



**Allegiant Gold Ltd.  
1090 Hamilton Street  
Vancouver, B.C.  
V6B 2R9  
Canada**

**Management's Discussion and Analysis  
Nine Month Period Ended  
June 30, 2022**

**(Stated in Canadian Dollars)**

**Report Date – August 12, 2022**

# **Allegiant Gold Ltd.**

Management's Discussion and Analysis  
Nine Month Period Ended June 30, 2022  
(Expressed Canadian Dollars)

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## Allegiant Gold Ltd.

Management's Discussion and Analysis  
Nine Month Period Ended June 30, 2022  
(Expressed Canadian Dollars)

This Management's Discussion and Analysis ("MD&A") focuses on significant factors that have affected Allegiant Gold Ltd. (the "Company" or "Allegiant") and its subsidiaries' performance and such factors that may affect its future performance. This MD&A should be read in conjunction with the Company's condensed interim consolidated financial statements for the nine month period ended June 30, 2022 and the audited annual consolidated financial statements and related notes for the year ended September 30, 2021 which were prepared in accordance with International Financial Reporting Standards ("IFRS"), as issued by the International Accounting Standards Board ("IASB"). All figures in this MD&A are expressed in Canadian Dollars unless otherwise noted. The information contained in this MD&A is current to the Report Date as defined on the cover page.

### Forward looking information

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

### **Profile and Strategy**

Allegiant was incorporated on September 26, 2017 under the laws of the Province of British Columbia, Canada. The Company obtained its initial listing on the TSX Venture Exchange ("TSXV") on January 30, 2018. The common shares of the Company are also listed on the OTCQX effective February 26, 2018.

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

The Company's principal business activities are the acquisition, exploration and development of resource properties, with gold as a principal focus. The Company is in the process of exploring and developing its resource properties but has not yet determined whether the properties contain ore reserves that are economically recoverable. The Company maintains active generative (prospecting) and evaluation programs and, as a key element of its strategy, broadens exposure, diversifies funding sources and minimizes risk through joint ventures on selected projects.

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

### **Overall Performance and Updates**

The following highlights the Company's overall performance for the three and nine month periods ended June 30, 2022 and 2021:

	<b>Three Months Ended</b>			<b>Nine Months Ended</b>		
	<b>June 30, 2022</b>	<b>June 30, 2021</b>	<b>Change</b>	<b>June 30, 2022</b>	<b>June 30, 2021</b>	<b>Change</b>
	<b>(\$)</b>	<b>(\$)</b>	<b>(\$)</b>	<b>(\$)</b>	<b>(\$)</b>	<b>(\$)</b>
Net income (loss)	(787,896)	(253,179)	(534,717)	(1,829,805)	(1,056,158)	(773,647)
Income (loss) per share – basic and diluted	(0.01)	(0.00)	(0.01)	(0.02)	(0.01)	(0.01)
Cash used in operating activities	(142,779)	(287,107)	144,328	(1,328,373)	(1,002,483)	(325,890)
Cash at end of period	6,286,577	389,774	5,896,803	6,286,577	389,774	5,896,803

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### Discussion of Operations

#### Exploration and Evaluation Assets

A summary of exploration and evaluation assets by property for the nine month period ended June 30, 2022 is set out below:

Property	Balance at September 30, 2021	Additions	Option Payment(s) Received	Impairment	Foreign Exchange	Balance at June 30, 2022
	(\$)	(\$)	(\$)	(\$)	(\$)	(\$)
Bolo	3,286,587	-	(657,672)	-	38,872	2,667,787
Browns Canyon	1	-	-	-	-	1
Clanton Hills	6,751	-	-	-	85	6,836
Eastside	21,166,613	1,361,445	-	-	289,746	22,817,804
West Goldfield	1	228,529	-	-	3,561	232,091
Overland Pass	1	-	-	-	-	1
White Horse Flats	1	-	-	-	-	1
White Horse North	1	-	-	-	-	1
	<b>24,459,956</b>	<b>1,589,974</b>	<b>(657,672)</b>	<b>-</b>	<b>332,264</b>	<b>25,724,522</b>

A summary of exploration and evaluation assets by property for the year ended September 30, 2020 is set out below:

Property	Balance at September 30, 2020	Additions	Option Payment(s) Received	Impairment	Foreign Exchange	Balance at September 30, 2021
	(\$)	(\$)	(\$)	(\$)	(\$)	(\$)
Bolo	3,822,979	-	(351,145)	-	(185,247)	3,286,587
Browns Canyon	738,700	33,133	-	(728,657)	(43,175)	1
Clanton Hills	-	6,713	-	-	38	6,751
Eastside	20,125,946	2,031,082	-	-	(990,415)	21,166,613
West Goldfield	477,594	93,952	-	(543,389)	(28,156)	1
Overland Pass	112,300	18,812	-	(124,501)	(6,610)	1
White Horse Flats	120,439	18,812	-	(132,166)	(7,084)	1
White Horse North	103,652	16,126	-	(113,681)	(6,096)	1
	<b>25,501,610</b>	<b>2,218,630</b>	<b>(351,145)</b>	<b>(1,642,394)</b>	<b>(1,266,745)</b>	<b>24,459,956</b>

<sup>1</sup> Optioned to third party. Proceeds received exceed carrying value of property. Refer to "Four Metals" section for further details.

