

Columbus Gold Corp. 1090 Hamilton Street Vancouver, B.C. V6B 2R9 Canada

# Management's Discussion and Analysis (Unaudited)

For the Nine Months Ended June 30, 2018

(Stated in Canadian Dollars)

Dated August 10, 2018

# Columbus Gold Corp. Management's Discussion and Analysis (Unaudited) For the Nine Months Ended June 30, 2018 (Expressed in thousands of Canadian Dollars, except share and per share amounts or noted otherwise)

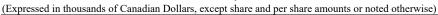




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Management's Discussion and Analysis (Unaudited) For the Nine Months Ended June 30, 2018





This Management's Discussion and Analysis ("MD&A") focuses on significant factors that have affected Columbus Gold Corp. (the "Company" or "Columbus Gold") and its subsidiaries' performance and such factors that may affect its future performance. This MD&A should be read in conjunction with the Company's audited consolidated financial statements and related notes for the year ended September 30, 2017 and the accompanying unaudited condensed interim consolidated financial statements for the interim period ended June 30, 2018, which have been prepared in accordance with International Financial Reporting Standards ("IFRS"), as issued by the International Accounting Standards Board ("IASB"). All figures in this MD&A are expressed in thousands of Canadian Dollars except for the section under "Bankable Feasibility Study", share and per share amounts, or noted otherwise. References to "US\$" are to thousands of US Dollars. "This quarter" or "current quarter" means the three month period ended June 30, 2018, and "this period" or "current period" means the nine month period ended June 30, 2018. The information contained in this MD&A is current to August 10, 2018.

# Forward looking information

This MD&A contains "forward-looking information and statements" that are subject to risk factors set out under the caption *Caution regarding forward looking statements* later in this document. The reader is cautioned not to place undue reliance on forward-looking statements.

#### **Profile and strategy**

The Company was incorporated on May 14, 2003 under the laws of the Province of Saskatchewan, Canada and continued in British Columbia, Canada on December 29, 2003. The Company changed its name from Purple Vein Resources Ltd. to Columbus Gold Corp. effective December 20, 2004. On May 24, 2006, the Company completed its initial public offering and obtained a listing on the TSX Venture Exchange ("TSX-V") as a Tier 2 mining issuer. The Company graduated from the TSX-V and commenced trading on the Toronto Stock Exchange (the "TSX") under the trading symbol "CGT" on January 26, 2016. The Company is also listed on the OTCQX International.

The Company's principal business activities are the acquisition, exploration and development of resource properties, with gold as a principal focus. The Company maintains active generative (prospecting) and evaluation programs and, as a key element of its strategy, broadens exposure, diversifies funding sources and minimizes risk through joint ventures on selected projects.

The Company's financial condition is affected by general market conditions and conditions specific to the mining industry. These conditions include, but are not limited to, the price of gold and accessibility of debt or equity.

#### Spin-out of Allegiant Gold Ltd.

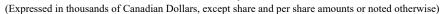
On September 27, 2017, the Company announced the signing of an arrangement agreement (the "Arrangement") providing for the spin-out of its subsidiary Allegiant Gold Ltd. ("Allegiant"), with the intent of listing Allegiant on the TSX Venture Exchange. Allegiant indirectly held the Company's United States exploration and evaluation assets.

On December 8, 2017, the Company closed Allegiant's brokered and non-brokered private placements of subscription receipts for combined gross proceeds of \$4,196.

Allegiant was spun-out of Columbus Gold on January 25, 2018, with the Company holding 7,933,496 shares of Allegiant, with a fair value of \$3,135, representing approximately 16.7% of Allegiant's issued and outstanding common shares at the time.

As at June 30, 2018, the Company held 3,533,496 shares of Allegiant, with a fair value of \$1,696.

Management's Discussion and Analysis (Unaudited) For the Nine Months Ended June 30, 2018





# Overall performance and outlook

The following highlights the Company's overall performance for the three and nine months ended June 30, 2018:

|                                    | Three            | Three months ended |             |                  | onths end        | ed          |
|------------------------------------|------------------|--------------------|-------------|------------------|------------------|-------------|
|                                    | June 30,<br>2018 | June 30,<br>2017   | %<br>Change | June 30,<br>2018 | June 30,<br>2017 | %<br>Change |
|                                    | (\$)             | (\$)               | Change      | (\$)             | (\$)             | Change      |
| Net loss                           | (660)            | (734)              | 10%         | (5,414)          | (3,271)          | (66%)       |
| Cash used in operating activities  | (405)            | (564)              | 28%         | (2,425)          | (1,685)          | (44%)       |
| Cash at end of period              | 1,648            | 4,300              | (62%)       | 1,648            | 4,300            | (62%)       |
| Loss per share – basic and diluted | (0.00)           | (0.00)             | · -         | (0.03)           | (0.02)           | (50%)       |

On February 16, 2018, the Company granted 5,000,000 incentive stock options to certain officers, directors, employees and consultants to purchase up to 5,000,000 common shares in the capital of Columbus Gold. The incentive stock options have an exercise price of \$0.48 per share which expire on February 16, 2023.

On January 19, 2018, the Company announced key changes to its Board of Directors and management as follows:

- Russell Ball was appointed an Independent Director. Mr. Ball most recently served as the Chief Financial Officer of
  Goldcorp Inc. and prior to that as the Chief Financial Officer of Newmont Mining Corp. His extensive experience will be
  vital, among other things, in engaging with major mining companies, contributing to corporate strategy, and accessing capital
  markets:
- Marie-Hélène Bérard was appointed an Independent Director. Ms. Bérard is a former high-ranking French civil servant; she
  was Special Adviser to Mr. Jacques Chirac, the former French President, and is currently the Treasurer of the Chirac
  Foundation. She is the President of MHB SAS, an investment banking boutique firm she founded in 2000 specializing in
  international transactions, primarily in emerging markets. Ms. Bérard chairs Columbus Gold's French Advisory Board and,
  with her appointment as an Independent Director, will continue to play a key role with regard to Columbus Gold's strategy in
  France;
- Rock Lefrançois has been promoted to President and holds the titles of President & COO. Mr. Lefrançois joined Columbus as
  Chief Operating Officer in 2013 and was responsible for advancing the Montagne d'Or gold deposit from the exploration
  stage through to the completion of the feasibility study. Based in French Guiana, Mr. Lefrançois has the local contacts and
  relationships necessary to represent and manage Columbus Gold's interests and he also holds the significant public company
  experience required to manage Columbus Gold's day-to-day activities, including the evaluation of additional exploration and
  acquisition opportunities; and
- Robert Giustra has resigned as Chief Executive Officer and will continue in the role of Chairman focusing on capital markets, corporate strategy and M&A.

Management's Discussion and Analysis (Unaudited)

For the Nine Months Ended June 30, 2018





# Discussion of operations

# Exploration and evaluation assets

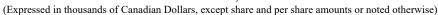
In connection with the Arrangement, all of the Company's exploration and evaluation assets in the USA have been deconsolidated effective January 25, 2018.

A summary of exploration and evaluation assets by property for the nine months ended June 30, 2018 is set out below:

| _                       | Balance at<br>October 1, 2017 | Additions | Foreign exchange | Effect of the Arrangement | Balance at<br>June 30, 2018 |
|-------------------------|-------------------------------|-----------|------------------|---------------------------|-----------------------------|
| Property                | (\$)                          | (\$)      | (\$)             | (\$)                      | (\$)                        |
| Big Lime                | 1                             | 0         | 1                | (2)                       | -                           |
| Bolo                    | 3,969                         | 67        | 27               | (4,063)                   | -                           |
| Clanton Hills           | 33                            | 14        | 1                | (48)                      | -                           |
| Eastside                | 14,078                        | 211       | 92               | (14,381)                  | -                           |
| Four Metals             | 14                            | 0         | 0                | (14)                      | -                           |
| Hugh's Canyon           | 43                            | 6         | 0                | (49)                      | -                           |
| Mogollon                | 195                           | -         | 1                | (196)                     | -                           |
| Monitor Hills           | 62                            | 1         | 0                | (63)                      | -                           |
| North Brown             | 14                            | 11        | 0                | (25)                      | -                           |
| Overland Pass           | 40                            | 3         | 0                | (43)                      | -                           |
| Red Hills               | 25                            | 31        | 1                | (57)                      | -                           |
| Silver Dome             | 18                            | 0         | 0                | (18)                      | -                           |
| West Goldfield          | 151                           | 2         | 1                | (154)                     | -                           |
| White Canyon            | 0                             | -         | -                | (0)                       | -                           |
| White Horse Flats       | 12                            | 38        | 0                | (50)                      | -                           |
| White Horse Flats North | 21                            | 23        | (1)              | (43)                      | -                           |
|                         | 18,676                        | 407       | 123              | (19,206)                  | _                           |

Management's Discussion and Analysis (Unaudited)

For the Nine Months Ended June 30, 2018





A summary of exploration and evaluation assets by property for the year ended September 30, 2017 is set out below:

|                         | Balance at<br>October 1, | 4.1.114        | Oil           | Foreign  | Balance at<br>September 30, |
|-------------------------|--------------------------|----------------|---------------|----------|-----------------------------|
| Dronorts                | 2016<br>(\$)             | Additions (\$) | Other<br>(\$) | exchange | 2017                        |
| Property                | (3)                      | (4)            | (3)           | (\$)     | (\$)                        |
| French Guiana           |                          |                |               |          |                             |
| Paul Isnard             | 28,590                   | 5,833          | $(34,452)^1$  | 29       | -                           |
| Nevada                  |                          |                |               |          |                             |
| Big Lime                | 1                        | 0              | -             | (0)      | 1                           |
| Bolo                    | 3,525                    | 653            | -             | (209)    | 3,969                       |
| Clanton Hills           | 31                       | 4              | -             | (2)      | 33                          |
| Eastside                | 11,351                   | 3,424          | -             | (697)    | 14,078                      |
| Four Metals             | 7                        | 7              | -             | (0)      | 14                          |
| Hugh's Canyon           | 19                       | 26             | -             | (2)      | 43                          |
| Mogollon                | 467                      | -              | $(266)^2$     | (6)      | 195                         |
| Monitor Hills           | 28                       | 37             | · · · -       | (3)      | 62                          |
| North Brown             | 7                        | 8              | -             | (1)      | 14                          |
| Overland Pass           | 21                       | 21             | -             | (2)      | 40                          |
| Red Hills               | 14                       | 13             | -             | (2)      | 25                          |
| Silver Dome             | -                        | 19             | -             | (1)      | 18                          |
| Weepah                  | 16                       | -              | $(16)^3$      | 0        | -                           |
| West Goldfield          | -                        | 159            | -             | (8)      | 151                         |
| White Canyon            | 0                        | -              | -             | -<br>-   | 0                           |
| White Horse Flats       | 4                        | 9              | -             | (1)      | 12                          |
| White Horse Flats North | 9                        | 13             | -             | (1)      | 21                          |
|                         | 44,090                   | 10,226         | (34,734)      | (906)    | 18,676                      |

Consists of \$3,249 exploration and evaluation funded by Nordgold, and \$31,203 reclassified to Investment in Compagnie Minière Montagne d'Or SAS upon transition to equity accounting.

Option payments received.

Exchanged for eliminating certain Bolo underlying royalties.

