



1911 Gold Corporation

Management Discussion and Analysis

(Expressed in thousands of Canadian dollars)

For the year ended December 31, 2022





This Management Discussion and Analysis (“MD&A”) is an overview of all material information about the operations, liquidity and capital resources of 1911 Gold Corporation (the “Company” or “1911 Gold”) for the year ended December 31, 2022. The MD&A was prepared as of April 28, 2023 and should be read in conjunction with the audited consolidated financial statements for the years ended December 31, 2022 and 2021 (the “Financial Statements”), and the related notes contained therein which have been prepared in accordance with International Financial Reporting Standards as issued by the International Accounting Standards Board (“IFRS”).

In this MD&A, references to grams per tonne and ounces per ton will be shown as g/t and oz/t. Additional abbreviations that may be used include metres (“m”) and tons per day (“tpd”). All references to ounces refer to gold ounces unless otherwise specified. All dollar figures are in Canadian unless otherwise stated.

Some of the statements in this MD&A are forward-looking statements that are subject to risk factors set out in the cautionary note contained herein. The Company’s common shares are listed on the TSX Venture Exchange (“TSX-V”) under the symbol “AUMB” and in the United States on the OTCQX under the stock symbol “AUMBF”. Additional information related to the Company is available on SEDAR at www.sedar.com and on the Company’s website www.1911gold.com.

OVERVIEW

1911 Gold is a junior explorer that holds a highly prospective, consolidated land package totalling 58,672 hectares within and adjacent to the Archean Rice Lake greenstone belt in Manitoba, and also owns the True North mine and mill complex at Bissett, Manitoba. 1911 Gold believes its land package provides a prime exploration opportunity, with potential to develop a mining district centered on the True North complex. The Company also owns the Apex property near Snow Lake, Manitoba, and the Tully and Denton-Keefe projects near Timmins, Ontario. The Company intends to focus on both organic growth opportunities and accretive acquisition opportunities in North America.

HIGHLIGHTS

- For the year ended December 31, 2022, the Company completed 13,069 metres of drilling on priority targets at the Central Manitoba, Tinney, Wallace, Bidou and Palomar projects on the Rice Lake property, and 1,642 metres of drilling on four targets at the Apex project near Snow Lake, Manitoba. The drilling on the Rice Lake property includes 2,648 metres of drilling completed in Q4 2022, between October 1, 2022 and November 18, 2022.
- Highlights include:
 - 5,028 metres completed at Tinney and Bidou, with one hole, EO-22-024 testing down-plunge to the northeast on the porphyry, yielding 32.2 g/t gold over 0.7 metres and a second hole, EO-22-026, the deepest yet completed at 533 metres, encountering over 70 metres of sheeted quartz veins, alteration and sulphide mineralization as well as sporadic anomalous gold values (up to 0.4 g/t gold), confirming the mineral system continues to depth;
 - 2,528 metres of first pass drilling completed at Wallace, intersected several mineralized structures, with one hole, CR-22-003 at the Crown-10 target, intersecting 2.9 g/t gold over 4.3 meters (including 10.1 g/t gold over 1.0 metres);
 - 1,642 metres of first pass drilling at Apex, intersecting gold mineralization in two target areas, including 9.7 g/t gold over 0.45 meters and 15.3 g/t gold over 0.65 metres, the latter within a broader zone grading 0.9 g/t gold over 20.7 metres;
 - 3,786 metres of first pass drilling at Central Manitoba, to test down-dip and down-plunge from historical workings and drill intercepts, in areas previously deemed to have minimal depth potential due to the presence of late faults that were thought to truncate favourable structures and stratigraphy;



- 1,136 metres of follow-up drilling at Wallace, to test for extensions of the mineralized structures intersected in first-pass drilling in Q1-Q2 2022
- 590 metres of first-pass drilling at the Palomar project, to test two parallel gold-bearing structures that were traced on surface for over 100 metres during the 2022 field program.
- The Company also completed a 24-line-kilometre induced-polarization (IP) survey over large-scale structural targets at Currie's Landing in the western portion of the Rice Lake property, using the deep-penetrating OreVision® IP system to identify prospective structures for drill testing within an area with very little bedrock exposure and no record of previous exploration drilling for gold. Survey results indicate a Priority 1 zone of chargeability associated with the hinge of a regional-scale fold, with first-pass drilling in planning for 2023.
- On June 4, 2022, the Company commenced the Tailings reprocessing operations at the True North complex at Bissett, Manitoba, and operated through to November 11, 2022. The Company processed a total of 182,746 tonnes at an average grade of 0.63 g/t gold, recovering 2,204 ounces during the period. Overall recoveries declined to 66% (from 77% in 2021) as the material excavated from tailings was significantly finer in nature than in prior years, causing significant challenges in the leaching process. In connection with the start up of the tailings operations, the Company received approval for a \$0.3 million grant from the Manitoba Mineral Development Fund ("MMDF").
- The Company announced the appointment of Shaun Heinrichs, previously the Chief Financial Officer of the Company since June 2018, as President and Chief Executive Officer of 1911 Gold Corp. Subsequently, the Company also appointed Carmen Amezcua as Chief Financial Officer.
- In September 2022, the Company completed the 2022 field exploration program, with emphasis on geological and structural mapping and surficial geochemistry in priority target areas, including the Central Manitoba, Wallace and the developing Whales project areas. In part as a result of field observations made during the 2022 program, the Company staked an additional block of 20 mining claims, comprising 4,284 hectares in October 2022. This claim block (currently in pending status) extends the Company's contiguous land position for a distance of 14.5 kilometres to the southeast, to cover several major structures with geological similarities to the LP fault on Kinross Gold's Dixie property in the Red Lake district.



FINANCIAL AND OPERATION SUMMARY

	2022	2021	2020
Financial Results (in thousands)			
Revenue	\$ 5,884	\$ 9,667	\$ 10,768
Cost of sales:			
Production costs	8,447	12,866	8,817
Depreciation and depletion	832	1,492	2,460
Total cost of sales	9,279	14,358	11,277
General and Administrative Costs	1,873	1,984	2,485
Exploration expense	8,023	4,412	4,082
Other income	(1,904)	(2,331)	(980)
Income tax expense	–	5	5
Net loss for the year	\$ (11,387)	\$ (8,761)	\$ (6,101)
Operating Results			
Gold ounces sold	2,221	4,263	4,175
Per Ounce Data			
Average realized price	\$ 2,276	\$ 2,260	\$ 2,514
Cash cost of operations per ounce sold ⁽¹⁾	3,803	3,018	\$ 2,112
All in sustaining costs per ounce sold ⁽¹⁾	4,647	3,499	\$ 2,722
Per Share Data			
Basic and diluted loss per share	(0.17)	\$ (0.19)	\$ (0.15)
Weighted average common shares outstanding	68,216,155	46,971,606	42,007,242
	December 31 2022	December 31 2021	December 31 2020
Financial Position (in thousands)			
Cash and cash equivalents	\$ 630	\$ 9,954	\$ 10,029
Total assets	34,163	45,602	47,621
Total liabilities	5,977	6,319	5,969
Shareholder equity	28,186	39,283	41,652

[1] This is a non-IFRS measure; refer to the Non-IFRS Performance Measures section of this MD&A for additional detail. As a result of the annual seasonal shutdown periods, 205 days in 2022, 160 days in 2021, and 176 days in 2020, the cash costs include a significant amount of cost unrelated to the cost of production.

OPERATIONS

The Company reprocessed tailings from June 4, 2022, significantly delayed compared to the 2021 restart (April 20, 2021) due to the challenging weather conditions, through to November 11, 2022. The mill processed 165,786 tonnes during the season containing approximately 3,775 ounces, compared with 244,787 tonnes in 2021 containing approximately 5,466 ounces.

Operations in 2022 experienced a number of challenges, commencing with the six-week delay in start up as a result of wetter conditions as a result of heavier than normal levels of snowfall in the 2021/2022 winter season. During the months of June and July, the operations continued to experience extended downtime periods due to equipment issues, partially caused by the loss of several key maintenance personnel early in the season. As well, despite overall grade remaining comparable to 2021, the coarseness of the tailings material declined significantly in the areas that were excavated in 2022. As a result of the increased fineness, the material was challenging to process through the grinding circuit and loaded on



carbon in the leach circuit at a substantially reduced rate, resulting in a 11% drop in gold recoveries compared to the prior year (58% in 2022 compared with 69% in 2021). The overall result was a significantly higher cash cost per ounce sold (including the 205 non-operating days in 2022, 2021 – 160 days) in 2022, with 1911 incurring \$3.8 million in cash costs per ounce sold compared with \$3.0 million in 2021.

Data Centre Agreements

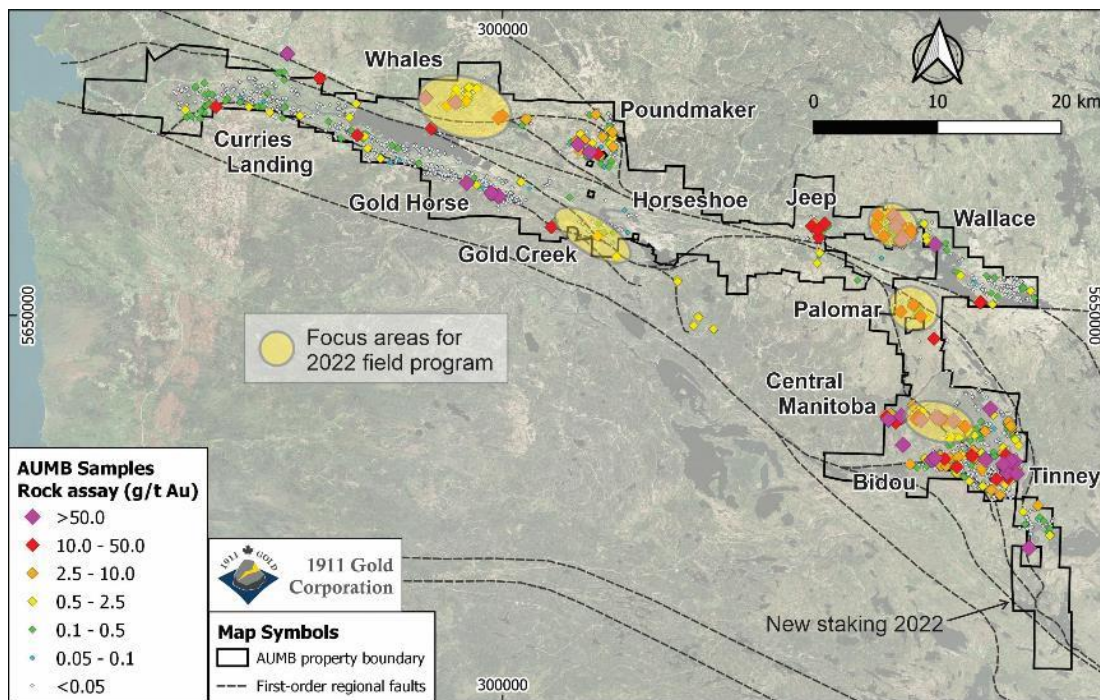
The Company entered into three agreements in June, September and November of 2022 for the lease of a 0.35 hectare parcel of land on the True North site for the purpose of hosting a data processing centre, for a term of 3 to 5 years. This data center is independently operated and maintained and will utilize excess hydroelectric power available at site—up to 9 MW in total out of a permitted capacity of 11.5 MW—for the purposes of providing data processing services to third parties. It is expected that the Company will receive payments of between \$0.3 and \$0.4 million per month and will incur additional utility costs of up to \$0.3 million per month, with overall annual net proceeds of about \$0.4 million. There will be additional benefits through cost-sharing for both security and maintenance personnel once the data center is fully operational, which is expected to be in late April or early May, 2023.

