MANAGEMENT DISCUSSION AND ANALYSIS

2022 FINANCIAL YEAR

THIRD QUARTER REPORT

For the three months and nine months ended 31 March 2022

This management discussion and analysis ("MD&A") is management's assessment of the results and financial condition of SolGold plc ("SolGold" or the "Company") and its controlled subsidiaries (the "Group") and should be read in conjunction with the Group's unaudited interim condensed consolidated financial statements for the period ended 31 March 2022 and 2021 and the notes thereto. The financial statements have been prepared in accordance with International Financial Reporting Standards as issued by the International Accounting Standards Board ("IASB").

Management is responsible for the preparation of the financial statements and this MD&A. Unless otherwise stated, all amounts discussed in this MD&A are denominated in United States dollars.

Mr Jason Ward (CP, B.Sc. Geol.), the Head of Exploration of the Group is a "Qualified Person" as defined in NI 43-101 and has reviewed and approved the technical information in this MD&A with respect to all the Group's properties.

The information included in this MD&A is as of 13 May 2022 and all information is current as of such date. Readers are encouraged to read the Company's Regulatory News Service ("RNS") announcements filed on the London Stock Exchange and on the System for Electronic Document Analysis and Retrieval ("SEDAR") under the Company's issuer profile.

DESCRIPTION OF BUSINESS

SolGold is a mineral exploration and development company headquartered in Brisbane, Australia. The Company is a UK incorporated public limited company, dual LSE and TSX-listed (SOLG on both exchanges) and has a leading exploration and project team focussed on copper-gold exploration and mine development with assets in Ecuador, Solomon Islands and Australia. SolGold is a large and active concession holder in Ecuador and is aggressively exploring the length and breadth of this highly prospective and gold-rich section of the Andean Copper Belt. SolGold's primary objective is to discover, define and develop world-class copper-gold deposits. Cascabel, SolGold's 85% owned "World Class" (Refer to www.solgold.com.au/cautionary-notice/) flagship copper-gold porphyry project (the "Project"), is located in northern Ecuador.

SolGold is a registered shareholder with an unencumbered legal and beneficial 85% interest in Exploraciones Novomining S.A. ("ENSA") and approximately 5.60% (excluding share options and warrants) of TSX-V-listed Cornerstone Capital Resources Inc. ("Cornerstone"), which holds the remaining 15% of ENSA, the Ecuadorean registered company which holds 100% of the Cascabel concession, which includes the Alpala deposit.

RESULTS OF OPERATIONS

LEADERSHIP AND KEY ROLES

The Board of Directors of SolGold plc has recently established a Strategy Committee with the primary purpose to assist the Board in fulfilling its overall responsibilities relating to the strategic direction and development of the Company to deliver long-term stakeholder value. The Strategy Committee will be chaired by the Chair of the Company, Liam Twigger and consists of Nick Mather, James Clare, Kevin O'Kane and CEO, Darryl Cuzzubbo. The main responsibilities are to make recommendations to the board about proposed M&A transactions and to assess the corporate and strategic performance of the Company in its broadest sense and form a wide view on the adequacy of progress made in achieving strategic objectives and outcomes, and of the systems to measure, monitor and deliver on them.

Tania Cashman was appointed Chief People Officer effective 10th January 2022. Ms. Cashman brings over 20 years senior leadership experience with global organisations including Orica, BHP, Shell and Pasminco. She began her career in Human Resources and since then has worked across many geographies and led several complex, large scale transformation programmes, supporting the business through significant change.

The Company announced on 11 May the appointment of Ayten Saridas to the position of Group Chief Financial Officer ("CFO") of SolGold. Ms. Saridas, who will assume her new role on 27 June, brings over 30 years of international corporate finance experience with a proven track record in delivering results and creating value. Ayten is a high-impact executive who brings a compelling blend of strategic and capital allocation discipline, well-honed finance skills, and transformational leadership abilities.

In the quarter ended 31 March 2022 the Company hired three new employees into the Finance function including a new

Finance Director and a Senior Accountant in Ecuador. A new HR Director was also hired to lead the HR team in Ecuador.

A new Head of Ecuador is currently being sourced, with a current short list of four candidates. The Head of Ecuador will report to the MD & CEO, Darryl Cuzzubbo and is responsible for managing SolGold operations day to day in Ecuador. As the most senior point of contact for executive leadership within Ecuador, this is a key role that will develop and grow significantly as the Cascabel project transitions from PFS to DFS to execution.

EXPLORATION HIGHLIGHTS

The Company continues to pursue its strategy as an integrated explorer and developer, aiming to create maximum value for all shareholders. The Company is applying its exploration blueprint of systematically evaluating its exploration assets across Ecuador, which are held by four wholly owned subsidiaries that are exploring throughout the country. SolGold has identified several high priority copper and gold resource targets, some of which the Company believes have the potential to reach resource definition and feasibility levels in close succession.

Early-stage results from the Company's regional exploration programmes are testament to this approach following the discovery of significant copper-gold mineralisation at surface at the Cacharposa porphyry copper-gold target at Porvenir as well as discovery of significant geochemical and geophysical hallmarks of large porphyry systems identified at several project areas, including the Rio Amarillo and Cisne Loja projects.

SolGold's regional exploration programme in Ecuador coordinates multiple highly skilled field teams systematically exploring its concessions throughout the country. The Company's regional concessions are located along the prolific Andean Copper Belt which is renowned as the production base for a significant portion of the world's copper and gold resources. The regional exploration programme currently focusses on a number of high priority projects identified for targeted exploration, of which several are considered core targets that are drill ready.