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(Expressed in thousands of Canadian Dollars, except share and per share amounts or noted otherwise)



A summary of the exploration and evaluation assets by cost category is set out below:

|   | (\$)     |
|---|----------|
| Balance at October 1, 2016  | 44,090   |
| Acquisition and land  | 1,830    |
| Camp costs and other  | 655      |
| Drilling  | 3,659    |
| Geology, trenching and geophysics                                 | 1,010    |
| Management and administration                                     | 2,462    |
| Technical studies   | 457      |
| Travel  | 153      |
| Amounts funded by Nordgold  | (3,249)  |
| Option payments received  | (266)    |
| Disposition of Weepah   | (16)     |
| Reclassified to Investment in Compagnie Minière Montagne d'Or SAS | (31,203) |
| Foreign exchange  | (906)    |
| Balance at September 30, 2017                                     | 18,676   |
| Drilling  | 32       |
| Geology, trenching and geophysics                                 | 70       |
| Management and administration                                     | 262      |
| Technical studies   | 14       |
| Travel  | 29       |
| Foreign exchange  | 123      |
| Effect of the Arrangement   | (19,206) |
| Balance at June 30, 2018  | -        |

# Investment in Compagnie Minière Montagne d'Or - Paul Isnard, French Guiana

The Paul Isnard Gold Project consists of eight mining concessions and two exclusive exploration permits ("PER") covering 190 km<sup>2</sup>, located in the northwestern region of French Guiana, South America, 180 km west of the capital, Cayenne, and 85 km south of the town of Saint-Laurent-du-Maroni. The Montagne d'Or deposit, which contains significant gold mineralization, is located within the southern part of the Paul Isnard Gold Project.

The Company entered into an agreement with major gold producer Nord Gold SE ("Nordgold") on March 13, 2014 (the "Option Agreement"), under which Nordgold was granted the right to acquire a 50.01% interest in the Paul Isnard mining concessions and the exploration permits (the "Paul Isnard Gold Project"), held by the Company's subsidiary at the time, Compagnie Minière Montagne d'Or SAS ("COMMOR").

On January 12, 2016, the Company entered into an agreement with Nordgold to sell a 5% minority interest in the Paul Isnard Gold Project (the "5% Sale") for \$7,870 (US\$6,000) (received). The formal acquisition and transfer of the 5% interest would not occur until Nordgold earned the initial 50.01% interest in the Paul Isnard Gold Project under the Option Agreement.

On September 14, 2017, the Company's interest in COMMOR was diluted to 49.99% through Nordgold's successful Option Agreement earn-in, and an additional 5% interest in COMMOR was transferred to Nordgold to complete the 5% Sale. A Shareholders' Agreement was signed between the Company and Nordgold, with the Company retaining a 44.99% interest in COMMOR, and Nordgold owning the remaining 55.01% interest. As a result, and in accordance with IFRS, COMMOR is no longer accounted for on a consolidated basis, and instead, as an equity accounted investment.

On December 18, 2017, the Company announced that at a meeting of the Montagne d'Or joint-venture (Columbus Gold 44.99%/Nordgold 55.01%) held on December 15th, 2017 the joint-venture board unanimously decided to proceed with construction of the Montagne d'Or gold mine in French Guiana. Commencement of construction is subject to a number of additional requirements, including a public consultation and receipt of required permits and authorizations.

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# Bankable Feasibility Study

On March 20, 2017, the Company announced the results of the independent bankable feasibility study ("BFS") prepared in accordance with National Instrument 43-101. Highlights of the BFS are as follows (*figures are in Canadian and US Dollars, not in thousands*):

- Net present value of US\$370 million (~C\$500 million at 1.35 USD-CAD exchange rate) after tax (at a 5% discount rate);
- Internal rate of return of 18.7% after tax, at an assumed gold price of US\$1,250 per ounce ("oz");
- Reserves calculated at a gold price of US\$1,200/oz;
- Proven & Probable Mineral Reserves of 2,745,000 oz gold ("Au") (54.1 million tonnes ("Mt") at 1.58 grams per tonne ("g/t") Au), a subset of the Measured and Indicated Resources of 3,850,000 oz Au (85.1 Mt at 1.41 g/t Au, using a cutoff grade of 0.4 g/t and a US\$1,300/oz Au price);
- Life-of-mine ("LOM") production of approximately 2,572,000 oz Au; 214,000 oz per year, over a 12-year mine life, using an average overall gold recovery of 93.8% that results in an average LOM Total Cash Cost of US\$666/oz and LOM All-In Sustaining Costs ("AISC") of US\$779/oz;
- Average annual gold production of 237,000 oz over the first ten years of mine life at an average grade of 1.73 g/t Au that
  results in an average AISC of US\$749/oz; and
- Total Net Initial Capital Costs (including pre-stripping and contingency, less surplus tax credit refunds) of US\$361 million (table below for Capital Costs breakdown), with an After-tax Payback Period of 4.1 years, and LOM Sustaining Capital Costs of US\$231 million. LOM contingency rate of 9.5% is included in the estimate.

Additional information can be found in the press release dated March 20, 2017 on the Company's website.

### Permitting Update

The formal public consultation of the Montagne d'Or Gold Project commenced on April 3rd, 2018, in Saint-Laurent du Maroni. In total, 13 meetings were held in various locations around French Guiana. The public consultation process is a pre-condition to submitting mine permit applications.

At the conclusion of the public consultation on July 7th, 2018, the French National Public Debate Commission will publish a report containing conclusions and recommendations, if any, to be considered by the Montagne d'Or joint venture (Columbus 44.99% and Nordgold 55.01%).

The Montagne d'Or joint venture plans to submit the Environmental and Social Impact Study and the mine permit applications shortly after the French National Public Debate Commission has published its report.

Rock Lefrançois, P.Geo. (OGQ), Columbus Gold's President & COO and Qualified Person has reviewed and approved the technical content of this document as it relates to the Paul Isnard Gold Project.

# Summary of quarterly information

|   | Q3<br>2018<br>(\$) | Q2<br>2018<br>(\$) | Q1<br>2018<br>(\$) | Q4<br>2017<br>(\$) | Q3<br>2017<br>(\$) | Q2<br>2017<br>(\$) | Q1<br>2017<br>(\$) | Q4<br>2016<br>(\$) |
|---|--------------------|--------------------|--------------------|--------------------|--------------------|--------------------|--------------------|--------------------|
|   | (4)                | (Φ)                | (4)                | (4)                | (4)                | (Ψ)                | (4)                | <u>(a)</u>         |
| Net income (loss) for the period        | (660)              | (3,579)            | (1,175)            | 13,051             | (734)              | (1,253)            | (1,283)            | (1,113)            |
| Basic earnings (loss) per share         | (0.00)             | (0.02)             | (0.01)             | 0.09               | (0.00)             | (0.01)             | (0.01)             | (0.01)             |
| Diluted earnings (loss) per share       | (0.00)             | (0.02)             | (0.01)             | 0.08               | (0.00)             | (0.01)             | (0.01)             | (0.01)             |
|   | Jun 30,            | Mar 31,            | Dec 31,            | Sep 30,            | Jun 30,            | Mar 31,            | Dec 31,            | Sep 30,            |
|   | 2018               | 2018               | 2017               | зер 30,<br>2017    | 2017               | 2017               | 2016               | 2016               |
|   | (\$)               | (\$)               | (\$)               | (\$)               | (\$)               | (\$)               | (\$)               | (\$)               |
| Cash                                    | 1,648              | 1,483              | 532                | 1,357              | 4,300              | 6,665              | 3,605              | 4,508              |
| Restricted cash                         | _                  | -                  | 4,086              | -                  | -                  | -                  | -                  | -                  |
| Total assets                            | 43,596             | 46,397             | 62,014             | 57,752             | 54,181             | 54,523             | 49,223             | 50,532             |
| Total non-current financial liabilities | -                  |                    | -                  | -                  | -                  | -                  | -                  | -                  |

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Review of financial results – current quarter

During the three months ended June 30, 2018, the Company incurred a net loss of \$660, compared \$734 during the same quarter in the prior year.

Professional fees decreased to \$21 during the three months ended June 30, 2018, compared to \$357 during the same quarter in the prior year. The decrease is mainly attributable to corporate financial advisory services only being incurred during the prior year quarter.

Through a cost sharing agreement (see *Related Party Transactions*) with Allegiant, which commenced on January 1, 2018, the Company recorded cost recoveries of \$131 this quarter, as compared to \$nil during the prior year comparative quarter.

The Company recorded a loss from equity accounted investment of \$108 this quarter, representing its 44.99% interest in COMMOR, compared to nil during the prior year comparative quarter, when COMMOR was consolidated instead.

1,650,000 shares of Allegiant were sold this quarter, resulting in a loss of \$88. No available-for-sale investments were sold during the three months ended June 30, 2017.

# Review of financial results – year to date

During the nine months ended June 30, 2018, the Company incurred a net loss of \$5,414, compared \$3,271 during the same period in the prior year.

Administration and office increased to \$1,086 this period, compared to \$937 during the same period in the prior year. The increase is primarily attributable to personnel changes and changes in compensation allocation.

Professional fees decreased to \$265 during the nine months ended June 30, 2018, compared to \$752 during the same period in the prior year. The decrease is mainly attributable to corporate financial advisory services only being incurred during the prior year period and cost reduction measures taken during the current period.

During the nine months ended June 30, 2018, the Company granted 5,000,000 share options to directors, officers, employees and consultants of the Company, compared to 2,205,000 during the prior year period. The vesting of share options resulted in a non-cash share-based payments charge of \$997 this period, compared to \$601 during the prior year comparative period.

Through a cost sharing agreement (see Related Party Transactions) with Allegiant, which commenced on January 1, 2018, the Company recorded cost recoveries of \$251 this period, as compared to \$nil during the prior year comparative period.

In connection with the Arrangement, the Company recorded a one-time loss on the spin-out of Allegiant of \$2,081 during the nine months ended June 30, 2018.

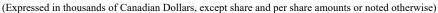
The Company recorded a loss from equity accounted investment of \$339 this period, representing its 44.99% interest in COMMOR, compared to nil during the prior year comparative period, when COMMOR was consolidated instead.

The Company sold 4,400,000 shares of Allegiant this period, resulting in a gain of \$145. No available-for-sale investments were sold during the nine months ended June 30, 2017.

#### Liquidity and capital resources

The Company does not currently own or have an interest in any producing resource properties and does not derive any significant revenues from operations. The Company's activities have been funded primarily through equity financing and the Company expects that it will continue to be able to utilize this source of financing until it develops cash flow from operations. The Company has been successful in its fund raising efforts in the past, but there can be no assurance that the Company will continue to be successful in the future. If such funds are not available or other sources of finance cannot be obtained, then the Company will be required to curtail its activities to a level for which funding is available and can be obtained. The Company's ability to access funding is also contingent on the ongoing demand for commodities and also a function of the demand for gold, both of which are subject to macroeconomic conditions and market fluctuations.

Management's Discussion and Analysis (Unaudited) For the Nine Months Ended June 30, 2018





At June 30, 2018, the Company had cash of \$1,648 and a working capital of \$5,127, as compared to \$1,483 and \$4,479, respectively, at March 31, 2018 and \$1,357 and \$1,391, respectively, at September 30, 2017.

During the three and nine months ended June 30, 2018, the Company used cash of \$405 and \$2,425, respectively, in operating activities, compared to \$564 and \$1,685, respectively, during the comparative prior year periods. Cash used in operations consists of cash used to fund the loss for the period, adjusted for the impact of non-cash items and changes in non-cash working capital.

During the current quarter, the Company sold 1,650,000 shares of Allegiant for net proceeds of \$572. During the comparative prior year quarter, the Company invested \$2,108 in its exploration and evaluation assets, partially offset by \$258 in exploration advances received from Nordgold.