EXPLORATION

The Company holds strategic exploration properties in Tier 1 mining districts in Manitoba and Ontario, Canada—areas with proven potential for world-class gold deposits—and is focused on advancing these assets to create long-term value for our shareholders.

The Company's 100%-owned Rice Lake exploration property, which will total 62,974 hectares after the ground staking completed in Q4 2022, covers the most prospective portions of the Rice Lake greenstone belt (**Figure 1**), part of the same belt of greenstones that includes the world-class, high-grade Red Lake gold district, located approximately 100 kilometres to the east in Ontario. The Company's consolidated land position—the largest ever assembled in the belt—provides an unprecedented opportunity to evaluate this under-explored district at belt-scale, utilizing modern exploration methods.

Figure 1: Regional map of the Rice Lake property, showing the consolidated land position, major structures, project areas, results from rock sampling completed by the Company to Q4 2022, areas of active exploration, and the area of new staking.



Exploration drilling in 2022 focused on following-up encouraging results from the Phase II exploration drilling completed in 2021, as well as new drilling to test a number of targets generated from the 2021 field exploration program and compilation of historical exploration data.

Exploration drilling in 2022 included: 38 drillholes for 9,823 metres to test 11 new targets in the Central Manitoba, Tinney, Wallace, Bidou and Palomar project areas; 6 drillholes for 1,642 metres to test 4 new targets at the Apex (Snow Lake) project; and 12 drillholes for 3,246 metres to follow up on results of the 2021 drilling in the Tinney and Bidou project areas.

The 2022 drilling was completed in two phases from January 11 to April 23, 2022 (35 drillholes for 9,199 metres) and from August 24 to November 18, 2022 (21 drillholes for 5,537 metres). The shortfall in metres drilled in Q1-Q2 2022 (from a planned 11,000 metres) was mostly the result of unusually thick snow accumulations, which prohibited access into several areas due to inadequate freezing of ground and lake ice, and (for drilling planned for Q3-Q4 2022) due to excessive run-off and saturated ground conditions that persisted through 2022 in low-lying areas. Results from 20 drillholes completed at Tinney and Bidou were released in Q2 2022 (see press release dated June 8, 2022). The results from 6 drillholes at Apex were released in a press release dated July 6, 2022, and the results from 9 drillholes at Wallace were released in a press release dated July 19, 2022.

In Q3 2022, the Company also staked an additional 4,282 hectares of mining claims (currently in 'pending' status) in the area of Garner and Gem lakes, extending the Company's land position more than 14 kilometres to the southeast, along major fault structures that parallel, and are geologically analogous, to the LP fault in the Red Lake district – host to the multi-million-ounce Dixie gold deposit.

Central Manitoba project

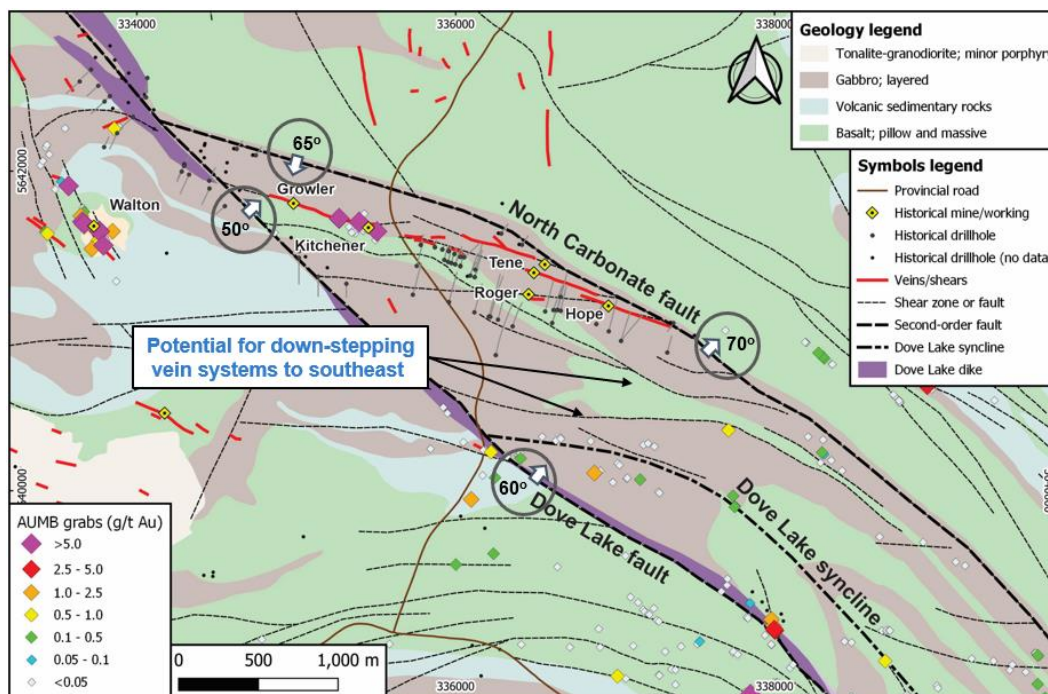
In 2021, initial compilation work and reconnaissance mapping were completed in the area of the historical Central Manitoba mine, which is the second-largest gold producer in the Rice Lake district with cumulative production of 160,000 ounces of gold between 1928 and 1938, from ore grading approximately 13 g/t Au. Compilation work included acquiring, digitizing and orthorectifying level plans of historical underground workings from microfiche rolls in the archives of the Manitoba Mines Branch. Also acquired were unpublished surface diamond drilling results from work completed by a previous operator between 2006 and 2009.



The historical workings indicate that although the mineralized structures were traced for over 2.5 kilometres along strike on surface, they were only mined to vertical depths of approximately 150 metres, which is highly unusual for vein-hosted gold deposits of this type. Typically, such deposits extend at least as far to depth as they do along strike, strongly suggesting that residual depth potential may exist at Central Manitoba.

Historically, the mined veins at Central Manitoba were thought to have limited depth extents and potential due to the fact that they are bound to the southwest and northeast by two later, inward-inclined faults (**Figure 6**). While this appears to be the case in the immediate mine area, new and historical mapping indicates that towards the southeast these faults are inclined away from each other, suggesting significant residual potential may exist at depth, particularly toward the southeast where the faults bound a very thick panel of favourable rocks with no record of previous drilling.

Figure 2: Simplified map of the Central Manitoba mine area showing the general geology and structure, with the historically-defined vein and shear structures, and the locations of previous drillholes.



Reconnaissance mapping in 2021, followed up by more detailing mapping in 2022, also delineated several discrete shear zones that parallel the previously-mined gold-bearing structures, defining an ‘en-echelon’ array that steps down toward the southeast. Many of these parallel structures have no record of previous drilling.

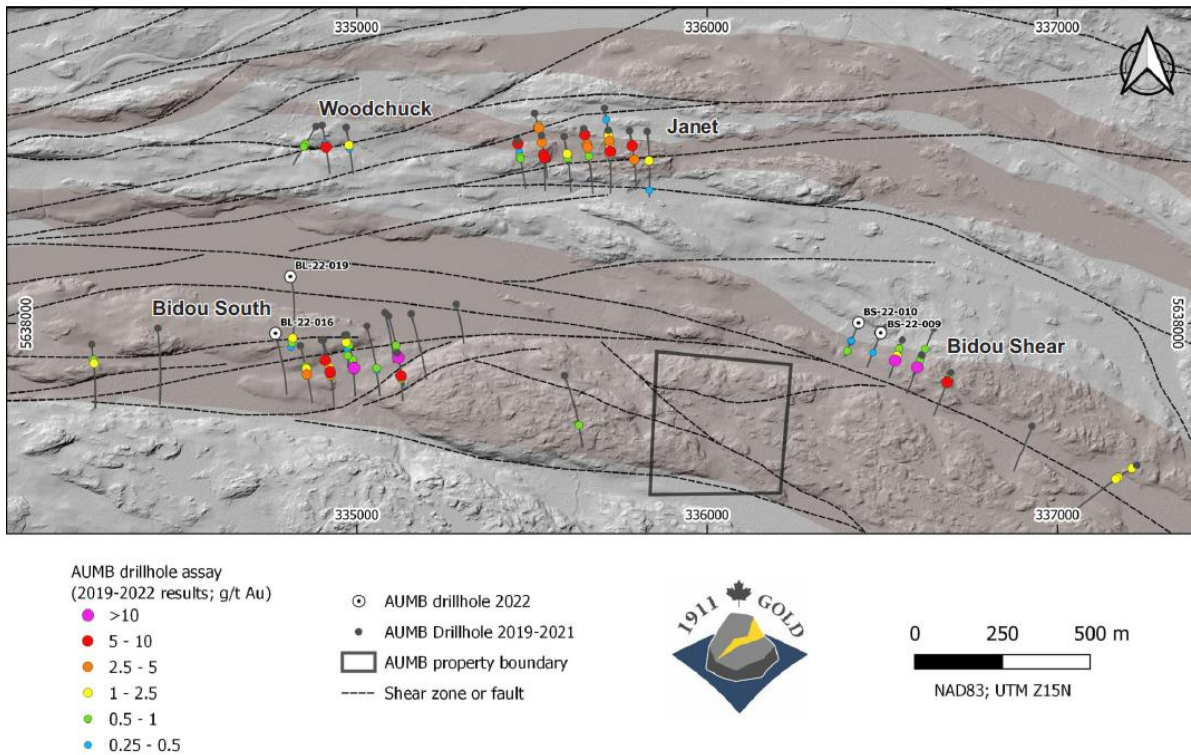
In Q3 2022, the Company commenced its maiden exploration drilling program at Central Manitoba to test for undiscovered extensions of mined veins in proximity to the historical workings, as well as down-plunge extensions of previous high-grade drill intercepts. This drilling is also testing several parallel structures, defined by mapping, that have no record of previous drilling. To the end of Q4 2022, 14 drill holes totaling 3,786 metres were completed at Central Manitoba, with assay results pending.

Bidou project

The Bidou project area demonstrates stratigraphic and structural similarities to the 3-million-ounce True North deposit on the opposite (northwest) margin of the Ross River pluton yet has seen only limited previous exploration and drilling. At Bidou, a series of kilometre-scale structures, interpreted from aeromagnetic and LiDAR data, trend east or northeast through a sequence of basalt flows, gabbro sills, sedimentary rocks and felsic porphyry dikes. Where exposed in outcrop, these structures are similar in orientation, deformation style and sense of movement to the prolific ‘16-type’ structures that hosted high-grade ore at True North.