SolGold has regulatory licencing approvals for scout drilling at five projects including Porvenir and Rio Amarillo. This has been made possible with the government recognising and approving the need, in the Initial Exploration phase, for initial drilling to identify any potential deposit. During the period the Company obtained authorisation to collect water for the Rio Amarillo project.

During the period, SolGold has focused on completing the critical study work and data collection for the Preliminary Feasibility Study ("PFS") at its Cascabel project, which is based on the Alpala deposit containing 9.9Mt Cu, 21.7Moz Au and 92.2Moz Ag. The results of the PFS were announced on 20 April 2022 (see summary results on p.8). The Company also concentrated on continuing to uncover the value in the Company's vast regional exploration portfolio throughout Ecuador.

Figure 1 - Overview of Priority Projects and drill ready Core Targets from SolGold's Regional Exploration portfolio in Ecuador

Subsidiary	Priority Project	Priority Targets	Core Targets
Carnegie Ridge Resources S.A.	Blanca*	Cielito, Cerro-Quiroz	Further work required
Carnegie Ridge Resources S.A.	Chical	Esperanza, Espinosa	Further work required
Carnegie Ridge Resources S.A.	Rio Amarillo*	Varela, Palomar, Chalanes	Varela
Valle Rico Resources S.A.	Salinas	Target #1	Further work required
Cruz Del Sol S.A.	Cisne Victoria	Victoria	Further work required
Cruz Del Sol S.A.	Coangos	Further work required	Further work required
Cruz Del Sol S.A.	Helipuerto	Tinkimints	Further work required
Cruz Del Sol S.A.	La Hueca*	Target #6, Target #1-5	Further work required
Green Rock Resources S.A.	Chillanes	Central Chillanes	Further work required
Green Rock Resources S.A.	Cisne Loja	Celen	Celen
Green Rock Resources S.A.	Porvenir*	Cacharposa, Target #2-16	Cacharposa, Mula Muerte, Viño
Green Rock Resources S.A.	Sharug*	Santa Martha	Further work required
Green Rock Resources S.A.	Timbara	Tunantza	Further work required

* Received regulatory licencing approvals for scout drilling

Figure 2 - SolGold actual drilling across Ecuador (metres drilled)

PROJECT	PROSPECT	FY21 Q3	FY21 Q4	FY21 Total	FY22 Q1	FY22 Q2	FY22 Q3	Grand Total
Cascabel	**Alpala**	6,599	5,679	**28,880**	**604**	**-**	**-**	**250,221**
	Tandayama-Ameríca	4,708	5,945	**12,640**	**9,127**	**8,180**	**1,057**	**31,003**
	Aguinaga	847	865	**1,712**	**-**	**-**	**-**	**8,971**
Blanca	**Cielito**	-	-	**-**	**-**	**-**	**-**	**800**
	Cerro Quiroz	-	533	**1,774**	**601**	**-**	**-**	**2,375**
La Hueca	**Target #6**	-	-	**1,558**	**-**	**-**	**-**	**1,558**
Porvenir	**Cacharposa**	6,690	3,735	**15,224**	**4,073**	**2,867**	**263**	**22,427**
	Mula Muerte	-	-	**-**	**-**	**1,974**	**144**	**2,118**
Rio Amarillo	**Varela**	-	-	**-**	**1,062**	**2,164**	**517**	**3,743**
Sharug	**Santa Martha**	-	-	**-**	**1,463**	**1,010**	**-**	**2,473**
	Quillosisa	-	-	**-**	**-**	**421**	**-**	**421**
Grand Total		**18,844**	**16,758**	**61,788**	**16,930**	**16,615**	**1,981**	**326,109**

ECUADORIAN BUSINESS INTERNAL INVESTIGATION

In early 2021 SolGold's Board of Directors commissioned a special audit by KPMG LLP to help identify where the control environment needed enhancing as part of the Board's focus on strengthening internal controls and good corporate governance. As a consequence, the Company started to strengthen its internal financial capabilities and internal control framework. Immediate needs identified were the recruitment of a group financial controller in Brisbane and a group General Counsel in London, who were appointed in February and March 2021 respectively. A group Internal Audit function was also established, reporting to the Audit and Risk Committee ("ARC"). The ARC agreed on an annual audit plan focusing on enterprise risks. Increased scrutiny and analysis by the Group finance team throughout 2021 led to cost reductions, but also the discovery of the misappropriation of funds in Ecuador in late 2021.

In December 2021, in immediate response to the discovery, the Company instructed EY Ecuador to commence a forensic investigation into the alleged misappropriation of funds. SolGold's Internal Audit function was engaged to provide independent oversight of the investigation, reporting directly to both the Chair of the Audit & Risk Committee and the group CFO.

The forensic investigation revealed that during the years 2017 to 2021 US$4.6 million was misappropriated. The investigation brought to light the material misstatement of exploration assets as a result of false expenses being capitalised. The investigation brought to light additional controls and failures in the risk management framework, which need further investigation. Part of the investigation is to identify if there was a material weakness in the company's Internal Controls over Financial Reporting ("ICFR") relating to design, which has not yet been determined.

This misappropriation resulted in the overstatement of our exploration assets by US$4.6 million, with the associated false expenses having been capitalised in-line with SolGold's accounting policy. SolGold concluded that it was appropriate to write-down the value of these assets accordingly and restate our accounts. The profit and loss impact for the 9-month period 1st July 2021 to 31st March 2022 amounted to US$228k, reflecting the fact that most losses were incurred in prior years and that increased diligence by the group finance function had had an impact. Though the misstatements are material to the quantum of exploration assets, the Company does not consider the misstatements to be material to the financial statements as a whole, either on an individual or cumulative basis. The overstatement of the exploration assets is cumulative and is made up of smaller annual misstatements that were not material in their respective years.

