29	77	65	46	4,836	
	Indicated	77	348	2.73	2.35	2.32	0.22	31	26	26	1,652	
	<b>M+I</b>	<b>77</b>	<b>1,107</b>	<b>3.02</b>	<b>2.56</b>	<b>2.02</b>	<b>0.27</b>	<b>107</b>	<b>91</b>	<b>72</b>	<b>6,488</b>	
	Inferred	77	755	2.67	2.38	2.31	0.16	65	58	56	2,649	
<b>Total Measured and Indicated</b>			<b>20,484</b>	<b>1.89</b>	<b>1.62</b>	<b>3.79</b>	<b>0.15</b>	<b>1,244</b>	<b>1,065</b>	<b>2,497</b>	<b>65,731</b>	
<b>Total Inferred</b>			<b>23,797</b>	<b>1.55</b>	<b>1.39</b>	<b>2.58</b>	<b>0.09</b>	<b>1,190</b>	<b>1,063</b>	<b>1,972</b>	<b>45,878</b>	

Mineral resources are not mineral reserves and do not have demonstrated economic viability. A mineral resource is a concentration or occurrence of solid material of economic interest in or on the Earth's crust in such form, grade or quality and quantity that there are reasonable prospects for eventual economic extraction. The location, quantity, grade or quality, continuity and other geological characteristics of a mineral resource are known, estimated, or interpreted from specific geological evidence and knowledge, including sampling.

The current mineral resource established an initial measured and indicated resource for the Candelones sulphide resource. The economic viability of the oxide resource was assessed in a PEA which was released on April 26, 2021. Full technical details of the PEA are presented in the technical report titled "NI-43-101 F1 Technical Report Updated Mineral Resource Estimate and Preliminary Economic Assessment For the Oxide Portion Of The Candelones Project Neita Concession Dominican Republic" with an effective date of May 10, 2021, that was filed on June 7, 2021. The technical report is available for review on SEDAR and on the Corporation's website. The PEA is discussed in more detail below.

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 Annual Financial Statements have been prepared on a going concern basis. The going concern basis of presentation assumes that the Corporation will continue in operation for the foreseeable future and be able to realize its assets and discharge its liabilities and commitments in the normal course of business. 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.

### **Lookback at Objectives and Results for 2021**

- Management conducted two equity raises in 2021 which added \$5,428,600 (net) to treasury;
- Continued drilling expanded the high-grade mineralization along strike and to depth;
- An updated NI43-101 Mineral Resource Estimate was released;
- A Preliminary Economic Study for the oxide portion of the deposit was released;
- Completed metallurgy on oxide mineralization in preparation for final engineering;
- Completed advanced metallurgical work on sulphide mineralization;
- Completed trade-off studies for underground versus open-pit for sulphide mineralization;
- Began systematic exploration of other targets within the Concession footprint.

In early 2022, the Company submitted an application to convert a part of the Candelones 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.

### **Looking forward – Strategy and Objectives for 2022**

- Secure additional funding for the Corporation through private placements, rights issues, joint venture agreements, or other financing activity;
- Continue to work with the Government of the Dominican Republic to complete the requirements for the granting of a Mineral Exploitation permit;
- Commission a feasibility study to better define the costs and engineering for the oxide portion of the deposit
- Commission and deliver an Environmental and Social Impact Assessment covering the development of the oxide portion of the deposit to the government and communities;

- Establish a preliminary process flow sheet and process plant design for the sulphide mineralization; and
- Begin systematic exploration of other targets within the Concession footprint recognizing observations collected during recent exploration drilling at Candelones Extension deposit.

## MD&A Period Highlights

### CORPORATE

- In August 2021, the Corporation closed a private placement of 25,192,350 units (the "Units") at a price of \$0.13 per Unit for gross proceeds of approximately C\$3,275,005 (the "Offering"). Each Unit consists of one common share in the capital 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 entitles the holder thereof to purchase one Common Share at an exercise price of \$0.30 until the date that is the earlier of: (i) August 10, 2023, 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.
- In October 2021, the Corporation closed a private placement of 18,000,000 units of the Corporation (the "2021 October Units") at a price of \$0.13 per Unit for gross proceeds of C\$2,340,000 (the "2021 October Offering"). Each Unit consists of one common share in the capital of the Corporation (a "Common Share") and one common share purchase warrant (a "2021 October Warrant"). Each Warrant entitles the holder thereof to purchase one Common Share at an exercise price of \$0.15 until February 7, 2022. Subsequent to year-end, these warrants expired, unexercised.

The net proceeds from the two Offerings are being used to fund the Corporation's continued exploration and development on its Neita Concession in the Dominican Republic, and for general working capital purposes.

- In December 2021, the Corporation announced the appointment of Gordon Babcock, P.Eng., as Chief Operating Officer ("COO").

### TECHNICAL

- The Corporation announced the discovery of a new high-grade gold zone to the west of the current sulphide resource. LP21-204 intersected 16.0 metres averaging 10.78 g/t Au, 68.9 g/t Ag, 0.24% Cu, and 2.35% Zn within a 97.0 metre interval averaging 2.52 g/t Au, 12.1 g/t Ag, 0.12% Cu, and 0.63% Zn. The intersection showed consistent gold grades with all assays in the 16 metre interval returning between 2.7 g/t gold and 22.1 g/t gold;
- A deeper hole targeted 50 metres below this intersection and returned 5.0 metres averaging 5.89 g/t Au, 2.2 g/t Ag, 0.29% Cu and 2.75% Zn within a 30.0 metre interval averaging 2.31 g/t Au, 2.29 g/t Ag, 0.41% Cu and 0.83% Zn;
- The sulphide mineralisation at Candelones remains open to the east, west and to depth;

