



UNIGOLD INC.

MANAGEMENT'S DISCUSSION AND ANALYSIS

For the years ended December 31, 2022 and 2021





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 years ended December 31, 2022, and 2021 should be read in conjunction with the audited consolidated financial statements and notes thereto at December 31, 2022 ("Annual Financial Statements"). All financial information in this MD&A has been prepared in accordance with International Financial Reporting Standards ("IFRS"), and all dollar amounts are expressed in Canadian dollars (\$) unless otherwise indicated. Additional information, including the Corporation's press releases, has been filed electronically through the System for Electronic Document Analysis and Retrieval ("SEDAR") and is available online at www.sedar.com. The date of this report is April 5, 2023.

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 subsidiaries Unigold Resources Inc., (Canada) and Unigold Dominicana, S.R.L. (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, 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 and Going Concern

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. An NI 43-101-compliant Technical Report summarizing the estimation methodology and procedures was filed on SEDAR and the Corporation's website on December 23, 2022.

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

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

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

the normal course of business and at amounts different from those in the Annual 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;
 - Commence an Environmental and Social Impact Assessment covering the development of the oxide portion of the deposit and complete government and community consultations;
 - 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 us 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 no later than Q2 of 2023, but the process remains constrained by the DR 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 (“E&E”) Expenditures

The following table summarizes the E&E expenditures incurred during the years ended December 31, 2022, and 2021, and the cumulative E&E expenditures as at December 31, 2022, 2021, and 2020:

	Balance December 31, 2020	Additions	Balance December 31, 2021	Additions	Balance December 31, 2022
Geology/Field					
Drilling (including supplies and logistics expenses)	\$14,551,497	\$870,074	\$15,421,571	\$274,996	\$15,696,567
Consulting (contract geologists and other technical specialists)	7,357,991	808,182	8,166,173	436,168	8,602,341
Wages and salaries	5,519,677	548,284	6,067,961	627,089	6,695,050
Camp and field expense (including geochemistry and geophysics)	2,540,002	866,544	3,406,546	641,383	4,047,929
Community Social Responsibility (CSR)	169,079	223,110	392,189	109,968	502,157
Environment	23,831	160,938	184,769	312,842	497,611
Travel, domestic and international	1,633,695	33,779	1,667,474	41,749	1,709,223
Technical studies/Analysis					
Laboratory analysis	5,045,358	617,504	5,662,862	324,340	5,987,202
Feasibility study	-	-	-	1,115,569	1,115,569
Financial/Admin. Support					
Taxes and duties	571,060	236,642	807,702	34,150	841,852
Project management, Country Manager	-	585,002	585,002	711,047	1,287,559
Other G&A, legal, insurance	6,937,581	278,181	7,215,762	567,722	7,783,484
	\$44,349,771	\$5,228,240	\$49,578,011	\$5,197,022	\$54,775,033

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”). Subsequently, on December 5, 2022, the Corporation announced the extension of the expiry by a further period of six months to June 23, 2023. 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, remain the same;
- On June 29, 2022, the Corporation released its first ESG report;
- On September 7 and 12, 2022, the Corporation completed a two-tranche private placement of 19,800,000 units of the Corporation (each, a “Unit”) at a price of \$0.08 per Unit for gross proceeds of up to \$1,584,000 (the “September 2022 Offering”).

- 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.
- On October 31, 2022, Unigold closed a non-brokered private placement with the issuance of 13,750,000 units of the Corporation at a price of \$0.08 per unit for gross proceeds of \$1,110,000 (the “October 2022 Offering”). Each October 2022 unit consists of one common share and one-half of one common share purchase warrant. A total of 6,875,000 share purchase warrants were issued in connection with the October 2022 Offering. See Financing Activities.
- Subsequent to year-end, one director advanced to the Corporation a total of \$160,000 as bridge financing.

TECHNICAL

- In Q2/2022, 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.
- In mid-November, the consultants delivered the results of their feasibility study, and a NI 43-101 technical report was filed on December 23, 2022.
- 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.
- Subsequent to year-end, Mr. Gordon Babcock resigned his position as Chief Operating Officer. Unigold thanks Gord for assisting with the commissioning and completion of an updated NI 43-101 Technical Report and a Feasibility Study.

