CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS

For the Three months Ended March 31, 2022, and 2021

(Expressed in Canadian Dollars)

NOTICE TO READER

The accompanying unaudited condensed consolidated interim financial statements of Unigold Inc. have been prepared and are the responsibility of the Corporation's management ("Management"). The Corporation's independent auditor has not performed a review of these condensed consolidated interim financial statements in accordance with standards established by the Chartered Professional Accountants of Canada for a review of interim financial statements by an entity's auditor.

CONDENSED CONSOLIDATED INTERIM STATEMENTS OF FINANCIAL POSITION (Unaudited)

(Expressed in Canadian Dollars)

As at	Note	March 31, 2022	December 31, 2021
Assets			
Current assets			
Cash		**$1,345,354**	$3,003,939
Other receivables		**372,925**	320,977
Other financial assets and prepaids		**304,037**	115,798
Total current assets		**2,022,316**	3,440,714
Non-current assets			
Property, plant and equipment	6	**929,522**	918,063
Total assets		**$2,951,838**	$4,358,777
Liabilities			
Current liabilities			
Accounts payable and accrued liabilities		**$495,811**	$374,516
Total liabilities		**495,811**	374,516
Equity attributable to shareholders of the Corporation			
Share capital	8(a)	**72,547,390**	72,547,390
Reserve for warrants	8(b)	**1,789,956**	1,883,971
Reserve for share-based payments	8(c)	**917,486**	864,421
Accumulated deficit		**(72,801,636)**	(71,314,352)
Total equity attributable to shareholders of the Corporation		**2,453,196**	3,981,430
Non-controlling interest		**2,831**	2,831
Total equity		**2,456,027**	3,984,261
Total liabilities and equity		**$2,951,838**	$4,358,777

Nature of operations (note 1)
Going concern (note 2)
Commitments and contingencies (note 13)
Subsequent event (note 15)

Approved on Behalf of the Board of Directors:

s/ Joseph Del Campo
Director

s/ Joseph Hamilton
Director

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

UNIGOLD

CONDENSED CONSOLIDATED INTERIM STATEMENTS OF CHANGES IN SHAREHOLDERS' EQUITY (Unaudited)

(Expressed in Canadian Dollars)

	Share capital		Other reserves		Equity	
	Number of shares	Amount	Warrants	Share-based payments	Accumulated Deficit	Attributable to shareholders
Balance - December 31, 2020	**127,075,293**	**$66,892,807**	**$1,567,459**	**$1,697,134**	**$(64,982,369)**	**$5,175,031**
Grant of options	–	–	–	94,078	–	94,078
Net loss for the period	–	–	–	–	(1,751,146)	(1,751,146)
Balance – March 31, 2021	**127,075,293**	**$66,892,807**	**$1,567,459**	**$1,791,212**	**$(66,733,515)**	**$3,517,963**
Private placements	43,192,350	5,615,005	–	–	–	**5,615,005**
Less share issue costs	–	(186,405)	–	–	–	**(186,405)**
Warrants issued	–	(416,564)	416,564	–	–	**–**
Warrants exercised	3,645,000	642,547	(98,047)	–	–	**544,500**
Grant of options	–	–	–	185,170	–	**185,170**
Expiry of warrants and options	–	–	(2,005)	(1,111,961)	1,113,966	**–**
Net loss for the period	–	–	–	–	(5,694,803)	**(5,694,803)**
Balance - December 31, 2021	**173,912,643**	**$72,547,390**	**$1,883,971**	**$864,421**	**$(71,314,352)**	**$3,981,430**
Expiry of warrants	–	–	(94,015)	–	94,015	–
Vesting of options	–	–	–	53,065	–	53,065
Net loss for the period	–	–	–	–	(1,581,299)	(1,581,299)
Balance – March 31, 2022	**173,912,643**	**$72,547,390**	**$1,789,956**	**$917,486**	**$(72,801,636)**	**$2,453,196**

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

CONDENSED CONSOLIDATED INTERIM STATEMENTS OF LOSS AND COMPREHENSIVE LOSS
(Unaudited)
(Expressed in Canadian Dollars)

