

# Management's Discussion and Analysis

*This Management's Discussion and Analysis ("MD&A") provides a commentary to enable a reader to assess material changes in the financial condition and results of operations of Gabriel Resources Ltd. ("Gabriel" or the "Company") and its subsidiary companies (together the "Group") as at and for the three-month and nine-month periods ended September 30, 2020 and 2019.*

*The MD&A should be read in conjunction with the unaudited condensed interim consolidated financial statements and notes thereto of the Company as at and for the three-month and nine-month periods ended September 30, 2020 and 2019 ("Financial Statements"). The Financial Statements have been prepared in condensed format in accordance with International Financial Reporting Standards ("IFRS") as applicable to the preparation of interim financial statements, including International Accounting Standard IAS 34 ("Interim Financial Reporting"). The Financial Statements should be read in conjunction with the audited consolidated financial statements and notes thereto of the Company as at and for the year ended December 31, 2019, which have been prepared in accordance with IFRS. All amounts included in the MD&A are in Canadian dollars ("C\$"), unless otherwise specified. This report is dated as of November 10, 2020, and the Company's public filings can be reviewed on the SEDAR website ([www.sedar.com](http://www.sedar.com)).*

*This MD&A contains forward-looking statements about the Company's objectives, strategies, financial condition, operations and businesses within the Group. Forward-looking statements involve known and unknown risks, uncertainties and other factors which may cause actual results, performance or achievements of the Group to be materially different from any future results, performance or achievements expressed or implied by such forward-looking statements. Such forward-looking statements are based upon the beliefs, expectations, reasonable investigation and opinions of Management as of the date of this MD&A. All forward-looking statements, including those not specifically identified herein are made subject to (i) the impact, if any, of the coronavirus pandemic as considered on pages 5, 18 and 19 and (ii) the cautionary language beginning on page 25. Readers are advised to refer to the cautionary language when reading any forward-looking statements.*

## Overview

Gabriel is a Canadian resource company with its common shares ("Common Shares") listed on the TSX Venture Exchange ("Exchange") which, for many years, was focused principally on the exploration and development of the Roşia Montană gold and silver project in Romania (the "Project"). The Project, one of the largest undeveloped gold deposits in Europe, is situated in an area known as the Golden Quadrilateral in the South Apuseni Mountains of Transylvania, Romania, an historic and prolific mining district that since Roman times has been mined intermittently for over 2,000 years.

The exploitation concession license for the Project ("License") is held by Roşia Montană Gold Corporation S.A. ("RMGC"), a Romanian company in which Gabriel owns an 80.69% equity interest, with the 19.31% balance held by Minvest Roşia Montană S.A. ("Minvest RM"), a Romanian State-owned mining company.

Upon obtaining the License in 1999, RMGC along with Gabriel and its subsidiary companies focused substantially all of their management and financial resources on identifying and defining the size of the four ore bodies, engineering to design the size and scope of the Project, surface rights acquisitions, rescue archaeology and environmental assessment and permitting. Despite the Group's fulfilment of its legal obligations and its development of the Project as a high-quality, sustainable and environmentally-responsible mining project, using best available techniques, Romania has blocked and prevented implementation of the Project without due process and without compensation, effectively depriving the Group entirely of the value of its investments.

On July 21, 2015, the Company and its wholly-owned subsidiary, Gabriel Resources (Jersey) Ltd. (together "Claimants"), filed a request for arbitration ("Arbitration Request") before the World Bank's International Centre for Settlement of Investment Disputes ("ICSID") against the Romanian State (the "Respondent") pursuant to the bilateral investment protection treaties which the Romanian Government has entered into with each of the Government of Canada and the Government of the United Kingdom of Great Britain and Northern Ireland for the Promotion and Reciprocal Protection of Investments (together the "Treaties") ("ICSID Arbitration"). Information on the key milestones to-date in the ICSID Arbitration process is given below.

In light of the continued absence of any positive engagement by the Romanian State since the Arbitration Request, the ICSID Arbitration has become the Company's core focus. Accordingly, any information set out in this MD&A relating to the Project, the License, and the Group's development activities in Romania is for background purposes only and should not be interpreted as being indicative of the Company's expectations as at the date of this document regarding the future development of the Project.

## **ICSID Arbitration**

In reliance on numerous representations made and actions taken by the Romanian authorities and in the reasonable expectation that the Company's projects would be evaluated in accordance with the law and reasonable technical standards and, ultimately, on its merits, the Claimants have invested over US\$700 million to maintain and develop the Project and to define two valuable mineral deposits at the Rodu-Frasin (epithermal gold and silver) site and Tarnița (porphyry copper-gold) site, both within the Bucium area located in the vicinity of Roșia Montană ("Bucium Projects"), in accordance with all applicable laws, regulations, licenses, and permits. However, having encouraged the Claimants' investment in the Project and the Bucium Projects, the Romanian State has frustrated and prevented the implementation of those developments in an unlawful, discriminatory and non-transparent manner by refusing to make permitting and other administrative decisions in accordance with the established procedures required by law.

As a consequence of Romania's acts and inactions, the Project and the Bucium Projects have been blocked politically, depriving the Claimants of the use, benefit and entire value of their property rights associated with the Project and the Bucium Projects, which have effectively been taken without compensation in contravention of the applicable legal and administrative processes and requirements.

The ICSID Arbitration seeks compensation for all of the loss and damage resulting from the Romanian State's wrongful conduct and its breaches of the Treaties' protections, including against expropriation, unfair and inequitable treatment and discrimination, and other unlawful treatment in respect of the Project, the Bucium Projects and related licenses.

## *Status of the ICSID Arbitration and Recent Developments*

The Company is well advanced in the ICSID Arbitration process. To date, and in accordance with the procedural timelines established by the presiding tribunal for the ICSID Arbitration (“Tribunal”), the parties have exchanged a number of substantial written submissions and participated in two hearings on the merits of the claim, each as summarized below:

- The Claimants filed their memorial on the merits of the claim (“Memorial”) on June 30, 2017 detailing, amongst other things, the factual and legal arguments supporting their claim against Romania and the quantum of the damages sustained;
- On February 22, 2018, the Respondent filed its counter-memorial (“Counter-Memorial”) in response to the Memorial;
- On May 25, 2018, the Respondent filed a supplementary jurisdictional objection with ICSID (“Jurisdictional Challenge”) challenging the jurisdiction of the Tribunal to hear the claims presented by Gabriel Jersey;
- On November 2, 2018, the Claimants submitted their reply (“Reply”) to the Counter-Memorial and the Jurisdictional Challenge;
- On February 28, 2019, the Claimants and the Respondent filed their comments on an amicus curiae submission to the Tribunal by certain non-governmental organizations (or “non-disputing parties”) who have opposed the Project for many years;
- On May 24, 2019, the Respondent filed its response to the Reply (“Rejoinder”) and its reply on the Jurisdictional Challenge, the Respondent’s final substantive submission;
- On June 28, 2019, the Claimants filed their surrejoinder on the Jurisdictional Challenge (“Surrejoinder”);
- An oral hearing on the merits of the claim was held in Washington D.C. between December 2 and December 13, 2019 (“Hearing”) to address the evidentiary record in the case, issues on liability and jurisdiction and to hear testimony from certain of the parties’ fact and expert witnesses;
- On March 10, 2020, the Tribunal issued a list of further questions arising from the evidence presented during the Hearing (“Tribunal Questions”) followed by directions on the timing and manner of responses expected while reserving the possibility of having an additional round of answers to the relevant questions;
- On April 10, 2020, the Claimants and the Respondent filed their comments on a written submission to the Tribunal by the European Commission as a “non-disputing party” in the ICSID Arbitration;
- On May 11, 2020, the Claimants provided their answers to the Tribunal Questions;
- On July 13, 2020, the Respondent provided its answers to the Tribunal Questions; and
- A second oral hearing on the merits of the claim was held virtually from September 28 to October 4, 2020 (“Second Hearing”) which focused on the technical and feasibility-related aspects of the Projects and the quantum of the damages claimed, and allowed counsel for both parties to address related issues. The Second Hearing also afforded the Tribunal the opportunity to hear testimony from certain of the parties’ fact and expert witnesses, as well as to address questions to each of the parties.

