



**CONDENSED INTERIM CONSOLIDATED  
FINANCIAL STATEMENTS**

**For the three months ended March 31, 2023**

In Canadian dollars

**UNAUDITED**

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**Notice to Reader**

The accompanying unaudited condensed interim consolidated financial statements of Reunion Gold Corporation have been prepared by and are the responsibility of the Company's management.

# Reunion Gold Corporation

## Consolidated Statements of Financial Position

	March 31, 2023 (unaudited)	December 31, 2022 (audited)
<i>(in Canadian dollars)</i>	\$	\$
<b>ASSETS</b>		
Current		
Cash and cash equivalents (Note 3)	36,769,479	43,786,923
Receivable from related parties	-	2,774
Sales taxes receivable	111,656	60,924
Other receivables	1,522	5,041
Prepaid expenses and deposits	488,519	387,805
	<b>37,371,176</b>	<b>44,243,467</b>
Non-current		
Property and equipment (Note 4)	1,206,667	1,268,144
Exploration and evaluation assets (Note 5)	1,246,342	1,240,583
<b>TOTAL ASSETS</b>	<b>39,824,185</b>	<b>46,752,194</b>
<b>LIABILITIES</b>		
Current		
Accounts payable and accrued liabilities	5,888,279	3,776,568
Payable to Barrick Gold Corporation	164,790	164,924
Current portion of lease liabilities (Note 6)	182,361	185,131
	<b>6,235,430</b>	<b>4,126,623</b>
Non-current		
Lease liabilities (Note 6)	498,909	540,018
<b>TOTAL LIABILITIES</b>	<b>6,734,339</b>	<b>4,666,641</b>
<b>EQUITY</b>		
Share capital (Note 7)	216,575,193	213,395,213
Contributed surplus (Notes 7 and 8)	30,007,388	28,354,422
Deficit	(212,090,052)	(198,280,631)
Cumulative translation adjustment	(1,402,683)	(1,383,451)
<b>TOTAL EQUITY</b>	<b>33,089,846</b>	<b>42,085,553</b>
<b>TOTAL LIABILITIES AND EQUITY</b>	<b>39,824,185</b>	<b>46,752,194</b>

Commitments (Note 5), Contingency (Note 12) and Events after the reporting date (Note 14).

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

On behalf of the Board,

/s/ Richard Howes  
Richard Howes, Director

/s/ Elaine Bennett  
Elaine Bennett, Director

# Reunion Gold Corporation

## Consolidated Statements of Comprehensive Loss

<i>(unaudited, in Canadian dollars)</i>	Three months ended March 31,	
	2023	2022
	\$	\$
<b>Expenses and other items</b>		
Exploration and evaluation (Note 9)	10,525,851	2,867,905
Management and administration (Note 10)	1,250,193	872,508
Share-based compensation (Note 8)	2,338,435	1,126,866
Depreciation and amortization (Note 4)	130,988	65,060
Accretion (Note 6)	21,312	3,905
Finance income	(494,457)	(40,292)
Loss on foreign exchange	37,099	22,926
<b>Net loss for the period</b>	<b>(13,809,421)</b>	<b>(4,918,878)</b>
Other comprehensive loss		
Item that will not be subsequently reclassified to income		
Foreign currency translation adjustment	(19,232)	(26,768)
<b>Comprehensive loss for the period</b>	<b>(13,828,653)</b>	<b>(4,945,646)</b>
Basic and diluted loss per common share	(0.01)	(0.01)
Weighted average number of shares - basic and diluted	998,291,056	770,275,588

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

# Reunion Gold Corporation

## Consolidated Statements of Changes in Shareholders' Equity

<i>(unaudited, in Canadian dollars)</i>	Number of issued and outstanding common shares	Share capital	Contributed Surplus	Deficit	Cumulative translation adjustment	Total equity
		\$	\$	\$	\$	\$
Balance at December 31, 2022	995,469,835	213,395,213	28,354,422	(198,280,631)	(1,383,451)	42,085,553
Exercise of warrants (Note 7)	<b>11,537,966</b>	<b>2,936,395</b>	<b>(564,124)</b>	-	-	<b>2,372,271</b>
Exercise of stock options (Note 7)	<b>764,000</b>	<b>232,485</b>	<b>(110,245)</b>	-	-	<b>122,240</b>
Redemption of RSUs (Note 7)	<b>30,000</b>	<b>11,100</b>	<b>(11,100)</b>	-	-	-
Share-based compensation (Note 8)	-	-	<b>2,338,435</b>	-	-	<b>2,338,435</b>
Net loss for the period	-	-	-	<b>(13,809,421)</b>	-	<b>(13,809,421)</b>
Foreign currency translation adjustment	-	-	-	-	<b>(19,232)</b>	<b>(19,232)</b>
<b>Balance at March 31, 2023</b>	<b>1,007,801,801</b>	<b>216,575,193</b>	<b>30,007,388</b>	<b>(212,090,052)</b>	<b>(1,402,683)</b>	<b>33,089,846</b>
Balance at December 31, 2021	736,882,490	158,041,561	24,673,039	(167,065,981)	(1,212,376)	14,436,243
Private placement	65,715,349	11,500,186	-	-	-	11,500,186
Share issue expenses	-	-	516,083	(1,421,866)	-	(905,783)
Exercise of warrants	7,423,137	1,272,568	(381,792)	-	-	890,776
Exercise of stock options	8,011,667	990,759	(398,942)	-	-	591,817
Share-based compensation	-	-	1,126,866	-	-	1,126,866
Net loss for the period	-	-	-	(4,918,878)	-	(4,918,878)
Foreign currency translation adjustment	-	-	-	-	<b>(26,768)</b>	<b>(26,768)</b>
<b>Balance at March 31, 2022</b>	<b>818,032,643</b>	<b>171,805,074</b>	<b>25,535,254</b>	<b>(173,406,725)</b>	<b>(1,239,144)</b>	<b>22,694,459</b>