Our corporate culture is designed to encourage transparency and professionalism, protect our shareholders' funds and inspire confidence in our workforce. SolGold recognises there is more to do and the Company will continue to take steps to improve its control, governance and risk management environment and processes. These steps include increasing the resources and improving the capabilities of senior management and the Finance function.

This behaviour is an extremely serious matter and it has no place in SolGold. SolGold management is enhancing its risk, governance and controls environment and is acting on both the recommendations of KPMG (special audit) and EY (forensic audit) and our own observations.

SolGold's immediate response includes:

- Commissioning of a forensic audit by Ernst & Young Ecuador EY Cía. Ltda. ("EY Ecuador")
- The investigation was supervised by the SolGold Internal Audit function and supported by our General Counsel, both based in the UK
- Hiring of three new employees into the Finance function since 1st January 2022, including a Senior Accountant and new Finance Director in Ecuador, the latter reporting directly to the group CFO

SolGold's ongoing actions include:

- Restructuring the Finance organisation in Quito and hiring several roles locally that will help us strengthen our processes and improve our control culture
- Recruitment of an in-house lawyer and a procurement manager in Ecuador, which is on-going
- Commissioning an independent Anti-Bribery and Anti-Corruption assessment in Ecuador, to be followed up with a tailored training programme
- Improvement and tightening of payment controls, enhancing controls and improving procure-to-pay processes
- Internal Audit analysing further specific processes in relating to the Ecuadorian entity

UPDATE STATEMENT ON 2021 AGM VOTING OUTCOME

The Board of Directors of SolGold recognises that at the 2021 Annual General Meeting ("AGM") convened on 15 December 2021, a meaningful proportion of shareholders did not support certain resolutions.

In accordance with Provision 4 of the Financial Reporting Council's ("FRC") 2018 UK Corporate Governance Code (the "Code"), the Board is providing an update in response to the six (6) of the thirteen (13) resolutions put to the 2021 AGM that received less than 80% of votes in favour. These resolutions related to the re-election of Messrs Ward, Moller and Marshall, the ability of the Company to raise fresh capital via the allotment of shares, and the disapplication and further disapplication of pre-emptive rights.

The Board, via Chair Mr Twigger and MD & CEO Mr Cuzzubbo have consulted with a range of the Company's corporate and institutional shareholders over the past months in relation to the 2021 AGM to understand and discuss their concerns with respect to these resolutions.

Director re-election

The total votes for resolutions 5, 6 and 7, to re-appoint Mr Ward, Mr Moller and Mr Marshall were below 80% (at 56.46%, 36.81% and 71.55%, respectively).

Feedback was received that the votes received against resolutions 5 and 6 were influenced by an expectation by certain shareholders of more independence at SolGold's Board of Directors. In relation to resolution 6, votes received against were also influenced by a recommended against vote by proxy advisors citing potential overcommitment and related party transactions. As a result of receiving less than 50% of votes in favour, Mr Moller stepped down from the Board following the AGM on 15 December 2021.

SolGold's Board adheres to Principle 11 of the Code that at least half the Board, excluding the Chair, should be Non-Executive Directors whom the Board considers to be independent. The Board is comprised of four independent Non-Executive Directors out of a total of seven, excluding the independent Chair.

Votes received against resolution 7 were influenced by shareholder frustration from delays to the publication of the Cascabel pre-feasibility study. The Company has on 20 April announced the results of the PFS that confirms the Cascabel project's world class, Tier 1 potential to be a large, low-cost, and long-life mining operation.

Allotment of shares

Resolution 10 to allot shares at the 2021 AGM received 77.98% votes in favour. Feedback received indicates that the votes received were influenced by certain shareholders objecting to part (b) of the resolution that grants authority to allot shares representing approximately two-thirds of the Company's existing issued ordinary share capital. The Company has not generated revenues from operations and in common with many exploration companies the Company raises capital for its exploration and appraisal activities in discrete tranches. As such, the ability of the Group to continue as a going concern depends on its ability to secure additional financing.

Disapplication of pre-emptive rights

Special resolutions 11 and 12 to disapply and to further disapply pre-emption rights did not pass having received 57.05% and 56.90% votes in favour, respectively, below the 75% minimum requirement for special resolutions. Feedback was received that the votes were influenced by The Board not putting all Directors up for re-election at the 2021 AGM as well as to protect shareholders' pre-emption rights.

The SolGold Board is committed to complying with the Code from mid-2022, including to Provision 18 that all Directors be subject to annual re-election commencing from the Company's 2022 AGM. The Company also intends to respect the principles of pre-emption as far as practicable to protect shareholders' pre-emption rights.

The Board will continue to consult with its shareholders via non-deal roadshows, conference attendances and other presentations. Details of the Company's activities in this regard will be outlined in the 2022 Annual Report.

GOVERNMENT RELATIONS

A series of meetings took place in Ecuador with government officials and SolGold CEO Darryl Cuzzubbo in January 2022, including with President Lasso and a number of ministers. Key areas of discussion included Ecuador's tax regime, investment incentives and project permitting. The Government expressed its support and interest to collaborate closely with SolGold to develop the Cascabel project in an environmentally and socially responsible way.

Industry representatives, including SolGold, held meetings with President Lasso, six Ambassadors and Ministers in March 2022 to discuss the opening of the Mining Cadastre, the development of a law relating to prior consultation process (Consulta Previa) for indigenous areas and improvements in permitting times. These discussions were received positively by the industry members present and reinforced the commitment to organised mining by the Government of Ecuador.

SolGold has initiated detailed discussions with the Ministry of Environment and Water on the ESIA (Environmental and Social Impact Assessment) studies to develop the Cascabel project. These discussions will be carried out on a regular basis with the intention of keeping the authorities fully informed and aligned on project developments and related social and environmental issues.