Subsequent to the Second Hearing, the Tribunal confirmed that Claimants and Respondent may make two further simultaneous written submissions in order to comment in conclusion on the full evidentiary record, on February 4, 2021 and March 26, 2021 respectively (“Post-Hearing Briefs”), after which the Tribunal may pose further questions, as was the case following the Hearing, or focus on deliberations ahead of its decision.

During the course of the Second Hearing, the Respondent alleged that the Claimants had presented a “new claim”, in the alternative, for compensation that differed from that claimed in the Memorial and Reply and that was calculated by reference to a different valuation date, namely September 6, 2013. The Respondent objected to the alleged “new claim” and requested that the Tribunal declare the same as inadmissible. In response, the Claimants confirmed that they had elaborated arguments at the Second Hearing, as permitted in accordance with the Tribunal prescribed rebuttal procedure, in response to evidence presented by Respondent’s quantum expert only in the Rejoinder, and maintained their case that compensation should be based on the value of their project rights as of July 29, 2011, as reflected in the Memorial and Reply.

Following the parties’ representations on this matter, the Tribunal issued Procedural Order No. 34 rejecting the Respondent’s objection that the new arguments presented by the Claimants during the Second Hearing were inadmissible. The Tribunal invited the parties to confer and confirm when further argumentation addressing the Claimants’ new arguments should be addressed. The parties subsequently agreed that these arguments should be addressed in the Post-Hearing Briefs. The Respondent, however, expressed its disagreement with the Tribunal’s ruling under Procedural Order No. 34 alleging that the admission of such new arguments at this stage of the proceedings constitutes a serious departure from a fundamental rule of procedure.

There is no specified timeframe in the ICSID Rules in which a final decision is to be made by the Tribunal. The Company, however, is informed that it is typical for tribunals in this type of arbitration to require twelve to eighteen months to finalize and issue a decision after Post-Hearing Briefs are submitted. Furthermore, that decision may be subject to a request for annulment (albeit such request can only be submitted on very limited grounds).

A summary of the procedural aspects of the ICSID Arbitration, together with copies of the procedural orders of the Tribunal and the principal submissions, including the Memorial, the Counter-Memorial, the Reply, the Rejoinder and redacted versions of the transcript of the Hearing are available on ICSID’s website.

### ***UNESCO World Heritage***

On January 31, 2020, the Ministry of Culture submitted a letter to UNESCO conveying the Romanian Government’s official request for the “reactivation” of its nomination of the “Roşia Montană Mining Landscape” as a UNESCO World Heritage site. Gabriel understands that, in light of the global pandemic COVID-19, it was decided that the 44th session of the World Heritage Committee, initially scheduled for 29 June - 9 July 2020 has been postponed to a date in June/July 2021, yet to be specified.

The act of applying to UNESCO for such designation is wholly incompatible with development of the Project. The application itself is an undertaking by Romania to protect the subject area from development and precludes mining, as would a decision by the World Heritage Committee formally approving the application. Notwithstanding, Romania raised an objection in the ICSID Arbitration that breaches of the Treaties relating to its UNESCO application purportedly fall outside the scope of the Tribunal’s jurisdiction (which objection the Company understands is without merit and is not legally supported).

In light of these developments and, for the avoidance of doubt, on February 21, 2020, Gabriel provided notice to Romania of a dispute under the Treaties with regard to Romania's application to UNESCO in relation to Roșia Montană and has reserved its right to commence a further arbitration if warranted accordingly (the "Notice").

In the Notice, Gabriel confirmed that it is prepared to cooperate in good faith at a senior level with the Romanian Government and other authorities in a process of consultation with regard to the UNESCO application. To date, there has been no response from the Romanian Government. Gabriel is hopeful that Romania will engage constructively and that it will withdraw its UNESCO application in order to preserve the possibility that Romania, and in particular the local communities in and around Rosia Montana, can enjoy the significant wide-ranging benefits from the sustainable development of the Project, as part of an amicable resolution of the dispute regarding Gabriel's investments in Romania.

The issuance of the Notice does not in any way interfere with Gabriel's pursuit of the ICSID Arbitration. The Company remains focused on the progression and conclusion of the ICSID Arbitration.

## **Other Recent Developments**

### ***Impact of Coronavirus***

With respect to the outbreak of the novel coronavirus (COVID-19), Gabriel continues to consider carefully the impact, noting the widespread disruption to normal activities and the uncertainty over the duration of this disruption. The highest priority of the Board of Directors is the health, safety and welfare of the Group's employees, contractors and community members. Gabriel recognizes that the situation is extremely fluid and is monitoring the relevant recommendations and restrictions on travel. At this time, these recommendations and restrictions do not significantly impact Gabriel's ability to continue the ICSID Arbitration process or conduct the limited operations in Romania.

As previously announced, the Group is currently seeking new investment and the Group is also looking to sell its long lead-time equipment. The market and timing for each initiative may be adversely affected by the effects of COVID-19. As appropriate, Gabriel will make any necessary adjustments to the work processes required to maintain the ICSID Arbitration calendar and, should the disruption last for an extended duration, review certain planned activities in Romania and take remedial actions if it is determined to be necessary or prudent to do so.

### ***RMGC - Government Audits and Investigations***

Since the filing of the ICSID Arbitration, RMGC has been subjected to several audits and investigations by the Romanian National Agency for Fiscal Administration ("ANAF"), a Romanian Government agency operating under the Ministry of Public Finance, a Romanian Government department, which is also charged with organizing and overseeing Romania's defense of the ICSID Arbitration.

RMGC was served with a decision by ANAF assessing a liability for value-added-tax ("VAT") in the amount of RON 27 million (approximately \$8.6 million) on July 5, 2017 (the "VAT Assessment"). The assessment relates to VAT refunds previously claimed and received by RMGC from the Romanian tax authorities in respect of RMGC's purchase of goods and services from July 2011 to December 2015.

On October 2, 2017, the Alba Iulia Court of Appeal admitted RMGC's request for a stay of enforcement of the VAT Assessment, pending the determination of RMGC's annulment challenge of the VAT Assessment. On October 20, 2017, RMGC received an additional demand from ANAF in respect of interest and penalties related to the VAT Assessment for RON 18.6 million (approximately \$6.0 million).

On February 6, 2019, the Alba Court of Appeal (Division for Administrative and Tax Claims) ruled in favor of RMGC's annulment challenge of the VAT Assessment. ANAF subsequently filed an appeal against this decision with the High Court of Cassation and Justice, and the first hearing date has been set as December 2, 2020. RMGC is contesting this appeal. The stay of enforcement remains in effect for the VAT Assessment and for the interest and penalties demand. RMGC intends to pursue all available legal avenues to challenge the VAT Assessment along with the interest and penalties and to fully protect its rights and assets.

In parallel with the VAT Assessment, and for five years as of the date of this MD&A, a separate directorate of ANAF has continued to pursue an ad hoc investigation covering a broad range of operational activities and transactions of RMGC, and a number of its suppliers, consultants and advisors, covering an extensive period spanning 1997 to 2016, then subsequently extended to September 2019 (the "ANAF Investigation"). RMGC is co-operating in good faith with ANAF, however as at the date of this MD&A Gabriel still awaits formal indication of the grounds for the ANAF Investigation and neither the Company nor RMGC has received any feedback on its status.

#### *Prosecutor Office Investigation*

As previously disclosed, in November 2013, RMGC was informed of an investigation by the Ploiesti Public Prosecutor's Office ("PPPO") into the principals/key shareholder(s) of a group of companies including Kadok Interpret LLC ("Kadok Group"). In March 2020, RMGC was informed that the authorities had closed the file in relation to the commercial relationship between RMGC and the Kadok Group but the Alba Public Prosecutor's Office is continuing its investigation of the commercial relations between RMGC and a list of service providers.

