

CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS

For the three and six months ended June 30, 2020

In Canadian dollars

UNAUDITED

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. The Company's independent auditor has not performed a review of these unaudited condensed interim consolidated financial statements.

Reunion Gold Corporation Consolidated Statements of Financial Position

	June 30,	December 31
(unaudited, in Canadian dollars)	2020	2019
	\$	
ASSETS		
Current		
Cash (Note 4)	2,205,744	3,367,241
Receivable from related parties	56,747	98,816
Sales taxes receivable	18,752	52,200
Other receivables	1,245	10,255
Prepaid expenses and deposits	180,019	281,513
	2,462,507	3,810,025
Non-current		
Property and equipment (Note 5)	809,627	1,123,785
Exploration and evaluation assets (Note 6)	3,268,958	2,855,150
TOTAL ASSETS	6,541,092	7,788,960
LIABILITIES		
Current		
Accounts payable and accrued liabilities	2,441,298	2,385,684
Payable to Barrick (Note 6)	76,860	97,605
Note payable (Note 7)	-	123,12 ²
Lease liabilities (Note 8)	21,398	127,530
	2,539,556	2,733,940
Non-current		
Lease liabilities (Note 8)	-	3,878
TOTAL LIABILITIES	2,539,556	2,737,818
EQUITY		
Share capital (Note 9)	136,526,391	134,883,022
Contributed surplus	20,462,588	19,778,140
Deficit	(151,993,058)	(148,436,471
Cumulative translation adjustment	(994,385)	(1,173,548
TOTAL EQUITY	4,001,536	5,051,142
TOTAL LIABILITIES AND EQUITY	6,541,092	7,788,960

Going Concern (Note 2), Commitments and Contingencies (Note 6) 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/ Réjean Gourde

Réjean Gourde, Director

/s/ Elaine Bennett

Elaine Bennett, Director

Reunion Gold Corporation Consolidated Statements of Comprehensive Loss

	Three months	s ended June 30, Six months e		ended June 30,	
(unaudited, in Canadian dollars)	2020	2019	2020	2019	
	\$	\$	\$	\$	
Expenses and other items					
Exploration (Note 11)	632,574	2,147,377	1,894,142	4,147,020	
Management and administration (Note 12)	257,643	509,122	624,278	1,055,283	
Share-based compensation (Note 10)	299,082	100,571	585,818	221,319	
Depreciation and amortization (Note 5)	178,983	222,846	363,312	326,345	
Accretion on note payable and lease liabilities (Notes 7 and 8)	2,151	22,539	8,443	22,539	
Expected credit loss	-	-	-	39,365	
Finance income	(4,107)	(52,461)	(9,927)	(69,993)	
Loss (gain) on foreign exchange	(3)	(1,948)	34,909	(185,943)	
Net loss for the period	(1,366,323)	(2,948,046)	(3,500,975)	(5,555,935)	
Other comprehensive loss					
Item that will not be subsequently reclassified to income					
Foreign currency translation adjustment	(3,684)	(71,505)	179,163	(310,504)	
Comprehensive loss for the period	(1,370,007)	(3,019,551)	(3,321,812)	(5,866,439)	
Basic and diluted loss per common share	(0.00)	(0.01)	(0.01)	(0.02	
Weighted average number of shares - basic and diluted	432,010,985	410,954,780	425,602,634	389,628,938	

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

	Number of issued				Cumulative	
	and outstanding	Share	Contributed		translation	Total
(unaudited, in Canadian dollars)	common shares	capital	surplus	Deficit	adjustment	equity
		\$	\$	\$	\$	\$
Balance at December 31, 2019	418,605,271	134,883,021	19,778,140	(148,436,471)	(1,173,548)	5,051,142
Private placement (Note 9)	13,400,000	1,618,595	123,405	-	-	1,742,000
Share issue expenses (Note 9)	-	-	-	(55,612)	-	(55,612)
Redempion of RSUs (Note 10)	105,000	24,775	(24,775)	-	-	-
Share-based compensation (Note 10)	-	-	585,818	-	-	585,818
Net loss for the period	-	-	-	(3,500,975)	-	(3,500,975)
Foreign currency translation adjustment	<u> </u>	-	-	-	179,163	179,163
Balance at June 30, 2020	432,110,271	136,526,391	20,462,588	(151,993,058)	(994,385)	4,001,536
Balance at December 31, 2018	320,541,587	119,822,784	18,520,659	(133,691,123)	(800,057)	3,852,263
Private placements	96,763,684	14,893,500	-	-	-	14,893,500
Share issue expenses and broker warrants	-	-	36,733	(811,064)	-	(774,331)
Share-based compensation	-	-	221,319	-	-	221,319
Net loss for the period	-	-	-	(5,555,935)	-	(5,555,935)
Foreign currency translation adjustment	<u> </u>	<u> </u>	_	_	(310,504)	(310,504)
Balance at June 30, 2019	417,305,271	134,716,284	18,778,711	(140,058,122)	(1,110,561)	12,326,312