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 was filed on SEDAR and the Corporation’s website on 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
Unit Operating Cost (per tonne ore treated)	
Mining (US\$/t)	\$4.13
Processing (US\$/t)	\$5.55
General & administration (US\$/t)	\$1.31
Refining, delivery, royalty (US\$/t)	\$3.18
Total operating cost per tonne treated (US\$/t)	\$14.17

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
Subtotal	\$31.80	\$0.94	\$32.74
Contingency	\$4.10		\$4.10
Total Capital Costs	\$35.90	\$0.94	\$36.84
Closure and Rehabilitation	\$0.47	\$4.66	\$5.13

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
Net Cash Flow from Operations After-Tax*		\$81.8
Total Capital Cost including sustaining and closure costs*		\$42.0
Net Project Cashflow after Capital recapture*		\$39.8
Pre-Tax 5% NPV cash flow	(US\$M)	\$38.2
Pre-Tax IRR		52.4%
After-Tax 5% NPV cash flow	(US\$M)	\$30.6
After-Tax IRR		43.6%

* 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
All-in Sustaining Cost (US\$/oz)	\$829
<i>All-in Sustaining Costs are presented as defined by the World Gold Council Less Corporate G&A</i>	

Table 5: NPV & IRR Sensitivities (Base Case¹ in bold): 5% Discount Rate

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

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

Table 7: Mineral Resource Estimate – Candelones Oxide Project

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

Oxide Mineral reserves, with an Effective Date of October 7, 2022, were estimated by Mr. Abdoul Aziz Dramé, P. Eng, of Micon International Limited (“Micon”) a Toronto based consulting company independent of Unigold. Mr. Dramé meets the 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 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 Dominican Republic Government and forms a minimum tax. The royalty payments are credited against the 27% tax on Net Income. A community contribution of 5% of after-tax income is also provided for within the 10% total royalty applied in this Study. The royalty calculation is believed to be a conservative estimate of the ultimate burdens.

Environment and Closure

The Candelones Project is located almost entirely on land owned by the Dominican Government. The project requires the submittal of an Environmental and Social Impact Assessment (“ESIA”). 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 through to project initiation at a future date pending permit approval. Numerous stakeholders have expressed an interest in learning about the project. Surveys conducted by Unigold in 2020 allowed members of the community to voice concerns about water quality, land disturbance, blasting operations, dust control, and impacts on wildlife. Unigold is committed to addressing concerns and continuing the dialogue with potentially affected stakeholders through the detailed engineering and environmental assessment process.

The local community has expressed strong support for the project. The main interest in the project has a focus on employment and entrepreneurial opportunities. In 2022 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 or on the Corporation’s website.

Recent Activity

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

Minimal exploration work was completed in 2022 with the Corporation’s teams concentrating on environmental and engineering work to support the feasibility study. Drilling was entirely focused on moving inferred oxide material into the Measured and Indicated categories, collecting samples of local limestones to test suitability for use in mining operations, and geotechnical testing of soils in the vicinity of the planned mine operations and heap facility. 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 December 31, 2022:

- Unigold had \$252,646 (December 31, 2021 – \$3,003,939) cash to settle accounts payables and accrued liabilities of \$712,832 (December 31, 2021 - \$374,516);
- The Corporation had other current assets of:
 - receivables of \$87,562 (December 31, 2021 – \$320,977), which includes recoverable HST of \$71,656 (December 31, 2021 – \$320,977);
 - other financial assets and prepaid expenses of \$61,383 (December 31, 2021 – \$115,798) which is mainly attributable to prepaid insurance premiums and technical reports deposits.

