



This Management's Discussion & Analysis ("MD&A") reflects information as of April 26, 2022.

This MD&A for Triumph Gold Corp. (the "Company") provides a discussion of the Company's financial and operating results for the fiscal year ended December 31, 2021 and should be read in conjunction with the Company's audited consolidated financial statements for the year ended December 31, 2021 and accompanying notes. All dollar amounts are stated in Canadian dollars.

### **Caution Regarding Forward-Looking Information**

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This MD&A contains forward-looking statements and forward-looking information (collectively, "**forward-looking statements**") within the meaning of applicable Canadian securities legislation. These statements relate to future events or the future activities or performance of the Company. All statements, other than statements of historical fact are forward-looking statements. Information concerning mineral resource estimates also may be deemed to be forward-looking statements in that it reflects a prediction of the mineralization that would be encountered if a mineral deposit were developed and mined. Forward-looking statements are typically identified by words such as: believe, expect, anticipate, intend, estimate, postulate and similar expressions, or which by their nature refer to future events.

These forward looking statements are made as of the date hereof and the Company does not intend and does not assume any obligation, to update these forward looking statements, except as required by applicable law. For the reasons set forth above, investors should not attribute undue certainty to or place undue reliance on forward-looking statements.

### **Overview**

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The Company is a junior natural resource company currently engaged in the acquisition, exploration and, if warranted, the development of mineral properties of merit in the Yukon Territory and British Columbia, Canada. All of the properties in which the Company currently holds interests are in the exploration stage. The Company funds its operation primarily through the sale of its equity securities.

### **Summary of Annual Financial Information**

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The Company's consolidated financial statements for the year ended December 31, 2021 (the "**Financial Statements**") have been prepared in accordance with International Financial Reporting Standards ("**IFRS**"). The following table provides a brief summary of the Company's financial operations for the years ended December 31, 2021, 2020 and 2019. For more detailed information, refer to the Financial Statements.



<b>Annual Information</b>			
	December 31, 2021	December 31, 2020	December 31, 2019
	\$	\$	\$
Loss before other items	(5,200,746)	(5,290,377)	(5,826,845)
Total other items	54,580	259,819	598,868
Loss for the year	(5,146,166)	(5,030,558)	(5,227,977)
Loss per share	(0.04)	(0.04)	(0.06)
Total assets	3,918,117	7,967,523	4,678,738
Total non-current liabilities	74,018	156,219	50,000
Cash dividends per share	Nil	Nil	Nil

For the year ended December 31, 2021, the Company incurred a net loss of \$5,146,166 (2020 -\$5,030,558).

The major component in the expenses for fiscal 2021 were exploration expenditures on the Company's Freegold Mountain and minor expenditures on other properties for a total of \$3,067,482 during fiscal 2021, compared to \$1,364,632 during fiscal 2020. Share based payments in fiscal 2021 were \$101,115, compared to \$1,662,139 in fiscal 2020. All other expenses remained relatively static for fiscal 2021 compared to fiscal 2020.

In current assets, cash decreased to \$41,681 as at December 31, 2021 from \$4,268,216 at December 31, 2020 as the Company carried out private placement financings during fiscal 2020 and expended the majority of the funds on exploration expenditures primarily on the Freegood Mounting project during fiscal 2021. As of December 31, 2021, the Company had a working capital deficit of \$1,046,323, compared to a working capital of \$4,161,695 as of December 31, 2020.

### Summary of Quarterly Financial Information

	31-Dec 2021	30-Sep 2021	30-Jun 2021	31-Mar 2021	31-Dec 2020	30-Sep 2020	30-Jun 2020	31-Mar 2020
	\$	\$	\$	\$	\$	\$	\$	\$
Total other income (loss)	10,375	4,195	40,010	Nil	(1,210)	188,086	26,699	46,244
Loss for the period	(708,338)	(2,335,404)	(1,046,335)	(1,056,089)	(816,515)	(2,691,763)	(547,599)	(974,681)
Gain (Loss) per share	(0.04)	(0.02)	(0.01)	(0.01)	(0.04)	(0.02)	(0.01)	(0.01)
Total assets	3,918,117	4,213,137	6,370,471	7,225,352	7,967,523	8,749,474	3,940,231	4,445,786
Total current liabilities	1,149,696	723,146	478,830	299,177	296,850	371,177	395,350	435,065
Cash dividends per share	Nil							



For the three months ended December 31, 2021, the Company incurred a comprehensive loss of \$708,338 (2020 - \$816,515). The decrease in the loss was primarily a result of decreases in administrative expenses of 45%, in corporate communications of 47% and share based payments of 100%, which were offset by increases in exploration expenditures of 32% and professional fees of 96%.

