

TRIUMPH GOLD CORP.

(An Exploration Stage Corporation)

**Consolidated Financial Statements
December 31, 2019 and 2018**

(Expressed in Canadian dollars)

Independent Auditor's Report

To the Shareholders of Triumph Gold Corp.

Opinion

We have audited the consolidated financial statements of Triumph Gold Corp. ("the Group"), which comprise the consolidated statements of financial position as at December 31, 2019 and December 31, 2018 and the consolidated statements of loss and comprehensive loss, changes in shareholders' equity and cash flows for the years then ended, and notes to the consolidated financial statements, including a summary of significant accounting policies.

In our opinion, the accompanying consolidated financial statements present fairly, in all material respects, the consolidated financial position of the Group as at December 31, 2019 and December 31, 2018, and its consolidated financial performance and its consolidated cash flows for the years then ended in accordance with International Financial Reporting Standards.

Basis for Opinion

We conducted our audit in accordance with Canadian generally accepted auditing standards. Our responsibilities under those standards are further described in the *Auditor's Responsibilities for the Audit of the Consolidated Financial Statements* section of our report. We are independent of the Group in accordance with the ethical requirements that are relevant to our audit of the consolidated financial statements in Canada, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Material Uncertainty Related to Going Concern

We draw attention to Note 1 to the consolidated financial statements which describes the material uncertainty that may cast significant doubt on the Group's ability to continue as a going concern. Our opinion is not modified in respect of this matter.

Other Information

Management is responsible for the other information. The other information comprises:

- Management's Discussion and Analysis

Our opinion on the consolidated financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the consolidated financial statements, our responsibility is to read the other information identified above and, in doing so, consider whether the other information is materially inconsistent with the consolidated financial statements or our knowledge obtained in the audit, or otherwise appears to be materially misstated.

We obtained the other information prior to the date of this auditor's report. If, based on the work we have performed on this other information, we conclude that there is a material misstatement of this other information, we are required to report that fact in this auditor's report. We have nothing to report in this regard.

Responsibilities of Management and Those Charged with Governance for the Consolidated Financial Statements

Management is responsible for the preparation and fair presentation of the consolidated financial statements in accordance with International Financial Reporting Standards, and for such internal control as management determines is necessary to enable the preparation of consolidated financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the consolidated financial statements, management is responsible for assessing the Group's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Group or to cease operations, or has no realistic alternative but to do so.

Those charged with governance are responsible for overseeing the Group's financial reporting process.

Auditor's Responsibilities for the Audit of the Consolidated Financial Statements

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with Canadian generally accepted auditing standards will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

As part of an audit in accordance with Canadian generally accepted auditing standards, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Group's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated financial statements. We are

responsible for the direction, supervision and performance of the group audit. We remain solely responsible for our audit opinion.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

The engagement partner on the audit resulting in this independent auditor's report is Diana Huang.

"Crowe MacKay LLP"

**Chartered Professional Accountants
Vancouver, Canada
April 27, 2020**

TRIUMPH GOLD CORP.
(An Exploration Stage Corporation)
Consolidated Statements of Financial Position
(Expressed in Canadian dollars)

| As at | December 31, 2019 | December 31, 2018 |
|---------------------------------------------------------|-------------------|-------------------|
| | \$ | \$ |
| ASSETS | | |
| Current assets | | |
| Cash and cash equivalents | 923,110 | 225,782 |
| Trade and other receivables | 19,203 | 160,254 |
| Prepayments and deposits (note 8) | 470,525 | 407,408 |
| | 1,412,838 | 793,444 |
| Non-current assets | | |
| Prepayments and deposits | - | 100,000 |
| Right-of-use asset (note 8) | 30,540 | - |
| Property and equipment (note 4) | 10,504 | 12,910 |
| Investment in equities (note 5) | 1 | 1 |
| Exploration and evaluation assets (note 6) | 3,224,855 | 3,190,231 |
| | 3,265,900 | 3,303,142 |
| Total assets | 4,678,738 | 4,096,586 |
| LIABILITIES | | |
| Current liabilities | | |
| Trade and other payables (note 9) | 229,458 | 170,495 |
| Deferred premium on flow-through shares (notes 7 and 8) | 203,874 | - |
| Lease liability (note 8) | 30,540 | - |
| | 463,872 | 170,495 |
| Non-current liability | | |
| Reclamation provision (note 6) | 50,000 | 50,000 |
| Total liabilities | 513,872 | 220,495 |
| SHAREHOLDERS' EQUITY | | |
| Share capital (note 7) | 66,077,019 | 61,505,051 |
| Reserve (note 7) | 6,807,217 | 5,862,433 |
| Deficit | (68,719,370) | (63,491,393) |
| | 4,164,866 | 3,876,091 |
| Total shareholders' equity and liabilities | 4,678,738 | 4,096,586 |

Nature and continuance of operations (note 1)
Commitments and contingency (note 8)
Subsequent event (note 14)

Approved on behalf of the board:
"John Anderson"

John Anderson
Director

" Tony Barresi "

Tony Barresi
Director

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

TRIUMPH GOLD CORP.
(An Exploration Stage Corporation)
Consolidated Statements of Loss and Comprehensive Loss
(Expressed in Canadian dollars)

| For the year ended | December 31, 2019 | December 31, 2018 |
|------------------------------------------------------------------------------|---------------------|---------------------|
| | \$ | \$ |
| Expenses | | |
| Administrative expenses | 266,514 | 284,092 |
| Corporate communications | 1,137,306 | 1,003,556 |
| Depreciation (notes 4 and 8) | 65,061 | 11,150 |
| Exploration expenditures (note 6) | 2,522,306 | 5,798,526 |
| Flow-through share related tax | - | 9,726 |
| Interest (note 8) | 4,553 | - |
| Listing and filing fees | 32,497 | 29,242 |
| Professional fees (note 9) | 368,959 | 249,713 |
| Property investigation | - | 6,500 |
| Share-based payments (notes 7 and 9) | 908,321 | 987,255 |
| Wages and salaries (note 9) | 521,328 | 577,190 |
| | <u>(5,826,845)</u> | <u>(8,956,950)</u> |
| Other items | | |
| Interest and other income (note 6) | 21,327 | 6,804 |
| Flow-through share premium reversal (note 7) | 577,541 | 145,500 |
| Total other items | <u>598,868</u> | <u>152,304</u> |
| Net and comprehensive loss for the year | <u>(5,227,977)</u> | <u>(8,804,646)</u> |
| Loss per share - basic and diluted | <u>(\$0.06)</u> | <u>(\$0.12)</u> |
| Weighted average number of shares outstanding - basic and diluted | <u>90,868,161</u> | <u>71,410,589</u> |

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

TRIUMPH GOLD CORP.
(An Exploration Stage Corporation)
Consolidated Statements of Changes in Shareholders' Equity
(Expressed in Canadian dollars)

| | Number of Shares | Share Capital \$ | Reserve \$ | Deficit \$ | Total Shareholders' Equity \$ |
|-------------------------------------|---------------------|------------------------|---------------|---------------|----------------------------------------|
| Balance, December 31, 2017 | 62,067,537 | 55,607,365 | 4,875,178 | (54,686,747) | 5,795,796 |
| Shares issuance (note 7) | 14,641,101 | 5,124,386 | - | - | 5,124,386 |
| Share issue costs (note 7) | - | (72,600) | - | - | (72,600) |
| Warrants exercised (note 7) | 4,571,500 | 845,900 | - | - | 845,900 |
| Share-based payments (note 7) | - | - | 987,255 | - | 987,255 |
| Loss for the year | - | - | - | (8,804,646) | (8,804,646) |
| Balance, December 31, 2018 | 81,280,138 | 61,505,051 | 5,862,433 | (63,491,393) | 3,876,091 |
| Shares issuance (note 7) | 12,220,311 | 5,122,914 | - | - | 5,122,914 |
| Share issue costs (note 7) | - | (247,555) | 36,463 | - | (211,092) |
| Flow-through share premium (note 7) | - | (781,415) | - | - | (781,415) |
| Warrants exercised (note 7) | 4,944,804 | 478,024 | - | - | 478,024 |
| Share-based payments (note 7) | - | - | 908,321 | - | 908,321 |
| Loss for the year | - | - | - | (5,227,977) | (5,227,977) |
| Balance, December 31, 2019 | 98,445,253 | 66,077,019 | 6,807,217 | (68,719,370) | 4,164,866 |