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

Reunion Gold Corporation Consolidated Statements of Cash Flows

	Six months e	ended June 30,
(unaudited, in Canadian dollars)	2020	2019
	\$	\$
OPERATING ACTIVITIES		
Net loss for the period	(3,500,975)	(5,555,935)
Adjustments		
Share-based compensation	585,818	221,319
Depreciation and amortization	363,312	326,345
Expected credit loss	-	39,365
Accretion on note payable and lease liabilities	8,443	22,539
Unrealized loss (gain) on foreign exchange	34,909	(183,995)
Changes in working capital items		
Receivable from related parties	42,069	(71,647)
Sales taxes receivable	33,448	10,157
Other receivables	9,517	42,482
Prepaid expenses and deposits	109,874	70,460
Accounts payable and accrued liabilities	(300,061)	(63,127
Payable to Barrick	(20,745)	(9,883
Income taxes payable	-	(1,627)
	(2,634,391)	(5,153,547)
INVESTING ACTIVITIES		
Acquisition (disposal) of property and equipment	300	(88,619)
Additions to exploration and evaluation assets	-	(66,086
	300	(154,705)
FINANCING ACTIVITIES		
Private placement (Note 9)	1,742,000	14,893,500
Share issue expenses (Note 9)	(46,612)	(774,331
Reimbursement of note payable (Note 7)	(132,654)	(194,077)
Repayment of lease liabilities (Note 8)	(116,465)	(103,326)
	1,446,269	13,821,766
Effect of exchange rate changes on cash held in foreign currency	26,325	5,536
Net change in cash and cash equivalents	(1,161,497)	8,519,050
Cash and cash equivalents, beginning of period	3,367,241	1,262,635
Cash and cash equivalents, end of period	2,205,744	9,781,685
Supplemental cash flow information		
Additions to exploration and evaluation assets included in accounts payable and accrued liabilities	272,560	33,407
Share issue expenses included in accounts payable and accrued liabilities	9,000	
Fair value of warrants granted	123,405	36,733
Lease liabilities included in property and equipment	-	416,071

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 and six months ended June 30, 2020 (*unaudited - in Canadian dollars*)

1. GENERAL INFORMATION

Reunion Gold Corporation ("Reunion Gold" or the "Company") is a Canadian-based company 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 mineral assets include option agreements to acquire gold projects in French Guiana, Guyana and Suriname. The main projects in French Guiana are Boulanger and Dorlin. The projects in Guyana include Aremu North, which is part of a Strategic Alliance (the "Alliance") with Barrick Gold Corporation ("Barrick"), Oko West and other early stage exploration projects. In Suriname, the Company recently signed option agreements on the NW Extension gold project (Note 6) and the Majorodam gold project (Note 14).

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.

The Board of Directors approved these unaudited condensed interim consolidated financial statements on August 20, 2020.

COVID-19

The outbreak of the coronavirus (COVID-19) in early 2020 has resulted in a major global health crisis which at the date of these condensed interim consolidated financial statements continues to have a significant impact on the global economy and the financial markets. The duration of the COVID-19 outbreak and the resultant travel restrictions, social distancing, government response actions and business disruptions, have had and continue to have an impact on the Company's activities. Between March 2020 and July 2020, the Company's exploration activities were suspended. At the time of preparation of these condensed interim consolidated financial statements these activities are gradually being reinstated. There can be no assurance that the Company will not be further impacted by adverse consequences of the COVID-19 pandemic, which may include reduced resource prices, share prices and financial liquidity and thereby severely limiting the financing capital available in the mineral exploration sector as well as impair access to supplies, contractors and affect the Company's ability to retain its staff and management.

2. GOING CONCERN

These condensed interim consolidated financial statements have been prepared on the basis of a going concern, which assumes that the Company will continue operations in the foreseeable future and will realize its assets and discharge its liabilities and commitments in the normal course of operations.

The Company is subject to a number of risks and uncertainties associated with its future exploration activities including the impact of the COVID-19 pandemic, as described in Note 1, and the ability of the Company to obtain the necessary financing to meet existing commitments, to provide for management and administration expenses for at least the next 12 months and to carry out its planned exploration program.

At June 30, 2020, the Company had a working capital deficit of \$77,049 (a working capital of \$1,076,085 at December 31, 2019), had an accumulated deficit of \$151,993,058 (\$148,436,471 at December 31, 2019) and incurred a net loss of \$3,500,975 for the six months ended June 30, 2020 (a net loss of \$5,555,935 for the six months ended June 30, 2019). Working capital at June 30, 2020 included cash of \$914,132 (\$1,346,848 at December 31, 2019) to be spent on projects which are part of the Alliance with Barrick, in accordance with the terms of the Alliance agreement.

The Company requires additional funds at June 30, 2020 to settle all of its liabilities, to meet existing commitments, to provide for management and administration expenses for at least the next 12 months and to carry-out its planned exploration program. 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 when such funds are required. Should the Company not be successful in raising additional funds, it may be required to delay, reduce the scope of, or eliminate its current or future exploration activities, any of which could have a negative impact on the business, financial condition and results of operation of the Company (Note 14).

If management is unable to obtain new funding, the Company may be unable to continue its operations, and amounts realized for assets might be less than amounts reflected in these condensed interim consolidated financial statements. These circumstances indicate the existence of material uncertainties that cast significant doubt upon the Company's ability to continue as a going concern and accordingly, the appropriateness of the use of IFRS applicable to a going concern. These condensed interim consolidated financial statements do not reflect the adjustments to the carrying value of the assets and liabilities, expenses and financial position classifications that would be necessary if the going concern assumption was not appropriate. These adjustments could be material.

3. BASIS OF PREPARATION

Change in Year End

During the nine months ended December 31, 2019, the Company changed its financial year end to December 31, from March 31. The Company's transition period is the nine months ended December 31, 2019, and the comparative period for these condensed interim consolidated financial statements is the three and six months ended June 30, 2019. The new financial year aligns the Company with its peer group in the mineral resources sector.

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 nine months ended December 31, 2019 and the year ended March 31, 2019 which have been prepared in accordance with International Financial Reporting Standards ("IFRS"), as issued by the International Accounting Standards Board ("IASB").

4. CASH

Cash at June 30, 2020 includes an amount of \$914,132 to be spent on the projects which are part of the Alliance with Barrick, in accordance with the terms of the Alliance agreement described in Note 6 (\$1,346,848 at December 31, 2019).