Corporate communications in Q4 2021 was \$101,279, compared to \$191,021 for Q4 2020. Professional fees during Q4 2021 were \$73,775, compared to \$37,678 for Q4 2020. Share based payments during Q4 2021 were \$Nil, compared to \$101,697 for Q4 2020.

During Q4 2021, administrative expenses of \$45,106 (2020 - \$81,825), exploration expenditures of \$333,522 (2020 \$252,572), listing and filing fees of \$4,612 (2020 - \$8,222) and wages and salaries of \$101,870 (2020 - \$110,472) remained relatively static for fiscal 2021 compared to fiscal 2020.

As of April 26, 2022, the Company had 138,844,229 common shares issued (“**Shares**”), 33,185,345 share purchase warrants (“**Warrants**”) and 13,585,000 stock options outstanding.

### **Liquidity and Capital Resources**

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The Company has no revenue generating operations from which it can internally generate funds. The Company’s ability to meet its obligations and its ability to finance exploration and development activities depends on its ability to generate cash flow through the issuance of Shares pursuant to private placements, the exercise of Warrants and stock options, through the issuance of debt or through the sale of interests in its mineral properties. There are no assurances that the Company will continue to obtain additional financial resources and/or achieve positive cash flows or profitability. If the Company is unable to obtain adequate additional financing, the Company will be required to curtail operations and exploration activities.

The Company owns all of its mineral properties 100% and all principal mineral claims have assessment credits to 2023 and beyond, so the Company has no immediate requirement to spend money on exploration in order to maintain its mineral properties. Commencing in 2017, the Company is committed to pay \$40,000 annual advanced royalty payments in order to maintain the Tinta Hill, Freegold and Goldstar properties. The advanced royalty payment will be netted against royalty interest payments after commencement of commercial production.

As at December 31, 2021, the Company had a working capital deficit of \$1,046,323 (2020 – working capital of \$4,161,695) which includes cash and cash equivalents of \$41,681 (2020 - \$4,268,216), trade and other receivables of \$15,372 (2020 - \$14,828), prepayments and deposits of \$46,320 (2020 - \$175,501), which are offset by trade and other payables of \$932,495 (2020 - \$204,600), due to related party of \$135,000 (2020 - \$Nil) and lease liability of \$82,201 (2020 - \$92,250).

During the year ended December 31, 2021, the Company issued 1,250,000 Shares as consideration for the Big Creek copper gold property at a fair value of \$225,000.

The Company expects that it will operate at a loss for the foreseeable future. The Company believes that it does not have enough cash and cash equivalents to fund its overhead through December 31, 2022 and will require additional financing in the near future.

There has been 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.

The Company is committed to the health and safety of its employees and contractors. With recommendations from the Yukon Government and Yukon Chamber of Mines, the Company developed and implemented infection prevention and control measures at the Freegold Mountain Property to help reduce and minimize the risk of potential COVID-19 transmission in the camp and at related work sites. Employees, contractors, and visitors were regularly monitored for symptoms and required to review and adhere to current federal and territorial regulations, as well as Company prevention policies outlined in the Company's COVID-19 Operational Plan while on site. Should anyone on site have shown COVID-19 or symptoms of COVID-19, all employees would have been required to follow the Company's COVID-19 Emergency Response Plan. All camp employees and service providers were sourced from the Yukon, with the exception of the Company's corporate management, who followed regulations and guidelines upon entering the Territory.

## **Financing**

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The Company did not complete any financings during the year ended December 31, 2021.

## **Mineral Exploration Properties**

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

### *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, 2021, total advanced royalty payment made was \$100,000 (2020 – \$80,000). During the year ended December 31, 2021, the Company paid \$7,291 (2020 - \$7,304) in filing fees for the Tinta Hill Property.

### *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, 2021, total advanced royalty payment made was \$50,000 (2020 – \$40,000). During the year ended December 31, 2021, the Company paid \$7,291 (2020 - \$7,304) in filing fees for the Freegold Property.

### *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. 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%

As at December 31, 2021, the total advanced royalty payment made was \$50,000 (2020 – \$40,000).

*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, 2021, the Company paid \$7,292 (2020 - \$7,303) in filing fees for the Golden Revenue Property.

*Big Creek, Canada*

On February 3, 2021, and as closed on March 1, 2021, the Company entered into a purchase and sale agreement to acquire certain claims, subject to 1.5% NSR, comprising the Big Creek copper-gold property located in the Whitehorse Mining District of Yukon, Canada. As consideration, the Company issued 1,250,000 common shares at a fair value of \$225,000.