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

TRIUMPH GOLD CORP.
(An Exploration Stage Corporation)
Consolidated Statements of Cash Flows
(Expressed in Canadian dollars)

| For the year ended | December 31, 2019 | December 31, 2018 |
|---------------------------------------------------|--------------------------|--------------------------|
| | \$ | \$ |
| Cash flows from operating activities | | |
| Loss for the year | (5,227,977) | (8,804,646) |
| Items not involving cash | | |
| Depreciation | 65,061 | 11,150 |
| Interest | 4,553 | - |
| Flow-through share premium reversal | (577,541) | (145,500) |
| Reclamation provision | - | 25,000 |
| Share-based payments | 908,321 | 987,255 |
| | <u>(4,827,583)</u> | <u>(7,926,741)</u> |
| Change in non-cash working capital | | |
| Trade and other receivables | 141,051 | (146,965) |
| Prepayments and deposits | 36,883 | (325,388) |
| Trade and other payables | 58,963 | 7,233 |
| | <u>(4,590,686)</u> | <u>(8,391,861)</u> |
| Cash flows from investing activities | | |
| Acquisition of property and equipment | (5,108) | (7,817) |
| Acquisition of exploration and evaluation assets | (34,624) | (166,828) |
| | <u>(39,732)</u> | <u>(174,645)</u> |
| Cash flows from financing activities | | |
| Payment of lease liability | (62,100) | - |
| Proceeds on issuance of common shares, net | 4,911,822 | 5,051,786 |
| Exercise of warrants | 478,024 | 845,900 |
| | <u>5,327,746</u> | <u>5,897,686</u> |
| Change in cash and cash equivalents | 697,328 | (2,668,820) |
| Cash and cash equivalents, beginning of the year | 225,782 | 2,894,602 |
| Cash and cash equivalents, end of the year | <u>923,110</u> | <u>225,782</u> |
| Cash and cash equivalents consist of: | | |
| Cash | 149,860 | 206,159 |
| Term deposit | 773,250 | 19,623 |
| | <u>923,110</u> | <u>225,782</u> |
| Cash paid for: | | |
| Income taxes | - | - |
| Interest | - | - |
| | <u>-</u> | <u>-</u> |
| Non-cash transactions: | | |

During the year ended December 31, 2019, the Company:

- a) recorded an \$88,087 right-of-use asset and corresponding lease liability upon the adoption of IFRS 16 (note 8); and
- b) recorded a \$781,415 deferred premium on flow-through shares (notes 7 and 8).

There were no non-cash transactions during the year ended December 31, 2018.

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

TRIUMPH GOLD CORP.
Notes to the Consolidated Financial Statements
Years ended December 31, 2019 and 2018
(Expressed in Canadian dollars)

1. NATURE AND CONTINUANCE OF OPERATIONS

Triumph Gold Corp. was incorporated under the Alberta Business Corporations Act on January 13, 2006 and was extra- provincially registered in British Columbia and the Yukon Territory. The Company is listed on the TSX Venture Exchange (“TSXV”), having the symbol “TIG”. The Company’s principal business activity is the exploration for mineral resources, primarily in the Yukon Territory, Canada.

The Company’s corporate office and principal place of business is Suite 1100, 1111 Melville Street, Vancouver, British Columbia, Canada.

The consolidated financial statements have been prepared on a going concern basis which assumes the Company will realize its assets and discharge its liabilities in the normal course of business. The Company’s ability to continue as a going concern is dependent upon its ability in the future to achieve profitable operations and, in the meantime, to obtain the necessary financing to meet its obligations and repay its liabilities when they become due. External financing, predominantly by the issuance of equity to the public, will be sought to finance the operations of the Company. Although the Company has a history of raising money, there is no guarantee of this in the future. Subsequent to year-end, there was a global pandemic outbreak of COVID-19. The actual and threatened spread of the virus globally has had a material adverse effect on the global economy and, specifically, the regional economies in which the Company operates. The pandemic could continue to have a negative impact on the stock market, including trading prices of the Company’s shares and its ability to raise new capital. These factors, amongst others, could have a significant impact on the Company’s operations. As a result, there exists material uncertainty that casts significant doubt about the Company’s ability to continue as a going concern. These consolidated financial statements do not include any adjustments to the amounts and classification of assets and liabilities that might be necessary should the Company be unable to continue in business.

2. BASIS OF PREPARATION

Statement of compliance

These audited consolidated financial statements for the Company for the years ended December 31, 2019 and 2018 are prepared in accordance with the International Financial Reporting Standards (“IFRS”) which are issued by the International Accounting Standards Board (“IASB”).

These consolidated financial statements were authorized for issue by the Board of Directors on April 27, 2020.

Basis of measurement

These consolidated financial statements have been prepared on a historical cost basis except for financial instruments classified as fair value through profit or loss (“FVTPL”) and fair value through other comprehensive income (“FVOCI”) which are stated at their fair value.

TRIUMPH GOLD CORP.
Notes to the Consolidated Financial Statements
Years ended December 31, 2019 and 2018
(Expressed in Canadian dollars)

2. BASIS OF PREPARATION (continued)

Basis of measurement (continued)

In addition, these consolidated financial statements have been prepared using the accrual basis of accounting, except for cash flow information.

These consolidated financial statements are presented in Canadian dollars, which is also the Company's functional currency.

Use of estimates and judgments

The preparation of financial statements in compliance with IFRS requires management to make certain judgments, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results may differ from these estimates and assumptions.

The estimates and associated assumptions are based on historical experience and various other factors that are believed to be reasonable under the circumstances, the results of which form the basis of making the judgments about the carrying values of assets and liabilities that are not readily apparent from other sources.

The estimates and underlying assumptions are continuously evaluated and reviewed on an ongoing basis. Revisions to accounting estimates are recognized in the period in which the estimate is revised if the revision affects only that period or in the period of the revision and further periods if the review affects both current and future periods.

Significant accounting estimates

- a. The inputs used in accounting for share-based payments in profit or loss;
- b. The estimated carrying value and impairment amount of each mineral property, determined by the recoverable amount of the asset;
- c. The tax basis of assets and liabilities and related deferred income tax assets and liabilities; and
- d. Amounts of provisions for environmental rehabilitation and restoration.

Significant accounting judgments

- a. The assessment of the Company's ability to continue as a going concern and to raise sufficient funds to pay for its ongoing operation expenditures, meet its liabilities for the ensuing year, and to fund planned and contractual exploration programs, involves significant judgment based on historical experience and other factors including expectation of future events that are believed to be reasonable under the circumstances; and
- b. The assessment of indications of impairment of each mineral property.

TRIUMPH GOLD CORP.
Notes to the Consolidated Financial Statements
Years ended December 31, 2019 and 2018
(Expressed in Canadian dollars)

3. SIGNIFICANT ACCOUNTING POLICIES

Principles of consolidation

These consolidated financial statements include the accounts of the Company and its wholly-owned subsidiary, Bushmaster Exploration Services (2007) Ltd. All significant intercompany transactions and balances have been eliminated upon consolidation. The financial statements of the subsidiary are prepared using consistent accounting policies and reporting dates of the Company. The functional currency for the Company and its subsidiary is the Canadian dollar.

Cash and cash equivalents

Cash and cash equivalents include cash on hand, deposits held at call with financial institutions and other short-term, highly liquid investments that are readily convertible to known amounts of cash and subject to an insignificant risk of change in value. For cash flow statement presentation purposes, cash and cash equivalents includes bank overdrafts.

Exploration and evaluation assets (“E&E”)

The Company's mineral interests comprise mineral property surface rights, mining titles, exploration licenses, exploitation permits and concession contracts. All direct costs related to the acquisition of mineral interests are capitalized and classified as intangible assets. All other E&E costs incurred prior to a decision to proceed with development are charged to profit and loss as incurred. When a decision to proceed with development is made, development costs subsequently incurred to develop a mine prior to the start of mining operations are capitalized and carried at cost.

Subsequent to entering production, acquisition costs and development expenditures are tested for impairment and then transferred to mineral interests within property and equipment. Mineral interests are classified as tangible assets and depreciated when such assets are put in use.

The Company assesses mineral interests for impairment when indicators of impairment are present and at least annually. When a project is deemed to no longer have commercially viable prospects to the Company, mineral interests in respect of that project are deemed to be impaired. As a result, those mineral interests, in excess of estimated recoveries, are written off and recognized in profit and loss.