5. PROPERTY AND EQUIPMENT

Assets subject to depreciation and amortization are as follows:

	\$
Net book value at December 31, 2019	1,123,785
Acquisitions	-
Depreciation and amortization	(363,312)
Net exchange difference	49,154
Net book value at June 30, 2020	809,627

6. EXPLORATION AND EVALUATION ASSETS

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

	December 31,	December 31, Net exchange			December 31, Net exchange June		June 30,
	2019	Additions	Difference	2020			
	\$	\$	\$	\$			
Dorlin (French Guiana)	-	-	-	-			
Boulanger (French Guiana)	1,662,462	-	82,308	1,744,770			
Haute Mana (French Guiana)	-	-	-	-			
Aremu North (Guyana) <i>(a)</i>	192,617	-	9,655	202,272			
Waiamu (Guyana)	410,416	272,560	20,229	703,205			
Arawini (Guyana)	389,640	-	19,200	408,840			
Oko West and Kartuni (Guyana)	200,015	-	9,856	209,871			
NW Extension (Suriname) (b)	-	-	-	-			
Total	2,855,150	272,560	141,248	3,268,958			

a) Strategic Alliance with Barrick

In accordance with the February 2019 strategic alliance agreement with Barrick ("SAA"), each of Reunion Gold and Barrick held a beneficial interest of 50% in the assets related to the Aremu North gold project in Guyana, at June 30, 2020. On January 30, 2020, following a review of the results from the exploration work done at the Waiamu, Arawini, Oko West and Kartuni projects and in accordance with the terms of the SAA, Barrick elected to exclude these projects from the Alliance and as a result, Barrick's 50% beneficial interest in those projects reverted to the Company.

The Company recognizes in its unaudited condensed interim consolidated financial statements only its share of the assets, liabilities and expenses of the Alliance. The Company used the carrying amount of the excluded projects from the Alliance, prior to their exclusion from the Alliance, as the carrying amount for the Company's 100% interest in those Guyana Projects. As part of the SAA, the Company agreed to spend at least 25% of the proceeds of the private placement completed in February 2019 on the Guyana Projects within a period of two years (Note 4).

b) NW Extension project (Suriname)

On May 27, 2020, the Company entered into a letter agreement under which a Surinamese private company has agreed to grant to the Company an option to acquire the NW Extension gold project, located in Suriname. Payments of \$12,500 are due to the rights holder in the first and second year of the agreement. Upon exercise of the option and transfer of the rights to the Company, the rights holder will retain a 0.25% net smelter royalty. Under the terms of the SAA, Barrick is entitled to include the project in the Alliance. Barrick is currently reviewing the project data.

6. EXPLORATION AND EVALUATION ASSETS (continued)

c) Contractual commitments

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 mineral properties in French Guiana and Guyana, at June 30, 2020. Except as noted below, all agreements can be terminated by the Company at any time without further financial obligations.

	Date of						
	option		Option to		Annual option	payments	
	agreement	Term	acquire	2020	2021	2022	2023
		Years	%		US \$;	
Dorlin, French Guiana	Feb 2017	5 (i)	75 (ii)	-	-	-	-
Boulanger, French Guiana	July 2017	5 (iii)	100	-	-	-	-
Haute Mana, French Guiana	Dec 2016	Up to 5	80	-	-	-	-
Aremu North, Guyana (iv) (v)	Dec 2017 and Oct 2018	Up to 5	100	25,000	475,000	75,000	-
Waiamu, Guyana (vi)	Apr and Aug 2018	Up to 5	100	-	-	-	-
Arawini, Guyana (v)	Mar 2018	4	100	-	200,000	200,000	350,000
Oko West and Kartuni, Guyana	Aug 2018	5	100	100,000	125,000	150,000	150,000
NW Extension. Suriname	May 2020	11	100	-	12,500	12,500	

(i) The Dorlin Exploitation Permit ("PEX") (renewed on July 30, 2020) expired on July 31, 2020. However, under the French Mining Code, the filing of the concession application by the holder of the PEX on June 2, 2020 has the effect of extending the validity of the Dorlin PEX while the concession application is being processed (Note 14).

(ii) Once the option is exercised, the optionor can maintain a 25% participating interest ("PI") or can elect to receive a 5% net profit interest ("NPI"); if the optionor chooses a 25% PI, the Company will have the option to acquire an additional 5% PI from the optionor for a consideration based on the net present value as established in the feasibility study.

- (iii) On July 8, 2020, the option agreement was amended to further extend the option period to July 27, 2022 (Note 14).
- (iv) Represents 100% of the contractual commitments, subject to terms of the Alliance with Barrick.
- (v) Titleholders agreed to defer to 2021 some of the option payments that were due in 2020.
- (vi) On August 10, 2020, a termination notice was sent to the titleholders of the Waiamu project (Note 14).

(d) Contingent considerations

Boulanger Project: a payment of EUR1,000,000 upon decision to exercise the option plus a payment of EUR1,000,000 following approval of the transfer to the Company of the concessions and exploration permit by the French regulatory authorities and a 2% NSR royalty to be paid to the optionor;

Projects in Guyana: up to US\$6.00 per ounce of gold to be produced from the projects; certain advance annual payments will be paid upon exercise of the option and completion of a feasibility study for the project.

7. NOTE PAYABLE

On May 30, 2018, the Company entered into a 2-year non-interest bearing note payable related to the purchase of mobile equipment to conduct exploration activities in Guyana. Given that the note payable was non-interest bearing, the Company accounted for its estimated fair value using a discount rate of 12%. The balance of the note payable (the last payment was made on April 30, 2020) was determined as follows:

	Six months ended June 30,
	2020
	\$
Balance at December 31, 2019	123,121
Accretion expense	3,251
Reimbursement of note payable	(132,654)
Effect of foreign exchange	6,282
Balance at June 30, 2020	<u> </u>

8. LEASE LIABILITIES

The balance of the lease liabilities at June 30, 2020, accounted for in accordance with IFRS 16, *Leases*, using a discount rate of 12%, is as follows:

	Six months ended June 30,
	2020
	\$
Balance at December 31, 2019	131,408
Accretion expense	5,192
Repayment of liabilities	(116,465)
Effect of foreign exchange	1,263
Balance at June 30, 2020	21,398

9. SHARE CAPITAL AND WARRANTS

Issued and outstanding

At June 30, 2020, the Company had 432,110,271 issued and outstanding common shares and 52,582,495 outstanding share purchase warrants (418,605,271 issued and outstanding common shares and 45,882,495 outstanding share purchase warrants at December 31, 2019) (Note 14).

