

# Trident Gold Corp.

## INTERIM MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITIONS AND RESULTS OF OPERATIONS – QUARTERLY HIGHLIGHTS

FOR THE THREE MONTHS ENDED MARCH 31, 2016

(AMENDED AND RESTATED)

Board meeting date

June 9, 2016

## INTERIM MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITIONS AND RESULTS OF OPERATIONS – QUARTERLY HIGHLIGHTS (AMENDED AND RESTATED)

The following Interim Management Discussion & Analysis ("Interim MD&A") of Trident Gold Corp. ("Trident" or the "Company") and its wholly-owned subsidiaries, Trident Gold Corp. N.V. ("Trident Curacao"), Ranten XXI S.L.U. ("Trident Spain") and Marquesa Gold S.A.S. ("Marquesa") has been prepared to provide material updates to the business operations, liquidity and capital resources of the Company since its last management discussion & analysis, being the Management Discussion & Analysis ("Annual MD&A") for the fiscal year ended December 31, 2015. This Interim MD&A does not provide a general update to the Annual MD&A, or reflect any non-material events since date of the Annual MD&A.

This Interim MD&A has been prepared in compliance with the requirements of section 2.2.1 of Form 51-102F1, in accordance with National Instrument 51- 102 – Continuous Disclosure Obligations. This discussion should be read in conjunction with Annual MD&A, the audited annual consolidated financial statements of the Company for the years ended December 31, 2015 and December 31, 2014 and the unaudited condensed consolidated interim financial statements for the three months ended March 31, 2016, together with the notes thereto. Results are reported in US dollars, unless otherwise noted. In the opinion of management, all adjustments (which consist only of normal recurring adjustments) considered necessary for a fair presentation have been included. The results for the three months ended March 31, 2016 are not necessarily indicative of the results that may be expected for any future period. Information contained herein is presented as at June 9, 2016 unless otherwise indicated.

The unaudited condensed consolidated interim financial statements for the three months ended March 31, 2016, have been prepared using accounting policies consistent with International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board and interpretations of the IFRS Interpretations Committee. The unaudited condensed consolidated interim financial statements have been prepared in accordance with International Standard 34, Interim Financial Reporting.

For the purposes of preparing this Interim MD&A, management, in conjunction with the Board of Directors, considers the materiality of information. Information is considered material if: (i) such information results in, or would reasonably be expected to result in, a significant change in the market price or value of Trident's common shares; or (ii) there is a substantial likelihood that a reasonable investor would consider it important in making an investment decision; or (iii) it would significantly alter the total mix of information available to investors. Management, in conjunction with the Board of Directors, evaluates materiality with reference to all relevant circumstances, including potential market sensitivity.

### **Caution Regarding Forward-Looking Statements**

This Interim MD&A contains certain forward-looking information and forward-looking statements, as defined in applicable securities laws (collectively referred to herein as "forward-looking statements"). These statements relate to future events or the Company's future performance. All statements other than statements of historical fact are forward-looking statements. Often, but not always, forward-looking statements can be identified by the use of words such as "plans", "expects", "is expected", "budget", "scheduled", "estimates", "continues", "forecasts", "projects", "predicts", "intends", "anticipates" or "believes", or variations of, or the negatives of, such words

and phrases, or state that certain actions, events or results “may”, “could”, “would”, “should”, “might” or “will” be taken, occur or be achieved. Forward-looking statements involve known and unknown risks, uncertainties and other factors that may cause actual results to differ materially from those anticipated in such forward-looking statements. The forward-looking statements in this Interim MD&A speak only as of the date of this Interim MD&A or as of the date specified in such statement. Specifically, this Interim MD&A includes, but is not limited to, forward-looking statements regarding: the Company’s goal of creating shareholder value by concentrating on the exploration and acquisition of properties prospective for precious metals; the plans, costs, timing and capital for future exploration and development of the Company’s current and future property interests, including the costs and potential impact of complying with existing and proposed laws and regulations; management’s outlook regarding future trends; sensitivity analysis on financial instruments that may vary from amounts disclosed; prices and price volatility for precious metals; and general business and economic conditions.