Spending in 2022 versus 2021

- A total of \$5,197,022 (2021 - \$5,228,240) was expended on project management and exploration and technical study costs at the Neita Concessions in the DR. In 2021, the focus was on drilling, implementing an organized Community Social Responsibility (CSR) program, engaging a new Chief Operations Officer, and securing specialized consultants to work on an updated NI 43-101 Report and a Feasibility Study (scheduled for 2023). In 2022, the technical team, led by the newly hired COO spent the balance of the year preparing and publishing the previously planned and much anticipated technical reports. Further, much work went into the preparation and delivery of an application for an Exploitation Permit for the Neita Sud Concession. A new CSR office was established for the purpose of holding information sessions for the community, to give any interested parties the opportunity to study and ask questions regarding Unigold's development plans for the Oxide project.
- Corporate G&A expense increased from \$73,159 to \$149,124 principally due to higher D&O liability insurance premiums, upgrades to the site IT systems including hardware and software and higher corporate services fees increased mid-year;
- Professional and consulting fees decreased significantly from 2021 to 2022 (\$348,384 to \$105,752). In 2021, a performance bonus was paid to Grove and Unigold paid approximately \$85,000 to a professional recruitment firm to assist Management in recruiting and engaging a COO and investor relations professional; the Corporation also incurred higher legal fees for counsel on contracts, financings and share incentive plans. This was offset by higher audit and tax return fees incurred in 2022;
- Share-based compensation expense decreased from \$279,248 to \$116,907 as there were no stock option grants during 2022; the expense shown is attributable to the vesting of options granted in prior periods;
- The Corporation expended significantly less (\$37,618 versus \$464,677) for business development and travel in 2022. In 2021, Management engaged three 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 initiatives in the present year. 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 (\$249,551 in 2022 and \$252,519 in 2021), remained stable year-over-year with slightly fewer assets purchased in the current year;
- In 2021 the Board of Directors awarded bonuses to eligible senior executives. These performance bonuses were not allocated to project expenses as was their regular compensation. There were no similar bonuses awarded in 2022. These are the principal reasons for the significant difference recorded for Management compensation, year-over-year; and
- Listing and shareholder information costs remained relatively constant with less share issuance activity year-over-year (2022 - \$114,922 and 2021 - \$140,476).

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:

	Fiscal 2022				Fiscal 2021			
(\$ thousands, except per share amount) ⁽¹⁾	Q4	Q3	Q2	Q1	Q4	Q3	Q2	Q1
Revenue - interest	0.00	0.00	0.9	1.5	2.7	1.0	1.0	2.5
Net loss	(1,355)	(1,924)	(1,518)	(1,581)	(1,932)	(1,190)	(2,573)	(1,751)
Net loss per share:								
Basic and diluted	(0.00)	(0.01)	(0.01)	(0.01)	(0.02)	(0.01)	(0.01)	(0.01)
E&E expenditures	(1,313)	(1,502)	(1,162)	(1,220)	(1,169)	(807)	(1,926)	(1,326)

(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.

Annual Financial Information

Select Annual Information

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

Years ended December 31,	2022	2021	2020
Total assets	\$1,155,655	\$4,358,777	\$5,285,186
Net loss for the year	\$(6,378,144)	\$(7,445,949)	\$(5,097,944)
Net loss per share	\$(0.03)	\$(0.05)	\$(0.04)
Accumulated deficit	\$(77,142,829)	\$(71,314,352)	\$(64,982,369)
Long-term financial liabilities	nil	nil	nil
Dividends	nil	nil	nil

Effective 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 Unigold's 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.

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. During 2022, the minority interest shareholdings in the DR subsidiary were transferred to the parent company, for no consideration, therefore at December 31, 2022, Equity attributable to shareholders of the Corporation and total equity is the same amount, at \$442,823 (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 years ended December 31, 2022, and 2021.

As of December 31, 2022, the Corporation had a cash balance of \$252,646 (December 31, 2021 - \$3,003,939) and deficit working capital of \$311,241 (December 31, 2021 - surplus of \$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, and for these reasons, there may exist material uncertainties that cast significant doubt on the ability of the Corporation to continue as a going concern.

5. 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 year ended December 31, 2022, and 2021:

For the years ended December 31,	2022	2021
Corporate management fees ⁽¹⁾	\$272,325	\$551,726
Directors' fees	136,978	111,667
Technical management fees ⁽²⁾	628,096	368,000
Share-based compensation	116,907	279,248
	\$1,154,306	\$1,310,641

(1) Includes the total wages and fees incurred for the CEO, CFO, Corporate Secretary (Toronto), the COO and Country Director (DR);

(2) These wages and fees are classified as exploration and evaluation expenditures on the statement of loss and comprehensive loss.