During the current period, the Company used \$2,140 in investing activities, compared to \$3,065 during the prior year period. Cash used in investing activities this period primarily consists of \$4,261 deconsolidated from the spin-out of Allegiant and \$407 invested in exploration and evaluation assets, partially offset with proceeds from the sale of Allegiant shares of \$1,914, and Allegiant repaying \$515 to the Company. Cash used in investing activities during the nine months ended June 30, 2017 is mainly attributable to \$3,989 invested in exploration and evaluation assets, partially offset by \$639 in exploration advances received from Nordgold and \$266 in option payments received.

There were no significant cash flows from or used in financing activities during the three months ended June 30, 2018 and June 30, 2017.

Cash from financing activities during the current period totalled \$4,850, consisting of \$4,196 raised from the private placement of Allegiant shares, \$351 from share options exercised and \$303 from warrants exercised. During the nine months ended June 30, 2017, the Company received net proceeds of \$4,506 from a share offering.

At June 30, 2018, the Company had cash of \$1,648, and current liabilities of \$301. The Company has sufficient cash and access to capital to meet working capital requirements, and obligations as they become due.

#### Off-balance sheet arrangements

The Company has no off-balance sheet arrangements.

# Related party transactions

The Company has an agreement (the "Cost Sharing Agreement") with Allegiant, whereby certain overhead and administration costs are shared, which Allegiant reimburses to the Company on a periodic basis and is included in cost recoveries. The Cost Sharing Agreement is in effect until December 31, 2018 and may be terminated by either party with three months' notice. The Company and Allegiant have certain directors and officers in common.

The Company has a note receivable of \$1,604 from Allegiant (the "Grid Note") due on the later of March 1, 2019 or when Allegiant has completed one or more equity financings with collective proceeds of a minimum of \$4,000 subsequent to the date on which Allegiant lists on the TSXV.

The Company had an agreement (the "Services Agreement") with Organto Foods Inc. ("Organto"), whereby the Company provided certain administration and management services for a fixed monthly fee and is included in other income. The Services Agreement expired on May 30, 2018. The Company and Organto have certain directors and/or officers in common.

Management's Discussion and Analysis (Unaudited)

For the Nine Months Ended June 30, 2018

(Expressed in thousands of Canadian Dollars, except share and per share amounts or noted otherwise)



The following is a summary of related party transactions:

|   | Three montl      | Three months ended |                  | ns ended         |
|---|------------------|--------------------|------------------|------------------|
|   | June 30,<br>2018 | June 30,<br>2017   | June 30,<br>2018 | June 30,<br>2017 |
| -   | (\$)             | (\$)               | (\$)             | (\$)             |
| Management fees paid to a company controlled by the Chairman of the Company   | 37               | 75                 | 225              | 275              |
| Management fees paid to the President and COO of the Company  | 60               | 60                 | 190              | 182              |
| Accounting fees paid to the CFO of the Company  | 36               | 30                 | 132              | 95               |
| Consulting fees paid or accrued to Cordex Exploration LLC, a Company controlled by an officer of a former subsidiary of the Company | -                | 67                 | 64               | 200              |
| Directors fees paid or accrued  | 75               | 33                 | 177              | 105              |
| Administration cost recoveries received or accrued from Allegiant   | (131)            | -                  | (251)            | -                |
| Administration fees received or accrued from Organto  | (20)             | (77)               | (127)            | (183)            |
| •   | 57               | 188                | 410              | 674              |

The following summarizes advances or amounts that remain receivable from or payable to each related party:

|   | June 30,<br>2018<br>(\$) | September 30,<br>2017<br>(\$) |
|---|--------------------------|-------------------------------|
| A large of the Chairman Chairman Chairman Chairman              | 12                       | 25                            |
| Advances to a company controlled by the Chairman of the Company | 13                       | 25                            |
| Advances to the Chairman of the Company                         | 9                        | 7                             |
| Trade receivables from Organto                                  | 303                      | 264                           |
| Note receivable from Allegiant                                  | 1,604                    | -                             |
| Directors fees payable  | (142)                    | (103)                         |
|   | 1,787                    | 193                           |

#### **Proposed transactions**

There are no proposed transactions as at June 30, 2018 and the date of this MD&A.

# Critical accounting estimates

The preparation of financial statements in accordance with IFRS requires management to make estimates and assumptions which affect the reported amounts of assets and liabilities, the disclosure of contingent assets and liabilities at the date of the consolidated financial statements and the reported amounts of revenues and expenses during the reporting period. The Company's management reviews these estimates and underlying assumptions on an ongoing basis, based on experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances. Revisions to estimates are adjusted for prospectively in the period in which the estimates are revised.

Estimates and assumptions where there is risk of material adjustments to assets and liabilities in future accounting periods include estimates of useful lives of depreciated and amortized assets, the recoverability of the carrying value of exploration and evaluation assets, assumptions used in determination of share-based payments, the recoverability and measurement of deferred tax assets, decommissioning, restoration and similar liabilities and contingent liabilities.

The preparation of financial statements in accordance with IFRS requires the Company to make judgments, apart from those involving estimates, in applying accounting policies. The most significant judgments in applying the Company's financial statements include the classification of expenditures as exploration and evaluation expenditures or operating expenses and the classification of financial instruments.

Management's Discussion and Analysis (Unaudited)

For the Nine Months Ended June 30, 2018

(Expressed in thousands of Canadian Dollars, except share and per share amounts or noted otherwise)



### Changes in accounting policies and standards

A number of new standards, and amendments to standards and interpretations, are not yet effective for the period ended June 30, 2018, and have not been applied in preparing the consolidated financial statements. Those that may have a significant effect on the consolidated financial statements of the Company are as follows:

# (a) IFRS 9 – Financial Instruments ("IFRS 9")

This new standard is a partial replacement of IAS 39 "Financial Instruments: Recognition and Measurement". IFRS 9 uses a single approach to determine whether a financial asset is measured at amortized cost or fair value, replacing the multiple rules in IAS 39. The approach in IFRS 9 is based on how an entity manages its financial instruments in the context of its business model and the contractual cash flow characteristics of the financial assets. The new standard also requires a single impairment method to be used, replacing the multiple impairment methods in IAS 39. IFRS 9 is effective for annual periods beginning on or after January 1, 2018.

#### (b) IFRS 16 – *Leases* ("IFRS 16")

IFRS 16 specifies how an IFRS reporter will recognize, measure, present and disclose leases. The standard provides a single lessee accounting model, requiring lessees to recognize assets and liabilities for all leases unless the lease term is 12 months or less or the underlying asset has a low value. Lessors continue to classify leases as operating or finance, with IFRS 16's approach to lessor accounting substantially unchanged from its predecessor, IAS 17. The Company does not expect IFRS 16 to have a significant impact on the Company's financial statements. IFRS 16 was issued in January 2016 and applies to annual reporting periods beginning on or after 1 January 2019.

#### (c) Other

Other accounting standards or amendments to existing accounting standards that have been issued but have future effective dates are either not applicable or are not expected to have a significant impact on the Company's financial statements.

#### **Financial instruments**

#### Fair value

The fair value of the Company's financial instruments, financial statement classification and associated risks are presented in the table below:

|  | Financial<br>statement |                          | Fair value at<br>June 30, 2018 |
|--|------------------------|--------------------------|--------------------------------|
| Financial instrument                     | classification         | Associated risks         | (\$)                           |
| Cash                                     | Carrying value         | Credit and currency      | 1,648                          |
| Available-for-sale investments           | Fair value             | Exchange                 | 1,696                          |
| Receivables                              | Carrying value         | Credit and concentration | 311                            |
| Note receivable from Allegiant Gold Ltd. | Carrying value         | Credit and concentration | 1,604                          |
| Accounts payable                         | Carrying value         | Currency                 | (101)                          |
|  |                        |                          | 5,158                          |

The fair value of the Company's financial instruments including cash, receivables, note receivable from Allegiant Gold Ltd. and accounts payable approximates their carrying value due to the immediate or short-term maturity of these financial instruments.

The fair value of available-for-sale investments is based on quoted market prices for publicly traded shares.

Management's Discussion and Analysis (Unaudited)

For the Nine Months Ended June 30, 2018

(Expressed in thousands of Canadian Dollars, except share and per share amounts or noted otherwise)



IFRS 7, Financial Instruments: Disclosure establishes a fair value hierarchy that prioritizes the input to valuation techniques used to measure fair value as follows:

- Level 1 quoted prices (unadjusted) in active markets for identical assets or liabilities;
- Level 2 inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly (i.e., as prices) or indirectly (i.e., derived from prices); and
- Level 3 inputs for the asset or liability that are not based on observable market data (unobservable inputs).

The Company has determined the estimated fair values of its financial instruments based upon appropriate valuation methodologies. Available-for-sale investments are classified as Level 1. At June 30, 2018, there were no financial assets or liabilities measured and recognized in the statement of position that would be categorized as Level 2 or Level 3 in the fair value hierarchy above.

#### Financial risk

The Company's financial instruments are exposed to certain financial risks. The risk exposures and the impact on the Company's financial instruments at June 30, 2018 are summarized below. The Board of Directors periodically reviews with management the principal risks affecting the Company and the systems that have been put in place to manage these risks.

### (a) Credit risk

The credit risk exposure on cash is limited to its carrying amount at the date of the consolidated statements of financial position. Cash is held as cash deposits with creditworthy banks and an investment firm. The Company has receivables consisting of goods and services tax due from the Federal Government of Canada and trade receivables. The Company's note receivable from Allegiant is unsecured. Management believes that the credit risk with respect to cash and receivables as it relates to goods and services tax are low, and medium as it relates to trade receivables and the note receivable from Allegiant.

# (b) Liquidity risk

Liquidity risk arises from the Company's general and capital financing needs. The Company manages liquidity risk by attempting to maintain sufficient cash balances. Liquidity requirements are managed based on expected cash flows to ensure that there is sufficient capital in order to meet short term obligations. As at June 30, 2018, the Company has working capital of \$5,127 (September 30, 2017 – \$1,391), and liquidity risk is assessed as low.

#### (c) Market risks

#### (i) Foreign currency risk

The Company's functional currency is the Canadian dollar. The Company is exposed to the currency risk related to the fluctuation of foreign exchange rates in its French subsidiary, Columbus Guyane SAS. The Company also has assets and liabilities denominated in US dollars and the European Euro. A significant change in the currency exchange rates between the Canadian dollar relative to the US dollar or European Euro could have an effect on the Company's results of operations, financial position and/or cash flows. The Company has not hedged its exposure to currency fluctuations.

# (ii) Commodity price risk

The Company's ability to raise capital to fund exploration or development activities is subject to risks associated with fluctuations in the market price of gold. The Company closely monitors commodity prices to determine the appropriate course of action to be taken.

# (iii) Interest rate risk

The Company does not have any interest-bearing debt and is therefore not exposed to interest rate risk.

Management's Discussion and Analysis (Unaudited) For the Nine Months Ended June 30, 2018

Columbus

(Expressed in thousands of Canadian Dollars, except share and per share amounts or noted otherwise)

### Sensitivity analysis

A 1% change in interest rates does not have a material effect on the Company's profit or loss and equity.

The Company has certain cash balances, receivables, reclamation bonds, and accounts payables in US Dollars and European Euros, currencies other than the functional currency of Company. The Company estimates that a +/-10% change in the value of the Canadian dollar relative to the US dollar and European Euro would have a corresponding effect of approximately \$25,000 to profit or loss.