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

# Reunion Gold Corporation

## Consolidated Statements of Cash Flows

<i>(unaudited, in Canadian dollars)</i>	Three months ended March 31,	
	2023	2022
	\$	\$
<b>OPERATING ACTIVITIES</b>		
Net loss for the period	(13,809,421)	(4,918,878)
Adjustments		
Share-based compensation (Note 8)	2,338,435	1,126,866
Depreciation and amortization (Note 4)	130,988	65,060
Accretion (Note 6)	21,312	3,905
Unrealized loss on foreign exchange	37,099	22,926
Changes in working capital items (Note 11)	1,966,520	909,714
	<b>(9,315,067)</b>	<b>(2,790,407)</b>
<b>INVESTING ACTIVITIES</b>		
Acquisition of property and equipment (Note 4)	(70,164)	(49,215)
Additions to exploration and evaluation assets (Note 5)	(6,772)	-
	<b>(76,936)</b>	<b>(49,215)</b>
<b>FINANCING ACTIVITIES</b>		
Private placements	-	11,500,186
Share issue expenses	-	(851,607)
Exercise of warrants (Note 7)	2,372,271	890,776
Exercise of stock options (Note 7)	122,240	591,817
Repayment of lease liabilities (Note 6)	(65,544)	(30,179)
	<b>2,428,967</b>	<b>12,100,993</b>
Effect of exchange rate changes on cash held in foreign currency	(54,408)	(336)
Net change in cash and cash equivalents	(7,017,444)	9,261,035
Cash and cash equivalents, beginning of period	43,786,923	13,636,064
Cash and cash equivalents, end of period	<b>36,769,479</b>	<b>22,897,099</b>

Supplemental cash flow information (Note 11)

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

# Reunion Gold Corporation

Notes to Condensed Interim Consolidated Financial Statements

**Three months ended March 31, 2023** *(unaudited - in Canadian dollars)*

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## 1. GENERAL INFORMATION AND LIQUIDITY RISK

Reunion Gold Corporation (“Reunion Gold” or the “Company”) is a Canadian-based company. Reunion Gold is primarily engaged in the acquisition, exploration and development of gold mineral properties in the Guiana Shield region in South America. To date, the Company has not earned significant revenue. The Company’s flagship project is its 100%-owned Oko West Project located in Guyana. The Company also has an interest in other gold exploration projects in Suriname and French Guiana.

All financial results in these unaudited condensed interim consolidated financial statements are expressed in Canadian dollars unless otherwise indicated. Reunion Gold’s common shares are listed on the TSX Venture Exchange (“TSXV”) under the symbol RGD and on the OTCQX Market under the symbol RGDFF. On April 24, 2023, the Company moved up to the OTCQX Market (from the OTCQB Venture Market) after it qualified to upgrade to the highest market tier of OTC Markets.

The Board of Directors approved these unaudited condensed interim consolidated financial statements on May 25, 2023.

### *Liquidity risk*

To date, the Company has incurred significant operating losses and cash outflows related to its exploration and development activities. The Company has funded its operations in the past mainly through the issuance of equity as well as the proceeds from the disposal of exploration and evaluation assets. Management of the Company believes it has sufficient funds to meet its obligations and existing commitments for at least the next 12 months. The Company’s business plan is dependent on raising additional funds to pursue the exploration and development of its projects, which may be completed in a number of ways, including the issuance of equity instruments or other type of arrangement. While management has been successful in securing financing in the past, there can be no assurance it will be able to do so in the future or that these sources of funding will be available to the Company or that they will be available on terms which are acceptable to the Company.

# Reunion Gold Corporation

Notes to Condensed Interim Consolidated Financial Statements

Three months ended March 31, 2023 (unaudited - in Canadian dollars)

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## 2. BASIS OF PREPARATION

### *Basis of presentation*

These condensed interim consolidated financial statements have been prepared in accordance with IAS 34, *Interim Financial Reporting* and follow the same accounting policies as the Company's most recent annual consolidated financial statements. These condensed interim consolidated financial statements do not contain all of the information and disclosures required for annual financial statements and should be read in conjunction with the Company's annual audited consolidated financial statements for the years ended December 31, 2022 and 2021 which have been prepared in accordance with International Financial Reporting Standards ("IFRS"), as issued by the International Accounting Standards Board ("IASB").

## 3. CASH AND CASH EQUIVALENTS

As at March 31, 2023, cash and cash equivalents of \$36,769,479 includes \$31,000,000 of guaranteed investment certificates bearing interest at a weighted-average rate of 5.17%, redeemable until June 28, 2023.