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 years ended December 31, 2022, and 2021, the Corporation entered into the following transactions with a related party:

Years ended December 31,	2022	2021
Compensation paid to a company controlled by a key management person ⁽¹⁾	\$15,594	\$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*.

These transactions were in the normal course of operations.

7. 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, 2022, is 207,462,643 (2021 – 173,912,643). 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
Balance, December 31, 2020	127,075,293	\$66,892,807
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
Balance, December 31, 2021	173,912,643	\$72,547,390
Private placements	33,550,000	2,684,000
Less: share issue costs	-	35,799
Fair value of warrants issued	-	(20,172)
Balance, December 31, 2022	207,462,643	\$75,247,017

(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, 2022 and 2021:

	Number of warrants	Weighted average exercise price	Weighted average grant date fair value
Balance, December 31, 2020	22,261,637	\$0.26	\$1,567,459
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
Balance, December 31, 2021	49,137,812	\$0.24	\$1,883,971
Expiry of 2021 October Offering Warrants	(18,000,000)	(0.15)	(94,015)
Expiry of 2020 June Finder Warrants	(1,912,470)	(0.18)	(186,804)
2022 September Offering Warrants	9,900,000	0.30	14,970
2022 October Offering Warrants	6,875,000	0.30	5,202
Balance, December 31, 2022	46,000,342	\$0.30	\$1,623,324

The following is a summary of warrants outstanding and exercisable at December 31, 2022:

Exercise Price	Number of Warrants Outstanding	Weighted Average Remaining Contractual Life - Years	Expiry Date
\$0.30	16,629,167	0.48	June 23, 2023
\$0.30	12,596,175	0.61	August 10, 2023
\$0.30	8,750,000	0.68	September 06, 2023
\$0.30	1,150,000	0.70	September 12, 2023
\$0.30	6,875,000	0.83	October 31, 2023
	46,000,342	0.61	

(c) Reserve for share-based payments

The Corporation has a stock option plan (the "Plan"), a plan of restricted stock units (the "RSU Plan"), and a plan of deferred share units (the "DSU Plan"). The purpose of these plans is to attract, retain and motivate management, staff and consultants by providing them with the opportunity, through share options and share issuances, to gain a proprietary interest in the Corporation and benefit from its growth.

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

Stock Options

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. During the year ended December 31, 2022, there were no grants of stock options.

The following table summarizes the Corporation's stock option activity for the years ended December 31, 2022 and 2021:

	Number of options	Weighted average exercise price
Balance, December 31, 2020	9,796,000	\$0.29
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
Balance, December 31, 2021	6,046,000	\$0.22
Expired (granted 2020)	(1,500,000)	(0.34)
Balance, December 31, 2022	4,546,000	\$0.21

The following table summarizes the Corporation's outstanding stock options as at December 31, 2022:

Exercise Price	Number of Options Outstanding	Weighted Average Remaining Contractual Life - Years	Number of Options Exercisable	Expiry Date
\$0.20	1,950,000	1.74	1,950,000	September 25, 2024
\$0.23	196,000	1.93	196,000	December 6, 2024
\$0.15	150,000	2.18	150,000	March 4, 2025
\$0.30	1,000,000	3.10	750,000	February 5, 2026
\$0.22	200,000	3.42	200,000	June 1, 2026
\$0.15	1,050,000	3.92	700,000	December 1, 2026
\$0.21	4,546,000	2.64	3,946,000	

The following table summarizes the Corporation's share-based payment reserve activity during the years ended December 31, 2022, and 2021:

For the years ended December 31,	2022	2021
Balance, beginning of year	\$864,421	\$1,697,134
Expired – transferred to deficit	(266,017)	(1,111,961)
Vesting of options	116,907	279,248
Balance, end of year	\$715,311	\$864,421

RSUs and DSUs

The maximum number of securities to be issued under the RSU plan shall not exceed 8,695,500 common shares. Upon vesting, each RSU entitles the holder, at the discretion of the Company, to receive a share or cash payment, or combination thereof. As at December 31, 2022, no restricted share units have been issued by the board of directors.