On 3 January 2022 ENSA received approval for the two-year extension to the Economic Evaluation stage of the Cascabel license. This period shall expire on 3 January 2024 by which time the Company shall convert the current approval into the Exploitation Agreement with the State.

HEALTH AND SAFETY

The Company achieved a Total Recordable Injury Frequency Rate ("TRIFR") of 2.68 in the three-month period ended 31 March 2022, down from 14.92 in the three months ended 31 March 2021. TRIFR refers to the frequency of recordable work-related injuries or illness for each one million hours worked.

An increased programme of road inspections on access roads and tracks was implemented in response to heavy rains during this period to prevent prolonged road closures and travel delays. The inspections targeted safety hazards, maintenance and safety signage requirements to maintain safe access and allow timely repair and maintenance to reduce the likelihood of safety incidents and road closures.

COVID-19

In response to the increased risk of contagion due the Omicron variant of COVID-19 in early 2022, and the high number (approximately 40%) of positive tests recorded in our camps in January, personnel were evacuated from SolGold controlled worksites for a two-week period to avoid the spread of the virus.

A campaign delivering the third dose of COVID-19 vaccines continues with 100% uptake achieved in the Cruz del Sol subsidiary and strong response from other subsidiaries.

The latest resolution of the COE (Emergency Committee of Ecuador) established in mid-March recommends that economic activities be carried out at 100% capacity, however, the COE requires that biosecurity measures such as social distancing, hand washing and the use of a mask must continue to be a requirement.

SolGold's medical team continues to enforce measures to maintain healthy conditions at SolGold facilities including coordination of testing, verification of results prior to entering camps, surveillance and monitoring of any symptoms that occur in the camp and implementation of immediate control actions to prevent the spread of COVID-19.

ENVIRONMENT

In this reporting period further workshops on water management, waste management and the conservation of flora and fauna were held in the community of our stakeholders in the Cascabel and regional projects. SolGold continues to fully comply with the environmental requirements of the Government of Ecuador. SolGold has successfully rehabilitated 619m^2 of disturbed lands in this period including access tracks, areas of drilling platforms and geotechnical pits in both the Cascabel and regional project areas. The following reports were delivered in the first quarter of 2022 to the Ministry of the Environment, Water and Ecological Transition ("MAATE"):

1. Annual Declaration of Hazardous Waste for 2021
2. Update of the Hazardous Waste Minimization Plan including results
3. Initial Exploration Semester Report for the period July-December 2021
4. Six-monthly report on compliance with the Environmental Management Plan for the Advanced Exploration phase of the Cascabel project
5. Semi-annual reports for projects Blanca Nieves, La Hueca, Sharug 2, Río Amarillo I-II and Porvenir
6. Report on the flow of catchment points of the Blanca Nieves, Porvenir and Sharug 2 projects
7. Water measurement records for authorized water collection points for 2021
8. Forest Inventory of Porvenir 4, Chical 1 and Chical 2
9. Annual reports of the Timbara 1, Timbara 2, San Antonio, Sharug projects. Río Amarillo III, Río Mira, Chical 1, Chical 2, Coangos, Loyola, Sacapalca 1-2., Salampe Salinas and Agustín 1-2-3
10. Annual declaration of hazardous waste for the Blanca Nieves, La Hueca and Porvenir projects

INPC of Cuenca

1. Annual report of the Archaeological Research Programme

Authorisations

The Complementary Environmental Impact Study for the Advanced Exploration Phase of Metallic Minerals in the Cascabel project was accepted by the Undersecretary of Environmental Quality of the Ministry of the Environment, Water and Ecological Transition (MAATE) on March 10, 2022. After submitting the fees and bank guarantee to MAATE, SolGold expects to receive its Environmental License. Other authorisations were received for projects throughout SolGold's concessions portfolio in Ecuador allowing the Company to progress with work in those areas.

Authorisations received in this period include:

- Obtaining authorisation to collect water for the Rio Amarillo project
- Approval of the Archaeological Research Programme of the Río Amarillo I-II project by the INPC
- Approval of the annual declaration of hazardous waste for the Blanca Nieves project by the MAATE
- Approval of the Terms of Reference for the Partial Waiver Audit of the Río Amarillo I and Río Amarillo II concessions
- Approval of the Terms of Reference for the Total Waiver Audit of the Sharug, Cisne 1A, Cisne 1B and Loyola concessions
- Issuance of the Water Availability Certificate granted by the ARCA for the use of 6 water collection points of the Timbara concession

COMMUNITY

On March 7 and 8, cooperation agreements between SolGold and the parishes of Lita and La Carolina were signed. These agreements focus on the promotion of health, education, community development and road infrastructure initiatives, and the promotion of social, cultural and sports activities. ENSA, in partnership with the parishes of Lita and La Carolina contributed to the construction of health centres in these parishes.

The Comprehensive Solid Waste Management Project - GIRS: a project co-financed by Franco Nevada and SolGold in partnership with the regional government of Ibarra and effected parishes completed its feasibility study on 31 March. The initiative aims to improve solid waste management in the parishes of Lita and La Carolina.

On March 7, 2022, the Specific Cooperation Agreement between the parish of Lita and ENSA was signed with the objective of improving the living conditions of 100 older adults and people with disabilities in the community of Lita; the total investment is $70,459.00, of which $32,259.00 will be contributed by ENSA.

At the time of this report SolGold is conducting a study how to increase the rate of university attendance from the community of Santa Cecilia. This initiative is an agreement between ENSA and the Universidad Técnica del Norte.

An agreement between the regional parishes of La Carolina, and the association "Mujeres Emprendedoras Por Un Futuro Mejor" (Women entrepreneurs for a better future) of the Collapí community was signed with the purpose of promoting commercial and tourism activities.