In April 2020, RMGC filed a request with the Prahova prosecutor's office, amongst other things, for the removal of a restriction order on the equivalent of \$0.3 million held in one of RMGC's Romanian bank accounts and removal of a notation on RMGC's file at the Romanian Trade Registry that the Company was "under criminal investigation". The Prahova prosecutor's office subsequently admitted RMGC's requests. On May 11, 2020 and pursuant to the order of the Prahova prosecutor's office, RMGC received confirmation of the release of the funds in the sum of \$0.3 million. All restricted cash has been released. RMGC remains engaged in formal procedures to remove the listing from the Trade Register.

#### ***Long Lead-Time Equipment***

Long lead-time equipment ("LLTE") consisting of crushing and milling equipment was originally procured by the Group between 2007 and 2009 for the operational phase of the Project. The prospect of the LLTE being used in the future for the purpose for which it was purchased is considered remote.

Since 2015, the Group has sold a majority of the LLTE, most recently concluding the sale of the remaining ball mill in the fourth quarter of 2019 for aggregate net proceeds of US\$2.3 million (approx. \$3.0 million).

The Company continues, through its agents, to procure the sale of the remaining LLTE, comprising predominantly a SAG mill together with a gearless motor drive and ball mill motors. During the quarter ended September 30, 2020, the carrying amount of the remaining LLTE was assessed for indicators of impairment and there were no impairment indicators identified.

## **Liquidity**

Cash and cash equivalents at September 30, 2020 were \$7.7 million.

The Company's average monthly cash usage during Q3 2020 was \$ 2.1 million (Q2 2020: \$1.7 million) primarily reflecting:

- higher ICSID Arbitration costs in the quarter with activities focused on preparation and attendance at the Second Hearing, whereas the first and second quarters of 2020 activities were more limited, including preparing answers to the Tribunal Questions and supplemental documents for the Claimants' rebuttal submission;
- Management has initiated a program of retrenchment and \$0.7 million of related severance costs were incurred in the quarter; and
- consistent cost overheads required to maintain the Romanian assets in good standing and compliance with operational and regulatory obligations in the quarter.

The Group had sufficient funds as at September 30, 2020 to settle all current and existing long-term liabilities, after taking into account that the Company has the option to repay all or a proportion of the principal amount of the convertible notes outstanding at maturity by issuing Common Shares. Alongside the program of retrenchment, Management continues to review the Company's activities in order to identify areas to rationalize expenditures.

## **Capital Resources**

The Company believes that it has sufficient sources of funding to enable the Group to maintain its primary assets, including its License and associated rights and permits, and to fund general working capital requirements together with the material estimated costs associated with the Company advancing the ICSID Arbitration to January 2021. Gabriel is currently planning to raise additional financing in the short-term to maintain its primary assets while it addresses the Post-Hearing Briefs and awaits a decision from the Tribunal.

There can be no assurances that the ICSID Arbitration will advance in a customary or predictable manner or within any specific or reasonable period of time. As at September 30, 2020, the Group had no sources of operating cash flows and does not have sufficient cash to fund either the development of the Project or all the long-term activities required to see the ICSID Arbitration through to its conclusion, including in any potential annulment proceeding and/or litigation to enforce any award. Accordingly, the Group will require additional funding to pursue the ICSID Arbitration to its conclusion. Notwithstanding the Company's historic funding, there is a risk that sufficient additional short or long term financing may not be available to the Company on acceptable terms, or at all.

## Board Changes

Following a request of certain of the major shareholders for ongoing Board renewal, Walter Segsworth, David Peat and Janice Stairs have provided their resignations effective December 11, 2020, allowing the Board the opportunity to identify their replacements.

## Outlook

Notwithstanding the ongoing ICSID Arbitration, the Company remains open to engagement with the Romanian authorities in order to achieve an amicable resolution of the dispute or a settlement enabling the Group to develop the Project and the Bucium Projects.

In the meantime, the Company's current plans for the ensuing year are as follows:

- the advancement of the ICSID Arbitration through the Post-Hearing Briefs;
- securing additional funding;
- carefully managing its cash resources (including the disposition of the remaining long lead-time equipment acquired for the Project); and
- the protection of its rights and interests in Romania (including, so far as reasonably practical and desirable, ensuring that existing licenses and permits remain in good standing).

## Results of Operations

The results of operations are summarized in the following tables. The amounts are derived from the Financial Statements prepared under IFRS.

<i>in thousands of Canadian dollars, except per share amounts</i>	<b>2020 Q3</b>	<b>2020 Q2</b>	<b>2020 Q1</b>	<b>2019 Q4</b>
<b>Income Statement</b>				
Loss - attributable to owners of parent	11,742	8,820	6,756	18,263
Loss per share - basic and diluted	0.02	0.02	0.01	0.03
<b>Statement of Financial Position</b>				
Working capital	1,162	9,936	11,981	15,146
Total assets	12,844	19,362	21,629	31,183
<b>Statement of Cash Flows</b>				
Cash flows from financing activities	-	3,711	-	401

<i>in thousands of Canadian dollars, except per share amounts</i>	<b>2019 Q3</b>	<b>2019 Q2</b>	<b>2019 Q1</b>	<b>2018 Q4</b>
<b>Income Statement</b>				
Loss - attributable to owners of parent	11,128	7,408	7,732	12,665
Loss per share - basic and diluted	0.02	0.02	0.02	0.03
<b>Statement of Financial Position</b>				
Working capital	27,242	9,365	13,858	12,573
Total assets	42,791	21,755	26,153	26,893
<b>Statement of Cash Flows</b>				
Cash flows from financing activities	26,228	-	6,324	19,828

## Review of Financial Results

	3 months ended September 30		9 months ended September 30	
<i>in thousands of Canadian dollars, except per share amounts</i>	2020	2019	2020	2019
Operating loss for the period	9,214	8,862	20,930	19,610
Loss for the period				
- attributable to owners of parent <sup>(1)</sup>	11,742	11,128	27,318	26,268
Loss per share - basic and diluted	0.02	0.02	0.05	0.05

<sup>(1)</sup> The transfer by the Company of equity in RMGC to Minvest RM during Q1 2014 resulted in the presentation of a non-controlling interest, as set out in the Financial Statements.

Operating loss for the three-month period ended September 30, 2020 of \$9.2 million was \$0.3 million higher when compared to the corresponding 2019 period (\$8.9 million) reflecting \$0.4 million higher costs related to the ongoing ICSID Arbitration, as explained in the Corporate, General and Administrative costs analysis below, and a \$0.8 million lower charge for share-based compensation, offset by \$0.7 million of retrenchment costs incurred at RMGC and the partial forgiveness of a related party loan also related to the retrenchment (\$0.1 million) in the three-month period ended September 30, 2020.

Loss for the three-month period ended September 30, 2020 was \$2.5 million higher than the operating loss (2019: \$2.3 million) and overall \$0.6 million higher than the same period in the prior year. Principal differences in non-operating loss expenses between the corresponding periods included (i) a \$0.3 million write down of a receivables in 2019 not repeated in 2020; (ii) a \$0.4 million adverse movement in interest received and foreign exchange costs from 2019 to 2020 and (iii) \$0.1 million higher finance costs in 2020. The increase in finance costs year-on-year reflects the accretion of the debt component of the convertible subordinated unsecured notes (“Convertible Notes”) issued in the 2014 and 2016 rising as the liability to repay those notes increases over the period to maturity. This cost was reduced from June 2020 by the partial conversion of some of those instruments.

Operating loss for the nine-month period ended September 30, 2020 of \$20.9 million was \$1.3 million higher when compared to the corresponding 2019 period (\$19.6 million) primarily reflecting \$2.2 million higher costs related to the ongoing ICSID Arbitration, \$1.1 million lower charges for share-based compensation and the \$0.8 million of retrenchment related costs noted above.

Loss for the nine-month period ended September 30, 2020 was \$6.4 million higher than the operating loss (2019: \$6.7 million) and overall \$1.0 million higher than the same period in the prior year. Principal differences in non-operating loss expenses between the corresponding periods included (i) the \$0.3 million write down of a receivables in 2019 noted above; (ii) a \$0.3 million gain on disposal of fixed assets in 2019; (iii) a \$1.1 million favorable movement in foreign exchange from 2019 to 2020; (iv) a \$0.2m adverse movement in interest received from 2019 to 2020 and (iv) \$0.7 million higher finance costs in 2020.