Drilling completed to date has been concentrated in the southern portion of the Bidou project (**Figure 3**), to test several structures that coincide with anomalous gold in outcrop or surficial sediments, particularly where such structures intersect chemically or structurally favourable rocks such as gabbro sills or porphyry dikes. Although all targets have produced gold intercepts, the most significant results, and consequently the bulk of the drilling, has been at the Bidou South target.

Figure 3: Simplified map of the Bidou project (southern portion), showing drillholes completed to date by the Company and significant gold intercepts. Priority areas for follow-up drilling in Q1-Q2 2022 were the Bidou South and Bidou Shear targets, with the locations of Priority 1 drillholes indicated.



Drilling at Bidou South confirmed the presence of gold mineralization hosted by a northeast-trending shear structure where it cuts across a very thick gabbro sill. The best intercepts appear to occur where this structure merges with a previously unrecognized structure that parallels the sill; the resulting intersection thus forms a steeply-plunging target that remains open at depth. Step-out drilling to the east along strike, from drill pads located on Bidou Lake, intersected encouraging structure, alteration and vein systems, but did not yield significant gold results.

Drilling in Q1-Q2 2022 was focused on the Bidou South and Bidou Shear targets, with the goal of extending known zones of gold mineralization and testing their down-plunge potential at points where favourable structures intersect favourable host rocks. Four drillholes, totalling 1,085 metres, were completed in Q1-Q2 2022, including the deepest drillhole to date at Bidou South, at 464 metres downhole depth.

Bidou South Target

Drillhole BL-22-019 targeted the intersection between layered gabbro and a cross-cutting structure at a vertical depth of approximately 400 metres, making this the deepest drillhole completed to date on this target. The drillhole intersected nine metres of intensely sheared, altered, quartz-veined and sulphidized (pyrite, pyrrhotite, chalcopyrite, sphalerite) gabbro, approximately 10 metres above the targeted depth. This zone yielded consistent elevated gold values over 6.3 metres, with a weighted average grade of 0.6 g/t gold over that interval, confirming that the targeted structure remains open down plunge and along strike at this depth, and is gold-bearing. Drillhole BL-22-016 tested the same structure near surface, stepping out along strike to the west of previous drilling, but did not yield significant assay results.

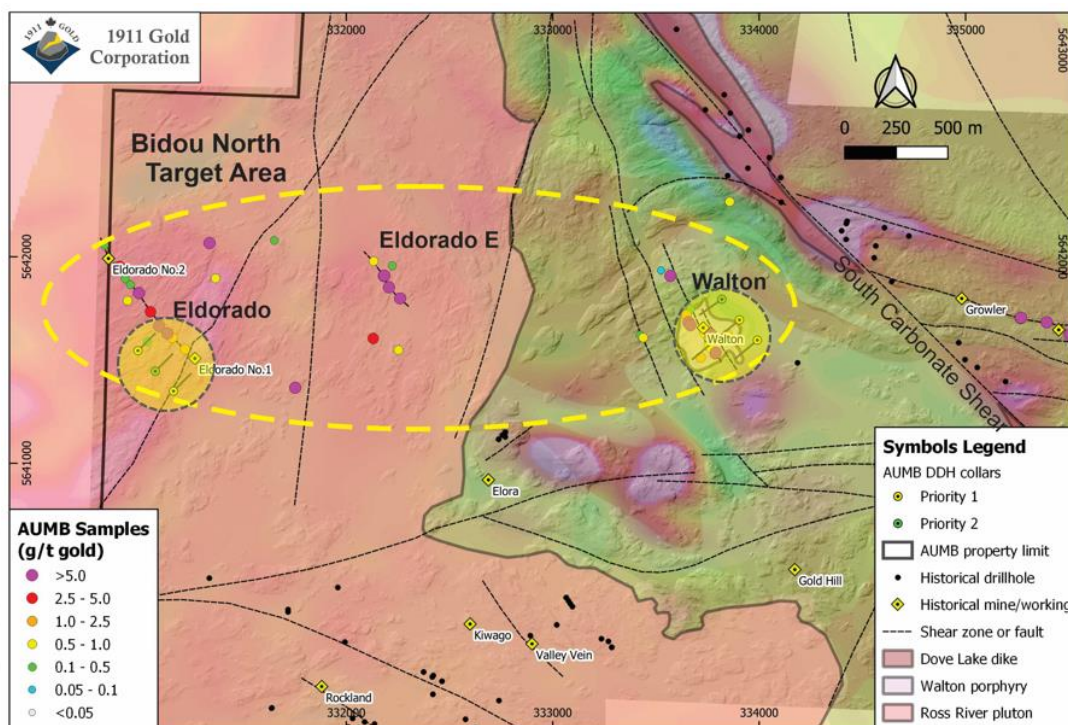
Bidou Shear Target

Two drillholes (BS-22-009, -010) were completed along strike to the west of previous drillholes at Bidou Shear, to test a major structure hosted by a panel of sedimentary rocks between two gabbro sills. Both drillholes intersected the targeted structure, defined by over 10 metres of strongly sheared, altered and quartz-veined sedimentary rocks, with BS-22-010 returning 0.5 g/t gold over 0.5 metres.

Eldorado and Walton Targets

During the 2021 field program, mapping, prospecting and surficial geochemistry was extended northward at the Bidou project to cover the eastern margin of the Ross River pluton into an area west of a historical mine (Central Manitoba) that produced approximately 150,000 ounces of gold in the 1930s. The focus of this work was a series of northwest trending structures developed within the pluton near its margin, as well as extending outward into the host volcanic and sedimentary rocks. The two major targets here (**Figure 4**) include Eldorado in the west and Walton in the east, both of which were explored historically via shallow mine shafts, with no record of historical production, and no record of historical or recent drilling.

Figure 4: Simplified map of the Bidou project (northern portion), showing priority areas for first-pass drilling in Q1-Q2 2022 at the Eldorado and Walton targets, with the locations of Priority 1 drillholes indicated.



The Eldorado structure is traced continuously on surface for over 700 metres and has consistently returned gold values from surface sampling, including high-grade values up to 100.2 g/t Au. The structure ranges up to 2 metres in width and contains well-preserved structures to facilitate prediction of the most likely orientations of potential high-grade shoots within the larger-scale host structure. In the 1930s, Eldorado was developed on three levels underground via a vertical shaft, but was never brought into production.

The Walton target includes a series of northwest-trending structures that cut a felsic porphyry intrusion or 'plug' measuring approximately 300 metres in diameter east of the Ross River pluton. The structures have been traced by prospecting and mapping for close to 500 metres along strike, and contain quartz vein systems that have returned assay values up to 143.3 g/t Au. Surficial geochemistry indicates the structures continue to the southeast, beyond the limits of bedrock exposure.

There is no record of historical drilling on this target, which shows geological similarities to the Company's Edna-Otter target in the Tinney project area.

Priority 1 drilling planned for Q1-Q2 2022 included two drillholes each at Eldorado and Walton; unfortunately, due to an early spring thaw and deteriorating drill trails, only one drillhole was completed, at Eldorado, for 380 metres. This drillhole tested the main structure below the workings, down-plunge from high-grade gold showings on surface and a major flexure in the structure. Drillhole EL-22-001 intersecting three narrow zones of gold mineralization, the deepest of which, representing the main structure, returned 1.1 g/t gold over 0.9 metres, thus confirming the structure is open, albeit narrow, at depth.

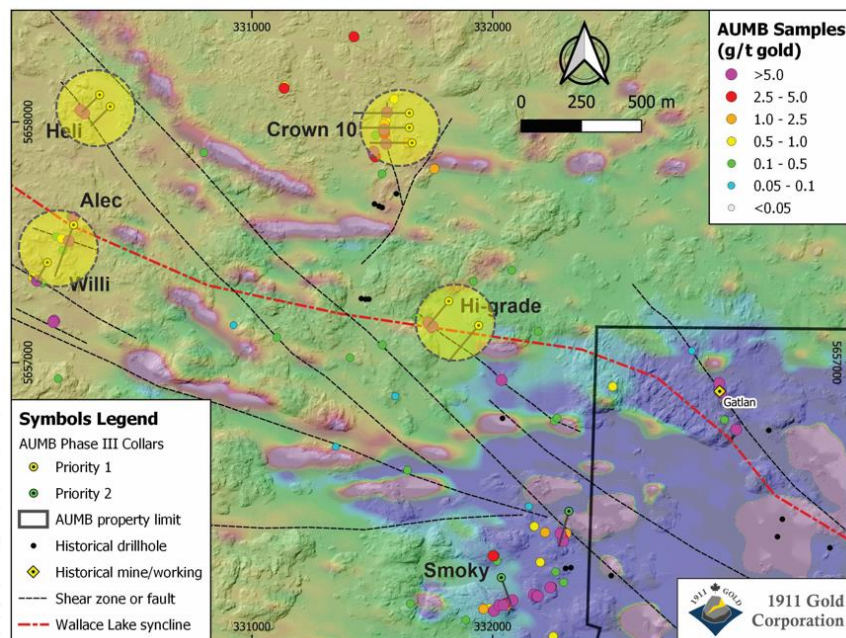
Due to saturated ground resulting from excessive spring run-off along the access trail, no drilling was completed at the Walton target in 2022. This target remains a priority for drill testing in 2023.

Wallace project

In 2021, the Wallace project was rapidly advanced towards first-pass exploration drilling, returning numerous significant gold assay values from surface sampling along large-scale shear zones and faults, thus making it a priority for 2022 drilling.

At Wallace, several zones of gold mineralization were evaluated through outcrop stripping, detailed mapping and channel sampling in order to further constrain the distribution and controls of gold mineralization. Several targets in the northwest part of the project area (**Figure 5**) were advanced to drill-stage through this work, with emphasis on large-scale structures with demonstrated potential to host significant gold-bearing vein systems.

Figure 5: Simplified map of targets northwest of Wallace Lake, in the Wallace project area, showing areas of high-grade gold from surface grab samples collected by 1911 Gold, and the location of the Priority 1 targets for first-pass Q1-Q2 2022 drilling.



Drilling in Q1-Q2 2022 at Wallace was focused on the Crown 10, Hi-Grade, Heli, Alec and Willi targets, with nine drillholes, totalling 2,528 metres, completed in Q2 2022. Results were reported in a press release dated July 19, 2022. First pass drilling intersected several mineralized structures at Wallace, notably 2.9 g/t gold over 4.3 meters (including 10.1 g/t gold over 1.0 metres) at the Crown-10 target and 1.8 g/t gold over 2.1 meters (including 6.7 g/t gold over 0.6 meters, with visible gold) at the Hi-Grade target. A total of nine drillholes, totalling 2,528 metres, tested five targets associated with high-grade



gold showings and gold anomalies in surficial sediments, including the previously reported 50.3 g/t gold from a rock grab sample taken at the Crown-10 prospect.

Follow-up drilling in Q3-Q4 2022 included 3 drillholes (810 metres) at the Hi-Grade target to follow-up on the results noted above. One additional drillhole (326 metres) was completed in Q4 2022 at the Crown-10 target to test the principal structure further to the north along strike. Assay results are pending from intervals of strongly sheared and altered rocks, with localized quartz veins, that were intersected by this drilling.