HUMAN RESOURCES

SolGold remains committed to establishing and implementing sustainable practices and building the foundations for a positive legacy for all stakeholders. Providing equal opportunities and having a largely local workforce makes SolGold a strong contributor to the local Ecuadorian economy.

As at 31 March 2022, SolGold group employed 792 employees with 99% Ecuadorian, 16% female, and 81% living in neighbouring communities. Additionally, SolGold employs 4% of individuals registered as disabled. 57 Ecuadorian employees have a science degree in geology, giving SolGold a significant advantage exploring the highly prospective and gold-rich section of the Andean Copper Belt. SolGold employs 9 people in Australia, 5 in the United Kingdom, and 1 in Switzerland.

SUBSEQUENT EVENTS

CASCABEL PRE-FEASIBILITY STUDY

The PFS confirms the Cascabel project's world class, Tier 1 potential to be a large, low-cost, and long-life mining operation that is based on achievable, proven, and tested mining and processing assumptions. Once constructed, Cascabel is expected to be a top 20 South American copper & gold mine benefiting from a high-grade core, advantageous infrastructure and an increasingly investor friendly government. The mine is expected to produce a clean copper-gold-silver concentrate, to be sold to Asian and European smelters as part of a project construction financing package.

Key highlights include:

- Estimated US$5.2bn pre-tax Net Present Value ("NPV") and 25.3% Internal Rate of Return ("IRR")
- Estimated US$2.9bn after-tax NPV, 19.3% IRR and 4.7-year payback period from start of processing
- After-tax NPV would be US$4.1bn (US$7.9bn pre-tax) and IRR 23.4% (30.5% pre-tax) at current spot commodity prices
- Estimated average production of 132ktpa of copper, 358kozpa of gold and 1Mozpa of silver – 212ktpa copper equivalent ("CuEq") – with peak copper production of 210ktpa (391ktpa CuEq)
- Initial project Life-of-Mine ("LOM") All-In-Sustaining Cost ("AISC") of US$0.06/lb of copper, placing Cascabel well within the first decile of the copper industry cost curve

- On achieving nameplate capacity, average of approximately 190ktpa of copper, 680kozpa of gold and 1.3Mozpa of silver (>330ktpa CuEq) over initial 5 years at an average negative AISC of US$(1.38)/lb
- Estimated pre-production capital expenditure of US$2.7bn for the initial cave development, first process plant module and infrastructure
- Initial Mineral Reserve of 558Mt containing 3.3Mt Cu @ 0.58%, 9.4Moz Au @ 0.52g/t and 30Moz Ag @ 1.65g/t over an initial 26-year mine life
- Potential mine life upside in excess of 50 years following initial LOM
- Annual after-tax free cash flow ("FCF") to average US$740m, peaking at over US$1.6bn
- Average annual EBITDA of nearly US$1.2bn, peaking at over US$2.4bn
- Additional optimisations being progressed for a PFS Addendum planned for completion in H2 CY22
- Cascabel project Definitive Feasibility Study ("DFS") planned for completion in H2 CY23

OPERATING RESULTS

The quarter ended 31 March 2022 compared with the quarter ended 31 March 2021

The Group incurred a loss after tax of US$9,042,382 and loss per share of 0.4 cents per share for the quarter ended 31 March 2022 compared to a loss after tax of US$5,619,254 and loss per share of 0.3 cents per share for the quarter ended 31 March 2021. Administrative expenses incurred during the quarter ended 31 March 2022 were US$4,043,503 compared to US$3,538,102 for the quarter ended 31 March 2021. The movement in administrative expenses over the prior year was due to a number of factors, the most notable of which are:

Employment expenses increased by US$439,081 to US$1,096,778 for the quarter ended 31 March 2022 compared to US$657,697 for the quarter ended 31 March 2021. This increase was due to additional payments to the new Company Secretary and additional key management personnel.

Insurance payments increased by US$297,470 to US$923,534 for the quarter ended 31 March 2022 compared to US$626,064 for the quarter ended 31 March 2021. This increase is due to the increase in the Company's political risk insurance premium.

Unrealised foreign exchange losses (gains) decreased by US$109,285 to US$92,414 unrealised foreign exchange loss for the quarter ended 31 March 2022 compared to an unrealised foreign exchange gain of US$16,871 for the quarter ended 31 March 2021. This was as a result of the United States dollar slightly strengthening against both the AUD and GBP, currencies in which the Company holds a portion of its treasury.

Exploration costs written-off were US$399,286 for the quarter ended 31 March 2022 compared to US$230,110 (US$228,318 related to misappropriation) for the quarter ended 31 March 2021. Exploration costs written off during the quarter ended 31 March 2022 represents the costs capitalised to date on 10 of the 72 concessions held within the Company's four 100% owned subsidiaries in Ecuador that the board decided to relinquish on 7 September 2021.

Other income and expenses for quarter ended 31 March 2022

Derivative liabilities in the quarter ended 31 March 2022 measured at fair value resulted in a loss of US$1,212,750 compared to a gain of US$1,828,750 for the quarter ended 31 March 2021. The movement represents the fair value remeasurement of the options granted to BHP as part of the December 2019 placement, measured at 31 March 2022. Since the options issued to BHP were not granted in exchange for goods or services and were exercisable in a currency other than the functional currency, the options were treated as a derivative financial liability measured at fair value on the date of grant and are remeasured at each reporting period.

Finance costs for the quarter ended 31 March 2022 were US$3,395,052 compared to US$3,042,240 for the quarter ended 31 March 2021. The sizeable finance costs predominantly relate to the effective interest charge calculated on the NSR Financing Agreement, of US$3,379,139, a non-cash item, which was US$3,020,050 for the quarter ended 31 March 2021. First payments under the NSR Financing Agreement are due from either late 2028 or when production is declared, whichever is earlier.