<sup>2</sup> Optioned to third party. Proceeds received exceed carrying value of property. Refer to "Mogollon" section for further details.

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

	<b>Amount</b>
	(\$)
<b>Balance at September 30, 2020</b>	<b>25,501,610</b>
Acquisition and land costs	513,114
Camp costs	1,769
Drilling	775,736
Geology, trenching and geophysics	384,012
Impairment	(1,642,394)
Management and administration	39,474
Option proceeds	(351,145)
Technical studies	421,597
Travel	82,928
Foreign exchange	(1,266,745)
<b>Balance at September 30, 2021</b>	<b>24,459,956</b>
Acquisition and land costs	325,075
Camp costs	64,482
Drilling	608,584
Geology, trenching and geophysics	400,412
Management and administration	752
Option proceeds	(657,672)
Technical studies	106,847
Travel	83,822
Foreign exchange	332,264
<b>Balance at June 30, 2022</b>	<b>25,724,522</b>

### Eastside

The Eastside project is located approximately 32 km west of Tonopah, Nevada. The Company holds a 100% interest in Eastside, subject to underlying royalties which include a 2% royalty to Cordilleran Exploration Co, LLC ("Cordex"), a company in which Andy Wallace is a principal.

In July 2021, the Company entered into a lease agreement (the "Hilger Agreement"), with option to purchase, for 84 mineral claims (the "Hilger Property") located adjacent to the Eastside project. The terms of the lease require escalating cash and common share payments over the initial six years with the subsequent years having a fixed aggregate annual payments of US\$75,000. The first two years of lease payments totaling US\$60,000 were settled through the issuance of 163,733 common shares of the Company valued at subsequent to year end.

The lease has a term of ten years with a renewal option for two additional ten year periods at the election of the Company.

At any time during the term of the lease, the Company has the option to purchase the Hilger Property for a cash payment of US\$750,000. On exercise of the option, the vendor will retain a 3% net smelter return royalty on production from the property, and the lease will terminate. The Company has the option to reduce the royalty by 2% in instalments of 1% each for payments of US\$1,000,000 per instalment. The Company must expend a minimum of US\$350,000 in expenditures on the Hilger Property before the fifth anniversary of the effective date of the Hilger Agreement, unless the option is exercised or the Hilger Agreement is terminated.

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On January 27, 2020, the Company announced an updated Inferred Resource Estimate for the Eastside gold project in Nevada. The updated resource estimate ("Updated Resource Estimate and NI 43-101 Technical Report, Eastside and Castle Gold-Silver Project Technical Report, Esmeralda County, Nevada") was conducted by Mine Development Associates ("MDA") of Reno, Nevada with an effective date of December 30, 2019. Contained pit-constrained Inferred Resources of 996,000 Au ounces and 7,838,000 Ag ounces were calculated in accordance with NI 43-101. The MDA Technical Report was subsequently revised, dated July 30, 2021, and was filed on SEDAR. This report builds on and supersedes the NI 43-101 reports of Ristorcelli (December 2016) and Ristorcelli (July 2017) titled "*Resource Estimate and Technical Report, Eastside Gold-Silver Project, Esmeralda County, Nevada*" prepared for Allegiant with an Effective Date of July 25, 2017.

Preliminary metallurgical studies conducted by Kappes, Cassiday and Associates, in Reno, Nevada, indicate the mineralization is amenable to recovery by cyanidation. Heap-leach extractions are expected to be around 70% and 20% for gold and silver, respectively, but likely would require crushing. Milling with a fine grind is expected to result in extractions over 90% for gold and approximately 50% silver.

Ongoing field work at Eastside has generated a significant number of new targets from both geologic and alteration mapping, combined with geochemical sampling. Allegiant has determined that the Original Zone, Targets 1, 2, and 6, are actually part of a large and continuous zone or cell of hydrothermal alteration, which extends for 5.5 km north and south, and is about 1-2 km wide. The Original Zone, where essentially all drilling has occurred to date, lies completely within this large cell of hydrothermal alteration. The cell provides abundant drill targets for future drilling. In addition, geochemical targets exist at Targets 3, 5, and 7. Further, the east flank on the Allegiant claim block is "pediment" in nature, where only a few small bedrock exposures are present and rocks are mostly covered with a thin veneer (10-20 m) of alluvium. As announced back in December 2019, the Board, as part of its 2020 Exploration Budget, has approved an expansion of the permitted operating zone from the current 601 acres to approximately 3,600 acres in order to better understand and target these additional areas that warrant further exploration.

In April 2021, the Company completed 49 exploration reverse circulation ("RC") drill holes, totalling 5,850 metres, drilled in the Castle zone around the former-producing Boss mine, located within the Eastside gold project. The shallow at-surface mineralization at the Castle zone is important for the Eastside project for the following reasons:

- Potential increase in contained ounces;
- Potential for reasonably low strip-ratio mining;
- Potential starter pit for a future Eastside mine.

The drilling encountered shallow gold mineralization, best described as a blanket-like zone, that commences at an approximate depth of between zero and 30 metres and continues for 20 to 40 metres in thickness. Gold is hosted in Tertiary andesite and rhyolite tuff, associated with quartz stockworks, iron oxides along fractures, argillization, and occasionally massive silicification. The Tertiary volcanic rocks overlie Paleozoic rocks of the Palmetto formation, which were encountered at depth in nearly all the drill holes. Drill intercepts (using a 0.1-gram-per-tonne-gold cut-off) for the 49 holes. Most of the holes were angle holes drilled in a variety of directions at a dip of 45 degrees. Essentially all of the mineralization was deemed as oxide visually.