As the Company currently has no operational income, any incidental revenues earned in connection with exploration activities are applied as a reduction to exploration costs. Exploration and evaluation acquisition costs that are capitalized are included as part of cash flows from investing activities whereas exploration and evaluation expenditures that are expensed are included as part of cash flows from operating activities.

The Federal and Provincial taxation authorities provide Companies with tax incentives for undertaking mineral exploration programs in certain areas. The Company accrues these credits as a reduction to exploration expenditures in the period that the related expenditures are incurred. The accrued credits are subject to review by the relevant authorities and by their nature are subject to measurement uncertainty. Adjustments, if any, resulting from such a review are recorded in the year the tax filing is amended.

TRIUMPH GOLD CORP.
Notes to the Consolidated Financial Statements
Years ended December 31, 2019 and 2018
(Expressed in Canadian dollars)

3. SIGNIFICANT ACCOUNTING POLICIES (continued)

Property and equipment

Property and equipment are carried at cost, less accumulated depreciation and accumulated impairment losses. The cost of an item comprising property and equipment consists of the purchase price, any costs directly attributable to bringing the asset to the location and condition necessary for its intended use and an initial estimate of the costs of dismantling and removing the item and restoring the site on which it is located.

Depreciation is recorded on a declining balance basis at the following annual rates, except in the year of acquisition when one-half of the rate is used:

| | |
|--------------------|----------------------|
| Automotive | 30% |
| Computer equipment | 2 year straight line |
| Equipment | 20% |

An item comprising property and equipment is derecognized upon disposal or when no future economic benefits are expected to arise from the continued use of the asset. Any gain or loss arising on disposal of the asset, determined as the difference between the net disposal proceeds and the carrying amount of the asset, is recognized in profit or loss.

Where an item of property and equipment comprises major components with different useful lives, the components are accounted for separately. Expenditures incurred to replace a component of an item of property and equipment that is accounted for separately, including major inspection and overhaul expenditures are capitalized.

Reclamation obligations

The Company recognizes liabilities for statutory, constructive or legal obligations associated with the reclamation of exploration and evaluation assets, or property, plant and equipment, when those obligations result from the acquisition, construction, development or normal operation of the assets. The Company records the present value of the estimated costs of statutory, legal and constructive obligations required to restore the exploration sites in the period in which the obligation is incurred. Upon initial recognition of the liability, the corresponding asset retirement cost is added to the carrying amount of the related asset and the cost is depreciated as an expense over the economic life of the asset using either the unit-of-production method or the straight-line method, as appropriate. Following the initial recognition of the asset retirement obligation, the carrying amount of the liability is increased for the passage of time and adjusted for changes to the amount or timing of the underlying cash flows needed to settle the obligation.

TRIUMPH GOLD CORP.
Notes to the Consolidated Financial Statements
Years ended December 31, 2019 and 2018
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3. SIGNIFICANT ACCOUNTING POLICIES (continued)

Impairment of non-financial assets

At the end of each reporting period the carrying amounts of the assets are reviewed to determine whether there is any indication that those assets are impaired. Impairment is recognized when the carrying amount of an asset exceeds its recoverable amount. The recoverable amount is the greater of the asset's fair value less costs to sell and its value in use. Fair value is determined as the amount that would be obtained from the sale of the asset in an arm's length transaction between knowledgeable and willing parties. The impairment loss is recognized in profit or loss in the consolidated statement of loss and comprehensive loss for the period. Where an impairment loss subsequently reverses, the carrying amount of the asset is increased to the revised estimate of its recoverable amount, but to an amount that does not exceed the carrying amount had no impairment loss been recognized. A reversal of an impairment loss is recognized immediately in profit or loss.

Income taxes

Income tax expense comprises current and deferred tax. Current tax and deferred tax are recognized in profit or loss except to the extent that it relates to a business combination or items recognized directly in equity or in other comprehensive loss/income.

Current income taxes are recognized for the estimated income taxes payable or receivable on taxable income or loss for the current year and any adjustment to income taxes payable in respect of previous years.

Current income taxes are determined using tax rates and tax laws that have been enacted or substantively enacted by the year-end date.

Deferred tax assets and liabilities are recognized where the carrying amount of an asset or liability differs from its tax base, except for taxable temporary differences arising on the initial recognition of goodwill and temporary differences arising on the initial recognition of an asset or liability in a transaction which is not a business combination and at the time of the transaction affects neither accounting nor taxable profit or loss.

Recognition of deferred tax assets for unused tax losses, tax credits and deductible temporary differences is restricted to those instances where it is probable that future taxable profit will be available against which the deferred tax asset can be utilized. At the end of each reporting period the Company reassesses unrecognized deferred tax assets. The Company recognizes a previously unrecognized deferred tax asset to the extent that it has become probable that future taxable profit will allow the deferred tax asset to be recovered.

Foreign currency translation

At the transaction date, each asset, liability, revenue and expense denominated in a foreign currency is translated into Canadian dollars by using the exchange rate in effect at that date. At the year-end date, unsettled monetary assets and liabilities are translated into Canadian dollars by using the exchange rate in effect at the reporting date and the related translation differences are recognized in profit and loss. Non-monetary assets and liabilities that are measured at historical cost are translated into Canadian dollars by using the exchange rate in effect at the date of the initial transaction and are not subsequently restated.

TRIUMPH GOLD CORP.
Notes to the Consolidated Financial Statements
Years ended December 31, 2019 and 2018
(Expressed in Canadian dollars)

3. SIGNIFICANT ACCOUNTING POLICIES (continued)

Share capital

Financial instruments issued by the Company are classified as equity only to the extent that they do not meet the definition of a financial liability or financial asset. The Company's common shares, share warrants, options and flow-through shares are classified as equity instruments. Incremental costs directly attributable to the issue of new shares or options are recognized as a deduction from equity, net of tax.

Flow-through shares

Resource expenditure deductions for income tax purposes related to exploratory activities funded by flow-through share arrangements are renounced to investors in accordance with income tax legislation. Pursuant to the terms of the flow-through share agreements, these shares transfer the tax deductibility of qualifying resource expenditures to investors. On issuance, the Company bifurcates the flow-through share into a flow-through share premium, equal to the estimated premium, if any, investors pay for the flow-through feature, which is recognized as a liability and share capital. Upon expenses being incurred, the Company derecognizes the liability and recognizes a deferred tax liability for the amount of tax reduction renounced to the shareholders. The premium is recognized as other income and the related deferred tax is recognized as a tax provision.

Proceeds received from the issuance of flow-through shares are restricted to be used only for Canadian resource property exploration expenditures within a two-year period.

The Company may also be subject to a Part XII.6 tax on flow-through proceeds renounced under the Look-back Rule, in accordance with Government of Canada flow-through regulations. When applicable, this tax is accrued as a financing expense until qualifying expenditures are incurred.

Valuation of equity units issued in private placements

The Company has adopted a residual value method with respect to the measurement of shares and warrants issued as private placement units. The residual value method first allocates value to the more easily measurable component based on fair value and then the residual value, if any, to the less easily measurable component. The fair value of the common shares issued in the private placements was determined to be the more easily measurable component and were valued at their fair value, as determined by the closing quoted bid price on the announcement date. The balance, if any, was allocated to the attached warrants. Any fair value attributed to the warrants is recorded in the reserve. If the warrants expire unexercised, the value attributed to the warrants is transferred to deficit.

Earnings (loss) per common share

Basic earnings/loss per share is computed by dividing the net income or loss applicable to common shares of the Company by the weighted average number of common shares outstanding for the relevant period.

TRIUMPH GOLD CORP.
Notes to the Consolidated Financial Statements
Years ended December 31, 2019 and 2018
(Expressed in Canadian dollars)

3. SIGNIFICANT ACCOUNTING POLICIES (continued)

Earnings (loss) per common share (continued)

Diluted earnings/loss per common share is computed by dividing the net income or loss applicable to common shares by the sum of the weighted average number of common shares issued and outstanding and all additional common shares that would have been outstanding, if potentially dilutive instruments were converted. As at December 31, 2019 there were 9,035,000 (2018 - 7,765,000) options and 25,997,440 (2018 - 24,590,831) warrants outstanding that were not included as their inclusion was anti-dilutive in nature.