Finance income was US$236,252 for the quarter ended 31 March 2022 compared to US$115,104 for the quarter ended 31 March 2021. The interest income comprises US$6,717 received from banking institutions on short term deposits and US$229,535 from the accretion of interest on the Company Funded Loan Plan.

Other income was US$41,740 for the quarter ended 31 March 2022 compared to US$50,299 for the quarter ended 31 March 2021. Other income represents US$36,010 rent received from the subletting of office space at 111 Eagle Street Brisbane and a gain on disposal of PP&E of US$5,730.

All other expenses for the quarter ended 31 March 2022 remain consistent to those for the quarter ended 31 March 2021.

The operating variances for the period were:

For the quarter ended 31 March	**2022 US$**	**2021 US$ restated**	**Variance US$**
Expenses			
Exploration costs written-off	(399,286)	(230,110)	(169,176)
Administrative expenses	(4,043,503)	(3,538,102)	(505,401)
Share based payments expense	(454,336)	(268,059)	(186,277)
Operating loss	**(4,897,125)**	**(4,036,271)**	(860,854)
Other income	41,740	50,299	(8,559)
Finance income	236,252	115,104	121,148
Finance costs	(3,395,052)	(3,042,240)	(352,812)
Movement in fair value of derivative liability	(1,212,750)	1,828,750	(3,041,500)
Loss before tax	**(9,226,935)**	**(5,084,358)**	(4,142,577)
Tax (expense) / benefit	184,553	(534,896)	719,449
Loss for the period	**(9,042,382)**	**(5,619,254)**	(3,423,128)
Other comprehensive (loss) / profit			
Items that may be reclassified to profit and loss			
Exchange differences on translation of foreign operations	264,462	(135,131)	399,593
Items that will not be reclassified to profit or loss			
Change in Ecuador pension value	-	-	-
Change in fair value of financial assets net of tax	683,447	(1,254,567)	1,938,014
Other comprehensive (loss) / profit, net of tax	**947,909**	**(1,389,698)**	**2,337,607**
Total comprehensive (loss) / income for the period	**(8,094,473)**	**(7,008,952)**	**(1,085,521)**

The nine months ended 31 March 2022 compared with the nine months ended 31 March 2021

The Group incurred a loss after tax of US$27,100,883 and loss per share of 1.2 cents per share for the nine months ended 31 March 2022 compared to a loss after tax of US$14,910,365 and loss per share of 0.7 cents per share for the nine months ended 31 March 2021. Administrative expenses incurred during the nine months ended 31 March 2022 were US$12,768,363 compared to US$7,752,447 for the nine months ended 31 March 2021. The movement in administrative expenses for the nine months ended 31 March 2022 over the comparable nine months ended 31 March 2021 were due to a number of factors, the most notable of which are:

Employment Expenses increased by US$2,266,581 to US$4,395,274 for the nine months ended 31 March 2022 from US$2,128,693 for the nine months ended 31 March 2021. This increase was mainly due to the fair value adjustment of the Company Funded Loan plan extension to 30 June 2022, payments to the new Company Secretary, and payment of bonuses to corporate employees based on established key performance indicators.

Insurance payments increased by US$455,609 to US$2,869,909 for the nine months ended 31 March 2022 compared to US$2,414,300 for the nine months ended 31 March 2021. This increase is due to the increase in the Company's political risk insurance premium.

Unrealised foreign exchange losses (gains) for the nine months ended 31 March 2022 saw an unrealised foreign exchange loss of US$259,548, compared to an unrealised foreign exchange gain of US$1,914,601 for the nine months ended 31 March 2021. This was as a result of the United States dollar strengthening against both the AUD and GBP, currencies in which the Company holds a portion of its treasury.

Exploration costs written-off were US$3,965,871 for the nine months ended 31 March 2022 compared to US$682,919 (US$679,079 related to misappropriation) for the nine months ended 31 March 2021. Exploration costs written off during the nine months ended 31 March 2022 represents the costs capitalised to date on 10 of the 72 concessions held within the Company's four 100% owned subsidiaries in Ecuador that the board decided to relinquish on 7 September 2021.

Derivative liabilities in the nine months ended 31 March 2022 measured at fair value resulted in a loss of US$924,000 compared to a gain of US$483,504 for the nine months ended 31 March 2021. The movement represents the fair value remeasurement of the options granted to BHP as part of the December 2019 placement, measured at 31 March 2022. Since the options issued to BHP were not granted in exchange for goods or services and were exercisable in a currency other than the functional currency, the options were treated as a derivative financial liability measured at fair value on the date of grant and are remeasured at each reporting period.

Finance costs for the nine months ended 31 March 2022 were US$9,895,561 compared to US$6,965,853 for the nine months ended 31 March 2021. The increase in finance costs predominantly relates to the effective interest charge calculated on the NSR Financing Agreement, which for the previous period was only for the period 11 September to 31 March. First payments under the NSR Financing Agreement are due from either late 2028 or when production is declared, whichever is earlier.

Finance income was US$610,531 for the nine months ended 31 March 2022 compared to US$337,347 for the nine months ended 31 March 2021. The interest income comprises US$34,773 received from banking institutions on short term deposits and US$575,758 from the accretion of interest on the Company Funded Loan Plan.

Other income was US$165,964 for the nine months ended 31 March 2022 compared to US$195,042 for the nine months ended 31 March 2021. Other income represents US$151,346 rent received from the subletting of office space at 111 Eagle Street Brisbane and a gain on disposal of PP&E of US$14,618.