Inherent in forward-looking statements are risks, uncertainties and other factors beyond the Company’s ability to predict or control. These risks, uncertainties and other factors include, but are not limited to, price volatility for precious metals, changes in equity markets, timing and availability of external financing on acceptable terms, the uncertainties involved in interpreting geological data, the possibility that future exploration results will not be consistent with the Company’s expectations, increases in costs, environmental compliance and changes in environmental legislation and environmental designations, drill and extraction permitting, exchange rate fluctuations, changes in economic and political conditions and other risks involved in the mining industry, as well as those risk factors listed in the “Risk Factors” section below. Readers are cautioned that the foregoing list of factors is not exhaustive of the factors that may affect the forward-looking statements. 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 Interim MD&A. Such statements are based on a number of assumptions that may prove to be incorrect, including, but not limited to, assumptions about the following: the availability of financing for the Company’s exploration and acquisition activities; operating and exploration and development costs; its ability to retain and attract skilled staff and consultants; timing of the receipt of regulatory and governmental approvals for exploration projects and other operations; market competition; and general business and economic conditions.

Forward-looking statements involve known and unknown risks, uncertainties and other factors that may cause the Company’s actual results, performance or achievements to be materially different from any of its future results, performance or achievements expressed or implied by forward-looking statements. All forward-looking statements herein are qualified by this cautionary statement. Accordingly, readers should not place undue reliance on forward-looking statements. The Company undertakes no obligation to update publicly or otherwise revise any forward-looking statements whether as a result of new information or future events or otherwise, except as may be required by law. If the Company does update one or more forward-looking statements, no inference should be drawn that it will make additional updates with respect to those or other forward-looking statements.

## 1. HIGHLIGHTS

### Corporate

On January 1, 2016, the Company changed its functional currency from the US dollar to the Canadian dollar for the following reasons:

- i) The primary factor the Company used to determine the functional currency, the currency that mainly influences sales prices for goods and services (i.e. the US dollar), is no longer relevant because the Company has not earned revenues since its inception.
- ii) A critical factor that is used to determine the functional currency for exploration stage public companies is the currency in which funds from financing activities are generated. As of January 1, 2016, all equity financing has been completed in the Canadian dollar.

The functional currency of the subsidiary Marquesa remained to be the US dollar until its disposition on February 11, 2016.

### Exploration update

On February 11, 2016, the Company completed the sale of its 100% owned Marquesa for total consideration of \$323,649, and as a result, has disposed of substantially all of its exploration assets. The consideration of \$323,649 was received in the form of a loan settlement owed by the Company to Grupo De Bullet S.A.S ("Bullet"), the purchaser and a related party to the Company.

### Correction of error

Subsequent to filing the unaudited interim consolidated financial statements for the three months ended March 31, 2016, the Company determined that it did not capture certain liabilities forgiven during the period. The effect of these identified adjustments is as follows:

	Previously reported	Adjustment	Restated
<b>Three months ended March 31, 2016</b>			
Gain on sale	\$265,409	\$51,549	\$316,958
Gain on settlement of accounts payable	\$39,012	\$66,498	\$105,510
Foreign exchange gain	\$32,992	\$7	\$32,999
Net income	\$318,632	\$118,054	\$436,686
Other Comprehensive Loss	\$32,813	\$(6,711)	\$26,102
Net income and comprehensive income	\$285,819	\$124,765	\$410,584
Net income and comprehensive income per share	\$0.009	\$0.003	\$0.012
<b>As at March 31, 2016</b>			
Accounts payable and accrued liabilities	\$115,998	\$(70,287)	\$45,711
Advances from related party	\$56,528	\$(54,478)	\$2,050
Accumulated other comprehensive loss	\$32,813	\$(6,711)	\$26,102
Deficit	\$20,764,713	\$(118,054)	\$20,646,659

## 2. DESCRIPTION OF THE BUSINESS

The principal business of Trident, which was incorporated on January 4, 2011, is the acquisition, exploration and development of properties for the mining of precious metals in Colombia, South America.