#### Capital management

The Company's objectives when managing capital are to safeguard the Company's ability to continue as a going concern in order to pursue the development of its mineral properties and to maintain a flexible capital structure for its projects for the benefit of its stakeholders. As the Company is in the exploration and development stage, its principal source of funds is from the issuance of common shares.

The Company manages the capital structure and makes adjustments to it in light of changes in economic conditions and the risk characteristics of the underlying assets. To maintain or adjust the capital structure, the Company may attempt to issue new shares, enter into joint venture property arrangements, acquire or dispose of assets or adjust the amount of cash and investments.

In order to facilitate the management of its capital requirements, the Company prepares annual expenditure budgets that are updated as necessary depending on various factors, including successful capital deployment and general industry conditions. The Board of Directors approves the annual and updated budgets. There have been no changes to the Company's capital management policies and procedures since the end of the most recent fiscal year.

#### Other information

# Outstanding share data

The Company has authorized capital of an unlimited number of common shares without par value. The table below represents Columbus Gold's capital structure as at the date of this MD&A and June 30, 2018:

|  | As at date of this<br>MD&A | June 30,<br>2018         |
|--|----------------------------|--------------------------|
| Common shares issued and outstanding Share purchase options outstanding (exercisable at \$0.30-\$0.75) | 158,769,132<br>7,257,500   | 158,769,132<br>7,457,500 |

### Risks and uncertainties

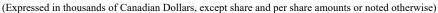
#### Risk factors

Prior to making an investment decision, investors should consider the investment risks set out below and those described elsewhere in this document, which are in addition to the usual risks associated with an investment in a business at an early stage of development. The directors of the Company consider the risks set out below to be the most significant to potential investors in the Company, but do not represent all of the risks associated with an investment in securities of the Company. If any of these risks materialize into actual events or circumstances or other possible additional risks and uncertainties of which the Directors are currently unaware or which they consider not to be material in relation to the Company's business, actually occur, the Company's assets, liabilities, financial condition, results of operations (including future results of operations), business and business prospects are likely to be materially and adversely affected.

#### Exploration, development and production risks

An investment in the Company's shares is speculative due to the nature of the Company's involvement in the evaluation, acquisition, exploration and, if warranted, development and production of minerals. Mineral exploration involves a high degree of risk and there is no assurance that expenditures made on future exploration by the Company will result in new discoveries in commercial quantities.

Management's Discussion and Analysis (Unaudited) For the Nine Months Ended June 30, 2018





While the Company has a limited number of specific identified exploration or development prospects, management will continue to evaluate prospects on an ongoing basis in a manner consistent with industry standards. The long-term commercial success of the Company depends on its ability to find, acquire, develop and commercially produce reserves. No assurance can be given that the Company will be able to locate satisfactory properties for acquisition or participation. Moreover, if such acquisitions or participations are identified, the Company may determine that current markets, terms of acquisition and participation or pricing conditions make such acquisitions or participations uneconomic. The Company has no earnings record, no reserves and no producing resource properties.

The Company's resource projects are in the exploration stage. Resource exploration, development, and operations are highly speculative, characterized by a number of significant risks, which even a combination of careful evaluation, experience and knowledge will not eliminate. Few properties that are explored are ultimately developed into producing mines. Unusual or unexpected formations, formation pressures, fires, power outages, labour disruptions, flooding, explosions, cave-ins, landslides and the inability to obtain suitable or adequate machinery, equipment or labour are other risks involved in the operation of mines and the conduct of exploration programs. The Company must rely upon consultants and contractors for exploration, development, construction and operating expertise. Substantial expenditures may be required to establish mineral resources and mineral reserves through drilling, to develop metallurgical processes to extract the metal from mineral resources and, in the case of new properties, to develop the mining and processing facilities and infrastructure at any site chosen for mining.

There is no assurance that surface rights agreements that may be necessary for future operations will be obtained when needed, on reasonable terms, or at all, which could adversely affect the business of the Company.

Whether a mineral deposit will be commercially viable depends on a number of factors, some of which are: the particular attributes of the deposit, such as size, grade and proximity to infrastructure; metal prices which are highly cyclical; the proximity and capacity of milling facilities; and government regulations, including regulations relating to prices, taxes, royalties, land tenure, land use, importing and exporting of minerals and environmental protection. The exact effect of these factors cannot accurately be predicted, but the combination of these factors may result in the Company not receiving an adequate return on invested capital.

### Additional funding requirements

From time to time, the Company may require additional financing in order to carry out its acquisition, exploration and development activities. Failure to obtain such financing on a timely basis could cause the Company to forfeit its interest in certain properties, miss certain acquisition opportunities, delay or indefinitely postpone further exploration and development of its projects with the possible loss of such properties, and reduce or terminate its operations. If the Company's cash flow from operations is not sufficient to satisfy its capital expenditure requirements, there can be no assurance that additional debt or equity financing will be available to meet these requirements or be available on favorable terms.

# Prices, markets and marketing of natural resources

Gold is a commodity whose price is determined based on world demand, supply and other factors, all of which are beyond the control of the Company. World prices for gold have fluctuated widely in recent years. The marketability and price of natural resources which may be acquired or discovered by the Company will be affected by numerous factors beyond its control. The Company has limited direct experience in the marketing of gold.

Government regulations, including regulations relating to prices, taxes, royalties, land tenure, land use, importing and exporting of natural resources and environmental protection are all factors which may affect the marketability and price of natural resources. The exact effect of these factors cannot be accurately predicted, but any one or a combination of these factors could result in the Company not receiving an adequate return on investment for shareholders.

#### Enforcement of civil liabilities

Certain of the Company's directors and certain of the experts named herein reside outside of Canada and, similarly, a majority of the assets of the Company are located outside of Canada. It may not be possible for investors to effect service of process within Canada upon the directors and experts not residing in Canada. It may also not be possible to enforce against the Company and certain of its directors and experts named herein judgements obtained in Canadian courts predicated upon the civil liability provisions of applicable securities laws in Canada.

Management's Discussion and Analysis (Unaudited) For the Nine Months Ended June 30, 2018



(Expressed in thousands of Canadian Dollars, except share and per share amounts or noted otherwise)

#### Environmental risks

All phases of the natural resources business present environmental risks and hazards and are subject to environmental regulation pursuant to a variety of international conventions, and national, state and municipal laws and regulations. Environmental legislation provides for, among other things, restrictions and prohibitions on spills, releases or emissions of various substances produced in association with operations. The legislation also requires that facility sites and mines be operated, maintained, abandoned and reclaimed to the satisfaction of applicable regulatory authorities. Compliance with such legislation can require significant expenditures and a breach may result in the imposition of fines and penalties, some of which may be material. Environmental legislation is evolving in a manner expected to result in stricter standards and enforcement, larger fines and liability and potentially increased capital expenditures and operating costs. The discharge of tailings or other pollutants into the air, soil or water may give rise to liabilities to foreign governments and third parties and may require the Company to incur costs to remedy such discharge. No assurance can be given that environmental laws will not result in a curtailment of production or a material increase in the costs of production, development or exploration activities or otherwise adversely affect the Company's financial condition, results of operations or prospects.

Companies engaged in the exploration and development of mineral properties generally experience increased costs, and delays as a result of the need to comply with applicable laws, regulations and permits. The Company believes it is in substantial compliance with all material laws and regulations which currently apply to its activities.

Failure to comply with applicable laws, regulations and permitting requirements may result in enforcement actions thereunder, including orders issued by regulatory or judicial authorities causing operations to cease or be curtailed and may include corrective measures requiring capital expenditures, installation of additional equipment, or remedial actions. Parties engaged in natural resource exploration and development activities may be required to compensate those suffering loss or damage by reason of its activities and may have civil or criminal fines or penalties imposed for violations of applicable laws or regulations and, in particular, environmental laws.

Amendments to current laws, regulations and permits governing operations and activities of natural resources companies, or more stringent implementation thereof, could have a material adverse impact on the Company and cause increases in capital expenditures or production costs or reduction in levels of production at producing properties or require abandonment or delays in developments of new properties.

#### Dilution

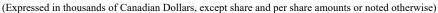
In order to finance future operations and development efforts, the Company may raise funds through the issue of shares or securities convertible into shares. The constating documents of the Company allow it to issue, among other things, an unlimited number of shares for such consideration and on such terms and conditions as may be established by the directors of the Company, in many cases, without the approval of shareholders. The Company cannot predict the size of future issues of shares or securities convertible into shares or the effect, if any, that future issues and sales of shares will have on the price of the shares. Any transaction involving the issue of previously authorized but unissued shares or securities convertible into shares would result in dilution, possibly substantial, to present and prospective shareholders of the Company.

#### Regulatory requirements

Mining operations, development and exploration activities are subject to extensive laws and regulations governing prospecting, development, production, exports, taxes, labour standards, occupational health, waste disposal, environmental protection and remediation, protection of endangered and protected species, mine safety, toxic substances and other matters. Changes in these regulations or in their application are beyond the control of the Company and could adversely affect its operations, business and results of operations.

Government approvals and permits are currently, and may in the future be, required in connection with the mineral projects in which the Company has an interest. To the extent such approvals are required and not obtained, the Company may be restricted or prohibited from proceeding with planned exploration or development activities. Failure to comply with applicable laws, regulations and permitting requirements may result in enforcement actions thereunder, including orders issued by regulatory or judicial authorities causing operations to cease or be curtailed, and may include corrective measures requiring capital expenditures, installation of additional equipment, or remedial actions. Parties engaged in mining operations may be required to compensate those suffering loss or damage by reason of the mining activities and may be liable for civil or criminal fines or penalties imposed for violations of applicable laws or regulations. Amendments to current laws, regulations and permitting requirements, or more stringent application of existing

Management's Discussion and Analysis (Unaudited) For the Nine Months Ended June 30, 2018





laws, could have a material adverse impact on the Company and cause increases in capital expenditures or production costs or reductions in levels of production at producing properties or require abandonment or delays in development of properties.

# Reliance on operators and key employees

The success of the Company will be largely dependent upon the performance of its management and key employees. The Company does not have any key man insurance policies and therefore there is a risk that the death or departure of any member of management or any key employee could have a material adverse effect on the Company. In assessing the risk of an investment in the Company's shares, potential investors should realize that they are relying on the experience, judgment, discretion, integrity and good faith of the management of the Company. An investment in the Company's shares is suitable only for those investors who are willing to risk a loss of their entire investment and who can afford to lose their entire investment.

#### Permits and licenses

The operations of the Company will require licenses and permits from various governmental authorities. There can be no assurance that the Company will be able to obtain all necessary licenses and permits that may be required to carry out exploration and development of its projects.

# Availability of equipment and access restrictions

Natural resource exploration and development activities are dependent on the availability of drilling and related equipment in the particular areas where such activities will be conducted. Demand for such limited equipment or access restrictions may affect the availability of such equipment to the Company and may delay exploration and development activities.

# Conflict of interest of management

Certain of the Company's directors and officers are also directors and officers of other natural resource companies. Consequently, there exists the possibility for such directors and officers to be in a position of conflict. Any decision made by any of such directors and officers relating to the Company will be made in accordance with their duties and obligations to deal fairly and in good faith with the Company and such other companies.

#### Competition

The Company actively competes for acquisitions, leases, licenses, concessions, claims, skilled industry personnel and other related interests with a substantial number of other companies, many of which have significantly greater financial resources than the Company.

The Company's ability to successfully bid on and acquire additional property rights to participate in opportunities and to identify and enter into commercial arrangements with other parties will be dependent upon developing and maintaining close working relationships with its future industry partners and joint operators and its ability to select and evaluate suitable properties and to consummate transactions in a highly competitive environment.