- Compilation of all available regional data for the Concession continued during the period;
- A potential copper-gold porphyry has been identified by geophysics and geochemistry within the main East-West gold trend. Three drillholes were positioned to test this target, with strong propylitic alteration recorded in two holes. Assay results are pending;
- Review of the surface geochemical data identified prospective targets at Montazo, and Guano-Naranjo. Mapping at KM6 and Montazo has identified favourable structural trends and indications of elevated sulphide mineralization;
- 1:5000 scale mapping and sampling was completed at the KM6, Montazo, Palo Quemado and Rancho Pedro targets and surface trenches were completed at all four targets;
- Mapping of the Jimenez, Gina Mocha and Mitsubishi copper targets identified structural trends for follow up diamond drilling;
- A diamond drill program targeting the inferred oxide mineralization at the Candelones Main and Connector deposits has been completed. A substantial amount of the inferred resources is believed to have been converted to measured and indicated categories. The oxide pit designs, mine schedule and measured and indicated resources will be updated once final assays are received; and
- A diamond drill program targeting Montazo, KM6 and Palo Quemado is in progress with the objective of evaluating the potential for additional exploration discoveries at these target areas.

## 4. Results of Operations

### A. 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 (Eurasian Minerals /Newmont) 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.

Turn around time for assay results continues to be six to eight weeks after completion of each hole.

#### Past Exploration Activity

For historical exploration activity, from 2007 to late 2020, 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

Diamond drilling was conducted intermittently during 2021 to allow field crews to access, map and evaluate multiple targets proximal to the known mineral resource at Candelones. These targets include: KM6 (4 kms N), Montazo (4.5 kms NE), Palo Quemado (5.5 kms NE), Jimenez (8 kms N), Mitsubishi (5 kms N) and Rancho Pedro (6 kms E).

Field teams completed 1:5000 scale mapping and sampling at all targets noted above and advanced to 1:2000 scale trenching, mapping and sampling at KM6, Palo Quemado, Montazo and Rancho Pedro.

A total of 48 test pits (mainly on the oxide resource area) and 1652 meters of surface trenches were completed in 2021. As at December 31, 2021, 639 diamond drill holes totalling 153,008 metres have been completed within the Neita Project area.

Project work to date includes:

**Table 3: Exploration Work to Date**

<b>Compilation data</b>	<b>2021</b>	<b>PROJECT TO DATE</b>
Oxide test pits	<b>48</b>	79
Drilling – holes	<b>51</b>	639
Drilling – metres	<b>15,372</b>	153,008
Trenching – metres	<b>1652</b>	33,211
Geochemical analysis	<b>5,689</b>	156,584
Grab samples	<b>46</b>	11,135
Soil samples	-	32,704
Stream samples	-	884
Induced polarization lines – km	-	196
Magnetic survey lines – km	-	687

A 5,000 kg bulk sample of oxide mineralization was collected in Q1 of 2021 and shipped to Bureau Veritas in Vancouver for final column testing. These large diameter (3.75 m by 0.525 m) metallurgical column tests utilized Run-of-Mine (“RoM”) oxide material. The May 2021 PEA estimated an 75% average gold recovery over a 70 day leach cycle with 0.72 kg/t reagent consumption (for more information see the NI43-101 Technical report titled “Updated Mineral Resource Estimate and Preliminary Economic Assessment for the Oxide Portion of the Candelones Project, Neita Concession, Dominican Republic” with an effective date of May 10, 2021; available on our website at <https://www.unigoldinc.com/project/technical-reports/> or on [www.sedar.com](http://www.sedar.com)). The latest test program confirmed that the RoM Oxide mineralization at Candelones is amenable to heap leaching and approximately 95% gold recovery can be expected over 90 days using the reagent concentrations assumed in the PEA. Reducing the reagent concentrations by 40% demonstrated a 91% recovery after 106 days with reagent consumptions 20% lower than the PEA estimate. Leaching was still active when the testing was terminated. These reflect material improvements over the PEA estimates.

## **2021 Oxide PEA**

The Corporation published an updated Mineral Resource Estimate (“MRE”) on May 13, 2021 with an effective date of May 10, 2021. The mineral resource was estimated by Mr. W. Lewis, P.Geo., Mr. A. San Martin, MAusIMM (CP), Mr. R.M. Gowans, B.Sc., P.Eng., Mr. C. Jacobs, MBA, CEng, MIMMM and Mr. N.Fung, B.Sc.H., B.Eng., P.Eng. of Micon International Limited. (“Micon”). Micon is independent of Unigold and Messrs. Lewis, San Martin and Gowans meet the requirements of “Qualified Persons” as established by the Canadian Institute of Mining, Metallurgy and Petroleum (“CIM”) Definition Standards for Mineral Resources and Mineral Reserves (May 2014). Full details of the estimate are presented, together with the results of a Preliminary Economic Assessment (“PEA”) on the oxide portion of the deposit, in a Technical Report titled “NI-43-101 F1 Technical Report Updated Mineral Resource Estimate And Preliminary Economic Assessment For the Oxide Portion Of The Candelones Project Neita Concession Dominican Republic” with an effective date of May 10, 2021 was filed on June 7, 2021 on SEDAR and on the Corporation’s website.

The pertinent input parameters and results of the Candelones Oxide PEA Study (Base Case) are presented in Table 4 to Table 8. Table 8 presents the NPV and IRR sensitivity to variability in gold price, capital cost, and operating cost. Mineral resources for the Candelones project are shown in Table 2 above.

A feasibility study is underway now which will likely result in modifications to some of the proposed site designs. In addition, the feasibility study will use 2022 estimates for capital and operating costs. The numbers published in the PEA will likely change when the feasibility study is tabled in Q3 of this year.