## 4. PROPERTY AND EQUIPMENT

Assets subject to depreciation and amortization are as follows:

	\$
Net book value at December 31, 2022	1,268,144
Acquisitions	<b>70,164</b>
Depreciation and amortization	<b>(130,988)</b>
Net exchange difference	<b>(653)</b>
Net book value at March 31, 2023	<b>1,206,667</b>

The acquisition of property and equipment during the three months ended March 31, 2023 include service vehicles for the Oko West project (\$13,075), information technology equipment (\$17,146) and other equipment in support of the exploration program at the Oko West project (\$39,943).

# Reunion Gold Corporation

Notes to Condensed Interim Consolidated Financial Statements

Three months ended March 31, 2023 (unaudited - in Canadian dollars)

## 5. EXPLORATION AND EVALUATION ASSETS

Amounts invested in exploration and evaluation assets not subject to depreciation and amortization are as follows:

	December 31, 2022	Additions	Net exchange difference	March 31, 2023
	\$	\$	\$	\$
Oko West, Guyana	1,240,583	6,772	(1,013)	1,246,342

In February 2023, the Company exercised the two options it had with Guyanese titleholders and acquired all of the rights to the Oko West Project for no additional consideration. The Oko West project is subject to a contingent consideration of US\$5.00 per ounce of gold produced.

The following table summarizes the contractual commitments of the Company to maintain in good standing the agreements under which the Company has an option to acquire other mineral properties, as at March 31, 2023. Except as noted below, all agreements can be terminated by the Company at any time without further financial obligations.

	Date of option agreement	Term (in years)	Option to acquire (%)	Remaining option payments
Boulanger, French Guiana (a)	July 2017	6	100	See note (a) below
Dorlin, French Guiana (b)	Feb 2017	8	75 to 80	No option payments
NW Extension, Suriname (c)	May 2020	11	100	No remaining option payments

- (a) In March 2023, the Optionor of the Boulanger project submitted new renewal applications for the four mining concessions part of the Boulanger project. Upon the decision to exercise the option, the Company will be required to make a payment of EUR1,000,000 to the optionor; following approval of the transfer to the Company of the concessions and exploration permit by the French regulatory authorities, the Company will need to make a final payment of EUR1,000,000 to the optionor. Future production is subject to 2% NSR royalty to be paid to the optionor.
- (b) On June 2, 2020, the titleholder, in collaboration with the Company, filed an application to obtain a 25-year concession to replace the Dorlin Exploitation Permit (the "Dorlin PEX"). In accordance with the French Mining Code, the filing of the Dorlin concession application has the effect of extending the validity of the Dorlin PEX while the concession application is being processed by the French mining administration.
- (c) On May 27, 2020, the Company entered into an agreement under which a Surinamese private company granted to the Company an option to acquire the NW Extension gold project, located in Suriname. Upon exercise of the option and transfer of the mineral rights to the Company, the rights holder will retain a 0.25% net smelter return royalty.



# Reunion Gold Corporation

Notes to Condensed Interim Consolidated Financial Statements

Three months ended March 31, 2023 (unaudited - in Canadian dollars)

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## 6. LEASE LIABILITIES

The balance of the lease liabilities as at March 31, 2023, accounted for in accordance with IFRS 16, *Leases*, using a discount rate of 12%, is as follows:

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	\$
Balance at December 31, 2022	725,149
Accretion expense	21,312
Repayment of liabilities	(65,544)
Effect of foreign exchange	353
Balance at March 31, 2023	<b>681,270</b>
<hr/>	
Current liabilities	182,361
Non-current liabilities	498,909
	<b>681,270</b>

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# Reunion Gold Corporation

Notes to Condensed Interim Consolidated Financial Statements

Three months ended March 31, 2023 (unaudited - in Canadian dollars)

## 7. SHARE CAPITAL AND WARRANTS

### *Issued and outstanding*

At March 31, 2023, the Company had 1,007,801,801 issued and outstanding common shares and 133,936,720 outstanding share purchase warrants (995,469,835 issued and outstanding common shares and 145,474,686 outstanding share purchase warrants at December 31, 2022).

### *Issuance of securities*

During the three months ended March 31, 2023, the Company issued 11,537,966 common shares following the exercise of 11,537,966 share purchase warrants for proceeds of \$2,372,271.

During the three months ended March 31, 2023, the Company issued 764,000 common shares following the exercise of 764,000 stock options for proceeds of \$122,240.

During the three months ended March 31, 2023, the Company issued 30,000 common shares following the redemption of an equivalent number of RSUs.

### *Share purchase warrants*

The following table reflects the activity related to share purchase warrants:

Grant date	Number of warrants December 31,			Expired	Number of warrants March 31,		Price per share	Expiry
	2022	Granted	Exercised		2023			
							\$	
March 27, 2020	6,700,000	-	(6,700,000)	-	-	-	-	-
May 18, 2021	30,887,037	-	(1,375,000)	-	29,512,037	0.12		May 18, 2023
December 16, 2021	26,110,511	-	-	-	26,110,511	0.20		December 23, 2023
February 24, 2022	3,894,064	-	(389,406)	-	3,504,658	0.175		February 24, 2024
July 8, 2022	70,824,174	-	-	-	70,824,174	0.39		July 8, 2024
July 8, 2022	7,058,900	-	(3,073,560)	-	3,985,340	0.26		July 8, 2024
	145,474,686	-	(11,537,966)	-	133,936,720	0.28		

# Reunion Gold Corporation

Notes to Condensed Interim Consolidated Financial Statements

Three months ended March 31, 2023 (unaudited - in Canadian dollars)

## 8. SHARE-BASED PAYMENTS

### Stock options

The following table sets out the activity in stock options for the nine months ended March 31, 2023:

	Number	Weighted average exercise price
Stock options at December 31, 2022	36,822,332	0.24
Granted	21,075,000	0.38
Exercised	(764,000)	(0.16)
Stock options at March 31, 2023	57,133,332	0.29

On March 16, 2023, the Company granted 21,075,000 stock options to its directors, officers, employees and consultants. The stock options have a five-year term and are exercisable at a price of \$0.38 per share. The stock options granted will vest over a two-year period.

