

**ANNUAL INFORMATION FORM**



**FOR THE FISCAL YEAR ENDED DECEMBER 31, 2020**

**JUNE 15, 2021**

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## CAUTIONARY NOTE REGARDING FORWARD-LOOKING STATEMENTS

This annual information form (the "AIF") contains or incorporates by reference "forward-looking statements" within the meaning of applicable Canadian securities legislation. Except for statements of historical fact relating to the Corporation (as defined herein), information contained herein constitutes forward-looking statements, including any information as to the Corporation's strategy, plans or future financial or operating performance. Forward-looking statements are often, but not always, identified by the use of words such as "seek", "anticipate", "plan", "continue", "estimate", "expect", "may", "will", "project", "predict", "potential", "targeting", "intend", "could", "might", "should", "believe" and other similar words or statements that certain events or conditions "may" or "will" occur. Forward-looking statements are 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 statements. Information concerning the interpretation of drill results, mineral resource and reserve estimates and capital cost estimates may also be deemed as forward-looking statements as such information constitutes a prediction of what mineralization might be found to be present and how much capital will be required if and when a project is actually developed. These statements involve known and unknown risks, uncertainties and other factors that may cause actual results or events to differ materially from those anticipated in such forward-looking statements. The Corporation believes that the expectations reflected in those forward-looking statements are reasonable, but no assurance can be given that these expectations will prove to be correct and such forward-looking statements included in this AIF should not be unduly relied upon. These statements speak only as of the date of this AIF. Actual results and developments are likely to differ, and may differ materially, from those expressed or implied by the forward-looking statements contained in this AIF.

Such statements are based on a number of assumptions which may prove to be incorrect, including, but not limited to, assumptions about availability of skilled labour, equipment, and materials; the potential of the Corporation's properties to contain economic metals deposits; the Corporation's ability to meet its working capital needs for the twelve-month period ending December 31, 2021 and the plans, costs, timing and capital for future exploration and development of the Corporation's property interests in the Dominican Republic.

These forward-looking statements involve risks and uncertainties relating to, among other things, changes in market conditions, risks associated with the impact of COVID-19 on the Corporation's operations and business, 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 the Corporation 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 or referred to in the Corporation's annual Management's Discussion and Analysis filed with the securities regulatory authorities in all of the Corporation's reporting jurisdictions in Canada and available at [sedar.com](http://sedar.com). Actual results may differ materially from those expressed or implied by such forward-looking statements. Factors that could cause actual results to differ materially include, but are not limited to, the risk factors incorporated by reference herein. See "*3.2 Risk Factors*". Although the Corporation has attempted to identify important factors that could cause actual actions, events or results to differ materially from those described in forward-looking statements, 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 statements will prove to be accurate, as actual results and future events could differ materially from those anticipated in such statements. Investors and others who base themselves on the Corporation's forward-looking statements should carefully consider the above factors as well as the uncertainties they represent and the risk they entail. The Corporation also cautions readers not to place undue reliance on these forward-looking statements. Moreover, these forward-looking statements may not be suitable for establishing strategic priorities and objectives, future strategies or actions, financial objectives and projections other than those mentioned above. The forward-looking information contained herein is presented for the purpose of assisting investors in understanding the Corporation's expected financial and operational performance and the Corporation's plans and objectives and may not be appropriate for other purposes.

## CURRENCY AND EXCHANGE RATE INFORMATION

In the AIF, unless otherwise indicated, all references to "\$" or "dollars" refer to Canadian dollars.

## TECHNICAL INFORMATION

The scientific and technical information contained in this AIF relating to the Neita Concession is supported by the Corporation's most recent technical report titled "NI 43-101 F1 Technical Report, Updated Mineral Resource Estimate and Preliminary Economic Assessment for the Oxide Portion of the Candelones Project, Neita Concession, Dominican Republic" dated May 31, 2021 (effective date of May 10, 2021) (the "**Technical Report**"), prepared by William J. Lewis, Ing. Alan San Martin, Richard M. Gowans, Chris Jacobs and Nigel Fung (collectively, the "**Technical Report Authors**").

The Technical Report is subject to certain assumptions, qualifications and procedures described therein. The conclusions in the Technical Report are based upon information provided by Unigold (as defined below) throughout the course of investigations by the Technical Report Authors, which in turn reflect various technical and economic conditions existing at the time of preparing the Technical Report. Given the nature of the exploration, mining development, and production business, these conditions can change significantly over relatively short periods of time. Reference should be made to the full text of the Technical Report, which has been filed with Canadian securities regulatory authorities pursuant to National Instrument 43-101 – *Standards of Disclosure for Mineral Projects* ("**NI 43-101**") and is available electronically on SEDAR ([www.sedar.com](http://www.sedar.com)) under Unigold's issuer profile. The Technical Report is incorporated by reference in this AIF.

William J. Lewis, Ing. Alan J. San Martin, Richard M. Gowans, Chris Jacobs and Nigel Fung are "qualified persons" as defined in NI 43-101.

## CORPORATE STRUCTURE

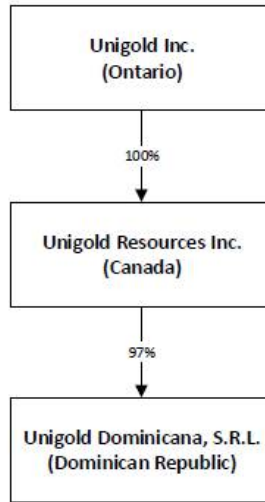
### Incorporation

Unigold Inc. ("**Unigold**" or the "**Corporation**") 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 May 1, 1992 the Corporation amended its articles to split its common shares on the basis of five new common shares for each issued common share and further amended its articles on September 24, 1995 to consolidated its common shares on the basis of one new common share for each 10 issued common shares and to reduce its stated capital account for its common shares by \$224,838. 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 head office of Unigold is located at 401 Bay Street, Suite 2704, P.O. Box 4, Toronto, ON, M5H 2Y4. The registered office of Unigold is located at One First Canadian Place, 100 King Street West, Suite 3400, Toronto, Ontario, M5X 1A4.

### Intercorporate Relationships

The corporate structure of Unigold as at the date of this AIF is set forth in the chart below.



## GENERAL DEVELOPMENT OF THE BUSINESS

### Three Year History

The following is a summary of the Corporation's development over the three most recently completed financial years.

#### *2018 Developments*

##### *Director Appointment*

On January 3, 2018, the Corporation announced that Mr. Normand Tremblay joined its Board of Directors.

##### *Warrant Extension*

On May 2, 2018, the Corporation announced that it extended the exercise period for 16,000,000 outstanding share purchase warrants from May 25, 2018 to May 25, 2019. Each warrant was exercisable to acquire one Common Share at a price of \$0.45.

##### *Exploration Concession Granted in the Dominican Republic*

On May 22, 2018, the Corporation announced that Ministry of Energy and Mines of the Dominican Republic granted the Corporation the Neita Fase II Exploration Concession. The concession is valid for a three-year period after which there is a possibility for two additional one-year extensions. The approved concession has a 21,031 hectare footprint.

##### *Approval of Environmental Permit for Neita Concession*

On November 2, 2018, the Corporation announced that the Environmental Permit for the Corporation's Neita Fase II Exploration Concession was approved by the Minister of the Environment of the Dominican Republic. The issue of this permit allowed active exploration of the Neita Concession to resume.

##### *Completion of Oxide Test Pit Program*

On December 20, 2018, the Corporation announced the completion of a surface test pit program at the Neita Concession.

## ***2019 Developments***

### *Results of Oxide Test Pit Program*

On February 11, 2019, the Corporation announced the analytical results of the oxide test pit program at the Neita Concession. The Corporation completed a total of thirty one test pits to evaluate the oxide resource potential at the Candelones Main and Candelones Connector deposits. A total of eleven verification test pits, at or immediately adjacent to historical drill holes, suggest an increase in grade relative to the drill hole results. Results from twenty exploration pits suggest that the oxide mineralization remains open to the south and west and further exploration was warranted to establish the limit of the oxide mineralization.

### *Director Appointment*

On July 8, 2019, the Corporation announced that Mr. Jean-Marc Lacoste was appointed to its Board of Directors.

### *Closing of Private Placement*

On September 19, 2019, the Corporation announced that it closed a private placement of 32,500,000 units of the Corporation at a price of \$0.10 per unit for gross proceeds of \$3,250,500 (the "**2019 Offering**"). Each unit consisted of one Common Share and one-half of one Common Share purchase warrant (each whole Common Share purchase warrant, a "**2019 Warrant**"). Each 2019 Warrant entitled the holder thereof to purchase one Common Share at an exercise price of \$0.15 at any time prior to September 18, 2021. The Corporation has the right to accelerate the expiry date of the 2019 Warrants on notice to the holders of 2019 Warrants if the closing price of the Common Shares on a stock exchange in Canada is higher than \$0.30 per Common Share for more than 20 consecutive trading days at any time after January 19, 2020. Certain insiders of the Corporation subscribed for units under the 2019 Offering.

In connection with the closing of the private placement, the Corporation issued an aggregate of 1,341,000 warrants and paid an aggregate of \$135,900 in cash to various finders.

The proceeds from the 2019 Offering were to be used to fund the Corporation's continued exploration and development of its gold assets in the Dominican Republic, and for general working capital purpose.

### *Management Change*

On September 26, 2019, the Corporation announced that Joseph Hamilton was appointed Chairman and Chief Executive Officer of the Corporation effective October 1, 2019. Mr. Hamilton replaced Joseph Del Campo, the Interim President and Chief Executive Officer. Mr. Del Campo remained on the Board of Directors. Mr. Charles Page was appointed Lead Director.

### *Grant of Stock Options to Board and Management*

On September 26, 2019, the Corporation announced that the Board of Directors granted, in aggregate, 2,550,000 stock options to members of the board and management. The options have an exercise price of \$0.20 and a term of five years.

### *Grant of Stock Options to Consultants of the Corporation*

On December 9, 2019, the Corporation announced that it granted to its consultants a total of 250,000 stock options, each such option entitling the holder to purchase one Common Share at a price of \$0.23 for a period of five years. These stock options vested immediately following the grant date and are governed by the terms and conditions of the Corporation's stock option plan.

## ***2020 Developments***

### *Management Change*

On March 6, 2020, the Corporation announced the retirement of Mr. John Green as Chief Financial Officer of the Corporation ("**CFO**"), and the appointment of Ms. Donna McLean as the new CFO.

The Corporation also retained Grove Corporate Services Ltd. ("**Grove**") to provide administrative and corporate secretarial support. The Corporation announced that Grove's Ms. Helga Fairhurst was appointed as the Corporate Secretary of the Corporation.

### *Grant of Stock Options to Management and Consultants*

On March 6, 2020, the Corporation announced that it granted, in aggregate, 150,000 stock options to members of management and consultants. The options have an exercise price of \$0.15, a term of five years and vest over various periods.

### *Phase 1 Metallurgical Study Results Announced*

On May 14, 2020, the Corporation announced completion of the Phase 1 Metallurgical Studies of high-grade composite sulphide samples collected from the Candelones deposits on the Neita Concession. Results indicated variable gold recoveries between 30% and 85% from Candelones Extension sulphide mineralization using conventional recovery processes.

### *Closing of Private Placement*

On June 24, 2020, the Corporation announced the closing of a private placement of 33,333,334 units of the Corporation at a price of \$0.18 per unit for gross proceeds of approximately \$6,000,000 (the "**2020 Offering**"). Each unit consisted of one Common Share and one-half of one Common Share purchase warrant (each whole Common Share purchase warrant, a "**2020 Warrant**"). Each 2020 Warrant entitles the holder thereof to purchase one Common Share at an exercise price of \$0.30 at any time prior to June 23, 2022. The Corporation has the right to accelerate the expiry date of the 2020 Warrants on notice to the holders of 2020 Warrants if the closing price of the Common Shares on a stock exchange in Canada is higher than \$0.60 per Common Share for more than 20 consecutive trading days at any time after October 23, 2020.

In connection with the closing of the 2020 Offering, the Corporation paid an aggregate of \$327,154 in cash and issued an aggregate of 1,949,520 finder warrants to various finders in connection with the 2020 Offering. Each finder warrant entitles the holder thereof to purchase one Common Share at an exercise price of \$0.18 at any time prior to June 23, 2021, subject to the right of the Corporation to accelerate the expiry on the same terms as the 2020 Warrants. Finder's fees were payable to a group of financial advisors led by Clarus Securities Inc.

The net proceeds from the 2020 Offering were to be used to fund the Corporation's continued exploration and development on its Neita Concession, and for general working capital purposes.

### *Updated Mineral Resource Estimate for Candelones Oxide Project*

On August 27, 2020, the Corporation provided an updated mineral resource estimate for the Candelones Project.

### *Commencement of OTCQX Trading*

On September 8, 2020, the Corporation announced that, in addition to trading on the TSX Venture Exchange and the Frankfurt Stock Exchange, the Common Shares are trading on the OTCQX Best Market under the ticker symbol "UGDIF".

### *Grant of Stock Options*

On September 28, 2020, the Corporation announced that the Board of Directors approved the grant of stock options to directors, officers, employees and consultants of the Corporation allowing for the acquisition of an aggregate of up to 6,000,000 Common Shares. An aggregate of 4,500,000 of these options were issued with an exercise price of \$0.34 per Common Share, with an expiry date September 28, 2021. The remaining 1,500,000 options were issued with an exercise price of \$0.34 per Common Share, with an expiry date of September 28, 2022.

### *Technical Report on Candelones Project*

On October 9, 2020, the Corporation filed on SEDAR the technical report titled "Updated Mineral Resource Estimate for The Candelones Project, Neita Concession, Dominican Republic" with an effective date of August 17, 2020.

### ***Developments Subsequent to 2020***

#### *Appointment of Country Director in Dominican Republic*

On March 1, 2021, the Corporation announced the appointment of Sr. Ramón Oscar Tapia Marion Landais as the Country Director in the Dominican Republic. Sr. Tapia will be responsible for supervising all activities of the Corporation, and its operating subsidiaries, in the Dominican Republic as Unigold moves towards development of the Candelones Project.

#### *Grant of Stock Options to Employees*

On March 1, 2021, the Corporation announced that the Board of Directors approved the grant of stock options to its employees, allowing for the acquisition of an aggregate of up to 1,000,000 Common Shares with an exercise price of \$0.30 per Common Share and an expiry date of February 5, 2026. The options will vest at 25% every six months beginning August 5, 2021.

#### *Warrant Acceleration*

On April 28, 2021, the Corporation announced that it elected to exercise its right under the terms of a warrant certificate dated September 18, 2019 governing the 2019 Warrants to accelerate the expiry date of the 2019 Warrants. The 2019 Warrants, unless exercised, expired on the 30<sup>th</sup> day after the Corporation provided the acceleration notice.

#### *Updated Mineral Resource Estimate for the Candelones Project*

On May 10, 2021, the Corporation provided an updated mineral resource estimate for the Candelones Project. See "*Narrative Description of the Business – Neita Concession Technical Report*".

#### *Director Appointment*

On June 1, 2021, the Corporation announced that Mr. Steve Haggarty was appointed to its Board of Directors.

#### *Grant of Stock Options to Directors*

On June 1, 2021, the Corporation announced that the Board of Directors approved the grant of stock options to directors of the Corporation allowing for the acquisition of an aggregate of up to 200,000 Common Shares with an exercise price of \$0.22 per Common Share and an expiry date of June 1, 2026. The options vested immediately.

## *Technical Report on Candelones Project*

On June 7, 2021, the Corporation announced that the technical report titled "Updated Mineral Resource Estimate and Preliminary Economic Assessment for the Oxide Portion of the Candelones Project, Neita Concession, Dominican Republic" with an effective date of May 10, 2021 was filed on SEDAR.