## **PEA Resource Estimate**

The PEA is based on the measured, indicated, and inferred oxide mineral resource estimated by Mr. W. Lewis, P.Geo. and Mr. A. San Martin, MAusIMM (CP) of Micon, with an effective date of May 10, 2020, and is included in the NI43-101 compliant technical report titled “NI-43-101 F1 Technical Report Updated Mineral Resource Estimate And Preliminary Economic Assessment For the Oxide Portion Of The Candelones Project Neita Concession Dominican Republic” with an effective date of May 10, 2021. The Technical Report was filed on June 7, 2021. Micon is independent of Unigold,

and Messrs. Lewis and San Martin meet the requirements of a “Qualified Person” as established by the Canadian Institute of Mining, Metallurgy and Petroleum (“CIM”) Definition Standards for Mineral Resources and Mineral Reserves (May 2014).

**Cautionary Statement:** *The reader is advised that the PEA summarized in this quarterly report and in the News Release dated April 26, 2021, is intended to provide only an initial, high-level review of the project potential and design options. The PEA mine plan and economic model include numerous assumptions and the use of inferred mineral resources. Inferred mineral resources are considered to be too speculative to be used in an economic analysis except as allowed for by NI 43-101 in PEA studies. There is no guarantee that inferred mineral resources can be converted to indicated or measured mineral resources, and as such, there is no guarantee the project economics described herein will be achieved. Totals in tables may differ due to rounding.*

**Table 4: PEA Summary (reported in US\$)**

Total mineralized material mined (000 t)	5,275
Total waste (000 t)	963
Average grade (Au g/t)	0.75
Total gold contained (oz)	126,995
Total gold produced (oz)	95,587
Average gold recovery (%)	75%
Average annual gold produced (oz)	31,040
Total initial Capex (US\$M)	\$36.5
Sustaining capital (US\$M)	\$0.4
<b>Unit Operating Cost (per tonne)</b>	
Mining (US\$/t)	\$3.22
Processing (US\$/t)	\$5.97
General & administration (US\$/t)	\$1.93
Refining, delivery, royalty (US\$/t)	\$1.64
<b>Total operating cost per tonne processed (US\$/t)</b>	<b>\$12.76</b>

**Table 5: Capital Cost Summary (US\$ million)**

<b>Capital Costs (US\$M)</b>	<b>Pre-Production</b>	<b>Sustaining</b>	<b>Total</b>
Mining	1.84	0.43	2.27
ADR Processing Plant	11.84		11.84
Infrastructure	12.86		12.86
EPCM, Indirects, Owners Costs	5.18		5.18
<b>Subtotal</b>	<b>31.72</b>	<b>0.43</b>	<b>32.15</b>
Contingency	4.76		4.75
<b>Total Capital Costs</b>	<b>36.48</b>	<b>0.43</b>	<b>36.90</b>
Closure and Rehabilitation		3.40	

**Table 6: Summary Economics at US\$1,650 gold per oz (US\$ million)**

LOM Net Smelter Return Revenue (US\$M)	\$150
Total LOM Pre-Tax Cash Flow (US\$M)	\$90
Average Annual Pre-Tax Cash Flow (US\$M)	\$29
LOM Income Taxes (US\$M)	\$17
Total LOM After-Tax Free Cash Flow after Capital Expenditures (US\$M)	\$34
Average Annual After-Tax Free Cash Flow from Operations (US\$M)	\$23
Discount Rate (%)	5%
Pre-Tax 5% NPV (US\$M)	\$41
Pre-Tax IRR	50.3 %
After-Tax 5% NPV (US\$M)	\$26
After-Tax IRR	34.9 %
After-Tax Payback after start of production (Months)	22

**Table 7: All-In Sustaining Cost (US\$ million)**

Mining Cost (US\$M)	\$17.0
Processing Cost (US\$M)	\$31.5
General & Administrative (US\$M)	\$10.2
Refining & Smelting (US\$M) \$	\$0.8
Royalties (US\$M)	\$7.9
Adjusted Operating Costs	\$67.4
Sustaining (US\$M)	\$0.4
Closure cost (US\$M)	\$3.4
Total (US\$M)	\$71.2
<b>All-in Sustaining Cost (US\$/oz)</b>	<b>\$744</b>
<i>All-in Sustaining Costs are presented as defined by the World Gold Council less Corporate G&amp;A</i>	

**Table 8: NPV & IRR Sensitivities (Base Case<sup>1</sup> in bold): 5% Discount Rate**

		75%	80%	85%	90%	95%	<b>100%</b>	105%	110%	115%	120%	125%
Gold Price	NPV (US\$M)	-\$ 0.1	\$ 5.2	\$ 10.5	\$ 15.7	\$ 21.0	<b>\$ 26.3</b>	\$ 31.6	\$ 36.9	\$ 42.2	\$ 47.4	\$ 52.7
	IRR	4.9%	11.2%	17.4%	23.4%	29.2%	<b>34.9%</b>	40.5%	46.0%	51.4%	56.8%	62.0%
Operating Cost	NPV (US\$M)	\$ 36.0	\$ 34.1	\$ 32.1	\$ 30.2	\$ 28.3	<b>\$ 26.3</b>	\$ 24.4	\$ 22.4	\$ 20.5	\$ 18.5	\$ 16.6
	IRR	45.3%	43.3%	41.2%	39.1%	37.0%	<b>34.9%</b>	32.8%	30.7%	28.5%	26.4%	24.2%
Capital Cost	NPV (US\$M)	\$ 35.5	\$ 33.7	\$ 31.8	\$ 30.0	\$ 28.2	<b>\$ 26.3</b>	\$ 24.5	\$ 22.6	\$ 20.8	\$ 18.9	\$ 17.1
	IRR	55.0%	50.2%	45.9%	41.9%	38.3%	<b>34.9%</b>	31.8%	29.0%	26.3%	23.8%	21.4%
1 – Base Case: US\$1,650 gold per oz; CAPEX US\$36.90 Million; Operating Cost US\$12.76/ tonne processed												

## **Mining**

The mineral resources used in the mine plan for this PEA outcrop on surface and are contained within a pit with a maximum depth of approximately 30 metres. The mine has an estimated 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. No drilling or blasting is contemplated in this study. Approximately 27% of the production is estimated to be transition material.