Share-based payments

Where equity-settled share options are awarded to employees, the fair value of the options at the date of grant is charged to profit or loss over the vesting period. Performance vesting conditions are taken into account by adjusting the number of equity instruments expected to vest at each reporting date so that, ultimately, the cumulative amount recognized over the vesting period is based on the number of options that eventually vest. Non-vesting conditions and market vesting conditions are factored into the fair value of the options granted. As long as all other vesting conditions are satisfied, a charge is made irrespective of whether these vesting conditions are satisfied. The cumulative expense is not adjusted for failure to achieve a market vesting condition or where a non-vesting condition is not satisfied.

Where equity instruments are granted to non-employees, they are recorded at the fair value of the goods or services received in profit or loss, unless they are related to the issuance of shares. Amounts related to the issuance of shares are recorded as a reduction of share capital.

When the value of goods or services received in exchange for the share-based payment cannot be reliably estimated, the fair value is measured by use of a valuation model. The expected life used in the model is adjusted, based on management's best estimate, for the effects of non-transferability, exercise restrictions, and behavioral considerations.

Where the terms and conditions of options are modified before they vest, the increase in the fair value of the options, measured immediately before and after the modification, is also charged to profit or loss over the remaining vesting period.

Where a grant of options is cancelled or settled during the vesting period, excluding forfeitures when vesting conditions are not satisfied, the Company immediately accounts for the cancellation as an acceleration of vesting and recognizes the amount that otherwise would have been recognized for services received over the remainder of the vesting period. Any payment made to the employee on the cancellation is accounted for as the repurchase of an equity interest except to the extent the payment exceeds the fair value of the equity instrument granted, measured at the repurchase date. Any such excess is recognized as an expense.

The fair value of each option granted is calculated at the time of the grant by using the Black-Scholes Option Pricing Model based on historical volatility. All equity-settled share-based payments are reflected in the reserve, until exercised. Upon exercise, shares are issued from treasury and the amount reflected in the reserve is credited to share capital, adjusted for any consideration paid. Where options expire unexercised no adjustment is made to reserve.

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3. SIGNIFICANT ACCOUNTING POLICIES (continued)

Financial instruments

In accordance with IFRS 9, the Company's classification of financial instruments is as follows:

| <u>Financial asset/liability</u> | <u>Classification</u> |
|----------------------------------|-----------------------|
| Cash and cash equivalents | FVTPL |
| Trade and other receivables | Amortized cost |
| Investment in equities | FVTPL |
| Trade and other payables | Amortized cost |
| Lease liability | Amortized cost |

Financial assets and liabilities at amortized cost

Financial assets and liabilities at amortized cost are initially recognized at fair value plus or minus transaction costs, respectively, and subsequently carried at amortized cost, calculated using the effective interest rate method, less any impairment.

Financial assets and liabilities at FVTPL

Financial assets and liabilities carried at FVTPL are initially recorded at fair value and transaction costs are expensed in profit or loss. Realized and unrealized gains and losses arising from changes in the fair value of the financial assets and liabilities held at FVTPL are included in the consolidated statements of loss in the period in which they arise.

Expected Credit Loss Impairment Model

The Company follows the single expected credit loss impairment model, which is based on changes in credit quality since initial recognition. There was no impact on the Company's financial statements for the years ended December 31, 2019 and 2018.

New or revised accounting standards adopted

In June 2017, the IFRS Interpretations Committee of the IASB issued IFRIC 23, Uncertainty over Income Tax Treatments (IFRIC 23). The interpretation provides guidance on the accounting for current and deferred tax liabilities and assets in circumstances in which there is uncertainty over income tax treatments. The Interpretation is applicable for annual periods beginning on or after January 1, 2019. The Interpretation requires: (a) an entity to contemplate whether uncertain tax treatments should be considered separately, or together as a group, based on which approach provides better predictions of the resolution; (b) an entity to determine if it is probable that the tax authorities will accept the uncertain tax treatment; and (c) if it is not probable that the uncertain tax treatment will be accepted, measure the tax uncertainty based on the most likely amount or expected value, depending on whichever method better predicts the resolution of the uncertainty. Adoption of this standard had no impact on the Company's consolidated financial statements.

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3. SIGNIFICANT ACCOUNTING POLICIES (continued)

New or revised accounting standards adopted (continued)

IFRS 16 – Leases

IFRS 16 - Leases replaces IAS 17, Leases. IFRS 16 eliminates the classification as an operating lease and requires lessees to recognize a right-of-use asset and a lease liability in the statement of financial position for all leases, with exemptions permitted for short-term leases and leases of low value assets. In addition, IFRS 16 changes the definition of a lease; sets requirements on how to account for the asset and liability, including complexities such as non-lease elements, variable lease payments and option periods; changes the accounting for sale and leaseback arrangements; and introduces new disclosure requirements. Under IFRS 16, a lessee recognizes a right-of-use asset representing its right to use the underlying asset and a lease liability representing its obligation to make lease payments. Right-of-use assets will be initially measured at cost, which includes the initial measurement of the lease liabilities and other costs, less lease incentives. Lease liabilities will initially be measured at the present value of future lease payments and subsequently measured at amortized cost using the effective interest method. IFRS 16 was effective for annual reporting periods beginning on or after January 1, 2019 and may be applied retrospectively to each prior period presented (full retrospective approach) or with the cumulative effect of adoption recognized at initial application (modified retrospective approach). The modified retrospective approach offers the option, on a lease by lease basis, to either measure the right-of-use asset retrospectively using the discount rate as at the date of initial application or to measure the right-of-use asset at an amount equal to the lease liability.

The Company adopted IFRS 16 on January 1, 2019. On initial adoption, the Company elected to record right-of-use assets based on the corresponding lease obligation. A right-of-use asset and lease obligation of \$88,087 were recorded as of January 1, 2019, with no impact on deficit. When measuring the present value of lease obligations, the Company discounted remaining lease payments using its incremental borrowing rate at January 1, 2019, which was a rate of 8%.

At inception of a contract, the Company assesses whether a contract is, or contains a lease based on whether the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration.

The Company recognizes a right-of-use asset and a lease obligation at the lease commencement date. The right-of-use asset is initially measured based on the initial amount of the lease obligation adjusted for any lease payments made at or before the commencement date. The assets are depreciated over the lease term using the straight-line method as this most closely reflects the expected pattern of consumption of future economic benefits.

The lease obligation is initially measured at the present value of the lease payments that are not paid at the commencement date, discounted using the interest rate implicit in the lease or, if that rate cannot be readily determined, the Company's incremental borrowing rate. Variable lease payments that do not depend on an index or rate are not included in the measurement of the lease obligation. The lease obligation is subsequently measured at amortized cost using the effective interest rate method.

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3. SIGNIFICANT ACCOUNTING POLICIES (continued)

New or revised accounting standards not yet adopted

The adoption of the following standards and interpretations, which have been issued but are not yet effective, are not expected to have a material effect on the Company's future results and financial position:

On March 29, 2018 the IASB issued a revised version of its Conceptual Framework for Financial Reporting (the Framework), that underpins IFRS Standards. The IASB also issued Amendments to References to the Conceptual Framework in IFRS Standards (the Amendments) to update references in IFRS Standards to previous versions of the Conceptual Framework. Both documents are effective from January 1, 2020 with earlier application permitted. Some Standards include references to the 1989 and 2010 versions of the Framework. The IASB has published a separate document which contains consequential amendments to affected Standards so that they refer to the new Framework, with the exception of IFRS 3 Business Combinations which continues to refer to both the 1989 and 2010 Frameworks. The Company did not adopt the Amendments in its financial statements before the annual period beginning on January 1, 2020.

In October 2018, the IASB issued amendments to IAS 1, Presentation of Financial Statements and IAS 8, Accounting Policies, Changes in Accounting Estimates and Errors. The amendments are to clarify the definition of 'material' and to align the definition used in the Conceptual Framework and the standards themselves. The amendments are effective January 1, 2020.