All other expenses for the nine months ended 31 March 2022 remain consistent to those for the nine months ended 31 March 2021.

FINANCIAL POSITION

Total assets at 31 March 2022 were US$435,753,893 compared to US$452,553,028 (restated) at 30 June 2021, representing a decrease of US$16,799,135.

Current assets overall decreased by US$73,316,101, which was primarily cash used to fund the Group's flagship Cascabel project and related overheads, the Group's regional exploration programme and general overhead expenses. Other receivables and prepayments decreased by US$2,305,476 as a result of land deposits being capitalised during the nine months ended 31 March 2022. Initial deposits and payments for land purchases are classified as other receivables until such time the land processes in Ecuador are finalised and title deeds are issued, whereupon they are capitalised.

Non-current assets increased by US$58,563,335 mainly due to increases in exploration and evaluation assets, classified as intangible assets. Exploration assets increased by US$54,475,410 predominantly due to the exploration expenditure incurred on the Alpala project and the various regional projects in Ecuador during the nine months ended 31 March 2022. Financial assets held at fair value through OCI increased by US$681,863 representing the mark to market adjustments that the Company makes on its investment in Cornerstone. Property, plant and equipment increased by US$3,097,736 primarily due to strategic land purchases at the Alpala project.

Total liabilities at 31 March 2022 were US$127,644,683 compared to US$118,290,830 at 30 June 2021 representing an increase of US$9,353,853 largely as a result of an increase in the NSR royalty, relating to accrued interest, accounted for at amortised cost.

Current liabilities at 31 March 2022 were US$6,907,619 compared to US$8,183,399 at 30 June 2021, representing a decrease of US$1,275,780. Trade and other payables decreased by US$1,376,947.

Non-current liabilities increased by US$10,629,633 mainly due to the capitalisation of the interest on the NSR and increase in the valuation of the derivative liability associated with the BHP options issued in December 2019.

SELECTED FINANCIAL DATA

The Company prepares its consolidated annual financial statements in accordance with International Financial Reporting Standards, UK adopted International Accounting Standards and Interpretations (collectively "IFRS") applied in accordance with the provisions of the Companies Act 2006. The following table provides selected annual financial information derived from the most recently completed audited annual financial statements and should be read in conjunction with the Company's audited consolidated financial statements for the periods below.

Year ended 30 June	**2021 US$ restated**	**2020 US$ restated**	**2019 US$**
Operations			
Loss for the year after tax	(23,621,972)	(16,501,272)	(32,069,793)
Total comprehensive loss for the year			
Owners of the parent company	(23,540,214)	(16,445,497)	(31,941,715)
Non-controlling interest	(81,758)	(55,775)	(128,078)
Basic and diluted loss per share (cents per share)	(1.1) / (1.1)	(0.9) / (0.9)	(1.8) / (1.8)
Balance Sheet			
Working capital	116,668,877	43,718,966	38,122,935
Total assets	452,553,028	303,435,961	244,716,163
Total liabilities	118,290,830	24,810,414	6,514,592
Distributions or cash dividends declared per share	Nil	Nil	Nil

SUMMARY OF QUARTERLY RESULTS

The following table sets forth a comparison of revenues and earnings for the previous eight quarters ending with 31 March 2022. Financial information is prepared in accordance with IFRS as issued by the IASB and is reported in United States Dollars.

Quarter ended	Mar 31, 2022 US$	Dec 31, 2021 US$ restated	Sep 30, 2021 US$ restated	Jun 30, 2021 US$ restated
Loss for the quarter after tax	(9,042,377)	(7,270,260)	(10,788,241)	(8,862,781)
Net loss per share (cents per share)	(0.4)	(0.3)	(0.5)	(0.4)
Loss for the quarter after tax attributable to the owners of the parent	(9,009,202)	(7,251,888)	(10,742,095)	(8,850,458)
Net loss per share attributable to the owners of the parent (cents per share)	(0.4)	(0.3)	(0.5)	(0.4)
Quarter ended	**Mar 31, 2021 US$ restated**	**Dec 31, 2020 US$ restated**	**Sep 30, 2020 US$ restated**	**Jun 30, 2020 US$ restated**
Loss for the quarter after tax	(5,619,254)	(7,123,531)	(2,167,471)	(10,657,180)
Net loss per share (cents per share)	(0.3)	(0.3)	(0.1)	(0.6)
Loss for the quarter after tax attributable to the owners of the parent	(5,619,254)	(7,099,989)	(2,137,541)	(10,646,621)
Net loss per share attributable to the owners of the parent (cents per share)	(0.3)	(0.3)	(0.1)	(0.6)

Net loss presented over the eight quarters generally reflects general and administrative costs which includes unrealised foreign exchange gains and losses, share-based payment expenses and finance costs including non-cash interest charges.

EQUITY FINANCING

During the quarter ended 31 March 2022, the Company did not issue any additional equities.

EXPLORATION AND EVALUATION ASSETS

Total capitalised expenditures on exploration and evaluation assets at 31 March 2022 were US$358,547,425 compared to US$304,072,015 (restated) at 30 June 2021. Exploration expenditure of US$58,440,125 was incurred during the nine months ended 31 March 2022 compared to US$59,576,106 during the nine months ended 31 March 2021. An impairment charge of US$3,965,871 (March 2021: US$682,918 - restated) was recognised for exploration expenditure associated with concessions that the Board decided to surrender, as per the announcement on 7 September 2021 and additional US$227,846 relating to the internal investigation