## **Processing**

The PEA estimates that a total of 150,000 tonnes per month (“tpm”) of material will be extracted and hauled approximately 3 km onto a Run-of-Mine Heap leach pad. Gold and silver will be recovered in an adsorption-desorption-recovery circuit and electrowinning cells, with gold room recovery and production of 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 currently ongoing at Bureau Veritas Commodities Canada Ltd. metallurgical test laboratories, Vancouver, where preliminary results indicate 87% gold extraction in 30 days for -19 mm oxide mineralization and over 60% gold extraction in 43 days for -12.5 mm transition mineralization. This study uses an average 75% leach recovery with a 10-week leach cycle.

## **Future Work**

The capital and operating cost estimates for the PEA were developed from first principles and are thought to be accurate to preliminary feasibility levels. The Corporation has completed drilling which should move a substantial portion of the current inferred oxide and transition mineral resource to the measured and indicated classification in advance of completing a feasibility study for the oxide project. The Corporation would like to be in a position to be able to make a production decision in late 2022.

## Exploration Outlook

The material categories of cumulative exploration and evaluation expenditures are summarized below:

	Balance December 31, 2019	Additions	Balance December 31, 2020	Additions	Balance December 31, 2021
<b>Geology/Field</b>					
Drilling (including supplies and logistics expenses)	<b>\$13,677,508</b>	\$873,989	<b>\$14,551,497</b>	\$870,074	<b>\$15,421,571</b>
Consulting (contract geologists and other technical specialists)	<b>6,991,167</b>	366,824	<b>7,357,991</b>	808,182	<b>8,166,173</b>
Wages and salaries	<b>5,194,142</b>	325,535	<b>5,519,677</b>	548,284	<b>6,067,961</b>
Camp and field expense (including geochemistry and geophysics)	<b>2,309,772</b>	230,230	<b>2,540,002</b>	866,544	<b>3,406,546</b>
Community Social Responsibility (CSR)	<b>62,452</b>	106,627	<b>169,079</b>	223,110	<b>392,189</b>
Environment	<b>17,154</b>	6,677	<b>23,831</b>	160,938	<b>184,769</b>
Travel, domestic and international	<b>1,631,162</b>	2,533	<b>1,633,695</b>	33,779	<b>1,667,474</b>
<b>Technical studies/Analysis</b>					
Laboratory analysis	<b>4,759,031</b>	286,327	<b>5,045,358</b>	617,504	<b>5,662,862</b>
<b>Financial/Admin. Support</b>					
Taxes and duties	<b>405,872</b>	165,188	<b>571,060</b>	236,642	<b>807,702</b>
Project management, Country Manager	-	-	-	585,002	<b>585,002</b>
Other G&A, legal, insurance	<b>6,712,710</b>	224,871	<b>6,937,581</b>	278,181	<b>7,215,762</b>
	<b>\$41,760,970</b>	<b>\$2,588,801</b>	<b>\$44,349,771</b>	<b>\$5,228,240</b>	<b>\$49,578,011</b>

## B. Financial Performance

### FINANCIAL POSITION AND CORPORATE SPENDING

- At December 31, 2021, Unigold had \$3,003,939 cash to settle accounts payables and accrued liabilities of \$374,516 (2020 - \$4,034,564 cash to settle \$107,324 accounts payables and accrued liabilities); and
- The principal components of other current assets include: sundry receivables of \$320,977 which is principally recoverable HST of \$315,511, and prepaid expenses of \$115,798 (including investor relations and market awareness services of \$45,025, prepaid D&O, commercial, marine and medical insurance premiums of \$54,975, and \$5,125 retainer for geological services).

## Fourth Quarter Financial Information

During the 4<sup>th</sup> quarter ended December 31, 2021, the Corporation:

- Completed a private placement with two Dominican corporate investors for the issuance of 18,000,000 Units, for proceeds of \$2,340,000.
- The Corporation engaged an executive search firm for a prospective Chief Operating Officer; this led to the appointment of Gordon Babcock (PR-2021-19 – Dec. 2, 2021). *See Section 4 – Results of Operations – Technical.*
- Purchased 2 vehicles for \$180,000. At least three of the Corporation’s fleet were old and unreliable; these were finally deemed unrepairable. Vehicles are used to transport the field teams, consultants and visitors from site to site, for securing food, equipment and field supplies and for transportation to and from Santo Domingo, Santiago and Restoracion.
- The Corporation incurred almost \$2,000,000 in expenditures including:
  - \$1,168,322 on exploration expenditures, for technical software and computer equipment, weather station equipment, consulting fees for data compilation, laboratory assays, increased CSR program delivery, improved camp site upgrades for safety and health improvements, hiring of a human resource specialist and consulting for environmental studies; much of this spending was necessary to prepare for the submission of the application for the Exploitation Permit;
  - \$293,476 for business development and professional and consulting fees for Grove services, executive search commission fees, \$58,960 for consulting fees for market awareness and social media services;
  - \$251,387 for Management fees which included monthly payroll, quarterly directors fees and bonuses for senior management;
  - \$37,860 was recorded as share-based compensation expense for the grant of new options to the newly appointed COO and the vesting of previously granted options; and
  - \$141,923 for depreciation on drilling and other equipment and vehicles.