For the three months ended March 31,	Note	2022	2021
Operating expenses			
Exploration expenditures	7	**$1,219,976**	$1,325,994
Management compensation	10	**75,317**	67,984
Business development and travel		**28,727**	136,316
Amortization expense		**62,578**	51,735
Share-based compensation expense	8,10	**53,065**	94,078
General and administrative expenses		**32,526**	11,802
Professional and consulting fees		**32,250**	32,605
Listing and shareholder information		**17,677**	14,019
Net loss for the period before the undernoted		**$1,522,116**	$1,734,533
Foreign exchange loss		**60,687**	19,132
Investment income		**(1,504)**	(2,519)
Net loss and comprehensive loss for the period		**$(1,581,299)**	$(1,751,146)
Net loss per share - basic and diluted		**$0.00**	$0.01
Weighted average number of shares outstanding during the period – basic and diluted		**173,912,643**	127,075,293

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

CONDENSED CONSOLIDATED INTERIM STATEMENTS OF CASH FLOWS (Unaudited)

(Expressed in Canadian Dollars)

For the three months ended March 31,	Note	2022	2021
Cash flows from operating activities			
Net loss for the period		**$(1,581,299)**	$(1,751,146)
Adjustments to non-cash items:			
Share-based compensation expense		**53,065**	94,078
Amortization		**62,578**	51,735
		(1,465,656)	(1,605,333)
Working capital adjustments:			
Other receivables		**(188,239)**	105,101
Other financial assets and prepaids		**(51,948)**	141,735
Accounts payable and accrued liabilities		**121,295**	58,455
Net cash flows used in operating activities		**(1,584,548)**	(1,300,042)
Cash flows from investing activities			
Purchase of equipment	6	**(74,037)**	(194,797)
Net cash flows used in investing activities		**(74,037)**	(194,797)
Cash flows from financing activities		–	–
Net increase (decreased) in cash		**(1,658,585)**	(1,494,839)
Cash, beginning of period		**3,003,939**	4,034,564
Cash, end of period		**$1,345,354**	$2,539,725

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

1. Nature of Operations and Basis of Presentation

Nature of operations

Unigold Inc. ("Unigold" or the "Corporation") was incorporated pursuant to the Business Corporations Act (Ontario) on May 9, 1990. The Corporation's corporate head office is located at 401 Bay Street, Suite 2704, P.O. Box 4, Toronto, ON, M5H 2Y4.

Unigold is in the business of exploring its properties in the Dominican Republic ("DR").

Basis of presentation

These condensed consolidated interim financial statements (the "Interim Financial Statements") include the accounts of the Corporation, and its wholly owned subsidiary, Unigold Resources Inc., which is incorporated in Canada under the Canada Business Corporations Act, and its indirectly owned subsidiary, Unigold Dominicana, S.R.L., which is incorporated in the DR. All material intercompany balances and transactions have been eliminated.

2. Going Concern

These Interim Financial Statements have been prepared on a going concern basis. The going concern basis of presentation assumes that the Corporation will continue in operation for the foreseeable future and be able to realize its assets and discharge its liabilities and commitments in the normal course of business. As the Corporation will continue to generate operating losses for the foreseeable future, the Corporation's continuance as a going concern is dependent upon its ability to obtain adequate financing to advance exploration and meet its corporate cost obligations. To address its financing requirements, the Corporation will seek financing through measures that may include joint venture agreements, debt and equity financings, asset sales, and rights offerings to existing shareholders or other financial transactions. In the event that the Corporation is unable to secure future financing, it may not be able to make additional acquisitions or advance exploration, for these reasons, there may exist material uncertainties that cast significant doubt on the ability of the Corporation to continue as a going concern.

It is not possible to predict whether financing efforts will be successful or if Unigold will attain profitable levels of operation. These Interim Financial Statements do not include any adjustments to the carrying values of assets and liabilities and the reported expenses and statement of financial position classification that would be necessary should the Corporation be unable to continue as a going concern and therefore be required to realize its assets and liquidate its liabilities and commitments in other than the normal course of business, and at amounts different from those in the accompanying Interim Financial Statements. These adjustments could be material.