Issuance of securities

On March 27, 2020, the Company completed a non-brokered private placement and issued 13,400,000 units ("Units") at a price of \$0.13 per Unit for total proceeds of \$1,742,000. Each Unit consists of one common share and one half of one common share purchase warrant. Each whole warrant may be exercised for one common share at a price of \$0.20 per common share for a period of 36 months. The fair value of the common shares was calculated by using the TSXV share price on the date of the issuance and the fair value of the warrants was estimated at \$0.02 per warrant by applying the Black-Scholes option pricing model, using an expected time-period of 3 years, a weighted average risk-free interest of 0.50%, a weighted average volatility rate of 73% and a 0% dividend factor. An amount of \$123,405 was allocated to the share purchase warrants and presented as part of contributed surplus. Share issue expenses related to this private placement amounted to \$55,612.

Share purchase warrants

The following table reflects the number of issued and outstanding share purchase warrants at June 30, 2020:

	Number of		Number of	Price	
	warrants		warrants	per	Expiry
Grant date	December 31, 2019	Granted	June 30, 2020	share	date
		\$		\$	\$
September 8, 2017 (i)	39,003,595	-	39,003,595	0.20	Sept 8, 2020
September 19, 2017 (i)	3,078,900	-	3,078,900	0.20	Sept 18, 2020
October 30, 2017	2,800,000	-	2,800,000	0.20	Oct 30, 2020
March 12, 2019	1,000,000	-	1,000,000	0.20	Mar 12, 2021
March 27, 2020	-	6,700,000	6,700,000	0.20	Mar 27, 2023
	45,882,495	6,700,000	52,582,495	0.20	

(i) Each warrant is exercisable for one common share of the Company, subject to the Company's right to accelerate the expiry date in the event that the Company's shares trade at a price of \$0.40 or greater for 20 consecutive trading days.

10. SHARE-BASED PAYMENTS

Stock options

The following table sets out the activity in stock options:

	Six months ended June 30, 202			
		Weighte		
		average exercise		
	Number	price (C\$)		
Options, beginning of period	23,885,000	0.16		
Granted	850,000	0.13		
Expired	(420,000)	(0.25)		
Options, end of period	24,315,000	0.16		

On June 19, 2020, the Company granted 850,000 stock options to directors and to a consultant. The stock options have a five-year term and are exercisable at a price of \$0.13 per share. The stock options granted will vest over a two-year period. The fair value of the stock options was estimated at \$0.04 per option by applying the Black-Scholes option pricing model, using an expected time period of 5 years, a risk-free interest rate of 0.4%, a volatility rate of 95% and a 0% dividend factor.

The following table reflects the stock options issued and outstanding at June 30, 2020:

					Exercise
	Number		Remaining	Number of	price of
	of stock	Exercise	contractual life	exercisable	exercisable
Issue date	options	price	(years)	options	options
		\$			\$
February 9, 2017	7,945,000	0.07	1.6	7,945,000	0.07
February 14, 2017	700,000	0.10	1.6	700,000	0.10
December 4, 2017	500,000	0.16	2.4	500,000	0.16
January 4, 2018	5,500,000	0.16	2.5	5,500,000	0.16
January 22, 2018	600,000	0.16	2.6	600,000	0.16
May 15, 2018	500,000	0.14	0.1	500,000	0.14
November 14, 2018	300,000	0.19	3.4	300,000	0.19
March 21, 2019	133,333	0.17	0.0	133,333	0.17
August 19, 2019	7,286,667	0.27	4.1	2,428,889	0.27
June 19, 2020	850,000	0.13	5.0	283,333	0.13
	24,315,000	0.16	2.7	18,890,555	0.13

Notes to Condensed Interim Consolidated Financial Statements Three and six months ended June 30, 2020 (unaudited - in Canadian dollars)

10. SHARE-BASED PAYMENTS (continued)

Restricted share units ("RSUs")

The following table sets out the activity in restricted share units:

	Six months ended June 30, 2020
	Number
RSUs, beginning of period	2,748,816
Granted	60,000
Redeemed	(105,000)
Expired	(70,000)
RSUs, end of period	2,633,816

On June 19, 2020, the Company granted 60,000 RSUs to directors. The RSUs granted will vest in two stages, 50% on June 19, 2021 and 50% on June 19, 2022. Each vested RSU entitles the holder to receive one common share of the Company by delivering an exercise notice.

11. EXPLORATION EXPENSES

The Company incurred the following exploration expenses:

	Three months ended June 30,		Six months ended June 30,	
	2020	2019	2020	2019
	\$	\$	\$	\$
Wages and fees	398,788	818,037	1,020,723	1,712,868
Drilling and assaying	9,488	407,135	85,700	630,317
Studies and geophysics	11,983	234,859	145,550	574,887
Camp costs	19,414	161,118	162,836	366,693
Field supplies	19,168	65,515	34,466	97,248
Transportation and travel	11,796	151,395	84,591	411,975
Property lease payments	80,263	64,904	145,404	66,952
Others	81,674	244,414	214,872	286,080
	632,574	2,147,377	1,894,142	4,147,020

Notes to Condensed Interim Consolidated Financial Statements Three and six months ended June 30, 2020 (unaudited - in Canadian dollars)

12. MANAGEMENT AND ADMINISTRATION EXPENSES

The Company incurred the following management and administration expenses:

	Three months ended June 30,		Six months ended June 30,	
	2020	2019	2020	2019
	\$	\$	\$	\$
Wages and fees	242,507	389,857	536,215	793,183
Professional fees	(1,343)	36,791	17,575	33,118
Office and others	7,304	8,570	18,538	91,038
Investor relations and travel	8,880	72,052	35,244	90,102
Reporting issuer costs	295	1,852	16,706	47,842
	257,643	509,122	624,278	1,055,283

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:

				June 30, 2020
	Canada	French Guiana	Guyana	Total
	\$	\$	\$	\$
Current assets	2,166,452	143,460	152,595	2,462,507
Property and equipment	6,838	154,941	647,848	809,627
Exploration and evaluation assets	-	1,744,770	1,524,188	3,268,958
Total assets	2,173,290	2,043,171	2,324,631	6,541,092
			De	cember 31, 2019
	Canada	French Guiana	Guyana	Total
	\$	\$	\$	\$
Current assets	3,239,133	148,736	422,156	3,810,025
Property and equipment	102,461	217,022	804,302	1,123,785
Exploration and evaluation assets	-	1,662,462	1,192,688	2,855,150
Total assets	3,341,594	2,028,220	2,419,146	7,788,960

14. EVENTS AFTER THE REPORTING DATE

Majorodam Project

On July 7, 2020, the Company entered into a binding agreement with a Surinamese private company outlining the terms and conditions under which the Company will have the option to acquire a 100% interest in the Majorodam gold project in Suriname. The agreement is subject to the Company completing technical and legal due diligence to its satisfaction, after which a definitive option agreement with the owner of the Majorodam Project will be executed. Barrick is entitled to include the project in the Alliance under the terms of the SAA. Barrick is currently reviewing the project data.

Boulanger Project

On July 8, 2020, the Boulanger option agreement was amended to further extend the option period by an additional one-year period to July 27,2022.

Dorlin Project

The Dorlin Exploitation Permit (the "Dorlin PEX") was renewed on July 30, 2020. The approval of the renewal application which was originally filed in 2015 has extended the validity of the Dorlin PEX until July 31, 2020. On June 2, 2020, the titleholder, in collaboration with the Company, filed an application to obtain a 25-year concession to replace 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, thus enabling the Company to continue to work on the Dorlin Project.

Private placement

On August 6, 2020, the Company completed a non-brokered private placement for gross proceeds of \$6,000,000 through the issuance of 75,000,000 units (the "Units") at \$0.08 per Unit (the "Offering"). Each Unit consisted of one common share of the Company and one half of one common share purchase warrant (each whole warrant, a "Warrant"). Each Warrant entitles its holder to acquire one common share of the Company at a price of \$0.12 per share until August 6, 2022. The Company paid finders' fees of \$350,400 in cash and issued a total of 4,192,000 finders compensation warrants exercisable at a price of \$0.12 until August 6, 2022.

Waiamu Project

On August 10, 2020, the Company gave notice to the titleholders of the Waiamu Project that it was terminating the option agreement due to disappointing exploration results. During the third quarter ended September 30, 2020, the Company will reverse the US\$200,000 accrual recorded at June 30, 2020 related to the April 2020 anniversary option payment which the Company has not paid and will write-down the balance of the capitalized expenses related to the Waiamu Project, estimated at \$430,000.



MANAGEMENT'S DISCUSSION AND ANALYSIS – QUARTERLY HIGHLIGHTS FOR THE THREE MONTHS ENDED JUNE 30, 2020

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 June 30, 2020 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, 2019 ("**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 and six months ended June 30, 2020 (the "**Interim Financial Statements**"), the Company's audited consolidated financial statements for the nine months ended December 31, 2019 and the year ended March 31, 2019 (the "**Annual Financial Statements**"), and the Company's Annual MD&A, including the section describing risks and uncertainties.

During the nine-month financial year ended December 31, 2019, the Company changed its financial year-end to December 31, from March 31. The Company's transition year was the nine months ended December 31, 2019, and the comparative period for this MD&A is the three months ended June 30, 2019.

The effective date of this Interim MD&A is August 20, 2020.

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 the acquisition, exploration and development of mineral projects located in the Guiana Shield region of South America. The Company has entered into agreements entitling it to acquire an interest in various gold exploration projects located in French Guiana, Guyana and Suriname. The main projects in French Guiana are Boulanger and Dorlin. The projects in Guyana include Aremu North, which is part of a Strategic Alliance (the "Alliance") with Barrick Gold Corporation ("Barrick") and Oko West. The Company also recently entered into agreements entitling it to acquire two early stage exploration projects in Suriname.

Reunion Gold's common shares trade on the TSX Venture Exchange ("**TSXV**") under the symbol RGD. As at August 20, 2020, the Company has 507,110,271 issued and outstanding common shares.



Financing and Financial Condition

On August 6, 2020, the Company completed a non-brokered private placement for gross proceeds of \$6,000,000 through the issuance of 75,000,000 units (the "Units") at \$0.08 per Unit (the "Offering"). Each Unit consisted of one common share of the Company and one half of one common share purchase warrant (each whole warrant, a "Warrant"). Each Warrant entitles its holder to acquire one common share of the Company at a price of \$0.12 per share until August 6, 2022. The Company paid finders' fees of \$350,400 in cash and issued a total of 4,192,000 finders compensation warrants exercisable at a price of \$0.12 until August 6, 2022. Dundee Corporation, indirectly through Dundee Resources Limited, acquired 18,750,000 Units increasing its shareholding in the Company from 12.2% to 14.1% on a non-diluted basis. In addition, 1,677,000 of the above-mentioned finders' warrants were issued to Dundee Goodman Merchant Partners, a subsidiary of Dundee Corporation. Certain directors and senior officers of the Company also acquired 7,205,673 Units in the Offering.

As at June 30, 2020, the Company had a working capital deficit of \$77,049, including cash of \$2,205,744, of which an amount of \$914,132 remained restricted to be spent on projects that are part of the Alliance with Barrick.