### **Significant Acquisitions**

In the last fiscal year, Unigold has not made any significant acquisition.

## **NARRATIVE DESCRIPTION OF THE BUSINESS**

Unigold is a mineral exploration company, the flagship asset of which is its 100% owned Neita concession (the "**Neita Concession**"). The Neita Concession is situated in the province of Dajabon, in the northwestern region of the Dominican Republic. The Neita Concession is a 21,031 hectare mineral exploration concession and is accessible by road. The Candelones project (the "**Candelones Project**") is located on part of the Corporation's Neita Concession. Further information regarding the Neita Concession and the Candelones Project is provided below.

### **Specialized Skills and Knowledge**

All aspects of the Corporation's business require specialized skills and knowledge, which include the areas of finance, geology, drilling, logistical planning and implementation of exploration programs, accounting and natural resources. The executive officers, employees and consultants retained by the Corporation have experience in these areas. See "*Directors and Officers*" for details on the experience of the Corporation's management and directors.

### **Competitive Conditions**

The gold mining and exploration business is competitive in all phases of exploration, development and production. Unigold competes with a number of other mining companies in the search for and acquisition of mineral properties, to obtain equity and debt financing for the development of its properties, to retain qualified personnel, technical and engineering resources and necessary exploration and mining equipment. See "*Risk Factors*". The management of Unigold believes that the Corporation's treasury position in comparison to other mineral production companies at a similar stage of operations will enable Unigold to execute on its corporate and operational objectives.

### **Cycles**

The current exploration and development phase of the Corporation is not cyclical and may be conducted year-round.

### **Economic Dependence**

The Corporation's business is not substantially dependent on any contract to sell the major part of its products or to purchase the major part of its requirements for goods, services or raw materials, or on any franchise or license or other agreement to use a patent, formula, trade secret, process or trade name upon which its business depends. It is not expected that the Corporation's business will be affected in the current financial year by the renegotiation, amendment or termination of contracts or subcontracts.

### **Environmental Protection**

The Corporation's exploration activities are subject to, and any future development and production operations will be subject to, environmental laws and regulations in the jurisdictions in which its operations are carried out. While the Corporation does not currently expect the impact of costs and other effects related to compliance with environmental, health and safety regulations to have a material adverse effect on the Corporation's financial condition or results of operations, environmental legislation is evolving in a manner that means stricter standards and enforcement and fines and penalties for non-compliance are more stringent. The costs of compliance with changes in governmental

regulations may reduce the profitability of operations and have an adverse effect on results of operations. See "*Risk Factors*".

Mining is an extractive industry that impacts the environment. The Corporation's goal is to constantly evaluate ways to minimize that impact. The Corporation has strived to meet or exceed environmental standards at the Neita Concession, and the Corporation expects to continue this approach through effective engagement with affected stakeholders, including local communities, government and regulatory agencies.

### **Foreign Operations**

The Corporation's Neita Concession is located in the Dominican Republic. Any changes in regulations or shifts in political attitudes in the Dominican Republic are beyond the control of the Corporation and may adversely affect its business. Future development and operations may be affected in varying degrees by such factors as government regulations (or changes thereto) with respect to restrictions on production, export controls, income taxes, expropriation of property, repatriation of profits, environmental legislation, land use, water use, land claims of local people, mine safety and receipt of necessary permits. The effect of these factors cannot be accurately predicted. See "*Risk Factors*".

### **Environmental and Social Policies**

Unigold has implemented an Environmental and Social Action Plan. Unigold is committed to the following principles:

- Conducting exploration activities in ways that create minimal disturbance to the environment;
- Complying with environmental laws and regulations at all stages of exploration, development, operation and closure;
- Identifying, assessing, monitoring, controlling and managing environmental risks associated with all aspects of business activities;
- Maintaining a transparent and constructive dialogue with local communities regarding environmental and social issues; and
- Communicating this policy and the progress made in improving environmental performance to employees, contractors, the public, governments and other stakeholders.
- Creating lasting partnerships with communities related to our business.
- Supporting projects for community and local economic development.
- Hiring and training employees and developing local talent from communities related to our business.
- Respecting the culture and supporting and celebrating the diversity of the people associated with our business.

### **Employees**

As at December 31, 2020, Unigold had 84 employees.

### **Neita Concession Technical Report**

The following is the executive summary contained in the Technical Report filed by the Corporation on June 7, 2021, effective as of May 10, 2021. The Technical Report is available on SEDAR at [www.sedar.com](http://www.sedar.com) and on the Corporation's website at [www.unigoldinc.com](http://www.unigoldinc.com). The information included or incorporated by reference herein is based on assumptions, qualifications and procedures described in the Technical Report. For a complete description of

assumptions, qualifications and procedures associated with the following information, reference should be made to the full text of the Technical Report.

## **Executive Summary**

### ***General***

Unigold retained Micon International Limited ("**Micon**") to update the estimated oxide, transitional and sulphide mineral resources of the Candelones Project (or the "**Project**") to include the results of the exploration work performed since the last resource estimate was published and, secondly, based upon the updated resource estimate, to prepare a Preliminary Economic Assessment ("**PEA**") of the economics of producing gold and silver from the oxide resources by open pit mining and heap leaching. The Candelones Project is located on part of Unigold's wholly owned Neita Concession, in the Dominican Republic.

The results of the PEA and the results of the updated mineral resource estimates in the report supersede the Technical Report dated October 6, 2020 (effective date August 17, 2020) titled "NI 43-101 Technical Report, Updated Mineral Resource Estimate for the Candelones Project, Neita Concession, Dominican Republic". That report was posted on the Canadian System for Electronic Document Analysis and Retrieval ("**SEDAR**").

The results of the PEA disclosed herein assume that the oxide portion of the Main Zone will be mined using open pit techniques.

The updated sulphide mineral resource estimate disclosed herein assumes that the mineral deposits at the Candelones Project will be exploited primarily by means of an open pit, followed by the transition to an underground mine with associated processing facilities and infrastructure. Unigold believes there are multiple benefits offered by combining the open pit and underground mining methods for the sulphide deposits.

Micon conducted a site visit to the Candelones Project between October 22 and 26, 2019. Further discussions were subsequently held in 2019, 2020 and 2021 in Toronto with Unigold personnel, regarding the Project, exploration results, resource estimating procedures, metallurgical testwork and other topics.

The material in the report was derived from published material researched by Micon and its Qualified Persons ("**QPs**"), as well as data, professional opinions and unpublished material submitted by the professional staff of Unigold and/or its consultants. Much of these data came from reports prepared and provided by Unigold.

The QPs responsible for the preparation of the report are:

- William J. Lewis, P.Geo., Senior Geologist with Micon.
- Richard M. Gowans, P.Eng., President and Principal Metallurgist with Micon.
- Ing. Alan San Martin, MAusIMM(CP), Mineral Resource Specialist with Micon.
- Chris Jacobs, MBA, CEng., MIMMM, Vice President and Senior Consultant Mineral Economics with Micon.
- Nigel Fung, B.Sc.H., B.Eng., P.Eng., Vice President, Mining with Micon.

Neither Micon nor its QPs have or have had any material interest in Unigold or related entities. The relationship with Unigold is solely a professional association between the client and the independent consultant. The report is prepared in return for fees based upon agreed commercial rates and the payment of these fees is in no way contingent on the results of the report. This is the fourth Technical Report written by Micon on the Candelones Project for Unigold.

The report includes technical information which requires subsequent calculations or estimates to derive sub-totals, totals and weighted averages. Such calculations or estimations inherently involve a degree of rounding and consequently introduce a margin of error. Where these occur, Micon and its QPs do not consider them to be material.

The conclusions and recommendations in the report reflect Micon's and the authors' best independent judgment in light of the information available to them at the time of writing. Micon and the authors reserve the right, but will not be obliged, to revise the report and conclusions if additional information becomes known to them subsequent to the date of the report. Use of the report acknowledges acceptance of the foregoing conditions.

The report is intended to be used by Unigold subject to the terms and conditions of its agreement with Micon. That agreement permits Unigold to file the report as a Technical Report with the Canadian Securities Administrators pursuant to provincial securities legislation. Except for the purposes legislated under provincial securities laws, any other use of the report, by any third party, is at that party's sole risk.

The requirements of electronic document filing on SEDAR necessitate the submission of the report as an unlocked, editable pdf (portable document format) file. Micon accepts no responsibility for any changes made to the file after it leaves its control.

### ***Property Description and Location***

The Neita Concession is located in the province of Dajabon, in the northwestern region of the Dominican Republic. The Concession borders the Republic of Haiti to the west, with much of the western limit of the Concession defined by the Libon River, the border between the Republic of Haiti and the Dominican Republic.

The latitude and longitude of the centre of the Concession are approximately 19°25'28" N, 71°41'08" W. The Universal Transverse Mercator ("UTM") coordinates are 2,150,000 N, 218,000 E and the datum used was WGS-84, UTM-Zone 19N.

In the report, the term Candelones Project refers to the area within the Concession in which the Candelones Main ("CM"), Candelones Extension ("CE") and Candelones Connector ("CMC") deposits are located. The deposits that comprise the Candelones Project are entirely contained within the confines of the property. The term Neita Concession ("**Concession**") refers to the entire land package under Unigold's control.

The Neita Concession is a 21,030.75-hectare mineral exploration concession (lease), officially described as Neita Fase II.

Unigold holds a 100% interest in the Neita Concession by means of Mining Resolution R-MEM-CM-016-2018, granted by the Ministry of Energy and Mines ("**Ministerio de Energía y Minas**") on May 10, 2018, through the Directorate General of Mining ("**Dirección General de Minería**" or "**DGM**"). The Directorate General of Mining administers mining in the Dominican Republic, as established under Mining Law 146 (1971).

On March 24, 2021, the Ministerio de Energía Y Minas, Dirección General de Minería, approved the first of the two, one year extension periods. As a result, the Concession is in good standing to May 10, 2022.

On April 15, 2021, Unigold submitted an application to the Ministro de Medio Ambiente y Recursos Naturales seeking to extend the Environmental Permit for the Neita Fase II Concession to May 10, 2022. This Extension would synchronize the Environmental Permit with the Exploration Permit for the Concession. The current Environmental Permit is set to expire on May 21, 2021. The paperwork for the permit is still currently being processed but there is no reason to believe that the application to extend the Environmental Permit for the Neita Fase II Concession will be denied.

### ***Accessibility, Climate, Physiography, Local Resources and Infrastructure***

The Dominican Republic features many international airports, including those at Santiago and Puerto Plata, which are the closest airports to the Project.

The property is accessible by road, being bisected by highway #45, a paved road from Monte Christi, on the Atlantic coast, south to Dajabon, Restauración and Matayaya. Monte Christi is also the terminus for highway #1, a major

highway originating in the capital of Santo Domingo and heading northwest through Santiago, before continuing on to Monte Christi.

The Candelones deposits and other parts of the Neita Concession are accessible by means of a network of trails and unpaved roads, leading off highway #45. These trails and roads are passable year-round.

The climate is semitropical. There is a distinct rainy season that commences in May and extends through October, with the Atlantic hurricane season extending from June through November. There have been no recorded data of hurricanes affecting activities in the town of Restauración. Unigold can operate year-round with little difficulty.

The property is located within the Cordillera Central, where it displays the associated craggy highlands and mountains, interspersed with rich workable valleys. The steep slopes, deep valleys and sharp crests are common characteristics of volcanic mountain ranges. Elevation varies from 460 metres above sea level ("**masl**") in the valley of Rio Libon to 1,009 masl at the peak of Cerro del Guano.

The vegetation on the property is comprised of a mix of montane pine forest and mixed pine-broad-leaved forest, with the undergrowth and floor layers comprising younger saplings, ferns, grasses, orchids, moss and fungi. These pine forests are generally the result of reforestation. Low lying areas and areas with gentle slopes/relief are dominated by agricultural land.

The border region with Haiti is one of the least densely populated and least developed areas of the Dominican Republic. Farming and forestry are the primary means of income.

The nearest population centre is Restauración (pop. 7,000). Several smaller communities (pop. <500) lie within the Concession. The remainder of the population is rural, living in scattered farms.

Restauración is serviced by the national electrical grid and offers a number of small local businesses that support the community and the local farming and forestry industries. Dajabon, which is located 45 kilometres ("**km**") north, is the closest urban area of any size. Santiago is the second largest city in the Dominican Republic and the closest major centre, approximately 150 km to the northeast. Santiago is accessible by paved road from the property.

Unigold has established a semi-permanent camp approximately 2 km from Restauración. The camp can accommodate more than twenty-five people and includes bunkhouse facilities, washroom facilities, a full dining room/kitchen, office facilities, fuel and consumable storage, warehousing facilities and a core processing and storage facility. Most of the buildings are converted shipping containers. The camp is fenced and there is security onsite 24 hours per day. There is no additional infrastructure in the area and Unigold generates its own power at the camp using diesel generators.

Unigold owns three diamond drills and an associated inventory of parts and down-hole tools, sufficient to support an additional 25,000 metres ("**m**") of diamond drilling.

The local workforce is largely unskilled, with no mining history. Unigold's existing workforce consists almost entirely of local labour, many of whom were trained as diamond drillers, heavy equipment operators, general labourers, technical support staff and supervisors.

### ***History***

The Concession was first explored by Mitsubishi International Corp. ("**Mitsubishi**") between 1965 and 1969. Mitsubishi was granted the exploration rights to over 7,700 square kilometres ("**km<sup>2</sup>**") of the Cordillera Central and its exploration program was focused on porphyry copper deposits.

After four years on the Concession, Mitsubishi did not complete any further work.

In 1985, Rosario Dominicana ("**Rosario**") drilled one hole at Cerro Candelones ("**CM Zone**"). Historical documents note that the hole was extensively mineralized, but that recovery was very poor. Surface geological mapping by

Rosario identified three areas (Cerro Candelones, Cerro Berro and El Corozo) and recommendations were made to continue work on these prospects.

In 1990, Rosario completed a detailed geological mapping program, as well as collecting 1,308 soil samples, and excavating 78 trenches for a total of 2,968 m of trenching at the Cerro Candelones, Guano-Naranjo and El Montazo prospects. Rosario made the decision to start drilling on the Cerro Candelones prospect and eight holes were completed for a total of 642 m.

In September, 1997, Bureau de Recherches Géologiques et Minières ("**BRGM**") of France combined efforts with Rosario and Geofitec, S.A. in a thirteen-month exploration program sponsored by the European Community. The exploration program produced a geological evaluation of the area and a pre-feasibility study and environmental impact study of the Candelones deposit that was based on a potential open pit mine concept.

BRGM also authored a six-volume prefeasibility study, completed to international standards of the day, but noted that the resulting project did not meet its internal hurdle rate and, as a result, BRGM shelved the project.

Unigold acquired the rights to the Neita Concession in 2002, by means of a contract with the Dominican State. Unigold commenced exploration in October, 2002 and has operated more or less continuously since that date.

### ***Geological Setting and Mineralization***

#### *Regional Geology*

The island of Hispaniola is largely a result of island arc volcanism that took place from the early Cretaceous through the mid Tertiary (Eocene) period. The geology of the island is still being studied and remains a source of considerable debate.

Geologically, the most well understood area is the southeastern Cordillera Central district near Maimon. The mines at Falcondo (Ni), Cerro de Maimon (Cu-Au) and Pueblo Veijo (Au) are all located in this region, with all having been extensively studied.

In general, the consensus is that the island of Hispaniola developed as a classic island arc sequence, resulting from the subduction of the North American plate beneath the Caribbean plate.

The Tireo Formation, which dominates the local geology of the Neita Concession, can be traced for 300 km along strike and averages 35 km in width. It is comprised of volcano-sedimentary rocks and lavas of Upper Cretaceous age that outcrop in the Massif du Nord of Haiti and the Cordillera Central of the Dominican Republic.