Covid 19

Since March 2020 there has been a continuing global outbreak of COVID-19 (coronavirus), which has had a significant impact on businesses through the restrictions put in place by the Canadian and Dominican Republic governments regarding travel, business operations and isolation/quarantine orders. At this time, it is unknown the extent of the impact the COVID-19 outbreak may have on the Corporation as this will depend on future developments that are highly uncertain and that cannot be predicted with confidence. These uncertainties arise from the inability to predict the ultimate geographic spread of the disease, and the duration of the outbreak, including the duration of travel restrictions, business closures or disruptions, and quarantine/isolation measures that are currently, or may be put, in place by Canada and other countries to fight the virus.

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 Corporation's continued existence is dependent upon the preservation of its interest in the underlying properties, the discovery of economically recoverable reserves, the achievement of profitable operations, or the ability of the Corporation to raise alternative financing, if necessary, or alternatively upon the Corporation's ability to dispose of its interests on an advantageous basis. All of the Corporation's exploration properties are located outside of Canada and are subject to the risk of foreign investment, including increases in taxes and royalties, renegotiation of contracts, currency exchange fluctuations and political uncertainty.

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

4. Summary of Significant Accounting Policies

(a) Statement of compliance

These Interim Financial Statements, including comparatives, have been prepared in accordance with International Accounting Standard ("IAS") 34 - *Interim Financial Reporting,* using the accounting policies consistent with International Financial Reporting Standards ("IFRS") as issued by the IAS Board. These Interim Financial Statements have been prepared on the basis of and using accounting policies, methods of computation and presentation consistent with those applied in consolidated annual financial statements for the year ended December 31, 2021 ("Annual Financial Statements").

The accounting policies applied in these Interim Financial Statements are based on IFRS issued and outstanding as of May 30, 2022, the date the Audit Committee approved these Interim Financial Statements. Any subsequent changes to IFRS that are given effect in the Corporation's Annual Financial Statements could result in restatement of these Interim Financial Statements, including the transition adjustments recognized on changeover to IFRS.

The preparation of Interim Financial Statements in accordance with IAS 34 requires the use of certain critical accounting estimates. It also requires Management to exercise judgment in applying the Corporation's accounting policies. See *note 5*.

(b) Basis of preparation

These Interim Financial Statements are presented in Canadian dollars and are prepared on the historical cost basis. In addition, these Interim Financial Statements are prepared using the accrual basis of accounting except for cash flow information.

(c) New accounting standards

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

(d) **Accounting policies**

The accounting policies applied by the Corporation in these Interim Financial Statements are the same as those applied to the Corporation's Annual Financial Statements for the year ended December 31, 2021, and the corresponding interim reporting period. *Note 4* to the Annual Financial Statements describes the significant accounting policies used by the Corporation. These Interim Financial Statements do not include all the notes of the type normally included in an annual financial report and therefore should be read in conjunction with the Corporation's Annual Financial Statements, as they provide an update of previously reported information.

5. Significant Accounting Judgments and Estimates

The preparation of these Interim 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 Interim Financial Statements include estimates which, by their nature, are uncertain. The impacts of such estimates are pervasive throughout the

(Expressed in Canadian Dollars)

Interim 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 inputs used in accounting for valuation of warrants and options which are included in the condensed consolidated statement of financial position;

ii. the inputs used in accounting for share-based compensation expense in the condensed consolidated interim statement of comprehensive loss;

iii. the nil provision for asset retirement obligations which is included in the condensed consolidated interim statement of financial position;

iv. the estimated useful life of property, plant and equipment; and

v. the existence and estimated amount of contingencies (*note 16*).

6. Property, Plant and Equipment

Cost	**Land**	**Vehicles**	**Field equipment**	**Camp and buildings**	**Total**
Balance Dec. 31, 2020	$13,771	$114,057	$1,353,997	$328,645	$1,810,470
Additions	–	384,594		–	384,594
Balance Dec. 31, 2021	$13,771	$498,651	$1,353,997	$328,645	$2,195,064
Additions	–	74,037	–	–	74,037
Balance March 31, 2022	**$13,771**	**$572,688**	**$1,353,997**	**$328,645**	**$2,269,101**

