



**UNIGOLD INC.**

**SECOND QUARTER INTERIM REPORT**

For the three and six months ended June 30, 2011

# UNIGOLD INC.

## MANAGEMENT'S DISCUSSION AND ANALYSIS

The following discussion and analysis of the consolidated operating results and financial condition of Unigold Inc. ("Unigold" or the "Company") for the fiscal periods ended June 30, 2011 and 2010 should be read in conjunction with the unaudited condensed consolidated interim financial statements of the Company and notes thereto at June 30, 2011. The financial statements were prepared in accordance with International Financial Reporting Standards ("IFRS") applicable to the preparation of interim financial statements including IAS 34, *Interim Financial Reporting*. Comparative figures for 2010 previously reported under Canadian generally accepted accounting principles ("Canadian GAAP") have been restated under IFRS. All monetary amounts are expressed in Canadian dollars unless otherwise indicated. Additional information, including the Company's Annual Information Form and 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 August 17, 2011.

### ***Forward-Looking Information***

This presentation 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. 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 as well as those risk factors discussed in the Annual Information Form for the year ended December 31, 2007 of Unigold available at [www.sedar.com](http://www.sedar.com). Although Unigold has attempted to identify important factors that could cause actual actions, events or results to differ materially from those described in Forward-looking information, there may be other factors that cause actions, events or results not to be anticipated, estimated or intended. There can be no assurance that Forward-looking information will prove to be accurate, as actual results and future events could differ materially from those anticipated in such information. Unigold undertakes no obligation to update Forward-looking information if circumstances or management's estimates or opinions should change except as required by applicable securities laws. The reader is cautioned not to place undue reliance on Forward-looking information.

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

The Company is in the process of exploring its mineral properties located in the Dominican Republic and has not as yet determined whether these properties contain reserves that are economically recoverable. The recoverability of the amounts shown for mineral properties and deferred exploration costs are dependent upon the existence of economically recoverable reserves, the ability of the Company to obtain the necessary financing to complete its exploration program and upon future profitable production or proceeds from disposition of such properties.

Because of limited working capital and continuing operating losses, the Company's continuance as a going concern is dependent upon its ability to obtain adequate financing and to reach profitable levels of operation. It is not possible to predict whether financing efforts will be successful or if the Company will attain profitable levels of operations.

## **Company Overview**

Unigold is focused on gold exploration in the Dominican Republic within the 75 kilometre ("km") wide Cretaceous-age Tiroo-Formation volcano-sedimentary rocks, which host the world class Pueblo Viejo gold deposit. Unigold's Neita Property covers 22,616 hectares of this favourable geology and is host to the Los Candelones deposit, as well as numerous gold and copper-gold showings.

The number of gold and copper-gold showings and the variety of mineralization types on the Neita Property highlight its exceptional exploration potential. Mineralization ranges from copper-gold porphyry systems, such as El Corozo, to high-sulfidation epithermal gold encountered at the Los Candelones deposit. Furthermore, the property contains several large areas of high temperature clay alteration with coincident soil anomalies and impressive gold showings of up to 30 grams per tonne ("g/t") gold.

Since acquiring the Neita Property, the Company has built an extensive and detailed geological database with information gathered from more than 7,200 grab samples, 23,000 metres ("m") of trenching, 28,000 soil samples, thousands of line km of airborne and ground geophysics, extensive stream sediment sampling, and more than 40 km of drilling.

## **Highlights for Q2 2011**

### **Operations**

- An Induced Polarization ("IP") study by an independent contractor started in May.
- The El Carrizal concession was acquired in June.

### **Financial**

- The Company has \$1.2-million in cash at June 30, 2011.
- A non-cash gain of \$2,398,000 was recorded on revaluation of the Company's investment in restructured asset-backed commercial paper ("ABCP") notes.
- Approximately \$189,000 was raised by selling U.S. dollar denominated restructured ABCP notes.

### **Events subsequent to the quarter end**

- Approximately \$1.3-million was added to treasury by selling its investment in restructured ABCP notes.
- The bank loan was retired.

## **Exploration**

During the second quarter, cash expenditures totalled \$1,004,088 (2010 – \$1,573,485) on exploration and evaluation assets and \$114,456 (2010 – nil) to acquire mineral properties.

### **Neita**

Exploration programs on the Neita Concession have moved into a phase of geophysical prioritization. Unigold has recently mobilized an Induced Polarization crew to its Neita concession. Over the course of 2010 and early 2011, Unigold field crews completed geochemical sampling, ground based magnetic surveys, geologic mapping and grab sampling over the complete Neita Concession. As a result of this intense field work, over 10 high priority areas have been identified for gold mineralization within the concession. Unigold has planned over 150 line-kilometers of IP survey to prioritize at least 10 areas for follow-up drilling later this year.

Initial results from the Candelones area have identified high chargeability and low resistivity anomalies associated with known intermediate to high-sulphidation epithermal gold mineralization at both Candelones and the Candelones extension to the east. Furthermore, the chargeability anomalies are more extensive than the drilled areas and suggest that mineralization is much more extensive in these areas than previously thought or indicated by the

shallow drilling. Geophysical surveying is on-going in this area and full results will be released when the entire five km wide grid has been surveyed.

Drilling was suspended in the second quarter until the results of the IP survey became available. Unigold plans to resume drilling in September once the new targets are classified and prioritized. The Company hopes to complete an additional 3,000 metres of drilling (approximately 10 holes) before the end of the year.

The renewal of the concession is expected in the third quarter.

### ***El Carrizal***

Unigold purchased an option to acquire the El Carrizal Concession. The 16,376 hectare El Carrizal Concession lies between the western Neita Concession and the eastern Sabaneta Concession and is contiguous with both. This strategic acquisition creates one of the most extensive and contiguous land packages in the Cretaceous mineral belt of north-western Dominican Republic.

The acquisition complements Unigold's land package in the Dominican Republic and provides Unigold with an unprecedented strike length of favourable stratigraphy in this prospective area of the country. Unigold now controls over 108,000 hectares of exploration ground and has secured over 50 km of favourable strike length.

Under the terms of the option agreement, Unigold may acquire 100% of the rights to the concession in exchange for US \$100 payable to the vendors at any time in the next six years. In consideration of granting the option, Unigold paid the vendors \$114,456 (US \$120,000) and issued 400,000 Unigold common shares (valued at \$40,000).

## ***Results of Operations***

For the quarter ended June 30, 2011, the Company recorded a net income of \$2,154,602 or \$ 0.01 per share, compared with a net loss of \$341,310, or \$ (0.00) per share, in June 30, 2010. The second quarter income includes a non-cash gain of \$2,398,344 as a result of a change in the method of estimating the fair market value of its financial instruments – the investment in the restructured ABCP notes. Unigold changed to a market-based method of estimation of the fair market value of the restructured notes after it determined that an active market existed for the securities.

Compensation costs increased and professional and consulting fees decreased compared to the same quarter last year due to the addition of full-time staff. Travel and business development costs decreased \$33,000 due to the termination of the business development contract. Listing and shareholder information expense decreased \$61,000, mainly due to the termination of the investor relations contract and a reduction in printing costs for the annual report.

Investment income has increased to \$19,221 (2010 – \$7,223) due to payments being received on the restructured ABCP notes and on cash balances held at banks. In the second quarter of 2010, the restructured ABCP notes were paying either no interest or interest at a much lower rate than in the second quarter of 2011. The Company has chosen not to accrue for any interest earned on the restructured ABCP notes it holds until the interest is received. Finance expense has increased to \$30,290 (2010 – \$20,637) due to a higher prime rate. The loan balance has not changed.

## ***Quarterly Information (Unaudited)***

The following table sets out selected financial information derived from the Company's financial statements for each of the eight most recently completed quarters. Information for 2011 and 2010 is reported under IFRS. The information for 2009 is as previously reported under Canadian GAAP.

(\$ thousands, except per share amounts)	2011		2010				2009	
	Q2	Q1	Q4	Q3	Q2	Q1	Q4	Q3
Revenue	–	–	–	–	–	–	15	17
Net income (loss)	2,154	(296)	(743)	(335)	(348)	(1,268)	(316)	(254)
Net income (loss) per share: Basic and diluted	0.01	(0.00)	(0.01)	(0.00)	(0.00)	(0.01)	(0.00)	(0.00)
Acquisition of exploration and evaluation assets	1,004	709	1,101	1,393	1,573	1,027	428	1 51

The second quarter of 2011 included a gain on revaluation of financial instruments (the restructured ABCP notes) of \$2,398,344. The first quarter of 2010 included a share-based compensation expense of \$983,850. The fourth quarter of 2010 included a share-based compensation expense of \$361,000.

## Liquidity and Capital Resources

The Company has no producing properties and, consequently, has no current operating income or cash flow. Financing of the Company's activities to date has been primarily obtained from equity issues. The continuing development of the Company's properties therefore depends on the Company's ability to obtain additional financing and the eventual recovery of the approximately \$7.4-million (net of an impairment charge of \$5.0-million) in the restructured ABCP notes. The Company has obtained a line of credit with a senior Canadian bank of approximately \$7.6-million, backed by the restructured ABCP notes, to assist the Company with its working capital requirement. To the date of this report, the Company has drawn down \$6,074,615.