Tinney project

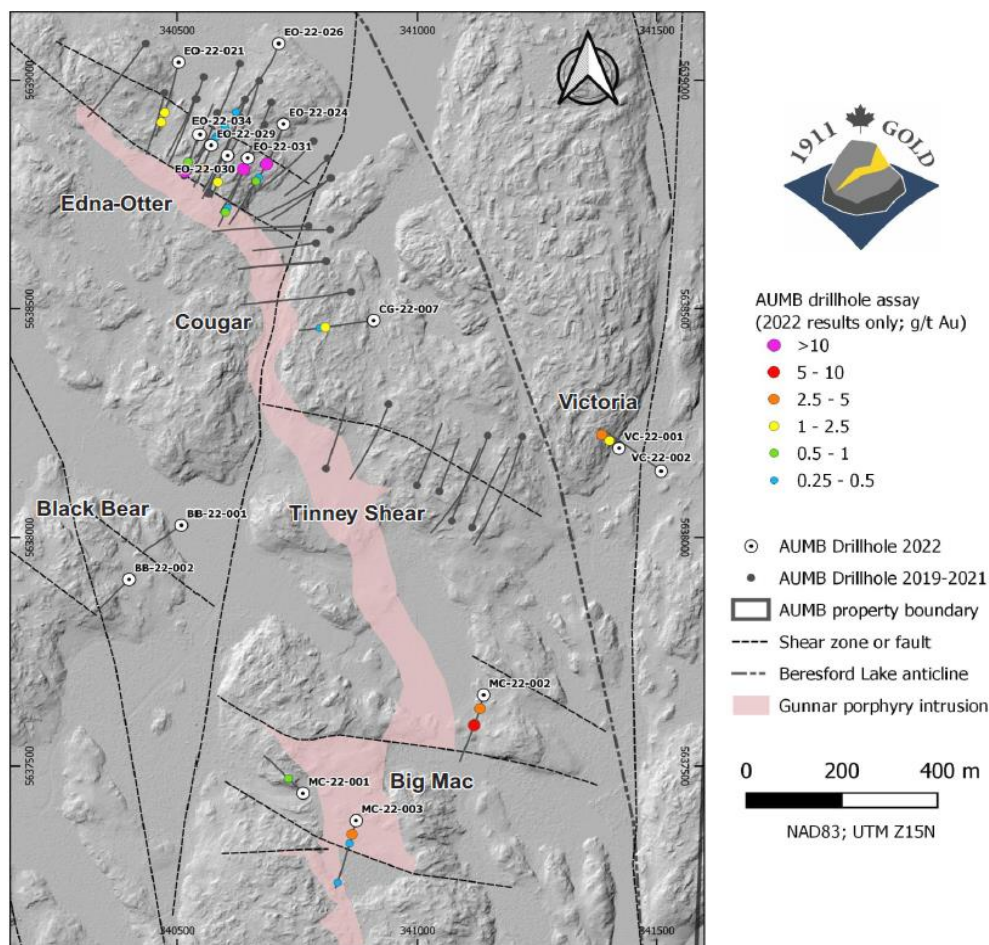
The geology of the Tinney project consists of a thick sequence of iron-rich basalt flows, gabbro sills and siliceous sedimentary units, cut by felsic porphyry intrusions, and occupying the hinge of the regional-scale fold (Beresford Lake anticline), which is partially dismembered by faults and shears. The largest felsic porphyry intrusion, the Gunnar porphyry, cuts favourable stratigraphy for 2.5 kilometres along strike and represents a highly prospective setting for vein emplacement, analogous to the 10-million-ounce Sigma-Lamaque deposit in the Val-d'Or camp of the Abitibi greenstone belt in Quebec, Canada. The southern extent of this porphyry hosts the historic Gunnar deposit, which produced approximately 100,000 ounces of gold between 1936 and 1941, from ore grading approximately 12 g/t Au.

Drilling completed to date by the Company at the Tinney project has focused on the northern extent of the Gunnar porphyry, testing the Edna-Otter, Cougar and Tinney Shear targets – areas with no record of historical drilling (**Figure 2**). Results confirm the geological model, as well as the potential analogy with the Sigma-Lamaque deposit at Val-d'Or. Specifically, the drilling results and new modeling indicate multiple zones of high-grade gold mineralization, forming a network of both steep and 'flat' vein systems centred on the porphyry intrusion, which itself is strongly altered and sheared, particularly in the Edna-Otter target area.

The 2022 drilling selectively targeted structural intersections of the modeled gold-bearing structures and projected down-plunge extents of modeled high-grade mineralized zones both internal and external to the porphyry. In addition, this drilling tested the continuity of gold mineralization in the upper portion of the Otter structure along the hanging wall (northeast) contact of the porphyry via closer-spaced drilling on 30-metre centres.

In total, eight drillholes, for 2,161 metres were completed in Q1-Q2 2022 testing the northern portion of the Gunnar porphyry. Included in this was the deepest drillhole completed to date at the Edna-Otter target, with a downhole depth of 533 metres.

Figure 6: Simplified map of the Gunnar porphyry target area, showing drillhole locations from Phase I and Phase II drilling, and drillholes from 2022 drilling, including assay results for 2022 drillholes. Priorities for follow-up drilling were the Edna-Otter and Cougar targets; the Company also completed first-pass drilling of the Black Bear, Big Mack and Victoria targets.



Edna-Otter Target

Drilling at the Edna-Otter target had three objectives:

- 1) Complete a deeper drillhole to test the porphyry down-dip beyond the limits of previous drilling, to confirm depth continuity of the mineral system (EO-22-026).
- 2) Test the northwest and northeast plunge-extensions of structural intersections predicted from the Company's detailed 3D model (EO-22-021 and -024);
- 3) Complete a fence of shallow drillholes (EO-22-029, -030, -031 and -034) to test, at roughly 60 metres vertical depth, the continuity of a modeled structure at the upper contact of the porphyry that returned high-grade intercepts from previous drilling (e.g., 8.1 g/t gold over 5.7 metres in EO-21-005; *see Press Release dated March 24, 2021*);

Drillhole EO-22-026 – the deepest yet completed at Edna-Otter at 533 metres – intersected the porphyry over a core length of 145 metres, from 334 metres downhole, encountering over 70 metres of sheeted quartz veins, alteration and sulphide mineralization that returned sporadic anomalous values up to 0.4 g/t gold, thus confirming the mineral system continues to depth.

Drillhole EO-22-024 tested down-plunge to the northeast on the porphyry, yielding 32.2 g/t gold over 0.7 metres from a laminated quartz vein with visible gold just above the upper contact.



Although the shallow fence of drillholes consistently intersected the modeled structure at the upper contact of the porphyry, assays yielded erratic gold values over narrow widths. Steep and flat veins adjacent to the target structure returned local high-grade intercepts over narrow widths (11.1 g/t gold over 0.9 metres in EO-22-031; 10.6 g/t gold over 0.5 metres in EO-22-034), highlighting the complexity of structures and veins within the porphyry.

Newly acquired data from the 2022 drilling at Edna-Otter will be utilized to revise and enhance the 3D model for this target and evaluate additional drill targets.

Cougar Target

One drillhole was completed at the Cougar target (located immediately south of Edna-Otter along the Gunnar porphyry) to test for continuity of high-grade zones (e.g., 9.3 g/t gold over 2.6 metres in CG-20-001; see *Press Release dated April 30, 2020*) at the upper and lower contacts of the porphyry. Drillhole CG-22-007 intersected thick intervals of shear deformation, alteration, and quartz veins at both contacts of the porphyry; a laminated vein near the upper contact contained visible gold and returned 1.14 g/t gold over 0.5 metres. These structures remain open along strike to the south and to depth.

Other Targets

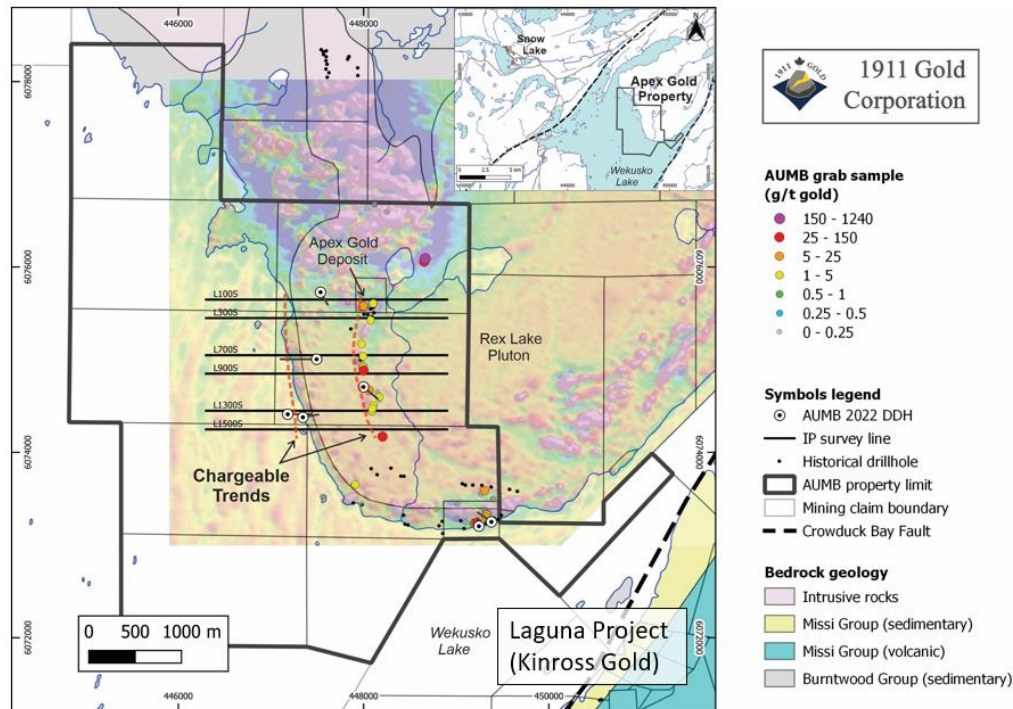
The Company completed seven drillholes, targeting large-scale structures defined by outcrop mapping and LiDAR interpretation adjacent to and cutting the Gunnar porphyry, with associated gold in outcrop and surficial sediments. Drilling specifically targeted bends or offsets of geological units along these structures, none of which had previously been tested by drilling. Thick zones of intense deformation with laminated quartz veins at the Victoria and Big Mac targets returned localized gold values, including 4.9 g/t gold over 0.7 metres and 8.8 g/t gold over 0.5 metres in MC-22-002, 3.4 g/t gold over 1.0 metres in MC-22-003 and 3.2 g/t gold over 0.5 metres in VC-22-001. Each of these large-scale gold-bearing structures remains open along strike and to depth. New mapping during the 2022 field exploration program will be used to further evaluate the exploration potential of these structures and inform drill targeting.