Forty-seven holes encountered mineralization within 45 metres of surface. Some of the highlights include:

- 5 metres of 1.85 grams per tonne from hole ES-196;
- 14 metres of 1.08 grams per tonne from hole ES-202;
- 4.5 metres of 2.32 grams per tonne from hole ES-211;
- 3.6 metres of 2.00 grams per tonne from hole ES-216;
- 1.5 metres of 3.86 grams per tonne from hole ES-222.

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In May 2021, the Company announced that it had encountered several high-grade gold intercepts in the Original Pit zone. Gold and silver at the Original Pit zone are hosted mainly in young rhyolite domes and dikes cutting through andesite flows and lahar, lacustrine tuffs, and rhyodacite flows and plugs. Approximately 85% of the drilled gold intercepts are hosted in rhyolite. Important alteration includes multiple generations of quartz in stock works, replacement illite, adularia (both as flooding and in veins), and a variety of iron oxides mostly filling fractures. The domes at the Original Pit are the northernmost two of a highly prospective dome field, elongated north-to-south, and measuring 10 kilometres by two km. The dome field contains 41 separate domes and is entirely covered by Allegiant's claim block. Higher grade intercepts in Drill Hole 243 appear to be associated with stronger quartz veining than usual. Future work programs in the Original Pit zone will focus on defining the extent of this high-grade zone to better understand the implications on resource growth and mine planning and economics.

Highlights of the nine-hole (3,673 metre) RC drill program include:

- **Hole 243 included 2.55 g/t gold over 147.8 metres (3.17 g/t Au over 117.3 m);**
- **Hole 243 is the best drill intercept to date at the Eastside project;**
- **Hole 243 was a 100 metre step-out from the closest hole in the Original Pit and is open west, east and south;**
- **Hole 243 is well within an open pit modelling scenario;**
- **Significant silver intercepts in holes 243 and 239;**
- **Strong gold intercepts in holes 239, 243, 244 and 245;**
- **Mineralization encountered in seven of nine holes;**
- **Eastside remains open in all directions and at depth in both the Original Pit zone and the Castle zone.**

Over 284 metres of the 428 metres drilled in Hole 243 were mineralized, and utilizing a 0.10 g/t Au cut-off, 2.55 g/t Au over 147.8 metres and 3.17 g/t Au over 117.3 m using a 0.20 g/t Au cut-off) commencing from a downhole depth of 172 metres. Further significant gold mineralization was encountered in Hole 239, Hole 244 and Hole 245 including the following highlights:

- **Hole 239 -- 111.3 metres of 1.45 g/t Au including 3.1 metres of 39 g/t Au at the bottom of the hole;**
- **Hole 244 -- 76 metres of the hole is mineralized, including 6.1 metres of 1.48 g/t Au at 375 metres downhole depth;**
- **Hole 245 -- 15.2 metres of 3.4 g/t Au from relatively shallow depths commencing at a downhole depth of 177 metres**

Silver intercepts were also encountered during this most recent drilling program. Using a 10 g/t Ag cut-off, Hole 239 encountered 6.1 metres of 113.35 g/t Ag at the bottom of the hole. Hole 243, reported an intercept of 93.3 g/t Ag over 44.2 metres at a downhole depth of 184 metres. The Original Pit zone at Eastside hosts approximately 7,800,000 ounces of silver as reported in the NI 43-101 Eastside Technical Report, dated January 30, 2021. Allegiant continues to believe that there remains upside potential to discover additional silver on the property, though gold continues to be the primary mineralization.

In May and June 2022, the Company completed a 32 hole, 6,703 metre RC drill program designed to test new exploration targets at Eastside focusing on the east pediment (21 holes) and the west anomaly (11 holes). The targets lie to the east and west of the Original Pit zone and were based on geophysical and geochemical anomalies. Drilling was conducted by Boart Longyear using a Foremost MPD 1500, track-mounted rig. Given the current high demand for assays in the western United States, the company is still awaiting the results from this program, but they will be released upon receipt and evaluation.

In June 2022, the Company also commenced a diamond drill program wherein it intends to drill seven to nine holes with an average depth of 600 metres for a total of 4,000 to 5,000 metres. The hole locations and design were jointly selected together with the exploration team at Kinross. The core holes will be located in the high-grade zone discovered during the May 2021 drill program completed within the Original Pit zone at Eastside.

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### Bolo

The Bolo project is located approximately 60 km northeast of Tonopah, Nevada. The Company holds a 100% interest in Bolo, subject to underlying royalties.

On June 27, 2018, the Company entered into an agreement with New Placer Dome Gold Corp. ("NGLD") (formerly Barrian Mining Corp.), under which NGLD may acquire up to a 50.01% undivided interest in Bolo by issuing common shares of NGLD to the Company, with an aggregate value of \$1,310,000 (US\$1,000,000) over a three year period, and also incurring certain exploration and evaluation expenditures on Bolo with a minimum aggregate value of \$5,240,000 (US\$4,000,000) by December 31, 2022. On April 24, 2019, the Company received 1,672,750 shares of NGLD, representing an initial \$334,550 (US\$250,000) option payment. On January 29, 2020, the Company received 2,059,219 common shares of NGLD, based on a volume weighted average price, representing the first anniversary \$270,077 (US\$250,000) share option payment. On December 23, 2020, the Company received 1,170,483 common shares of NGLD, based on a volume weighted average price, representing the second anniversary \$351,145 (US\$250,000) share option payment. On December 17, 2021, the Company received 1,608,350 common shares of NGLD, based on a minimum price of \$0.20, representing the third anniversary \$144,752 share option payment.