The share price at the time of the exercise of the 764,000 stock options during the three-month ended March 31, 2023 was \$0.41.

The following provides a summary of weighted average Black-Scholes option pricing model input factors used related to stock options granted:

	Three months ended March 31,	
	2023	2022
Number of stock options granted during the period	21,075,000	17,250,000
Weighted-average exercise price (\$)	0.38	0.26
Weighted average grant date market price (\$)	0.38	0.26
Expected stock option life (years)	5.0	5.0
Vesting period (years)	2.0	2.0
Expected volatility (%)	80	82
Risk-free interest rate (%)	3.1	1.6
Dividend yield (%)	-	-
Weighted-average grant date fair value (Black-Scholes value) (\$)	0.25	0.17

# Reunion Gold Corporation

Notes to Condensed Interim Consolidated Financial Statements

Three months ended March 31, 2023 (unaudited - in Canadian dollars)

## 8. SHARE-BASED PAYMENTS (continued)

Stock options (continued)

The following reflects the stock options issued and outstanding at March 31, 2023. The underlying expected volatility of all option grants was determined by reference to historical data of the Company's share price over the expected stock option life. No special features inherent to the stock options granted were incorporated into the measurement of fair value.

Issue date	Number of stock options	Exercise price	Remaining contractual life (years)	Number of Exercisable options	Exercise price of exercisable Options
		\$			\$
August 19, 2019	5,520,000	0.27	1.4	5,520,000	0.27
June 19, 2020	600,000	0.13	2.2	600,000	0.13
August 16, 2021	6,921,666	0.08	3.4	4,614,444	0.08
November 18, 2021	166,666	0.13	3.6	111,111	0.13
January 7, 2022	750,000	0.15	3.8	250,000	0.15
March 1, 2022	16,300,000	0.26	3.9	10,866,667	0.26
June 9, 2022	100,000	0.27	4.2	33,333	0.27
September 26, 2022	3,500,000	0.35	4.5	1,166,667	0.35
November 26, 2022	2,200,000	0.44	4.7	733,333	0.44
March 16, 2023	21,075,000	0.38	5.0	7,025,000	0.38
	57,133,332	0.29	4.0	30,920,555	0.27

Restricted share units ("RSUs")

The following sets out the activity in RSUs for the three months ended March 31, 2023:

	Number
RSUs at December 31, 2022	60,000
Redeemed	(30,000)
<b>RSUs at March 31, 2023</b>	<b>30,000</b>

# Reunion Gold Corporation

Notes to Condensed Interim Consolidated Financial Statements

Three months ended March 31, 2023 (unaudited - in Canadian dollars)

## 9. EXPLORATION AND EVALUATION EXPENSES

The Company incurred the following exploration expenses:

	Three months ended March 31,	
	2023	2022
	\$	\$
Wages and fees	1,065,029	631,002
Drilling and assaying	7,213,757	1,628,257
Studies and geophysics	581,040	18,129
Camp costs	811,670	175,362
Field supplies	180,572	108,455
Transportation and travel	392,353	202,653
Property lease payments	3,338	4,993
Others	278,092	99,054
	<b>10,525,851</b>	<b>2,867,905</b>

## 10. MANAGEMENT AND ADMINISTRATION EXPENSES

The Company incurred the following management and administration expenses:

	Three months ended March 31,	
	2023	2022
	\$	\$
Wages and fees	733,938	764,629
Professional fees	157,443	21,505
Office and others	62,306	27,452
Investor relations and travel	233,859	22,964
Reporting issuer costs	62,647	35,958
	<b>1,250,193</b>	<b>872,508</b>

# Reunion Gold Corporation

Notes to Condensed Interim Consolidated Financial Statements

Three months ended March 31, 2023 (unaudited - in Canadian dollars)

## 11. CASH FLOW INFORMATION

Changes in working capital items are as follows:

	Three months ended March 31,	
	2023	2022
	\$	\$
Receivable from related parties	2,774	(15,618)
Sales taxes receivable	(50,732)	(51,068)
Other receivables	5,691	(25,850)
Prepaid expenses and deposits	(100,766)	(15,462)
Accounts payable and accrued liabilities	2,109,687	837,500
Payable to Barrick Gold Corporation	(134)	180,212
	<b>1,966,520</b>	<b>909,714</b>
<b>Supplemental information</b>		
Finance income received included in operating activities	216,580	16,833
Share issue expenses included in accounts payable and accrued liabilities	-	54,176
Fair value of warrants granted	-	516,083

## 12. CONTINGENCY

On February 10, 2023, the Company was named as a party in a Statement of Claim issued by Barrick Gold Corporation ("Barrick") in the Ontario Superior Court of Justice. The Claim relates to the Company's termination on December 5, 2022 of the Strategic Alliance Agreement ("SAA") with Barrick. Barrick is seeking, among other things, a declaration that the SAA remains in full force and effect and has not been terminated and an order compelling the Company to specifically perform all of its obligations under the SAA. Barrick alleges, among other things, that the SAA should continue in perpetuity and that the Company's termination of the SAA is invalid. The Company is vigorously defending the claim. The Company filed a statement of defense and counterclaim in respect of Barrick's claim on March 24, 2023. The statement of defense and counterclaim deny that the SAA is perpetual in nature and seek orders confirming the effectiveness of the Company's termination of the SAA.