#### *Local and Property Geology*

Outcrop within the Neita Concession is generally lacking and, where there is outcrop, it has been intensely altered by weathering. The most studied area within the Concession is the Candelones Project area, where the bulk of the exploration effort has been focused to date.

The Concession geology is dominated by the Tireo Formation. A small section of the Trois Rivieres – Peralta Formation is found near the southwestern boundary of the Concession. The contact between the Tireo and Trois Rivieres – Peralta Formation is believed to be the trace of the San Jose – Restauración Fault Zone. It is believed that the older rocks of the Tireo Formation were thrust over the younger marine sediments of the Trois Rivieres – Peralta Formation.

The Tireo Formation is subdivided into Upper and Lower members. The older Lower Tireo is dominated by volcanic, volcanoclastics and pyroclastics of predominantly andesitic composition and lies to the northeast of the main branch of the San Jose – Restauración Thrust which bisects the Concession almost in half along a northwest trending corridor.

Both members of the Tireo Formation are intruded by granitoid stocks and batholiths, as evidenced by the Loma de Cabrera batholiths located immediately north of the Concession boundary. K-Ar age dating of the Loma de Cabrera batholiths suggests a multi-phase origin, with an initial largely gabbroic phase around the mid-Cretaceous, a second, extensive hornblende – tonalite phase during the late Cretaceous and a final, less mafic tonalite phase during the early Eocene.

The CM, CMC and CE deposits (zones) define an east-northeast trend that has been traced through field mapping and diamond drilling for over a 3.0 km distance. This trend is believed to be related to a series of east-northeast trending fault zones that extend from the Candelones Project, through the Montazo target, and continue to the Guano, Naranjo, Juan de Bosques and Rancho Pedro targets which are located approximately 8 km to the east-northeast of the Candelones Project.

Observations from drill core at the CE indicate that polymetallic mineralization is localized within brecciated and reworked dacite volcanoclastics that stratigraphically underlie a series of andesite volcanics and volcanoclastic rocks. The contact strikes east-west and the dip of the contact varies from horizontal at the current western boundary to approximately 70° to the south at the currently defined eastern limit. The variability in dip is interpreted to be the product of faulting. Consistent stratigraphic marker horizons have yet to be identified, although the closer spaced drilling from 2016 to present is providing some clarity to the litho-structural interpretation which is evolving as Unigold completes additional drill holes.

### *Mineralization*

The Candelones deposits feature anomalous gold, silver, copper, lead and zinc mineralization. To date, all mineralization is confined to brecciated dacite volcanoclastics where they are in contact with andesite volcanics/volcanoclastics ("CMC", "CE") or dacite volcanics ("CM").

Mineralization is currently interpreted to be a product of a hybrid type system. Volcanogenic massive sulphide ("VMS") in a shallow water, back arc basin setting, is interpreted to have introduced low tenor copper, lead and zinc mineralization, coeval with deposition of the host dacite volcanoclastics, over a widespread area. Post mineral uplift developed extensive folding and faulting, interpreted to have produced extensive brecciation within the dacite volcanoclastic unit. The brecciated dacites offered ideal pathways for later, epithermal mineralization events associated with the late calc-alkaline intrusives mapped elsewhere in the Tireo Formation that are possibly largely buried within the Concession limits. Hydrothermal fluid flow related to these buried intrusives is interpreted to have introduced the majority of the gold and silver into the Candelones deposits. The final stage of mineralization was reactivation of the fault systems followed by a late, mafic volcanic event which emplaced the observed mafic dikes and/or sills. These late intrusives are proximal to the high-grade systems that have been the focal point of drilling since 2015. It is currently interpreted that these late mafic intrusives may have remobilized gold to the dike margins.

At the CE and CMC deposits, mineralization is stratigraphically restricted to dacite volcanoclastics that underlie a sequence of andesite volcanics and volcanoclastic rocks. The contact strikes east-west and the dip varies from horizontal at the CMC and western limit of the CE, to 70° south at the eastern limit of the CE. The variability in dip is currently interpreted to be the result of the extensive faulting produced during the formation of the island of Hispaniola.

### *Unigold Exploration Programs*

Unigold commenced exploration in 2002 and the current exploration database for the Neita Concession as of December 31, 2020, includes:

- 581 diamond drill holes (138,671 m).
- 31,559 m of surface trenching.
- 31 test pits.
- 32,704 geochemical soil samples.

- 11,089 rock samples.
- 884 stream sediment samples.
- 196 line km of surface geophysics.
- 687 km<sup>2</sup> of airborne geophysics.
- 151,860 drill hole geochemical analyses.

The drilling excludes the 27 holes completed by Mitsubishi.

There is soil geochemical coverage over the entire Concession. Sampling was generally conducted on 200 m line spacing with 50 m between samples. Tighter spacing (100 m line spacing, 50 m between samples) was conducted at the CM, CMC and CE, Noisy, Corozo, Valle Simon, Cerro Berro, Montazo, Rancho Pedro, Juan de Bosques, Guano, Naranja, Pan de Azucar and Jimenez showings. The majority (75%) of the geochemical lines are oriented to the northeast-southwest, perpendicular to the dominant lithological-structural trend. The remainder (25%) are largely confined to the southwest sector of the Concession, and are oriented in a north-south direction.

Approximately 11,000 surface rock samples have been collected to date. Surface rock sampling is largely concentrated in the southern half of the Concession where outcrop is more prevalent.

Airborne MAG/EM (Fugro DIGHEM) coverage is available for the entire Concession area. Ground based induced polarity ("IP") (chargeability and resistivity) coverage is limited to the southwestern sector of the Concession and essentially covers the Candelones-Montazo-Guano trend. The IP survey has identified multiple prospective targets requiring further field work to follow up and was instrumental in the discovery of significant mineralization at the CE.

Surface geological mapping, with associated rock sampling, is used as the primary means of following up targets generated by soil geochemistry and/or geophysics. Once a target is isolated, field mapping and surface sampling are used as the primary means of locating surface trenches, to ensure the correct orientation of each trench. Trench sample results are used to position future drill holes if results are positive.

Unigold has completed 31,559 m of surface trenching at the Neita Concession and collected 31,559 samples. Trenching is largely concentrated in and near the Candelones deposits, but additional trenches have been completed at Corozo, KM6, Noisy, Rancho Pedro, Montazo, Guano, Naranja and Juan de Bosques. As with the soil samples, the majority of the trench samples were analyzed for 36 elements.

Test pits to a maximum depth of 6.0 m from surface were completed to evaluate gold grade and physical characteristics of the oxide mineralization at the CM and CMC deposits.

The test pits were located at the CM and CMC deposits. Six pits twinned historical drill holes to verify the grades out of concerns of the accuracy of select intervals due to excessive core loss. Unigold concluded that there is no discernable sample bias due to excessive core loss. The results of the test pits confirmed the results from the drill holes, most of which reported core recoveries of less than 25%. In addition, there is no appreciable difference in grade between the coarse and fine size fractions from the ¼ inch riffle split.

Unigold has resumed active diamond drilling at the CE Targets A, B and C effective August 26, 2020.

### ***Metallurgical Testwork***

Five phases of metallurgical testwork have been completed using samples derived from the Los Candelones deposit. Historical work includes test programs at SGS Lakefield in 2007, ALS in 2012 and SGS Chile in 2014. More recent work includes preliminary testwork on three sulphide and one oxide composite samples at Bureau Veritas Minerals ("BVM"), Vancouver in 2020 and additional ongoing column leach testwork in 2021, also at BVM.

## *Metallurgical Testwork Results*

### Oxide Mineralization

All bottle roll leaching tests using samples of oxide mineralization have shown that conventional agitation leaching would extract between 90% and 95% of the gold.

A column leach test using agglomerated crushed oxide sample shows fast extraction of gold from the finely crushed Oxide Composite sample. Approximately 90% gold and 40% silver extractions were achieved within 10 days of leaching and the final 30-day leach extractions were 91% and 44% for gold and silver, respectively.

For the PEA, the oxide column leach test gold extractions were discounted to allow for a coarser feed. These discounted values were used to develop solution flux gold recovery model which was used to develop the PEA process design criteria.

There are no material deleterious elements or compounds associated with the oxide mineralization, although a preliminary geochemical test suggests that the tailings from a leaching process will likely be acid generating.

Four additional column leach tests were prepared by BVM in 2021 and operated while the PEA was being prepared. Two tests comprised agglomerated oxide composite samples, one crushed to minus ¾ inch or 19 mm (Column 1) and one crushed to minus ½ inch or 12.5 mm (Column 2). The other two columns contained composite samples of minus 12.5 mm agglomerated transition (Column 3) and sulphide mineralization (Column 4).

The two oxide columns were leached for 44 days, and the transition and sulphide columns were leached for 79 days.

These tests show that, even at a crush size of 17 mm the oxide mineralization leached rapidly with 90% gold extraction achieved in 30 days, or a solution to solids ratio of 1.6.

The final transition sample preliminary results showed about 69% gold extraction and the sulphide sample around 32% for the same period. The estimated gold recovery used in the PEA for the three types of mineralization were 80%, 50% and 20% for oxide, transition and sulphide, respectively.

The 2021 column leach test results support the PEA estimates even though the final PEA design criteria allowed primary ore breakage only to minus 100 mm to 150 mm using a mineral sizer. Also, it should be noted that there is no sulphide mineralization within the PEA pit design.

### Sulphide Mineralization

Metallurgical testwork in 2019 was completed on three bulk composite samples collected from drill cores completed during Unigold's 2019 drill program. The three composite samples tested were:

- Composite 1 Target A disseminated sulphide mineralization – VMS origin.
- Composite 2 Target A massive to semi-massive sulphide mineralization – epithermal origin.
- Composite 3 Target B polymetallic quartz-barite mineralization – epithermal origin.

The results from the preliminary testwork program suggest that the CE disseminated, and the massive sulphide mineralization can be considered to be refractory to semi-refractory, with only 35 to 60% recovery of the contained gold achieved by conventional atmospheric cyanide leaching, even at a relatively fine grind size. The preliminary leach testwork showed that the sulphide mineralization at Target B tends to be more amenable to conventional leaching technology, with gold extraction of almost 90% achieved from standard bottle roll tests.

Flotation can recover over 90% of the gold in all types of sulphide mineralization into a sulphide flotation rougher concentrate. Copper concentrates containing >20% Cu and elevated gold and silver credits can be produced from the CE massive sulphide and the Target B mineralization.

Gravity concentration of the B-Zone composite C3 recovered about 50% of the gold into a rougher concentrate grading 29 grams per tonne ("g/t") gold and 16% of the gold into a cleaner concentrate containing 548 g/t gold.

Grinding testwork suggests that the sulphide mineralization is of medium hardness with Bond ball mill work indices of around 13 to 15 kilowatt hours per tonne ("kWh/t").

There are no material deleterious elements or compounds associated with the sulphide mineralization, although preliminary Net Acid Generation ("NAG") tests suggest that the tailings from a flotation process will likely be acid generating.

### ***Mineral Resource Estimate***

The Candelones Project is currently composed of two distinct mineralization zones: CMC and CE. As previously predicted by Micon's QPs, the new drilling has allowed joining the CM and CMC zones into a single continuous zone. The present Candelones resource update is focused on the updated economic parameters for the oxidized portion of the CMC zone which were used as the basis for the oxide PEA described in this Technical Report. The sulphide portions of the CMC and the CE models have not only been updated to reflect the new economic parameters but, in the case of the CE zone, have been updated to reflect the new drilling information obtained during the 2015, 2016, 2019, 2020 and 2021 drilling.

### ***Supporting Data***

The Candelones Project database provided to Micon is comprised of 425 drill holes and 31 test pits, with a total of 107,839 m of drill core and containing 67,814 samples. This database was the starting point from which the two mineralized envelopes, CMC and CE, were modelled.

For the mineral resource update of the oxidized zone at the CMC, Micon QPs used only the data contained within the wireframes, so that the effective number of drill holes and samples used to produce the estimate are 147 drill holes, including 14 new drill holes from 2016 and 2019, and 21 test pits, totalling 6,611 samples of mineralized intercepts.

In addition to the drill holes, Micon's QPs included trench sample data for the CMC zone, as it assisted in defining the shape of the outcropping mineralization. A total of 70 trenches containing 2,778 samples were used in the resource estimate.

For the CE resource update, Micon's QPs used 153 drill holes with a total of 13,700 samples inside the wireframes. This represented a substantial increase of drilling information compared to the 4,579 samples used in 2013.

Unigold provided Micon with initial 3-D wireframes representing the mineralized envelopes for the CMC and CE zones. Micon's QPs reviewed and modified the wireframes to correct some irregular shapes that caused losses of volume, and to ensure that the drill hole intercepts were snapped to the wireframe. Once these changes were completed, the resulting envelopes were discussed with Unigold prior to finalizing the wireframes.

Outlier gold values were reviewed carefully. The capping grade selection was based on log-normal probability plots for the oxidized and sulphide zones.

According to the variographic studies, the CMC and CE zones show acceptable grade continuity, although these zones have different and very clear orientations and dips. The mineralization trends are clear for both CMC and CE.

Two block models were constructed:

- The first contains the CMC oxide and sulphides zone. The proximity of these zones allowed for the interpolation of the zones to be completed using the same model.
- The second block model contains the CE zone.

A set of parameters were derived to interpolate the block grades, based on the results of a variographic analysis.

### *Economic Assumptions*

The mineral resource estimates have been constrained using economic assumptions that consider both open pit (shallow mineralization) and underground (mineralization below the conceptual pit) mining scenarios. The optimized pit shells are conceptual in nature and are based on the economic assumptions stated herein, applied using the Lerchs-Grossman algorithm contained in the Datamine NPV Scheduler software. The potential underground blocks are also conceptual in nature and are based on identifying a reasonable spatially continuous tonnage sufficient to justify an eventual underground development. No specific underground mining method nor economic model was evaluated, but scattered and isolated blocks were excluded from out of the resource.

The mineral resource estimate and open pit optimization have been prepared without reference to surface rights or the presence of overlying private property or public infrastructure or geographical constraints.

The Candelones Project has been evaluated using gold assays only for the oxide resources, while the updated sulphide resources were evaluated using the silver and copper assays as well.

Operating costs were estimated based on similar operations. It is Micon's QPs opinion that the costs are reasonable, but they were not developed from first principles and are considered conceptual in nature.

Table 1.1 summarizes the open pit and underground economic assumptions upon which the resource estimate for the Candelones Project is based. All monetary values are expressed in US dollars.

**Table 1.1**  
**Summary of the Candelones Project Economic Assumptions for the**  
**Conceptual Open Pit and Underground Mining Methods**

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

Candelones Parameters	Oxides (PEA)		Sulphides
	Oxides	Transition	
Underground Au-Eq Cut-off (g/t)			1.89
Underground NSR Cut-off (\$/t)			\$77.39
Open pit slope	45	45	45

The open pit parameters noted above were input into the pit optimization software and a series of nested pit shells representing varying revenue factors (gold prices) were generated.

The pit shell maximizing revenue (optimum pit) indicated that the cut-off grades for open pit mining are:

- Oxide mineralization (starter pit) 0.28 g/t.
- Transition mineralization (starter pit) 0.49 g/t.
- Sulphide mineralization (ultimate pit) \$20/t NSR.
- Sulphide mineralization (underground) \$77/t NSR.

The stripping ratios for the optimized pit shells at a gold price of US \$1,700/oz are 7.46 for the CE, 0.91 for the CMC ultimate pit and 0.13 for the CMC starter pit.

For the underground mining scenario, the model indicated that the mining cut-off value is \$77/t NSR for the sulphide mineralization. There is no oxide mineralization in the underground scenario.