On December 30, 2021, the Company received \$320,750 (US\$250,000) in cash and 2,402,119 valued at \$192,170 (US\$150,000) from NGLD in connection with the Bolo option agreement. The cash and share payments totaling US\$400,000 were accepted by the Company in lieu of the exploration and evaluation expenditures that were required to be expended by NGLD before December 31, 2021.

Within 30 days of the completion of the initial option, NGLD must notify the Company in writing of its intention to earn an additional 24.99% interest in Bolo. This can be accomplished by incurring an additional \$5,240,000 (US\$4,000,000) in certain exploration and evaluation expenditures on Bolo within two years of acquiring the initial 50.01% interest in Bolo. If NGLD does not acquire the additional 24.99% interest, then NGLD will transfer a 0.02% interest in Bolo back to the Company.

During September 2019, NGLD completed a 10-hole reverse circulation drill program for a total of 1,838 metres. Seven of the drill holes, totalling 1,338 metres, were completed at the South mine fault zone, testing the extent of mineralization down dip and along strike. Previous RC drill intercepts at the South mine fault area include drill hole BL-38 that graded 3.24 grams per tonne (g/t) gold over 30.5 metres within a broader zone of mineralization averaging 1.28 g/t gold over 133 metres.\* One drill hole, totalling 177 metres, was completed between the South mine fault zone and Northern extension zone, testing both the continuity of mineralization along strike between the known zones, and a linear conductive anomaly identified by the 2019 induced polarization and resistivity geophysical survey. Two drill holes, totalling 323 metres, were completed at the historical Uncle Sam patented claim which has yielded high-grade silver plus gold channel rock chip samples including 3,146 g/t silver and 1.0 g/t gold over 2.6 metres, and 365 g/t silver and 1.9 g/t gold over 3.6 metres.\*\* Uncle Sam hosts high-grade silver plus gold mineralization at surface and in drill samples, and is the site of historical (circa 1880s) mine workings.

\* The true width of mineralization is estimated to be approximately 50 per cent of drilled width.

\*\* The true width of mineralization at Uncle Sam is unknown. For full descriptions of the Bolo property mineralized intercepts see: "Technical Report on the Bolo Property, Nye County, Nevada, USA" effective date Oct. 5, 2018, available at SEDAR

On July 23, 2020, NGLD announced the commencement of its 2020 summer drilling program at Bolo. In October 2020, the results from five reverse circulation ("RC") drill holes were released and stated that they have intersected significant oxide gold mineralization and expanded gold mineralization to depth. The South Mine fault zone remains open and has seven additional expansion drilling holes awaiting laboratory assay results.

On December 22, 2021, NGLD announced the commencement of a diamond drill program at the Bolo gold-silver project. In total, two core drill holes were completed, but no significant gold values were returned. However, zones of mineralized, oxidized, decalcified, silicified, and brecciated Windfall Formation were intersected, coincident with pathfinder (As plus or minus Ba plus or minus Sb) geochemical anomalies that indicate persistence of the mineralizing system at depth. Structural data collected from oriented core measurements provided valuable data that be used in the development of a 3D geological model for the South Mine Fault.

In May 2022, NGLD was acquired by Copaur Minerals Inc. ("CPAU"), an exploration company listed on the TSXV, and accordingly all future commitments under the Bolo Agreement are now the responsibility of CPAU.

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On July 18, 2022, CPAU announced phase 1 of the 2022 Bolo Gold-Silver Project exploration program which will comprise surface prospecting and grid rock chip geochemical sampling, targeting the northern extensions of the known gold bearing Mine Fault and East Fault structures; including potential new drill targets within the prospective Windfall Formation unit (Figure 1, and CopAur news release dated June 6, 2022). In total approximately 600 samples will be collected, designed to infill, and extend historical rock chip coverage 1 km north-south and 300 m east-west along two parallel proven gold mineralized fault structures

### Four Metals

On April 19, 2018 the Company and MinQuest Ltd. entered into an option agreement with Arizona Standard (US) Corp. (the "Four Metals Optionee") and Barksdale Capital Corp. ("Barksdale") granting the Four Metals Optionee an option to acquire a 100% interest in the Four Metals project located in Santa Cruz County, Arizona. The Four Metals Optionee is a wholly-owned subsidiary of Barksdale. The common shares of Barksdale are listed for trading on the TSXV. The Company and MinQuest Ltd. each own a 50% interest in 16 unpatented lode mining claims that, in addition to 24 unpatented lode mining claims that are 100% owned by the Company, comprise the Four Metals project. The option agreement requires the Four Metals Optionee to pay \$294,750 (US\$225,000) in staged payments over a five-year period. In addition, Barksdale will issue common shares with a total value of \$294,750 (US\$225,000) in staged issuances over the same five-year period. The cash payments and share issuances are shared equally with MinQuest Ltd. so that the Company will receive 50% of the cash and share payments.