In the second quarter, Unigold changed its method of estimating the fair market value of its investment. The best evidence of fair values is provided by quoted prices in active markets. A financial instrument is regarded as quoted in an active market if quoted prices are readily and regularly available from an exchange, dealer, broker, industry group, pricing service or regulatory agency, and those prices represent actual and regularly occurring market transactions on an arm's-length basis. In the latter part of 2010, a secondary market for the restructured ABCP notes began to develop. In the second quarter of 2011, management believed that the secondary market was well enough established in terms of the number of participants and the volume of transactions that it constituted an active market. Consequently, management changed its valuation method to estimate the fair value of its notes using quoted market values. The change in the estimate resulted in a gain on revaluation of \$2,398,344 in the second quarter.

Having determined that an active market existed, the Company also made the decision to sell its remaining investment in the restructured ABCP. Consequently, the investment was reclassified as current from long-term. As a result, working capital increased to \$2,614,028 from a deficit in the previous quarter.

As at June 30, 2011, the Company had cash of \$1,235,862 and working capital of \$2,614,028. This amount is net of the bank loan drawdown of \$6,074,615. Based on its current rate of expenditures and the intention to re-start drilling operations, Unigold will need to acquire additional funding before the end of 2011.

Subsequent to the quarter end, the investments were sold in July 2011 for gross proceeds of \$7,414,553. The bank loan was retired in July using a portion of the proceeds leaving net cash addition to the treasury of \$1,339,938.

## Outlook

Unigold's management are encouraged by the positive results received so far from the IP survey. The chargeability anomalies are more extensive than the drilled areas and suggest that mineralization may be more extensive in these areas than previously thought or indicated by the shallow drilling. A 3,000 m drill program is planned in the fall on the highest priority areas adjacent to Candelones and the Candelones extension. Sufficient drilling has been done that a mineral resources estimate compliant with National Instrument 43-101 will be undertaken with a targeted completion date before the end of the year. As with all junior exploration companies, financing remains a challenge. With gold trading at historically high prices and positive exploration results, Unigold is believes it is well positioned to attract investor interest. A priority will be to re-start marketing efforts to promote Unigold's strong exploration results.

## ***Trend Information***

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

## ***Off-Balance Sheet Arrangements***

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

## ***Related Party Transactions***

The Company's related parties include the Company's subsidiaries, the Board of Directors, close family members and enterprises which are controlled by these individuals and key management as well as certain persons performing similar functions. Included in the accounts for the three months ended June 30, 2011 and 2010 are payments made to officers, directors and corporations under the control or significant influence of officers and directors of the Company as follows:

Three months ended June 30,	2011	2010
Management services fees paid to corporations controlled by or have significant influence by officers and directors of the Company	\$ 54,000	\$ 58,252
Professional fees paid to a law firm where a director of the Company is also a partner	1,406	9,791
Travel and business development expenditures paid to a corporation controlled by a director of the Company	–	30,000
Professional fees paid to an officer and director of the Company	12,500	22,000
	<b>\$ 67,906</b>	<b>\$ 120,043</b>

These transactions were in the normal course of operations and were measured at the exchange amount which is the amount of consideration established and agreed to by the related parties.

## ***Compensation of Key Management***

The remuneration of directors and key management of the Company for the three months ended June 30, 2011 and 2010 was as follows.

Three months ended June 30,	2011	2010
Aggregate compensation	\$ 142,096	\$ 127,272
Share-based compensation	–	–
	<b>\$ 142,096</b>	<b>\$ 127,292</b>

The directors and key management were not awarded stock options under the employee share option plan during the three months ended June 30, 2011. Aggregate compensation increased as the Company began paying fees to directors in the third quarter of 2010 and hired a CFO in the fourth quarter of 2010. No equivalent costs were recorded in Q2 2010. Director's fees were \$30,000 in the second quarter of 2011.

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

The Company is a party to certain management contracts. These contracts contain clauses requiring that \$356,000 be paid upon a change of control of the Company. As the likelihood of these events taking place is not determinable, the contingent payments have not been reflected in these condensed consolidated interim financial statements.

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

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

Year	Total	2011 (6 months)	2012	2013	2014	2015
Management contracts	\$252,000	\$ 252,000	\$ –	\$ –	\$ –	\$ –
Office lease	221,000	24,000	48,000	49,000	50,000	50,000
Services	166,000	157,000	3,000	2,000	2,000	2,000
Drilling contract	97,000	97,000	–	–	–	–
	<b>\$ 736,000</b>	<b>\$ 530,000</b>	<b>\$ 51,000</b>	<b>\$ 51,000</b>	<b>\$ 52,000</b>	<b>\$ 52,000</b>

The Company has entered into leases for office premises. The lease has an average life of five years (June 30, 2010: six months year) with renewal terms at the option of the lessee at lease payments based on market prices at the time of renewal. There are no restrictions placed upon the lessee by entering into these leases.

### ***Proposed Transactions***

There are no proposed transactions that will materially affect the performance of the Company.

### ***Critical Accounting Estimates***

The Company prepares its financial statements in accordance with accounting principles generally accepted in Canada. The most significant accounting estimates are the valuation of the exploration and evaluation assets; valuation of the investment in the restructured ABCP notes and the related impairment charge; share-based compensation calculation; and tax account valuation.

The Company reviews its portfolio of properties on an annual basis to determine whether a write-down of the capitalized cost of any property is required under Canadian generally accepted accounting principles. The recoverability of the amounts shown for mineral properties and deferred exploration costs is dependent on the existence of economically recoverable reserves, and the ability to obtain financing to complete the development of such reserves.

The Company 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 Company uses the historical price data and comparables in the estimate of future volatilities.

### ***International Financial Reporting Standards***

Effective January 1, 2011 Canadian publicly listed entities were required to prepare their financial statements in accordance with IFRS. Due to the requirement to present comparative financial information, the effective transition date is January 1, 2010.

#### ***Transitional Financial Impact***

The transition to IFRS had minimal impact on the financial statements of the Company other than minor changes to presentation.

#### ***Post-Implementation***

The post-implementation phase will involve continuous monitoring of changes in IFRS in future periods. Management notes that the standard-setting bodies that determine IFRS have significant ongoing projects that could impact the IFRS accounting policies that we have selected. In particular, there may be additional new or revised IFRSs or IFRICs that may impact the Company's financial statements in the future. The impact of any new standards and interpretations will be evaluated as they are drafted and published. The following standards are applicable to the Company, and will become mandatory for the Company's fiscal year starting January 1, 2013.

- IFRS 9, *Financial Instruments*, addresses the classification and measurement of financial assets;
- IFRS 10, *Consolidated Financial Statements*, builds on existing principles and standards and identifies the concept of control as the determining factor in whether an entity should be included within the consolidated financial statements of the parent company;
- IFRS 13, *Fair Value Measurement*, defines fair value, requires disclosure about fair value measurements and provides a framework for measuring fair value when it is required or permitted within the IFRS standards;

## ***Financial Instruments***

### ***Credit Risk***

Credit risk is the risk of loss associated with counterparty's inability to fulfill its payment obligations. The Company's credit risk is primarily attributable to cash, other receivables, other financial assets and other investments.

Cash is held with a reputable Canadian financial institution, from which management believes the risk of loss to be minimal.

Financial instruments included in other receivables consist of goods and services tax due from the Federal Government of Canada and an advance to an officer of the Company. Other receivables are in good standing as of June 30, 2011. Other financial assets include prepayments and deposits. Management believes that the credit risk concentration with respect to financial instruments included in other receivables and other financial assets is minimal. There is significant credit risk associated with the other investments. The other investments were sold subsequent to the quarter end for proceeds equalling the estimated fair market value.

### ***Liquidity Risk***

The Company has in place a planning and budgeting process to help determine the funds required to support the Company's normal operating requirements on an ongoing basis and its capital, development and exploration expenditures. The Company 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 June 30, 2011, the Company has working capital of \$2,614,028 (December 31, 2010 – deficit of \$2,629,719). The Company's ability to meet its financial obligations is dependent upon securing financing and the eventual recovery of the ABCP restructured notes, as the Company has approximately \$7.4 million (net of an impairment charge of \$5.0 million) invested in the ABCP restructured notes. The Company has also obtained a credit facility with a senior Canadian bank to finance its current working capital needs. The notes were sold subsequent to the quarter end for the carrying value and the loan was retired.

As of June 30, 2011, the Company has a cash balance of \$1,235,862 (December 31, 2010 – \$3,449,396) to settle current accounts payable and accrued liabilities of \$79,949 (December 31, 2010 – \$124,113). The Company's other current assets consist of other receivables of \$62,427 (December 31, 2010 – \$64,361), other financial assets of \$55,750 (December 31, 2010 – \$55,252), and other investments of \$7,414,553 (December 31, 2010 – nil).

### ***Market Risk***

At the present time, the Company does not hold any interest in a mining property that is in production. The Company'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 Company 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 Company's control.

### ***Foreign Exchange Risk***

The Company's financings are in Canadian dollars. Certain of the Company's transactions with its subsidiary, Unigold Dominicana, S.R.L. are incurred in foreign currencies and are therefore subject to gains or losses due to fluctuations in exchange rates. The Company is therefore subject to foreign exchange risk. As at June 30, 2011, the Company had cash balances of \$158,587 (December 31, 2010 – \$188,385) in U.S. dollars and nil in U.S. dollar ABCP restructured notes (December 31, 2010 – \$287,987).

### ***Interest Rate Risk***

Interest rate risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Company has cash balances and interest-bearing debt. The Company's current policy is to earn interest on bank balances which approximate rates available from investment-grade short-term deposit certificates issued by its financial institutions. The Company periodically monitors the investments it makes and is satisfied with the creditworthiness of its financial institutions. As of June 30, 2011, interest rate risk is moderate since the Company has interest-bearing instruments based on prime rate and the bankers' acceptance rate.