#### *Mineral Resource Classification*

Micon's QPs have classified the mineral resource estimate of the Candelones Project as being in the Measured, Indicated and Inferred categories. The criteria for each category are as follows:

- Measured Resources:
  - All oxide blocks in the CMC deposit within 20 m of an informing sample, with a significant density of informing samples from drill holes, test pits and trenches.
  - All sulphide blocks in the CE deposit within 25 m of an informing sample.
- Indicated Resources:
  - All oxide blocks in the CMC deposit within 20 m of an informing sample, but with a lesser density of informing samples from drill holes, test pits and trenches.
  - All sulphide blocks in the CE deposit within 40 m of an informing sample.
- Inferred Resources:
  - All remaining blocks in the CMC oxide zone.
  - All transition and sulphide blocks in the CMC zone.
  - All remaining sulphide blocks in the CE zone.

All Measured and Indicated resources were subjected to a final, manual grooming check for reasonableness.

*Mineral Resource Estimate*

The mineral resource estimates for the Candelones Project are summarized in Table 1.2 (PEA oxide resources), and Table 1.3 (sulphide resources).

Mineral resources which are not mineral reserves do not have demonstrated economic viability. At the present time, Micon and the QPs do not believe that the mineral resource estimate is materially affected by environmental, permitting, legal, title, taxation, socio-political, marketing, or other relevant issues.

The production plan for the PEA discussed in the report includes Inferred Mineral Resources which are considered to be too speculative geologically to have the economic considerations applied to them that would allow them to be classified as Mineral Reserves. There is no assurance that the economic conclusions of the PEA would be realized in practice.

**Table 1.2**  
**Oxide Mineral Resource Estimate for Candelones Project PEA, Effective Date May 10, 2021**

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

**Table 1.3**  
**Sulphide Mineral Resource Estimate for the Candelones Project, Effective Date May 10, 2021**

Deposit	Mining Method	Category	NSRS Cut-off	Tonnes (x1,000)	AuEq g/t	Au g/t	Ag g/t	Cu %	AuEq oz (x1,000)	Au oz (x1,000)	Ag oz (x1,000)	Cu lb (x1,000)	Strip Ratio	
CE	Open Pit (Ultimate)	Measured	20	6,280	2.22	1.90	3.28	0.18	449	383	662	25,042	7.46	
		Indicated	20	13,098	1.63	1.40	4.18	0.12	688	591	1,762	34,201		
		<b>M+I</b>	<b>20</b>	<b>19,378</b>	<b>1.82</b>	<b>1.56</b>	<b>3.89</b>	<b>0.14</b>	<b>1,137</b>	<b>974</b>	<b>2,425</b>	<b>59,243</b>		
		Inferred	20	18,594	1.55	1.38	2.93	0.09	928	826	1,749	36,022		
CMC			20	4,448	1.38	1.25	1.17	0.07	197	178	167	7,207	0.91	
CMC + CE		<b>Inferred Subtotal</b>	<b>20</b>	<b>23,042</b>	<b>1.52</b>	<b>1.36</b>	<b>2.59</b>	<b>0.09</b>	<b>1,125</b>	<b>1,005</b>	<b>1,916</b>	<b>43,229</b>	N/A	
CE	Underground	Measured	77	759	3.15	2.65	1.88	0.29	77	65	46	4,836	N/A	
		Indicated	77	348	2.73	2.35	2.32	0.22	31	26	26	1,652		
		<b>M+I</b>	<b>77</b>	<b>1,107</b>	<b>3.02</b>	<b>2.56</b>	<b>2.02</b>	<b>0.27</b>	<b>107</b>	<b>91</b>	<b>72</b>	<b>6,488</b>		
		Inferred	77	417	2.63	2.32	3.53	0.17	35	31	47	1,535		
CMC			77	338	2.72	2.46	0.81	0.15	30	27	9	1,114		
CMC + CE		<b>Inferred Subtotal</b>	<b>77</b>	<b>755</b>	<b>2.67</b>	<b>2.38</b>	<b>2.31</b>	<b>0.16</b>	<b>65</b>	<b>58</b>	<b>56</b>	<b>2,649</b>		
<b>Sulphides Total Measured + Indicated</b>					<b>20,484</b>	<b>1.89</b>	<b>1.62</b>	<b>3.79</b>	<b>0.15</b>	<b>1,244</b>	<b>1,065</b>	<b>2,497</b>	<b>65,731</b>	
<b>Sulphides Total Inferred</b>					<b>23,797</b>	<b>1.55</b>	<b>1.39</b>	<b>2.58</b>	<b>0.09</b>	<b>1,190</b>	<b>1,063</b>	<b>1,972</b>	<b>45,878</b>	

Micon and the QPs consider that the resource estimate for the Candelones Project has been reasonably prepared and conforms to the current 2014 CIM standards and definitions for estimating resources. The mineral resource estimate can be used as Unigold's basis for the ongoing exploration at the Candelones Project.

The process of mineral resource estimation includes technical information that requires subsequent calculations or estimates to derive sub-totals, totals and weighted averages. Such calculations or estimations inherently involve a degree of rounding and consequently introduce a margin of error. Where these occur, Micon and the QPs do not consider them to be material.

Micon's QPs validated the block model using two methods: visual inspection and trend analysis.

For the visual inspection, the model blocks and the drill hole intercepts were viewed in section to ensure that the grade distribution in the blocks was honouring the drill hole data. The degree of agreement between the block grades and the drill intercepts is satisfactory.

The block model grades, and the grades of the informing composites, were compared by swath plots. Overall, the swath plots show a good spatial correlation between the composite grades and the block model grades.

### ***PEA Mining, Processing and Infrastructure***

#### *Mining*

The oxide resources that are the subject of the PEA described herein are located close to the surface and would be mined by open pit methods.

The Candelones Starter Pit will primarily be mined using hydraulic excavators which are able to free dig the mineralized overburden and oxidized rock and waste down to the transition rock. Only the transition leach feed and

transition waste will require blasting. The total amount of rock that will require blasting is only 14% of the total and will be encountered during the later half of the mine life.

The production requirement for Candelones was to establish a mining rate that would achieve an optimal balance between capital cost minimization and operating cost minimization. This was achieved through the adoption of a three-year mine life with all mineralized rock above the cut-off grade going directly to the primary crusher and then onto the leach pad.

The mine will operate 360 days per year, with five days scheduled for non-operation. Mining will be carried out on two eight-hour shifts per day.

Additional mine operations time scheduled for loss will occur overnight as the mine will operate on two eight hour shifts to follow ILO guidelines.

The mining of the Candelones Starter Pit will generally be executed in 4 m benches, using 2 m fitches where preferred. Whereas the block model has dimensions of 6 m x 6 m x 2 m (height), the mine planning has the ability to evaluate strategic selectivity using of 2 m fitches as needed. In general, however, for improved productivity, 4 m benches will be preferred. Where blasting is required in the transition material, 4 m will be drilled with 0.75 m subgrade.

The overall pit slope angles are all less than the 40-degree maximum of the inter-ramp angle defined by the face angle and the berm widths. The mining of the pit will be divided in to four pushbacks during the 3 years of operation.

The mining rate follows the 5,000 t/d throughput capacity of the crushing circuit by which the leach feed is reduced in size prior to being loaded onto the leach pad. This amounts to 1.8 Mt of leach feed planned to be mined, crushed and leached per year.

The mine plan is based on 2.5% dilution and 2.5% leach feed loss. The in-situ grade of 0.77 g/t is adjusted down to 0.75 g/t, to account for the estimated 2.5% of sterile rock dilution of the leach feed.

There are generally several active faces being mined at any time, thus minimizing the impact of congestion of equipment in the pit and on haul roads, and also increasing the flexibility of the mine plan during rainy seasons.

### *Processing*

A total of 5,000 t/d of mineralization from the Candelones open pit will be mined and hauled approximately 3 km onto a "run-of-mine" heap leach pad. The feed to the leaching process will be crushed using a mineral sizer, in order to break-up agglomerates and oversized material. The leach feed will be mixed with hydrated lime prior to being delivered to the heap leach pad. The pad will be irrigated with a leach solution obtaining a LOM average 75% leach gold recovery following a 10-week leach cycle.

Gold and silver will be recovered from the pregnant leach solution ("**PLS**") by contacting the solution with granular activated carbon-in-columns ("**CIC**"), followed by a Zadra adsorption, desorption and regeneration ("**ADR**") plant, comprising acid wash, elution, carbon handling, carbon regeneration, electrowinning cells and refinery to produce doré. No tailings facility will be required.

Gold recovery estimates for oxide and transition mineralization are based on metallurgical testwork undertaken by Bureau Veritas Commodities Canada Ltd., Vancouver. The process design criteria are based on a series of bottle roll leach tests, phase 1 column leach testwork completed in 2020, and phase 2 column leach testwork that is currently ongoing.

## Infrastructure

The infrastructure included in the PEA includes the following:

- Access road.
- Site roads.
- On-site power generation and site electrical distribution system.
- Bore holes, pumps and piping for site fresh water supply.
- Heap leach facility.
- Process solution ponds.
- Waste dump.
- Process facility buildings, including control room and secure gold room.
- Modular units for administration, offices, dry, lunchroom, first aid building and security gate.

## Capital and Operating Costs

Micon's QPs estimates of the capital and operating costs are expressed in first quarter 2021 United States dollars, without provision for escalation. Where appropriate, an exchange rate of DOP 58/US\$ has been applied. The expected accuracy of the estimates is  $\pm 30\%$ .

Total capital costs for the base case are forecast as shown in Table 1.4.

**Table 1.4**  
**LOM Capital Cost Summary**

Area	Initial Capital (\$'000)	Sustaining Capital (\$'000)	LOM Total Capital (\$'000)
Mining	1,840	432	2,272
Processing Plant	11,835	-	11,835
Site Infrastructure	12,856	-	12,856
Indirects	2,803	-	2,803
Owner's Costs	2,374		2,374
Contingency	4,756	-	4,756
<b>Total construction cost</b>	<b>36,465</b>	<b>432</b>	<b>36,897</b>
Mine Closure Provision	3,409	-	3,409
<b>Grand Total</b>	<b>39,874</b>	<b>432</b>	<b>40,306</b>

The operating costs have been estimated from first principles. A summary of these estimates is presented in Table 1.5.

**Table 1.5**  
**LOM Total Cash Operating Costs – Base Case**

<b>Area</b>	<b>Life-of-Mine Cost (\$ 000)</b>	<b>Unit Cost \$/t leached</b>	<b>Unit Cost US\$/oz Gold</b>
Mining	17,003	3.22	177.9
Processing	31,467	5.97	329.2
General & Administrative	10,184	1.93	106.5
Selling costs	8,663	1.64	90.6
<b>Total Cash Costs</b>	<b>67,317</b>	<b>12.76</b>	<b>704.3</b>

### *PEA Economic Analysis*

#### *Basis of Evaluation*

Micon's QP has prepared the assessment of the Project on the basis of a discounted cash flow model, from which Net Present Value ("NPV") can be determined. Assessments of NPV are generally accepted within the mining industry as representing the economic value of a project after allowing for the cost of capital invested.

The objective of the study was to determine the potential viability of an open pit mine, heap-leach pad and gold recovery plant on site. In order to do this, the cash flow arising from the base case has been forecast, enabling a computation of NPV to be made. The sensitivity of the NPV to changes in base case assumptions is then examined.

#### *Macro-Economic Assumptions*

##### Exchange Rate and Inflation

All results are expressed in United States dollars except where otherwise stated. Cost estimates and other inputs to the cash flow model for the Project have been prepared using constant, first quarter 2021 money terms, without provision for escalation or inflation.

##### Weighted Average Cost of Capital

In order to find the NPV of the cash flows forecast for the Project, an appropriate discount factor must be applied which represents the weighted average cost of capital ("WACC") imposed on the Project by the capital markets. The cash flow projections used for the evaluation have been prepared on an all-equity basis. This being the case, WACC is equal to the market cost of equity.

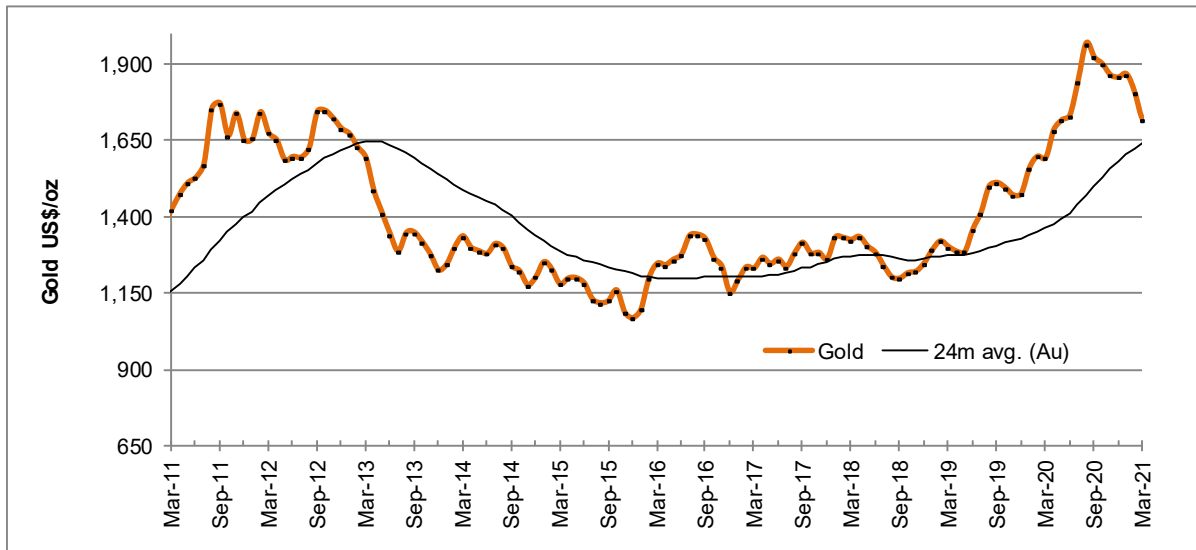
In line with the cost of capital estimated for other gold producers, Micon's QP has selected an annual discount rate of 5% for its base case and has tested the sensitivity of the project to changes in this rate.

##### Expected Metal Prices

Project revenues will be generated from the sale of gold doré bars. The Project has been evaluated using constant metal prices of US\$1,650/oz Au. While below current market levels, the forecast gold price approximates the average achieved over the 24 months ending 23 April, 2021.

Figure 1.1 presents monthly average prices for gold over the past ten years, along with the 24-month trailing average price over that period.

**Figure 1.1**  
**Ten Year Price History**



#### Taxation and Royalty Regime

Dominican Republic provincial income and mining taxes have been provided for in the economic evaluation, comprising a 5% royalty on gold sales, which is credited in full against income taxes levied at the rate of 27%. Depreciation of capital costs is allowed on a modified declining balance basis.

#### *Technical Assumptions*

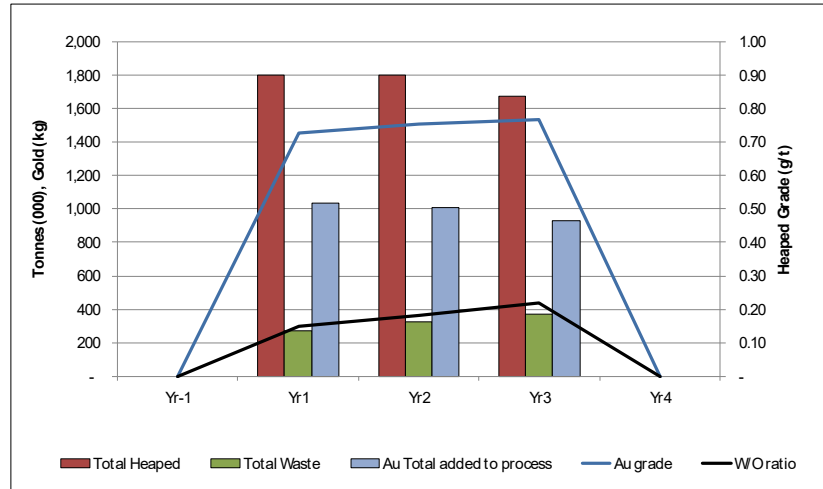
The technical parameters, production forecasts and estimates described within the body of the report are reflected in the base case cash flow model. These inputs to the model are summarized below.