Amortization	**Land**	**Vehicles**	**Field equipment**	**Camp and buildings**	**Total**
Balance Dec. 31, 2020	$ –	$54,098	$691,167	$279,217	$1,024,482
Amortization	–	108,090	132,906	11,523	252,519
Balance Dec. 31, 2021	$ –	$162,188	$824,073	$290,740	$1,277,001
Amortization	–	31,990	28,611	1,977	62,578
Balance March 31, 2021	**$ –**	**$194,178**	**$852,684**	**$292,717**	**$1,339,579**

Carrying amounts	**Land**	**Vehicles**	**Field equipment**	**Camp and buildings**	**Total**
At December 31, 2020	$13,771	$59,959	$662,830	$49,428	$785,988
At December 31, 2021	$13,771	$336,463	$529,924	$37,905	$918,063
At March 31, 2022	**$13,771**	**$378,510**	**$501,313**	**$35,928**	**$929,522**

(Expressed in Canadian Dollars)

7. Exploration Properties and Exploration and Evaluation Expenditures ("E&E")

Neita Property

The Corporation owns 100% of the exploration rights for gold, silver, zinc, copper and all associated minerals on the Neita Property ("Neita") in the northwestern Dominican Republic, as well as a sole and exclusive option for the commercial mining of the mineral deposits. See note 13(f) regarding net smelter return commitment.

Permits

In early 2022, the Corporation submitted an application to convert a part of the Candelones Concession to a Mineral Exploitation (Mining) permit. The Corporation's long-term objective is to establish sustainable operations within the Neita Concession for the benefit of all stakeholders. The application passed a review and the Corporation moved to the next phase of the application process with the publication of the application details in the national press with a request for public comment. The second publication of the application details has been completed with no material comments received to date from the public. The comment period is open until approximately June 5, 2022.

The property is subject to ongoing renewal and application processes.

E&E

The following table is a cumulative breakdown of the E&E expenditures incurred during the three-month periods ended March 31, 2022 and 2021:

As at March 31,	2022	2021
Geology/Field		
Consulting (contract geologists and other technical specialists)	**$241,898**	$316,242
Camp and field expense (including geochemistry and geophysics)	**179,463**	119,505
Wages and salaries	**120,504**	104,313
Drilling (including supplies and logistics expenses)	**118,630**	273,925
Travel, domestic and international	**13,342**	1,454
Environment	**9,063**	106,251
Community Relations	**6,404**	34,397
Technical studies/Analysis		
Laboratory analysis	**191,269**	102,911
Financial/Administrative Support		
Project management including Country Director	**230,408**	40,667
Taxes and duties	**24,083**	187,612
Other G&A, legal, depreciation	**84,912**	38,717
Balance	**$1,219,976**	$1,325,994

(Expressed in Canadian Dollars)

8. Equity Attributable to Equity Holders of the Corporation

(a) Common shares

Authorized – The Corporation is authorized to issue an unlimited number of common shares with no par value.

Issued and outstanding common shares of the Corporation at March 31, 2022 and December 31, 2021 is **173,912,643.**

There were no share issuances during the three months ended March 31, 2022 and 2021.

(b) Reserve for share purchase warrants

i. On August 10, 2021, Unigold closed a non-brokered private placement of 25,192,350 units of the Corporation at a price of $0.13 per unit for gross proceeds pf $3,275,005. In connection with this Offering, the Corporation issued 12,596,175 warrants. Each warrant entitles the holder thereof to purchase one common share of the Corporation at an exercise price of $0.30 at any time prior to August 10, 2023. The Corporation has the right to accelerate the expiry date of the 2021 August Warrants on notice to the holders if the closing price of the Common Shares is higher than $0.60 per Common Share for more than 20 consecutive trading days at any time after December 11, 2021. The fair values of the 2021 August Warrants was estimated at the date of issuance using the Black-Scholes option-pricing model with the following assumptions:

	2021 August Warrants
Exercise price	$0.30
Expected life	2 years
Total fair value assigned	$322,549
Expected volatility	77.34%
Risk-free rate	0.47%
Expected annual dividend	Nil
Grant date fair value	$0.025

ii. On October 6, 2021, Unigold closed a non-brokered private placement of 18,000,000 units of the Corporation at a price of $0.13 per unit for gross proceeds of $2,340,000. In connection with this Offering, the Corporation issued 18,000,000 warrants. Each warrant entitles the holder thereof to purchase one common share of the Corporation at an exercise price of