### ***Commodity Price Risk***

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

### ***Fair Value***

Fair value estimates are made at the balance sheet date based on relevant market information and information about the financial instrument. These estimates are subjective in nature and involve uncertainties in significant matters of judgment and therefore cannot be determined with precision. Changes in assumptions could significantly affect these estimates.

The book values of the cash, other receivables, other financial assets, and accounts payable and accrued liabilities, approximate their respective fair values due to the short-term nature of these instruments. The fair value of the bank loan approximates carrying value due to the variability of the related interest rate.

At December 31, 2010, the fair value of other investments is estimated based on the expected yield required by a potential investor as the most significant assumption included in the estimate. Based on this exercise the Company estimated the range of potential values was between \$5.2 million and \$6.2 million. At December 31, 2010, the fair value of the Company's Other Investments was determined by probability-weighted discounted cash flows considering the best available public information regarding market conditions and other factors that a market participant would consider for such investments. In the second quarter the Company changed its method of estimating fair value to one using quoted prices of identical instruments in active markets. The realized gains are recognized in the statement of comprehensive income.

### ***Sensitivity Analysis***

The majority of the Company's cash and other investments earn interest at fixed interest rates over the next three to twelve months. Sensitivity to a plus or minus 1% change in rates would not have a significant effect on the Company's net income.

Sensitivity to a plus or minus 5% change in the foreign exchange rate would not have a significant effect on the Company's net income. The Company does not undertake currency hedging activities to mitigate its foreign currency risk.

The Company's other investments are subject to fair value fluctuations. As at June 30, 2011, if the fair value of the other investments had decreased/increased by 10% with all other variables held constant, net income for the three months ended June 30, 2011 would have been approximately \$741,000 higher/lower. Similarly, as at June 30, 2011, reported shareholders' equity would have been approximately \$741,000 lower/higher as a result of a 10% decrease/increase in the fair value of other investments.

### ***Capital Management***

The Company considers its capital structure to consist of common shares and contributed surplus. The Company manages its capital structure and makes adjustments to it, in order to have the funds available to support its exploration and corporate activities.

The Company is in the early exploration stage and as such is dependent on external financing. In order to carry out planned exploration and evaluation, and pay for administrative and operating costs, the Company will spend its existing working capital and draw additional amounts from its credit facility as needed.

Management reviews its capital management approach on an ongoing basis. There were no changes in the Company's approach to capital management during the three months ended June 30, 2011. The Company is not subject to externally imposed capital requirements.

The Company's objectives in managing capital are to safeguard its ability to operate as a going concern.

## ***Outstanding Share Data***

Details about the Company's outstanding common shares as August 17, 2011 are as follows:

Common shares issued and outstanding	149,034,938
Potential issuance of common shares - warrants	35,633,550
Stock options issued to directors, employees, officers and consultants	<u>9,720,000</u>
	<u>194,388,488</u>

## ***Risks and Uncertainties***

At the present time, the Company does not hold any interest in a mining property in production. The Company'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 Company 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 Company's control.

### ***Liquidity and Capital Markets Risks***

The Company has limited financial resources and there is no assurance that additional funding will be available to it for further exploration and evaluation of its projects or to fulfill its obligations under applicable agreements. Although the Company has been successful in the past in obtaining financing through the sale of equity securities, there can be no assurance that the Company will be able to obtain adequate financing in the future or that the terms of such financing will be favourable. Failure to obtain such additional financing could result in delay or indefinite postponement of further exploration and evaluation of the property interests of the Company with the possible dilution or loss of such interests.

### ***The Company and Its Projects Are Subject to Risks of Operating in Foreign Countries***

The Company is in the process of renewing its exploration licenses. The Company's projects are subject to the risks of operating in foreign countries. The Company'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 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), challenges to the Company's title to properties or mineral rights, problems renewing licenses and permits, opposition to mining from environmental or other non-governmental organizations, 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 licenses 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 Company'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 Company from exploring or developing its properties even if economic quantities of minerals are found.

## ***Qualified Person***

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

## UNIGOLD INC.

### CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS

For the Three Months Ended June 30, 2011 and 2010  
Expressed in Canadian Dollars  
Unaudited

#### ***NOTICE OF NO AUDITOR REVIEW OF INTERIM FINANCIAL STATEMENTS***

Under National Instrument 51-102, Part 4, subsection 4.3(3) (a), if an auditor has not performed a review of the condensed consolidated interim financial statements, the statements must be accompanied by a notice indicating that the financial statements have not been reviewed by an auditor. The Company's independent auditor has not performed a review of these financial statements in accordance with standards established by the Canadian Institute of Chartered Accountants for a review of financial statements by an entity's auditor.

Management has prepared the information and representations in this interim report. The condensed consolidated interim financial statements have been prepared in accordance with International Financial Reporting Standards and, where appropriate, reflect management's best estimates and judgement. The financial information presented throughout this report is consistent with the data presented in the condensed consolidated interim financial statements.

Unigold Inc. maintains adequate systems of internal accounting and administrative controls, consistent with reasonable cost. Such systems are designed to provide reasonable assurance that relevant and reliable financial information is produced.

The Board of Directors, through its Audit Committee, is responsible for ensuring that management fulfils its responsibilities for financial reporting and internal control. The Audit Committee is composed of three directors. This Committee meets periodically with management and the external auditors to review accounting, auditing, internal control and financial reporting matters.

s/ Daniel Danis  
Chief Executive Officer

s/ John Green  
Chief Financial Officer

August 17, 2011

**UNIGOLD INC.****CONDENSED CONSOLIDATED INTERIM STATEMENT OF FINANCIAL POSITION***(Unaudited-Expressed in Canadian Dollars)*

	As at	June 30, 2011	December 31, 2010
<b>Assets</b>			<i>(Note 19)</i>
<b>Current assets</b>			
Cash		\$ 1,235,862	\$ 3,449,396
Other receivables		62,427	64,361
Other financial assets		55,750	55,252
Other investments <i>(Note 8)</i>		7,414,553	–
		<b>8,768,592</b>	3,569,009
<b>Non-current assets</b>			
Property, plant and equipment <i>(Note 6)</i>		504,622	555,709
Mineral properties <i>(Note 7)</i>		779,030	624,574
Exploration and evaluation assets <i>(Note 7)</i>		18,808,148	17,039,301
Other investments <i>(Note 8)</i>		–	5,217,365
<b>Total assets</b>		<b>\$ 28,860,392</b>	\$ 27,005,958
<b>Liabilities</b>			
<b>Current liabilities</b>			
Accounts payable and accrued liabilities		\$ 79,949	\$ 124,113
Bank loan <i>(Note 9)</i>		6,074,615	6,074,615
		<b>6,154,564</b>	6,198,728
<b>Total liabilities</b>		<b>6,154,564</b>	6,198,728
<b>Equity attributable to equity holders of the Company</b>			
Common shares <i>(Note 10(a))</i>		35,169,520	35,129,520
Warrants <i>(Note 10(b))</i>		2,017,547	2,017,547
Share-based payment reserve <i>(Note 10(c), 19)</i>		2,151,400	2,401,983
Deficit <i>(Note 19)</i>		(16,635,470)	(18,744,651)
		<b>22,702,997</b>	20,804,399
<b>Non-controlling interest <i>(Note 19)</i></b>		<b>2,831</b>	2,831
<b>Total equity</b>		<b>22,705,828</b>	20,807,230
<b>Total liabilities and equity</b>		<b>\$ 28,860,392</b>	\$ 27,005,958

Nature of operations *(Note 1)*Going concern *(Note 2)*Commitments and contingencies *(Note 17)*

Approved on Behalf of the Board:

s/ Joseph Del Campo  
Directors/ Daniel Danis  
Director*The accompanying notes are an integral part of these condensed consolidated interim financial statements.*

**UNIGOLD INC.**

**CONDENSED CONSOLIDATED INTERIM STATEMENT OF CHANGES IN SHAREHOLDERS' EQUITY**

*(Unaudited-Expressed in Canadian Dollars)*

	Capital stock		Warrants	Other reserves		Deficit (Note 19)	Equity attributable to shareholders
	Number of shares	Amount		Share-based payment (Note 19)	Total other reserves		
<b>Balance, January 1, 2010</b>	148,634,938	\$ 35,129,520	\$ 2,017,547	\$ 1,057,133	\$ 3,074,680	\$ (16,073,885)	\$ 22,130,315
Share-based compensation	–	–	–	1,344,850	1,344,850	–	1,344,850
Net loss	–	–	–	–	–	(2,670,766)	(2,670,766)
<b>Balance, December 31, 2010</b>	148,634,938	\$ 35,129,520	\$ 2,017,547	\$ 2,401,983	\$ 4,419,530	\$ (18,744,651)	\$ 20,804,399
Mineral property acquisition	400,000	40,000	–	–	–	–	40,000
Option expiry	–	–	–	(250,583)	(250,583)	250,583	–
Net income	–	–	–	–	–	1,858,598	1,858,598
<b>Balance June 30, 2011</b>	149,034,938	\$ 35,169,520	\$ 2,017,547	\$ 2,151,400	\$ 4,168,947	\$ (16,635,470)	\$ 22,702,997

	Capital stock		Warrants	Other reserves		Deficit (Note 19)	Equity attributable to shareholders
	Number of shares	Amount		Share-based payment (Note 19)	Total other reserves		
<b>Balance, January 1, 2010</b>	148,634,938	\$ 35,129,520	\$ 2,017,547	\$ 1,057,133	\$ 3,074,680	\$ (16,073,885)	\$ 22,130,315
Share-based compensation	–	–	–	983,850	983,850	–	983,850
Net loss	–	–	–	–	–	(1,607,136)	(1,607,136)
<b>Balance June 30, 2010</b>	148,634,938	\$ 35,129,520	\$ 2,017,547	\$ 2,040,983	\$ 4,058,530	\$ (17,681,021)	\$ 21,507,029