#### Production Schedule

Figure 1.2 shows the annual tonnages of waste rock, and the material heaped on the leach pad, the average ore grade, stripping ratio and the gold content of the material to be leached. Heap leach extraction of gold has been modelled assuming 80% recovery from oxide material and 50% from the transition zone. Notwithstanding column testwork showing more rapid leaching, the cash flow model assumes that full recovery of the leachable gold will require 3 months from placement of material on the heap.

A further 7 days of sales is provided in working capital for accounts receivable. Stores and accounts payable are provided for with 45 and 30 days, respectively.

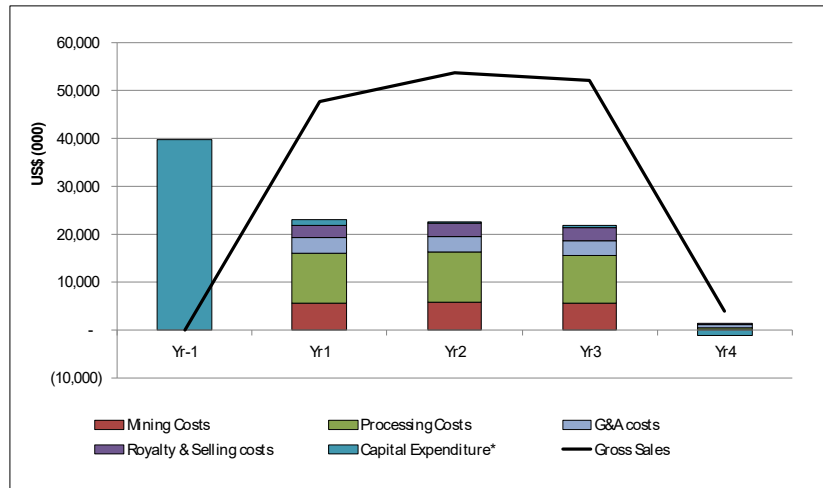
**Figure 1.2**  
**LOM Production Schedule**



*Operating Margin*

Figure 1.3 shows the annual sales revenues compared to cash operating costs and capital expenditures. The chart demonstrates that the Project maintains a significant operating margin in each period over the life-of-mine, with the operating margin forecast to average 57%.

**Figure 1.3**  
**LOM Net Revenue, Capital and Operating Costs**



*Project Cash Flow*

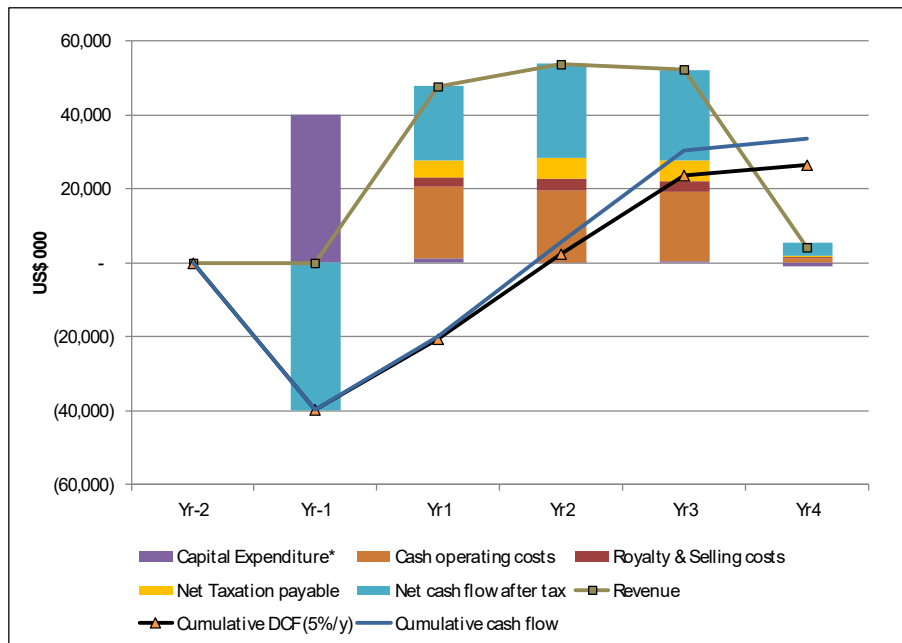
This Preliminary Economic Assessment is preliminary in nature; it includes inferred mineral resources that are considered too speculative geologically to have economic considerations applied to them that would enable them to be categorized as mineral reserves, and there is no certainty that the preliminary economic assessment will be realized.

The estimated life-of-mine base case Project cash flow is presented in Table 1.6 and summarized in Figure 1.4. Annual cash flows are set out in Table 1.7.

**Table 1.6**  
**Life-of-Mine Cash Flow Summary**

	<b>LOM Total S'000</b>	<b>\$/t Treated</b>	<b>US\$/oz Au</b>
<b>Gross Revenue</b>	<b>157,718</b>	<b>29.90</b>	<b>1,650</b>
Mining costs	17,003	3.22	178
Processing costs	31,467	5.97	329
General & Administrative costs	10,184	1.93	107
<i>Subtotal</i> Cash Operating Costs	58,655	11.12	614
Selling expenses incl. Royalty	8,663	1.64	91
<b>Total Cash Cost</b>	<b>67,317</b>	<b>12.76</b>	<b>704</b>
Net cash operating margin	90,401	17.14	946
Initial capital	36,465	6.91	381
Sustaining capital	432	0.08	5
Closure provision	3,409	0.65	36
<b>Net Cash flow before tax</b>	<b>50,095</b>	<b>9.50</b>	<b>524</b>
Taxation	16,522	3.13	173
<b>Net Cash flow after tax</b>	<b>33,572</b>	<b>6.37</b>	<b>351</b>
All-in Sustaining Cost per ounce (AISC)			744
All-in Cost per ounce (AIC)			1,126

**Figure 1.4**  
**Life-of-Mine Cash Flows**



**Table 1.7**  
**Life of Mine Annual Cash Flow**

Period	Units	LOM Total	Yr-1	Yr1	Yr2	Yr3	Yr4
Tonnes treated (t'000)	t'000	5,275	-	1,799	1,799	1,677	-
Heaped Grade	g/t Au	0.75	-	0.73	0.75	0.77	-
Gold Content	koz Au	126.99	-	42.05	43.65	41.28	-
Gold Sales (payable oz)	koz Au	95.59	-	28.89	32.58	31.64	2.48
Gross revenue	\$'000	157,718	-	47,663	53,761	52,207	4,087
Mining	\$'000	17,003	-	5,659	5,792	5,552	-
Processing	\$'000	31,467	-	10,536	10,535	9,968	428
G&A	\$'000	10,184	-	3,134	3,134	3,134	783
Cash operating costs	\$'000	58,655	-	19,329	19,462	18,654	1,211
Selling costs	\$'000	8,663	-	2,620	2,956	2,865	222
Total Cash Costs	\$'000	67,317	-	21,948	22,417	21,519	1,433
Net cash operating margin	\$'000	90,401	-	25,715	31,343	30,688	2,655
Initial capital	\$'000	36,465	36,465	-	-	-	-
Sustaining capital	\$'000	432	-	-	-	432	-
Closure provision	\$'000	3,409	3,409	-	-	-	-
Change in working capital	\$'000	-	-	1,102	112	(38)	(1,176)
Net Cash flow before tax	\$'000	50,095	(39,874)	24,613	31,231	30,294	3,831
Taxation	\$'000	16,522	-	4,560	5,775	5,675	512
Net Cash flow after tax	\$'000	33,572	(39,874)	20,053	25,456	24,619	3,319
Disc. cash flow (5%)	\$'000	26,310	(39,874)	19,098	23,090	21,267	2,730
Cumulative disc. cash flow	\$'000		(39,874)	(20,776)	2,313	23,580	26,310
		<u>Before Tax</u>	<u>After Tax</u>				
Internal Rate of Return	\$'000	50.3%	34.9%				
Undiscounted cash flow	\$'000	50,095	33,572				
Net Present Value (5%)	\$'000	41,215	26,310				
Net Present Value (7.5%)	\$'000	37,301	23,110				
Net Present Value (10%)	\$'000	33,689	20,157				
Total Cash Cost	US\$/oz	704					
All-in Sustaining Cost	US\$/oz	744					
All-in Cost	US\$/oz	1,126					

Pre-tax cash flows provide an internal rate of return ("IRR") of 50%; when discounted at the rate of 5% per year, the pre-tax net present value ("NPV<sub>5</sub>") is \$41.2 million. Undiscounted, the pre-tax payback period is 1.5 years. When discounted at 5% per year, it extends 1.6 years.

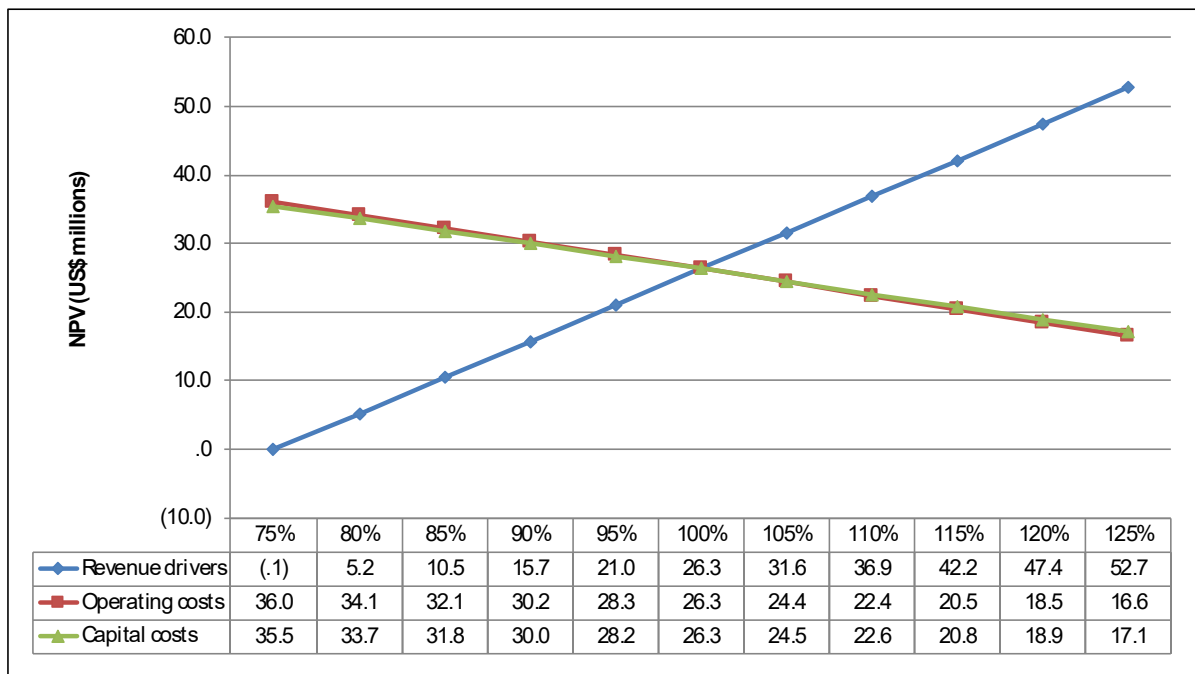
After-tax cash flows provide an IRR of 34.9%; after-tax NPV<sub>5</sub> is \$26.3 million. Profitability index (i.e., the ratio of NPV<sub>5</sub>/Initial Capital) is 0.7. Undiscounted, the after-tax payback period is 1.8 years. When discounted at 5% per year, it extends to 1.9 years.

*Sensitivity Study and Risk Analysis*

Micon's QP tested the sensitivity of the base case after-tax NPV<sub>5</sub> to changes in metal price, operating costs and capital investment for a range of 25% above and below base case values. The impact on NPV<sub>5</sub> to changes in other revenue drivers such as gold grade of material treated and the percentage recovery of gold from processing is equivalent to gold price changes of the same magnitude, so these factors can be considered as equivalent to the price sensitivity.

Figure 1.5 shows the results of changes in each factor separately. The chart demonstrates that the Project remains viable across the range of sensitivity tested, with a negative NPV<sub>5</sub> recorded only with a 25% reduction in gold price to \$1,238/oz. The Project is less sensitive to both operating and capital costs, with an increase of 25% reducing NPV<sub>5</sub> to \$16.6 million and \$17.1 million, respectively.

**Figure 1.5**  
Sensitivity of Base Case to Capital, Operating Costs and Gold Price



Separately, Micon's QP also tested the sensitivity of the Project NPV<sub>5</sub> for specific gold prices above and below the base case price of \$1,650/oz. Table 1.8 shows the results of this exercise, which demonstrates that each \$100/oz change in the gold price results in a change of around \$6.4 million in NPV<sub>5</sub>.

**Table 1.8**  
**Base Case: Sensitivity of NPV<sub>5</sub> and IRR to Gold Price**

<b>Gold Price (US\$/oz)</b>	<b>NPV<sub>5</sub> (US\$M)</b>	<b>IRR (%)</b>
1,400	10.3	17.2%
1,450	13.5	20.9%
1,500	16.7	24.5%
1,550	19.9	28.0%
1,600	23.1	31.5%
<b>1,650</b>	<b>26.3</b>	<b>34.9%</b>
1,700	29.5	38.3%
1,750	32.7	41.7%
1,800	35.9	45.0%
1,850	39.1	48.3%
1,900	42.3	51.6%

***Conclusions and Recommendations***

*Resource Estimate Conclusions*

Micon's QPs believe that the oxide mineral resource estimate is robust enough that it can be used as the basis of further economic studies while Unigold continues to further define the nature and extent of the underlying sulphide mineralization through its exploration programs.

*PEA Economic Conclusions*

Micon's QPs conclude that, based on the forecast production, capital and operating cost estimates presented in this study, and at the PEA level of analysis, the Project base case demonstrates an all-in sustaining cost ("AISC") of US\$744/oz, and that the base case presents a potentially viable project at gold prices above \$1,400/oz. There is, however, no assurance that the economic results of the PEA would be realized in practice.

*Further Budget Expenditures*

Unigold's primary objective is completion of a pre-feasibility study on the Candelones Oxide Project. This will allow Unigold to apply for an Exploitation Concession in 2022. Exploitation Concessions are granted for a 75-year term. Unigold believes that the at surface oxide resource may be a low capital cost Project that can be permitted, developed and brought into commercial production rapidly. Potential cash flow generated from the oxide resource can be re-invested into advancing the sulphide resource potential.

The 2021 Project budget includes 10,000 m of exploration diamond drilling. Exploration diamond drilling will focus on testing select target areas to identify other potential sources of oxide mineralization which could enhance the economics of the currently defined oxide Project.

Drilling will also test prioritized exploration targets identified outside the Candelones Project footprint. Potentially, this will include Rancho Pedro, Montazo, Guanao, Corozo and other targets within the Concession limits.

Unigold plans to continue to inform the local communities on the benefits of mining and the proposed oxide Project development.

Table 1.9 summarizes Unigold's budget expenditures for 2021.

Given the known extent of mineralization on the property, as demonstrated by the other exploration targets, the Neita Concession has the potential to host further deposits or lenses of gold and multi-element mineralization, similar to those identified so far at the Candelones Project.

**Table 1.9**  
**Budget Summary for the Neita Concession – 2021**

<b>Description</b>	<b>Amount CDNS</b>
Metallurgy (sulphide + oxide)	250,000
PFS CM & CC Oxide	250,000
Geophysics	250,000
Exploration Drilling	1,500,000
Public Relations	750,000
<b>Total</b>	<b>3,000,000</b>

Table provided by Unigold Inc.