In April 2022, the Company received cash of \$15,638 (2021 – \$15,125) and 33,688 (2021 – 30,944) common shares of Barksdale, with a fair value of \$15,833 (2021 - \$15,572).

### Mogollon

The Company holds a 100% interest in Mogollon, subject to underlying royalties.

On August 21, 2020, the Company entered into an agreement with Summa Silver Corp. ("Summa") wherein Summa can acquire a 75% interest in the Mogollon silver property in exchange for an initial cash payment of US\$50,000 and the issuance of 200,000 common shares of Summa, subsequent cash and share payments valued at US\$2,750,000 and by incurring exploration expenditures totalling US\$3,000,000 over a period of three years. Summa can further acquire the remaining 25% interest in Mogollon by paying the Company an additional US\$3,000,000 in either cash or common shares of Summa.

On August 26, 2020, the Company received a cash payment of \$65,826 (US\$50,000) and 200,000 common shares of Summa, with a fair value of \$424,000. On August 17, 2021, the Company received a cash payment of \$126,000 (US\$100,000) and 352,351 common shares of Summa, with a fair value of \$352,351.

On October 11, 2021, the Company received 150,000 common shares of Summa valued at \$126,030 in connection with the approval of a royalty buy-down with one of the underlying claim owners.

### Goldfield West

The Company holds a 100% interest in 105 minerals claims, subject to a 2% royalty.

On March 15, 2022, the Company entered into a mineral lease agreement (the "Anchor Lease") whereby the Company holds a ten year renewable lease on 80 contiguous mineral claims in exchange for a cash payment of \$76,849 (US\$60,000), 277,668 common shares valued at \$105,514, future annual cash advance royalty payments commencing on the fifth anniversary of the Anchor Lease, and incurring an aggregate of US\$1,500,000 in exploration expenditures on the underlying claims of the Anchor Lease before the fifth anniversary of the Anchor Lease. A 2 % royalty is retained by the lessor.

In May 2022, the Company completed a UAV-based (unmanned aerial vehicle) MAG geophysical survey at Goldfield West ahead of a future drill program.

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### Clanton Hills

The Clanton Hills project is located approximately 80 km west of Phoenix, Arizona.

The Company holds a 100% interest in Clanton Hills, subject to underlying royalties. On August 31, 2020, the Company entered into an option agreement with Supernova Metals Corp ("Supernova"), a corporation that shares an officer in common with the Company, granting Supernova an option to acquire a 50.1% interest in the Clanton Hills silver property. To acquire its interest Supernova was required to pay US\$550,000 in cash, issue 2,000,000 common shares (received) and incur US\$1,500,000 in exploration expenditures prior to September 15, 2023.

In December 2020, Supernova completed a five hole reverse circulation drill program totaling 1,000 metres. No significant assays were encountered. In March 2021, Supernova elected not to proceed with the Clanton Hills option agreement and returned the property to the Company.

### Other Projects

The Company's remaining projects, which are inclusive of Overland Pass, White Horse Flats and White Horse North, are all considered to be highly prospective and the Company is focused on optioning them to quality partners for future development.

The Company has additional exploration and evaluation assets located in the USA, comprised of the following properties: Browns Canyon, Overland Pass, White Horse Flats, and White Horse North. They are all considered to be highly prospective and the Company is focused on optioning them to quality partners for future development. Considering the lack of recent exploration and planned future exploration on these properties, the Company is of the view that properties are impaired from a development perspective and, accordingly, recorded an aggregate impairment of \$1,642,394 for the year ended September 30, 2021 and reduced the carrying value of each property to a nominal value of \$1.

### Allegiant Qualified Person – U.S. properties disclosure only

Andy B. Wallace is a Certified Professional Geologist (CPG) with the American Institute of Professional Geologists and is the Qualified Person under National Instrument 43-101 and has reviewed and approved the technical content relating to the properties located in the USA discussed herein. Mr. Wallace is a director of the Company and a principal of Cordex.

### **Summary of Quarterly Information**

	<b>Jun 30, 2022</b>	<b>Mar 31, 2022</b>	<b>Dec 31, 2021</b>	<b>Sep 30, 2021</b>	<b>Jun 30, 2021</b>	<b>Mar 31, 2021</b>	<b>Dec 31, 2020</b>	<b>Sep 30, 2020</b>
	(\$)	(\$)	(\$)	(\$)	(\$)	(\$)	(\$)	(\$)
Net income (loss) for the period	(787,896)	(488,647)	(553,262)	(1,733,347)	(314,573)	(682,864)	(120,115)	316,993
Basic and diluted income (loss) per share	(0.01)	(0.01)	(0.01)	(0.02)	(0.00)	(0.01)	(0.00)	0.00
	<b>Jun 30, 2022</b>	<b>Mar 31, 2022</b>	<b>Dec 31, 2021</b>	<b>Sep 30, 2021</b>	<b>Jun 30, 2021</b>	<b>Mar 31, 2021</b>	<b>Dec 31, 2020</b>	<b>Sep 30, 2020</b>
	(\$)	(\$)	(\$)	(\$)	(\$)	(\$)	(\$)	(\$)
Cash	6,286,577	7,218,898	3,766,214	4,256,565	389,774	999,922	1,916,954	2,875,470
Total assets	33,104,218	32,953,031	29,508,571	29,701,387	26,280,613	27,017,256	28,007,588	29,575,866
Total non-current financial liabilities	257,278	258,793	270,903	336,203	335,333	346,907	356,012	1,901,354

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### Notes on Material Quarterly Variations:

September 30, 2020 – Reported significant net income versus the traditional net loss due to a gain on short-term investments as well as the receipt of cash and common share option payments for the Clanton Hills and Mogollon properties.