*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. During the year ended December 31, 2021, the Company paid \$Nil (2020 - \$3,050) in filing fees for the Tad/Toro Property.

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 exploration and evaluation assets and the excess of \$14,580 over the carry amount was recognized in other income during the year ended December 31, 2019) within 45 days of the option agreement date. A further \$50,000, was payable on or before the first anniversary date of the option agreement. The payment was received on July 21, 2020 and recognized in other income during the year ended December 31, 2020. On December 15, 2020, RTEC provided notice of termination of the option agreement and 100% ownership of the Andalusite Property was transferred back to the Company.



On a regular basis the Company evaluates the potential impairment of its mineral property interests under IFRS 6 when facts and circumstances indicate that the carrying value of a mineral property may exceed its recoverable value. All properties are early stage exploration properties.

The Company has defined, indicated and inferred mineral resources in three separate deposits on the Freegold Mountain property as documented in a current NI 43-101 technical report. Management believes that its carrying value is fully recoverable.

On September 8, 2021, the Company announced that it had completed a 19 hole, 6,615 metre diamond drilling program focused on the Nucleus and Revenue areas of the Freegold Mountain property, the highlights of which included:

- Confirmation of two styles of overlapping mineralization forming the Nucleus gold-silver-copper deposit with flat-lying skarn mineralization cut by epithermal mineralization associated with steeply-dipping fault zones within schists and gneiss of Yukon Tanana Terrane (“YTT”) and felsic intrusive rocks;
- Intersection of sulphide-replacement and epithermal mineralization proximal to the regional South Big Creek Fault within YTT and felsic intrusive rocks in step-out drilling south of the Nucleus gold-silver-copper deposit. New mineralization was also intersected southeast of the Nucleus resource area.
- Expansion of porphyry-related and epithermal mineralization at the WAu and Blue Sky Zones hosted in the Revenue gold-silver-copper-molybdenum-tungsten deposit. Drilling also expanded a zone of porphyry-style mineralization proximal to the southern contact of the WAu Zone.

Additional exploration activities have advanced mineral prospects on the Freegold Mountain Project outside of the Nucleus and Revenue Deposit areas. This portion of the 2021 exploration season was ongoing and included geological mapping and prospecting, 37 line-kilometres of soil geochemical surveying and 100 line-kilometres of ground magnetic surveying, all of which were completed by mid-September.

On November 24, 2021, the Company announced the results from 2,154 metres of diamond drilling in four holes from the **WAu Zone** within the **Revenue Deposit** at the Freegold Mountain Project, highlighted by 80.5 metres of 1.96 grams per tonne (“g/t”) gold equivalent<sup>1</sup> (“AuEq”) in **RVD21-03**, the highlights of which include:

- Intersection of multiple styles of mineralization including epithermal veins, porphyry-style stockwork veins, disseminated sulphides, and sulphide breccias
- Expansion of the **WAu Zone** 70 metres along strike in an east-west orientation
  - 80.50 metres of 1.96 g/t AuEq from 370 metres in **RVD21-03**
    - Containing 1.52 g/t gold (“Au”), 3.74 g/t silver (“Ag”), 0.18% copper (“Cu”), 0.011% molybdenum (“Mo”), and 0.007% tungsten (“W”)
  - 35.00 metres of 0.33 g/t AuEq from 325.0 metres in **RVD21-02**
    - Containing 0.17 g/t Au, 1.04 g/t Ag, 0.05% Cu, 0.008% Mo, and 0.004% W
  - 8.25 metres of 0.40 g/t AuEq from 164.00 metres in **RVD21-04**
    - Containing 0.28 g/t Au, 0.29 g/t Ag, 0.02% Cu, 0.001% Mo, and 0.017% W
  - 6.00 metres of 0.65 g/t AuEq from 179.00 metres in **RVD21-04**
    - Containing 0.54 g/t Au, 0.83 g/t Ag, 0.06% Cu, 0.001% Mo, and 0.002% W
- Intersection of near-surface porphyry-style mineralization with 108.65 metres of 0.40 g/t AuEq from 36.35 metres in **RVD21-01**
  - Containing 0.18 g/t Au, 1.95 g/t Ag, 0.10% Cu, 0.005% Mo, and 0.002% W



- Additional intersection of porphyry-style mineralization further downhole in **RVD21-01** with 60.50 metres of 0.51 g/t AuEq from 162 metres
  - Containing 0.18 g/t Au, 2.11 g/t Ag, 0.10% Cu, 0.022% Mo, and 0.002% W