### **Insurance**

The Company's involvement in the exploration for and development of natural resource properties may result in the Company becoming subject to liability for certain risks, and in particular unexpected or unusual geological operating conditions, including rock bursts, cave ins, fires, floods, earthquakes, pollution, blow-outs, property damage, personal injury or other hazards. Although the Company will obtain insurance in accordance with industry standards to address such risks, such insurance has limitations on liability that may not be sufficient to cover the full extent of such liabilities. In addition, such risks may not, in all circumstances be insurable, or, in certain circumstances, the Company may elect not to obtain insurance to deal with specific risks due to the high premiums associated with such insurance or other reasons. The payment of such uninsured liabilities would reduce the funds available to the Company. The occurrence of a significant event that the Company is not fully insured against, or the insolvency of the insurer or such event, could have a material adverse effect on the Company's financial position, results of operations or prospects.

No assurance can be given that insurance to cover the risks to which the Company's activities will be subject will be available at all or at economically feasible premiums. Insurance against environmental risks (including potential for pollution or other hazards as a result of the disposal of waste products occurring from production) is not generally available to the Company or to other companies within

Management's Discussion and Analysis (Unaudited) For the Nine Months Ended June 30, 2018





the industry. The payment of such liabilities would reduce the funds available to the Company. Should the Company be unable to fund fully the cost of remedying an environmental problem, the Company might be required to suspend operations or enter into interim compliance measures pending completion of the required remedy.

#### The market price of shares may be subject to wide price fluctuations

The market price of shares may be subject to wide fluctuations in response to many factors, including variations in the operating results of the Company, divergence in financial results from analysts' expectations, changes in earnings estimates by stock market analysts, changes in the business prospects for the Company, general economic conditions, changes in mineral reserve or resource estimates, results of exploration, changes in results of mining operations, legislative changes, and other events and factors outside of the Company's control.

In addition, stock markets have from time to time experienced extreme price and volume fluctuations, which, as well as general economic and political conditions, could adversely affect the market price for the shares.

The Company is unable to predict whether substantial amounts of shares will be sold in the open market. Any sales of substantial amounts of shares in the public market, or the perception that such sales might occur, could materially and adversely affect the market price of the shares.

# Global financial conditions

Global financial conditions over the last few years have been characterized by increased volatility and several financial institutions have either gone into bankruptcy or have had to be rescued by governmental authorities. These factors may affect the ability of the Company to obtain equity or debt financing in the future on terms favourable to it. Additionally, these factors, as well as other related factors, may cause decreases in asset values that are deemed to be other than temporary, which may result in impairment losses. If such increased levels of volatility and market turmoil continue, the operations of the Company may suffer adverse impact and the price of our shares may be adversely affected.

# Credit risk

Credit risk is the risk of an unexpected loss if a party to its financial instruments fails to meet its contractual obligations. The Company's financial assets exposed to credit risk will be primarily composed of cash and amounts receivable. While the Company will attempt to mitigate its exposure to credit risk, there can be no assurance that unexpected losses will not occur. Such unexpected losses could adversely affect the Company.

#### Management's responsibility for financial statements

The information provided in this report, including the financial statements, is the responsibility of management. In the preparation of these statements, estimates are sometimes necessary to make a determination of future values for certain assets or liabilities. Management believes such estimates have been based on careful judgments and have been properly reflected in the accompanying consolidated financial statements.

# Controls and procedures

The Company's management is responsible for establishing and maintaining adequate internal control over financial reporting. Any system of internal control over financial reporting, no matter how well designed, has inherent limitations. Therefore, even those systems determined to be effective can provide only reasonable assurance with respect to financial statement preparation and presentation. There have been no changes in the Company's internal control over financial reporting during the three and nine months ended June 30, 2018 that have materially affected, or are reasonably likely to materially affect, internal control over financial reporting.

# Caution regarding forward looking statements

This document contains certain forward-looking information and forward-looking statements, as defined in applicable securities laws (collectively referred to as "forward-looking statements"). Often, but not always, forward-looking statements can be identified by the use of words such as "plans," "expects" or "does not expect," "is expected," "planned," "budget," "scheduled," "estimates," "continues," "forecasts," "projects," "predicts," "intends," "anticipates" or "does not anticipate," or "believes," or variations of such

Management's Discussion and Analysis (Unaudited) For the Nine Months Ended June 30, 2018



(Expressed in thousands of Canadian Dollars, except share and per share amounts or noted otherwise)

words and phrases, or statements that certain actions, events or results "may," "could," "would," "should," "might" or "will" be taken, occur or be achieved. Forward-looking statements involve known and unknown risks, uncertainties and other factors that may cause our actual results, performance or achievements to be materially different from any of our future results, performance or achievements expressed or implied by the forward-looking statements; consequently, undue reliance should not be placed on forward-looking statements.

These risks, uncertainties and other factors include, but are not limited to: changes in Canadian/US dollar exchange rates; management's strategies, objectives and expectations; the Company's tax position and the tax and royalty rates applicable; the Company's ability to acquire necessary permits and other authorizations in connection with its projects; risks associated with environmental compliance, including without limitation changes in legislation and regulation, and estimates of reclamation and other costs; the Company's cost reduction and other financial and operating objectives; the Company's environmental, health and safety initiatives; the availability of qualified employees and labour for operations; risks that may affect operating or capital plans; risks created through competition for mining properties; risks associated with exploration projects, and mineral reserve and resource estimates, including the risk of errors in assumptions and methodologies; risks associated with dependence on third parties for the provision of critical services; risks associated with non-performance by contractual counterparties; risks associated with title; and general business and economic conditions.

Forward-looking statements are based on a number of assumptions that may prove to be incorrect, including, but not limited to, assumptions about: general business and economic conditions; the expected timing to complete a feasibility study and other exploration milestones, the timing of the receipt of required permits and approvals for operations; the availability of equity and other financing on reasonable terms; power prices; the Company's ability to procure equipment and operating supplies in sufficient quantities and on a timely basis; the Company's ability to attract and retain skilled labour and staff; the impact of changes in Canadian/US dollar and other foreign exchange rates on costs and results; market competition; and ongoing relations with employees and with business partners and joint venturers.

We caution you that the foregoing list of important factors and assumptions is not exhaustive. Events or circumstances could cause our actual results to differ materially from those estimated or projected and expressed in, or implied by, these forward-looking statements. Management undertakes no obligation to update publicly or otherwise revise any forward-looking statements or the foregoing list of factors, whether as a result of new information or future events or otherwise, except as may be required under applicable laws.

Management's Discussion and Analysis (Unaudited)

For the Nine Months Ended June 30, 2018

(Expressed in thousands of Canadian Dollars, except share and per share amounts or noted otherwise)



# Additional information

Additional information relating to the Company is available on SEDAR at www.sedar.com.

#### Corporation information

Head Office: 1090 Hamilton Street

Vancouver, BC V6B 2R9

Canada

Directors: Robert Giustra, Chairman

Marie-Hélène Bérard

Oleg Pelevin Peter Gianulis Russell Ball

Officers: Rock Lefrançois, President & Chief Operating Officer

Andrew Yau, Chief Financial Officer & Corporate Secretary Blaine Monaghan, Vice President, Corporate Development Jorge Martinez, Vice President, Communications & Technology

Auditor: DMCL LLP

1500 – 1140 West Pender Street

Vancouver, BC V6E 4G1

Legal Counsel: McMillan LLP

Suite 1500 - 1055 West Georgia Street

Vancouver, BC V6E 4N7

Transfer Agent: Computershare Investor Services Inc.

2<sup>nd</sup> Floor – 510 Burrard Street Vancouver, BC V6C 3B9



Columbus Gold Corp. 1090 Hamilton Street Vancouver, B.C. V6B 2R9 Canada

# **Condensed Interim Consolidated Financial Statements** (Unaudited)

For the Nine Months Ended June 30, 2018

(Stated in Canadian Dollars)

# NOTICE OF NO REVIEW BY AUDITOR

In accordance with National Instrument 51-102 *Continuous Disclosure Obligations* of The Canadian Securities Administrators we hereby give notice that our condensed interim consolidated financial statements for the three and nine months ended June 30, 2018, which follow this notice, have not been reviewed by an auditor.

# Condensed Interim Consolidated Statements of Financial Position



(Expressed in thousands of Canadian Dollars - Unaudited)

|  | June 30, | September 30, |
|--|----------|---------------|
|  | 2018     | 2017          |
|  | (\$)     | (\$)          |
| Assets   |          |               |
| Current assets   |          |               |
| Cash   | 1,648    | 1,357         |
| Available-for-sale investments (notes 3 and 4)             | 1,696    | 7             |
| Receivables (note 5 and 10)                                | 311      | 356           |
| Note receivable from Allegiant Gold Ltd. (note 10)         | 1,604    | -             |
| Prepaid expenses   | 169      | 192           |
|  | 5,428    | 1,912         |
| Non-current assets   |          |               |
| Investment in Compagnie Minière Montagne d'Or SAS (note 7) | 38,143   | 36,701        |
| Equipment  | 25       | 16            |
| Exploration and evaluation assets (notes 3 and 8)          | -        | 18,676        |
| Reclamation bonds (notes 3 and 6)                          | -        | 447           |
|  | 43,596   | 57,752        |
| Liabilities and shareholders' equity                       |          |               |
| Current liabilities  |          |               |
| Accounts payable (note 10)                                 | 101      | 149           |
| Accrued liabilities (note 10)                              | 200      | 372           |
|  | 301      | 521           |
| Shareholders' equity                                       |          |               |
| Share capital (note 9)                                     | 65,208   | 62,305        |
| Reserves   | 12,574   | 11,450        |
| Deficit  | (34,487) | (16,524)      |
|  | 43,295   | 57,231        |
|  | 43,596   | 57,752        |

Nature of operations and going concern (note 1) Commitments (note 12)

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

# **Approved by the Board of Directors**

| "Robert Giustra"          | "Peter Gianulis"          |
|---------------------------|---------------------------|
| Robert Giustra – Director | Peter Gianulis - Director |

# Condensed Interim Consolidated Statements of Comprehensive Loss (Expressed in thousands of Canadian Dollars, except per share amounts - Unaudited)



|  | Three mont | hs ended | Nine month | s ended  |
|--|------------|----------|------------|----------|
|  | June 30,   | June 30, | June 30,   | June 30, |
|  | 2018       | 2017     | 2018       | 2017     |
|  | (\$)       | (\$)     | (\$)       | (\$)     |
| Operating expenses   |            |          |            |          |
| Administration and office  | 316        | 330      | 1,086      | 937      |
| Directors fees (note 10)   | 75         | 33       | 177        | 105      |
| General exploration  | 79         | 41       | 156        | 161      |
| Investor relations   | 19         | 36       | 306        | 373      |
| Management fees (note 10)  | 37         | 75       | 225        | 275      |
| Professional fees  | 21         | 357      | 265        | 752      |
| Share-based payments (note 9b)                                     | 5          | 23       | 997        | 601      |
| Transfer agent and filing fees                                     | 36         | 21       | 241        | 163      |
| Travel   | 16         | 30       | 68         | 88       |
| Amortization   | 3          | 5        | 11         | 33       |
| Cost recoveries from Allegiant Gold Ltd. (note 10)                 | (131)      | -        | (251)      | -        |
| Loss before other items  | (476)      | (951)    | (3,281)    | (3,488)  |
| Other items  |            |          |            |          |
| Interest income  | 4          | 8        | 12         | 23       |
| Other income (note 10)   | 20         | 77       | 133        | 185      |
| Loss on spin-out of Allegiant Gold Ltd. (note 3)                   | -          | -        | (2,081)    | -        |
| Loss from equity accounted investment (note 7)                     | (108)      | -        | (339)      | -        |
| Gain (loss) from sale of available-for-sale investments            | (88)       | -        | 145        | -        |
| Foreign exchange gain (loss)                                       | (12)       | 132      | (3)        | 9        |
| Loss before taxes and net loss for the period                      | (660)      | (734)    | (5,414)    | (3,271)  |
| Items that may subsequently be reclassified to net income or loss: |            |          |            |          |
| Unrealized gain (loss) on available-for-sale investments           | (391)      | (11)     | 322        | (29)     |
| Foreign currency translation                                       | (1,765)    | 8        | 2,054      | (72)     |
| 1 oreign currency translation                                      | (1,703)    |          | 2,034      | (12)     |
| Comprehensive loss for the period                                  | (2,816)    | (737)    | (3,038)    | (3,372)  |
| Loss per share (note 9d)   |            |          |            |          |
| Basic  | (0.00)     | (0.00)   | (0.03)     | (0.02)   |
| Diluted  | (0.00)     | (0.00)   | (0.03)     | (0.02)   |