## Expenses

### *Corporate, General and Administrative*

<i>in thousands of Canadian dollars</i>	3 months ended September 30		9 months ended September 30	
	2020	2019	2020	2019
ICSID Arbitration related	5,773	5,280	10,226	8,002
Payroll	1,116	1,178	3,791	3,853
Community relations	209	170	587	630
Finance	171	257	575	692
Property and exploration taxes	182	171	535	520
Travel and transportation	110	190	409	684
Long lead-time equipment storage costs	128	141	365	437
Office rental and utilities	120	117	363	368
Legal	88	77	321	352
Information technology	92	121	285	355
External communications	35	52	125	127
Other	224	60	763	594
<b>Corporate, general and administrative expense</b>	<b>8,248</b>	<b>7,814</b>	<b>18,345</b>	<b>16,614</b>

All operating expenditures incurred by the Group are included in corporate, general and administrative expenses.

ICSID Arbitration related expenses are for legal and other advisory services provided to the Company in respect of the ICSID Arbitration which, for the three-month period ended September 30, 2020, were approximately \$5.8 million, primarily reflecting activity focused on preparation for, and attendance at, the Second Hearing. ICSID Arbitration activity in the corresponding quarter of 2019 reflects activity in respect of review of Romania's Rejoinder along with work on rebuttal evidence and preparing for the longer two-week Hearing in December 2019.

Payroll is the total of salaries, bonuses and relevant taxes for all Group employees and is consistent comparing 2020 with 2019. Management initiated a program of retrenchment in September 2020 and the \$0.7 million of related severance costs are noted separately in the Financial Statements.

Travel and transportation costs are lower in the three-month period ended September 30, 2020 due to the reduced mobility of personnel resulting from the Covid-19 restrictions and precautions taken.

LLTE costs for the three-month period ended September 30, 2020 are lower than the corresponding 2019 period as a result of reduced storage and other holding costs following the sale of the remaining ball mill in the fourth quarter of 2019.

Legal expenses include ongoing corporate legal advice within the Group, in particular with regard to matters such as the VAT Assessment and the ANAF investigations.

## Stock Based Compensation

	3 months ended September 30		9 months ended September 30	
	2020	2019	2020	2019
<b>Stock option compensation</b>				
Number of stock options granted	130,924	743,376	6,206,536	5,979,780
Average value ascribed to each option granted	\$ 0.46	\$ 0.43	\$ 0.46	\$ 0.37
Number of stock options exercised	-	-	525,339	-
Average value ascribed to each option exercised	\$ -	\$ -	\$ 0.35	\$ -
Number of stock options expired/cancelled	-	-	2,081,827	-
Average value ascribed to each option expired/cancelled	\$ -	\$ -	\$ 0.56	\$ -
<b>DSU compensation</b>				
Number of DSUs issued	103,582	196,469	314,653	424,578
Average value ascribed to each DSU issued	\$ 0.45	\$ 0.43	\$ 0.48	\$ 0.40
Number of DSUs cancelled	-	-	115,165	-
Average value ascribed to each DSU cancelled	\$ -	\$ -	\$ 0.41	\$ -

<i>in thousands of Canadian dollars</i>	3 months ended September 30		9 months ended September 30	
	2020	2019	2020	2019
DSUs - expense	(158)	553	(99)	836
Stock option - expense	330	478	1,869	2,072
Stock based compensation	172	1,031	1,770	2,908

The estimated fair value of the Options is calculated using the Black Scholes method as at the date of grant and amortized over the period during which the Options vest.

With effect from July 1, 2016, non-executive directors receive at least fifty per cent of their director's fees payable in deferred share units ("DSUs") or, at their election, Options in lieu of cash. Certain non-executive directors have elected to receive all of their director's fees payable in DSUs or Options. A total of 130,924 Options (all of which vest immediately) and 103,582 DSUs were granted to certain non-executive directors during the three-month period ended September 30, 2020 in lieu of cash fees for services provided during Q2 2020. A total of 600,000 Options were issued during the three-month period ended September 30, 2019 to certain non-executive directors (on re-election to the Board) as part of their annual compensation package. A reduced number of Options is expected to be issued on the same basis in Q4 2020 following the delayed annual meeting of Gabriel. The Company has accrued \$0.1 million for the cost of future issuance of Options and DSUs for fees for services provided during Q3 2020.

DSUs are revalued each period end based on the period end closing share price. The initial value of the DSUs on grant, and the effect on the valuation of DSUs of the period-on-period change in share price, is expensed. At September 30, 2020, the Company's share price was \$0.40 (June 30, 2020: \$0.46, March 31, 2020: \$0.47, December 31, 2019: \$0.49), resulting in a DSU revaluation gain of \$0.2 million for the three-month period ended September 30, 2020.

### ***Finance Income***

	<b>3 months ended</b>		<b>9 months ended</b>	
	<b>September 30</b>		<b>September 30</b>	
<i>in thousands of Canadian dollars</i>	<b>2020</b>	2019	<b>2020</b>	2019
Interest income	5	90	69	274

Interest income reflects the average holdings of cash and cash equivalents during the respective periods shown above. Interest income has reduced significantly since the start of the second quarter of 2020, in line with the reduction in North American treasury yields in the period.

As at September 30, 2020, approximately 43% of the Company's cash and cash equivalents were invested in US government guaranteed instruments, with the majority of the balance held as cash deposits with major Canadian banks.

### ***Finance Costs***

	<b>3 months ended</b>		<b>9 months ended</b>	
	<b>September 30</b>		<b>September 30</b>	
<i>in thousands of Canadian dollars</i>	<b>2020</b>	2019	<b>2020</b>	2019
Financing costs - convertible note accretion	<b>2,389</b>	2,272	<b>7,281</b>	6,618

Finance costs relate to the accretion of the debt components of the Convertible Notes issued in private placements closed in 2014 and 2016, which are measured at amortized cost using the effective interest rate method. On June 3, 2020, Kopernik Global Investors, LLC elected, on behalf of certain funds, to convert \$4,763,000 aggregate principal amount of Convertible Notes (approximately 5% of those in issue) into approximately 15.4m Common Shares.

### ***Foreign Exchange***

The Company has experienced an increase in foreign currency gains and losses as a result of increased exposure to the US dollar. A significant portion of the funds raised in the four private placements of debt, equity and warrants since 2014 were received in US dollars and the Company retained these US dollars to fund its subsequent US dollar denominated working capital expenses, principally costs related to the ICSID Arbitration.

### ***Taxes***

Except as described above in the section entitled "*RMGC Audits and Investigations*", all tax assessments received prior to September 30, 2020 have been paid or provided for in the Financial Statements.

## Investing Activities

The majority of Group expenditures over the years through December 31, 2015 were for identifying and defining the size of the four ore bodies, for engineering to design the size and scope of the Project, environmental assessment and permitting, social support to local communities, communications and public relations activities to support the permitting process, archeological and rehabilitation work to buildings, as well as surface rights and property acquisition and resettlement housing and infrastructure.

Since January 1, 2016, no significant expenditures apart from building maintenance have been incurred in these areas and any such expenditures are expensed in the income statement.

### *Purchase of Capital Assets*

<i>in thousands of Canadian dollars</i>	<b>3 months ended</b>		<b>9 months ended</b>	
	<b>September 30</b>		<b>September 30</b>	
	<b>2020</b>	<b>2019</b>	<b>2020</b>	<b>2019</b>
Total investment in capital assets	<b>1</b>	<b>5</b>	<b>6</b>	<b>41</b>
Depreciation and disposal - expensed	<b>10</b>	<b>17</b>	<b>31</b>	<b>88</b>

The purchase of capital assets remains low, in line with the Company's cost containment strategy. Depreciation costs have decreased in 2020 due to the de-recognition of certain leases that had been recognized as assets upon the 2019 adoption of IFRS 16 by the Company, which no longer qualify as such.