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

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

	Three months ended June 30,		Six months ended June 30,	
	2011	2010	2011	2010
				<i>(Note 19)</i>
<b>Operating expenses</b>				
Compensation <i>(Note 13)</i>	\$ 120,690	\$ 62,453	\$ 244,184	\$ 1,104,555
Professional and consulting fees <i>(Note 13)</i>	22,626	48,379	49,614	97,395
Travel and business development <i>(Note 13)</i>	6,884	39,364	20,970	85,882
Listing and shareholder information	21,142	106,871	75,458	136,026
General and administrative expenses	53,238	66,148	106,394	116,186
Amortization	2,041	843	3,432	1,684
Loss on disposal of equipment <i>(Note 6)</i>	–	–	4,654	–
Revaluation of financial instruments <i>(Note 8)</i>	(2,398,344)	–	(2,398,344)	–
<b>Net income (loss) for the period before the undernoted</b>	<b>2,171,723</b>	<b>(324,058)</b>	<b>1,893,638</b>	<b>(1,541,728)</b>
Investment income	19,221	7,223	40,292	9,274
Finance expense <i>(Note 9)</i>	(30,290)	(20,637)	(59,914)	(38,736)
Foreign exchange loss	(6,052)	(3,838)	(15,417)	(35,946)
<b>Net income (loss) for the period</b>	<b>2,154,602</b>	<b>(341,310)</b>	<b>1,858,598</b>	<b>(1,607,136)</b>
Other comprehensive income for the period	–	–	–	–
<b>Total comprehensive income (loss) for the period</b>	<b>\$ 2,154,602</b>	<b>\$ (341,310)</b>	<b>\$ 1,858,598</b>	<b>\$ (1,607,136)</b>
<b>Net income (loss) per share - basic &amp; diluted</b> <i>(Note 12)</i>	<b>\$ 0.01</b>	<b>\$ (0.00)</b>	<b>\$ 0.01</b>	<b>\$ (0.01)</b>

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

**UNIGOLD INC.****CONDENSED CONSOLIDATED INTERIM STATEMENT OF CASH FLOWS***(Unaudited-Expressed in Canadian Dollars)*

	Six months ended June 30,	
	2011	2010
		<i>(Note 19)</i>
<b>Cash flows from operating activities</b>		
Net income (loss) for the period	\$ 1,858,598	\$ (1,607,136)
Adjustments to add/(deduct) non-cash items		
Share-based compensation	–	983,850
Amortization	3,432	1,684
Loss on disposal of equipment	4,654	–
Revaluation of financial instruments	(2,398,344)	–
Unrealized foreign exchange loss	11,914	–
Add finance expense	59,914	38,736
Deduct investment income	(40,292)	(9,274)
	<b>(500,126)</b>	<b>(592,140)</b>
Working capital adjustments		
Other receivables	1,976	(41,625)
Other financial assets	(498)	9,060
Accounts payable and accrued liabilities	(44,163)	226,244
	<b>(542,809)</b>	<b>(398,461)</b>
<b>Cash flows from investing activities</b>		
Acquisition of property plant and equipment	(12,507)	(79,637)
Acquisition of mineral property option <i>(Note 7)</i>	(114,456)	–
Acquisition of exploration and evaluation assets <i>(Note 7)</i>	(1,713,340)	(2,600,665)
Redemption of other investments <i>(Note 8)</i>	189,200	67,312
Investment income	40,292	9,274
	<b>(1,610,811)</b>	<b>(2,603,716)</b>
<b>Cash flows from financing activities</b>		
Finance expense	(59,914)	(38,736)
	<b>(59,914)</b>	<b>(38,736)</b>
<b>Net decrease in cash</b>	<b>(2,213,534)</b>	<b>(3,040,913)</b>
Cash beginning of period	3,449,396	9,845,490
<b>Cash end of period</b>	<b>1,235,862</b>	<b>\$ 6,804,577</b>

Supplemental information pertaining to cash flows *(Note 14)**The accompanying notes are an integral part of these condensed consolidated interim financial statements.*

# **NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS**

*For the periods ended June 30, 2011 and 2010*

Unaudited - Expressed in Canadian dollars unless otherwise stated.

## **1. Nature of Operations and Basis of Presentation**

### ***Nature of operations***

Unigold Inc. ("Unigold" or the "Company") was incorporated pursuant to the Business Corporations Act (Ontario) on May 9, 1990, under the name "Highlander Minerals Ltd." Unigold subsequently amended its articles to change its corporate name to "Caribgold Resources Limited" and then to "Caribgold Resources Inc." On December 30, 2002, Unigold filed Articles of Arrangement pursuant to section 182 of the Business Corporations Act (Ontario) and changed its name to "Unigold Inc." The Company's executive office is 44 Victoria Street, Suite 504, Toronto, Ontario M5C 1Y2.

Unigold is in the process of exploring its mineral properties in the Dominican Republic.

### ***Basis of presentation***

These consolidated financial statements include the accounts of the Company, which is incorporated in Canada under the Ontario Business Corporations Act, and its wholly owned subsidiary, Unigold Resources Inc., which is incorporated in Canada under the Canada Business Corporations Act, and its 96.7% owned subsidiary, Unigold Dominicana, S.R.L., which is incorporated in the Dominican Republic. All material intercompany balances and transactions have been eliminated.

## **2. Going Concern**

These consolidated financial statements have been prepared on a going concern basis. The going concern basis of presentation assumes that the Company will continue in operation for the foreseeable future and be able to realize its assets and discharge its liabilities and commitments in the normal course of business. Because of limited working capital and continuing operating losses, company's continuance as a going concern is dependent upon its ability to obtain adequate financing or to reach profitable levels of operation. It is not possible to predict whether financing efforts will be successful or if the Company will attain profitable levels of operation. These consolidated financial statements do not include any adjustments to the carrying values of assets and liabilities and the reported expenses and statement of financial position classification that would be necessary should the Company be unable to continue as a going concern. These adjustments could be material.

## **3. Measurement Uncertainty**

The business of mining and exploring for minerals involves a high degree of risk and there can be no assurance that current exploration programs will result in profitable mining operations. The recoverability of the carrying value of exploration properties and the Company's continued existence is dependent upon the preservation of its interest in the underlying properties, the discovery of economically recoverable reserves, the achievement of profitable operations, or the ability of the Company to raise alternative financing, if necessary, or alternatively upon the Company's ability to dispose of its interests on an advantageous basis. Changes in future conditions could require material write-downs of the carrying values. Substantially all of the Company's exploration properties are located outside of Canada and are subject to the risk of foreign investment, including increases in taxes and royalties, renegotiation of contracts, currency exchange fluctuations and political uncertainty.

Although the Company has taken steps to verify title to the properties on which it is conducting exploration and in which it has an interest, in accordance with industry standards for the current state of exploration of such properties, these procedures do not guarantee the Company's title. Property title may be subject to unregistered prior agreements and non-compliance with regulatory and environmental requirements.

## **4. Summary of Significant Accounting Policies**

### **(a) Statement of compliance**

These unaudited condensed interim consolidated financial statements have been prepared in accordance with International Financial Reporting Standards ("IFRS") applicable to the preparation of interim financial statements including International Accounting Standard ("IAS") 34, *Interim Financial Reporting*, using the accounting policies

## **NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS**

*For the periods ended June 30, 2011 and 2010*

Unaudited - Expressed in Canadian dollars unless otherwise stated.

the Company expects to adopt in its financial statements as at and for the year ending December 31, 2011. The same accounting policies and methods of computation were followed in the preparation of these unaudited condensed interim financial statements as were followed in the preparation of the unaudited condensed consolidated interim financial statements for the three months ended March 31, 2011.

The unaudited condensed interim financial statements for the three months ended March 31, 2011 contain certain incremental annual IFRS disclosures not included in the annual financial statements for the year ended December 31, 2010 prepared in accordance with previous Canadian generally accepted accounting principles (“Canadian GAAP”). Accordingly, these unaudited condensed interim financial statements for the three and six months ended June 30, 2011 should be read in conjunction with the annual financial statements for the year ended December 31, 2010 prepared in accordance with previous Canadian GAAP, as well as the unaudited condensed consolidated interim financial statements for the three months ended March 31, 2011.

The accounting policies applied in these unaudited condensed interim consolidated financial statements are based on IFRS issued and outstanding as of August 17, 2011, the date the Board of Directors approved these statements. Any subsequent changes to IFRS that are given effect in the Company’s annual consolidated financial statements for the year ending December 31, 2011 could result in restatement of these condensed consolidated interim financial statements, including the transition adjustments recognized on change-over to IFRS.

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

### **(b) Basis of preparation**

The financial statements are presented in Canadian dollars. The financial statements are prepared on the historical cost basis or the fair value basis for certain financial instruments. In addition, these financial statements are prepared using the accrual basis of accounting except for cash flow information.