Trident is a reporting issuer in the provinces of British Columbia, Alberta and Ontario and trades on the TSX-V under the symbol "TTG".

## 3. RESULTS OF OPERATIONS

	Three months ended March 31, 2016	Three months ended March 31, 2015	Increase (decrease)
<b>Revenues</b>	\$ -	\$ -	\$ -
<b>Expenses</b>			
Office and general	18,781	69,210	(50,429)
<b>Other income</b>			
Foreign exchange gain	(32,999)	(12,691)	20,308
Gain on sale	(316,958)	-	316,958
Gain on settlement of accounts payable	(105,510)	-	105,510
<b>Other comprehensive (income) loss</b>			
Effect of translation of foreign operations	26,102	-	(26,102)
<b>Net income (loss) and comprehensive income (loss)</b>	<b>\$ 410,584</b>	<b>\$ (56,519)</b>	<b>\$ 467,103</b>
Weighted average number of common shares outstanding	33,595,183	33,595,183	
Basic and diluted income (loss) per share	<b>\$0.01</b>	(\$0.00)	

The Company had a net income and comprehensive income for the three months ended March 31, 2016 of \$410,584 compared to net loss and comprehensive loss of \$56,519 for the three months ended March 31, 2015. The increase between periods of \$467,103 is mainly attributable to the following:

- Office and general expense decreased from \$69,210 to \$18,781 as a result of a significant scaling down of operations.

- The sale of Marquesa resulted in a gain of \$316,958.
- There was a gain on settlement of accounts payable of \$105,510.

### Cash Flows

The Company is dependent upon raising funds in order to fund future exploration programs. Commentary on the company's cash flow movements for the period is as follows:

- Cash provided by operating activities for the three months ended March 31, 2016 was \$305,531 as a result of gains from the sale of Marquesa and accounts payable settlements.
- Cash provided as a result of investing activities was \$100 for the three months ended March 31, 2016 from the sale of Marquesa.
- Cash used as a result of financing activities was \$318,266 for the three months ended March 31, 2016 because of the loan forgiven from the sale of Marquesa.

## 4. LIQUIDITY AND FINANCIAL POSITION

At March 31, 2016, Trident had cash of \$10,418 compared to \$23,053 as at December 31, 2015.

Trident has a working capital deficiency of \$26,745 as at March 31, 2016 compared to working capital deficiency of \$437,429 as at December 31, 2015.

Current liabilities amounted to \$47,761 as at March 31, 2016 compared to \$468,911 as at December 31, 2015. Trident's cash balance of \$10,418 at March 31, 2016 is insufficient to pay the current liabilities.

As of March 31, 2016, and to the date of this Interim MD&A, the Canadian and US dollar cash resources of Trident are held with the Royal Bank of Canada in Toronto and the Company had no Colombian pesos cash resources. The Company has no third party debt and its credit and interest rate risk is minimal. Accounts payable and accrued liabilities and advances from related party are short-term and non-interest bearing.

Trident's liquidity risk with financial instruments is minimal as it holds no investments. Trident will require additional funds from equity sources for operating and general and administrative expenses.

Trident's use of cash at present occurs, and in the future will occur, principally in the funding of operating and general and administrative expenses.

## 5. RELATED PARTY TRANSACTIONS

Related parties include the Board of Directors, their family members, and enterprises which are controlled by these individuals as well as certain individuals performing similar functions. The non-executive members of the Board of Directors do not have employment or services contracts with the Company and neither are they entitled to any termination benefits. The directors are considered to be key management of the Company. The Company has incurred the following consulting and management fees to directors and companies controlled by directors:

	<b>Three months ended March 31, 2016</b>	<b>Three months ended March 31, 2015</b>
Stock-based compensation (\$)	-	14,037

As at March 31, 2016, the Company had amounts payable of \$nil (March 31, 2015 - 41,226) owing to former officers of the Company for compensation. These amounts are included in accounts payable and accrued liabilities.