## Financing Activities

The Company has raised funds since 2014 through private placements of Convertible Notes, equity and warrants (together "Private Placements") amounting to gross aggregate proceeds of \$148.2 million. The Company is using the proceeds of the Private Placements to finance the costs of the continuing ICSID Arbitration and for general working capital purposes. Further information on the Private Placements is provided in the Financial Statements.

## Cash Flow Statement

### *Liquidity and Capital Resources*

The main sources of liquidity are the Company's cash and cash equivalents, and the equity and debt markets. At September 30, 2020, aggregate cash and cash equivalents were \$7.7 million (December 31, 2019: \$25.7 million).

### *Working Capital*

At September 30, 2020, the Company had working capital, calculated as total current assets less assets held for sale less total current liabilities, of \$1.2 million (December 31, 2019: \$15.1 million).

As at September 30, 2020, the Company had current liabilities of \$7.4 million (December 31, 2019: \$11.3 million). This period on period decrease is primarily due to the payment of significant ICSID Arbitration cost accruals at December 31, 2019 for work performed in preparation for, and attendance at, the Hearing.

### **Resettlement Liabilities**

RMGC had a program for purchasing homes in the Project area, which was suspended in February 2008 due to the suspension of the environmental review process in September 2007.

At September 30, 2020 the Company had accrued resettlement liabilities totaling \$0.6 million (December 31, 2019: \$0.6 million).

### **Contractual Obligations**

A summary of the Company's contractual capital and operating lease commitments as of September 30, 2020 is included within the Financial Statements.

The Company and its subsidiaries have a number of arms-length agreements with third parties who provide a wide range of goods and services. Typically, the service agreements are for a term of not more than one year and permit either party to terminate upon notice periods ranging from 15 to 90 days. At termination, the Company has to pay for services rendered, and costs incurred, to the date of termination.

### **Critical Accounting Estimates**

The preparation of Financial Statements in conformity with IFRS requires Management to make estimates and assumptions that affect the reported amount of assets and liabilities and disclosure of contingent assets and liabilities at the date of the Financial Statements and the reported amount of expenses and other income during the reporting period.

Significant estimates and assumptions include those related to going concern, the recoverability or impairment of certain assets, benefits of future income tax assets, estimated useful lives of capital assets, valuation of stock based compensation and other benefits, assumptions and determinations as to whether costs are expensed or capitalized, and the valuation and measurement of the components of the Private Placements.

While Management believes that these estimates and assumptions are reasonable, actual results could vary significantly therefrom. The critical accounting estimates are not significantly different from those reported in the Financial Statements as at, and for the year ended, December 31, 2019.

### ***Going Concern***

On the basis of the Company's balance of cash and cash equivalents as at September 30, 2020, the Company has sufficient funding necessary to maintain the Group's primary assets and to fund general working capital requirements together with the material estimated costs associated with the Company advancing the ICSID Arbitration through to January 2021. There can be no assurances that the ICSID Arbitration will advance in a customary or predictable manner or within any specific or reasonable period of time.

Management has initiated a retrenchment program and continues to review the Company's activities in order to identify areas to rationalize expenditures. As at September 30, 2020, the Group had no sources of operating cash flows and does not have sufficient cash to fund either the development of the Project or all the long-term activities required to see the ICSID Arbitration through to its conclusion, including in any potential annulment proceeding and/or litigation to enforce any award. Accordingly, the Group will require additional funding in the short-term to maintain its primary assets, including its License and associated rights and permits while it addresses the Post-Hearing Briefs and awaits the decision of the Tribunal, and further financing to pursue the ICSID Arbitration to its conclusion. Notwithstanding the Company's historic funding, there is a risk that sufficient additional financing may not be available to the Company on acceptable terms, or at all.

### ***Future income tax assets***

Income taxes are calculated using the asset and liability method of tax accounting. Under this method, current income taxes are recognized for the estimated income taxes payable for the current period. Future income tax assets and liabilities are determined based on differences between the financial reporting and tax bases of assets and liabilities, and are measured using the substantively enacted tax rates and laws that are expected to be in effect when the differences reverse. Income tax assets are recognized to the extent that the recoverability of future income tax assets is considered probable.

The Company has subsidiaries in countries that have differing tax laws and tax rates, primarily Romania and the United Kingdom. The provision for income taxes is based on a number of estimates and assumptions made by Management, including its understanding of domestic and international tax rules. Advice is also sought from local professional tax advisors in the respective countries where the Group operates.

Tax authorities in Romania have regularly initiated various tax audits to assess the appropriateness of RMGC's tax filing positions. Regulators may interpret tax regulations differently from the Company and its subsidiaries, which may cause changes to the estimates made. As noted above, in 2017 RMGC received the VAT Assessment from ANAF which, with interest and penalties, amounted to approximately RON 45.6 million (approximately \$14.6 million). RMGC initiated a formal challenge to the VAT Assessment through the Romanian courts, with a favorable ruling from the Alba Iulia Court of Appeal which has now been appealed by ANAF. A hearing date for the appeal has been set as December 2, 2020.

### ***Valuation of the Private Placements***

The units issued by the Company in 2014 and 2016 private placements consisted of Convertible Notes, warrants and arbitration value rights. The Company utilized a Black Scholes valuation model to value the warrant component of the units (each of which entitle the holder to acquire one Common Share at an exercise price of \$0.46) and a discounted cash flow model to value the debt component of notes. The equity component of the notes was recognized initially at the difference between the fair value of each private placement as a whole and the fair value of the debt and warrant components. Any directly attributable transaction costs were allocated to the liability and equity components in proportion to their initial carrying amounts. A nil value was initially ascribed to the arbitration value rights and, given the current stage of the ICSID Arbitration process, a nil valuation remains applicable as at September 30, 2020. The private placements in 2014 and 2016 contain two embedded derivatives, both of which were initially valued at nil with no subsequent adjustment in value.

The units issued by the Company in the 2018 and 2019 private placements consisted of Common Shares and warrants each of which entitle the holder to acquire one Common Share at an exercise price of \$0.49 and \$0.645 respectively, at any time in the five years following issuance. The Company utilized a Black Scholes valuation model to value the warrant component of the units and allocated the remainder of the value to the equity component. Any directly attributable transaction costs were allocated to the equity and warrant components in proportion to their initial carrying amounts.

### ***Useful lives of capital assets***

The Company's policy is to amortize capital assets over their useful lives once the assets are brought into production. Management assesses useful lives to ensure that the useful lives of assets reflect the intended use of those assets.

### ***Valuation of stock-based compensation***

The Company utilizes Options, DSUs and restricted share units ("RSUs") as means of compensation. Equity settled RSUs and Options are valued using a Black Scholes valuation model, and are amortized over the expected vesting periods. Management reviews the assumptions used in the Black Scholes valuation on an annual basis to ensure appropriateness.

DSUs are initially issued at the five-day weighted average market price of the Common Shares at the date of issue, and the value thereof is subsequently recalculated to fair value based on the quoted market value of the Common Shares at the end of each reporting period.

## **Financial instruments and management of financial risk**

The recorded amounts for cash, cash equivalents, accounts receivable, accounts payable, accrued liabilities and other liabilities approximate fair values based on the nature of those instruments.

The Company's objective is to safeguard its cash and cash equivalents in order to be able to fund ongoing expenditures. The Company manages its capital structure and makes adjustments to it based on the level of funds on hand and anticipated future expenditures. The long-term costs, including advisors' fees of pursuing the ICSID Arbitration and general corporate working capital, have been material and are estimated to continue to be significant.

To safeguard cash the Company invests its surplus capital in liquid instruments at reputable financial institutions with acceptable credit standings.

The Group's risk exposures and the impact on the Group's financial instruments are summarized below:

### ***Credit risk***

The Group's credit risk is primarily attributable to cash and cash equivalents that are held in investment accounts with Canadian banks and invested in Canadian and United States sovereign debt. The Group has adopted an investment strategy to minimize its credit risk by investing in sovereign debt (primarily issued by Canada and the United States, subject to availability) with the balance of cash being invested on short-term overnight deposit with the major Canadian banks.