Micon's QPs have reviewed the exploration programs for the property and, in light of the observations made in the report, along with the prospective nature of the property, believes that Unigold should continue to conduct targeted exploration programs on the Neita Concession and at the Candelones Project.

*Further Recommendations*

Micon's QPs agree with the general direction of Unigold's exploration programs and economic studies for both the Neita Concession and Candelones Project and makes the following additional recommendations:

1. Micon's QPs recommend that Unigold continues to work out the structural relationships of not only the lithological units themselves but also of the various faults and shear zones that are located on the property and how they may have affected the mineral deposit.
2. Micon's QPs recommend that more holes should be drilled in the opposite direction from that of the primary exploration drilling (scissor holes). This will assist in further identifying and verifying geological structures in the deposit areas.
3. Micon's QPs recommend that further step out exploration drilling is conducted to expand on the mineral resources already known. This will most likely initially increase the potential inferred mineral resources, but infill drilling can be conducted as necessary to increase the confidence of the mineral resources.
4. Micon's QPs recommend that Unigold continue to conduct the technical studies necessary in order to initiate a pre-feasibility study for the Candelones Project.
5. Micon's QPs recommend that for the transition zone in the CMC deposit, accurate information regarding the upper and lower contacts is obtained in order for it to be able to be categorized higher than inferred resources and that more metallurgical work is conducted for a better idea of the actual recovery.

6. Micon's QP recommend that the dyke models need to be completed for both the east and west portions of the CE deposit.

#### *Recommendations for Further Metallurgical Work*

##### Oxide Mineralization

A bulk oxide sample excavated from surface pits on site has been collected by Unigold and shipped to BVM to be used as feed for two large diameter column tests. The results from these tests can be used as a basis to update the PEA design criteria for a more advanced technical study.

##### Sulphide Mineralization

More detailed mineralogical studies are recommended to confirm the liberation characteristics of the sulphide mineralization and the gold department of the different zones within the Candelones deposit.

Additional flotation tests are recommended to optimize the production of potentially salable concentrates.

Preliminary refractory gold testwork on flotation products from Main Zone disseminated and massive sulphide mineralization is recommended. This work should include pressure oxidation and bacterial oxidation pre-leach treatment processes.

A complete suite of metallurgical tests should be completed for the mineralization at Target C, a third high-grade target within the CE zone, that is a focal point of Unigold's current exploration program.

### **RISK FACTORS**

An investment in the common shares of the Corporation (the "**Common Shares**") involves a high degree of risk and must be considered highly speculative due to the nature of the Corporation's business and the present stage of exploration and development of its mineral resource properties. The following major risk factors should be given special consideration when evaluating trends, risks and uncertainties relating to the Corporation's business. Any of the following risk factors could cause circumstances to differ materially from those described in forward-looking statements relating to the Corporation, and could have a material adverse effect upon the Corporation, its business and future prospects. Although the following are major risk factors identified by Unigold, they do not comprise a definitive list of all risk factors related to the Corporation. Other risks and uncertainties not presently known by Unigold could impair the Corporation and its business in the future.

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

The Corporation's business, operations and financial condition could be materially and adversely affected by the outbreak of epidemics or pandemics or other health crises, including the recent outbreak of COVID-19. In March 2020, the World Health Organization declared a global pandemic related to COVID-19. Its impact on world economies has been far-reaching and business around the world is being forced to cease or limit operations for long or indefinite periods of time. Measures taken to contain the spread of the virus, including travel bans, quarantines, social distancing, appropriate use of personal protection equipment, and closures of non-essential services have triggered significant disruptions to business worldwide. Such public health crises can result in volatility and disruptions in the supply and demand for metals and minerals, global supply chains and financial markets, as well as declining trade and market sentiment and reduced mobility of people, all of which could affect commodity prices, interest rates, credit ratings, credit risk, share prices and inflation.

Global stock markets have also experienced high volatility and significant movement. Governments and central banks have responded with monetary and fiscal interventions to stabilize economic conditions. The risks to the Corporation of such public health crises include risks to employee health and safety, shortages of employees, unavailability of contractors and subcontractors, a slowdown or temporary suspension of operations in geographic locations impacted by an outbreak, increased labor and fuel costs, regulatory changes, political or economic instabilities or civil unrest.

There is significant uncertainty surrounding COVID-19 and the extent and impact that it may have on our financial position and results, exploration activities, workers, partners, consultants, suppliers and on global financial markets is indeterminable at this time.

### **Mining Industry and Mining Projects**

Exploration and development projects have no operating history upon which to base estimates of future operating costs and capital requirements. Mining projects frequently require a number of years and significant expenditures during the mine development phase before production is possible. Development projects are subject to the completion of successful feasibility studies, procurement of necessary governmental permits and securing necessary financing. The economic feasibility of such development projects is based on many factors such as estimation of reserves, metallurgical recoveries, future metal prices, and capital and operating costs of such projects. Exploration and development of mineral deposits thus involve significant financial risks which even a combination of careful evaluation, experience and knowledge may not eliminate. While the discovery of an orebody may result in substantial rewards, few properties which are explored are ultimately developed into producing mines. In fact, a mine must generate sufficient revenues to offset operating and development costs such as the costs required to establish reserves by drilling, to develop metallurgical processes, to construct facilities and to extract and process metals from the ore. Once in production, it is impossible to determine whether current exploration and development programs at any given mine will result in the replacement of current reserves with new reserves.

The Corporation is subject to risks and hazards inherent to the mining industry, including fluctuations in metal prices, costs of constructing and operating a mine as well as processing and refining facilities in a specific environment, availability of economic sources of energy and adequacy of water supply, adequate access to the site, unanticipated transportation costs, delays and repair costs resulting from equipment failure, changes in the regulatory environment (including regulations relating to prices, royalties, duties, taxes, restrictions on production, quotas on exportation of minerals, as well as the costs of protection of the environment and agricultural lands), and industrial accidents and labor actions or unrest. The occurrence of any of these factors could materially and adversely affect the development of a project and as a result materially and adversely affect the Corporation's business, financial condition, results of operations and cash flow. The Corporation is also subject, through its activities, to risks normally encountered in mining operations. Blasting, drilling, mining and processing of ore comprise risks and hazards such as environmental hazards, including discharge of pollutants or hazardous chemicals, unanticipated grade and tonnage of ore to be mined and processed, unusual or unexpected adverse geological or geotechnical formation, or unusual or unexpected adverse operating conditions, slope failure, rock bursts, cave-ins, failure of pit walls or dams, fire, and natural phenomena and "acts of God" such as inclement weather conditions, floods, earthquakes and other hazards. These occurrences could result in damage to, or destruction of, mineral properties or production facilities, personal injury or death, environmental damage, delays in mining, monetary losses and possible legal liability. The Corporation may incur liability as a result of pollution and other casualties, and may not be able to insure fully or at all against such risks, due to political reasons, unavailability of coverage in the market place or other reasons, or may decide not to insure against such risks as a result of high premiums or for other reasons. This can result in delayed production, increase in production costs or liability. Paying compensation for obligations resulting from such liability may be very costly and could have an adverse effect on the Corporation's financial position.

### **Operating in Foreign Countries**

The Corporation's projects are subject to the risks of operating in foreign countries. The Corporation's foreign operations and investments and its ability to carry on its business in the normal course may be adversely affected by political and economic considerations such as civil unrest, war (including in neighbouring states), terrorist actions, labour disputes, corruption, sovereign risk, political instability, the failure of foreign parties, courts or governments to honour or enforce contractual relations, changing government regulations with respect to mining (including environmental requirements, taxation, land tenure, foreign investments, income repatriation and capital recovery), fluctuations in currency exchange and inflation rates, import and export restrictions, challenges to the Corporation's title to properties or mineral rights, problems renewing concessions and permits, opposition to mining from environmental or other non-governmental organizations, increased financing costs, instability due to economic underdevelopment, inadequate infrastructure, and the expropriation of property interests. In addition, the enforcement by Unigold of its legal rights to exploit its properties or to utilize its permits and concessions may not be recognized by the court systems in the Dominican Republic. The occurrence of one or more of these risks could have a material and

adverse effect on the viability and financial performance of its foreign operations, which could have a material and adverse effect on the Corporation's future cash flows, earnings, results of operations and financial condition. Any of these events could also result in conditions that delay or prevent the Corporation from exploring or developing its properties even if economic quantities of minerals are found.

### **Competition**

The Corporation is in competition with other mining companies for the acquisition of interests in precious and base metal mining properties. In the pursuit of such acquisition opportunities, the Corporation competes with several Canadian and foreign companies that may have substantially greater financial and other resources. Although the Corporation has acquired such assets in the past, there can be no assurance that its acquisition efforts will succeed in the future.

### **Metal Price Volatility**

Factors beyond the control of the Corporation may affect the marketability of any ore or minerals discovered at and extracted from the Corporation's properties. Resource prices have fluctuated widely, particularly in recent years, and are affected by numerous factors beyond the Corporation's control including international economic and political trends, inflation, currency exchange fluctuations, interest rates, global or regional consumption patterns, speculative activities and increased production due to new and improved extraction and production methods. The effect of these factors cannot accurately be predicted.

Gold prices historically have fluctuated widely and are influenced by a number of factors beyond the control or influence of the Corporation. Some factors that affect the price of gold include: industrial and jewelry demand; central bank lending or purchases or sales of gold bullion; forward or short sales of gold by producers and speculators; future level of gold productions; and rapid short-term changes in supply and demand due to speculative or hedging activities by producers, individuals or funds. Gold prices are also affected by macroeconomic factors including: confidence in the global monetary system; expectations of the future rate of inflation; the availability and attractiveness of alternative investment vehicles; the general level of interests rates; the strength of, and confidence in the U.S. dollar, the currency in which the price of gold is generally quoted, and other major currencies; global and regional political or economic events; and costs of production of other gold producing companies whose costs are denominated in currencies other than the U.S. dollar. All of the above factors can, through their interaction, affect the price of gold by increasing or decreasing the demand for or supply of gold.

### **Price Fluctuations: Share Price Volatility**

In recent years, the securities markets in the United States and Canada have experienced a high level of price and volume volatility, and the market price of securities of many companies, particularly those considered development stage companies, including the Corporation, have experienced wide fluctuations in price which have not necessarily been related to the operating performance, underlying asset values or prospects of such companies. There can be no assurance that continual fluctuations in price will not occur.

### **Title Risks**

Although title to its properties has been reviewed by or on behalf of the Corporation, no assurances can be given that there are no title defects affecting the properties. The Corporation has not conducted surveys of all of the claim in which it holds direct or indirect interests; therefore, the precise area and location of such claims may be in doubt. Accordingly, the properties may be subject to prior unregistered liens, agreements, transfers or claims, and title may be affected by, among other things, undetected defects. In addition, the Corporation may be unable to conduct work on the properties as permitted or to enforce its rights with respect to its properties.

### **Statutory and Regulatory Compliance**

The current and future operations of the Corporation, from exploration through development activities and commercial production, if any, are and will be governed by applicable laws and regulations governing mineral claims acquisition,

prospecting, development, mining, production, exports, taxes, labour standards, occupational health, waste disposal, toxic substances, land use, environmental protection, mine safety and other matters. Companies engaged in exploration activities and in the development and operation of mines and related facilities generally experience increased costs and delays in production and other schedules as a result of the need to comply with applicable laws, regulations and permits. The Corporation has received all necessary permits for the exploration work it is presently conducting; however, there can be no assurance that all permits which the Corporation may require for future exploration, construction of mining facilities and conduct of mining operations, if any, will be obtainable on reasonable terms or on a timely basis, or that such laws and regulations would not have an adverse effect on any project which the Corporation may undertake.

Failure to comply with applicable laws, regulations and permits may result in enforcement actions thereunder, including the forfeiture of claims, orders issued by regulatory or judicial authorities requiring operations to cease or be curtailed, and may include corrective measures requiring capital expenditures, installation of additional equipment or costly remedial actions. The Corporation may be required to compensate those suffering loss or damage by reason of its mineral exploration activities and may have civil or criminal fines or penalties imposed for violations of such laws, regulations and permits. The Corporation is not currently covered by any form of environmental liability insurance. See "*Insurance Risk*" below.

Existing and possible future laws, regulations and permits governing operations and activities of exploration companies, or more stringent implementation thereof, could have a material adverse impact on the Corporation and cause increases in capital expenditures or require abandonment or delays in exploration.

### **Environmental Regulations**

Unigold's operations are subject to environmental regulations promulgated by government agencies from time to time. Environmental legislation provides for restrictions and prohibitions on spills, releases or emissions of various substances produced in association with certain mining industry operations, such as seepage from tailings disposal areas, which would result in environmental pollution. A breach of such legislation may result in the imposition of fines or penalties. In addition, certain types of operations require the submission and approval of environmental impact assessments. Environmental legislation is evolving in a manner that means stricter standards and enforcement and fines and penalties for non-compliance are more stringent. Environmental assessments of proposed projects carry a heightened degree of responsibility for companies and their directors, officers and employees. The costs of compliance with changes in governmental regulations may reduce the profitability of operations or cause such operations to become infeasible to continue.

### **Dependence on Management**

The success of the operations and activities of the Corporation is dependent to a significant extent on the efforts and abilities of its management team. See "*Directors and Officers*" for details of the Corporation's current management. Investors must be willing to rely to a significant extent on their discretion and judgment. The Corporation does not maintain key employee insurance on any of its employees. The Corporation depends on key personnel and cannot provide assurance that it will be able to retain such personnel. Failure to retain such key personnel could have a material adverse effect on the Corporation's business and financial condition.

### **No Earnings and History of Losses**

The business of developing and exploring resource properties involves a high degree of risk and, therefore, there is no assurance that current exploration programs will result in profitable operations. The Corporation has not determined whether any of its properties contains economically recoverable reserves of mineralized material and currently has not earned any revenue from its projects; therefore, the Corporation does not generate cash flow from its operations. There can be no assurance that significant additional losses will not occur in the future. The Corporation's operating expenses and capital expenditures may increase in future years with advancing exploration, development and/or production from the Corporation's properties. The Corporation does not expect to receive revenues from operations in the foreseeable future and expects to incur losses until such time as one or more of its properties enters into commercial production and generates sufficient revenue to fund continuing operations. There is no assurance that any of the

Corporation's properties will eventually enter commercial operation. There is also no assurance that new capital will become available, and if it is not, the Corporation may be forced to substantially curtail or cease operations.

### **Liquidity Concerns and Future Financing**

The further development and exploration of the various mineral properties in which the Corporation holds interests depend upon the Corporation's ability to obtain financing through joint ventures, equity financing or other means. There is no assurance that the Corporation will be successful in obtaining required financing as and when needed. Volatile markets for precious and base metals may make it difficult or impossible for the Corporation to obtain debt financing or equity financing on favorable terms or at all. Failure to obtain such additional financing could result in delay or indefinite postponement of further exploration and development of the property interests of the Corporation with the possible dilution or loss of such interests. The Corporation will have to raise the funds required to cover the capital costs related to the construction of the mine and there is no assurance that the Corporation will be in a position to raise these funds.

### **Infrastructure**

Mining, processing, development and exploration activities depend on adequate infrastructure. Reliable roads, bridges, power sources and water supply are important determinants, which affect capital and operating costs. Projects will need sufficient infrastructure to commence and continue mining operations, and will need access to start-up and ongoing capital to establish and maintain the infrastructure necessary to operate a mine on the Neita Concessions. There is no assurance that such infrastructure can be put in place in order to build and maintain such infrastructure, which would have a material adverse effect on the Corporation's financial condition and results of operation. Unusual or infrequent weather phenomena, sabotage, government or other interference in the maintenance or provision of such infrastructure could also adversely affect the Corporation's operations, financial condition and results of operations.