On December 2, 2021, the Company announced results from 896.72 metres of diamond drilling in three holes from the **Blue Sky Zone** within the Revenue Deposit at the Freegold Mountain Project, highlighted by 106.50 metres of 0.76 g/t AuEq in RVD21-05, the highlights of which include:

- Drilling encountered multiple styles of mineralization including porphyry-style stockwork veins, disseminated sulphides, sulphide breccias, and epithermal veins
- Drilling added near-surface mineralization of the Blue Sky Zone within the open pit resource
  - 106.50 metres of 0.76 g/t AuEq from 120.00 metres in RVD21-05
    - Containing 0.27 g/t gold ("Au"), 5.43 g/t silver ("Ag"), 0.22% copper ("Cu"), and 0.014% molybdenum ("Mo")
  - 26.82 metres of 0.67 g/t AuEq from 169.18 metres in RVD21-06
    - Containing 0.50 g/t Au, 1.54 g/t Ag, 0.07% Cu, and 0.004% Mo
  - 15.65 metres of 0.49 g/t AuEq from 205.35 metres in RVD21-06
    - Containing 0.22 g/t Au, 2.01 g/t Ag, 0.09% Cu, and 0.017% Mo
  - 71.00 metres of 0.51 g/t AuEq from 204 metres in RVD21-07
    - Containing 0.19 g/t Au, 1.39 g/t Ag, 0.06% Cu, and 0.036% Mo
  - **RVD21-06** intersected porphyry-style mineralization with 27.00 metres of 0.44 g/t AuEq from 244.00 metres
    - Containing 0.17 g/t Au, 2.38 g/t Ag, 0.09% Cu, and 0.015% Mo

The **Blue Sky Zone** is defined by 12 drill holes: three holes from the 2021 program and nine historical holes). The **Blue Sky Zone** is a NE-striking, near vertical body of Au-CuAg-Mo mineralization that remains open at depth. The **Revenue Deposit** is made up of the **Blue Sky Zone**, **WAu Zone**, and zones of Cu-Mo-Au porphyry-style mineralization.

The **Blue Sky Zone** has been expanded 100 metres westwards and towards the surface with a modeled strike length of 210 metres. The zone has an average width of 70 metres and a depth of 480 metres below surface. The 2021 drilling program expanded both the Blue Sky Zone and the WAu Zone and reduced the gap between the two zones to 65 metres.

On February 17, 2022, the Company announced results from 755.90 metres of diamond drilling in two holes from the **Nucleus Deposit** at the Freegold Mountain Project, the highlights of which include 4.50 metres of 2.00 g/t Au and 1.57 g/t Ag within 46.28 metres of 0.54 g/t Au and 0.53 g/t Ag in **N21-02** within the oxide zone returning 83% gold recovery through cyanide solubility analysis ("AuCN/AuFA").

The **Nucleus Deposit** is made up of zones of Au-Ag-Cu epithermal and Au-Cu-Ag skarn mineralization. Four holes were drilled testing the "four corners" of the Au \$1,500 pit shell from the 2020 Mineral Resource Estimate (PR-20-02). The purpose of the four holes was to test mineralization continuity, confirm the depth of the oxide-sulphide boundary and test heap leach gold recovery through AuCN/AuFA through both fire assay and cyanide analysis for gold. The calculated ratio of cyanide gold (AuCN) over fire assay (AuFA) gold generates an estimate for gold recovery (AuCN/AuFA).

- Drilling expanded mineralization and confirmed bulk tonnage mineralization from the 2020 Resource Model (PR-20-02)
- Drilling encountered multiple styles of mineralization including epithermal veins, sulphide breccias and disseminations, skarn, and sulphide replacement



- Drilling confirms the presence of a strong oxide profile across the proposed open pit with cyanide solubility ratios (AuCN/AuFA) up to 87% in **N21-02**
  - 128 samples were analyzed: 50 in the oxide zone, 78 in the sulphide zone
- N21-01 intersected 31.75 metres of 0.54 g/t Au and 1.72 g/t Ag from 52.50 metres in the sulphide zone
  - Including 1.03 g/t Au and 2.20 g/t Ag from 67.00 to 79.30 metres
- N21-02 intersected 46.28 metres of 0.54 g/t Au and 0.53 g/t Ag from 13.72 metres in the oxide zone
  - Including 2.00 g/t Au and 1.57 g/t Ag from 28.50 to 33.00 metres
- N21-02 intersected 8.00 metres of 0.74 g/t Au and 1.21 g/t Ag from 61.5 metres in the sulphide zone at the base of the oxide zone
- N21-02 intersected 24.80 metres of 0.54 g/t Au and 1.32 g/t Ag from 211.90 metres in the sulphide zone
  - Including 1.25 g/t Au and 3.15 g/t Ag from 228.80 to 236.70 metres
- 16 intervals of (>1 g/t Au) were intersected, highlighted by:
  - 4.45 g/t Au, 4.90 g/t Ag, and 0.31% Cu from 93.58 to 94.28 metres in N21-01
  - 4.39 g/t Au and 1.10 g/t Ag from 114.08 to 114.63 metres in N21-02