(Expressed in Canadian Dollars)

$0.15, at any time prior to February 7, 2022. The fair value of the warrants was estimated at the date of issuance using the Black-Scholes option-pricing model with the following assumptions:

	2021 October Warrants
Exercise price	$0.15
Expected life	0.34 years
Total fair value assigned	$94,015
Expected volatility	60%
Risk-free rate	0.52%
Expected annual dividend	Nil
Grant date fair value	$0.005

At February 7, 2022, the warrants expired, unexercised.

iii. During the year ended December 31, 2021:

a) warrant holders exercised 3,600,000 warrants for cash proceeds of $540,000;

b) finder warrant holders exercised 45,000 warrants for cash proceeds of $4,500; and

c) 75,000 warrants expired, unexercised.

The following table summarizes the Corporation's warrants and finder warrants activity for the year ended December 31, 2021 and the three months ended March 31, 2022:

	Number of warrants	**Weighted average exercise price ($)**	**Weighted average grant date fair value ($)**
Balance - December 31, 2020	**22,261,637**	**0.26**	**$1,567,459**
Expiry of 2019 Offering Warrants	(75,000)	(0.15)	(2,005)
Exercise of 2019 Offering Warrants	(3,600,000)	(0.15)	(96,351)
Exercise of 2019 Finder Warrants	(45,000)	(0.10)	(1,696)
2021 August Offering Warrants	12,596,175	0.30	322,549
2021 October Offering Warrants	18,000,000	0.15	94,015
Balance - December 31, 2021	**49,137,812**	**0.24**	**$1,883,971**
Expiry of 2021 October Offering Warrants	(18,000,000)	(0.15)	(94,015)
Balance – March 31, 2022	**31,137,812**	**0.29**	**$1,789,956**

(Expressed in Canadian Dollars)

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

Exercise Price	Number of Warrants Outstanding	Weighted Average Remaining Contractual Life - Years	Expiry Date
$0.30	16,629,167	0.48	June 23, 2022
$0.18	1,912,470	0.48	June 23, 2022
$0.30	12,596,175	1.61	August 10, 2023
	31,137,812		

(c) Reserve for share-based payments

The Corporation has a stock option plan (the "Plan"), the purpose of which is to attract, retain and motivate management, staff and consultants by providing them with the opportunity, through share options, to acquire a proprietary interest in the Corporation and benefit from its growth. The maximum number of options to be issued under the Plan shall not exceed 10% of the total number of common shares issued and outstanding. The options are non-transferable and may be granted for a term not exceeding five years. The exercise price of the options shall be determined by the board of directors on the basis of the market price of the common shares, subject to all applicable regulatory requirements.

i. On February 5, 2021, the Corporation granted 1,000,000 stock options to employees of Unigold Dominicana S.R.L. Each stock option allows the holder to acquire one common share of the Corporation at an exercise price of $0.30 for up to five years from the grant date. The options vest as set out below. The options are estimated to have a fair value of $215,062 on the grant date, using the Black-Scholes option pricing model based on the following assumptions:

Grant date	February 5, 2021
Number of options	1,000,000
Exercise price	$0.30
Total fair value	$215,062
Vesting periods	25% every six months commencing August 5, 2021
Expected life	5 years
Expected volatility	95.32%
Risk-free rate	0.48%
Expected annual dividends	$nil
Expected forfeitures	Nil
Grant date fair value	$0.22

(Expressed in Canadian Dollars)

During the three months ended March 31, 2022, a total of $20,762 has been recorded as share- based compensation expense and to March 31, 2022 a total of $179,500 has been cumulatively recorded for the fair value of these vested options.

ii. On June 1, 2021, the Corporation granted 200,000 stock options to a new director. Each stock option allows the holder to acquire one common of the Corporation at an exercise price of $0.22 for up to five years from the grant date. The options vested on the date of grant. The options are estimated to have a fair value of $41,770 on the grant date, using the Black-Scholes option pricing model based on the following assumptions:

Grant date	June 1, 2021
Number of options	200,000
Exercise price	$0.22
Total fair value	$41,770
Vesting	Immediately
Expected life	5 years
Expected volatility	120.52%
Risk-free rate	1.35%
Expected annual dividends	$nil
Expected forfeitures	Nil
Grant date fair value	$0.18

iii. On December 1, 2021, the Corporation granted 1,050,000 stock options to a new officer. Each stock option allows the holder to acquire one common of the Corporation at an exercise price of $0.15 for up to five years from the grant date. The options vest 33% every six months commencing June 1, 2022. The options are estimated to have a fair value of $79,103 on the grant date, using the Black-Scholes option pricing model based on the following assumptions:

Grant date	December 1, 2021
Number of options	1,050,000
Exercise price	$0.15
Total fair value	$79,103
Vesting	33% every six months
Expected life	5 years
Expected volatility	122.54%
Risk-free rate	1.42%
Expected annual dividends	$nil
Expected forfeitures	Nil
Grant date fair value	$0.08

(Expressed in Canadian Dollars)

During the three months ended March 31, 2022, a total of $32,303 has been recorded as share- based compensation expense and to March 31, 2022 a total of $40,810 has been cumulatively recorded for the fair value of these vested options.

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

	Number of options	**Weighted average exercise price**
Balance, December 31, 2020	**9,796,000**	**$0.29**
Expired (granted 2020)	(4,500,000)	(0.34)
Expired (granted 2015)	(1,500,000)	(0.35)
Granted	1,000,000	0.30
Granted	200,000	0.22
Granted	1,050,000	0.15
Balance, December 31, 2021 and March 31, 2022	**6,046,000**	**$0.22**

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

	Three months ended March 31, 2022	Year ended December 31, 2021
Balance, beginning of year	**$864,421**	$1,697,134
Expired – transferred to deficit	—	(1,111,961)
Granted and vesting of options	53,065	279,248
Balance, end of year	**$917,486**	$864,421

(Expressed in Canadian Dollars)

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

Exercise Price	Number of Options Outstanding	Weighted Average Remaining Contractual Life – Years	Number of Options Exercisable	Expiry Date
$0.34	1,500,000	0.74	1,500,000	September 28, 2022
$0.20	1,950,000	2.73	1,950,000	September 25, 2024
$0.23	196,000	2.92	196,000	December 6, 2024
$0.15	150,000	3.17	150,000	March 4, 2025
$0.30	1,000,000	4.10	250,000	February 5, 2026
$0.22	200,000	4.67	200,000	June 1, 2026
$0.15	1,050,000	4.92	—	December 1, 2026
	6,046,000	**2.41**	**4,246,000**	

9. Net Loss per Share

For the three months ended March 31, 2022 and 2021, the weighted average number of common shares outstanding was 173,912,643 (2021 – 127,075,293) and the effect of outstanding stock options and warrants on loss per share was anti-dilutive. As such, the effect of outstanding stock options and warrants used to calculate the diluted loss per share has not been disclosed for the periods presented.

10. Related Party and Transactions and Key Management Compensation

a) Related Party Transactions

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

(Expressed in Canadian Dollars)

During the three months ended March 31, 2022 and 2021, the Corporation entered into the following transactions with a related party:

Three months ended March 31,	**2022**	2021[(2)]
Compensation paid to a company controlled by a key management person [(1)]	**$—**	$16,319

(1) A total of $16,319 (2020 - $177,500) was paid to a company ("Hanson") controlled by the V.P. Exploration for technical services provided by the employees of Hanson.

(2) An officer of the Corporation subscribed for 101,700 Units of the 2021 August Offering

This transaction was conducted in the normal course of operations.

b) Key Management

Effective January 1, 2020, the Corporation retained Grove Capital Services ("Grove") to provide issuer services including: those provided by the Chief Financial Officer ("CFO") and Corporate Secretary, and corporate communications and administration assistance (the "Services").