# Reunion Gold Corporation

Notes to Condensed Interim Consolidated Financial Statements

Three months ended March 31, 2023 (unaudited - in Canadian dollars)

## 13. SEGMENTED INFORMATION

The Company has one reportable operating segment being the acquisition and exploration of mineral properties in the Guyana Shield, South America. Assets are located as follows:

	March 31, 2023				
	Canada	Guyana	French Guiana	Suriname	Total
	\$	\$	\$	\$	\$
Current assets	36,589,543	754,827	26,806	-	37,371,176
Property and equipment	476,480	709,278	20,909	-	1,206,667
Exploration and evaluation assets	-	1,246,342	-	-	1,246,342
Total assets	37,066,023	2,710,447	47,715	-	39,824,185

	December 31, 2022				
	Canada	Guyana	French Guiana	Suriname	Total
	\$	\$	\$	\$	\$
Current assets	43,695,265	514,378	33,824	-	44,243,467
Property and equipment	504,678	735,657	27,809	-	1,268,144
Exploration and evaluation assets	-	1,240,583	-	-	1,240,583
Total assets	44,199,943	2,490,618	61,633	-	46,752,194

## 14. EVENTS AFTER THE REPORTING DATE

### *Exercise of share purchase warrants*

From April 1, 2023 to May 25, 2023, a total of 30,017,927 share purchase warrants were exercised for total proceeds of \$3,669,976.

### *Filing of preliminary base shelf prospectus*

On May 19, 2023, the Company filed a preliminary base shelf prospectus in each of the provinces of Canada except Quebec which, upon a final base shelf prospectus becoming effective and subject to all applicable securities regulatory requirements, will allow the Company to make offerings of common shares, warrants, subscription receipts, debt securities or any combination of such securities for up to a maximum amount of \$300 million during a period of 25 months.



**REUNION GOLD CORPORATION**  
(TSXV: RGD)

**MANAGEMENT'S DISCUSSION AND ANALYSIS**

**FOR THE THREE MONTHS ENDED**  
**MARCH 31, 2023**





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## REUNION GOLD CORPORATION

### MANAGEMENT'S DISCUSSION AND ANALYSIS – QUARTERLY HIGHLIGHTS

#### FOR THE THREE MONTHS ENDED MARCH 31, 2023

The following interim management's discussion and analysis – quarterly highlights ("**Interim MD&A**") of Reunion Gold Corporation ("**Reunion Gold**" or the "**Company**") for the three months ended March 31, 2023 provides material information about the Company's business activities during the interim period and updates disclosure previously provided in the Company's management's discussion and analysis for the financial year ended December 31, 2022 ("**Annual MD&A**").

This Interim MD&A should be read in conjunction with the Company's unaudited condensed interim consolidated financial statements and related notes for the three months ended March 31, 2023 (the "**Interim Financial Statements**"), the Company's audited consolidated financial statements for the years ended December 31, 2022 and 2021 (the "**Annual Financial Statements**"), and the Company's Annual MD&A, including the section describing risks and uncertainties.

The effective date of this Interim MD&A is May 25, 2023.

All financial results presented in this Interim MD&A are expressed in Canadian dollars unless otherwise indicated.

#### ***Description of Business***

Reunion Gold is a Canadian-based company focused on acquiring, exploring and developing mineral projects located in the Guiana Shield region of South America. Its flagship project is its 100%-owned Oko West Project located in Guyana. The Company also has an interest in other gold exploration projects in Suriname and French Guiana.

Reunion Gold's common shares trade on the TSX Venture Exchange ("**TSXV**") under the symbol RGD and on the OTCQX Market under the symbol RGDFP.

As of the date of this MD&A, the Company has approximately \$33.0 million in cash and cash equivalents. The Company has 1,037,819,728 issued and outstanding common shares and 103,918,793 outstanding share purchase warrants.