December 31, 2020 – Reported a significant decline in non-current liabilities due to the settlement of a promissory note through the issuance of common shares.

March 31, 2021 – Reported an increase in net loss due to a loss on short-term investments. Furthermore, cash decreased due to the funding of a drill program as well as permitting application at Eastside.

September 30, 2021 – Cash and total assets increased substantially due to the completion of a short-form prospectus offering. Net loss for the period also increased due to the impairment recorded against certain non-core exploration and evaluation assets.

March 31, 2022 – Cash increased substantially due to the completion of a non-brokered private placement with Kinross Gold Corp. (“Kinross”).

### Review of Financial Results – YTD

The Company didn't generate any revenue during the nine month period ended June 30, 2022 (“Current Period”) or the nine month period ended June 30, 2021 (“Prior Period”).

During the Current Period, the Company reported a net loss of \$1,829,805 versus \$1,056,158 for the Prior Period. The primary reason for the difference was share-based payments incurred in the Current Period as a result of vested stock options and RSUs.

### **Subsequent Events**

Subsequent to June 30, 2022, the Company issued 112,500 common shares pursuant to the exercise of RSUs.

### **Selected Annual Information**

The Company's functional and presentation currency is the Canadian Dollar for all years presented.

	<b>2021</b>	<b>2020</b>	<b>2019</b>
	<b>(\$)</b>	<b>(\$)</b>	<b>(\$)</b>
Revenue	-	-	-
Net income (loss)	(2,850,899)	127,933	(2,384,503)
Earnings (loss) per share – basic and diluted	(0.04)	0.00	(0.04)
Total assets	29,701,387	29,575,866	25,431,350
Total non-current liabilities	336,203	1,901,354	1,331,645
Cash dividends	-	-	-

There was a substantial improvement in the net income/(loss) reported by the Company in 2020 versus 2019. The fundamental reason for this improvement is the cash and share proceeds (\$1,245,868) the Company received for optioning its Mogollon, Four Metals and Clanton Hills properties to other publicly traded companies in 2020. In addition, the Company reported a large impairment (\$993,149) on its exploration and evaluation assets in 2019.

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### **Liquidity and Capital Resources**

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

	<b>Period Ended</b>	
	<b>June 30, 2022</b>	<b>June 30, 2021</b>
	<b>(\$)</b>	<b>(\$)</b>
Cash used in operating activities	(1,328,373)	(1,002,483)
Cash provided by (used in) investing activities	(578,653)	(1,619,781)
Cash provided by financing activities	3,916,087	138,862
Cash, end of the period	6,286,577	389,774

As at June 30, 2022, the Company had working capital of \$6,646,643 compared to \$4,602,843 at September 30, 2021. Working capital increased due to option payments received on the Bolo property as well as a non-brokered private placement with Kinross.

As at June 30, 2022, the Company had current liabilities of \$273,436,116,239 and non-current liabilities of \$257,278. In March 2022, the Company completed a non-brokered financing wherein it raised \$4,014,414 from an investment by Kinross. Accordingly, management is confident that it can meet its working capital requirements and obligations as they come due in the next twelve months.

### **Commitments and Related Party Transactions**

The following is a summary of related party transactions for the nine month periods ended June 30, 2022 and 2021:

	<b>June 30, 2022</b>	<b>June 30, 2021</b>
	<b>(\$)</b>	<b>(\$)</b>
Office rent and administration services paid or accrued to Orea, a company that shares directors in common	13,500	13,500
Management fees paid to a corporation controlled by the former Chairman of the Company	-	24,000
Management fees and medical reimbursement paid to the CEO of the Company	173,032	208,089
Professional fees paid to a corporation controlled by the CFO of the Company	90,400	96,000
Directors fees paid or accrued	81,000	91,839
Share-based compensation in the form of vested stock options and RSUs issued to directors and officers of the Company	713,592	107,268
Exploration and evaluation expenditures paid to a director of the Company	69,858	80,360
	<b>1,138,382</b>	<b>621,056</b>

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As at June 30, 2022, there was \$Nil (September 30, 2021 - \$23,190) owing to directors of the Company and included in accounts payable.

As at June 30, 2022, the CEO owed \$25,000 to the Company in connection with exercise of stock options.

The Company entered into a lease agreement on May 1, 2020 for the rental of storage space in Reno, Nevada with a term that expired on April 30, 2022. The lease was renewed for a further term of 2 year term that expires on April 30, 2024. The remaining rent payable under the lease is \$64,041 (US\$49,739).

### Critical Accounting Estimates

Significant accounting judgments, estimates and assumptions

The preparation of the Company's financial statements in conformity with IFRS requires management to make judgments, estimates and assumptions that affect the reported amounts of assets, liabilities and contingent liabilities at the date of the financial statements and reported amounts of revenues and expenses during the reporting period. Estimates and assumptions are continuously evaluated and are based on management's experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances. However, actual outcomes can differ from these estimates.