Apex property

The 100% owned Apex exploration property is located 15 kilometres southeast of the town of Snow Lake (570 kilometres north of Winnipeg) in north-central Manitoba. The Apex property is situated in the Paleoproterozoic Flin Flon greenstone belt, one of the most prolific mining districts in the world, with world-class gold-rich volcanogenic massive sulphide (VMS) and orogenic gold deposits. The Apex property contains two significant gold occurrences spatially associated with the contact between the Burntwood assemblage and the Rex Lake pluton, with most of the mineralization discovered to date hosted within or adjacent to the outer margin of the pluton. Two distinct styles of gold mineralization are apparent: steep shear veins and flat lying disseminated zones associated with sulphide minerals. The former style is comparable to the adjacent Laguna property to the immediate south, on the opposite side of the Crowduck Bay Fault. The Laguna property includes the historic Rex-Laguna gold mine, which produced 60,000 ounces of gold between 1936 and 1940, with an average grade of 16.7 g/t Au, making it the highest-grade gold mine in Manitoba.

In 2021 the Company expanded the Apex property (**Figure 7**) from 752 to 2,200 hectares by ground staking to cover a major geological/structural contact and completed line cutting and a 17 line-kilometre induced polarization (IP) geophysical survey over the most prospective structural trends on the property to evaluate the potential for both steep and flat zones of gold mineralization. The survey was completed by Abitibi Geophysics using the OreVision® IP system, with final deliverables, including 3D inversions, received in Q2 2021. Importantly, the survey reveals both steep and flat chargeability anomalies at depth and near-surface, including in areas of known gold mineralization at surface, thus increasing confidence in the capability of this IP system to detect mineralized zones at Apex.

Figure 7: Simplified map of the Apex Gold Property near Snow Lake, Manitoba, showing areas of high-grade gold from surface grab samples collected by 1911 Gold, and the major trends of chargeability identified by the IP geophysical survey completed in Q2 2021, with Priority 1 drillholes indicated.



In 2021, the Company completed additional fieldwork at the Apex property, including geological mapping, prospecting, surficial geochemistry and ground-truthing of geophysical anomalies identified by the IP survey. This work continued to demonstrate the significant exploration potential of the Apex property for both lower-grade bulk-tonnage type mineralization, as well as very high-grade narrow-vein type mineralization, with several spectacular assay results from grab-sampling, including 1,240 g/t Au, 132.6 g/t Au and 69.1 g/t Au. To date, 52% of samples collected by 1911 Gold have returned assay results greater than 1 g/t Au, with 18% of samples returning more than 5 g/t gold.

In Q1 2022, the Company completed 6 drillholes for 1,642 metres on four Priority 1 targets at Apex via both land and ice-based drilling, including geophysical targets identified by the IP survey and geological/structural targets generated through the Company's field programs. Results were reported in a press release dated July 6, 2022. First-pass drilling at Apex intersected high-grade gold mineralization at two targets, including 9.7 g/t gold over 0.45 metres and 15.3 g/t gold over 0.65 metres, the latter within a broader zone grading 0.9 g/t gold over 20.7 metres.

Additional fieldwork completed in early September 2022 was focused on evaluating a large, linear, magnetic-low feature for its potential to host lithium-pegmatite, as well as to follow-up on results from the Q1 2022 drilling, which indicate potential for both narrow vein (high-grade) and bulk tonnage (low-grade) gold deposits in the central portion of the Apex property. Analytical results from samples collected during the 2022 field program are pending.

Timmins properties

The Company holds two highly prospective 100% owned properties in the Timmins-Porcupine Gold Camp of the Abitibi greenstone belt. The properties are located within a 30-kilometre radius of the city of Timmins, Ontario, in the prolific district of the same name – one of the richest goldfields in the world with over 70 million ounces of past gold production from deposits arranged along the crustal-scale Porcupine-Destor Fault.



The Tully property, 458 hectares in area, is located 25 kilometres northeast of Timmins and has areas of mineralization that have been the focus of several drilling campaigns since its discovery in 1969. The mineralization at Tully appears to be located along a major splay of the Porcupine-Destor Fault, referred to as the Pipestone Fault, and is located 2 kilometres southwest of the Bradshaw Gold Project of Gowest Gold Ltd., currently being evaluated for development. The Company is currently evaluating options to advance this project.

The Denton-Keefer property, located 30 kilometres southwest of Timmins, is immediately adjacent to paved highway 101. The property (2,106 hectares in area) covers a 6.5-kilometre-long section of the Abitibi greenstone belt, including a portion of the Porcupine-Destor Fault. It is thus situated in a highly prospective setting, geologically similar to those hosting supergiant gold deposits in the Timmins-Porcupine Gold Camp and is strategically positioned between Pan American Silver's Timmins West mine and GFG Resources' Pen Gold exploration project. In early 2020, the Company initiated a comprehensive compilation of available data for both properties to guide corporate strategy and future exploration.

In part due to the COVID-19 pandemic, the Company has deferred exploration activities on both properties in the Timmins district and was granted an Exclusion of Time for assessment work in 2021 under Ontario's relief plan relating to COVID-19. In the interim, the Company is evaluating options to unlock value and advance these projects. Discussions are ongoing with several parties under nondisclosure agreements to vend or option the Tully property.

In Q2 2022, the Company entered into contract agreements to acquire high-resolution LiDAR, magnetic and electromagnetic (VTEM) data over the Denton-Keefer property, to evaluate its potential for both orogenic gold and gold-rich VMS deposits. These new datasets, expected to be delivered in Q2 2023, will inform initial fieldwork and subsequent drill targeting at Denton-Keefer.

REVIEW OF FINANCIAL RESULTS

During the year ended December 31, 2022, the Company incurred a loss of \$11.4 million compared to a loss of \$8.8 million in 2021, primarily due to variances compared to the prior year including lower revenues of \$3.8 million, higher exploration expenditures of \$3.6 million and lower other income of \$1.1 million, offset by lower cost of sales of \$5.1 million.

Revenue

During the year ended December 31, 2022, the Company earned \$5.9 million in revenue. The Company sold 2,221 ounces during 2022, including 42 ounces from the remaining gold inventory from 2021 held at Asahi Refining Canada ("Asahi"), at an average realized price of \$2,276 per ounce for total proceeds of \$5.1 million. The Company also received \$0.8 million in net proceeds from gold recovered during the clean out of the mill during the first half of 2022. During the year ended December 31, 2021, the Company sold 4,263 ounces, including 568 ounces from remaining 2020 gold inventory held at Asahi Refining Canada ("Asahi"), at an average realized price of \$2,260 per ounce for total proceeds of \$9.7 million.

Cost of sales

Cost of sales includes periods where the mill is on seasonal care and maintenance. For the year ended December 31, 2022 the Company incurred \$9.3 million in operating costs, including \$0.8 million of depreciation and depletion, compared with \$14.4 million (including \$1.5 million of depreciation and depletion) during the year ended December 31, 2021. The decrease to cost of sales is primarily a result of cost reduction measures taken in 2022 as well as the shorter operating period in 2022 (205 non-operating days) compared with 2021 (160 non-operating days). As well, in 2021 the Company recognized an additional \$1.0 million in costs, related to the ending gold inventory as at December 31, 2020, in connection with the sale of 500 ounces in early January 2021. The \$0.7 million decrease in depreciation and depletion costs is a result of the reduced asset base amortized during the year ended December 31, 2022.



General and administrative costs

General and administrative costs of \$1.9 million for the year ended December 31, 2022 were consistent with the administrative costs of \$2.0 million during the year ended December 31, 2021.

Other expense

Flow through premium recovery

During the year ended December 31, 2022, the Company incurred \$8.0 million in qualifying Canadian exploration expenses, satisfying the spending commitment related to the December 2021 private placement. The Company recognized a flow-through premium recovery of \$1.6 million during the year ended December 31, 2022 from the qualifying Canadian exploration expenses incurred related to the December 2021 private placement (the year ended December 31, 2021 - \$0.6 million related to the July 14, 2020 private placement).

Other income (expense)

During the year ended December 31, 2021, the Company received 500,000 shares of Alliance Mining Corp. (“Alliance”), valued at \$0.5 million, related to the purchase of the Company’s 50% interest in the 27 claims comprising the Greenbelt property located to the south of the Rice Lake property. To complete the purchase agreement, Alliance was required to repurchase those shares with cash payments totalling \$0.5 million, \$0.2 million of which was recorded during the year ended December 31, 2021 and \$0.3 million was recorded during the year ended December 31, 2022.

On April 21, 2021, 55 North Mining Inc. (“55 North”) declared a cash dividend to shareholders of record, distributing funds received from the sale of the Edelston property which occurred early in Q1 2021. The Company holds 1,745,550 shares of 55 North and hence received a total dividend payment of \$1.5 million.

QUARTERLY RESULTS

The following selected financial information is a summary of the eight most recently completed quarters up to December 31, 2022:

Quarter Ended (\$ amounts in '000's) (Unaudited)	Dec 31, 2022	Sep 30, 2022	Jun 30, 2022	Mar 31, 2022	Dec 31, 2021	Sep 30, 2021	Jun 30, 2021	Mar 31, 2021
Gold sold (ounces)	1,124	1,055	-	42	1,300	2,225	238	500
Revenues	\$ 2,505	\$ 2,376	\$ 331	\$ 672	\$ 2,932	\$ 4,950	\$ 560	\$ 1,225
Net loss	\$ (1,226)	\$ (1,760)	\$ (3,525)	\$ (4,876)	\$ (2,182)	\$ (1,395)	\$ (129)	\$ (5,055)

The Company continued the seasonal shutdown during Q1 2021, although preparation work (stockpiling and trenching to improve drainage) continued on the tailings impoundment area during the month of January on planned 2021 working areas. Personnel and equipment returned to site early in April to recommence tailings re-processing operations on April 20, 2021. During Q1 2021 the Company also completed the Phase II drill program, drilling another 12,892 metres over 5 project areas, focusing primarily on the Edna-Otter and Cougar targets along the northern portion of the Gunnar porphyry in the Tinney project area. During Q3 2021 the Company successfully executed the third field season program at Rice Lake, advancing a number of targets at Tinney, Bidou and Wallace projects, and following up on prominent LiDAR and AMAG features at the Curries Landing project, in the western portion of the Rice Lake property. The Company shut down the tailings operation in Q4 2021, having processed a total of 244,787 tonnes of material during the 205 operating days in 2021, producing 3,763 ounces of gold during the period. The Company also completed an \$8 million flowthrough financing on December 31, 2021, providing sufficient funding to allow for a large-scale exploration program in 2022, commencing with the third year of drilling on the Bidou and Tinney projects as well as first pass drilling at the Wallace project as well as the Apex property in Snow Lake.



In Q1 and Q2 2022, the Company carried out its third drill program at Rice Lake as well as its maiden drilling program at the Apex project in Snow Lake, Manitoba. The Rice Lake drill program tested both new and follow-up targets at Tinney and Bidou, as well as new targets in the maiden drilling program at the Wallace project, located in the northeastern portion of the Rice Lake property, on the north side of the Wanipigow fault. The tailings re-processing operation remained shutdown until June 4, 2022, although an extensive sampling program was carried out during the period to identify areas with higher grade material in preparation for the 2022 production season. The Company commenced the 2022 field exploration program in early May as well, focusing on further developing advanced target areas in Bidou, Tinney and Wallace as well as on three new target areas.

During the third quarter of 2022 the Company continued reprocessing tailings at an average rate of 1,009 tpd for a total of 92,859 tons processed. The mill experienced over 7 days of downtime in July as a result of a mechanical failure and significant delays in obtaining the required replacement components, effecting the overall tonnage rates during the period.