### **Estimates of Mineral Resources**

Although the mineral resource estimates included herein have been carefully prepared, reviewed and verified by independent mining experts, these amounts are estimates only and no assurance can be given that any particular level of recovery of minerals from resources will in fact be realized. Additionally, no assurance can be given that the anticipated tonnages and grades will be achieved or that the indicated level of recovery will be realized. Estimates of mineral resources can also be affected by factors, including but not limited to, environmental permitting regulations and requirements, weather, environmental factors, unforeseen technical difficulties, unusual or unexpected geological formations and work interruptions. In addition, the grade of ore ultimately mined may differ dramatically from that indicated by results of drilling, sampling and other similar examinations. Short term factors relating to mineral resources, such as the need for orderly development of ore bodies or the processing of new or different grades, may also have an adverse effect on mining operations and on the results of operations. Material changes in mineral resources, grades, stripping ratios or recovery rates may affect the economic viability of projects. The quantity of mineral resources may also vary depending on mineral prices. There can be no assurance that gold recoveries or other mineral recoveries in pilot plant tests will be duplicated during production.

Mineral resources are reported as general indicators of mine life. The existence of mineral resources in respect of a project should not be interpreted as an assurance of mine life or of the profitability of current or future operations. Furthermore, no assurances can be given that any mineral resource estimate will ultimately be reclassified as proven or provable mineral reserves. Until ore is actually mined and processed, mineral resources and grades must be considered as estimates only.

### **Uncertainty Relating to Inferred Mineral Resources**

Inferred mineral resources are not mineral reserves and do not have demonstrated economic viability. Due to the uncertainty which may attach to inferred mineral resources, there is no assurance that inferred mineral resources will be upgraded to proven and probable mineral reserves as a result of continued exploration.

## **Conflict of Interests**

The Corporation's directors and officers may serve as directors or officers of other resource companies or have significant shareholdings in other resource companies and, to the extent that such other companies may participate in ventures in which the Corporation may participate, the directors of the Corporation may have a conflict of interest in negotiating and concluding terms respecting the extent of such participation. In the event that such a conflict of interest arises at a meeting of the Corporation's directors, a director who has such a conflict will abstain from voting for or against the approval of such participation or such terms.

## **Currency Fluctuations**

The Corporation's main activities are currently located in Dominican Republic. Gold is sold in international markets at prices denominated in U.S. dollars. However, some of the costs associated with the Corporation's activities in Canada and Dominican Republic may be denominated in currencies not directly related to the price of the U.S. dollar. Any appreciation of these currencies vis a vis the U.S. dollar could increase the Corporation's cost of doing business in these countries. In addition, the U.S. dollar is subject to fluctuation in value vis a vis the Canadian Dollar and Dominican peso. The Corporation does not utilize hedging programs to any degree to mitigate the effect of currency movement.

## **Dilution and Future Sales of Common Shares**

The exercise of stock options and warrants already issued by the Corporation or any securities issued by the Corporation in the future that are convertible into or exchangeable for or carry the right or obligation to acquire equity securities of the Corporation and the issuance by the Corporation of additional equity securities in the future could result in dilution in the equity interests of holders of Common Shares.

## **Information Systems Security Threats**

The Corporation's operations depend upon information technology systems which may be subject to disruption, damage or failure from different sources, including, without limitation, installation of malicious software, computer viruses, security breaches, cyber-attacks and defects in design.

Although to date the Corporation has not experienced any material losses relating to cyber attacks or other information security breaches, there can be no assurance that the Corporation will not incur such losses in the future. The Corporation's risk and exposure to these matters cannot be fully mitigated because of, among other things, the evolving nature of these threats. As a result, cyber security and the continued development and enhancement of controls, processes and practices designed to protect systems, computers, software, data and networks from attack, damage or unauthorized access remain a priority. As cyber threats continue to evolve, the Corporation may be required to expend additional resources to continue to modify or enhance protective measures or to investigate and remediate any security vulnerabilities.

## **Litigation Risks**

All industries, including the mining industry, are subject to legal claims, with and without merit. The Corporation may become involved in legal disputes in the future. Defence and settlement costs can be substantial, even with respect to claims that have no merit. Due to the inherent uncertainty of the litigation process, there can be no assurance that the solution of any particular legal proceeding will not have a material adverse effect on the Corporation's financial position or results of operations.

## **Insurance Risk**

The mining industry is subject to significant risks that could result in damage to or destruction of property and facilities, personal injury or death, environmental damage and pollution, delays in production, expropriation of assets and loss of title to mining claims. No assurance can be given that insurance to cover the risks to which the Corporation's activities are subject will be available at all or at commercially reasonable premiums. The Corporation currently

maintains insurance within ranges of coverage that it believes to be consistent with industry practice for companies of a similar stage of development. The Corporation carries liability insurance with respect to its mineral exploration operations, but it is not currently covered by any form of environmental liability insurance, since insurance against environmental risks (including liability for pollution) or other hazards resulting from exploration and development activities is prohibitively expensive. The payment of any such liabilities would reduce the funds available to the Corporation. If the Corporation is unable to fully fund the costs of remedying an environmental problem, it might be required to suspend operations or enter into costly interim compliance measures pending completion of a permanent remedy.

### **Accounting Policies and Internal Controls**

The Corporation prepares its financial reports in accordance with International Financial Reporting Standards. In preparation of financial reports, management may need to rely upon assumptions, make estimates or use their best judgment in determining the financial condition of the Corporation. Significant accounting policies are described in more detail in the Corporation's audited financial statements. In order to have a reasonable level of assurance that financial transactions are properly authorized, assets are safeguarded against unauthorized or improper use, and transactions are properly recorded and reported, the Corporation has implemented and continues to analyze its internal control systems for financial reporting. Although the Corporation believes its financial reporting and financial statements are prepared with reasonable safeguards to ensure reliability, the Corporation cannot provide absolute assurance.

### **DIVIDENDS**

Unigold has not declared nor paid any cash dividends on any of its issued shares since its inception, other than the five-for-one stock-split completed on May 1, 1992. There are no restrictions preventing Unigold from paying dividends. Unigold's dividend policy will be reviewed from time to time by the board of directors of Unigold (the "**Board of Directors**") in the context of the Unigold's earnings, financial condition, capital requirements and other relevant factors. Unigold currently intends to retain all available funds and any future earnings to fund the development and growth of its business and Unigold does not anticipate paying any cash dividends in the foreseeable future.

### **DESCRIPTION OF CAPITAL STRUCTURE**

The Corporation is authorized to issue an unlimited number of common without nominal or par value. As at the date of this AIF, Unigold has 130,720,293 Common Shares issued and outstanding.

As at the date of the AIF, there are (i) warrants to acquire 18,541,637 Common Shares outstanding and (ii) options to acquire 10,996,000 Common Shares held by directors, officers, employees and consultants thereof outstanding.

### **Common Shares**

All Common Shares are of the same class and, once issued, rank equally as to entitlement to dividends, voting powers and participation in assets upon dissolution or winding-up. The Common Shares contain no pre-emptive or conversion rights and have no provisions for redemption or purchase for cancellation, surrender, or sinking or purchase funds. Each Common Share entitles the holder of record thereof to one vote at all meetings of the shareholders of the Corporation and to receive such dividends as the Board of Directors, in their discretion, shall declare.

The Corporation's share option plan permits the directors of the Corporation to grant to directors, officers, consultants and employees of the Corporation non-transferable options for the purchase of Common Shares. The total number of Common Shares reserved for issue pursuant to the share option plan will be determined from time to time by the directors of the Corporation (or a committee thereof) but, in any case, cannot exceed ten per cent of the number of Common Shares then outstanding (pursuant to the share option plan and any other security based compensation arrangements of the Corporation).

## MARKET FOR SECURITIES

The Corporation's Common Shares are listed and traded on the TSX Venture Exchange ("TSX-V") under the trading symbol "UGD", the OTCQX under the trading symbol "UGDIF" and the Frankfurt Stock Exchange under the trading symbol "UGD1". The following table provides the historical monthly trading price ranges and volume on the TSX-V during the most recently completed financial year ended December 31, 2020.

Month	High (\$)	Low (\$)	Trading Volume
January 2020	0.26	0.15	4,152,285
February 2020	0.20	0.15	1,726,767
March 2020	0.17	0.10	5,794,100
April 2020	0.22	0.13	5,278,232
May 2020	0.24	0.18	4,450,649
June 2020	0.43	0.18	15,631,118
July 2020	0.57	0.39	18,108,241
August 2020	0.67	0.43	18,133,561
September 2020	0.52	0.32	5,721,335
October 2020	0.51	0.31	9,070,303
November 2020	0.51	0.34	7,700,638
December 2020	0.44	0.37	4,932,274

## PRIOR SALES

During the most recently completed financial year, the Corporation issued (i) options pursuant to the Corporation's stock option plan to purchase Common Shares and (ii) warrants. The options and warrants are not listed on the TSX-V or any other marketplace.

### Options

During the most recently completed financial year, the Corporation issued the following options:

Date of Grant	Number of Options	Exercise Price (\$)	Expiry Date
March 4, 2020	150,000	0.15	March 4, 2025
September 28, 2020	4,500,000	0.34	September 28, 2021
September 28, 2020	1,500,000	0.34	September 28, 2022

## Warrants

During the most recently completed financial year, the Corporation issued the following warrants:

<b>Date of Issuance</b>	<b>Number of Warrants</b>	<b>Exercise Price (\$)</b>	<b>Expiry Date</b>
June 23, 2020	16,666,667 <sup>(1)</sup>	0.30	June 23, 2022 <sup>(2)</sup>
June 23, 2020	1,960,620 <sup>(3)</sup>	0.18	June 23, 2022

### Notes:

- (1) 37,500 warrants were exercised in the year ended December 31, 2020.
- (2) The Corporation has the right to accelerate the expiry date of the warrants on notice to the holders of the warrants 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 October 23, 2020.
- (3) 48,150 warrants were exercised in the year ended December 31, 2020

## DIRECTORS AND OFFICERS

The following table outlines the name, province or state of residence, position and office held with the Corporation, period of service as a director (if applicable), the principal occupation during the five preceding years for each of the directors and executive officers of the Corporation as of the date of this AIF.

<b>Name, Position and Residence</b>	<b>Date of Appointment as Director</b>	<b>Principal Occupation(s) for Five Preceding Years</b>
Jose Acero <i>Director</i> <i>Santo Domingo,</i> <i>Dominican</i> <i>Republic</i>	May 7, 2003	From 2002, President of Metales Antillanos S.A. (a metals trading company).
Joseph Del Campo <sup>(1)(2)(3)</sup> <i>Director</i> <i>Woodbridge,</i> <i>Ontario, Canada</i>	January 8, 2003	From February 1, 2015 to October 1, 2019, interim President and CEO of the Corporation. From January 1, 2012 to September 30, 2015, interim CFO of Viper Gold Ltd. From June 1, 2005 to December 31, 2011, CFO of First Nickel Inc.
Joseph Hamilton <i>Chairman and</i> <i>CEO</i> <i>Campbellcroft,</i> <i>Ontario, Canada</i>	January 21, 2010	From October 1, 2019, CEO of the Corporation. From June 2012, President of Pickax International Corporation, a private company providing services to the mining industry since July 2005. From October 14, 2010 to October 1, 2019, Chairman of the Corporation. From January 2011 to December 31, 2016, President and CEO of Malbex Resources Inc.
Charles E. Page <sup>(1)(2)(3)</sup> <i>Lead Director</i> <i>Burlington,</i> <i>Ontario, Canada</i>	January 21, 2010	From January 1, 2013, Self-employed (consulting geologist).
Normand Tremblay <sup>(1)(2)(3)</sup> <i>Director</i> <i>Blaineville,</i> <i>Quebec, Canada</i>	January 3, 2018	From September 22, 2017, Self-employed. From September 1995 to September 22, 2017, CEO of United Bottles and Packaging Inc.

<b>Name, Position and Residence</b>	<b>Date of Appointment as Director</b>	<b>Principal Occupation(s) for Five Preceding Years</b>
Steve Haggarty <i>Director</i> <i>Burlington,</i> <i>Ontario, Canada</i>	June 1, 2021	From May 2018, managing director of Haggarty Technical Services. From January 2002 to April 2018, senior director metallurgy/operations support/general manager at Barrick Gold Corporation
Wesley Hanson <i>Chief Operating Officer</i> <i>Cramahe, Ontario,</i> <i>Canada</i>	Not applicable	From March 2013, a member of the Corporation.
Donna McLean <i>Chief Financial Officer</i> <i>Mississauga,</i> <i>Ontario, Canada</i>	Not applicable	From March 21, 2013 to April 19, 2019, CFO of Aurania Resources Ltd. From March 31, 2014, CFO of Firestone Ventures Inc. From February 4, 2019, CFO of Avidian Gold. From March 4, 2020, CFO of the Corporation. From Jan. 28, 2021, CFO of Honey Badger Silver Inc. From Feb 3, 2021, CFO of Blue Thunder Mining Inc.

**Notes:**

- (1) Member of the Audit Committee.
- (2) Member of the Corporate Governance and Nominating Committee.
- (3) Member of the Compensation Committee.

As of the date of this AIF, the directors and officers of the Corporation, as a group, beneficially owned or controlled or directed, directly or indirectly, approximately 8,632,309 Common Shares representing approximately 6.60% of the then outstanding Common Shares. The term of office of each director of the Corporation expires at each annual meeting of the shareholders of the Corporation unless such director resigns prior thereto. Officers of the Corporation are appointed by the Board of Directors.

**Cease Trade Orders, Bankruptcies, Penalties or Sanctions**

Except as noted below, none of the director or executive officers of the Corporation are, as at the date this AIF, or have been, within the ten years prior to the date of this AIF, a director, chief executive officer or chief financial officer of any company that:

- (a) was the subject of a cease trade order or similar order or an order that denied the relevant company access to any exemption under securities legislation for a period of more than 30 consecutive days and that was issued while that person was acting in the capacity as director, chief executive officer or chief financial officer; or
- (b) was subject to a cease trade or similar order or an order that denied the relevant company access to any exemption under securities legislation for a period of more than 30 consecutive days that was issued after the nominee ceased to be a director, chief executive officer or chief financial officer and which resulted from an event that occurred while that person was acting in such capacity.

Mr. Del Campo is a Director of Centurion Minerals Limited, which was subject to a cease trading order ("CTO") issued by the British Columbia Securities Commission on December 5, 2017 for failure to file its audited annual financial statements. The CTO was revoked on May 5, 2018.

None of directors or executive officers of the Corporation or shareholder holding sufficient number of securities of the Corporation to affect materially the control of the Corporation:

- (a) is at the date of this AIF, or has been within 10 years before the date of this AIF, a director or executive officer of any corporation that while that person was acting in that capacity, or within a year of that person ceasing to act in that capacity, became bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency or was subject to or instituted any proceedings, arrangement or compromise with creditors or had a receiver, receiver manager or trustee appointed to hold its assets, or
- (b) has, within 10 years before the date of this AIF, become bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency, or become subject to or instituted any proceedings, arrangement or compromise with creditors, or had a receiver, receiver manager or trustee appointed to hold the assets of the director, executive officer or shareholder.

None of the directors or executive officers of the Corporation or shareholder holding sufficient number of securities of the Corporation to affect materially the control of the Corporation has been subject to:

- (a) any penalties or sanctions imposed by a court relating to securities legislation or by a securities regulatory authority or has entered into a settlement agreement with a securities regulatory authority, or
- (b) any other penalties or sanctions imposed by a court or regulatory body that would likely be considered important to a reasonable security holder in making an investment decision.