## **Highlights for the three months ended March 31, 2023**

### *Corporate activities*

- Effective January 1, 2023, Richard (Rick) Howes joined the Company as President and CEO. Mr. Howes is a mining engineer with 40 years of experience in the mining industry, most recently as CEO of Dundee Precious Metals. Mr. Howes was previously appointed as director on the Company's board of directors on November 28, 2022.
- From January 1, 2023 to May 25, 2023, a total of 41,555,893 share purchase warrants were exercised for proceeds of \$6.0 million and a total of 764,000 stock options were exercised for proceeds of \$0.1 million; in addition the Company issued 30,000 common shares following the redemption of an equivalent amount of restricted share units ("**RSUs**"), pursuant to the Company's RSU plan.
- On February 10, 2023, the Company was named as a party in a Statement of Claim issued by Barrick Gold Corporation ("**Barrick**") in the Ontario Superior Court of Justice; the Claim relates to the Company's termination on December 5, 2022 of the Strategic Alliance Agreement ("**SAA**") with Barrick. Barrick is seeking, among other things, a declaration that the SAA remains in full force and effect and has not been terminated and an order compelling the Company to specifically perform all of its obligations under the SAA. Barrick alleges, among other things, that the SAA should continue in perpetuity and that the Company's termination of the SAA is invalid. The Company is vigorously defending the claim. The Company filed a statement of defense and counterclaim in respect of Barrick's claim on March 24, 2023. The statement of defense and counterclaim deny that the SAA is perpetual in nature and seek orders confirming the effectiveness of the Company's termination of the SAA. In terminating the SAA in December 2022, the Company having previously advised Barrick that it did not want to continue exploring the NW Extension Project, offered to assign its rights in the NW Extension Project to Barrick. The NW Extension Project was the only project remaining in the Alliance. Barrick has not responded to this offer.
- In March 2023, the titleholder of the Boulanger Project in French Guiana submitted new renewal applications for the four mining concessions part of the Boulanger Project.
- On March 16, 2023, the Company granted 21,075,000 stock options at an exercise price of \$0.38 to directors, officers, employees and consultants of the Company. The stock options granted have a five-year term and vest over a period of two years from the date of the grant.
- On March 20, 2023, the Company filed a National Instrument 43-101 ("**NI 43-101**") Technical Report titled Oko West Gold Project, Cuyuni Mining District, Guyana on SEDAR.

- In April 2023, the Company qualified to upgrade from the OTCQB to the OTCQX Best Market, the highest market tier of OTC Markets on which 12,000 U.S. and international securities trade.
- On May 19, 2023, the Company filed a preliminary base shelf prospectus in each of the provinces of Canada except Quebec which, upon a final base shelf prospectus becoming effective and subject to all applicable securities regulatory requirements, will allow the Company to make offerings of common shares, warrants, subscription receipts, debt securities or any combination of such securities for up to a maximum amount of \$300 million during a period of 25 months.
- During the three months ended March 31, 2023, the Company incurred a loss of \$13,809,421 (\$0.01 per share) compared to a loss of \$4,918,878 (\$0.01 per share) during the comparative period in 2022.

#### *Exploration activities*

- During the three months ended March 31, 2023, all of the Company's exploration efforts were focused on its 100%-held Oko West Project in Guyana.
- Since January 1, 2023, approximately 35,000 meters of diamond drilling and 14,000 meters of RC drilling were completed at the Oko West Project, of which approximately 28,500 meters of diamond drilling were completed at the Kairuni zone and designed in support of the preparation of a maiden Mineral Resource Estimate ("**MRE**") expected by mid-year 2023, and approximately 10,000 meters of scout drilling were completed to test beneath duricrust-covered zones in the center and west of the Oko West Project area (the "**Bryan zone**").
- On January 31, 2023 and April 17, 2023, the Company released further drill results from its Oko West Project. The results continue to confirm the grade and continuity of the Kairuni zone and expand the mineralized envelope, which remains open at depth below blocks 1, 4, 5, 6 and 7. Some of the results also demonstrate the potential for higher grade, structurally controlled shoots within the broader mineralized system, including hole D-243 which intersected 109.7 meters of 5.59 g/t Au and hole D-185 which intersected 11.4 meters of 31.73 g/t Au. The results from two deep holes completed in the latter part of 2022 also show the potential to extend the mineralization by over 400 meters to a depth of almost 1 kilometer. All drilling results can be consulted on the Company's website ([www.reuniongold.com](http://www.reuniongold.com)).
- The Scout RC geochemical program drilling on the Bryan zone is expected to be completed by the end of May 2023. Initial results from this program are encouraging, revealing several targets for a follow-up drilling program expected to commence by the end of the second quarter 2023, using a combination of deeper RC and diamond drill holes.

- The Company has commenced a detailed ground magnetics survey over the Kairuni zone, to be followed up with a ground-based VLF survey. The program will then be extended to the Takutu zone that represents the southern 4 kilometer of the sheared granitoid/volcanic contact, and to the Carol zone, an area adjacent to and west of the Kairuni zone. This program should help to identify the location of favorable stratigraphic horizons and structures which the Company intends to drill in the second half of the year.
- Drilling continues on the Kairuni zone past the resource cut-off date of early May 2023 with the objective of continuing to expand the mineralization both at depth and along strike.
- In February 2023, the Company exercised the two options it had with Guyanese titleholders and acquired all of the rights to the Oko West Project for no additional consideration.
- In early March 2023, the Company concluded an Investment Agreement with the Government of Guyana which allows the duty-free import of capital items required for the project advancement.
- Additional scientific and technical information on the Oko West Project are available in a NI 43-101 Technical Report titled *Oko West Gold Project, Cuyuni Mining District, Guyana* filed on SEDAR on March 20, 2023.

#### *Studies at the Oko West Project*

- In February 2023, the Company retained G Mining Services Inc. to provide full engineering and project development services for its Oko West Project, which includes the preparation of a maiden MRE expected by mid-year 2023 to be followed by a preliminary economic assessment (“**PEA**”) expected by year-end. G Mining Services will be available to be drawn upon by the Company if warranted, for pre-feasibility and feasibility studies, as well as basic and detailed engineering and procurement, construction and commissioning services.
- A total of 1.2 tons of mineralized core samples has recently been shipped to Base Met Laboratories in British Columbia, Canada, as part of a comprehensive metallurgical test program including comminution and flow sheet design. Results from this program are expected in the third quarter of this year.
- Environmental Resource Management (ERM) will be completing a second phase of environmental and social baseline studies. Sustainability Frameworks, a Washington, DC-based company, will continue to provide baseline peer review services of the findings and oversee compliance with IFC Performance Standards.
- BRIDGE©, a boutique advisory firm lead by Ms. Siri Genik, will be providing strategic support to the Company on how to best integrate Sustainability and ESG practices within the Company.