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

# Condensed Interim Consolidated Statements of Cash Flows (Expressed in thousands of Canadian Dollars - Unaudited)



|   | Three mont | hs ended | Nine month | s ended  |
|---|------------|----------|------------|----------|
|   | June 30,   | June 30, | June 30,   | June 30, |
|   | 2018       | 2017     | 2018       | 2017     |
|   | (\$)       | (\$)     | (\$)       | (\$)     |
| Operating activities  |            |          |            |          |
| Net loss for the period   | (660)      | (734)    | (5,414)    | (3,271)  |
| Items not involving cash  |            |          |            |          |
| Loss on spin-out of Allegiant Gold Ltd.                             | -          | _        | 2,081      | _        |
| Loss (gain) from sale of available-for-sale investments             | 88         | _        | (145)      | _        |
| Amortization  | 3          | 5        | 11         | 33       |
| Share-based payments  | 5          | 23       | 997        | 601      |
| Loss from equity accounted investment                               | 108        | -        | 339        | -        |
| Unrealized foreign exchange gain                                    | (15)       | (192)    | (19)       | (26)     |
|   | (471)      | (898)    | (2,150)    | (2,663)  |
| Changes in non-cash working capital                                 | ( )        | ( )      | ( ) )      | ( , ,    |
| Receivables and prepaid expenses                                    | 56         | 36       | (19)       | 515      |
| Accounts payable and accrued liabilities                            | 10         | 298      | (256)      | 463      |
| Cash used in operating activities                                   | (405)      | (564)    | (2,425)    | (1,685)  |
| Investing activities  |            |          |            |          |
| Proceeds from sale of available-for-sale investments                | 572        | _        | 1,914      | _        |
| Reimbursement from Compagnie Minière Montagne d'Or                  | -          | _        | 159        | _        |
| Note receivable from Allegiant Gold Ltd.                            | _          | _        | 515        | _        |
| Cash deconsolidated from spin-out of Allegiant Gold Ltd. (note 3)   | _          | _        | (4,261)    | _        |
| Exploration and evaluation assets                                   | _          | (2,108)  | (407)      | (3,989)  |
| Reclamation bonds   | _          | (2,100)  | (52)       | (1)      |
| Option payment received   | _          | _        | (32)       | 266      |
| Equipment   | (9)        | _        | (20)       | (3)      |
| Exploration advances from Nord Gold SE                              | ()         | 258      | (20)       | 639      |
| Interest received   | 4          | 8        | 12         | 23       |
| Cash from (used in) investing activities                            | 567        | (1,842)  | (2,140)    | (3,065)  |
| Financing activities  |            |          |            |          |
| Funds received from private placement of Allegiant Gold Ltd. shares |            |          | 4,196      |          |
| Proceeds from share options exercised                               | -          | 11       | 351        | 39       |
| Proceeds from warrants exercised                                    | -          | 11       | 303        | 39       |
| Net proceeds from share offering                                    | _          | (2)      | 303        | 4,506    |
| Cash from financing activities                                      | -          | 9        | 4,850      | 4,545    |
| Cash from financing activities                                      | -          | 9        | 4,630      | 4,343    |
| Effect of foreign exchange on cash                                  | 3          | 32       | 6          | (3)      |
| Increase (decrease) in cash   | 165        | (2,365)  | 291        | (208)    |
| Cash, beginning of period   | 1,483      | 6,665    | 1,357      | 4,508    |
| Cash, end of period   | 1,648      | 4,300    | 1,648      | 4,300    |

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

# Condensed Interim Consolidated Statements of Shareholders' Equity (Expressed in thousands of Canadian Dollars except for share amounts - Unaudited)



|  | Share cap | oital   |                   | Reserves                        |         |          | <u></u>  |
|--|-----------|---------|-------------------|---------------------------------|---------|----------|----------|
| _  | Number    | Share   | Share options and | Accumulated other comprehensive |         |          |          |
|  | of shares | capital | warrants          | income (loss)                   | Total   | Deficit  | Total    |
|  | (000's)   | (\$)    | (\$)              | (\$)                            | (\$)    | (\$)     | (\$)     |
| Balance, October 1, 2016                             | 142,940   | 56,116  | 8,719             | 2,447                           | 11,166  | (26,304) | 40,978   |
| Share offering net of share issuance costs           | 8,000     | 4,320   | 187               | -                               | 187     | -        | 4,507    |
| Shares issued for acquisition of Castle gold project | 1,750     | 858     | -                 | -                               | -       | -        | 858      |
| Share options exercised (note 9(a))                  | 106       | 56      | (18)              | -                               | (18)    | -        | 38       |
| Share-based payments (note 9(b))                     | -         | -       | 601               | -                               | 601     | -        | 601      |
| Comprehensive loss                                   | -         | -       | -                 | (102)                           | (102)   | (3,271)  | (3,373)  |
| Balance, June 30, 2017                               | 152,796   | 61,350  | 9,489             | 2,345                           | 11,834  | (29,575) | 43,609   |
| Balance, October 1, 2017                             | 153,096   | 62,305  | 9,464             | 1,986                           | 11,450  | (16,524) | 57,231   |
| Share options exercised – cashless (note 9(a))       | 4,326     | 1,890   | (1,890)           | -                               | (1,890) | -        | -        |
| Share options exercised (note 9(a))                  | 868       | 523     | (172)             | -                               | (172)   | -        | 351      |
| Warrants exercised (note 9(c))                       | 480       | 490     | (187)             | -                               | (187)   | -        | 303      |
| Share-based payments (note 9(b))                     | -         | -       | 997               | -                               | 997     | -        | 997      |
| Dividends (note 3)                                   | -         | -       | -                 | -                               | -       | (12,549) | (12,549) |
| Comprehensive loss                                   |           | _       | _                 | 2,376                           | 2,376   | (5,414)  | (3,038)  |
| Balance, June 30, 2018                               | 158,770   | 65,208  | 8,212             | 4,362                           | 12,574  | (34,487) | 43,295   |

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

Notes to the Condensed Interim Consolidated Financial Statements For the Nine Months Ended June 30, 2018 and 2017 (Expressed in thousands of Canadian Dollars, except where noted - Unaudited)



# 1. Nature of operations and going concern

Columbus Gold Corp. (the "Company" or "Columbus Gold") was incorporated on May 14, 2003 under the laws of the Province of Saskatchewan, Canada and continued on to British Columbia, Canada on December 29, 2003. The Company is currently listed on the Toronto Stock Exchange (the "TSX" or "Exchange") and the OTCQX International.

The Company's principal business activities are the exploration and development of resource properties which are located in French Guiana. The Company is in the process of exploring and developing its resource properties, but has not yet determined whether the properties contain ore reserves that are economically recoverable. The recoverability of the amounts shown for exploration and evaluation assets are dependent upon the existence of economically recoverable reserves, the ability of the Company to obtain necessary financing to complete the development of those reserves and upon future profitable production or from proceeds of disposition. The Company's exploration and evaluation activities are not dependent on seasonality and may operate year-round; however, the Company may adjust the level of exploration and evaluation activities to manage its capital structure in light of changes in global economic conditions. To date, the Company has not received any revenue from mining operations and is considered to be in the exploration stage.

These condensed interim consolidated financial statements have been prepared on a going concern basis which implies that the Company will continue realizing assets and discharging liabilities in the normal course of business for the foreseeable future. Should the going concern assumption not continue to be appropriate, further adjustments to carrying values of assets and liabilities may be required. At June 30, 2018, the Company has working capital of \$5,127 (September 30, 2017 – \$1,391) and an accumulated deficit of \$34,487 (September 30, 2017 - \$16,524). Accordingly, the ability of the Company to realize the carrying value of its assets and continue operations as a going concern is dependent upon its ability to raise additional debt or equity to fund ongoing costs of operations and/or secure new or additional partners in order to advance its projects. These material uncertainties may cast significant doubt upon the Company's ability to continue as a going concern. These consolidated financial statements do not include any adjustments relating to the recovery of assets and classification of assets and liabilities that may arise should the Company be unable to continue as a going concern.

The Company's head office and principal address is located at 1090 Hamilton Street, Vancouver, British Columbia, V6B 2R9, Canada.

#### 2. Basis of presentation

These condensed interim consolidated financial statements have been prepared in accordance with International Accounting Standards 34, *Interim Financial Reporting* ("IAS 34") using accounting policies consistent with International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board ("IASB"). These condensed interim consolidated financial statements have been prepared using the same accounting policies and methods of computation as the most recent annual financial statements for the year ending September 30, 2017. Certain amounts in the prior period have been reclassified to conform with the presentation in the current period.

These condensed interim consolidated financial statements were approved by the Board of Directors and authorized for issue on August 10, 2018.

#### 3. Spin-out of Allegiant Gold Ltd.

On September 27, 2017, the Company announced the signing of an arrangement agreement (the "Arrangement") providing for the spin-out of its subsidiary Allegiant Gold Ltd. ("Allegiant"), with the intent of listing Allegiant on the TSX Venture Exchange. Allegiant indirectly held the Company's United States exploration and evaluation assets.

On December 8, 2017, the Company closed Allegiant's brokered and non-brokered private placements of subscription receipts for combined gross proceeds of \$4,196.

Notes to the Condensed Interim Consolidated Financial Statements For the Nine Months Ended June 30, 2018 and 2017 (Expressed in thousands of Canadian Dollars, except where noted - Unaudited)



# 3. Spin-out of Allegiant Gold Ltd. - continued

Allegiant was spun-out of Columbus Gold on January 25, 2018, with the Company holding 7,933,496 shares of Allegiant, with a fair value of \$3,135, representing approximately 16.7% of Allegiant's issued and outstanding common shares at the time. Assets and liabilities of Allegiant, including exploration and evaluation assets of \$19,206, cash of \$4,261 and reclamation bonds of \$501 have been deconsolidated from the Company's consolidated financial statements.

In accordance with IFRS, the Company recorded a dividend of \$12,549, resulting in a loss on the spin-out of Allegiant of \$2,081.

As at June 30, 2018, the Company held 3,533,496 shares of Allegiant, with a fair value of \$1,696.