Taking into account the proceeds of the private placement completed on August 6, 2020 and the planned exploration work programs to be conducted by the end of 2020, the Company will subsequently require additional funds to meet existing commitments, to provide for management and administration expenses for the year 2021 and to carry-out further exploration activities. Given the current COVID-19 pandemic, the volatility of the financial markets and disruptions in the world economy, there can be no assurance that the Company will be able to raise the additional funds when required. If the Company is not successful in raising such additional funds, it may be required to delay, reduce the scope of, or eliminate its exploration activities, and / or relinquish some or all of its assets, any of which could have a negative impact on the business, financial condition and results of operation of the Company.

Given the COVID-19 pandemic outbreak and to preserve cash, the Company had suspended all field activities in March 2020 and taken initiatives to reduce expenditures. Board members, senior executives, and certain senior employees agreed to reduce their compensation by up to 50% effective January 1, 2020. Also, titleholders of the Aremu North and the Arawini projects in Guyana agreed to a deferral of option payments due in 2020 by up to 12 months.

COVID-19 Pandemic

The COVID-19 pandemic is present in all countries in which the Company has mineral projects, with cases being reported in Guyana, French Guiana and Suriname and all countries have imposed travel restrictions which has an impact on the Company's operations. With the recent resumption of activities, the Company has



implemented a number of procedures to ensure the well-being of its staff, including the daily monitoring of temperature and blood oxygen levels, both onsite and during travel to and from projects, under the guidance of local medical consultants.

The extent to which the COVID-19 pandemic impacts the Company's business will depend on future developments which are highly uncertain and cannot be predicted at this time. In addition to the potentially adverse impact on the Company's ability to raise additional the funds to continue its planned activities, the continued spread of the COVID-19 globally could also have an impact on employees health, the availability of personnel, the execution of planned exploration programs and other impacts beyond the Company's control, all of which may have a material and adverse effect on the Company's business, financial condition and results of operations.

Exploration programs

No field activities were conducted at any of the Company's projects during the second quarter of 2020. Activities for the remainder of 2020 will be focused on advancing exploration at the Aremu North, Oko West and Boulanger projects.

At **Aremu North** in Guyana, which is part of the Alliance with Barrick, an initial trenching program had started in March 2020 but then suspended a few weeks later due to the impact of the COVID-19; field activities resumed in mid-July and include the completion of additional geochemical sampling and the restart of an approximately 2,000-meter trenching program. Trenching is testing four main prospects identified from an airborne magnetic and radiometric survey completed in Q4 2019, and subsequent geochemical sampling completed in Q1 2020. Depending on the results from this trenching program, a decision will be made to drill test certain targets in Q4 2020.

At **Oko West** in Guyana, on which the Company has an option to acquire 100% of the property, sampling carried out in Q1 of 2020 has defined a 2km long gold-in-soil anomaly that is coincident with a major north-south striking shear zone identified from an airborne geophysical survey completed in late 2019. This gold-in-soil anomaly is interpreted as the surficial expression of one or more structures that represent the continuation of mineralized units intersected in diamond drilling by G2 Goldfields, located immediately north of the Oko West permits boundary. The Company is currently arranging a new camp and mobilizing heavy equipment to the project and it expects to complete a trenching program once the setup is complete, before initiating a 1,500-meter drill program in late-September.

The **Boulanger** project is located 60km to the south of Cayenne (by paved road), the capital city of French Guiana. Following a recent suspension of activities that allowed for a detailed review and reinterpretation of both the Company's and historical data, field teams returned to site during the first week of August. A roadcut



sampling program along existing tracks that cross the prospect area is underway, along with drill site preparation and access construction, in preparation for a 2,000-meter diamond drilling program planned to commence by the end of September. At Boulanger, the priority is the advancement of the Crique Filon prospect, aiming to expand the footprint of gold mineralization interpreted as hosted in multiple parallel shear deformation zones that cross the southern portion of the project. Results from the planned drilling program are anticipated to be available by year-end.

Waiamu project, Guyana

On August 10, 2020, the Company gave notice to the titleholders of the Waiamu Project that it was terminating the option agreement due to disappointing exploration results. During the third quarter ended September 30, 2020, the Company will write-down the capitalized expenses related to the Waiamu Project estimated at \$430,000.

Dorlin project, French Guiana

The Dorlin Exploitation Permit (the "Dorlin PEX") was renewed on July 30, 2020. The approval of the renewal application which was originally filed in 2015 has extended the validity of the Dorlin PEX until July 31, 2020. On June 2, 2020, the titleholder, in collaboration with the Company, filed an application to obtain a 25-year concession to replace 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, thus enabling the Company to continue to work on the Dorlin Project.

Boulanger project, French Guiana

On July 8, 2020, the option agreement under which the Company is entitled to acquire 100% of the Boulanger project was amended to further extend the option period by an additional one-year period to July 27, 2022.

Majorodam, Suriname

On July 7, 2020, the Company entered into a binding agreement with a Surinamese private company outlining the terms and conditions under which the Company will have the option to acquire a 100% interest in the **Majorodam** gold project in Suriname. The agreement is subject to the Company completing technical and legal due diligence to its satisfaction, after which a definitive option agreement with the owner of the Majorodam Project will be executed. Barrick who is entitled to include the project in the Alliance under the terms of the SAA is currently reviewing the project data.



The Majorodam Project comprises a right of exploitation for gold and other minerals totalling 99.85 square kilometres and is located 100 km south of Paramaribo. Approximately 15 km to the north of the Majorodam Project, and within the same greenstone belt, is lamgold's recently discovered Saramacca deposit containing 1.5 million ounces of gold in reserves. This proximity to existing and proven mineralization, as well as the location within a major northwest striking shear corridor controlling the western edge of this greenstone belt, are two of the factors that have led the Company to this project. An airborne geophysical magnetic and radiometric survey was recently completed on behalf of the Surinamese private company, in early 2020, and is currently under interpretation. This survey is expected to deliver a refined understanding of the project area structural geology that the Company could use to target initial exploration work.