Drilling commenced at the Company's Central Manitoba project area in mid-August, completing 3,786 metres in 14 drillholes to test significant gaps in drilling coverage on historically-mined structures in the Central Manitoba mines, as well as to test both historical and newly-defined structures along strike and to depth, beyond the extents of previous drilling. Additionally, the Company completed 3 drillholes for 590 metres to test two parallel structures at the new Palomar project.

LIQUIDITY AND CAPITAL RESOURCES

<i>(\$ amounts in '000's)</i>	December 31 2022	December 31 2021
Cash	\$ 630	\$ 9,954
Total current assets	1,970	11,788
Total assets	34,163	45,602
Total current liabilities	3,519	3,203
Total liabilities	5,977	6,319
Total equity	28,186	39,283

With the cessation of the tailings operations at the end of 2022, the Company's future liquidity position and capital resources will be substantially determined by the Company's ability to obtain equity or other sources of financing, the extent of exploration activity undertaken during each quarterly period, and any other corporate activities, including marketing programs undertaken, that arise. The Company will focus exploration at Rice Lake in areas of historic production that provide the best opportunity for nearer-term production possibilities to provide future sources of ore feed for the True North milling facility. The Company is also generating cashflow through the rental of onsite facilities to third party data center operators, providing additional funding to cover the maintenance of site facilities and equipment.

As at December 31, 2022 the Company had cash and cash equivalents of \$0.6 million (December 31, 2021 – \$10.0 million) and a working capital deficit of \$1.5 million (December 31, 2021 – \$8.6 million positive working capital). Cash utilized in operating activities during the year ended December 31, 2022 was \$9.3 million, including changes in working capital (December 31, 2021 - \$7.3 million). Cash used in investing activities during the year ended December 31, 2022, was \$nil (December 31, 2021 – \$0.5 million).

The Company is not in commercial production on any of its mineral properties and continues to incur operating losses, has limited financial resources, and there can be no assurance that sufficient funding will be available to continue current exploration and operating activities. The Company's ability to continue as a going concern is dependent upon its ability to obtain the financing necessary to fund its mineral properties through the issuance of capital stock, through entering joint venture arrangements or by realizing proceeds from the disposition of its mineral interests. These material uncertainties



may cast significant doubt about the Company's ability to continue as a going concern. Management plans to continue to secure the necessary financing primarily through a combination of equity financing and disposition of non-core projects; however, there is no assurance that the Company will be successful in these actions. The Financial Statements for the year ended December 31, 2022 do not give effect to adjustments to the carrying values and classification of assets and liabilities that would be necessary should the Company be unable to continue as a going concern. Such adjustments could be material.

The Company must manage its treasury while satisfying regulatory requirements, maintaining its property agreements in good standing, and conducting exploration programs. As results of exploration programs are determined and other opportunities become available to the Company, management may seek to complete external financings as required in order to fund further exploration. Should the Company wish to continue fieldwork on its exploration projects, further financing will be required and the Company will either have to go to the market or engage a strategic partner to achieve this. Given the volatility in equity markets, unfavorable market conditions in the mining industry, uncertainties in the markets due to COVID-19, cost pressures and results of exploration activities, management regularly reviews expenditures and exploration programs and equity markets in order that the Company has sufficient liquidity to support its growth strategy.

Outstanding Share Data

Authorized: an unlimited number of common shares without par value	Common shares issued and outstanding	Stock Options	Warrants
Outstanding as at April 28, 2023	68,216,155	5,536,668	1,987,813

FINANCIAL INSTRUMENTS

The Company's activities potentially expose it to a variety of financial risks, including liquidity risk, interest rate risk, foreign exchange risk, and commodity price risk.

Liquidity Risk

Liquidity risk is the risk that the Company will not be able to meet its financial obligations when they become due (see note 1 of the Financial Statements). The Company closely monitors and reviews its costs incurred and actual cash flows against the approved budget on a monthly basis to ensure the Company's access to funds is adequate to support the Company's operations on an ongoing basis. Future operations or exploration programs will require additional financing primarily through equity markets or other forms of financing such as joint venture partnerships.

Interest Rate Risk

Interest rate risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate due to changes in market interest rates. The Company has cash balances, interest-bearing bank accounts and no interest-bearing debt.

Foreign Exchange Risk

The Company's Canadian entities have a Canadian dollar functional currency. Foreign exchange risk is the risk that future cash flows will fluctuate because of changes in foreign exchange rates. The Company's foreign currency gains and losses primarily relate US dollar transactions with vendors.

Commodity Price Risk

The Company is exposed to the risk of fluctuations in prevailing market commodity prices on the gold it produces. As of December 31, 2022, the Company itself had not entered into any agreements to mitigate its exposure to market price risk.



CONTRACTUAL OBLIGATIONS

The following table provides our gross contractual obligations as of December 31, 2022 (in thousands):

	Less than 1 year	1-3 years	3-5 years	More than 5 years	Total
Accounts payable and accrued liabilities	\$ 2,919	-	-	-	\$ 2,919
Closure plan financial security payments	\$ 3,000	\$ 2,267	-	-	\$ 5,267
Reclamation obligation	-	-	-	\$ 8,993	\$ 8,993
Total	\$ 5,919	\$ 2,267	-	\$ 8,993	\$ 17,179

The reclamation obligation amounts shown above represent undiscounted amounts not reflective of inflation.

Certain of the mining claims in which the Company has interests are subject to royalty arrangements. Additionally, to maintain the Company's properties in good standing, the Company is required to make certain mining claim tax, mineral lease and cash-in-lieu payments on an annual basis. In 2022, those mineral claims payments are nominal.

OFF-BALANCE SHEET ARRANGEMENTS

The Company has no off-balance sheet arrangements.

RELATED PARTY TRANSACTIONS

The key management personnel include those persons having authority and responsibility for planning, directing, and controlling the activities of the Company as a whole. The Company has determined that key management personnel consist of executive and non-executive members of the Company's Board of Directors and corporate officers.

	2022	2021
	\$	\$
Salaries and wages	974	1,096
Professional fees	21	21
Directors' fees	157	156
Share-based payments	233	149
	1,385	1,422

All fees have been reported as general and administrative expenses, except for \$0.2 million of salaries and wages that was included in exploration expense (2021 - \$0.2 million).

As at December 31, 2022, \$0.3 million was owing to directors, officers or their related companies (December 31, 2021 - \$nil).

Key management includes directors and executive officers of the Company. Other than the amounts disclosed above, there was no other compensation paid or payable to key management for employee services for the reported periods.



OUTLOOK

The Company will maintain its systematic, multi-disciplinary approach to advancing its exploration properties in Manitoba and Ontario. The exploration focus at Rice Lake remains on identifying potential gold resources that can be advanced to development on a shortened timeframe to provide one or more additional sources of ore for the Company's milling operations. During the second half of 2022, the Company determined that additional focus should be spent on exploration in areas of historical production that have historically remained underexplored, primarily due to fractured ownership in the past. As part of this strategy, the Company completed the maiden drill program at the Central Manitoba prospect ("CM"), an area acquired late in 2017 by Klondex Mines Ltd. ("Klondex") shortly before Hecla Mining Company acquired Klondex in February 2018. Historical production at CM occurred at less than 150 metres below surface and historical drilling in the area has also been relatively shallow (generally less than 200 metres below surface), hence there remains significant potential at depth as well as continuity to the southeast where minimal exploration has occurred. During 2023 the Company intends to continue evaluating new potential targets while prioritizing those areas that provide the most efficient use of resources and, where more capital-intensive exploration is required, prioritizing areas in closer proximity to existing infrastructure.

The Company will also continue to re-evaluate the existing underground resource at the True North mine and pursue opportunities to expand the potential of the mine through additional exploration in the area. This would likely require additional land acquisitions in the area, either through claim staking, joint venturing, or option agreements.

To support both existing activity levels as well as future exploration the Company continues to evaluate a number of options for additional equity financing, joint ventures on certain areas on the property, as well as strategic acquisitions that present accretive opportunities for the Company's stakeholders.

CRITICAL ACCOUNTING ESTIMATES

The preparation of the Company's consolidated financial statements requires management to make estimates and assumptions. These estimates and assumptions affect the reported amounts of assets and liabilities, the disclosure of contingent assets and liabilities, and the reported expenses during the reporting period. Such estimates and assumptions affect the identification of impairment indicators of exploration and evaluation assets and the determination of inputs used in calculating the fair value of share-based payment expense. Management re-evaluates its estimates and assumptions on an ongoing basis; however, due to the nature of estimates, actual amounts could differ from its estimates. The most critical accounting estimates upon which the Company depends are those involved with the assessment of impairment indicators, future costs for reclaiming areas of operations, and assumptions around going concern.

DISCLOSURE CONTROLS AND PROCEDURES

The Company's certifying officers are responsible for ensuring that processes are in place to provide them with sufficient knowledge to support the representations they are making in their certificates regarding the absence of misrepresentations and fair disclosure of financial information. Investors should be aware that inherent limitation on the ability of certifying officers of a venture issuer to design and implement on a cost-effective basis disclosure controls and procedures and as well as internal controls over financial reporting, as defined in National Instrument 52-109, may result in additional risks to the quality, reliability, transparency and timeliness of interim and annual filings and other reports provided under securities legislation.

RISKS AND UNCERTAINTIES

In conducting its business, the Company faces a number of risks and uncertainties, many of which are beyond its ability to control or predict. Because of these risks and uncertainties, actual results may differ materially from those expressed or



implied by forward-looking statements, and investors are cautioned not to place undue reliance on such statements, which speak only as of the date hereof. Readers are advised to study and consider risk factors stressed below.

The following are identified as main risk factors that could cause actual results to differ materially from those stated in any forward-looking statements made by, or on behalf of, the Company.

Financing Risks

1911 Gold will need to access additional capital to fund ongoing exploration, operational and corporate expenditures as it proceeds to expand exploration activities at its mineral properties, develop any such properties, or to take advantage of opportunities for acquisitions, joint ventures or other business opportunities that may arise and continue as a going concern. The continued exploration and future development of 1911 Gold's properties will therefore depend on the Company's ability to obtain additional required financing. In particular, any potential development of its projects will require substantial capital commitments, which the Company cannot currently quantify and does not currently have in place. The Company can provide no assurance that it will be able to obtain financing on favourable terms or at all. The Company may incur substantial costs in pursuing future capital requirements, including investment banking fees, legal fees, accounting fees, securities law compliance fees, printing and distribution expenses, and other costs.

The ability to obtain needed financing may be impaired by such factors as the capital markets (both generally and in the gold industry in particular), the price of gold on the commodities markets (which will impact the amount of asset-based financing available) and/or the loss of key management personnel. If the Company is unable to obtain additional financing as needed, it may be required to reduce the scope of its operations or anticipated expansion, forfeit its interest in some or all of its properties, incur financial penalties, or reduce or terminate its operations.