4. PROPERTY AND EQUIPMENT

| | Automotive | Computer Equipment | Equipment | Total |
|---------------------------------|-------------------|-------------------------------|------------------|--------------|
| | \$ | \$ | \$ | \$ |
| Cost | | | | |
| Balance, December 31, 2017 | 107,242 | 12,519 | 68,047 | 187,808 |
| Additions | - | 7,817 | - | 7,817 |
| Balance, December 31, 2018 | 107,242 | 20,336 | 68,047 | 195,625 |
| Additions | - | 5,108 | - | 5,108 |
| Balance, December 31, 2019 | 107,242 | 25,444 | 68,047 | 200,733 |
| Accumulated depreciation | | | | |
| Balance, December 31, 2017 | 105,384 | 6,260 | 59,921 | 171,565 |
| Depreciation | 557 | 8,967 | 1,626 | 11,150 |
| Balance, December 31, 2018 | 105,941 | 15,227 | 61,547 | 182,715 |
| Depreciation | 390 | 5,824 | 1,300 | 7,514 |
| Balance, December 31, 2019 | 106,331 | 21,051 | 62,847 | 190,229 |
| Net book value | | | | |
| As at December 31, 2018 | 1,301 | 5,109 | 6,500 | 12,910 |
| As at December 31, 2019 | 911 | 4,393 | 5,200 | 10,504 |

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5. INVESTMENT IN EQUITIES

The Company holds securities that have been designated as FVTPL as follows:

| | Cost | Fair Market Value |
|--------------------------------------------------|-------------|--------------------------|
| | \$ | \$ |
| Balance, December 31, 2017, 2018 and 2019 | | |
| 150,000 common shares of Dawson Gold Corp. | 380,000 | 1 |

The shares of FluidOil Limited (formerly Dawson Gold Corp.) were halted on the TSXV. During the years ended December 31, 2019 and 2018, no trading occurred and the shares were delisted during the current year.

6. EXPLORATION AND EVALUATION ASSETS

Exploration and evaluation assets and related expenditures comprise:

Freegold Mountain, Canada

The Freegold Mountain project is comprised of the following exploration properties:

(i) Tinta Hill Property, Yukon

The Company holds a 100% interest in the Tinta Hill Property subject to an annual advanced royalty payment of \$20,000 and a 3% Net Smelter Return ("NSR"). The advanced royalty payment will be netted against royalty interest payments after commencement of commercial production. Of the 3% NSR, the Company can elect to purchase 2% at a cost of \$250,000 for the first 1% and \$1,000,000 for the second 1%.

As at December 31, 2019, total advanced royalty payment made was \$60,000 (2018 – \$40,000).

(ii) Freegold Property, Yukon

The Company holds a 100% interest in the Freegold Property subject to an annual advanced royalty payment of \$ 10,000 and a 3% NSR. The advanced royalty payment will be netted against royalty interest payments after commencement of commercial production. Of the 3% NSR, the Company can elect to purchase 2% at a cost of \$250,000 for the first 1% and \$1,000,000 for the second 1%.

As at December 31, 2019, total advanced royalty payment made was \$30,000 (2018 – \$20,000).

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6. EXPLORATION AND EVALUATION ASSETS (continued)

Freegold Mountain, Canada (continued)

(iii) Goldstar Property, Yukon

The Company holds a 100% interest in the Goldstar Property subject to an advance payment of \$ 10,000 and a 3% NSR. The advanced royalty payment will be netted against royalty interest payments after the commencement of commercial production. As at December 31, 2019, total advanced royalty payment made was \$30,000 (2018 – \$20,000).

Of the 3% NSR, the Company can elect to purchase 2% at a cost of \$500,000 for the first 1% and \$1,000,000 for the second 1%.

(iv) Golden Revenue Property, Yukon

The Company holds a 100% interest in the Golden Revenue Property subject to a 1% NSR in favour of ATAC Resources Ltd on that portion of the property which is not subject to an underlying royalty. There is a 2% underlying NSR on a portion of the property. A total of 75% of the underlying NSR (1.5% NSR) may be purchased at any time for \$600,000. On June 13, 2018, the Company acquired the underlying NSR for a purchase price of \$100,000, thereby conveying the exclusive right to be paid all future rights associated from the NSR to the Company.

During the year ended December 31, 2019, the Company recorded an additional \$Nil (2018 - \$25,000) provision for a total of \$50,000 (2018 - \$50,000) for reclamation activity related to the Freegold Mountain project.

Other, Canada

Tad/Toro Property, Yukon

The Company holds a 100% interest in the Tad/Toro Property subject to a 3% NSR, of which the first 1% may be purchased for \$500,000 and a second 1% for \$1,000,000.

The Company wrote-down the value of the Tad/Toro Property to \$1 in previous years.

Andalusite Peak, British Columbia

The Company staked the Andalusite Peak Property and held a 100% interest. On August 8, 2019, the Company and Rio Tinto Exploration Canada Inc. ("RTEC") entered into an option agreement whereby RTEC has the option to obtain a 100% interest in the Andalusite Peak property. Under the terms of the option agreement, 100% ownership of the claims were transferred to RTEC and RTEC agreed to pay \$3,000,000 over a five-year option period and reserve for the Company a 1% net smelter returns royalty, which is capped at \$50 million. 100% interest in the Andalusite Peak property will be returned to the Company if RTEC opts out of the staged payments totaling \$3,000,000 over the five year option period. The sum of \$25,000 was paid to the Company (of which \$10,420 has been credited against to exploration and evaluation assets and the excess of \$14,580 over the carry amount has been recognized in other income) within 45 days of the option agreement date and a further \$50,000 is payable on or before the first anniversary date of the option agreement.

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6. EXPLORATION AND EVALUATION ASSETS (continued)

| | Freegold Mountain | Other | Andalusite Peak | Total |
|----------------------------------------------------------|----------------------|--------|--------------------|-----------|
| | \$ | \$ | \$ | \$ |
| Exploration and Evaluation Assets | | | | |
| Balance, December 31, 2017 | 3,022,300 | 1 | 1,102 | 3,023,403 |
| Additions | 162,388 | - | 4,440 | 166,828 |
| Balance, December 31, 2018 | 3,184,688 | 1 | 5,542 | 3,190,231 |
| Additions | 40,166 | - | 4,878 | 45,044 |
| Option payment - Received | - | - | (25,000) | (25,000) |
| Option payment - Excess of proceeds over carrying amount | - | - | 14,580 | 14,580 |
| Balance, December 31, 2019 | 3,224,854 | 1 | - | 3,224,855 |
| Current Exploration Expenditures | | | | |
| Year ended December 31, 2018 | | | | |
| Administrative | 9,919 | - | 525 | 10,444 |
| Assaying | 431,260 | - | 1,563 | 432,823 |
| Camp costs | 523,226 | - | 86 | 523,312 |
| Community relations | 8,750 | - | - | 8,750 |
| Drilling | 2,513,898 | - | - | 2,513,898 |
| Environmental | 31,346 | - | - | 31,346 |
| Equipment and supplies | 348,793 | - | 1,000 | 349,793 |
| Geological costs | 362,419 | - | 200 | 362,619 |
| Geophysical costs | 146,225 | - | - | 146,225 |
| Helicopter | - | - | 903 | 903 |
| Reclamation provision | 25,000 | - | - | 25,000 |
| Resource work | 125,274 | - | - | 125,274 |
| Transportation and storage | 115,777 | - | 1,103 | 116,880 |
| Travel and accommodation | 102,650 | - | 3,227 | 105,877 |
| Wages and labour costs | 1,038,696 | - | 6,686 | 1,045,382 |
| Total | 5,783,233 | - | 15,293 | 5,798,526 |
| Year ended December 31, 2019 | | | | |
| Administrative | 2,577 | - | 25 | 2,602 |
| Assaying | 157,394 | 11,512 | - | 168,906 |
| Camp costs | 267,839 | 7,350 | - | 275,189 |
| Drilling | 834,959 | - | - | 834,959 |
| Environmental | 2,454 | - | - | 2,454 |
| Equipment and supplies | 179,184 | 1,045 | - | 180,229 |
| Geological costs | 287,460 | 7,350 | - | 294,810 |
| Geophysical costs | 8,000 | - | - | 8,000 |
| Helicopter | - | 23,212 | - | 23,212 |
| Resource work | 53,650 | - | - | 53,650 |
| Transportation and storage | 49,483 | - | - | 49,483 |
| Travel and accommodation | 41,047 | - | - | 41,047 |
| Wages and labour costs | 580,940 | 6,825 | - | 587,765 |
| Total | 2,464,987 | 57,294 | 25 | 2,522,306 |