## Quarterly Results

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:

	Fiscal 2021				Fiscal 2020			
<b>(\$ thousands, except per share amount)<sup>(1)</sup></b>	<b>Q4</b>	Q3	Q2	Q1	Q4	Q3	Q2	Q1
Revenue - interest	<b>2.7</b>	1.0	1.0	2.5	5.4	1.0	1.5	1.9
Net loss	<b>(1,932)</b>	(1,190)	(2,573)	(1,751)	(1,624)	(1,894)	(463)	(1,118)
Net loss per share:								
Basic and diluted	<b>(0.02)</b>	(0.01)	(0.02)	(0.01)	(0.04)	(0.02)	(0.01)	(0.01)
Exploration and evaluation expenditures	<b>(1,169)</b>	(807)	(1,926)	(1,326)	(846)	(624)	(242)	(851)

<sup>(1)</sup>Quarter net loss for 2020 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.

## Annual Financial Information

### Selected Annual Information

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

<b>Year ended December 31,</b>	<b>2021</b>	2020	2019
Total assets	<b>\$4,358,777</b>	\$5,285,186	\$1,694,423
Net loss for the year	<b>\$(7,445,949)</b>	\$(5,097,944)	\$(2,605,450)
Net loss per share	<b>\$(0.06)</b>	\$(0.04)	\$(0.05)
Accumulated deficit	<b>\$(71,314,352)</b>	\$(64,982,369)	\$(59,913,816)
Long-term financial liabilities	Nil	nil	nil
Dividends	nil	nil	nil

As at December 31, 2020, the Corporation changed its policy for recording exploration and evaluation expenditures which resulted in a write-down of the carrying value of its historic exploration and evaluation costs totalling \$41,760,970 effective December 31, 2018. Management elected to make this change in policy in order to enhance the relevance to the decision-making needs of users and improve comparability with its peers. This was done voluntarily and with the guidance provided in IFRS 6 – Exploration for and Evaluation of Mineral Resources *and IAS 8 – Accounting Policies, Changes in Accounting Estimates and Errors*.

Net loss increased by \$2,348,005, year-over-year, primarily from:

- Exploration expenditures increased due to expanded activity in the areas of drilling, consulting, technical reports, camp and field expenses, CSR and environment study consulting, and taxes and duties owed for importing drill equipment and parts from Canada. Added labour and security for shifts conducted 24-7 also resulted in higher payroll, source deductions, and benefit costs at camp. Additionally, Mr. Tapia joined the Corporation's senior management team as Country Director in February 2021, in the Dominican Republic and Gordon Babcock was engaged as Chief Operating Officer in December 2021;
- Business development and travel expenses increased by 10%, year over year, for the continuing fees due to Clarkham Capital, and new contract fees for Torrey Hills Capital, Machai Capital and ProActive for market awareness services in the UK and the US, increased digital media marketing and attendance fees at the Metals Investor and Precious Metals Summit Conferences; Unigold is also looking at increased expenses going forward for social media IR coverage;
- Share-based compensation expense was higher in 2020 (\$798,828 compared to \$279,248 in 2021), due to the issuance of 4,500,000 stock options in late September 2020 compared to the 2021 grants of 1,000,000 stock options in February, 200,000 in June 2021 to a new director and 1,050,000 to the new COO; and



- Amortization expense increased from \$58,637 to \$252,219, with the additions of drilling equipment and parts of \$600,000 in 2020, and the purchase of 4 vehicles in 2021.

## 5. Liquidity and Capital Resources

The Corporation considers the capital that it manages to include share capital, reserve for warrants, reserve for share-based payments, and accumulated deficit, which at December 31, 2021 was \$3,981,430 (December 31, 2020 - \$5,175,031). 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 year ended December 31, 2021, and 2020.

As of December 31, 2021, the Corporation had a cash balance of \$3,003,939 (December 31, 2020 - \$4,034,564) and working capital of \$3,066,198 (December 31, 2020 - \$4,391,874).

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.

## 6. Key Management Compensation

Effective January 1, 2020, the Corporation retained Grove Corporate Services ("Grove") to provide CFO, Corporate Secretary and administrative services to the Corporation.

The following is the compensation recorded for Key Management, the aggregate of which was paid to individuals, personal management corporations, and Grove, during the years ended December 31, 2021 and 2020:

<b>Years ended December 31,</b>	<b>2021 <sup>(1)(2)</sup></b>	<b>2020</b>
Management fees	<b>\$919,726</b>	\$633,887
Directors' fees	<b>111,667</b>	130,000
Share-based compensation	<b>209,134</b>	798,828
	<b>1,240,527</b>	1,562,715
Corporate service fees for CFO and Corp. Sec. <sup>(3)</sup>	<b>184,000</b>	113,879
Compensation paid to the Country Director, Dominican Republic <sup>(4)</sup>	<b>213,660</b>	—
Compensation paid to a company controlled by the V.P Exploration <sup>(4)</sup>	<b>16,319</b>	236,655
	<b>\$1,654,506</b>	\$1,913,249

(1) Includes the net wages, source deductions and bonuses for the CEO and Vice President, Exploration. A total of \$368,000 of management fees has been allocated to exploration and evaluation expenses.

- (2) Directors' fees were lower in 2021 because two directors did not stand for re-election at the Annual General Meeting held October 27, 2020 and one new director was appointed mid-year 2021.
- (3) A total of \$184,000 (2020 - \$113,879) was paid to Grove for professional management services (the "Services") including those provided by the Chief Financial Officer ("CFO") and Corporate Secretary.
- (4) For the year ended December 31, 2021, a total of \$16,319 was paid to a company ("Hanson") controlled by the Vice President Exploration. From January 1, 2020 to July 31, 2020, a total of \$236,655 was paid to Hanson for technical services. These amounts were allocated to exploration and evaluation expenditures.
- (5) A total of \$213,660 was paid to the Country Director in the DR (2020 - \$nil). A performance bonus was paid in 2021 (2020 - \$nil). 100% of the compensation paid to the Country Director has been allocated to exploration and evaluation expenses.
- (6) The expenses cited in items (1) to (5) were incurred in the normal course of business and all negotiated on standard commercial terms. At December 31, 2021, a total of \$15,957 (2020 - \$nil ) is recorded in accounts payable for unpaid fees and disbursements owed to Key Management.