### **Outlook**

- As at the date of this MD&A, the Company has net cash and cash equivalents of \$33.0 million.
- The Company estimates that an additional amount of \$3.8 million will be spent mostly in the second quarter of 2023 in support of the preparation of its MRE anticipated to be released by mid-year, and an additional amount of \$0.7 million will be spent to finalize the first phase of the scout drilling on the Bryan zone. In addition, the Company is planning to continue a) drilling on the Kairuni zone with the objective to further expand mineralization at depth and along strike and b) exploring for additional new zones of mineralization within the Oko West PL, including on the Takutu zone located immediately south of the Kairuni zone, the extent of which will be determined by the Company's financial position.
- The cost of the comprehensive metallurgical program described in the *Studies at the Oko West Project* section is estimated at \$0.7 million and expenditures in 2023 for the second phase of environmental and social baseline studies is estimated at \$1.8 million. The cost of the PEA, expected to be completed by year-end 2023, has been estimated at approximately \$1.0 million.

### **Qualified Person**

Justin van der Toorn (CGeol FGS, EurGeol), the Company's VP Exploration and a qualified person pursuant to NI 43-101, has reviewed and approved the scientific and technical data contained in this MD&A.

## Financial Review

During the three months ended March 31, 2023, the Company incurred a loss of \$13,809,421 (\$0.01 per share) compared to a loss \$4,918,878 (\$0.01 per share) during the three months ended March 31, 2022.

The Company's share in exploration expenses during the reporting period amounted to \$10,525,851 (\$2,867,905 during the comparative period in 2022). During the three months ended March 31, 2023, the Company drilled a total of approximately 28,100 meters at the Oko West Project (8,900 meters drilled during the comparative period). The detail of exploration and evaluation expenses is as follows:

	Oko West Project	Other projects	3 months ended March 31, 2023 Total	3 months ended March 31, 2022 Total
	\$	\$	\$	\$
Wages and fees	1,046,540	18,488	1,065,029	707,693
Drilling and assaying	7,213,757	-	7,213,757	1,837,321
Studies and geophysics	581,040	-	581,040	18,129
Camp costs	811,670	-	811,670	221,109
Supplies and parts repairs	177,385	3,187	180,572	115,247
Transportation and travel	392,353	-	392,353	203,286
Property lease payments	3,338	-	3,338	4,993
Others	269,848	8,244	278,092	111,141
	<b>10,495,932</b>	<b>29,919</b>	<b>10,525,851</b>	3,218,919
Barrick's share of expenses	-	-	-	(351,014)
	<b>10,495,932</b>	<b>29,919</b>	<b>10,525,851</b>	2,867,905

Management and administration expenses totaled \$1,250,193 during the three months ended March 31, 2023 compared to \$872,508 in 2022. The higher expenses during the current period results from a higher level of activity at the Oko West Project.

- Wages and fees to consultants of \$733,938 (\$764,629 in 2022) reflect wages related to additional corporate staff (including a full time president and CEO who began on January 1, 2023 and the addition of a corporate controller in Q4 2022) and adjustments to the base remuneration of the Company's directors and senior staff, partially offset by the bonus payments of \$465,000 in Q1 2022 to the Company's senior officers for their contribution to the Company's success in 2021;
- Investor relations and travel expenses of \$233,859 during the current period consist mostly of expenses related to attending mining conferences and fees related to the Company's online presence with the global investment community (\$22,964 in 2022);

- Professional fees of \$157,443 were incurred during the current period, consisting mostly of audit and legal fees (\$21,505 in 2022);
- Office expenses totalled \$62,306 during the current period (\$27,452 in 2022) and reporting issuer costs amounted to \$62,647 (\$35,958 in 2022).

The Company incurred an amount of \$2,338,435 as stock-based compensation during the three months ended March 31, 2023 (\$1,126,866 in 2022). The higher expense during the current period results mostly from the grant to directors, officers, employees and consultants of 21,075,000 stock options during the three months ended March 31, 2023 at a weighted-average fair value of \$0.25 per option, which amount is being amortized over the vesting period of 24 months (compared to the grant of 17,250,000 stock options during the comparative period in 2022 valued at \$0.17 per option).

Depreciation and amortization expense related to property and equipment and to right-of-use assets capitalized in accordance with IFRS 16 totaled \$130,988 during the three months ended March 31, 2023 (\$65,060 in 2022).

Accretion on the lease liabilities totaled \$21,312 during the reporting period (\$3,905 during the three months ended March 31, 2022).

The increased finance income on liquidities held (\$494,457 during the current period compared to \$40,292 in 2022) resulted mostly from higher liquidities held following the completion of private placements in 2022 for net proceeds of \$45 million.

#### *Investing Activities*

During the three months ended March 31, 2023, the Company acquired service vehicles, computer equipment and furniture and other equipment in support of the exploration program at the Oko West Project, for a total amount of \$70,164 (\$49,215 during the comparative period).