The following areas required a significant degree of estimation and judgment:

#### Recoverability of exploration and evaluation assets

The application of the Company's accounting policy for exploration and evaluation expenditures requires judgment to determine whether future economic benefits are likely, from either future exploitation or sale, or whether activities have not reached a stage that permits a reasonable assessment of the existence of reserves.

#### Share-based payments

The fair value of stock options issued are subject to the limitation of the Black-Scholes option pricing model, which incorporates market data and involves uncertainty in estimates used by management in the assumptions. The Black-Scholes option pricing model requires the input of highly subjective assumptions, including the volatility of share prices, and, as a result, changes in subjective input assumptions can materially affect the fair value estimate.

#### Decommissioning provisions

Restoration costs will be incurred by the Company in connection with certain exploration activities conducted on exploration and evaluation assets. The Company estimates abandonment and reclamation costs based on a combination of publicly available industry benchmarks and internal site-specific information. The ultimate restoration liability is uncertain and can vary in response to many factors including changes to relevant legal requirements, the emergence of new restoration techniques, experience at other sites, or changes in the risk-free discount rate. The expected timing and amount of expenditure can also change in response to changes in laws and regulations or their interpretation. As a result, there could be significant adjustments to the provisions established which would affect future financial results.

#### Functional currency

The functional currency is the currency of the primary economic environment in which the entity operates and has been determined for each entity within the Company. The functional currencies are as follows:

<b>Entity</b>	<b>Functional Currency</b>
Allegiant Gold Ltd.	Canadian dollar
Allegiant Gold Holding Ltd. ("AGHL")	Canadian dollar
Allegiant Gold (U.S.) Ltd. ("AGUS")	United States dollar

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### Off-Balance Sheet Arrangements

The Company has no off-balance sheet arrangements.

### Proposed Transactions

There are no material proposed transactions as at June 30, 2022 and the Report Date of this MD&A.

### New Accounting Standards Adopted During the Period

There were no new accounting standards adopted during the period.

### Outstanding Share Information

#### Outstanding Share Data

The Company has authorized capital of an unlimited number of common shares without par value. The table below represents Allegiant's capital structure as at June 30, 2022 and the Report Date of this MD&A:

	<b>Report Date</b>	<b>June 30, 2022</b>
Common shares	102,445,580	102,333,080
Warrants (exercisable at \$0.40 – to \$0.70)	11,507,980	11,507,980
Restricted stock units	2,618,750	2,731,250
Share options (exercisable at \$0.10 to \$0.60)	3,370,000	3,370,000

### Financial Instruments

The Company's financial instruments consist of cash, short-term investments, receivables, reclamation bonds, accounts payable, and the CEBA loan.

#### Classification

On initial recognition, the Company classifies its financial instruments in the following categories: at ("FVTPL"), at fair value through other comprehensive income (loss) ("FVTOCI") or at amortized cost.

A financial asset is measured at amortized cost if it meets both of the following conditions and is not designated as FVTPL:

- it is held within a business model whose objective is to hold assets to collect contractual cash flows; and
- its contractual terms give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

A debt investment is measured at FVTOCI if it meets both of the following conditions and is not designated as FVTPL:

- it is held within a business model whose objective is achieved by both collecting contractual cash flows and selling financial assets; and
- its contractual terms give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

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An equity investment that is held for trading is measured at FVTPL. For other equity investments that are not held for trading, the Company may irrevocably elect to designate them as FVTOCI. This election is made on an investment-by-investment basis.

All financial assets not classified or measured at amortized cost or FVTOCI as described above are measured at FVTPL. This includes all derivative financial assets. On initial recognition, the Company may irrevocably designate a financial asset that otherwise meets the requirements to be measured at amortized cost or at FVTOCI as at FVTPL if doing so eliminates or significantly reduces an accounting mismatch that would otherwise arise.

Financial liabilities are measured at amortized cost, unless they are required to be measured at FVTPL (such as instruments held for trading or derivatives) or the Company has elected to measure them at FVTPL.

### Measurement

#### *Financial assets at FVTOCI*

Elected investments in equity instruments at FVTOCI are initially recognized at fair value plus transaction costs. Subsequently they are measured at fair value, with gains and losses recognized in other comprehensive income (loss).

#### *Financial assets and liabilities at amortized cost*

Financial assets and liabilities at amortized cost are initially recognized at fair value plus or minus transaction costs, respectively, and subsequently carried at amortized cost less any impairment.

#### *Financial assets and liabilities at FVTPL*

Financial assets and liabilities carried at FVTPL are initially recorded at fair value and transaction costs are expensed in profit or loss. Realized and unrealized gains and losses arising from changes in the fair value of the financial assets and liabilities held at FVTPL are recognized in profit or loss in the period in which they arise. Where management has opted to recognize a financial liability at FVTPL, any changes associated with the Company's own credit risk will be recognized in other comprehensive income (loss).

#### *Impairment of financial assets at amortized cost*

The Company recognizes a loss allowance for expected credit losses on financial assets that are measured at amortized cost. At each reporting date, the Company measures the loss allowance for the financial asset at an amount equal to the lifetime expected credit losses if the credit risk on the financial asset has increased significantly since initial recognition. If at the reporting date, the financial asset has not increased significantly since initial recognition, the Company measures the loss allowance for the financial asset at an amount equal to the twelve month expected credit losses. The Company shall recognize in profit or loss, as an impairment gain or loss, the amount of expected credit losses (or reversal) that is required to adjust the loss allowance at the reporting date to the amount that is required to be recognized.