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6. EXPLORATION AND EVALUATION ASSETS (continued)

| | Freegold Mountain | Other | Andalusite Peak | Total |
|--------------------------------------------|----------------------|----------------|--------------------|-------------------|
| | \$ | \$ | \$ | \$ |
| Cumulative Exploration Expenditures | | | | |
| Administrative | 680,737 | - | 550 | 681,287 |
| Assaying | 807,231 | 12,172 | 2,132 | 821,535 |
| Camp costs | 3,635,087 | 10,800 | 86 | 3,645,973 |
| Community relations | 8,750 | - | - | 8,750 |
| Drilling costs | 17,253,775 | - | - | 17,253,775 |
| Environmental | 33,800 | - | - | 33,800 |
| Equipment and supplies | 832,504 | 2,275 | 2,000 | 836,779 |
| Exploration grant | (325,455) | - | - | (325,455) |
| Geological costs | 5,479,135 | 46,577 | 200 | 5,525,912 |
| Geophysical costs | 1,441,742 | - | - | 1,441,742 |
| Helicopter | 7,942 | 30,841 | 4,465 | 43,248 |
| Reclamation provision | 50,000 | - | - | 50,000 |
| Resource work | 178,924 | - | - | 178,924 |
| Transportation and storage | 1,414,602 | 22,632 | 2,423 | 1,439,657 |
| Travel and accomodation | 784,453 | 100 | 6,369 | 790,922 |
| Wages and labour costs | 11,664,348 | 27,238 | 14,937 | 11,706,523 |
| Total | 43,947,575 | 152,635 | 33,162 | 44,133,372 |

7. SHARE CAPITAL

Authorized:

Unlimited common shares with no par value

Unlimited preferred shares, the series rights and restrictions to be determined by the Board of Directors on issuance

Issued:

For the year ended December 31, 2019

(i) On May 14, 2019, the Company completed a private placement financing of 2,887,500 non-flow through units at a price of \$0.35 per unit for gross proceeds of \$1,010,625. Each unit is comprised of one common share of the Company and one-half share purchase warrant of the Company. Each full warrant is exercisable into an additional common share at a price of \$0.60 per share until May 14, 2021. Share issuance costs and finders' fees of \$80,140 were paid in connection with the private placement. The Company also issued 59,185 finder's warrants which were recorded at a fair value of \$5,550. The fair value was estimated using the Black-Scholes Option Pricing Model assuming an expected life of 2 years, expected dividend yield of 0%, a risk-

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7. SHARE CAPITAL (continued)

Issued: (continued)

For the year ended December 31, 2019 (continued)

(i) (continued)

free interest rate of 1.58%, share price on grant date of \$0.35 and an expected volatility of 76.29%. The finder's warrants are exercisable at a price of \$0.60 until May 14, 2021.

(ii) On June 12, 2019, the Company completed a private placement financing of 878,766 non-flow through units at a price of \$0.35 per unit for gross proceeds of \$307,568 and 3,357,144 flow-through units at a price of \$0.49 per unit for gross proceeds of \$1,645,001. Each non-flow-through and flow-through unit is comprised of one non-flow through and one flow-through common share, respectively, of the Company and one-half share purchase warrant of the Company. Each full warrant is exercisable into an additional common share at a price of \$0.60 per share until June 12, 2021.

On issuance, the Company bifurcated the flow-through shares into i) a flow-through share premium of \$447,020 that investors paid for the flow-through feature, which is recognized as a liability and; ii) share capital of \$1,197,981. To December 31, 2019, the Company expended \$1,645,000 in eligible exploration expenditures and, accordingly, the flow-through liability was reduced to \$Nil. Share issuance costs and finders' fees of \$22,580 were paid in connection with the private placement. The Company also issued 41,493 finder's warrants which were recorded at a fair value of \$5,792. The fair value was estimated using the Black-Scholes Option Pricing Model assuming an expected life of 2 years, expected dividend yield of 0%, a risk-free interest rate of 1.44%, share price on grant date of \$0.41 and an expected volatility of 81.94%. The finder's warrants are exercisable at a price of \$0.60 until June 12, 2021.

(iii) On July 11, 2019, the Company completed a private placement financing of 2,269,743 non-flow-through units at a \$0.35 per unit for gross proceeds of \$794,410. Each non-flow-through unit is comprised of one common share of the Company and one-half share purchase warrant of the Company. Each full warrant is exercisable into an additional common share at a price of \$0.60 per share until July 11, 2021. Share issuance costs and finders' fees of \$75,711 were paid in connection with the private placement. The Company also issued 130,582 finder's warrants which were recorded at a fair value of \$23,516. The fair value was estimated using the Black-Scholes Option Pricing Model assuming an expected life of 2 years, expected dividend yield of 0%, a risk-free interest rate of 1.52%, share price on grant date of \$0.51 and an expected volatility of 72.71%. The finder's warrants are exercisable at a price of \$0.60 until July 11, 2021.

(iv) On July 18, 2019, the Company completed a private placement financing of 142,842 non-flow through units at a price of \$0.35 per unit for gross proceeds of \$49,995 and 1,284,316 flow-through units at a price of \$0.49 per unit for gross proceeds of \$629,315. Each non-flow-through and flow-through unit is comprised of one non-flow through and one flow-through common share, respectively, of the Company and one-half share purchase warrant of the Company. Each full warrant is exercisable into an additional common share at a price of \$0.60 per share until July 18, 2021.

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7. SHARE CAPITAL (continued)

Issued: (continued)

For the year ended December 31, 2019 (continued)

(iv) (continued)

On issuance, the Company bifurcated the flow-through shares into i) a flow-through share premium of \$160,756 that investors paid for the flow-through feature, which is recognized as a liability and; ii) share capital of \$468,559. To December 31, 2019, the Company expended \$439,501 in eligible exploration expenditures and, accordingly, the flow-through liability was reduced to \$30,235. Share issuance costs and finders' fees of \$18,593 were paid in connection with the private placement. The Company also issued 9,999 finder's warrants which were recorded at a fair value of \$1,605. The fair value was estimated using the Black-Scholes Option Pricing Model assuming an expected life of 2 years, expected dividend yield of 0%, a risk-free interest rate of 1.43%, share price on grant date of \$0.48 and an expected volatility of 72.64%. The finder's warrants are exercisable at a price of \$0.60 until July 18, 2021.

(v) On July 24, 2019, the Company completed a private placement financing of 1,400,000 flow-through units at a \$0.49 per unit for gross proceeds of \$686,000. Each flow-through unit is comprised of one flow-through common share of the Company and one-half share purchase warrant of the Company. Each full warrant is exercisable into an additional common share at a price of \$0.60 per share until July 24, 2021. Share issuance costs of \$14,068 were paid in connection with the private placement.

On issuance, the Company bifurcated the flow-through shares into i) a flow-through share premium of \$173,639 that investors paid for the flow-through feature, which is recognized as a liability and; ii) share capital of \$512,361. To December 31, 2019, the Company has not expended any eligible exploration expenditures and, accordingly, the flow-through liability was not reduced.

(vi) During the year ended December 31, 2019, 4,944,804 warrants were exercised for proceeds of \$478,024.

For the year ended December 31, 2018

On July 11, 2018, the Company completed a private placement of 14,641,101 units at a price of \$0.35 per unit for gross proceeds of \$5,124,386. Each unit is comprised of one common share of the Company and one-half share purchase warrant of the Company. Each full warrant is exercisable into an additional common share at a price of \$0.55 per share until July 11, 2020. Finders' fees of \$31,300 were paid in connection with the private placement. The Company also incurred additional share issue costs of \$41,300.

During the year ended December 31, 2018, 4,571,500 warrants were exercised for total proceeds of \$845,900.

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7. SHARE CAPITAL (continued)

Stock options:

The Company has a stock option plan whereby options to purchase common shares are granted by the board of directors to directors, officers, employees and consultants to the Company. Under the terms of the plan, the Company has reserved an amount of common shares for options up to 10% of the issued and outstanding common shares. Options granted under this plan are non-transferable; expire no later than the tenth anniversary of the date the option is granted and must comply with the requirements of the regulatory authorities.