#### *Financing Activities*

During the three months ended March 31, 2023, a total of 11,537,966 share purchase warrants and 764,000 stock options were exercised for total proceeds of \$2,494,511.

The repayment of lease liabilities in accordance with IFRS 16 totaled \$65,544 during the three months ended March 31, 2023 (\$30,179 in 2022).

### ***Liquidity and Capital Resources***

On March 31, 2023, the Company had a working capital of \$31,135,746 compared to a working capital of \$40,116,844 on December 31, 2022. The decrease in the working capital during the three months ended March 31, 2023 is mainly attributable to exploration expenses of \$10,525,851, management and administration expenses of \$1,250,193, the acquisition of property and equipment in the amount of \$70,164, an option payment related to the Oko West Project of \$6,772 and the repayment of lease liabilities of \$65,544, partially offset by the proceeds of \$2,494,511 from the exercises of share purchase warrants and stock options and finance income of \$494,457. Working capital at March 31, 2023 included cash and cash equivalents of \$36,769,479.

Management of the Company believes that it has sufficient working capital to continue its exploration program at the Oko West Project, to pay for its ongoing general and administrative expenses, and to meet its liabilities, obligations and existing commitments, for at least the next twelve months. However, the Company will need to continue to raise funds to cover its future exploration work programs, as well as general and administrative expenses, either through the issuance of equity instruments or other means.

### ***Outstanding Share Data***

As of May 25, 2023, a total of 1,037,819,728 common shares are issued and outstanding.

The Company has share purchase warrants exercisable as follows:

- 26,060,511 warrants at a price of \$0.20 per share by December 2023;
- 3,504,658 warrants at a price of \$0.175 per share by February 2024;
- 70,824,174 warrants at a price of \$0.39 per share by July 8, 2024; and
- 3,529,450 warrants at a price of \$0.26 per share by July 8, 2024.

As of May 25, 2023, the Company also has 57,133,332 stock options with exercise prices ranging between \$0.08 and \$0.44 and expiring until March 2028, and 30,000 RSUs are issued and outstanding.

### ***Related Party Transactions***

During the three and three months ended March 31, 2023, the Company provided administrative services to other TSXV-listed companies. Amounts recovered for administrative services during the three months ended March 31, 2023 totaled \$4,988 (\$15,900 in 2022).



The remuneration awarded to directors and to senior key management during the three months ended March 31, 2023 totaled \$2,220,693, including \$1,722,501 in share-based compensation (total remuneration of \$1,442,415 in 2022, including \$868,522 in share-based compensation).

### ***Risk Factors***

The Company has no history of earnings and expects to continue to incur losses for the foreseeable future. There can be no assurance that the Company will be profitable in the future. Substantial expenditures are required to identify and develop mineral deposits. The Company's operating expenses and capital expenditures are likely to increase in future years as additional personnel and equipment will be needed to advance exploration, development and potentially, commercial production on its projects. It is anticipated that further financings will be required to continue corporate and exploration activities. There can be no assurance that additional financing will be available on terms acceptable to the Company, or at all.

The Company's activities are highly speculative due to the nature of mineral exploration generally. All of the Company's projects are in the early exploration stage. Few properties that are explored are ultimately developed into producing mines. Resource exploration and development is characterized by a number of significant risks, which even a combination of careful evaluation, experience and knowledge may not eliminate. Refer to the risk factors described in the Annual MD&A and the Company's 2022 Annual Information Form available on SEDAR ([www.sedar.com](http://www.sedar.com)) for additional information.

### ***Cautionary note regarding forward information***

This MD&A contains "forward-looking information", within the meaning of Canadian securities laws. Generally, forward-looking information or statements can be identified by the use of forward-looking terminology such as "plans", "expects", "budget", "scheduled", "estimates", "intends", "anticipates" or "believes", or variations of such words or statements that certain actions, events or results "may", "could", "would", "might" or "will be taken", "occur" or "be achieved". Specific forward-looking statements in this MD&A include: the Company's exploration, development and financing plans, the likelihood of discovering or expanding resources; the potential for development of the Company's Oko West Project, including potentially extractable mineralization; timelines to complete a mineral resource estimate and a preliminary economic assessment of the Oko West Project; any objectives, expectations, intentions, plans, results, levels of activity, goals or achievements; the timing and amount of estimated exploration expenditures and capital raises for the Company; the liquidity of the common shares in the capital of the Company and other events or conditions that may occur in the future.

Forward-looking information is not historical facts. Forward-looking information is based on the reasonable assumptions, estimates, analyses and opinions of management made in light of its experience and its perception of trends, current conditions and expected developments, as well as other factors that management

believes to be relevant and reasonable in the circumstances at the date that such statements are made, and is inherently subject to known and unknown risks, uncertainties and other factors that may cause the actual results, level of activity, performance or achievements of the Company to be materially different from those expressed or implied by the forward-looking information for various reasons discussed throughout this MD&A. The Company undertakes no obligation to update publicly or otherwise revise any forward-looking information, whether as a result of new information or future events or otherwise, except as may be required by law. Accordingly, readers should not place undue reliance on forward-looking information.

***Additional Information and Continuous Disclosure***

Additional information on the Company is available through regulatory filings on SEDAR ([www.sedar.com](http://www.sedar.com)) and on the Company's website ([www.reuniongold.com](http://www.reuniongold.com)).