Outbreaks of Communicable Diseases

Our business could be adversely impacted by the effects of the coronavirus or other epidemics. The extent to which they impact our business, including our operations and the market for our securities, will depend on future developments, which are highly uncertain and cannot be predicted at this time, and include the duration, severity and scope of any outbreak and the actions taken to contain or treat the outbreak, both within the Company or by governmental health authorities. In particular, the continued spread of a major communicable disease (such as COVID-19) globally could materially and adversely impact our business including, without limitation, employee health, workforce productivity, supply chain impacts, increased insurance premiums, limitations on travel, the availability of industry experts and personnel, restrictions to our drill program and/or the timing to process drillcore samples and other metallurgical testing, requiring a partial or full suspension of operations and exploration programs for an indefinite amount of time and other factors that will depend on future developments beyond our control, which may have a material and adverse effect on our business, financial condition and results of operations.

There can be no assurance that the Company's personnel will not be impacted by pandemic diseases and ultimately see its workforce productivity reduced or incur increased medical costs or insurance premiums as a result of these health risks.

In addition, a significant outbreak of COVID-19 or other communicable disease could result in a widespread global health crisis that could adversely affect global economies and financial markets resulting in an economic downturn that could have an adverse effect on the demand for precious metals, our ability to raise capital, and our future prospects.



Temporary Closure of Material Property

Underground mining has been suspended and access to the True North mine has been temporarily closed. Up until the end of 2022, in order to maximize cash flow and offset ongoing overhead costs, the Company processed tailings through the mill. The Company is actively exploring along the Rice Lake greenstone belt to discover and develop additional resources to provide feed for the True North mill.

There can be no assurance that processing minerals through the True North mill from any newly-discovered resource, or from any residual or newly-discovered resource within the True North mine, will be feasible or that the Company will attain any benefit. There can be no assurance that it will be economically feasible to resume production at the True North mine; consequently, there can be no assurance that commercial production at the True North mine will resume.

Nature of Mineral Exploration and Mining

Development of any of 1911 Gold's mineral properties will only follow upon, among other things, obtaining satisfactory exploration results, the completion of feasibility or other economic studies, obtaining permits through various regulatory agencies, and consultation and engagement with local stakeholders, including First Nations. The exploration and development of mineral deposits involve significant financial risks over a significant period of time which even a combination of careful evaluation, experience and knowledge may not eliminate. Few properties that are explored are ultimately developed into producing mines. Major expenses may be required to establish reserves by drilling and to construct additional mining and processing facilities at True North or other locations. It is impossible to ensure that the current or proposed exploration programs on exploration properties in which the Company has an interest will result in a profitable commercial mining operation.

The economics of exploring and developing mineral properties are affected by many factors including capital and operating costs, variations of grades and tonnages, fluctuating commodity market prices, costs of mining and processing equipment and such other factors as government regulations, allowable production, importing and exporting of minerals and environmental protection. Whether resuming production at True North or developing a producing mine elsewhere on 1911 Gold's properties is economically feasible will depend upon numerous factors, most of which are beyond the control of the Company, including: the availability and cost of required development capital, movement in the price of commodities, securing and maintaining title to mining dispositions as well as obtaining all necessary consents, permits and approvals for mine development. Should production resume at True North or should a producing mine be developed at any of 1911 Gold's exploration or development-stage mineral properties, other factors will ultimately impact whether mineral extraction and processing can be conducted economically, including actual mineralization, consistency and reliability of grades, gold metallurgy, and future commodity prices, as well as the effective design, construction and operation of mining and processing facilities. 1911 Gold's operating expenses and capital expenditures may increase in subsequent years as consultants, personnel and equipment associated with advancing exploration, development and commercial production of its properties are added. The effect of these factors cannot be accurately predicted, but the combination of these factors may result in 1911 Gold not receiving an adequate return on invested capital.

Exploration and mining ventures are inherently dangerous and generally involve a high degree of risk. 1911 Gold's operations are subject to all the hazards and risks normally encountered in the exploration, development and production of gold, including, without limitation, unusual and unexpected geologic formations, seismic activity, rock bursts, cave-ins, flooding, pit wall failure, mining voids, and other conditions involved in the drilling and removal of material, any of which could result in damage to, or destruction of, mines and other producing facilities, personal injury or loss of life, damage to property and environmental damage, all of which may result in possible legal liability. Although the Company expects that adequate precautions to minimize risk will be taken, mining operations are subject to hazards such as fire, rock falls, geotechnical issues, equipment failure, failure of retaining dams around tailings management areas, chemical spills, instability of historical tailings and mill infrastructure failures, which may result in environmental pollution and consequent liability. The occurrence of any of these events could result in a prolonged interruption of 1911 Gold's operations that would have a material adverse effect on its business, financial condition, results of operations and prospects.



Estimates of Mineral Resources

Mineral resources are estimates only, and no assurance can be given that the anticipated tonnages and grades will be achieved, or that the indicated level of recovery will be realized. Mineral resource estimates may be materially affected by geological, environmental, permitting, legal, title, taxation, socio-political, marketing and other relevant issues. There are numerous uncertainties inherent in estimating mineral resources, including many factors beyond 1911 Gold's control. Such estimation is a subjective process, and the accuracy of any mineral resource estimate is a function of the quantity and quality of available data, the nature of the mineralized volume and of the assumptions made and judgments used in engineering and geological interpretation. These estimates may require adjustments or downward revisions based upon further exploration or development work or actual production experience.

Fluctuations in gold prices, results of drilling, metallurgical testing and production, the evaluation of mine plans after the date of any estimate, permitting requirements or unforeseen technical or operational difficulties, may require revision of mineral resource estimates. Should reductions in mineral resources occur, the Company may be required to take a material write-down of its investment in mining properties, reduce the carrying value of one or more of its assets or delay or discontinue production or the development of new projects, resulting in increased net losses and reduced cash flow. Mineral resources should not be interpreted as assurances of mine life or of the profitability of current or future operations. There is a degree of uncertainty attributable to the calculation and estimation of mineral resources and corresponding grades being mined. Any material reductions in estimates of mineral resources could have a material adverse effect on 1911 Gold's results of operations and financial condition.

Mineral Resources do not have Demonstrated Economic Viability

The Company does not currently have any mineral reserves. Mineral resources are not mineral reserves and have a greater degree of uncertainty as to their existence and feasibility. There is no assurance that mineral resources will be upgraded to proven or probable mineral reserves. Mineral resources that are not mineral reserves do not have demonstrated economic viability and there is no assurance that mineral resources will ever be classified as proven or probable mineral reserves. In addition, mineral resources that are classified as inferred mineral resources are considered too speculative geologically to have economic considerations applied to them to enable them to be categorized as reserves. Due to the uncertainty which may attach to inferred mineral resources, there is no assurance that estimated tonnage and grades will be achieved or that they will be upgraded to measured and indicated mineral resources or proven and probable mineral reserves as a result of continued exploration.

Fluctuating Commodity Prices

If the Company resumes production at True North or enters into production at any other site, its profitability will be dependent upon the market price of gold and any other metals contained in minerals discovered. Historically, gold prices have fluctuated widely and are affected by numerous external factors beyond 1911 Gold's control, including industrial and retail demand, central bank lending, sales and purchases of gold, forward sales of gold by producers and speculators, production and cost levels in major producing regions, short-term changes in supply and demand because of speculative hedging activities, confidence in the global monetary system, expectations of the future rate of inflation, the strength of the United States dollar (the currency in which the price of gold is generally quoted), interest rates, terrorism and war, and other global or regional political or economic events. Commodity prices have fluctuated widely and are sometimes subject to rapid short-term changes because of speculative activities. The exact effect of these factors cannot be accurately predicted, but any one of, or any combination of, these factors may result in the Company not receiving an adequate return on invested capital and a loss of all or part of an investment in securities of 1911 Gold may result.

Dependence on Key Personnel

The Company is dependent on a relatively small number of key employees, the loss of any of whom could have a materially adverse effect on its operations. The Company does not have in place formal programs for succession and training of management. The Company does not have key person insurance on such individuals, which would provide 1911 Gold with insurance proceeds in the event of their death. Without key person insurance, 1911 Gold may not have the financial resources to develop or maintain its business until it replaces the individual. The loss of one or more of these key employees, if not



replaced, could materially adversely affect 1911 Gold's business, results of operations and financial condition.

Dependence on Third Parties

The Company relies significantly on strategic relationships with other entities and also on good relationships with regulatory and governmental departments. The Company also relies upon third-parties to provide essential contracting services. There can be no assurance that 1911 Gold's existing relationships will continue to be maintained or that new ones will be successfully formed and the Company could be adversely affected by changes to such relationships or difficulties in forming new ones. Any circumstance, which causes the early termination or non-renewal of one or more of these key business alliances or contracts, could adversely impact the Company, its business, operating results and prospects.

Governmental Regulation

Exploration, development and mining are subject to extensive federal, provincial, and local laws and regulations governing acquisition of the mineral dispositions, prospecting, exploration, drilling, development, mining, production, exports, taxes, labour standards, occupational health and safety, waste disposal, tailings management, toxic substances, water use, land use, land claims that may be brought by First Nations and other indigenous groups, environmental protection and remediation, endangered and protected species, mine safety and other matters. No assurance can be given that new rules and regulations will not be enacted or that existing rules and regulations will not be applied or amended in a manner that could have a material adverse effect on the business, financial condition and results of operations of the Company.

The costs and delays associated with obtaining necessary licences and permits and complying with these licences and permits and applicable laws and regulations could stop or materially delay or restrict the Company from proceeding with the development of an exploration project. Any failure to comply with applicable laws and regulations or licences and permits, even if inadvertent, could result in interruption or closure of exploration, development or mining operations or material fines, penalties or other liabilities. The Company may be required to compensate those suffering loss or damage by reason of its exploration or mining operations, and may have civil or criminal fines or penalties imposed for violations of such laws, regulations and permits.

Infrastructure

Mining, processing, development and exploration activities depend, to one degree or another, on adequate infrastructure. Reliable roads, railways, power sources and water supply are important determinants affecting capital and operating costs. Unusual or infrequent weather phenomena, sabotage, government or other interference in the maintenance or provision of such infrastructure could adversely affect the Company's operations, financial condition and results of operations.

Tax Matters

The Company's taxes are affected by a number of factors, some of which are outside of its control, including the application and interpretation of the relevant tax laws and treaties. If the Company's filing position, application of tax incentives or similar 'holidays' or benefits were to be challenged for whatever reason, this could have a material adverse effect on the Company's business, results of operations and financial condition.

The Company is subject to routine tax audits by various tax authorities. Tax audits may result in additional tax, interest payments and penalties which would negatively affect 1911 Gold's financial condition and operating results. New laws and regulations or changes in tax rules and regulations or the interpretation of tax laws by the courts or the tax authorities may also have a substantial negative impact on 1911 Gold's business. There is no assurance that 1911 Gold's current financial condition will not be materially adversely affected in the future due to such changes.

Information Technology

The Company is reliant on the continuous and uninterrupted operations of its information technology ("IT") systems. User access and security of all IT systems are critical elements to the operations of 1911 Gold. Protection against cyber security incidents and cloud security, and security of all of 1911 Gold's IT systems are critical to the operations of the Company. Any



IT failure pertaining to availability, access or system security could result in disruption for personnel and could adversely affect the reputation, operations or financial performance of 1911 Gold.