The Group is exposed to the credit risk of domestic Romanian banks that hold and disburse cash on behalf of its Romanian subsidiaries. The Group manages its Romanian bank credit risk by centralizing custody, control and management of its surplus cash resources outside of Romania at the corporate office and only transferring money to its Romanian subsidiary based on near-term cash requirements, thereby mitigating exposure to domestic Romanian banks.

The Group holds cash balances in the United Kingdom to fund corporate office activities and is therefore exposed to the credit risks of these banks.

The Group's credit risk is also attributable to value-added taxes receivable. Value-added taxes receivable are primarily receivables from the Romanian Government, which are more recent and not subject to challenge pursuant to the VAT Assessment. As at September 30, 2020, overdue VAT receivable amounts claimed by RMGC total approximately \$0.4 million.

### ***Liquidity risk***

The Company has the ability to repay the Convertible Notes at maturity by issuing Common Shares from treasury (as more fully described in the Financial Statements); these notes represent a significant portion of the long-term Group liabilities. As of the date of this MD&A, taking account of the Group's existing treasury balances, and subject to raising additional funding as described above, the Group expects to have sufficient funds to settle all other current and existing long-term contractual liabilities as they fall due.

### ***Market risk***

#### ***(a) Interest rate risk***

The Group has significant cash balances and fixed coupon debt in the form of Convertible Notes. The Group maintains a short-term investment horizon, typically less than 3 months, for its cash and cash equivalents, and therefore minimizes the risk of interest rate volatility at investment maturity.

With a short-term investment horizon and the intent to hold all investments until maturity, the Group is only marginally exposed to capital erosion should interest rates rise and cause fixed yield investments to devalue.

The Group's primary objective with respect to cash and cash equivalents is to mitigate credit risk. The Group has elected to forego yield in favor of capital preservation.

The interest rate attributable to the Convertible Notes is a fixed interest rate for the period of the instrument and is therefore not subject to market fluctuations.

#### ***(b) Foreign currency risk***

The Group's presentation currency is the Canadian dollar and its activities expose it to fluctuations in foreign exchange rates. The Group has monetary assets and liabilities which are denominated in Romanian Lei, US dollars, UK pounds and Euros and is, therefore, subject to exchange variations against both the functional currency of the entity and presentation currency of the Group.

The Group maintains cash and cash equivalents in various currencies and is therefore susceptible to market volatility as foreign cash balances are revalued to the functional currency of the entity and thereafter to the presentation currency of the Group. Therefore, the Group may report foreign exchange gains or losses during periods of significant economic and market volatility. At September 30, 2020 the Group held 52% and 44% of its cash and cash equivalents in US and Canadian dollars, respectively.

The Company has not entered into any derivative hedging activities.

### *Sensitivity*

As of September 30, 2020, the carrying amount of the financial instruments equals fair market value. Based on Management's knowledge and experience of the financial markets, in respect of the Company's balance of cash and cash equivalents as at September 30, 2020, the Company believes the following market movements are "reasonably possible" over a twelve-month period and would have the stated effects on net income:

- A plus or minus 1% change in earned interest rates; would affect net interest income by \$0.1 million.
- A plus or minus 1% change in foreign exchange rates; would affect net income by \$0.1 million.

### **Risks and uncertainties**

An investment in the Common Shares is subject to a number of risks and uncertainties. This section describes existing and future material risks to the business of the Group. The risks described below are not exhaustive. Additional risks and uncertainties not currently known to the Company, or those that it currently deems to be immaterial, may become material and adversely affect the Group's business. The realization of any of these risks may materially and adversely affect the Group's business, financial condition, results of operations and/or the market price of Gabriel's securities.

#### ***The outbreak of the coronavirus (COVID-19)***

The Company faces risks related to health epidemics and other outbreaks of communicable diseases, which could significantly disrupt the Group's operations, including, but not limited to, the advancement of the ICSID Arbitration, and the effects of the coronavirus or other epidemics may materially and adversely affect its business and financial conditions.

The extent to which the coronavirus impacts the Group's business and operations, and the market for its 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 the outbreak and the actions taken to contain or treat the coronavirus outbreak.

In particular, the continued spread of the coronavirus and travel and other restrictions established to curb the spread of the coronavirus, could materially and adversely impact the Group's business including, without limitation, the progress of the ICSID Arbitration (for example the availability of legal counsel, industry experts and ICSID personnel), the planned Project work program, employee health, limitations on travel, and other factors that will depend on future developments beyond the Company's control, which may have a material and adverse effect on the its business, financial condition and results of operations. There can be no assurance that the Group's personnel will not be impacted by these pandemic diseases and ultimately the Group may see its workforce productivity reduced or incur increased medical costs or insurance premiums as a result of these health risks.

### ***ICSID Arbitration***

The resources necessary to pursue the ICSID Arbitration are substantial and the costs, fees and other expenses and commitments payable in connection with the ICSID Arbitration may differ materially from Management's expectations. In view of the case-specific nature of arbitration, and the inherent uncertainty in the actions of the Respondent and in the process, timing and outcome of the ICSID Arbitration, there can be no assurances that the ICSID Arbitration will advance in a customary or predictable manner or be completed or settled within any specific or reasonable period of time.

There is no assurance that the Claimants will be successful in establishing Romania's liability in the ICSID Arbitration or, if successful, that the Claimants will collect an award of compensation from the Respondent in the amount requested, of significantly reduced value, or at all. Failure to prevail in the ICSID Arbitration, or to obtain adequate compensation for the loss in value of the Group's investment, would materially adversely affect the Group.

The pursuit by the Company of the ICSID Arbitration may lead to the commencement of further abusive fiscal and other investigations and assessments against RMGC or its staff or employees by the Romanian State.

### ***UNESCO World Heritage List***

As described above, on January 31, 2020, the Romanian Government indicated that it had taken steps to resume the procedure to list the "Roșia Montană Mining Landscape" as a UNESCO World Heritage site.

The act of applying to UNESCO for such designation is wholly incompatible with the development of the Project. The application itself is an undertaking by Romania to protect the Project area from development and precludes mining, as would a decision accepting the application. The inclusion of Roșia Montană on the UNESCO World Heritage List would have a material adverse impact on the Company's business insofar as it would undermine the possibility of an amicable resolution of the dispute with Romania that would allow for the development of the Project.

### ***Additional funding***

Further funding will be required by the Company to pursue the ICSID Arbitration to its conclusion, including the enforcement of any award, and for general working capital requirements.

Historically the Company has been financed through the issuance of its Common Shares, Convertible Notes and other equity based securities. Although the Company has been successful in the past in obtaining financing, it has limited access to financial resources as a direct result of the dispute concerning the Project and the core focus of the Company upon the ICSID Arbitration. Notwithstanding the Company's historic funding, there is a risk that sufficient additional financing may not be available to the Company on acceptable terms, or at all. In addition, the current outbreak of COVID-19 has had a negative impact on global economies and financial markets. The continued spread of COVID-19 and any future emergence and spread of similar pathogens could have an adverse impact on global economic conditions, which may adversely impact the Company's ability to obtain financing.

While, as disclosed above, the Company is continuing a process to sell its remaining LLTE which would, if completed, provide the Company with a reduced cost base and additional working capital, there are no assurances regarding the success of such a sale process or that any proceeds may be realized from the sale of the remaining equipment. The timing of the receipt of any such sales proceeds is also uncertain.

### ***Refinancing of existing securities***

The Company may need or desire to refinance all or a portion of the Convertible Notes or warrants issued and outstanding pursuant to the Private Placements. There can be no assurance that the Company will be able to refinance any of its indebtedness or incur additional indebtedness.

### ***Political and economic uncertainty in Romania***

Gabriel's material operations, property rights and other interests are located in Romania. As such, the Company's activities are subject to a number of country specific risks over which it has no control. These risks may include risks related to social, political, economic, legal and fiscal instability and changes of Romanian laws and regulations affecting mining, foreign ownership, taxation, working conditions, rates of exchange, exchange control, exploration licensing, and export licensing and export duties.