## 7. Related Party Transactions

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

During the year ended December 31, 2021, and 2020 the Corporation entered into the following transaction with a related party:

Year ended December 31,	2021	2020
Aggregate compensation paid to companies controlled by key management persons <sup>(1)</sup>	<b>\$16,319</b>	\$236,655

- (1) A total of \$16,319 (2019 - \$236,655) was paid to a Corporation ("Hanson") controlled by the Chief Operating Officer ("COO") for technical services provided by Hanson and its employees; effective August 1, 2020 the COO became a full-time employee of the Corporation; approximately 90%-100% of these costs are charged to exploration costs.
- (2) An officer of the Corporation subscribed for 101,700 Units in the 2021 August Offering.

This transaction was in the normal course of operations.

## 8. Equity Activity

### (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 at December 31, 2021 is 173,912,643 (2020 – 127,075,293). For the particulars of all common shares issued during the Reporting Periods, see the Annual Financial Statements.

The following is the share capital activity for the Reporting Periods:

	Number of common shares	Amount
<b>Balance, December 31, 2019</b>	<b>78,021,309</b>	<b>\$59,892,350</b>
Private placements	33,333,334	6,000,000
Less: share issue costs	-	(383,319)
Fair value of (unexercised) warrants issued	-	(1,280,604)
Fair value of (unexercised) finder warrants issued	-	(186,804)
Warrants exercised	12,537,500	2,220,881
Finder warrants exercised	1,329,150	185,051
Options exercised	1,854,000	445,252
<b>Balance, December 31, 2020</b>	<b>127,075,293</b>	<b>\$66,892,807</b>
Private placements	43,192,350	5,615,005
Less: share issue costs	-	(186,405)
Fair value of warrants issued	-	(416,564)
Warrants exercised	3,645,000	642,547
<b>Balance, December 31, 2021</b>	<b>173,912,643</b>	<b>\$72,547,390</b>

**(b) Reserve for share purchase warrants**

For the particulars of all warrant issuances, exercises and expiries during the Reporting Periods, see the Annual Financial Statements. The following table summarizes the Corporation's warrants and finder warrants activity for the years ended December 31, 2021 and 2020:

	Number of warrants	Weighted average exercise Price (\$)	Weighted average grant date fair value (\$)
<b>Balance, December 31, 2019</b>	<b>17,516,000</b>	<b>0.14</b>	<b>482,966</b>
Exercise of 2019 Offering Warrants	(12,500,000)	(0.15)	(334,630)
Exercise of 2019 Finder Warrants	(1,281,000)	(0.10)	(48,284)
2020 Offering Warrants	16,666,667	0.30	1,283,491
2020 Offering Finder Warrants	1,960,620	0.18	191,508
Cancellation of Warrants	(15,000)	—	—
Exercise of 2020 Offering Warrants	(37,500)	(0.30)	(2,888)
Exercise of 2020 Finder Warrants	(48,150)	(0.18)	(4,703)
<b>Balance, December 31, 2020</b>	<b>22,261,637</b>	<b>0.26</b>	<b>1,567,459</b>
Expiry of 2019 Offering Warrants	(75,000)	(0.15)	(2,005)
Exercise of 2019 Offering Warrants	(3,600,000)	(0.15)	(96,351)
Exercise of 2019 Finder Warrants	(45,000)	(0.10)	(1,696)
2021 August Offering Warrants	12,596,175	0.30	322,549
2021 October Offering Warrants	18,000,000	0.15	94,015
<b>Balance, December 31, 2021</b>	<b>49,137,812</b>	<b>0.24</b>	<b>\$1,883,971</b>

The following tables include a summary of warrants outstanding and exercisable at December 31, 2021:

Exercise Price	Number of Warrants Outstanding	Weighted Average Remaining Contractual Life – Years <sup>(1)</sup>	Expiry Date
\$0.15	18,000,000	0.10	February 7, 2022
\$0.30	16,629,167	0.48	June 23, 2022
\$0.18	1,912,470	0.48	June 23, 2022
\$0.30	12,596,175	1.61	August 10, 2023
	<b>49,137,812</b>	<b>0.63</b>	

(1) The warrants issued October 6, 2021 expired on February 7, 2022, unexercised.

### (c) Reserve for share-based payments

The Corporation has a stock option plan (the “Plan”), the purpose of which is to attract, retain and motivate management, staff and consultants by providing them with the opportunity, through share options, to acquire a proprietary interest in the Corporation and benefit from its growth.

The maximum number of options to be issued under the Plan shall not exceed 10% of the total number of common shares issued and outstanding. The options are non-transferable and may be granted for a term not exceeding five years. The exercise price of the options shall be determined by the board of directors on the basis of the market price of the common shares, subject to all applicable regulatory requirements.

For the particulars of all share-based payments during the Reporting Periods, see the Annual Financial Statements.