A summary of outstanding stock options at December 31, 2019 is as follows:

| Number of stock options outstanding | Exercise price | Expiry date | Number of stock options exercisable |
|----------------------------------------|-------------------|-------------------|----------------------------------------|
| | \$ | | |
| 670,000 | 0.50 | July 26, 2022 | - |
| 4,340,000 | 0.40 | July 30, 2022 | 4,340,000 |
| 325,000 | 0.40 | December 20, 2022 | 325,000 |
| 1,750,000 | 0.40 | July 20, 2023 | 1,312,500 |
| 1,950,000 | 0.55 | July 26, 2024 | 487,500 |
| 9,035,000 | | | 6,465,000 |

Stock option transactions are summarized as follows:

| | Number of stock options | Weighted average exercise price | Weighted average remaining life |
|-------------------|----------------------------|---------------------------------------|------------------------------------|
| | | \$ | |
| December 31, 2017 | 6,022,500 | 0.42 | 4.50 |
| Cancelled | (102,500) | (0.42) | |
| Expired | (55,000) | (1.00) | |
| Granted | 1,900,000 | 0.40 | |
| December 31, 2018 | 7,765,000 | 0.40 | 3.84 |
| Cancelled | (1,350,000) | (0.40) | |
| Granted | 2,620,000 | 0.54 | |
| December 31, 2019 | 9,035,000 | 0.44 | 3.21 |

On July 20, 2018, the Company granted 1,900,000 stock options to directors, officers, consultants and employees. The stock options are exercisable at \$0.40 per share until July 20, 2023. These options vest as to 475,000 immediately, 475,000 on January 20, 2019, 475,000 on July 20, 2019 and 475,000 on January 20, 2020. The total fair value of \$702,866 was estimated using the Black-Scholes Option Pricing Model assuming an expected life of 5 years, expected dividend yield of 0%, a risk-free interest rate of 2.19%, share price on grant date of \$0.44 and an expected volatility of 120.84%. The vesting of these options resulted in a share-based compensation expense of \$444,172 being recorded during the year ended December 31, 2018 and a further \$248,932 during the year ended December 31, 2019.

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7. SHARE CAPITAL (continued)

Stock options: (continued)

On July 26, 2019, the Company granted a total of 670,000 stock options to consultants and employees. The stock options are exercisable at \$0.50 per share until July 26, 2022 and vest fully on January 19, 2020. The total fair value of \$170,505 was estimated using the Black-Scholes Option Pricing Model assuming an expected life of 3 years, expected dividend yield of 0%, a risk-free interest rate of 1.52%, share price on grant date of \$0.51 and an expected volatility of 74.66%. The vesting of these options resulted in a total share-based compensation expense of \$142,087, which was recorded during the year ended December 31, 2019.

On July 26, 2019, the Company granted a total of 1,950,000 stock options to directors, officers, consultants and employees. The stock options are exercisable at \$0.55 per share until July 26, 2024 and vest fully on January 19, 2020. These options vest as to 487,500 immediately, 487,500 on January 26, 2020, 487,500 on July 26, 2020 and 487,500 on January 26, 2021. The total fair value of \$784,888 was estimated using the Black-Scholes Option Pricing Model assuming an expected life of 5 years, expected dividend yield of 0%, a risk-free interest rate of 1.46%, share price on grant date of \$0.51 and an expected volatility of 112.00%. The vesting of these options resulted in a total share-based compensation expense of \$496,006, which was recorded during the year ended December 31, 2019.

The Company recorded a further \$21,296 (2018 - \$543,083) in share-based compensation relating to previously granted stock options which vested during the year ended December 31, 2019.

Expected volatility is determined by reference to the Company's historical stock prices.

Warrants:

A summary of outstanding warrants at December 31, 2019 is as follows:

| Number of warrants outstanding | Exercise price | Expiry date | Remaining life (years) |
|-----------------------------------|-------------------|--------------------|---------------------------|
| | \$ | | |
| 6,865,476 | 0.09 | January 30, 2020 * | 0.08 |
| 7,320,550 | 0.55 | July 11, 2020 | 0.53 |
| 4,660,000 | 0.35 | November 9, 2020 | 0.86 |
| 800,000 | 0.35 | November 21, 2020 | 0.89 |
| 1,502,935 | 0.60 | May 14, 2021 | 1.37 |
| 2,159,448 | 0.60 | June 12, 2021 | 1.45 |
| 1,265,453 | 0.60 | July 11, 2021 | 1.53 |
| 723,578 | 0.60 | July 18, 2021 | 1.55 |
| 700,000 | 0.60 | July 24, 2021 | 1.56 |
| 25,997,440 | | | |

* Subsequently exercised.

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7. SHARE CAPITAL (continued)

Warrants: (continued)

Warrant transactions are summarized as follows:

| | Number of warrants | Weighted average exercise price \$ | Weighted average remaining life |
|-------------------|-----------------------|---------------------------------------------|------------------------------------|
| December 31, 2017 | 21,841,781 | 0.18 | 2.19 |
| Issued | 7,320,550 | 0.55 | |
| Exercised | (4,571,500) | (0.19) | |
| December 31, 2018 | 24,590,831 | 0.29 | 1.30 |
| Issued | 6,351,414 | 0.60 | |
| Exercised | (4,944,804) | (0.10) | |
| Expired | (1) | (0.10) | |
| December 31, 2019 | 25,997,440 | 0.40 | 0.71 |

Reserve:

The reserve records items recognized as share-based compensation expense and other share-based payments until such time that the stock options or warrants are exercised, at which time the corresponding amount will be transferred to share capital. Any fair value attributed to the warrants is recorded in the reserve. If the warrants expire unexercised, the value attributed to the warrants is transferred to deficit.

8. COMMITMENTS AND CONTINGENCY

- a) As of December 31, 2019, the Company has \$19,628 (2018 – \$19,623) in term deposits with a Canadian financial institution for the guarantee of business credit cards.
- b) The Company has included in officers' employment agreements a change in control clause that entitles them to a lump sum severance payment equal to 1.5 to 2.0 times their annual base salaries. This would amount to up to \$630,000 based on salaries in effect as at December 31, 2019.
- c) Under the terms of the Company's by-laws, the Company indemnifies individuals who have acted at the Company's request to be a director and/or officer of the Company. The claims covered by such indemnifications are subject to statutory and other legal limitation periods.
- d) Flow-through common shares require the Company to spend an amount equivalent to the proceeds of the issued flow-through common shares on Canadian qualifying exploration expenditures. The Company may be required to indemnify the holders of such shares for any tax and other costs payable by them in the event the Company has not made the required exploration expenditures.

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8. COMMITMENTS AND CONTINGENCY (continued)

d) (continued)

During the year ended December 31, 2019, the Company received \$2,960,316 from the issuance of flow-through shares and expended \$2,084,502 in eligible expenditures. Such expenditures, as incurred and once renounced, are not available to the Company for future deduction from taxable income.

Under the IFRS framework, the increase to share capital when flow-through shares are issued is measured based on the current market price of common shares. The incremental proceeds, or "premium", are recorded as deferred income. As at December 31, 2019 the Company is committed to expend a further \$875,814 of the proceeds raised from the issuance of flow-through shares during the current year on future qualifying exploration expenditures.

e) On July 10, 2018, the Company entered into a sublease agreement that provides for a base rent of \$5,175 per month, commencing September 1, 2018 to August 31, 2020. At December 31, 2019, a security deposit consisting of the last two months of rent, totaling \$10,350, has been recorded in prepaids and deposits.

The Company initially recognized a lease liability obligation related to its lease commitment for its office lease of \$88,087. The liability was measured at the present value of the remaining lease payments, discounted using the Company's incremental borrowing rate of 8% as at January 1, 2019. The associated right-of-use asset was measured at the lease obligation amount, less prepaid lease payment, resulting in no adjustment to the opening balance of deficit. The right-of-use asset will be depreciated and the Company will record a related interest expense over the term of the lease liability obligation. During the year ended December 31, 2019, the Company paid lease obligations of \$62,100, which have been recorded in administrative expenses, and recorded \$57,547 in depreciation of the right-of-use asset and \$4,553 in interest expense.

The Company will depreciate the right-of-use asset and record interest over the remaining lease commitment period as follows:

| | Depreciation | Interest |
|------|---------------------|-----------------|
| | \$ | \$ |
| 2020 | <u>30,540</u> | <u>510</u> |

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9. RELATED PARTY TRANSACTIONS

The Company had the following transactions involving key management during the year ended December 31, 2019:

- (i) An officer of the Company provides accounting services to the Company. Professional fees incurred during the year were \$48,000 (2018 - \$48,000). At December 31, 2019, this officer was owed \$4,200 (2018 - \$4,200).
- (ii) Westview Consulting Ltd., a company controlled by the former President and CEO of the Company, provided management and geological services during the year. Consulting fees incurred during the year were \$45,000 (2018 - \$110,000) of which \$45,000 (2018 - \$60,000) was recorded in exploration expenditure, the remainder was recorded in wages and salaries.
- (iii) Purplefish Capital Limited, a company controlled by a director of the Company, provides consulting services to the Company. Consulting fees incurred during the year were \$97,000 (2018 - \$100,000), which were included in wages and salaries.
- (iv) Wages and salaries of \$395,150 (2018 - \$466,040) were paid to current and former directors and officers of the Company, of which \$127,718 (2018 - \$196,244) was recorded in exploration expenditures.
- (v) Wiklow Corporate Services, Inc. a company controlled by an officer of the Company, provided consulting services to the Company. Professional fees incurred during the year were \$10,500 (2018 - \$nil). At December 31, 2019 this company was owed \$3,763 (2018 - \$nil).
- (vi) Directors of the Company were paid consulting fees of \$100,000 (2018 - \$100,000) which were recorded in wages and salaries. At December 31, 2019, the directors were owed \$125,000 (2018 - \$50,000).
- (vii) Recorded \$555,176 (2018 - \$644,674) in share-based payments, for stock options granted and vested, to officers and directors of the Company.