NW Extension, Suriname

On May 27, 2020, the Company entered into an agreement under which a Surinamese private company has agreed to grant to the Company an option to acquire the **NW Extension** gold project, located in Suriname. Payments of \$12,500 are due to the rights holder in the first and second year of the agreement. Upon exercise of the option and transfer of the rights to the Company, the rights holder will retain a 0.25% net smelter royalty. Under the terms of the SAA, Barrick who is entitled to include the project in the Alliance is currently reviewing the project data.

The NW Extension Project, comprising three rights of exploration totaling 925 square kilometres, is located 60 kilometres to the west-southwest of Paramaribo and covers what is interpreted to be a continuation (based on interpretation of regional magnetic geophysical data) of the Paleoproterozoic greenstone belt hosting several gold deposits in the region. Pending the lifting of travel restrictions in Suriname because of the COVID-19 pandemic, an initial exploration program is being planned that may include the compilation of available historical data, commencement of field mapping, and the execution of geochemical and geophysical surveys in high priority areas.

Qualified Person

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



Financial Review

During the three months ended June 30, 2020, the Company incurred a loss of \$1,366,323 (nil per share) compared to \$2,948,046 (\$0.01 per share) during the three months ended June 30, 2019.

The Company's share in exploration expenses during the reporting period amounted to \$632,574 (\$2,147,377 during the comparative period in 2019). During the three months ended June 30, 2020, Barrick has also spent an amount of \$94,792 in exploration expenses on the Aremu North project in Guyana.

The detail of exploration and evaluation expenses by project is as follows:

					3 months ended	3 months ended
					June 30,	June 30,
					2020	2019
	Dorlin	Boulanger	Aremu North	Other projects	Total	Total
	\$	\$	\$	\$	\$	\$
Wages and fees	115,440	80,028	161,257	92,263	448,988	1,391,460
Drilling and assaying	-	-	(9,528)	19,016	9,488	504,643
Studies	2,503	-	-	9,480	11,983	241,546
Camp costs	3,780	514	3,309	11,811	19,414	382,151
Field supplies	55	2,029	8,921	8,163	19,168	141,587
Transportation and travel	13,084	-	(2,967)	1,679	11,796	334,142
Property lease payments	-	-	1,802	78,461	80,263	142,637
Others	24,969	28,992	38,841	33,464	126,266	400,464
	159,831	111,563	201,635	254,337	727,366	3,538,630
Barrick's share of expenses	-	-	(94,792)	-	(94,792)	(1,391,253)
	159,831	111,563	106,843	254,337	632,574	2,147,377

Management and administration expenses totaled \$257,643 during the reporting period compared to \$509,122 in 2019. Wages and fees to consultants of \$242,507 (\$389,857 in 2019) reflect the reduction in wages and fees of the Company's directors and senior officers effective January 1, 2020 by up to 50%. Lower professional fees during the reporting period, a credit of \$1,343 compared to an expense of \$36,791 during the comparative period in 2019 is due to the change of the Company's year-end in 2019 from March to December, with no audit fees incurred during the current period compared to \$31,428 in 2019. Lower investor relations and travel expenses of \$8,880 (\$72,052 in 2019) reflect the lower activities and the suspension of all travels as a result of the COVID-19 pandemic. The Company also incurred office expenses of \$7,304 (\$8,570 during the comparative period in 2019) and reporting issuer costs of \$295 (\$1,852 in 2019).

The Company incurred an amount of \$299,082 as stock-based compensation during the three months ended June 30, 2020 (\$100,571 in 2019). The increased expense relates mostly to the grant in June 2020 of 850,000 stock options and 60,000 RSUs to directors and a consultant and in August 2019 of 7,640,000 stock options



and 1,476,316 RSUs to directors, officers, employees and consultants. Depreciation and amortization expense related to property and equipment acquired for its projects in Guyana and French Guiana and to right-of-use-assets capitalized in accordance with IFRS 16 totaled \$178,983 during the three months ended June 30, 2020 (\$222,846 in 2019).

The Company recorded finance expense of \$2,151 during the three months ended June 30, 2020 (\$22,539 in 2019) consisting of the accretion expense on the non-interest bearing note payable related to the purchase of mobile equipment in Guyana in May 2018 (\$372), with the last loan payment made on April 30, 2020 (in accordance with the terms of the note payable), and on the lease liabilities related to the right-of-use assets in accordance with IFRS 16 (\$1,779). The Company also realized finance income of \$4,107 on liquidities held (\$52,461 in 2019).

Investing Activities

During the six months ended June 30, 2020, the Company did not acquire any property and equipment (\$88,619 during the comparative period in 2019, consisting mostly of service vehicles).

The Company accrued an amount of \$272,650 in option payments during the six months ended June 30, 2020 related to the Waiamu project in Guyana (\$66,086 in 2019), which agreement has an anniversary date of April 16. Given that the Company sent a notice of termination to the titleholders of the Waiamu project on August 10, 2020, the Company will reverse in Q3 2020 the accrual of \$272,650 and will write down the remaining capitalized expenses related to the Waiamu Project in the estimated amount of \$430,000.

Financing Activities

On August 6, 2020, the Company completed a private placement and issued a total of 75,000,000 Units at a price of \$0.08 per Unit for proceeds of \$6,000,000 and paid finders' fees of \$350,400 (see description of the private placement in the *Financing and Financial Condition* section).

In March 2020, the Company completed a private placement and issued a total of 13,400,000 Units at a price of \$0.13 per Unit for proceeds of \$1,742,000 and incurred share issue expenses of \$55,612.

During the six months ended June 30, 2019, the Company had completed two private placements and had issued 87,290,000 shares at a price of \$0.15 per share for total proceeds of \$13,093,500 and 9,473,684 shares at a price of \$0.13 per share for total proceeds of \$1,800,000 and incurred total share issue expenses of \$774,331.