#### *Derecognition*

##### Financial assets

The Company derecognizes financial assets only when the contractual rights to cash flows from the financial assets expire, or when it transfers the financial assets and substantially all of the associated risks and rewards of ownership to another entity. Gains and losses on derecognition are generally recognized in profit or loss. However, gains and losses on derecognition of financial assets classified as FVTOCI remain within accumulated other comprehensive income (loss).

##### Financial liabilities

The Company derecognizes financial liabilities only when its obligations under the financial liabilities are discharged, cancelled or expired. Generally, the difference between the carrying amount of the financial liability derecognized and the consideration paid and payable, including any non-cash assets transferred or liabilities assumed, is recognized in profit or loss.

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### **Risks and Uncertainties**

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

#### Exploration, development and production risks

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

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

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

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

No assurance can be given that minerals will be discovered in sufficient quantities at any of the Company's mineral projects to justify commercial operations or that funds required for additional exploration or development will be obtained on a timely basis. Whether a mineral deposit will be commercially viable depends on a number of factors, some of which are: the particular attributes of the deposit, such as size, grade and proximity to infrastructure; metal prices which are highly cyclical; the proximity and capacity of milling facilities; and government regulations, including regulations relating to prices, taxes, royalties, land tenure, land use, importing and exporting of minerals and environmental protection. The exact effect of these factors cannot accurately be predicted, but the combination of these factors may result in the Company not receiving an adequate return on invested capital.

#### Additional Funding Requirements

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

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### Prices, Markets and Marketing of Natural Resources

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

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

### Dilution

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

### Environmental Risks

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

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

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

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

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### Reliance on Operators and Key Employees

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

### Regulatory Requirements

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

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

### Title Matters

Although title to the properties has been reviewed by the Company, formal title opinions have not been obtained by the Company for most of its mineral properties and, consequently, no assurances can be given that there are no title defects affecting such properties and that such title will not be challenged or impaired. The acquisition of title to resource properties is a very detailed and time-consuming process. Title to, and the area of, resource claims may be disputed. There may be valid challenges to the title of any of the mineral properties in which the Company holds an interest that, if successful, could impair development and/or operations thereof. A defect could result in the Company losing all or a portion of its right, title, estate and interest in and to the properties to which the title defect relates.

Any of the mineral properties in which the Company holds an interest may be subject to prior unregistered liens, agreements or transfers or other undetected title defects. There is no guarantee that title to the properties will not be challenged or impugned. The Company is satisfied, however, that evidence of title to each of the properties is adequate and acceptable by prevailing industry standards.

### Enforcement of Civil Liabilities

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

### Permits and Licenses

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

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### Availability of Equipment and Access Restrictions

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

### Conflict of Interest of Management

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

### Competition

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

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

### Insurance

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

No assurance can be given that insurance to cover the risks to which the Company's activities will be subject will be available at all or at economically feasible premiums. Insurance against environmental risks (including potential for pollution or other hazards as a result of the disposal of waste products occurring from production) is not generally available to the Company or to other companies within the industry. The payment of such liabilities would reduce the funds available to the Company. Should the Company be unable to fund fully the cost of remedying an environmental problem, the Company might be required to suspend operations or enter into interim compliance measures pending completion of the required remedy.

### The Market Price of Shares May Be Subject to Wide Price Fluctuations

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

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

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

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### Global Financial Conditions

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

### Credit risk

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

### Management's Responsibility for Financial Statements

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

### COVID 19

In March 2020 the World Health Organization declared coronavirus COVID-19 a global pandemic. This contagious disease outbreak, which has continued to spread, and any related adverse public health developments, has adversely affected workforces, economies, and financial markets globally, potentially leading to an economic downturn. It is not possible for the Company to predict the duration or magnitude of the adverse results of the outbreak and its effects on the Company's business or ability to raise funds.

### Disclosure and Internal Controls

Disclosure controls and procedures have been established to provide reasonable assurance that material information relating to the Company is made known to management, particularly during the period in which annual filings are being prepared. Furthermore, internal controls over financial reporting have been established to ensure the Company's assets are safeguarded and to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements in accordance with IFRS.

### Caution Regarding Forward Looking Statements

This document contains certain forward-looking information and forward-looking statements, as defined in applicable securities laws (collectively referred to as "forward-looking statements"). Often, but not always, forward-looking statements can be identified by the use of words such as "plans," "expects" or "does not expect," "is expected," "planned," "budget," "scheduled," "estimates," "continues," "forecasts," "projects," "predicts," "intends," "anticipates" or "does not anticipate," or "believes," or variations of such words and phrases, or statements that certain actions, events or results "may," "could," "would," "should," "might" or "will" be taken, occur or be achieved. Forward-looking statements involve known and unknown risks, uncertainties and other factors that may cause our actual results, performance or achievements to be materially different from any of our future results, performance or achievements expressed or implied by the forward-looking statements; consequently, undue reliance should not be placed on forward-looking statements.

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

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

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

### **Additional Information**

Additional information relating to the Company is available on SEDAR at [www.sedar.com](http://www.sedar.com).

### **Corporate Information**

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