The following table summarizes the Corporation’s stock option activity for the years ended December 31, 2020 and 2021:

	Number of options	Weighted average exercise price
<b>Balance, December 31, 2019</b>	<b>5,800,000</b>	<b>\$0.22</b>
Granted	6,000,000	0.34
Granted	150,000	0.15
Exercised, expired	(2,154,000)	(0.22)
<b>Balance, December 31, 2020</b>	<b>9,796,000</b>	<b>\$0.29</b>
Expired (granted 2020)	(4,500,000)	(0.34)
Expired (granted 2015)	(1,500,000)	(0.35)
Granted	1,000,000	0.30
Granted	200,000	0.22
Granted	1,050,000	0.15
<b>Balance, December 31, 2021</b>	<b>6,046,000</b>	<b>\$0.22</b>

The following is a summary of the reserve for share-based payments activity during the years indicated is presented below:

	<b>Year ended December 31, 2021</b>	Year ended December 31, 2020
Balance, beginning of period	<b>\$1,697,134</b>	\$1,135,429
Exercised	—	(207,732)
Expired – transferred to deficit	<b>(1,111,961)</b>	(29,391)
Granted	<b>279,248</b>	798,828
<b>Balance, end of period</b>	<b>\$864,421</b>	\$1,697,134

The following table summarizes the Corporation's outstanding stock options as at December 31, 2021:

<b>Exercise Price</b>	<b>Number of Options Outstanding</b>	<b>Weighted Average Remaining Contractual Life - Years</b>	<b>Number of Options Exercisable</b>	<b>Expiry Date</b>
\$0.34	1,500,000	0.74	1,500,000	September 28, 2022
\$0.20	1,950,000	2.73	1,950,000	September 25, 2024
\$0.23	196,000	2.92	196,000	December 6, 2024
\$0.15	150,000	3.17	150,000	March 4, 2025
\$0.30	1,000,000	4.10	250,000	February 5, 2026
\$0.22	200,000	4.67	200,000	September 3, 2026
\$0.15	1,050,000	4.92	—	December 1, 2026
	<b>6,046,000</b>	<b>2.92</b>	<b>4,246,000</b>	

## 9. Commitments, Contingencies and Contractual Obligations

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

## Contractual Obligations

Typically, the Corporation enters into agreements with time periods no longer than 12 months. Currently, the minimum contractual payments over the next five years are as follows:

Year	Total	2021	2022	2023	2024	2025
Office lease	\$4,000	\$4,000	\$-	\$-	\$-	\$-
Corporate services	84,000	84,000	-	-	-	-
Management fees (Canada)	847,500	847,500	-	-	-	-
Management fees (DR)	125,000	125,000	-	-	-	-
Technical services	407,776	407,776	-	-	-	-
	<b>\$1,468,776</b>	<b>\$1,468,776</b>	<b>\$-</b>	<b>\$-</b>	<b>\$-</b>	<b>\$-</b>

See Annual Financial Statements - note 13 - *Commitments and Contingencies*.

## Employment and Corporate Services Contracts

- (a) The Corporation is a party to certain corporate and technical employment contracts. If the employees are terminated for 'other than cause' or 'change of control', then 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.
- (b) 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) The Dominican Republic has laws requiring severance payments if those employees are terminated. At December 31, 2021, the liability is approximately CAD \$178,326. This figure changes subject to fluctuating foreign exchange rates and the number of employees hired. As the likelihood of the terminations taking place is not determinable, the contingent payments have not been recorded in the Annual Financial Statements.
- (d) Grove has been retained to provide corporate services to Unigold for \$7,000 monthly. This arrangement is renewable annually and termination by the Corporation requires 30 days' written notice.

## Technical Services Contracts

- (a) 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. In November 2021, Unigold engaged a Dominican environmental specialty firm to provide a Environmental Impact Assessment Study and Base Line Budget.

## 2015 Private Placement

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.

## **10. Trend Information**

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

## **11. Off-Balance Sheet Arrangements**

The Corporation has no off-balance sheet arrangement other than an option to Osisko to purchase a 2% NSR as described in Section 9 above. Other than that, the Corporation has no capital lease agreements or long-term debt obligations.

## **12. 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.

## **13. Significant Accounting Judgments and Estimates**

The Corporation prepares its Annual 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 stock price volatility used. The Corporation uses the historical price data and comparables in the estimate of future volatilities.

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

## **14. 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 May 22, 2018, Unigold announced that the Ministry of Energy and Mines of the Dominican Republic had granted the Corporation the Neita Fase II Exploration Concession. The Concession is valid for a three-year period after which there is a possibility of two additional one-year extensions. On November 2, 2018, Unigold announced that the environmental permit (the "Environmental Permit") for exploration on Neita had been approved by the Ministry of the Environment of the Dominican Republic. The Environmental Permit was valid for a two-year period. An application for an extension of the Environmental Permit was made to the Ministry of the Environment in Q2/2020. In mid-October 2020, the Environmental permit was extended for 60 days pending the review of the renewal application. In early November 2020, the permit was extended to May 21, 2021 to coincide with the anniversary of the Nieta Fase II exploration license. Unigold applied for the first one-year extension of the exploration concession and on March 12, 2021, the extension was granted until May 2022. 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.

On February 25, 2022 the Corporation applied for an Exploitation License for Neita Norte and Sud Concessions.

### **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's 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. Dependent on exploration success results, the Corporation may not have sufficient working capital and may have to access the capital markets. Subject to economic conditions at the time, there can be no assurance the Corporation would be able to raise additional debt or equity financing on acceptable terms. If the Corporation cannot finance its future projects, it could have a material and adverse effect on the Corporation's future cash flows, earnings, results of operations and financial condition.

## **15. Environmental Matters**

In the risks section above, reference was made to several risks impacting on environment matters. Unigold believes that it is in compliance with all environmental regulations in the Dominican Republic and has made no provision for environmental remediation costs as such costs are believed to be immaterial. Environmental remediation of exploration sites is an ongoing and continuous activity.

## **16. 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 lost time accidents during the period. There were no reportable environmental compliance events during the period.

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

### **(a) Accounting standards and interpretations issued**

Certain pronouncements were issued by the IASB or the IFRIC that are mandatory for accounting periods on or after January 1, 2021 or later periods. Many are not applicable or do not have a significant impact to the Corporation and have been excluded.