The following is the compensation recorded for Key Management, the aggregate of which was paid to individuals, personal management corporations and Grove, during the three months ended March 31, 2022, and 2021:

Three months ended March 31,	**2022 (1)**	2021
Management and directors' fees	**$87,000**	$68,984
Exploration expenditures	**177,125**	24,000
Share-based compensation	**53,065**	–
	$317,190	$92,984

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

Included in accounts payable and accrued liabilities at March 31, 2022 is $13,541 due and owing to Key Management for unpaid directors' fees and reimbursable expenses.

11. Financial Risk Management

The Corporation's risk exposures and the impact on the Corporation's financial instruments are summarized below. There have been no changes in the risks, objectives, policies and procedures during the three months ended March 31, 2022, and 2021.

(a) Credit risk

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

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

Financial instruments included in other receivables consist of sales tax due from the Federal Government of Canada. Other receivables are in good standing as of March 31, 2022. Management believes that the credit risk concentration with respect to financial instruments included in other receivables is minimal.

(b) Liquidity risk

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

As at March 31, 2022 the Corporation has working capital of $1,526,505 (December 31, 2021 - $3,066,198) and cash balance of $1,345,354 (December 31, 2021 - $3,003,939) to settle current accounts payable and accrued liabilities of $495,811 (December 31, 2021 - $374,516). The Corporation's other current assets consist of other receivables of $372,925 (December 31, 2021– $320,977) which is principally HST and other financial assets and prepaid expenses of $304,037 (December 31, 2021 – $115,798). Management believes the Corporation's liquidity risk to be low.

(c) Market risk

At the present time, the Corporation does not hold any interest in a mining property that is in production. The Corporation's viability and potential success depends on its ability to develop, exploit, and generate revenue from the development of mineral deposits. Revenue, cash flow, and profits from any future mining operations in which the Corporation is involved will be influenced by precious and/or base metal prices and by the relationship of such prices to production costs. Such prices can fluctuate widely and are affected by numerous factors beyond the Corporation's control.

(d) Foreign exchange risk

The Corporation's financings are in Canadian dollars. Certain of the Corporation's subsidiary Unigold Dominicana, S.R.L.'s activities are incurred in U.S. dollars (USD) and Dominican Pesos (DOP) and are therefore subject to gains or losses due to fluctuations in exchange rates. The Corporation is therefore subject to foreign exchange risk. As at March 31, 2022, the Corporation had foreign cash balances in the Canadian equivalent of $70,556 (December 31, 2021 – $75,218) and trade payables of $40,424 (December 31, 2021 – $23,852). Sensitivity to a plus or minus 5% change in the foreign exchange rate would have resulted in a decease in the net assets of the Corporation in the amount of $1,506 at March 31, 2022 ($2,568 at December 31, 2021). The Corporation 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 Corporation's current policy is to earn interest on investment-grade short-term deposit certificates issued by its financial institutions. The Corporation periodically monitors the investments it makes and is satisfied with the creditworthiness of its financial institutions. As of March 31, 2022, interest rate risk is minimal since the Corporation has no interest-bearing debt instruments.

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 March 31, 2022.

(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 cash, other receivables, and accounts payable and accrued liabilities approximate their respective fair values due to the short-term nature of these instruments.

12. Capital Risk Management

The Corporation considers its capital structure to consist of share capital, warrants and share- based payments reserves and accumulated deficit. Equity attributable to shareholders of the Corporation at March 31, 2022 is $2,453,196 (December 31, 2021 - $3,981,430). The Corporation manages its capital structure and makes adjustments to it, in order to have the funds available to support its exploration and corporate activities.

The Corporation's objective when managing capital is to safeguard the Corporation's ability to continue as a going concern in order to pursue the exploration of its exploration properties and maximize shareholder returns. The Corporation satisfies its capital requirements through careful management of its cash resources and by 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. The Corporation and its subsidiaries are not subject to externally imposed capital requirements other than the capital requirements of the TSX Venture Exchange which requires adequate working capital or financial resources of the greater of (i) $50,000 and (ii) an amount required in order to maintain operations and cover general and administrative expenses for a period of 6 months. At March 31, 2022 Management believes the Corporation is compliant with Policy 2.5 of the TSX Venture Exchange.

13. Commitments and Contingencies

(a) Legal proceedings

The Corporation and its entities are party to certain legal proceedings arising in the ordinary course of business. In the opinion of Management, there are no current legal proceedings or other claims outstanding, which, on final disposition, could have a material adverse effect on the financial position of the Corporation.