#### 4. Available-for-sale investments

|                             | June 30,<br>2018<br>(\$) | September 30,<br>2017<br>(\$) |
|-----------------------------|--------------------------|-------------------------------|
| Allegiant Gold Ltd.         | 1,696                    | _                             |
| Roscan Minerals Corporation | , <u>-</u>               | 7                             |
|                             | 1,696                    | 7                             |

#### 5. Receivables

|   | June 30,<br>2018<br>(\$) | September 30,<br>2017<br>(\$) |
|---|--------------------------|-------------------------------|
| Due from Organto Foods Inc. ("Organto") (note 10) | 303                      | 264                           |
| Other receivables                                 | 8                        | 92                            |
|   | 311                      | 356                           |

#### 6. Reclamation bonds

The Company previously posted refundable reclamation bonds with the USA Forest Service and US Bureau of Land Management for the Big Lime, Bolo, Brown's Canyon, Eastside, Hugh's Canyon and Monitor Hills properties with an aggregate value of \$501 as at January 25, 2018 (September 30, 2017 - \$447), which were required for the applicable drilling permits. In connection with the Arrangement (note 3), all reclamation bonds have been deconsolidated from the Company effective January 25, 2018.

#### 7. Investment in Compagnie Minière Montagne d'Or SAS

The Company entered into an agreement with major gold producer Nord Gold SE ("Nordgold") on March 13, 2014 (the "Option Agreement"), under which Nordgold was granted the right to acquire a 50.01% interest in the Paul Isnard mining concessions and the exploration permits (the "Paul Isnard Gold Project"), held by the Company's subsidiary at the time, Compagnie Minière Montagne d'Or SAS ("COMMOR").

On January 12, 2016, the Company entered into an agreement with Nordgold to sell a 5% minority interest in the Paul Isnard Gold Project (the "5% Sale") for \$7,870 (US\$6,000) (received). The formal acquisition and transfer of the 5% interest would not occur until Nordgold earned the initial 50.01% interest in the Paul Isnard Gold Project under the Option Agreement.

Notes to the Condensed Interim Consolidated Financial Statements For the Nine Months Ended June 30, 2018 and 2017 (Expressed in thousands of Canadian Dollars, except where noted - Unaudited)



# 7. Investment in Compagnie Minière Montagne d'Or SAS - continued

On September 14, 2017, the Company's interest in COMMOR was diluted to 49.99% through Nordgold's successful Option Agreement earn-in, and an additional 5% interest in COMMOR was transferred to Nordgold to complete the 5% Sale. A Shareholders' Agreement was signed between the Company and Nordgold, with the Company retaining a 44.99% interest in COMMOR, and Nordgold owning the remaining 55.01% interest. As a result, COMMOR is no longer accounted for on a consolidated basis, and instead, as an equity accounted investment.

Upon recognition of the above transaction, the Company recorded the carrying value of its investment in COMMOR at its fair value of \$36,701, resulting in a gain on deconsolidation of \$14,116. The fair value of the Company's investment in COMMOR is determined using the consideration it received for an aggregate interest of 55.01%, which was \$44,875 (US\$36,000).

|  | (\$)   |
|--|--------|
| Aggregate investment in COMMOR                 | 22,585 |
| Fair value gain from deconsolidation of COMMOR | 14,116 |
| Balance, September 30, 2017                    | 36,701 |
| Proportionate share of losses                  | (339)  |
| Reimbursements from COMMOR to the Company      | (159)  |
| Foreign exchange gain                          | 1,940  |
| Balance, June 30, 2018                         | 38,143 |

# 8. Exploration and evaluation assets

In connection with the Arrangement, all of the Company's exploration and evaluation assets in the USA have been deconsolidated effective January 25, 2018.

A summary of exploration and evaluation assets by property for the nine months ended June 30, 2018 is set out below:

|                         | Balance at<br>October 1, 2017 | Additions | Foreign<br>exchange | Effect of the<br>Arrangement | Balance at<br>June 30, 2018 |
|-------------------------|-------------------------------|-----------|---------------------|------------------------------|-----------------------------|
| Property                | (\$)                          | (\$)      | (\$)                | (\$)                         | (\$)                        |
| Big Lime                | 1                             | 0         | 1                   | (2)                          | _                           |
| Bolo                    | 3,969                         | 67        | 27                  | (4,063)                      | -                           |
| Clanton Hills           | 33                            | 14        | 1                   | (48)                         | _                           |
| Eastside                | 14,078                        | 211       | 92                  | (14,381)                     | -                           |
| Four Metals             | 14                            | 0         | 0                   | (14)                         | -                           |
| Hugh's Canyon           | 43                            | 6         | 0                   | (49)                         | -                           |
| Mogollon                | 195                           | -         | 1                   | (196)                        | -                           |
| Monitor Hills           | 62                            | 1         | 0                   | (63)                         | -                           |
| North Brown             | 14                            | 11        | 0                   | (25)                         | -                           |
| Overland Pass           | 40                            | 3         | 0                   | (43)                         | -                           |
| Red Hills               | 25                            | 31        | 1                   | (57)                         | -                           |
| Silver Dome             | 18                            | 0         | 0                   | (18)                         | -                           |
| West Goldfield          | 151                           | 2         | 1                   | (154)                        | -                           |
| White Canyon            | 0                             | -         | _                   | (0)                          | -                           |
| White Horse Flats       | 12                            | 38        | 0                   | (50)                         | -                           |
| White Horse Flats North | 21                            | 23        | (1)                 | (43)                         | -                           |
|                         | 18,676                        | 407       | 123                 | (19,206)                     | -                           |

Notes to the Condensed Interim Consolidated Financial Statements For the Nine Months Ended June 30, 2018 and 2017 (Expressed in thousands of Canadian Dollars, except where noted - Unaudited)



# 8. Exploration and evaluation assets - continued

A summary of exploration and evaluation assets by property for the year ended September 30, 2017 is set out below:

|                         | Balance at<br>October 1, | A J.J.L.          | Other         | Foreign          | Balance at<br>September 30, |
|-------------------------|--------------------------|-------------------|---------------|------------------|-----------------------------|
| Property                | 2016<br>(\$)             | Additions<br>(\$) | Other<br>(\$) | exchange<br>(\$) | 2017<br>(\$)                |
| French Guiana           |                          |                   |               |                  |                             |
| Paul Isnard             | 28,590                   | 5,833             | $(34,452)^1$  | 29               | -                           |
| <u>Nevada</u>           |                          |                   |               |                  |                             |
| Big Lime                | 1                        | 0                 | -             | (0)              | 1                           |
| Bolo                    | 3,525                    | 653               | -             | (209)            | 3,969                       |
| Clanton Hills           | 31                       | 4                 | -             | (2)              | 33                          |
| Eastside                | 11,351                   | 3,424             | -             | (697)            | 14,078                      |
| Four Metals             | 7                        | 7                 | -             | (0)              | 14                          |
| Hugh's Canyon           | 19                       | 26                | -             | (2)              | 43                          |
| Mogollon                | 467                      | -                 | $(266)^2$     | (6)              | 195                         |
| Monitor Hills           | 28                       | 37                | -             | (3)              | 62                          |
| North Brown             | 7                        | 8                 | -             | (1)              | 14                          |
| Overland Pass           | 21                       | 21                | -             | (2)              | 40                          |
| Red Hills               | 14                       | 13                | -             | (2)              | 25                          |
| Silver Dome             | -                        | 19                | -             | (1)              | 18                          |
| Weepah                  | 16                       | -                 | $(16)^3$      | Ó                | -                           |
| West Goldfield          | -                        | 159               | ` ´-          | (8)              | 151                         |
| White Canyon            | 0                        | -                 | -             | -                | 0                           |
| White Horse Flats       | 4                        | 9                 | -             | (1)              | 12                          |
| White Horse Flats North | 9                        | 13                | -             | (1)              | 21                          |
|                         | 44,090                   | 10,226            | (34,734)      | (906)            | 18,676                      |

<sup>&</sup>lt;sup>1</sup> Consists of \$3,249 exploration and evaluation funded by Nordgold, and \$31,203 reclassified to *Investment in Compagnie Minière Montagne d'Or SAS* upon transition to equity accounting.

<sup>&</sup>lt;sup>2</sup> Option payments received.

<sup>&</sup>lt;sup>3</sup> Exchanged for eliminating certain Bolo underlying royalties.

Notes to the Condensed Interim Consolidated Financial Statements For the Nine Months Ended June 30, 2018 and 2017 (Expressed in thousands of Canadian Dollars, except where noted - Unaudited)



# 8. Exploration and evaluation assets - continued

A summary of the exploration and evaluation assets by cost category is set out below:

|   | (\$)     |
|---|----------|
| Balance at October 1, 2016  | 44,090   |
| Acquisition and land  | 1,830    |
| Camp costs and other  | 655      |
| Drilling  | 3,659    |
| Geology, trenching and geophysics                                 | 1,010    |
| Management and administration                                     | 2,462    |
| Technical studies   | 457      |
| Travel  | 153      |
| Amounts funded by Nordgold  | (3,249)  |
| Option payments received  | (266)    |
| Disposition of Weepah   | (16)     |
| Reclassified to Investment in Compagnie Minière Montagne d'Or SAS | (31,203) |
| Foreign exchange  | (906)    |
| Balance at September 30, 2017                                     | 18,676   |
| Drilling  | 32       |
| Geology, trenching and geophysics                                 | 70       |
| Management and administration                                     | 262      |
| Technical studies   | 14       |
| Travel  | 29       |
| Foreign exchange  | 123      |
| Effect of the Arrangement   | (19,206) |
| Balance at June 30, 2018  |          |

# 9. Share capital

#### (a) Common shares

Authorized - Unlimited common shares without par value.

At June 30, 2018, the Company had 158,769,132 (September 30, 2017 – 153,096,086) common shares issued and outstanding.

During the nine months ended June 30, 2018, 867,500 (2017 – 106,000) share options were exercised between \$0.30 and \$0.70 (2017 - \$0.30 to \$0.50) per share for proceeds of \$351 (2017 - \$38).

During the nine months ended June 30, 2018, the Company issued 4,325,546 (2017 – nil) common shares to settle the cashless exercise of 8,659,000 (2017 – nil) share options with exercise prices ranging from \$0.30 to \$0.65.

During the nine months ended June 30, 2018, 480,000 (2017 – nil) warrants were exercised at \$0.63 per share for proceeds of \$303 (2017 - \$nil).

On February 21, 2017, the Company issued 1,500,000 common shares to Seabridge Gold Inc. and 250,000 common shares to Platoro as consideration for the acquisition of the Castle gold project.

On February 15, 2017, the Company closed a share offering of 8,000,000 common shares of the Company at a price of \$0.63 per share for gross proceeds of \$5,040 (the "Offering"). In connection with the Offering, the Company paid a commission equal to 6% of the gross proceeds of the Offering and issued to the Underwriter 480,000 compensation warrants, equal to 6% of the shares sold under the Offering for total share issuance costs of \$766.

Notes to the Condensed Interim Consolidated Financial Statements For the Nine Months Ended June 30, 2018 and 2017 (Expressed in thousands of Canadian Dollars, except where noted - Unaudited)



# 9. Share capital - continued

# (b) Share options

The Company has a share option plan to issue share options whereby the total share options outstanding may be up to 10% of its issued capital at the time of an applicable option grant. The Board of Directors may from time to time, grant options to directors, officers, employees or consultants. The exercise price of an option is not less than the closing price on the Exchange on the last trading day preceding the grant date.