### **Conflict of Interest**

Certain directors and officers of Unigold are also directors, officers or shareholders of other companies that are similarly engaged in the business of acquiring, developing and exploiting natural resource properties. Such associations may give rise to conflicts of interest from time to time. The directors of Unigold are required by law to act honestly and in good faith with a view to the best interests of Unigold and to disclose any interest which they may have in any property or opportunity of Unigold. If a conflict of interest arises at a meeting of the Board of Directors, any director in a conflict will disclose his interest and abstain from voting on such matter.

### **AUDIT COMMITTEE**

The purpose of the Audit Committee of the Corporation's Board of Directors is to provide assistance to Board of Directors in fulfilling its legal and fiduciary obligations with respect to matters involving accounting, auditing, financial reporting, internal control and legal compliance functions of the Corporation. It is the objective of the Audit Committee to maintain communication among the Board of Directors, the external auditor and the senior management of the Corporation. The full text of the Audit Committee Mandate is included as Schedule "A" to this AIF.

### **Composition of the Audit Committee**

The Audit Committee is currently comprised of three directors, two of whom are independent under Multilateral Instrument 52-110 — *Audit Committees*.

<b>Name</b>	<b>Independent</b>	<b>Financially Literate</b>
Joseph Del Campo	No	Yes
Charles E. Page	Yes	Yes
Normand Tremblay	Yes	Yes

## Relevant Education and Experience

Mr. Del Campo received his CPA, CMA designation in 1977 and was the Chief Financial Officer ("CFO") of First Nickel Inc., a Canadian mining, exploration and development company until December 2011. Mr. Del Campo spent over 19 years working within the Falconbridge Limited group of companies at progressive financial positions. Mr. Del Campo has been a Director and Vice President, Finance and CFO of a number of junior exploration companies listed on the TSX and TSX Venture Exchange. Mr. Del Campo is financially literate and considered not independent. Mr. Del Campo served as Interim President and Chief Executive Officer ("CEO") of the Corporation from February 1, 2015 to September 30, 2019. Mr. Del Campo has served as Chairman of the Audit Committee since October 1, 2019.

Mr. Page is a Professional Geologist and has acted as senior officer, director and CEO for several publicly traded junior resources companies, including as President and CEO of Queenston Mining Inc. until its acquisition in 2012. Over the past 40 years, Mr. Page has developed, organized and implemented major exploration projects in several mining camps in Canada and in the Republic of Cuba. He is familiar with all aspects of exploration from grass-roots projects to feasibility studies, production and mine closure. Mr. Page is financially literate and independent and is a member of the audit committee of other public companies. Mr. Page graduated from Brock University in 1975 with a B.Sc. in Geology. In 1983, Mr. Page graduated from the University of Waterloo with a M.Sc. in Earth Sciences.

Mr. Tremblay is the former CEO of United Bottles & Packaging of Laval, Quebec. Mr. Tremblay is independent and financially literate.

For more information, see "*Directors and Officers*".

## External Auditor Service Fees

The fees charged to the Corporation by its external auditor in each of the last two fiscal years are as follows:

<b>Financial Year Ending</b>	<b>Audit Fees</b>	<b>Audit Related Fees</b>	<b>Tax Fees</b>	<b>All Other Fees</b>
2020	\$35,000	Nil	\$4,200 <sup>(1)</sup>	Nil
2019	\$33,000	Nil	\$4,200	Nil

**Note:**

(1) Tax fees relate to preparation of tax returns.

## LEGAL PROCEEDINGS AND REGULATORY ACTIONS

During the year ended December 31, 2020, there were no material legal proceedings to which Unigold is or was a party, or that any or its property is or was the subject of nor, to the knowledge of Unigold, are any such proceedings known to be contemplated.

No penalties or sanctions have been imposed against the Corporation (i) by a court relating to securities legislation or (ii) by a securities regulatory authority, nor has the Corporation entered into any settlement agreements (i) before a court relating to securities legislation or (ii) with a securities regulatory authority, during the Corporation's most recently completed financial year, nor has a court or regulatory body imposed any other penalties or sanctions against the Corporation.

## INTEREST OF MANAGEMENT AND OTHERS IN MATERIAL TRANSACTIONS

To the knowledge of management of the Corporation, no directors or executive officers of the Corporation or any shareholder who beneficially owns, or controls or directs, directly or indirectly, more than 10% of the outstanding Common Shares, or any associate or affiliate of such persons, has had any material interest, direct or indirect, in any

transaction completed within the three financial years before the date of this AIF or during the current financial year that has materially affected or is reasonably expected to materially affect the Corporation or any of its subsidiaries.

### TRANSFER AGENT

The Corporation's registrar and transfer agent for its Common Shares is Computershare Trust Company of Canada at its offices in Toronto.

### MATERIAL CONTRACTS

The following sets out the material contract of Unigold.

#### Investment Agreement

On June 25, 2015, Unigold completed a non-brokered private placement of post-consolidation common shares to Osisko Gold Royalties Ltd ("**Osisko**"). Concurrently, Unigold executed an investment agreement (the "**Investment Agreement**") with Osisko providing for certain participation, nomination and royalty/stream rights. Pursuant to the terms of a subscription agreement between Unigold and Osisko, Unigold issued 5,100,000 post-consolidation common shares to Osisko at a price of \$0.20 per share for aggregate gross proceeds of \$1,020,000 (the "**Osisko Subscription**").

In connection with the Osisko Subscription, the Corporation and Osisko executed the Investment Agreement which provided Osisko with certain rights as long as Osisko continued to hold Common Shares equal to at least 10% of the issued and outstanding Common Shares on a non-diluted basis. Osisko fell below the 10% ownership based on the 2020 Offering. As a result, many of the rights granted to Osisko in the Investment Agreement have terminated. Osisko continues to hold an option to purchase a 2% 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.

### INTEREST OF EXPERTS

#### Name of Experts

The following persons or company have been named (a) as having prepared or certified a report, valuation, statement or opinion described or included in a filing, or referred to in a filing, made under National Instrument 51-102 – *Continuous Disclosure Obligations* by the Corporation during, or relating to, the Corporation's most recently completed financial year; and (b) whose profession or business gives authority to the report, valuation, statement or opinion made by the person or company.

<u>Name</u>	<u>Description</u>
McGovern Hurley LLP, Chartered Professional Accountants	Provided the audit report dated April 23, 2021 on the consolidated statements of financial position of Unigold as at December 31, 2020 and 2019 and January 1, 2019, and the consolidated statements of loss and comprehensive loss, consolidated statements of changes in shareholders' equity and consolidated statements of cash flows for the years ended December 31, 2020 and December 31, 2019.
William J. Lewis, BSc., P.Geo., Ing. Alan J. San Martin, MAusIMM(CP), Richard M. Gowans, B.Sc., P.Eng., Chris Jacobs, MBA, CEng., MIMMM, Nigel Fung, B.Sc.H., B.Eng., P.Eng.	Qualified Persons on the NI 43-101 technical report titled " NI 43-101 F1 Technical Report, Updated Mineral Resource Estimate and Preliminary Economic Assessment for the Oxide Portion of the Candelones Project, Neita Concession, Dominican Republic " dated May 31, 2021 with an effective date of May 10, 2021

### **Interests of Experts**

To the knowledge of the Corporation, each of these experts, other than with respect to McGovern Hurley LLP, holds less than 1% of the outstanding securities of the Corporation or of any associate or affiliate thereof as of the date hereof.

The auditors of Unigold are McGovern Hurley LLP, Chartered Professional Accountants. McGovern Hurley LLP, Chartered Professional Accountants, are independent of Unigold in accordance with the ethical requirements that are relevant to its audit of the consolidated financial statements in Canada.

### **ADDITIONAL INFORMATION**

Additional information about Unigold Inc. is available at the Corporation's website at [www.unigoldinc.com](http://www.unigoldinc.com) and on SEDAR at [www.sedar.com](http://www.sedar.com). Information about the Corporation, including directors' and officers' remuneration and indebtedness, principal holders of the Corporation's securities and securities authorized for issuance under equity compensation plans, where applicable, is contained in the Corporation's Management Information Circular dated April 23, 2021, for the Corporation's most recent annual meeting of shareholders held on May 27, 2021. Additional financial information is provided in the Corporation's financial statements and management's discussion and analysis for the Corporation's most recently completed financial year.

**SCHEDULE "A"**  
**UNIGOLD INC.**  
**AUDIT COMMITTEE MANDATE**

**1. Overall Purpose and Objectives**

The audit committee (the "**Committee**") will assist the directors (the "**Directors**") of Unigold Inc. (the "**Corporation**") in fulfilling their responsibilities under applicable legal and regulatory requirements. To the extent considered appropriate by the Committee or as required by applicable legal or regulatory requirements, the Committee will review the financial reporting process of the Corporation, the system of internal controls and management of the financial risks of the Corporation and the audit process of the financial information of the Corporation. In fulfilling its responsibilities, the Committee should maintain an effective working relationship with the Directors, management of the Corporation and the external auditor of the Corporation as well as monitor the independence of the external auditor.

**2. Authority**

- (a) The Committee shall have the authority to:
  - (i) engage independent counsel and other advisors as the Committee determines necessary to carry out its duties;
  - (ii) set and pay the compensation for any advisors employed by the Committee;
  - (iii) communicate directly with the internal and external auditor of the Corporation and require that the external auditor of the Corporation report directly to the Committee; and
  - (iv) seek any information considered appropriate by the Committee from any employee of the Corporation.
- (b) The Committee shall have unrestricted and unfettered access to all personnel and documents of the Corporation and shall be provided with the resources reasonably necessary to fulfill its responsibilities.

**3. Membership and Organization**

- (a) The Committee will be composed of at least three members. The members of the Committee shall be appointed by the Directors to serve one-year terms and shall be permitted to serve an unlimited number of consecutive terms. Every member of the Committee must be a Director who is financially literate.
- (b) The chairman of the Committee will be appointed by the Committee from time to time and must have such accounting or related financial management expertise as the Directors may determine in their business judgement.
- (c) The secretary of the Committee will be the Secretary of the Corporation or such other person as is chosen by the Committee.
- (d) The Committee may invite such persons to meetings of the Committee as the Committee considers appropriate, except to the extent exclusion of certain persons is required pursuant to this Charter or Applicable Laws.
- (e) The Committee may invite the external auditor of the Corporation to be present at any meeting of the Committee and to comment on any financial statements, or on any of the financial aspects, of the Corporation.

- (f) The Committee will meet as considered appropriate or desirable by the Committee. Any member of the Committee or the external auditor of the Corporation may call a meeting of the Committee at any time upon 48 hours prior written notice.
- (g) All decisions of the Committee shall be by simple majority and the chairman of the Committee shall not have a deciding or casting vote.
- (h) Minutes shall be kept in respect of the proceedings of all meetings of the Committee.
- (i) No business shall be transacted by the Committee except at a meeting of the members thereof at which a majority of the members thereof is present.
- (j) The Committee may transact its business by a resolution in writing signed by all the members of the Committee in lieu of a meeting of the Committee.

#### **4. Role and Responsibilities**

To the extent considered appropriate or desirable or required by applicable legal or regulatory requirements, the Committee shall:

- (a) recommend to the Directors
  - (i) the external auditor to be nominated for the purpose of preparing or issuing an auditor's report on the annual financial statements of the Corporation or performing other audit, review or attest services for the Corporation, and
  - (ii) the compensation to be paid to the external auditor of the Corporation;
- (b) review the proposed audit scope and approach of the external auditor of the Corporation and ensure no unjustifiable restriction or limitations have been placed on the scope of the proposed audit;
- (c) meet separately and periodically with the management of the Corporation, the external auditor of the Corporation and the internal auditor (or other personnel responsible for the internal audit function of the Corporation) of the Corporation to discuss any matters that the Committee, the external auditor of the Corporation or the internal auditor of the Corporation, respectively, believes should be discussed privately;
- (d) be directly responsible for overseeing the work of the external auditor engaged for the purpose of preparing or issuing an auditor's report on the annual financial statements of the Corporation or performing other audit, review or attest services for the Corporation, including the resolution of disagreements between management of the Corporation and the external auditor of the Corporation regarding any financial reporting matter and review the performance of the external auditor of the Corporation;
- (e) review judgmental areas, for example those involving a valuation of the assets and liabilities and other commitments and contingencies of the Corporation;
- (f) review audit issues related to the material associated and affiliated entities of the Corporation that may have a significant impact on the equity investment therein of the Corporation;
- (g) meet with management and the external auditor of the Corporation to review the annual financial statements of the Corporation and the results of the audit thereof;
- (h) review and determine if internal control recommendations made by the external auditor of the Corporation have been implemented by management of the Corporation;

- (i) pre-approve all non-audit services to be provided to the Corporation or any subsidiary entities thereof by the external auditor of the Corporation and, to the extent considered appropriate: (i) adopt specific policies and procedures in accordance with Applicable Laws for the engagement of such non-audit services; and/or (ii) delegate to one or more independent members of the Committee the authority to pre-approve all non-audit services to be provided to the Corporation or any subsidiary entities thereof by the external auditor of the Corporation provided that the other members of the Committee are informed of each such non-audit service;
- (j) consider the qualification and independence of the external auditor of the Corporation, including reviewing the range of services provided by the external auditor of the Corporation in the context of all consulting services obtained by the Corporation;
- (k) consider the fairness of the interim financial statements and financial disclosure of the Corporation and review with management of the Corporation whether,
  - (i) actual financial results for the interim period varied significantly from budgeted or projected results,
  - (ii) generally accepted accounting principles have been consistently applied,
  - (iii) there are any actual or proposed changes in accounting or financial reporting practices of the Corporation, and there are any significant or unusual events or transactions which require disclosure and, if so, consider the adequacy of that disclosure;
- (l) review the financial statements of the Corporation, management's discussion and analysis and any annual and interim earnings press releases of the Corporation before the Corporation publicly discloses such information and discuss these documents with the external auditor and with management of the Corporation, as appropriate;
- (m) review and be satisfied that adequate procedures are in place for the review of the public disclosure of the Corporation of financial information extracted or derived from the financial statements of the Corporation, other than the public disclosure referred to in paragraph 4(l) above, and periodically assess the adequacy of those procedures;
- (n) establish procedures for,
  - (i) the receipt, retention and treatment of complaints received by the Corporation regarding accounting, internal accounting controls or auditing matters, and
  - (ii) the confidential, anonymous submission by employees of the Corporation of concerns regarding questionable accounting or auditing matters relating to the Corporation;
- (o) review and approve the hiring policies of the Corporation regarding partners, employees and former partners and employees of the present and any former external auditor of the Corporation;
- (p) review the areas of greatest financial risk to the Corporation and whether management of the Corporation is managing these risks effectively;
- (q) review significant accounting and reporting issues, including recent professional and regulatory pronouncements, and consider their impact on the financial statements of the Corporation;
- (r) review any legal matters which could significantly impact the financial statements of the Corporation as reported on by counsel and meet with counsel to the Corporation whenever deemed appropriate;

- (s) institute special investigations and, if appropriate, hire special counsel or experts to assist in such special investigations;
- (t) at least annually, obtain and review a report prepared by the external auditor of the Corporation describing: the firm's quality-control procedures; any material issues raised by the most recent internal quality-control review or peer review of the firm or by any inquiry or investigation by governmental or professional authorities, within the preceding five years, in respect of one or more independent audits carried out by the firm, and any steps taken to deal with any such issues; and (to assess the auditor's independence) all relationships between the independent auditor and the Corporation;
- (u) review with the external auditor of the Corporation any audit problems or difficulties and management's response to such problems or difficulties;
- (v) discuss the Corporation's earnings press releases, as well as financial information and earning guidance provided to analysts and rating agencies, if applicable; and
- (w) review this charter and recommend changes to this charter to the Directors from time to time.

**5. Communication with the Directors**

- (a) The Committee shall produce and provide the Directors with a written summary of all actions taken at each Committee meeting or by written resolution.
- (b) The Committee shall produce and provide the Directors with all reports or other information required to be prepared under Applicable Laws.