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

Certain new standards, interpretations, amendments and improvements to existing standards are not yet effective for the year ended December 31, 2011, and have not been applied in preparing these condensed consolidated interim financial statements

- IFRS 9, *Financial Instruments*, addresses the classification and measurement of financial assets;
- IFRS 10, *Consolidated Financial Statements*, builds on existing principles and standards and identifies the concept of control as the determining factor in whether an entity should be included within the consolidated financial statements of the parent company;
- IFRS 11, *Joint Arrangements*, establishes the principles for financial reporting by entities when they have an interest in arrangements that are jointly controlled;
- IFRS 12, *Disclosure of Interest in Other Entities*, provides the disclosure requirements for interests held in other entities including joint arrangements, associates, special purpose entities and other off balance sheet entities;
- IFRS 13, *Fair Value Measurement*, defines fair value, requires disclosure about fair value measurements and provides a framework for measuring fair value when it is required or permitted within the IFRS standards;
- IAS 27, *Separate Financial Statements*, revised the existing standard which addresses the presentation of parent company financial statements that are not consolidated financial statements; and
- IAS 28, *Investments in Associate and Joint Ventures*, revised the existing standard and prescribes the accounting for investments and sets out the requirements for the application of the equity method when accounting for investments in associates and joint ventures.

None of these standards are expected to have a significant effect on the consolidated financial statements of the Company. Only IFRS 9, IFRS 10 and IFRS 13 are applicable to the Company, and will become mandatory for the Company’s fiscal year starting January 1, 2013.

## NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS

For the periods ended June 30, 2011 and 2010

Unaudited - Expressed in Canadian dollars unless otherwise stated.

### 5. Significant Accounting Judgments and Estimates

The preparation of these consolidated financial statements requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities at the date of the financial statements and reported amounts of expenses during the reporting period. Actual outcomes could differ from these estimates. The condensed consolidated interim financial statements include estimates which, by their nature, are uncertain. The impacts of such estimates are pervasive throughout the consolidated financial statements, and may require accounting adjustments based on future occurrences. Revisions to accounting estimates are recognized in the period in which the estimate is revised and the revision affects both current and future periods.

Significant assumptions about the future and other sources of estimation uncertainty that management has made at the statement of financial position date, that could result in a material adjustment to the carrying amounts of assets and liabilities, in the event that actual results differ from assumptions made, relate to, but are not limited to, the following:

- i. the recoverability of mineral properties and exploration and evaluation assets which are included in the condensed consolidated interim statement of financial position;
- ii. the inputs used in accounting for valuation of warrants and options which are included in the condensed consolidated interim statement of financial position;
- iii. the inputs used in accounting for share-based compensation expense in the condensed consolidated interim statement of comprehensive loss;
- iv. the nil provision for asset retirement obligations which is included in the condensed consolidated interim statement of financial position;
- v. the estimated useful life of property, plant and equipment;
- vi. the nil provision for income taxes which is included in the condensed consolidated interim statement of comprehensive income (loss) and composition of deferred income tax assets and liabilities included in the condensed consolidated interim statement of financial position at June 30, 2011; and
- vii. assumptions concerning the fair value of other investments.

### 6. Property, Plant and Equipment

Cost	Land	Office furniture and equipment	Computer equipment	Vehicles	Field equipment	Camp and buildings	Total
Balance January 1, 2010	\$ –	\$ 20,618	\$ 41,080	\$ 103,149	\$ 701,632	\$ –	\$ 866,479
Additions	13,771	15,626	8,138	79,637	–	191,747	308,919
Disposals	–	(20,618)	(41,080)	–	–	–	(61,698)
Balance at Dec. 31, 2010	13,771	15,626	8,138	182,786	701,632	191,747	1,113,700
Additions	–	2,437	6,493	–	–	4,518	13,448
Disposals	–	–	–	(60,843)	–	–	(60,843)
Balance June 30, 2011	\$ 13,771	\$ 18,063	\$ 14,631	\$ 121,943	\$ 701,632	\$ 196,265	\$ 1,066,305

## NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS

For the periods ended June 30, 2011 and 2010

Unaudited - Expressed in Canadian dollars unless otherwise stated.

Amortization and impairment	Land	Office furniture and equipment	Computer equipment	Vehicles	Field equipment	Camp and buildings	Total
Balance January 1, 2010	\$ -	\$ 12,173	\$ 34,994	\$ 81,667	\$ 397,011	\$ -	\$ 525,845
Additions	-	1,267	1,370	18,389	60,924	-	81,950
Disposals	-	(13,440)	(36,364)	-	-	-	(49,804)
Balance at Dec. 31, 2010	-	-	-	100,056	457,935	-	557,991
Additions	-	1,806	1,870	11,570	24,370	19,323	58,939
Disposals	-	-	-	(55,247)	-	-	(55,247)
Balance June 30, 2011	\$ -	\$ 1,806	\$ 1,870	\$ 56,379	\$ 482,305	\$ 19,323	\$ 561,683

Carrying amounts	Land	Office furniture and equipment	Computer equipment	Vehicles	Field equipment	Camp and buildings	Total
At January 1, 2010	\$ -	\$ 8,445	\$ 6,086	\$ 21,482	\$ 304,621	\$ -	\$ 340,634
At December 31, 2010	13,771	15,626	8,138	82,730	243,697	191,747	555,709
At June 30, 2011	13,771	16,257	12,761	65,564	219,327	176,942	504,622

Vehicles and field equipment relate to the Company's exploration activities. During the period ended June 30, 2011, \$55,507 (June 30, 2010 - \$33,758) of amortization was capitalized to exploration and evaluation assets.

### 7. Mineral Properties and Exploration and Evaluation Assets

Mineral properties, and exploration and evaluation assets consist of the following:

	Balance January 1, 2010	2010 Additions	Balance December 31, 2010	2011 Additions	Balance June 30, 2011
<b>Mineral properties</b>					
Neita, Dominican Republic	\$ 283,747	\$ -	\$ 283,747	\$ -	\$ 283,747
Los Guandules, Dominican Republic	340,827	-	340,827	-	340,827
El Carrizal, Dominican Republic	-	-	-	154,456	154,456
	624,574	-	624,574	154,456	779,030
<b>Exploration and evaluation assets</b>					
Neita, Dominican Republic	12,122,388	4,916,913	17,039,301	1,768,847	18,808,148
Los Guandules, Dominican Republic	-	-	-	-	-
	\$ 12,122,388	\$ 4,916,913	\$ 17,039,301	\$ 1,768,847	\$ 18,808,148

#### Neita Property

The Company owns 100% of the exploration rights for gold, silver, zinc, copper and all associated minerals on the Neita Property in the north western Dominican Republic, as well as a sole and exclusive option for the commercial mining of the mineral deposits. In 2006, the regulatory authorities in the Dominican Republic granted the Neita Property exploration concession status. The exploration concession is issued for three years plus two one year extensions after which it must be converted to an exploitation licence which is issued for 75 years at a cost of zero dollars. During 2009, the Company applied for and received a one year extension of the exploration concession, which expired April 24, 2010. During the second quarter of 2010, the Company applied for and received an extension on this concession for an additional year. During the first quarter of 2011, Unigold submitted its application to renew the concession for a three year period.

## **NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS**

*For the periods ended June 30, 2011 and 2010*

Unaudited - Expressed in Canadian dollars unless otherwise stated.

### **Los Guandules**

On February 16, 2004, the Company entered into a definitive agreement with Americana de Explotaciones Mineras, S.R.L. ("Americana"), a Dominican private company, and the shareholders thereof, relating to the acquisition by the Company of the Los Guandules concession in the Dominican Republic. Under the terms of the agreement, in consideration for the payment of United States ("U.S.") \$30,000 (which has been previously paid) and the issue of an aggregate of 330,000 common shares of the Company (issued and valued at \$257,400), the Company has been granted an option to acquire, at its election, the rights of Americana under the Los Guandules concession agreement or all of the shares of Americana for the price of \$1.00 at any time for a period of five years. Americana has extended the option period on the Los Guandules concession for two additional years. The first extension of the option expired on April 26, 2010. During the second quarter of 2010, the Company renewed this option for an additional two years.

### **El Carrizal**

On May 30, 2011, the Company entered into a definitive agreement relating to the acquisition by the Company of an option to acquire the El Carrizal Concession for \$114,456 (U.S. \$120,000) and 400,000 common shares of the Company (issued and valued at \$40,000). The transaction is valued at \$154,456. The option is exercisable at any time until May 30, 2017 for U.S. \$100. The 16,376 hectare El Carrizal Concession lies between the western Neita Concession and the eastern Sabaneta Concession and is contiguous with both.

## **8. Other Investments**

The Company owns asset-backed notes that were issued by Master Asset Vehicle II ("MAV2") and Master Asset Vehicle III ("MAV3") special purpose entities that were created as a result of the restructuring of the Company's previous investment in third party asset-backed commercial paper ("ABCP") having a face value of approximately \$10.2-million. When the ABCP matured but was not redeemed in 2007, it became the subject of a restructuring process that replaced the ABCP with long-term asset backed securities ("New Notes"). The restructuring was completed and the New Notes were issued on January 21, 2009.

During the period ended June 30, 2011, the Company sold all the U.S. \$ denominated MAV3 notes for proceeds of \$189,200. During the period ended June 30, 2011 the Company received \$9,113 on the partial redemption of these notes (June 30, 2010 – \$67,312).

From January 21, 2009 until March 31, 2011, the Company used a valuation methodology to estimate the fair value of the New Notes. An estimated yield required by prospective buyers was determined and then used to calculate the present value of the New Notes using required yield as the discount factor. Using a range of potential discount factors allows the Company to estimate a range of recoverable values.