(b) Environmental matters

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

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

(c) Guarantees

The Corporation has no guarantees outstanding.

(Expressed in Canadian Dollars)

(d) Contingencies

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

Operating contractual and payroll obligations

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

	Total	2022	2023	2024	2025	2026
Management fees	**$852,500**	$852,500	$–	$–	$–	$–
Geology	**256,250**	256,250	–	–	–	–
Severance (DR)	**220,305**	220,305	–	–	–	–
Directors	**131,667**	131,667	–	–	–	–
Corporate services	**84,000**	84,000	–	–	–	–
Office lease	**$4,000**	$4,000	–	–	–	–
	$1,548,722	$1,548,722	$–	$–	$–	$–

<u>Management Fees</u>

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

<u>Exploration Staff (non-resident) and Employees' Severance (DR)</u>

i. If qualified personnel are not available in the DR, Unigold may retain non-resident geologists and other contractors to staff the exploration programs.

ii. The Dominican Republic has laws requiring severance payments if employees are terminated. At March 31, 2022, the total liability is approximately CAD$220,305 (December 31, 2021 - $178,326). This figure changes subject to fluctuating foreign exchange rates and the number of employees hired. As the likelihood of the terminations taking place is not determinable, the contingent payments have not been recorded in the Interim Financial Statements.

<u>Directors' Fees</u>

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

Corporate Services Agreement

Since January 2020, the Corporation has retained Grove Corporate Services Ltd. (“Grove”). Grove is a private company that provides CFO and Corporate Secretarial consulting services, corporate communications and administrative services to the Corporation, at a monthly cost of $7,000 (2020 to 2021-$7,000). This is an annual, renewable agreement which may be terminated by the Corporation with 90 days’ written notice provided to Grove of the Corporation’s intention to terminate the agreement. See note 10 – *Related Party Transactions*.

OTHER

Technical contracts

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

2015 Private Placement Rights and Options

In connection with the 2015 private placement, an investment agreement was signed which gives Osisko Gold Royalties Ltd. (“Osisko”) certain rights as long as Osisko continued to hold Unigold shares equal to at least

10% of the issued and outstanding Unigold shares on a non-diluted basis. Osisko dropped below 10% ownership based on the June 23, 2020, financing. As a result, many of the rights granted to Osisko in the 2015 placement have terminated. Osisko continues to hold an option to purchase a 2% net smelter return ("NSR") royalty on Unigold's Neita property for a consideration of $2,000,000, exercisable 90 days following the delivery of a feasibility study.

Once exercised, Unigold will have the right to repurchase a 1% NSR (being 50% of the 2% NSR held by Osisko) for $1,000,000 until 90 days following the achievement of commercial production.

14. Segmented Information

The Corporation’s only activity is mineral exploration and evaluation. All of the Corporation’s land, vehicles, field equipment, and camp and buildings (see note 6) are physically located in the Dominican Republic. All of the Corporation’s exploration and evaluation activities referred to in note 7 relate to properties in the Dominican Republic.

(Expressed in Canadian Dollars)

	As at and for the three months ended March 31, 2022		
	Canada	**Dominican Republic**	**Total**
	$	**$**	**$**
Assets	**1,756,510**	**1,195,328**	**2,951,838**
Liabilities	**446,705**	**49,106**	**495,811**
Investment income	**(1,504)**	–	**(1,504)**
Exploration expenses	**96,103**	**1,123,873**	**1,219,976**
G&A and other expenses	**219,982**	**141,341**	**361,323**

	As at and for the three months ended March 31, 2021		
	Canada	Dominican Republic	Total
	$	$	$
Assets	2,276,414	1,410,159	3,686,573
Liabilities	77,414	88,365	165,779
Investment income	(2,519)	–	(2,519)
Exploration expenses	92,000	1,233,994	1,325,994
G&A and other expenses	367,591	57,561	425,152

15. Subsequent event

At the Annual General Meeting of Shareholders held on May 26, 2022, the shareholders of the Corporation approved the adoption of a both a restricted share unit plan and a deferred share unit plan.