See Annual Financial Statements – note 4 – *Summary of Significant Accounting Policies*

## 18. 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. As at December 31, 2020, the Corporation has submitted refund claims for HST totalling \$148,236 to the Canada Revenue Agency. This process now has a significant lag as most of the HST department staff have been seconded to the emergency relief areas of federal finance. Management believes that the credit risk concentration with respect to financial instruments included in other receivables is minimal.

### Liquidity Risk

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

As at December 31, 2021, the Corporation has working capital of \$3,066,198 (December 31, 2020 – \$4,391,874). As of December 31, 2021, the Corporation has a cash balance of \$3,003,939 (December 31, 2020 – \$4,034,564) to settle current accounts payable and accrued liabilities of \$374,516 (December 31, 2020 – \$107,324). The Corporation's other current assets consist of other receivables of \$320,977 (December 31, 2020 – \$174,811) and other financial assets, prepaids and deposits of \$115,798 (December 31, 2020 – \$289,823).

See Annual 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, however certain of the Corporation's transactions with its subsidiaries, Unigold Resources Inc. and Unigold Dominicana, S.R.L., are incurred in foreign currencies of United States Dollars ("USD") and Dominican Republic 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. At December 31, 2021, the Corporation had foreign cash balances of the Canadian equivalent of \$75,218 (December 31, 2020 – \$308,579) and foreign accounts payable and accrued liabilities of \$23,852 (December 31, 2020 – \$30,097).

Sensitivity to a plus or minus 5% change in the foreign exchange rate would not have resulted in a significant fluctuation in the loss for the year ended December 31, 2021. 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 December 31, 2021, 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 USD and the Dominican Republic Peso related to cash balances, other investments and accounts payable. Sensitivity to a plus or minus 5% change in the foreign exchange rate would not have resulted in a significant fluctuation in loss for the year ended December 31, 2021. The Corporation does not undertake currency hedging activities to mitigate its foreign currency risk.

### **Capital Management**

Unigold considers its capital structure to consist of total equity attributable to equity holders of the Corporation. The Corporation manages its capital structure and makes adjustments to it, in order to have the funds available to support its exploration and corporate activities. The Corporation's objective in managing capital is to safeguard its ability to operate as a going concern. The Corporation is in the development stage and as such is dependent on external financing. In order to carry out planned exploration and development, and pay for administrative and operating costs, the Corporation will spend its existing working capital. The Corporation's objective when managing capital is to safeguard the Corporation's ability to continue as a going concern in order to pursue the exploration of its exploration properties and maximize shareholder returns. The Corporation satisfies its capital requirements through careful management of its cash resources and by equity issues, as necessary, based on the prevalent economic conditions of both

the industry and the capital markets and the underlying risk characteristics of the related assets. Management reviews its capital management approach on an ongoing basis. The Corporation is not subject to externally imposed capital requirements.

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

In connection with Exemption Orders issued in November 2007 by each of the British Columbia Securities Commission and Ontario Securities Commission, the Chief Executive Officer and Chief Financial Officer of the Corporation have filed a Venture Issuer Basic Certificate with respect to the financial information contained in the Annual Financial Statements and the Corporation's related MD&A. In contrast to the certificate under National Instrument 52-109 (Certification of Disclosure in Issuer's Annual and Interim Filings) ("NI 52-109"), the Venture Issuer Basic Certificate does not include representations relating to the establishment and maintenance of disclosure controls and procedures and internal control over financial reporting, as defined in NI 52-109. For further information, the reader should refer to the Venture Issuer Basic Certificates filed by the Corporation with the Annual Filings on SEDAR at [www.sedar.com](http://www.sedar.com). Management believes that based upon the evaluations and actions taken to date, reasonable assurance can be provided that there is no material misstatement of the financial results reported as of December 31, 2021.

## 20. Outstanding Share Data

As at	Common Shares	Warrants	Finder Warrants	Stock Options	Fully Diluted
December 31, 2020	127,075,293	20,304,167	1,957,470	9,796,000	159,132,930
December 31, 2021	173,912,643	47,225,342	1,912,470	6,046,000	229,096,455
April 20, 2022	173,912,643	29,225,342	1,912,470	6,046,000	211,096,455

## 21. Subsequent events

On February 07, 2022, 18,000,000 (2021 October Offering) Warrants expired, unexercised.

On February 25, 2022, the Corporation submitted an application for an Exploitation License to the Ministry of Mines. Management is awaiting comments from the government. *See Section 4.0 - Results of Operations - Technical.*

## 22. Qualified Person

The foregoing scientific and technical information has been prepared or reviewed by Wes Hanson, P.Geo., the Chief Operating Officer of the Corporation. He also supervises all work associated with the Corporation's exploration programs in the Dominican Republic. Mr. Hanson is a "qualified person" within the meaning of National Instrument 43-101.

## 23. Corporate Directory

### **Directors**

Joseph Hamilton  
Charles Page (Lead Director)  
Joseph Del Campo  
Normand Tremblay  
Jose Acero  
Steven Haggarty

### **Officers**

Joseph Hamilton, Chairman and CEO  
Donna McLean, CFO  
Wes Hanson P.Geo., COO  
Helga Fairhurst, Corporate Secretary

### **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  
Tel. 416.866.8157  
**E-mail: [unigold@unigoldinc.com](mailto:unigold@unigoldinc.com)**

### **Shareholder Information**

Contact Information:  
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100 University Ave., 8th Floor  
Toronto, ON M5J 2Y1  
1 800 564-6253  
Web Contact Form:  
[www.investorcentre.com/service](http://www.investorcentre.com/service)

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).

*Information provided as at April 20, 2022*