In the event of a dispute arising in respect of the Company's activities in Romania (other than the ICSID Arbitration), the Company may be subject to the exclusive jurisdiction of foreign courts or may not be successful in subjecting foreign persons to the jurisdiction of courts in Canada or elsewhere. Any adverse or arbitrary decision of a court, arbitrator or other governmental or regulatory body may have a material adverse impact on the Company's business, assets, prospects, financial condition and results of operations and/or the market price of its securities.

### ***Mineral tenure rights***

RMGC is the titleholder of the License which had an initial duration of 20 years and was due to expire on June 21, 2019. RMGC has the right to extend the term of the License for successive subsequent five-year periods as may be needed to ensure rational exploitation of the mineral resources and reserves identified and approved by the Romanian National Agency for Mineral Resources ("NAMR"). An addendum providing for the extension of the term of the License to June 20, 2024, and including a revised royalty rate to 6% on mineral production value (as set forth in Romanian law since 2014), was concluded on June 18, 2019.

Although RMGC retains "nominal ownership" of the License, the acts and omissions of the Romanian State have prevented RMGC from realizing any benefits of such ownership and thus have deprived the License entirely of its value.

Pursuant to an exploration concession license issued by the Romanian State in May 1999 relating to the Rodu-Frasin and Tarnița deposits located in the vicinity of Roșia Montană, and following the completion of extensive exploration at Bucium which identified two feasible deposits, RMGC acquired a direct and exclusive legal right to obtain exploitation licenses for such deposits. However, in violation of RMGC's legal rights and of Romania's legal obligations, Romania has failed for the last 11 years to act on RMGC's applications for exploitation licenses for Rodu-Frasin and Tarnița.

Any adverse or arbitrary decision of NAMR may have a material adverse impact on the Company's business, assets, prospects, financial condition and results of operations and/or the market price of its securities.

### ***Legal proceedings***

As previously disclosed, Gabriel has been party (directly and through RMGC) to a number of legal challenges in Romania and, in the course of its business, may from time to time become involved in the defence and initiation of legal claims, arbitration and other legal proceedings.

Due to the inherent uncertainties of the judicial process in Romania, the nature and results of any such legal proceedings cannot be predicted with any certainty. In addition, such claims, arbitration and other legal proceedings can be lengthy and involve the incurrence of substantial costs and resources by the Company. The initiation, pursuit and/or outcome of any particular claim, arbitration or legal proceeding could have a material adverse effect on the Company's financial position and results of operations, and on the Company's business, assets and prospects.

### ***Dependence on Management and key personnel***

The Group is dependent on a relatively small number of key directors, officers and employees. Loss of any one of those persons could have an adverse effect on it. Retaining qualified and experienced personnel is critical to the Company's success. However, there can be no assurance that the Group will be successful in so doing.

Furthermore, the loss of key employees, in particular those who possess important historical knowledge related to the Project which could be relevant to the ICSID Arbitration, could have a material adverse effect on the outcome of the ICSID Arbitration and future operations of the Group.

### ***Minvest mine closure plan***

In May 2006, Minvest permanently ceased all of its mining operations at Roşia Montană. As a result, a mine closure plan was developed, which, Gabriel understands, was approved by the Romanian Ministry of Economy and NAMR. The mine closure plan was developed to integrate into RMGC's development plans for Roşia Montană in order to avoid any conflict between the Romanian State's closure activities and RMGC's development activities. A state-owned company under the coordination of the Ministry of Economy, S.C. CONVERSMIN S.A. ("CONVERSMIN"), has responsibility for the mine closure plan.

There can be no assurance that the activities contemplated by such mine closure plan will be implemented in a timely fashion, and no such action has been undertaken to date. Until the mine closure plan has been fully implemented, there can be no assurance that such activities will not attract liability to RMGC, as the titleholder of the License, under the current or future laws, rules and regulations applicable to mining activities in Romania. Likewise, there can be no assurance that the legally binding assumption by the Romanian State-owned operator of all liabilities associated with its past mining operations and the indemnification of RMGC from such liabilities will be fulfilled by, or be enforceable against, such entity. However, CONVERSMIN is currently seeking funding from the EU, through the Operational Programme for Large Infrastructure (POIM), for several mine closures including Rosia Montana.

### ***Potential dilution to existing shareholders***

As described above, the Company will require additional financing in order to pursue the ICSID Arbitration to its conclusion and for general working capital requirements. In order to raise such financing, the Company may sell additional equity securities including, but not limited to, Common Shares, share purchase warrants or some form of convertible security. The additional issuances of equity securities, if made, will result in dilution to existing shareholders.

The conversion and/or exercise (as applicable) of the Company's outstanding Convertible Notes and existing warrants could result in the issuance of a significant number of Common Shares causing significant dilution to the ownership of existing shareholders. Unless and until the Company successfully permits the Project or collects an arbitral award, if any, or acquires and/or develops other operating properties which provide positive cash flow, the Company's ability to meet its obligations as they fall due or redeem in whole or part or otherwise restructure the Convertible Notes will be limited to the Company's cash on hand and/or its ability to issue additional equity or debt securities in the future. Such transactions could potentially cause substantial dilution to the shareholders at that time.

### ***Continued listing of the Common Shares***

The continued listing of the Common Shares on the Exchange is conditional upon its ability to meet the applicable continued listing requirements of the Exchange. In the event that Gabriel is not able to maintain a listing of its Common Shares on the Exchange or any substitute exchange, it may be extremely difficult or impossible for shareholders to sell their Common Shares. If the Company is delisted from the Exchange but obtains a substitute listing for the Common Shares, the Common Shares may have less liquidity and more price volatility than experienced on the Exchange. Shareholders may not be able to sell their Common Shares on any such substitute exchange in the quantities, at the times, or at the prices that could potentially be available on a more liquid trading market.

As a result of these factors, if the Common Shares are delisted from the Exchange, the price of the Common Shares may decline and the Company's ability to obtain financing in the future could be materially impaired.

### ***Compliance with Anti-Corruption Laws***

Gabriel is subject to various anti-corruption laws and regulations including, but not limited to, the Canadian Corruption of Foreign Public Officials Act 1999 and the UK Bribery Act 2010. In general, these laws prohibit a company and its employees and intermediaries from bribing or making other prohibited payments to foreign officials or other persons to obtain or retain business or gain some other business advantage. Gabriel's primary operations are located in Romania, a country which, according to Transparency International, is perceived as having fairly high levels of corruption relative to the rest of Europe (Romania ranks 70th out of 180 countries in terms of corruption, according to a 2019 index published in January 2020 by Transparency International). Gabriel cannot predict the nature, scope or effect of future anti-corruption regulatory requirements to which Gabriel's operations might be subject or the manner in which existing laws might be administered or interpreted.

Failure to comply with the applicable legislation and other similar foreign laws could expose Gabriel and/or its senior management to civil and/or criminal penalties, other sanctions and remedial measures, legal expenses and reputational damage, all of which could materially and adversely affect Gabriel's business, financial condition and results of operations. Likewise, any investigation of any potential violations of the applicable anti-corruption legislation by UK, Canadian or foreign authorities could also have an adverse impact on Gabriel's ability to develop the Project or its business, financial condition and results of operations.

As a consequence of these legal and regulatory requirements, Gabriel has instituted policies and procedures with regard to business ethics, which have been designed to ensure that Gabriel and its employees comply with applicable anti-corruption laws and regulations. However, there can be no assurance or guarantee that such efforts have been and will be completely effective in ensuring Gabriel's compliance, and the compliance of its employees, consultants, contractors and other agents, with all applicable anti-corruption laws and regulations.

### ***Insurance and uninsurable risks***

Gabriel maintains insurance to protect it against certain risks related to its operations in type and amounts that it believes are reasonable depending upon the circumstances surrounding each identified risk and the advice of its retained insurance advisor. There are also risks against which the Company cannot insure or against which it may elect not to insure for various reasons. The potential costs associated with any liabilities not covered by insurance, or in excess of insurance coverage, or compliance with applicable laws and regulations may cause substantial delays to its operations and require significant capital outlays, adversely affecting the future business, assets, prospects, financial condition and results of operations of the Company.