The maximum number of securities to be issued under the DSU plan shall not exceed 8,695,500 common shares. A participant who has ceased to be a director or employee of the Company, shall be entitled to receive a cash payment equal to the market value of the Company's shares for each vested DSU, as calculated in accordance with the plan. As at December 31, 2022, no deferred share units have been issued by the board of directors.

8. 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) Operating contractual and payroll obligations

Minimum commitments in 2023 are estimated as follows:

Expressed in Canadian dollars	
CANADA	
Management fees (i)	\$240,000
Directors fees (ii)	100,000
Corporate services fees (iii)	143,100
DOMINICAN REPUBLIC	
Management fees (i)	\$132,669
Directors' fees (ii)	40,000
Severance (iv)(b)	168,970
Office leases	9,066

(i) Management Fees

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

(ii) Directors' Fees

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

(iii) Corporate Services Agreement

Since January 2020, the Corporation has retained Grove, a private company that provides CFO and Corporate Secretarial consulting services, corporate communications and administrative services, at a monthly cost of \$11,925 (2020 to 2021-\$7,000). This is a 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 9 – *Related Party Transactions*.

(iv) Exploration Staff (non-resident) and Employees' Severance

- i. If qualified personnel are not available in the DR, Unigold may retain non-resident geologists and other contractors to staff the exploration programs.
- ii. The Dominican Republic has laws requiring severance payments if employees are terminated. As at December 31, 2022, the total liability is approximately CAD\$168,970 (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 Consolidated Financial Statements.

(v) Specialty 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.

OTHER

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. The feasibility study was filed on December 23, 2022, and notice was sent to Osisko that the 90-day period will expire on April 4, 2023. Osisko continues to evaluate the option and has not made a decision on the exercise of this option. The economics presented in the 2022 Feasibility Study nevertheless considered the full 2% royalty as being payable.

9. Trend Information

Current sluggish equity markets and volatile 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.

10. Off-Balance Sheet Arrangements

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

11. 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.

12. 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 share price volatility used. The Corporation uses the historical price data and comparables in the estimate of future volatilities.

See Annual Financial Statements – note 4 - *Significant Accounting Judgments and Estimates*.

13. 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.

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 an 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 annual 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. Further discussion regarding policies and standards not in effect are more detailed in note 3 of the Annual 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. Depending on market conditions, the

Corporation endeavours to secure 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 December 31, 2022, the Corporation has \$252,646 cash and cash equivalents (December 31, 2021 – \$3,003,939) to settle current accounts payable and accrued liabilities of \$712,832 (December 31, 2021 – \$374,516). The Corporation's other current assets consist of other receivables of \$87,562 (December 31, 2021 – \$320,977) and other financial assets and prepaid expenses of \$61,383 (December 31, 2021 – \$115,798). Therefore liquidity risk at year end is decidedly significant.

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. 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 December 31, 2022, the Corporation had foreign cash balances in the Canadian equivalent of \$239,149 (December 31, 2021 – \$75,218) and trade payables of \$191,163 (December 31, 2021 – \$23,852). Sensitivity to a plus or minus 5% change in the foreign exchange rate would have resulted in a decrease in the net assets of the Corporation in the amount of \$2,399 at December 31, 2022 (December 31, 2021 – decrease 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 December 31, 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 year ended December 31, 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 December 31, 2022.

19. Outstanding Share Data

See note 7 of the Annual 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
December 31, 2022	207,462,643	46,000,342	-	4,546,000	258,008,985
April 3, 2023	207,462,643	46,000,342	-	4,196,000	257,658,985

20. Qualified Person

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

21. Corporate Directory

Directors

Joseph Hamilton
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
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

Shareholder Information

Contact Information:
Computershare Investor Services
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Toronto, ON M5J 2Y1
(416) 866-8157
Web Contact Form:
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**.

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

Information provided as of April 4, 2023.