The best evidence of fair values is provided by quoted prices in active markets. A financial instrument is regarded as quoted in an active market if quoted prices are readily and regularly available from an exchange, dealer, broker, industry group, pricing service or regulatory agency, and those prices represent actual and regularly occurring market transactions on an arm's-length basis. In the latter part of 2010, a secondary market for the New Notes began to develop. In the second quarter of 2011, management believed that the secondary market was well enough established in terms of the number of participants and the volume of transactions that it constituted an active market. Consequently, management changed its valuation method to estimate the fair value of its notes using quoted market values. The change in the estimate resulted in a gain on revaluation of \$2,398,344 in the second quarter.

Having determined that an active market existed, the Company also made the decision to sell its remaining investment in the MAV2 notes. Consequently, the investment was reclassified as current from long-term. Subsequent to the quarter end, the investments were sold in July 2011 for gross proceeds of \$7,414,553.

## NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS

For the periods ended June 30, 2011 and 2010

Unaudited - Expressed in Canadian dollars unless otherwise stated.

	As at		June 30, 2011		December 31, 2010		Maturity Date
		Face Value	Fair Value Estimate	Face Value	Fair Value Estimate		
		Millions		Millions			
Master Asset Vehicle II Notes							
A1 and A2		\$ 8.7	\$ 6.7	\$ 8.7	\$ 5.0		Dec. 2016
B and C		1.2	0.7	1.2	0.2		Dec. 2016
Master Asset Vehicle III Tracking Note		0.0	0.0	0.0	0.0		Sept. 2015
Ineligible Asset Tracking Notes		0.0	0.0	0.3	0.0		Oct. 2016
		<b>\$ 10.2</b>	<b>\$ 7.4</b>	\$ 10.2	\$ 5.2		

### 9. Bank Loan

In 2008, the Company obtained from a senior Canadian bank (the "Bank") a revolving credit facility of up to an amount not exceeding \$7,456,765, in Canadian dollars, and up to an amount not exceeding \$746,487 in U.S. dollars, by way of floating rate advances, to be used to finance the Company's working capital needs. Advances bear interest at the Canadian prime rate less 1% per annum and are due on demand. To secure the repayment of advances made under this credit facility, the Company has granted in favour of the Bank a first-ranking hypothecation of the New Notes described in Note 8. The size of the facility was decreased as the security was redeemed. The original loan was for a three year term with four one year renewals at the option of the bank.

The Company has access to the following credit facilities:

	As at	June 30, 2011	December 31, 2010
<b>Total facilities available</b>			
Secured bank loan in Canadian \$		7,443,789	7,443,789
Secured bank loan in U.S. \$		–	162,071
<b>Total facilities utilized at reporting date</b>			
Secured bank loan in Canadian \$		6,074,615	6,074,615
Secured bank loan in U.S. \$		–	–
<b>Facilities not utilized at reporting date</b>			
Secured bank loan in Canadian \$		1,369,174	1,369,174
Secured bank loan in U.S. \$		–	162,071

At June 30, 2011, the Company had drawn down \$6,074,615 (December 31, 2010 – \$6,074,615) of the Canadian dollar credit facility and has paid \$30,290 in interest for the three months ended June 30, 2011 (June 30, 2010 – \$20,637). No U.S. dollars have been drawn down and the U.S. dollar credit facility was not renewed in the second quarter of 2011.

In the second quarter, the Company received a one year extension of its Canadian dollar facility. Subsequent to the quarter end, the loan was paid off using the proceeds from the sale of the New Notes (Note 8) and the facility was cancelled.

### 10. Equity Attributable to Equity Holders of the Company

#### (a) Common shares

*Authorized, issued and outstanding shares*

Authorized – unlimited number of common shares without par value.

Issued – 149,034,938 common shares.

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

## NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS

For the periods ended June 30, 2011 and 2010

Unaudited - Expressed in Canadian dollars unless otherwise stated.

	Six months ended June 30, 2011		Year ended December 31, 2010	
	Number of shares	Amount	Number of shares	Amount
Balance, beginning of period	148,634,938	\$ 35,129,520	148,634,938	\$ 35,129,520
Mineral property option (Note 7)	400,000	40,000	–	–
Balance, end of period	149,034,938	\$ 35,169,520	148,634,938	\$ 35,129,520

### (b) Warrants

As a result of the \$10,675,150 private placement in December 2009, the Company issued 31,397,500 warrants, and 4,236,050 broker warrants to purchase common shares of the Company at a price of \$0.30 per share until December 1, 2011. A summary of share purchase warrants outstanding and changes during the periods indicated is presented below:

	Six months ended June 30, 2011			Year ended December 31, 2010		
	Number	Weighted average exercise price	Weighted average grant date fair value	Number	Weighted average exercise price	Weighted average grant date fair value
Balance, beginning of period	35,633,550	\$ 0.30	\$ 2,017,547	35,633,550	\$ 0.30	\$ 2,017,547
Issued	–	–	–	–	–	–
Balance, end of period	35,633,550	\$ 0.30	\$ 2,017,547	35,633,550	\$ 0.30	\$ 2,017,547

### (c) Share-based payment reserve

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

	Six months ended June 30, 2011	Year ended December 31, 2010
Balance, beginning of period	\$ 2,401,983	\$ 1,057,133
Share-based compensation – employees	–	1,344,850
Expiry	(250,583)	–
Balance, end of period	\$ 2,151,400	\$ 2,401,983

## 11. Share-Based Payment – Employee Stock Option Plan

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

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

	Six months ended June 30, 2011		Year ended December 31, 2010	
	Number	Weighted average exercise price	Number	Weighted average exercise price
Outstanding, beginning of period	11,720,000	\$ 0.32	4,722,000	\$ 0.44
Granted	–	–	7,085,000	\$ 0.24
Expired	(2,000,000)	0.45	(87,000)	\$ 0.25
Outstanding, end of period	9,720,000	\$ 0.29	11,720,000	\$ 0.32

## NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS

For the periods ended June 30, 2011 and 2010

Unaudited - Expressed in Canadian dollars unless otherwise stated.

As at June 30, 2011, the Company had stock options issued to directors, officers, employees and consultants of the Company as follows:

Exercise Price	Number of Options Outstanding	Weighted Average Remaining Contractual Life - Years	Number of Options Exercisable	Expiry date
\$ 0.80	900,000	0.3	1,600,000	October 2, 2011
\$ 0.25	2,295,000	2.2	3,045,000	September 4, 2013
\$ 0.26	3,825,000	3.6	4,675,000	January 21, 2015
\$ 0.24	500,000	4.3	500,000	October 14, 2015
\$ 0.18	1,900,000	4.4	1,550,000	December 1, 2015
\$ 0.32	9,720,000	3.1	11,370,000	

As at June 30, 2011, there are 5,183,494 options available for grant (December 31, 2010 – 3,143,494). During the three month and six months ended June 30, 31, 2011, no stock options were granted and no share-based compensation expense was recorded (2010 – nil).

### 12. Net Income (Loss) per Share

For the three months ended June 30, 2010, the outstanding stock options and warrants were not included in the computation of the diluted net income (loss) per share because the effect was anti-dilutive.

	Three months ended June 30,		Six months ended June 30,	
	2011	2010	2011	2010
Income (loss) attributable to shareholders	\$ 2,154,602	\$ (341,310)	\$ 1,858,598	\$ (1,607,136)
Weighted average number of shares	148,634,938	148,634,938	148,634,938	148,634,938
Basic income ( loss) per share	\$ 0.01	\$ (0.00)	\$ 0.01	\$ (0.01)
Incremental shares on assumed exercise of options and warrants	–	–	–	–
Weighted average number of shares	148,634,938	148,634,938	148,634,938	148,634,938
Diluted income (loss) per share	\$ 0.01	\$ (0.00)	\$ 0.01	\$ (0.01)

### 13. Related Party Transactions

The Company's related parties as defined by IAS 24, *Related Party Disclosures*, include the Company's subsidiaries (Note 1), the Board of Directors, close family members and enterprises which are controlled by these individuals and key management as well as certain persons performing similar functions.

The remuneration of directors and key management of the Company for the periods ended June 30, 2011 and 2010 was as follows.

	Three months ended June 30,		Six months ended June 30,	
	2011	2010	2011	2010
Aggregate compensation	\$ 142,096	\$ 127,272	\$ 264,589	\$ 247,595
Share-based compensation	–	–	–	983,850
	\$ 142,096	\$ 127,272	\$ 264,589	\$ 1,231,445

The directors and key management were not awarded stock options under the employee share option plan during the three months ended June 30, 2011.

Included in the accounts for the periods ended June 30, 2011 and 2010 are payments made to officers, directors and corporations under the control or significant influence of officers and directors of the Company as follows:

## NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS

For the periods ended June 30, 2011 and 2010

Unaudited - Expressed in Canadian dollars unless otherwise stated.

	Three months ended June 30,		Six months ended June 30,	
	2011	2010	2011	2010
Management services fees paid to corporations controlled by or under significant influence of officers and directors of the Company	\$ 54,000	\$ 58,252	\$ 108,000	\$ 116,505
Travel and business development expenditures paid to a corporation controlled by a director of the Company	–	30,000	–	60,000
Professional fees paid to an officer and director of the Company	12,500	22,000	20,000	45,500
Professional fees paid to a law firm where a director of the Company is also a partner	1,406	9,791	1,406	25,595
	\$ 67,906	\$ 120,043	\$ 129,406	\$ 247,600

Included in other financial assets as at June 30, 2011 was a travel advance in the amount of \$20,000 (December 31, 2010 – \$20,000) to an officer and director of the Company. This balance is non-interest bearing and unsecured with no fixed terms of repayment. These transactions were in the normal course of operations and were measured at the exchange amount which is the amount of consideration established and agreed to by the related parties.