### ***General economic and financial market conditions***

Global economic and financial conditions may impact the ability of the Company to obtain loans, financing and other credit facilities in the future and, if obtained, on terms favorable to the Company. As a consequence, global financial conditions could adversely impact the Company's financial status and share price.

### ***Currency fluctuations***

The Company's reporting currency is the Canadian dollar, which is exposed to fluctuations against other currencies. The Company's primary operations are located in Romania and many of its expenditures and obligations are denominated in Romanian Lei. In addition, the Company has and/or will have expenditures and obligations denominated in other currencies including, but not limited to, Canadian dollars, US dollars, EUROS and United Kingdom pounds sterling ("GBP"). The Company maintains active cash accounts in Canadian dollars, US dollars, GBP and RON and has either monetary assets and/or liabilities in currencies including US dollars, Canadian dollars, EUROS, GBP and RON. As such, the Company's results of operations are subject to foreign currency fluctuation risks and such fluctuations may adversely affect the financial position and operating results of the Company. The Company does not currently use any derivative products to actively manage or mitigate any foreign exchange exposure.

### ***Market price volatility***

Publicly quoted securities are subject to a relatively high degree of price volatility. It may be anticipated that the quoted market for the Common Shares will be subject to market trends generally and there may be significant fluctuations in the price of the Common Shares.

### ***No history of earnings or dividends***

The Company has no history of earnings and as such the Company has not paid dividends on its Common Shares since incorporation. The Company does not intend to declare or pay cash dividends at present.

### ***Accounting policies and internal controls***

Since January 1, 2011, the Company has prepared its financial reports in accordance with International Financial Reporting Standards. In preparation of financial reports, Management of Gabriel may need to rely upon assumptions, make estimates or use their best judgment in determining the financial condition of the Company. Significant accounting policies are described in more detail in the Company's audited Financial Statements.

In order to have a reasonable level of assurance that financial transactions are properly authorized, assets are safeguarded against unauthorized or improper use, and transactions are properly recorded and reported, the Company has implemented and continues to analyze its internal control systems for financial reporting. Although the Company believes its financial reporting and Financial Statements are prepared with reasonable safeguards to ensure reliability, the Company cannot provide absolute assurance.

### ***Enforcement of civil liabilities***

As substantially all of the assets of Gabriel and its subsidiaries are located outside of Canada, and certain of its directors and officers are resident outside of Canada, it may be difficult or impossible to enforce judgements granted by a court in Canada against the assets of Gabriel or its subsidiaries or its directors and officers residing outside of Canada.

### ***Conflicts of interest***

Some of the directors and officers of the Company are, or may be, on the boards of other natural resource companies, or other providers of finance, from time-to-time resulting in conflicts of interests. Therefore, there is the potential for a conflict of interest between the Company and some of its directors and officers. Directors and officers of the Company with conflicts of interest will be subject to and will follow the procedures set out in applicable corporate and securities legislation, regulations, rules and policies.

## **CEO/CFO Certification**

The Company's Chief Executive Officer ("CEO") and Chief Financial Officer ("CFO") have reviewed the interim financial statements and interim MD&A (the "Interim Filings") for the three-month period ended September 30, 2020.

The CEO and CFO certify that, as at September 30, 2020, based on their knowledge, having exercised reasonable diligence, the Interim Filings do not contain any untrue statement of a material fact or omit to state a material fact required to be stated or that is necessary to make a statement not misleading in light of the circumstances under which it was made, for the period covered by the Interim Filings.

The CEO and CFO certify that, as at September 30, 2020, based on their knowledge, having exercised reasonable diligence, the interim financial statements for the period, together with the other financial information included in the Interim Filings, fairly present in all material respects the financial condition, financial performance and cash flows of the Company, as of September 30, 2020 and for the three month period to that date.

## Outstanding Share Data

The Company's fully diluted share capital as at November 6, 2020 was:

	<b>Outstanding</b>
Common shares	597,780,038
Common stock options	31,108,537
Deferred share units - Common Shares	3,441,231
Restricted share units - Common Shares	539,000
Warrants	292,023,900
Convertible notes (maturing June 2021)	292,631,239
<b>Fully diluted share capital</b>	<b>1,217,523,945</b>

The impact on the fully diluted share capital of conversion of the Convertible Notes has been calculated based upon the conversion price of \$0.3105. The Company has the right to repay the principal in whole or in part in Common Shares at a conversion price of 95% of the market price at the maturity date.

## Forward-Looking Statements

This MD&A contains “forward-looking information” (also referred to as “forward-looking statements”) within the meaning of applicable Canadian securities legislation. Forward-looking statements are provided for the purpose of providing information about Management's current expectations and plans and allowing investors and others to get a better understanding of the Company's operating environment. All statements, other than statements of historical fact, are forward-looking statements.

In this MD&A, forward-looking statements are necessarily based upon a number of estimates and assumptions that, while considered reasonable by the Company at this time, are inherently subject to significant business, economic and competitive uncertainties and contingencies that may cause the Company's actual financial results, performance, or achievements to be materially different from those expressed or implied herein. Some of the uncertainties associated with material factors or assumptions used to develop forward-looking statements include, without limitation: the progress of the ICSID Arbitration, actions by the Romanian Government or affiliates thereof, the impact of current or future litigation against the Group, conditions or events impacting the Company's ability to fund its operations (including but not limited to the completion of additional funding noted above) or service its debt, the ability to progress exploration, development and operation of mining properties and the overall impact of misjudgments made in good faith in the course of preparing forward-looking information.

Forward-looking statements involve risks, uncertainties, assumptions, and other factors including those set out above and below, that may never materialize, prove incorrect or materialize other than as currently contemplated, which could cause the Company's results to differ materially from those expressed or implied by such forward-looking statements.

Any statements that express or involve discussions with respect to predictions, expectations, beliefs, plans, outlook, projections, objectives, assumptions or future events or performance (often, but not always, identified by words or phrases such as "expects", "is expected", "is of the view" "anticipates", "believes", "plans", "projects", "estimates", "assumes", "intends", "strategy", "goals", "objectives", "potential", "possible" or variations thereof or stating that certain actions, events, conditions or results "may", "could", "would", "should", "might" or "will" be taken, occur or be achieved, or the negative of any of these terms and similar expressions) are not statements of fact and may be forward-looking statements.

Numerous factors could cause actual results to differ materially from those in the forward-looking statements, including without limitation:

- the outbreak of the coronavirus (COVID-19) may affect the Company's operations and/or the anticipated timeline for the ICSID Arbitration;
- the duration, required disclosure, costs, process and outcome of the ICSID Arbitration;
- the advancement of Romania's nomination of the "Roşia Montană Mining Landscape" as a UNESCO World Heritage site;
- changes in the Group's liquidity and capital resources;
- access to funding to support the Group's continued ICSID Arbitration and/or operating activities in the future;
- equity dilution resulting from the conversion of the Convertible Notes, or exercise of warrants, in part or in whole to Common Shares;
- the ability of the Company to maintain a continued listing on the Exchange or any regulated public market for trading securities;
- the impact on business strategy and its implementation in Romania of: any allegations of historic acts of corruption, uncertain legal enforcement both for and against the Group and political and social instability;
- regulatory, political and economic risks associated with operating in a foreign jurisdiction including changes in laws, governments and legal and fiscal regimes;
- volatility of currency exchange rates; and
- the availability and continued participation in operational or other matters pertaining to the Group of certain key employees and consultants.

This list is not exhaustive of the factors that may affect any of the Company's forward-looking statements.

Investors are cautioned not to put undue reliance on forward-looking statements, and investors should not infer that there has been no change in the Company's affairs since the date of this MD&A that would warrant any modification of any forward-looking statement made in this document, other documents periodically filed with or furnished to the relevant securities regulators or documents presented on the Company's website. All subsequent written and oral forward-looking statements attributable to the Company or persons acting on its behalf are expressly qualified in their entirety by this notice. The Company disclaims any intent or obligation to update publicly or otherwise revise any forward-looking statements or the foregoing list of assumptions or factors, whether as a result of new information, future events or otherwise, subject to the Company's disclosure obligations under applicable Canadian securities regulations. Investors are urged to read the Company's filings with Canadian securities regulatory agencies.