As at March 31, 2016, the Company owed \$nil (December 31, 2015 - \$70,158) to Trident Gold S.A.S. which is a related party under common control.

These expenditures incurred were in the normal course of business and were measured at the exchange amount, which are the amounts agreed upon by the transacting parties. Amounts payable and advances to related parties are non-interest bearing and without specific terms of repayment.

## 6. TRENDS

Management regularly monitors economic conditions and estimates their impact on the Company's operations and incorporates these estimates in both short-term operating and longer-term strategic decisions. During the quarter, equity markets in Canada showed signs of improvement, with equities increasing significantly during this period. Strong equity markets are favourable conditions for completing a public merger, financing or acquisition transaction. Apart from these and the risk factors noted under the heading "Risk Factors", management is not aware of any other trends, commitments, events or uncertainties that would have a material effect on the Company's business, financial condition or results of operations. See "Risk Factors" below.

## 7. RISK FACTORS

An investment in the securities of the Company is highly speculative and involves numerous and significant risks and should be undertaken only by investors whose financial resources are sufficient to enable them to assume such risks and who have no need for immediate liquidity in their investment. Prospective investors should carefully consider the risk factors that have affected, and which in the future are reasonably expected to affect, the Company and its financial position. Please refer to the section entitled "Risk Factors" in the Company's management's discussion and analysis for the fiscal year ended December 31, 2015, available on SEDAR at [www.sedar.com](http://www.sedar.com).

## 8. DISCLOSURE OF INTERNAL CONTROLS

Management has established processes to provide them with sufficient knowledge to support representations that they have exercised reasonable diligence to ensure that (i) the unaudited condensed consolidated interim financial statements do not contain any untrue statement of material fact or omit to state a material fact required to be stated or that is necessary to make a statement not misleading in light of the circumstances under which it is made, as of the date of and for the periods presented by the unaudited condensed consolidated interim financial statements; and (ii) the unaudited condensed consolidated interim financial statements fairly present in all material respects the financial condition, financial performance and cash flows of the Company, as of the date of and for the periods presented.

In contrast to the certificate required for non-venture issuers under National Instrument 52-109 Certification of Disclosure in Issuers' Annual and Interim Filings ("NI 52-109"), the Venture Issuer Basic Certificate filed by the Company does not include representations relating to the establishment and maintenance of disclosure controls and procedures ("DC&P") and internal control over financial reporting ("ICFR"), as defined in NI 52-109. In particular, the certifying

officers filing such certificate are not making any representations relating to the establishment and maintenance of:

- (i) controls and other procedures designed to provide reasonable assurance that information required to be disclosed by the issuer in its annual filings, interim filings or other reports filed or submitted under securities legislation is recorded, processed, summarized and reported within the time periods specified in securities legislation; and
- (ii) a process to provide reasonable assurance regarding the reliability of financial reporting and the preparation of unaudited condensed consolidated interim financial statements for external purposes in accordance with the issuer's generally accepted accounting principles (IFRS).

The Company's certifying officers are responsible for ensuring that processes are in place to provide them with sufficient knowledge to support the representations they are making in such certificate. Investors should be aware that inherent limitations on the ability of certifying officers of a venture issuer to design and implement on a cost effective basis DC&P and ICFR as defined in NI 52-109 may result in additional risks to the quality, reliability, transparency and timeliness of interim and annual filings and other reports provided under securities legislation.

## 9. ADDITIONAL INFORMATION

Further information about the Company and its operations is available on the Company's website at [www.tridentgoldcorp.com](http://www.tridentgoldcorp.com) or on SEDAR at [www.sedar.com](http://www.sedar.com).

## 10. SUBSEQUENT EVENT

On April 26, 2016, the Company's listing transferred to NEX, and the trading symbol for the Company changed from "TTG" to "TTG.H". This is because the Company no longer meets the requirements for a TSX Venture Tier 2 company subsequent to its sale of Marquesa.