### 14. Supplemental Cash Flow Information

Six months ended June 30,	2011	2010
Income taxes paid	\$ –	\$ –
Change in accrued exploration and evaluation assets	251,576	–
Shares issued to acquire mineral property option (Note 7)	40,000	–
Amortization included in exploration and evaluation assets (Note 6)	55,507	33,758

### 15. Financial Risk Management

The Company's risk exposures and the impact on the Company's financial instruments are summarized below. There have been no changes in the risks, objectives, policies and procedures from the previous period.

#### (a) Credit risk

Credit risk is the risk of loss associated with a counterparty's inability to fulfill its payment obligations. The Company's credit risk is primarily attributable to cash, other receivables, other financial assets and other investments.

Cash is held with a reputable Canadian financial institution, from which management believes the risk of loss to be minimal.

Financial instruments included in other receivables consist of goods and services tax due from the Federal Government of Canada and an advance to an officer of the Company. Other receivables are in good standing as of June 30, 2011. Other financial assets include prepayments and deposits. Management believes that the credit risk concentration with respect to financial instruments included in other receivables and other financial assets is minimal. There is significant credit risk associated with the other investments. The Company has made an impairment provision for possible future losses (Note 8). The other investments were sold subsequent to the quarter end for proceeds equalling the estimated fair market value.

#### (b) Liquidity risk

The Company has in place a planning and budgeting process to help determine the funds required to support the Company's normal operating requirements on an ongoing basis and its capital, administrative, and exploration and

## **NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS**

*For the periods ended June 30, 2011 and 2010*

Unaudited - Expressed in Canadian dollars unless otherwise stated.

evaluation expenditures. The Company 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 June 30, 2011, the Company has working capital of \$2,614,028 (December 31, 2010 – deficit of \$2,629,719). The Company's ability to meet its financial obligations is dependent upon securing financing and the eventual recovery of the ABCP restructured notes, as the Company has approximately \$7.4 million (net of an impairment charge of \$5.0 million) invested in the ABCP restructured notes. The Company has also obtained a credit facility with a senior Canadian bank to finance its current working capital needs (Note 9). The notes were sold subsequent to the quarter end for the carrying value and the loan was retired.

As of June 30, 2011, the Company has a cash balance of \$1,235,862 (December 31, 2010 – \$3,449,396) to settle current accounts payable and accrued liabilities of \$79,949 (December 31, 2010 – \$124,113). The Company's other current assets consist of other receivables of \$62,427 (December 31, 2010 – \$64,361), other financial assets of \$55,750 (December 31, 2010 – \$55,252), and other investments of \$7,414,553 (December 31, 2010 – nil).

See also Note 2 – Going Concern.

### **(c) Market risk**

At the present time, the Company does not hold any interest in a mining property that is in production. The Company'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 Company 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 Company's control.

### **(d) Foreign exchange risk**

The Company's financings are in Canadian dollars. Certain of the Company's transactions with its subsidiary, Unigold Dominicana, S.R.L. are incurred in foreign currencies and are therefore subject to gains or losses due to fluctuations in exchange rates. The Company is therefore subject to foreign exchange risk. As at June 30, 2011, the Company had cash balances of \$158,587 (December 31, 2010 – \$188,385) in U.S. dollars and nil in U.S. dollar ABCP restructured notes (December 31, 2010 – \$287,987).

Sensitivity to a plus or minus 5% change in the foreign exchange rate would have affected the net income by approximately \$8,822 in the three months ended June 30, 2011. The Company does not undertake currency hedging activities to mitigate its foreign currency risk.

### **(e) Interest rate risk**

Interest rate risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Company has cash balances and interest-bearing debt. The Company's current policy is to earn interest on bank balances which approximate rates available from investment-grade short-term deposit certificates issued by its financial institutions. The Company periodically monitors the investments it makes and is satisfied with the creditworthiness of its financial institutions. As of June 30, 2011, interest rate risk is moderate since the Company has interest-bearing instruments based on prime rate and the bankers' acceptance rate.

The majority of the Company's cash and other investments earn interest at fixed rates over the next three to twelve months.

A sensitivity analysis has determined that an interest rate fluctuation of 1% would not have resulted in significant fluctuation in the interest income during the three months ended June 30, 2011. Subsequent to the quarter end, the bank debt was retired which reduced the interest rate risk on the loan.

## NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS

For the periods ended June 30, 2011 and 2010

Unaudited - Expressed in Canadian dollars unless otherwise stated.

### (f) Fair value of financial assets and liabilities

Fair value estimates are made at the statement of financial position date based on relevant market information and information about the financial instrument. These estimates are subjective in nature and involve uncertainties in significant matters of judgment and therefore cannot be determined with precision. Changes in assumptions could significantly affect these estimates.

The book values of the cash, other receivables, other financial assets, and accounts payable and accrued liabilities, approximate their respective fair values due to the short-term nature of these instruments. The fair value of the bank loan approximates carrying value due to the variability of the related interest rate.

At December 31, 2010, the fair value of other investments is estimated based on the expected yield required by a potential investor as the most significant assumption included in the estimate. Based on this exercise the Company estimated the range of potential values was between \$5.2 million and \$6.2 million. At December 31, 2010, the fair value of the Company's Other Investments as disclosed in Note 8, was determined by probability-weighted discounted cash flows considering the best available public information regarding market conditions and other factors that a market participant would consider for such investments. Therefore, the Company's other investments were classified within Level 3 of the fair value hierarchy. At June 30, 2011, the Company changed its method of estimating fair value to one using quoted prices of identical instruments in active markets. Therefore the investments were classified within Level 1 of the fair value hierarchy. The following table presents a reconciliation of changes in the estimated fair value of assets classified as Level 3. The realized gains are recognized in the statement of comprehensive income.

In millions of dollars	Period ended June 30, 2011	Year ended December 31, 2010
Level 3 assets at beginning of period	\$ 5.2	\$ 5.4
Redemptions	-	(0.2)
Transfer out of Level 3	(5.2)	-
Level 3 assets at end of period	\$ 0.0	\$ 5.2

Based on management's knowledge and experience of the financial markets, the Company believes the following movements are "reasonably possible" over a twelve-months:

The Company's other investments are subject to fair value fluctuations. As at June 30, 2011, if the fair value of the other investments had decreased/increased by 10% with all other variables held constant, net income for the three months ended June 30, 2011 would have been approximately \$741,000 higher/lower. Similarly, as at June 30, 2011, reported shareholders' equity would have been approximately \$741,000 lower/higher as a result of a 10% decrease/increase in the fair value of other investments.

The fair values together with the carrying amounts shown in the statement of financial position are as follows:

	As at June 30, 2011		December 31, 2010	
	Carrying Amount	Fair Value	Carrying Amount	Fair Value
Cash	\$ 1,235,862	\$ 1,235,862	\$ 3,449,396	\$ 3,449,396
Other receivables	62,427	62,427	64,361	64,361
Other financial assets	55,750	55,750	55,252	55,252
Other investments (Note 8)	7,414,553	7,414,553	5,217,365	5,217,365
Accounts payable and accrued liabilities	79,949	79,949	124,113	124,113
Bank loan (Note 9)	6,074,615	6,074,615	6,074,615	6,074,615

### (g) Estimation of fair values

The following summarizes the major methods and assumptions used in estimating the fair values of financial instruments reflected in the table:

## **NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS**

*For the periods ended June 30, 2011 and 2010*

Unaudited - Expressed in Canadian dollars unless otherwise stated.

### *Other receivables and other financial assets/accounts payable and accrued liabilities*

For receivables / payables with a remaining life of less than one year, the notional amount is deemed to reflect the fair value.

### *Other investments*

The fair value of the Company's other investments is determined by using available market information.

## **16. Capital Risk Management**

The Company considers its capital structure to consist of equity attributable to equity holders of the Company which at June 30, 2011 was \$22,702,997 (December 31, 2010 – \$20,804,399) and a bank operating loan of \$6,074,615 (December 31, 2010 – \$6,074,615). The Company manages its capital structure and makes adjustments to it, in order to have the funds available to support its exploration and operations activities.

The Company's objective when managing capital is to safeguard the Company's ability to continue as a going concern in order to pursue the exploration of its mineral properties and maximize shareholder returns. The Company satisfies its capital requirements through careful management of its cash resources and by utilizing its existing credit facility or equity issues, as necessary, based on the prevalent economic conditions of both the industry and the capital markets and the underlying risk characteristics of the related assets.

Management reviews its capital management approach on an ongoing basis. In the second quarter, management decided to sell its investments which meant retiring the bank operating loan. The Company is not subject to externally imposed capital requirements.

## **17. Commitments and Contingencies**

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

The Company 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 Company.

### **(b) Environmental matters**

The Company has operated in the mining 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 Company periodically evaluates its obligations under environmental regulations.

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

### **(c) Guarantees**

Unigold Resources Inc., a wholly owned subsidiary, has issued guarantees to the National Bank of Canada in connection with the credit agreement between the bank and Unigold Inc.

### **(d) Contingencies**

The Company is a party to certain management contracts. These contracts contain clauses requiring that \$356,000 be paid upon a change of control of the Company. The Company is party to certain contracts with geologists. These contracts contain clauses requiring bonuses totalling approximately \$20,000 be paid if the contracts are renewed after one year. As the likelihood of these events taking place is not determinable, the contingent payments have not been reflected in these condensed consolidated interim financial statements.

### **(e) Operating contractual obligations**

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

## NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS

For the periods ended June 30, 2011 and 2010

Unaudited - Expressed in Canadian dollars unless otherwise stated.