These transactions were in the normal course of operations and were measured at the exchange amount, which is the amount of consideration established and agreed to by the related parties. Amounts due to/from the related parties are non-interest bearing, unsecured and have no fixed terms of repayment.

10. SEGMENTED INFORMATION

The Company operates in one operating segment, that being exploration of mineral properties. All of the Company's assets are located in Canada.

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11. CAPITAL MANAGEMENT

The Company includes cash and cash equivalents and equity, comprising issued common shares, reserve and deficit, in the definition of capital.

The Company manages its capital structure and makes adjustments, based on the funds available to the Company, in order to support the acquisition, exploration and development of mineral properties. The Board of Directors does not establish quantitative return on capital criteria for management, but rather relies on the expertise of the Company's management to sustain future development of the business.

The properties in which the Company currently has an interest are in the exploration stage; as such the Company is dependent upon external financings to fund activities. In order to carry out planned exploration and pay for administrative costs, the Company will spend its existing working capital and raise additional funds as needed. The Company will continue to assess new properties and seek to acquire an interest in additional properties if it feels there is sufficient geologic or economic potential and if it has adequate financial resources to do so.

Management reviews its capital management approach on an ongoing basis and believes that this approach, given the relative size of the Company, is reasonable.

There were no changes in the Company's approach to capital management during the year ended December 31, 2019. The Company is not subject to externally imposed capital requirements.

12. FINANCIAL INSTRUMENTS

The Company is exposed in varying degrees to financial instrument related risks by virtue of its activities. The overall financial risk management program focuses on preservation of capital, and protecting current and future Company assets and cash flows by reducing exposure to risks posed by the uncertainties and volatilities of financial markets.

The types of risk exposure and the way in which such exposures are managed are as follows:

Credit Risk - The Company's credit risk is primarily attributable to its liquid financial assets. The Company limits exposure to credit risk on liquid financial assets through maintaining its cash and cash equivalents with high-credit quality financial institutions. The Company does not have financial assets that are invested in asset backed commercial paper. Other receivables are comprised primarily of tax receivables generated on the purchase of supplies and services for the Company's exploration programs, which are refundable from the Canadian government. The Company's maximum exposure to credit risk is the carrying amount of financial assets on the consolidated statements of financial position.

Liquidity Risk – The Company's cash and cash equivalents are invested in business accounts with high-credit quality financial institutions which are available on demand for the Company's programs. Future operations or exploration programs will require additional financing primarily through equity markets.

Market Risk – Market risk is the risk of loss that may arise from changes in market factors such as interest rates, foreign exchange rates and commodity prices.

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12. FINANCIAL INSTRUMENTS (continued)

Interest rate risk – In respect to the Company's financial assets, the interest rate risk mainly arises from the interest rate impact on cash and cash equivalents and term deposits. Every 1% fluctuation in interest rates up or down would have an insignificant impact on profit or loss.

Foreign currency risk - The Company is exposed to foreign currency risk to the extent that certain monetary financial instruments and other assets are denominated in United States dollars. The Company has not entered into any foreign currency contracts to mitigate this risk and has no financial instruments held in United States funds. Therefore, foreign currency risk is minimized.

Commodity price risk – The value of the Company's mineral resource properties is related to the price of various commodities and the outlook for them. Commodity prices have historically fluctuated widely and are affected by numerous factors outside of the Company's control, including, but not limited to, industrial retail demand, central bank lending, forward sales by producers and speculators, level of worldwide production and short-term changes in supply and demand. The Company is not exposed to significant price risk.

Fair Value - The Company has various financial instruments comprised of cash and cash equivalents, trade and other receivables, investment in equities, trade and other payables and lease liability.

For disclosure purposes, all financial instruments measured at fair value are categorized into one of three hierarchy levels, described below. Each level is based on the transparency of the inputs used to measure the fair values of assets and liabilities:

Level 1 – Values based on unadjusted quoted prices in active markets that are accessible at the measurement date for identical assets or liabilities.

Level 2 – Values based on quoted prices in markets that are not active or model inputs that are observable either directly or indirectly for substantially the full term of the asset or liability.

Level 3 – Values based on prices or valuation techniques that require inputs that are both unobservable and significant to the overall fair value measurement.

| | Level 1 | Level 2 | Level 3 | Total |
|---------------------------|----------------|----------------|----------------|--------------|
| | \$ | \$ | \$ | \$ |
| December 31, 2019 | | | | |
| Assets: | | | | |
| Cash and cash equivalents | 923,110 | - | - | 923,110 |
| Investment in equities | - | - | 1 | 1 |
| December 31, 2018 | | | | |
| Assets: | | | | |
| Cash and cash equivalents | 225,782 | - | - | 225,782 |
| Investment in equities | - | - | 1 | 1 |

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13. INCOME TAXES

As of December 31, 2019 and 2018, a reconciliation of the statutory tax rate to the average effective rate for the Company is as follows:

| | 2019 | 2018 |
|--------------------------------|--------------------|------------------|
| | \$ | \$ |
| Loss before income tax | (5,227,977) | (8,804,646) |
| Statutory tax rate | <u>27%</u> | <u>27%</u> |
| Tax recovery at statutory rate | (1,411,554) | (2,377,254) |
| Non-deductible expenses | 88,138 | 228,559 |
| Tax benefits unrecognized | <u>(1,323,416)</u> | <u>2,148,695</u> |
| Income tax recovery | <u>-</u> | <u>-</u> |

The component of the Company's deferred income tax asset is a result of the origination and reversal of temporary differences and is comprised of the following:

| | 2019 | 2018 |
|------------------------------------|---------------------|---------------------|
| | \$ | \$ |
| Mineral exploration properties | 6,345,149 | 6,230,878 |
| Non-capital losses carried forward | 6,488,712 | 5,771,528 |
| Share issue costs | 65,746 | 30,333 |
| Other | <u>43,614</u> | <u>92,885</u> |
| Total deferred tax assets | 12,943,221 | 12,125,624 |
| Unrecognized deferred tax assets | <u>(12,943,221)</u> | <u>(12,125,624)</u> |
| Net deferred income tax assets | <u>-</u> | <u>-</u> |

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13. INCOME TAXES (continued)

At December 31, 2019, the Company has non-capital losses of approximately \$24,031,000 that may be carried forward to apply against future income taxes in Canada expiring as follows:

| | Total |
|------|-------------------|
| | \$ |
| 2026 | 477,000 |
| 2027 | 1,574,000 |
| 2028 | 1,866,000 |
| 2029 | 2,202,000 |
| 2030 | 2,049,000 |
| 2031 | 3,099,000 |
| 2032 | 2,777,000 |
| 2033 | 1,221,000 |
| 2034 | 1,296,000 |
| 2035 | 381,000 |
| 2036 | 929,000 |
| 2037 | 1,508,000 |
| 2038 | 2,186,000 |
| 2039 | 2,466,000 |
| | <u>24,031,000</u> |

As of December 31, 2019, subject to confirmation by income tax authorities, the Company has approximately the following available tax pools:

| | 2019 | 2018 |
|----------------------------------------------|-------------------|-------------------|
| | \$ | \$ |
| Undepreciated capital cost | 122,038 | 116,930 |
| Resource-related deductions | 26,725,408 | 26,267,558 |
| Undeducted share issue costs carried forward | <u>243,504</u> | <u>112,346</u> |
| | <u>27,090,950</u> | <u>26,496,834</u> |

14. SUBSEQUENT EVENT

Subsequent to December 31, 2019, 6,865,476 warrants were exercised for proceeds of \$617,893.