**Disclosure of Outstanding Share Data**

Authorized and issued capital stock as of April 26, 2022:

Authorized	Issued
Unlimited number of common shares without par value	138,844,229

Warrants Outstanding as at April 26, 2022:

Number	Exercise Price	Expiry Date
16,598,500	\$0.30	July 17, 2023
274,645	\$0.25	July 17, 2023
15,000,000	\$0.30	July 24, 2023
627,200	\$0.25	July 24, 2023
685,000	\$0.30	December 31, 2023
<b>33,185,345</b>		



Options Outstanding as at April 26, 2022

Number	Exercise Price	Expiry Date
570,000	\$0.50	July 26, 2022
3,890,000	\$0.40	July 30, 2022
225,000	\$0.40	December 20, 2022
1,250,000	\$0.40	July 20, 2023
1,200,000	\$0.55	July 26, 2024
6,150,000	\$0.30	July 24, 2025
300,000	\$0.30	January 25, 2026
<b>13,585,000</b>		

### Financial Instruments

The Company is exposed in varying degrees to a variety of 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.

The Company has lease obligations, the maturity of which are as follows:

	<b>Total</b>
	<b>\$</b>
Due in 1 year	83,400
Due in 2 years	28,000
	<u>111,400</u>

*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.

*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 liabilities.

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.

<b>December 31, 2021</b>	Level 1	Level 2	Level 3	Total
Assets:				
Cash and cash equivalents	\$ 41,681	\$ -	\$ -	\$ 41,681
Investments in equities	\$ -	\$ -	\$ 1	\$ 1
<b>December 31, 2020</b>	Level 1	Level 2	Level 3	Total
Assets:				
Cash and cash equivalents	\$ 4,268,216	\$ -	\$ -	\$ 4,268,216
Investments in equities	\$ -	\$ -	\$ 1	\$ 1

### Critical Accounting Estimates

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 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 judgements

- 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.

**Changes in Accounting Policies including Initial Adoption**

Refer to Note 3 in the consolidated financial statements for the year ended December 31, 2021.

**Related Party Transactions**

The Company had the following transactions involving key management and directors during the year ended December 31, 2021:

Name	Relationship	Purpose of transaction	December 31, 2021	December 31, 2020
RIP Services Inc.	Company controlled by CFO	Financial consulting services	\$48,000	\$68,000
John Anderson	Director and Interim CEO	Salary	\$180,000	\$205,000
Purplefish Capital Ltd.	Company controlled by John Anderson, Director and Interim CEO	Marketing	\$60,000	\$156,392
Brian May	President	Salary	\$46,800	\$Nil
Tony Barresi	Former President and Director	Geological and Salary	\$Nil	\$90,000
Brian Bower Consulting	Company controlled by Brian Bower, Director	Geological Services	\$82,686	\$40,500
Wiklow Corporate Services Inc.	Company controlled by corporate secretary	Corporate secretarial services	\$42,000	\$49,500
Halle Geological Services Ltd.	Company controlled by VP of Exploration	Geological Services	\$204,806	\$257,133
Directors		Directors fees	\$80,000	\$90,000



Name	Relationship	Purpose of transaction	December 31, 2021	December 31, 2020
Share-based payments		Stock option granted and vested	\$5,311	\$867,394

#### Off-Balance Sheet Arrangements

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- a) 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.
- b) 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.

#### Subsequent Events

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The Company paid a \$100,000 non-refundable fee during the year ended December 31, 2021 pursuant to the terms of a proposed Property Purchase Agreement (the "**Property Purchase Agreement**"). Closing of the Property Purchase Agreement is contingent upon certain consents, orders and approvals, including the TSX Venture Exchange, necessary or desirable for completion of the proposed transaction, all on satisfactory terms.

#### Additional Information

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Additional information relating to the Company is available on the SEDAR website: [www.sedar.com](http://www.sedar.com) under "Company Profiles" and "Triumph Gold Corp." or on the Company website: [www.triumphgoldcorp.com](http://www.triumphgoldcorp.com).