The Company's IT systems could be compromised by unauthorized parties attempting to extract business sensitive, confidential or personal information, corrupting information or disrupting business processes or by inadvertent or intentional actions by the Company's employees or vendors. A cyber security incident resulting in a security breach or failure to identify a security threat, could disrupt business and could result in the loss of business sensitive, confidential or personal information or other assets, as well as litigation, regulatory enforcement, violation of privacy and security laws and regulations, and remediation costs.

Labour Difficulties

Factors such as work slowdowns or stoppages caused by the attempted unionization of operations and difficulties in recruiting qualified workers and hiring and training new workers could materially adversely affect 1911 Gold's business. This would have a negative effect on 1911 Gold's business and results of operations; which might result in the Company not meeting its business objectives.

Permits and Licenses

The Company is required to maintain in good standing a number of permits and licenses from various levels of governmental authorities in connection with the exploration, development and operations at its mineral properties. Although the Company has all required permits for its current exploration and operations, there is no assurance that delays will not occur in the renewal of certain permits and there is no assurance 1911 Gold will be able to obtain additional permits for any possible future changes to operations or additional permits associated with new legislation. There is also no assurance that the Company can obtain, or that there will not be delays in obtaining, the environmental approval or permits necessary to develop any future projects.

To the extent such approvals or consents are required and are delayed or not obtained, the Company may be curtailed or prohibited from continuing its operations or proceeding with any further development. Failure to comply with applicable laws, regulations and permitting requirements may result in enforcement actions thereunder, including orders issued by regulatory or judicial authorities causing operations to cease or be curtailed, and may include corrective measures requiring capital expenditures, installation of additional equipment or remedial actions. Parties engaged in the exploration, development or exploitation of mineral properties may be required to compensate those suffering loss or damage by reason of such activities and may have civil or criminal fines or penalties imposed for violations of applicable laws or regulations.

Amendments to current laws, regulations and permits governing operations and activities of mining and exploration companies or more stringent implementation thereof could have a material adverse impact on the Company and cause increases in exploration expenses, capital and operating expenditures or require abandonment or delays in development or exploitation of mining properties.

Environmental Regulations and Potential Liabilities

The operations of the Company are subject to environmental regulations promulgated by government agencies from time to time. Environmental legislation provides for restrictions and prohibitions on spills, releases or emissions of various substances produced in association with certain mining industry operations, such as seepage from tailings management areas, which would result in environmental pollution. In addition, certain types of operations require the submission and approval of environmental impact assessments. Environmental hazards may exist on the properties on which the Company holds interests which are unknown to 1911 Gold at present and which have been caused by previous or existing owners or operators of the properties. Failure to comply with applicable laws, regulations and permitting requirements may result in enforcement actions thereunder, including orders issued by regulatory or judicial authorities causing operations to cease or be curtailed, and may include corrective measures requiring capital expenditures, installation of additional equipment, or remedial actions. Parties engaged in exploration or mining operations may be required to compensate those suffering loss or damage by reason of the exploration or mining activities and may have civil or criminal fines or penalties imposed for



violations of applicable laws or regulations and, in particular, environmental laws.

Environmental legislation is evolving in a manner that will require stricter standards and enforcement, increased fines and penalties for non-compliance, more stringent environmental assessments of proposed projects and a heightened degree of responsibility for companies and their officers, directors and employees. Amendments to current laws, regulations and permits governing operations and activities of mining companies, or more stringent implementation thereof, could have a material adverse impact on 1911 Gold and cause increases in exploration expenses, capital expenditures or production costs, reduction in levels of production at producing properties, or abandonment or delays in development of new mining properties. The potential financial exposure may be significant.

The Company's operation is subject to environmental regulation primarily by the Department of Environment, Climate and Parks (Manitoba) and the Ministry of the Environment (Ontario). The Department of Fisheries & Oceans (Canada) and the Department of the Environment (Canada) have an enforcement role in the event of environmental incidents.

Competition

There is significant competition in the precious metals exploration and mining industry for mineral rich properties that can be developed and produced economically, the technical expertise to find, develop and operate such properties, the labour to operate the properties and the capital for the purpose of funding such properties. Many competitors not only explore for and mine precious metals, but conduct refining and marketing operations on a global basis. As a result of this competition, some of which is with large established mining companies with substantial capabilities and greater financial and technical resources than 1911 Gold, the Company may be unable to acquire desired properties, to recruit or retain qualified employees or to acquire the capital necessary to fund its operations and develop its projects. Existing or future competition in the mining industry could materially adversely affect 1911 Gold's prospects for mineral exploration and success in the future. Increased competition can result in increased costs and lower prices for metal and minerals produced and reduced profitability. Consequently, the revenues of the Company, its operations and financial condition could be materially adversely affected.

From time to time several companies may participate in the acquisition, exploration and development of natural resource properties thereby allowing for their participation in larger programs, permitting involvement in a greater number of programs and reducing financial exposure in respect of any one program. It may also occur that a particular company will assign all or a portion of its interest in a particular program to another of these companies due to the financial position of the company making the assignment. In determining whether or not the Company will participate in a particular program and the interest therein to be acquired by it, the directors will primarily consider the degree of risk to which the Company may be exposed and its financial position at that time.

Conflicts of Interest

The directors and officers of 1911 Gold may serve as directors or officers of other public resource companies or have significant shareholdings in other public resource companies. Situations may arise in connection with potential acquisitions and investments where the other interests of these directors and officers may conflict with the interests of the Company. In the event that such a conflict of interest arises at a meeting of the directors of 1911 Gold, a director is required by the BCBCA to disclose the conflict of interest and to abstain from voting on the matter.

No Guarantee of Positive Return on Investment

There is no guarantee that an investment in the securities of the Company will earn any positive return in the short term or long term. The mineral exploration and development business is subject to numerous inherent risks and uncertainties, and any investment in the securities of 1911 Gold should be considered a speculative investment. Past successful performance provides no assurance of any future success. The purchase of securities of 1911 Gold involves a high degree of risk and should be undertaken only by investors whose financial resources are sufficient to enable them to assume such risks. An investment in the securities of 1911 Gold is appropriate only for investors who have the capacity to absorb a loss of some



or all of their investment.

Dilution and Future Sales of 1911 Gold Shares

The Company may sell additional 1911 Gold shares or other securities in the future to finance its operations or may issue additional 1911 Gold shares or other securities as consideration for future acquisitions. The Company cannot predict the size or nature of future sales or issuances of securities or the effect, if any, that such future sales and issuances will have on the market price of the 1911 Gold shares. Sales or issuances of substantial numbers of 1911 Gold shares, or the perception that such sales or issuances could occur, may adversely affect prevailing market prices of the 1911 Gold shares. The Company's articles permit, among other things, the issuance of an unlimited number of 1911 Gold shares for such consideration and on such terms and conditions as are established by the directors of the Company, in many cases, without the approval of shareholders.

No History of Earnings or Dividends

The Company has no history of earnings and as such the Company has not paid dividends since incorporation and does not anticipate doing so in the foreseeable future. Payment of any future dividends will be at the discretion of the 1911 Gold Board after taking into account many factors, including operating results, financial condition and anticipated cash needs.

NON-IFRS FINANCIAL PERFORMANCE MEASURES

The Company has included additional financial performance measures in this MD&A, such as production cash costs and all-in sustaining costs. The Company reports production cash costs and all-in sustaining costs on a per gold ounce sold basis. In the gold mining industry, this is a common performance measure but does not have any standardized meaning. The Company believes that, in addition to conventional measures prepared in accordance with IFRS, certain investors use this information to evaluate the Company's performance and ability to generate cash flow. These performance measures are not standardized financial measures under IFRS and, therefore, amounts presented may not be comparable to similar financial measures disclosed by other issuers. Accordingly, it is intended to provide additional information and should not be considered in isolation or as a substitute for measures of performance prepared in accordance with IFRS.

"Total cash costs per ounce" is calculated from operation's cash costs and dividing the sum by the number of gold ounces sold. Operations cash costs include mining, milling, smelter and other direct costs.

"All-in sustaining cash costs per ounce" includes total cash costs per ounce (as defined above) and adds the sum of G&A, share-based compensation, sustaining capital expenditures and certain exploration and evaluation costs, all divided by the number of ounces sold. As this measure seeks to reflect the full cost of gold production from current operations, new project capital is not included in the calculation of all-in sustaining costs per ounce. Additionally, certain other cash expenditures, including income tax payments and financing costs, should they apply, are not included.



The following tables provide reconciliation of total production costs per ounce as disclosed in this MD&A to the consolidated financial statements for the years ended December 31, 2022, 2021, and 2020:

	Year Ended December 31		
	2022	2021	2020
<i>(in thousands, except ounces and per ounce figures)</i>			
Total cash costs per ounce			
Production costs ⁽¹⁾	\$ 8,447	\$ 12,866	\$ 8,817
Underground care and maintenance costs	-	-	-
Total cash costs	8,447	12,866	8,817
Gold ounces sold	2,221	4,263	4,175
Total cash cost per ounce	\$ 3,803	\$ 3,018	\$ 2,112
All-in sustaining costs per ounce			
Total cash costs	\$ 8,447	\$ 12,866	\$ 8,817
General and administrative, net of depreciation	1,873	1,984	2,485
Sustaining capital expenditures ⁽²⁾	-	66	61
All-in sustaining costs	10,320	14,916	11,363
All-in sustaining costs per ounce	\$ 4,647	\$ 3,499	\$ 2,722

[1] As a result of the annual seasonal shutdown periods, 205 days in 2022, 160 days in 2021, and 176 days in 2020, the cash costs include a significant amount of cost unrelated to the cost of production.

[2] Sustaining capital expenditures are defined those expenditures which do not increase annual gold ounce production and excludes certain expenditures at the Company's operations which are deemed expansionary in nature. Capital expenditures include unpaid capital expenditures incurred in the period.

FORWARD LOOKING INFORMATION

This MD&A provides management's analysis of 1911 Gold's historical financial and operating results and provides estimates of 1911 Gold's future financial and operating performance based on information currently available. Actual results will vary from estimates and the variances may be significant. Readers should be aware that historical results are not necessarily indicative of future performance.

Certain information set forth in this MD&A, including management's assessment of the Company's future plans and operations, contains forward-looking information. By their nature, forward-looking information is subject to numerous risks and uncertainties, some of which are beyond the Company's control, including the impact of general economic conditions, impacts arising from the global disruption caused by the COVID-19 outbreak, industry conditions, volatility of commodity prices, currency fluctuations, imprecision of reserve estimates, environmental risks, competition from other industry participants, the lack of availability of qualified personnel or management, stock market volatility and ability to access sufficient capital from internal and external sources. Readers are cautioned that the assumptions used in the preparation of such information, although considered reasonable at the time of preparation, may prove to be inaccurate and, as such, undue reliance should not be placed on forward-looking information. 1911 Gold's actual results, performance or achievement could differ materially from those expressed in, or implied by, these forward-looking statements and, accordingly, no assurance can be given that any of the events anticipated by the forward-looking information will transpire or occur or, if any of them do so, what benefits 1911 Gold will derive there from. 1911 Gold disclaims any intention or obligation to update or revise any forward-looking information, whether as a result of new information, future events or otherwise except as required by applicable law.