The Company made total payments of \$132,654 during the six months ended June 30, 2020 on the May 2018 non-interest-bearing note payable (\$194,077 in 2019). The last payment was made on April 30, 2020 and the note has now been fully repaid.

The repayment of lease liabilities in accordance with IFRS 16 totaled \$116,465 during the six months ended June 30, 2020 (\$103,326 in 2019).

Liquidities and Capital Resources

At June 30, 2020, the Company had a working capital deficit of \$77,049 compared to a working capital of \$1,076,085 at December 31, 2019. The decrease in the working capital during the six months ended June 30, 2020 is mainly attributable to exploration expenses of \$1,894,142, management and administration expenses of \$624,278, the reimbursement of amounts due under the note payable of \$132,654, the repayment of lease liabilities of \$116,465, partially offset by net proceeds of \$1,695,388 from the March 2020 private placement.

As more fully described in the *Financing and Financial Condition* section, the Company will require additional funds to meet all existing commitments, to provide for management and administration expenses for the year 2021 and to carry out continued exploration programs.

Outstanding Share Data

As at August 20, 2020, a total of 507,010,271 common shares are issued and outstanding, 52,582,495 share purchase warrants are exercisable at a price of \$0.20 per share at various dates until March 2023, 41,692,000 share purchase warrants are exercisable at a price of \$0.12 per share by August 6, 2022, 23,515,000 stock options are outstanding with exercise prices ranging between \$0.07 and \$0.27 and expiring until June 2025 and 2,608,816 RSUs are outstanding with vesting until June 2022.

Related Party Transactions

During the three and six months ended June 30, 2020, the Company provided administrative services to other TSXV-listed companies, related by virtue of common management, including Highland Copper Company Inc. ("Highland") and Odyssey Resources Limited. The services are provided at cost for all direct expenses plus a fixed monthly charge to cover overhead expenses. Amounts recovered for administrative services during the six months ended June 30, 2020 totaled \$66,685 (\$84,641 in 2019). During the six months ended June 30, 2020 totaled \$66,685 (\$84,641 in 2019). During the six months ended June 30, 2020, the Company paid an amount of nil to Highland for administrative and legal services (\$49,675 in 2019).

The remuneration awarded to directors and to senior key management, including the executive chairman, the president and chief executive officer and the chief financial officer totalled \$676,596 during the six months



ended June 30, 2020, including \$365,268 in share-based compensation (total remuneration of \$681,680 in 2019, including \$134,269 in share-based compensation).

The participation of insiders in the August 2020 private placement of Units as described under the *Financing and Financial condition* section above also constitute a related party transaction.

Risk Factors

The activities of the Company are highly speculative due to the nature of mineral exploration generally and the Company's present stage of development. Risks and uncertainties that the Company is subject to include, but are not limited to: risks and uncertainties related to the effects of the COVID-19 pandemic, the Company's ability to continue raising sufficient funds to fund its share of future costs and expenditures in the Alliance with Barrick, to fund option payments and exploration expenditures on projects that are not part of the Alliance, and to fund general and administrative costs in a timely manner and on acceptable terms; risks related to the completion and results of planned exploration programs; risks of mineral rights being subject to prior unregistered agreements, transfers, non-compliance with regulatory requirements or claims and other defects in title; uncertainties related to the grant of mining concessions for the projects under option agreements in French Guiana, uncertainties related to obtaining permits required to conduct exploration activities; uncertainties related to the Company's ability to obtain regulatory approvals required to transfer mineral rights following the exercise of option agreements by the Company; and uncertainties related to environment and social acceptability.

Renewal of mineral rights in French Guiana is a very detailed and long process. Under French mining law, the period of validity of mineral rights is extended until the French government makes a decision on the renewal application. The concessions with respect to the Boulanger and Haute Mana projects expired on December 31, 2018. Renewal applications have been filed in December 2016 and are still pending. The Dorlin exploitation permit ("PEX") expired on July 31, 2020. The filing of a concession application in June 2020 has the effect of extending the validity of the Dorlin PEX while the concession application is being processed. However, the Company expects that the concession application process will be a long process and there can be no certainty that the concession will be granted.

Resource exploration and development is highly speculative, 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 for additional information.



Forward-Looking Statements

This news release contains "forward-looking information" within the meaning of the applicable Canadian securities legislation. All statements, other than statements of historical fact, are forward-looking statements and are based on expectations, estimates and projections as at the date of this news release. Any statement that involves discussions with respect to expectations, beliefs, plans, objectives, assumptions, future events or performance (often but not always using phrases such as "expects", "anticipates", "plans", "estimates", "proposes" "believes" or "intends" or variations of such words and phrases or stating that certain actions, events or results "may" or "would", "might" or "will" be taken to occur or be achieved) are not statements of historical fact and may be forward-looking statements. In this MD&A, forward-looking statements relate to the potential of the Company's projects, expected work programs, geological interpretation, exploration results, grant of various concessions for projects in French Guiana, and the Company's ability to raise additional funds and to acquire new projects in Guyana and Suriname.

Forward-looking statements are necessarily based upon a number of estimates and assumptions that, while considered reasonable, are subject to known and unknown risks, uncertainties, and other factors which may cause the actual results and future events to differ materially from those expressed or implied by such forward-looking statements. There can be no assurance that forward-looking statements will prove to be accurate, as actual results and future events could differ materially from those anticipated in such statements. Accordingly, readers should not place undue reliance on the forward-looking statements and information contained in this news release. Except as required by law, the Company assumes no obligation to update the forward-looking statements of beliefs, opinions, projections, or other factors, should they change, except as required by law.

Additional Information and Continuous Disclosure

Additional information on the Company is available through regular filings of press releases and financial statements on SEDAR (<u>www.sedar.com</u>) and on the Company's website (<u>www.reuniongold.com</u>).