Year	Total	2011 (6 months)	2012	2013	2014	2015
Management contracts	\$252,000	\$ 252,000	\$ –	\$ –	\$ –	\$ –
Office lease	221,000	24,000	48,000	49,000	50,000	50,000
Services	166,000	157,000	3,000	2,000	2,000	2,000
Drilling contract	97,000	97,000	–	–	–	–
	\$ 736,000	\$ 530,000	\$ 51,000	\$ 51,000	\$ 52,000	\$ 52,000

The Company has entered into a lease for office premises. The lease has an average life of five years (December 31, 2010 – five years) with renewal terms at the option of the lessee at lease payments based on market prices at the time of renewal. There are no restrictions placed upon the lessee by entering into these leases. Payments recognized as non-cancellable operating lease commitments were as follows:

	As at	June 30, 2011	December 31, 2010
Within one year		\$ 48,126	\$ 48,126
After one year but not more than five years		180,890	196,698
More than five years		–	8,253

### 18. Segmented Information

The Company's only activity is mineral exploration and evaluation. All of the Company's land, vehicles, field equipment, and camp and equipment (Note 6) are physically located in the Dominican Republic. All of the Company's exploration and evaluation activities (Note 7) relate to properties in the Dominican Republic.

#### As at and for the period ended June 30, 2011

	Canada	Dominican Republic	Total
Assets	\$ 8,659,058	\$ 20,201,334	\$ 28,860,392
Liabilities	6,154,564	–	6,154,564
Amortization	(3,432)	–	(3,432)
Investment income	40,134	158	40,292
Financing expense	(59,914)	–	(59,914)
Other income (expenses)	1,866,404	(7,805)	1,858,599

#### As at and for the period ended December 31, 2010

	Canada	Dominican Republic	Total
Assets	\$ 8,629,207	\$ 18,376,751	\$ 27,005,958
Liabilities	6,165,558	33,170	6,198,728
Amortization	(2,525)	–	(2,525)
Investment income	21,953	604	22,557
Financing expense	(95,987)	–	(95,987)
Other expenses	(2,515,568)	(79,243)	(2,594,811)

### 19. Transition to IFRS

As stated in the Summary of Significant Accounting Policies (Note 4), the Company has adopted IFRS. The adoption of IFRS has not materially changed the Company's previously reported financial statements prepared under Canadian GAAP, but it has resulted in certain differences in disclosure as compared to Canadian GAAP. IFRS 1 requires the Company to reconcile equity, comprehensive income and cash flows for prior periods. In preparing its opening IFRS consolidated statement of financial position, the Company has adjusted amounts reported previously in financial statements prepared in accordance with Canadian GAAP. An explanation of how the transition from Canadian GAAP to IFRS has affected the Company's financial position, financial performance and

## NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS

For the periods ended June 30, 2011 and 2010

Unaudited - Expressed in Canadian dollars unless otherwise stated.

cash flows is set out in the following tables and the additional notes that accompany the tables. The tables are unaudited.

The policies set out in the Significant Accounting Policies section of the Company's March 31, 2011 condensed consolidated interim financial statements have been applied in preparing the condensed consolidated interim financial statements for the three and six months ended June 30, 2011, and the comparative information presented in these financial statements for the three and six months ended June 30, 2010. The impact of the changes on the consolidated statement of financial position is as follows:

Canadian GAAP accounts	As at June 30, 2010		IFRS accounts ( <i>Note 19 (d)</i> )
	Canadian GAAP	Effect of transition to IFRS	
Current assets			Assets Current assets
Cash	\$ 6,804,577		Cash
Sundry receivables	84,206		Other receivables
Prepaid expenses	49,471		Other financial assets
	6,938,254		
Equipment ( <i>Note 19(c)</i> )	384,829		Non-current assets Property, plant and equipment
Mineral properties	624,574		Mineral properties
Deferred exploration costs ( <i>Note 19(c)</i> )	14,756,811		Exploration and evaluation assets
Other investments	5,291,062		Other investments
	\$ 27,995,530		Total assets
Current liabilities			Liabilities Current liabilities
Accounts payable and accrued liabilities	\$ 411,055		Accounts payable and accrued liabilities
Bank loan	6,074,615		Bank loan
	6,485,670		Total liabilities
Non-controlling interest ( <i>Note 19(a)</i> )	2,831	(2,831)	
Shareholders' Equity			Equity attributable to equity holders of the Company
Common shares	35,129,520		Common shares
Share purchase warrants	2,017,547		Warrants
Contributed surplus ( <i>Note 19(b)</i> )	3,484,397	(1,443,414)	Share-based payment reserve
Deficit ( <i>Note 19(b)</i> )	(19,124,435)	1,443,414	Deficit
	21,507,029		
( <i>Note 19 (a)</i> )		2,831	Non-controlling interest
			21,509,860 Total equity
	\$ 27,995,530		\$ 27,995,530 Total liabilities and equity

The impact of the changes on the consolidated total equity is as follows:

As at	June 30, 2010
Shareholders' equity under Canadian GAAP	\$ 21,507,029
Non-controlling interest	2,831
Total equity under IFRS	\$ 21,509,860

There were no material IFRS conversion adjustments affecting the consolidated statement of comprehensive loss for the three and six months ended June 30, 2010. Certain line descriptions used in the Canadian GAAP statements have been changed to conform to the IFRS presentation.

## NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS

For the periods ended June 30, 2011 and 2010

Unaudited - Expressed in Canadian dollars unless otherwise stated.

### For the three months ended June 30, 2010

Canadian GAAP accounts	Canadian GAAP	Effect of transition to IFRS	IFRS	IFRS accounts (Note 19 (d))
Comprehensive loss for the period	\$ 1,265,826	–	\$ 1,265,826	Total comprehensive loss for the period
Loss per share – basic and diluted	\$ (0.01)		\$ (0.01)	Net loss per share – basic and diluted

### For the six months ended June 30, 2010

Canadian GAAP accounts	Canadian GAAP	Effect of transition to IFRS	IFRS	IFRS accounts (Note 19 (d))
Comprehensive loss for the period	\$ 2,670,766	–	\$ 2,670,766	Total comprehensive loss for the period
Loss per share – basic and diluted	\$ (0.02)		\$ (0.02)	Net loss per share – basic and diluted

There were no material IFRS conversion adjustments affecting the consolidated statement of cash flow for the three and six months ended June 30, 2010. Therefore, no reconciliation has been prepared. Financing expense and investment income were reclassified from cash flows from operating activities to cash flows from financing activities and cash flows from investing activities respectively. Interest paid was previously disclosed as supplementary information.

#### Explanatory Notes

- Non-controlling interest. Under Canadian GAAP, non-controlling interest in the equity of a consolidated affiliate was classified as a separate component between liabilities equity and as a component of net loss the consolidated statement of loss. Under IFRS, non-controlling interest is included as a component of equity separate from the equity of the parent and is not included in net loss, but rather presented as an allocation of net loss.
- Contributed surplus/deficit. Under Canadian GAAP, expenses relating to share-based compensation remained in contributed surplus if the options expired. Expenses relating to warrants were classified as contributed surplus if the warrants expired. Under IFRS, an option exists to reclassify the amounts to deficit. The Company chose this option.
- Exploration and evaluation assets/property, plant and equipment. The Company capitalized all expense relating to exploration and evaluation as permitted under Canadian GAAP. IFRS requires that exploration and evaluation assets be classified either as tangible (IAS 16) or intangible assets (IAS 38) then immediately subjected to a full impairment test. Certain assets acquired in 2010 that were included in exploration and evaluation assets under Canadian GAAP were tangible assets and have been reclassified to property, plant and equipment under IFRS.
- Changes in presentation. Certain line descriptions under Canadian GAAP have been changed to conform to the IFRS presentation. The most significant changes were: equipment became property, plant and equipment, and; deferred exploration became exploration and evaluation assets.

## **Corporate information**

### **Directors**

Jose Acero

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

Dr. Talal A. Al-Shair, Ph.D.

*Principal of Shairco for Trading, Contracting and Industry  
Jeddah, Saudi Arabia*

René Branchaud, LLB <sup>(2)</sup>

*Partner in Lavery, de Billy LLP  
Montreal, Quebec, Canada*

Daniel Danis, M.Sc., P.Geo.

*President & CEO of Unigold  
Laval, Quebec*

Joseph Del Campo, CMA <sup>(1)</sup>

*CFO of First Nickel  
Toronto, Ontario, Canada*

Joseph Hamilton, P.Geo., CFA <sup>(1)(2)(3)</sup>

*Professional Director  
Orono, Ontario, Canada*

Charles Page M.Sc., P.Geo. <sup>(1)(2)</sup>

*President & CEO of Queenston Mining Inc.  
Burlington, Ontario, Canada*

(1) Audit Committee

(2) Compensation, Corporate Governance  
and Nominating Committee

(3) Executive Chairman

### **Officers**

Daniel Danis, M.Sc., P.Geo.

*President & Chief Executive Officer*

John Green, MBA, CMA

*Chief Financial Officer and  
Corporate Secretary*

### **Stock Listing**

TSX Venture Exchange

Tier 2 Company,

Trading Symbol UGD

CUSIP: 141903

### **Auditors**

McGovern, Hurley, Cunningham, LLP,  
Toronto, Ontario

### **Legal Counsel**

Fraser Milner Casgrain LLP,  
Toronto, Ontario

Garcia Campos & Asociados,  
Santo Domingo, Dominican Republic

### **Registrar & Transfer Agent**

Computershare Trust Company of Canada,  
Toronto, Ontario

### **Banker**

National Bank of Canada, Toronto, Ontario

### **Executive Office**

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### **Investor Relations**

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

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