The continuity of the Company's share options is as follows:

|                             | Number of options | Weighted average exercise price (\$) |
|-----------------------------|-------------------|--------------------------------------|
| Balance, October 1, 2016    | 11,675,000        | 0.42                                 |
| Granted                     | 1,975,000         | 0.42                                 |
| Expired                     | (985,000)         | 0.78                                 |
| Exercised                   | (406,000)         | 0.32                                 |
| Cancelled                   | (25,000)          | 0.30                                 |
| Balance, September 30, 2017 | 12,234,000        | 0.43                                 |
| Granted                     | 5,000,000         | 0.48                                 |
| Exercised                   | (9,526,500)       | 0.44                                 |
| Forfeited                   | (200,000)         | 0.48                                 |
| Cancelled                   | (50,000)          | 0.90                                 |
| Balance, June 30, 2018      | 7,457,500         | 0.45                                 |

A summary of the Company's options at June 30, 2018 is as follows:

| sable   | Options exercis      | nding   | Options outsta                        |                |  |
|---|----------------------|---|---------------------------------------|----------------|--|
| Weighted average<br>remaining<br>contractual life | Number of<br>Options | Weighted average<br>remaining<br>contractual life | Number of                             | Exercise price |  |
| (years)   | exercisable          | (years)   | · · · · · · · · · · · · · · · · · · · |                |  |
| 4.78  | 100,000              | 4.78  | 100,000                               | 0.30           |  |
| 5.19  | 1,150,000            | 5.19  | 1,150,000                             | 0.30           |  |
| 2.62  | 400,000              | 2.62  | 400,000                               | 0.40           |  |
| 2.68  | 432,500              | 2.68  | 432,500                               | 0.40           |  |
| 1.24  | 150,000              | 1.24  | 150,000                               | 0.45           |  |
| 4.68  | 4,750,000            | 4.68  | 4,800,000                             | 0.48           |  |
| 3.53  | 175,000              | 3.53  | 175,000                               | 0.65           |  |
| 4.13  | 125,000              | 4.13  | 250,000                               | 0.75           |  |
| 4.37  | 7,282,500            | 4.37  | 7,457,500                             | 0.30-0.75      |  |

The fair value of share options recognized as an expense during the three and nine months ended June 30, 2018 was \$5 and \$997, respectively (2017 - \$23 and \$601, respectively).

Notes to the Condensed Interim Consolidated Financial Statements For the Nine Months Ended June 30, 2018 and 2017 (Expressed in thousands of Canadian Dollars, except where noted - Unaudited)



# 9. Share capital - continued

The fair value of each share option is estimated on the date of grant using the Black-Scholes Option Pricing Model that uses the assumptions noted in the table above. Expected volatilities are based on historical volatility of the Company's shares, and other factors. The expected term of share options granted represents the period of time that share options granted are expected to be outstanding. The risk-free rate of periods within the contractual life of the share option is based on the Canadian government bond rate. Assumptions used for share options granted during 2017 and 2018 are as follows:

| Grant date        | Number of<br>share<br>options | Expected price volatility | Risk free<br>interest<br>rate |      |   | Fair value per option (\$) | Total<br>fair value<br>(\$) |
|-------------------|-------------------------------|---------------------------|-------------------------------|------|---|----------------------------|-----------------------------|
| January 9, 2017   | 1,675,000                     | 72%                       | 1.01%                         | 3.28 | - | 0.31                       | 515                         |
| February 15, 2017 | 50,000                        | 74%                       | 1.07%                         | 3.28 | - | 0.46                       | 23                          |
| August 15, 2017   | 250,000                       | 69%                       | 1.42%                         | 3.28 | - | 0.32                       | 80                          |
| February 16, 2018 | 5,000,000                     | 71%                       | 2.03%                         | 2.96 | - | 0.19                       | 956                         |

# (c) Warrants

On February 15, 2017, the Company issued 480,000 warrants exercisable at \$0.63 per warrant, to a third party as commission in connection with an offering of the Company's common shares.

The continuity of the Company's warrants is as follows:

|                                      | Number of<br>warrants | Weighted average exercise price (\$) |
|--------------------------------------|-----------------------|--------------------------------------|
| Balance, September 30, 2015 and 2016 | -                     | -                                    |
| Granted                              | 480,000               | 0.63                                 |
| Balance, September 30, 2017          | 480,000               | 0.63                                 |
| Exercised                            | (480,000)             | 0.63                                 |
| Balance, June 30, 2018               | -                     | _                                    |

The fair value of each warrant is estimated on the date of grant using the Black-Scholes Option Pricing Model that uses the assumptions noted in the table below. Expected volatilities are based on historical volatility of the Company's shares, and other factors. The expected term of warrants issued represents the period of time which those warrants are expected to be outstanding. The risk-free rate of periods within the contractual life of the warrants is based on the Canadian government bond rate. Assumptions used for warrants issued during 2017 are as follows:

|                   | Number of | Expected price | Risk free interest | -       | Expected dividend p |      | Total fair<br>value |
|-------------------|-----------|----------------|--------------------|---------|---------------------|------|---------------------|
| Issue date        | warrants  | volatility     | rate               | (years) | yield               | (\$) | (\$)                |
| February 15, 2017 | 480,000   | 77%            | 0.78%              | 1.00    | -                   | 0.39 | 187                 |

Notes to the Condensed Interim Consolidated Financial Statements For the Nine Months Ended June 30, 2018 and 2017 (Expressed in thousands of Canadian Dollars, except where noted - Unaudited)



# 9. Share capital - continued

# (d) Loss per share

|                         | Three months | Three months ended |          | ended    |
|-------------------------|--------------|--------------------|----------|----------|
|                         | June 30,     | June 30,           | June 30, | June 30, |
|                         | 2018         | 2017               | 2018     | 2017     |
|                         | (\$)         | (\$)               | (\$)     | (\$)     |
| Basic loss per share    | (0.00)       | (0.00)             | (0.03)   | (0.02)   |
| Diluted loss per share  | (0.00)       | (0.00)             | (0.03)   | (0.02)   |
| Net loss for the period | (660)        | (734)              | (5,414)  | (3,271)  |

| (in thousands)  | Three month      | s ended          | Nine months ended |                  |
|---|------------------|------------------|-------------------|------------------|
|   | June 30,<br>2018 | June 30,<br>2017 | June 30,<br>2018  | June 30,<br>2017 |
|   | 2010             | 2017             | 2010              | 2017             |
| Shares outstanding, beginning of period               | 158,769          | 152,766          | 153,096           | 142,940          |
| Effect of share options exercised                     | -                | 6                | 4,096             | 71               |
| Effect of warrants exercised                          | -                | -                | 353               | -                |
| Effect of share offering                              | -                | _                | -                 | 3,985            |
| Effect of acquisition of Castle gold project          | -                | -                | -                 | 834              |
| Basic weighted average number of shares outstanding   | 158,769          | 152,772          | 157,545           | 147,830          |
| Effect of dilutive share options                      | -                | _                | -                 | -                |
| Effect of dilutive warrants                           | =                | =                | =                 | <u>-</u>         |
| Diluted weighted average number of shares outstanding | 158,769          | 152,772          | 157,545           | 147,830          |

As at June 30, 2018, there were 7,457,500 (June 30, 2017 - 12,764,000) share options that were potentially dilutive but not included in the diluted earnings per share calculation as the effect would be anti-dilutive.

#### 10. Related party transactions

The Company has an agreement (the "Cost Sharing Agreement") with Allegiant, whereby certain overhead and administration costs are shared, which Allegiant reimburses to the Company on a periodic basis and is included in cost recoveries. The Cost Sharing Agreement is in effect until December 31, 2018 and may be terminated by either party with three months' notice. The Company and Allegiant have certain directors and officers in common.

The Company has a note receivable of \$1,604 from Allegiant (the "Grid Note") due on the later of March 1, 2019 or when Allegiant has completed one or more equity financings with collective proceeds of a minimum of \$4,000 subsequent to the date on which Allegiant lists on the TSXV.

The Company had an agreement (the "Services Agreement") with Organto, whereby the Company provided certain administration and management services for a fixed monthly fee and is included in other income. The Services Agreement expired on May 30, 2018. The Company and Organto have certain directors and/or officers in common.

Notes to the Condensed Interim Consolidated Financial Statements For the Nine Months Ended June 30, 2018 and 2017 (Expressed in thousands of Canadian Dollars, except where noted - Unaudited)



# 10. Related party transactions - continued

The following is a summary of related party transactions:

|   | Three months ended       |                          | Nine months ended        |                          |
|---|--------------------------|--------------------------|--------------------------|--------------------------|
|   | June 30,<br>2018<br>(\$) | June 30,<br>2017<br>(\$) | June 30,<br>2018<br>(\$) | June 30,<br>2017<br>(\$) |
| Management fees paid to a company controlled by the Chairman of the Company   | 37                       | 75                       | 225                      | 275                      |
| Management fees paid to the President and COO of the Company  | 60                       | 60                       | 190                      | 182                      |
| Accounting fees paid to the CFO of the Company  | 36                       | 30                       | 132                      | 95                       |
| Consulting fees paid or accrued to Cordex Exploration LLC, a Company controlled by an officer of a former subsidiary of the Company | -                        | 67                       | 64                       | 200                      |
| Directors fees paid or accrued  | 75                       | 33                       | 177                      | 105                      |
| Administration cost recoveries received or accrued from Allegiant   | (131)                    | -                        | (251)                    | -                        |
| Administration fees received or accrued from Organto  | (20)                     | (77)                     | (127)                    | (183)                    |
|   | 57                       | 188                      | 410                      | 674                      |

The following summarizes advances or amounts that remain receivable from or payable to each related party:

|   | June 30,<br>2018 | September 30,<br>2017 |
|---|------------------|-----------------------|
|   | (\$)             | (\$)                  |
| Advances to a company controlled by the Chairman of the Company | 13               | 25                    |
| Advances to the Chairman of the Company                         | 9                | 7                     |
| Trade receivables from Organto                                  | 303              | 264                   |
| Note receivable from Allegiant                                  | 1,604            | -                     |
| Directors fees payable  | (142)            | (103)                 |
|   | 1,787            | 193                   |

Notes to the Condensed Interim Consolidated Financial Statements For the Nine Months Ended June 30, 2018 and 2017 (Expressed in thousands of Canadian Dollars, except where noted - Unaudited)



# 11. Segmented information

The Company has one reportable business segment, being mineral exploration and development. Assets by geographical area are as follows:

|                        | June 30,<br>2018 | September 30,<br>2017 |  |
|------------------------|------------------|-----------------------|--|
|                        | (\$)             | (\$)                  |  |
| Comment                |                  |                       |  |
| Current assets         | 5.226            | 1.765                 |  |
| Canada                 | 5,226            | 1,765                 |  |
| Luxembourg             | 116              | 62                    |  |
| France (French Guiana) | 86               | -                     |  |
| USA                    | -                | 85                    |  |
|                        | 5,428            | 1,912                 |  |
| Non-current assets     |                  | _                     |  |
| Canada                 | 11               | 16                    |  |
| France (French Guiana) | 38,157           | 36,701                |  |
| USA                    | -                | 19,123                |  |
|                        | 38,168           | 55,840                |  |
| Total assets           |                  |                       |  |
| Canada                 | 5,237            | 1,781                 |  |
| Luxembourg             | 116              | 62                    |  |
| France (French Guiana) | 38,243           | 36,701                |  |
| USA                    | <del>-</del>     | 19,208                |  |
|                        | 43,596           | 57,752                |  |

# 12. Commitments

The Company has commitments as follows:

|                       | 1 year<br>(\$) | 2-3 years<br>(\$) | 4-5 years<br>(\$) | Total (\$) |
|-----------------------|----------------|-------------------|-------------------|------------|
| Office lease payments | 137            | 106               | _                 | 243        |