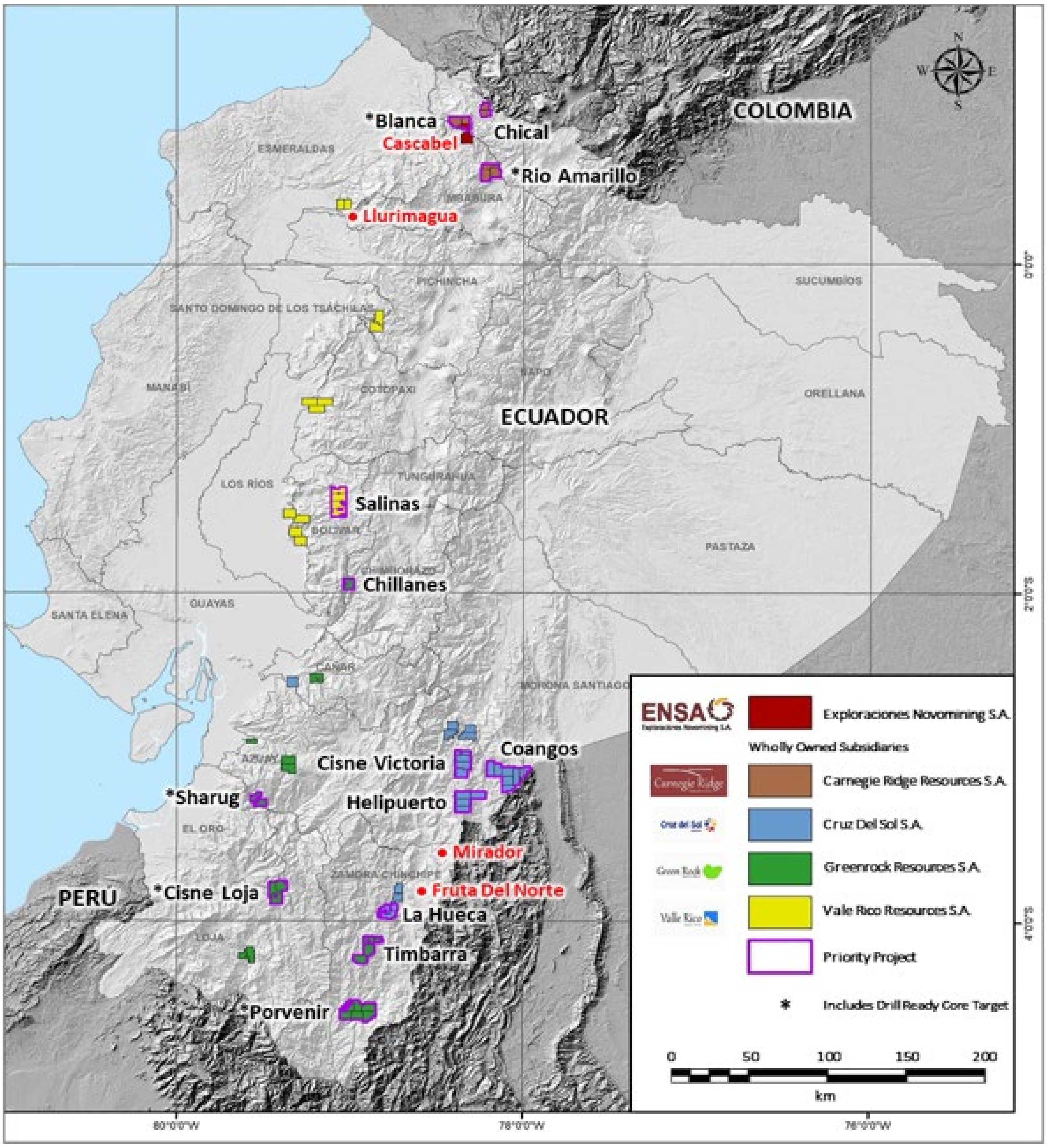
The following table represents the capitalised expenditures on exploration and evaluations to date by project area.

Project	Capitalised at 30 June 2021 US$ Restated	Capitalised during period ended 31 March 2022 US$	Impairment during the period ended 31 March 2022US$	Foreign exchange impact during period ended 31 March 2022 US$	Capitalised at 31 March 2022 US$
Cascabel	225,095,626	30,281,960	(227,846)	-	255,149,740
Ecuador regional exploration	68,119,089	27,948,459	(3,738,025)	-	92,329,523
Australia	10,430,948	40,774	-	(3,065)	10,468,657
Solomon Islands	426,352	168,932	-	4,221	599,505
TOTAL	**304,072,015**	**58,440,125**	**(3,965,871)**	**1,156**	**358,547,425**

PROJECT ACTIVITIES

The Alpala deposit at the Cascabel project in northern Ecuador, with its 1km-plus copper-gold-silver intersections, is the first of potentially many discoveries in the country. The recent release of the maiden Mineral Resource Estimates ("MRE") for the Tandayama-America deposit at Cascabel and the Cacharposa deposit at the Porvenir project is a testament to the quality of the Company's exploration portfolio. The Company's focus since 2012 has been on the riches of the underexplored section of the Andean Copper Belt in Ecuador. In addition to the Tier 1 Cascabel project, SolGold has identified a number of highly prospective priority projects throughout Ecuador and is exploring these in parallel with the development of Cascabel. Activities conducted on the priority projects are described by subsidiary in the following sections.

Figure 3 - Overview of SolGold concessions throughout Ecuador



EXPLORACIONES NOVOMINING S.A.

Cascabel Project

Location:	Imbabura province, Northern Ecuador
Ownership:	85%
Subsidiary:	Exploraciones Novomining S.A.
Tenement area:	50 km^2
Primary Targets:	Copper gold porphyry

The Cascabel project base is located at Rocafuerte in northern Ecuador, approximately three hours' drive north of the capital Quito, close to water, power supply and Pacific ports. Having fulfilled its earn-in requirements, SolGold is a registered shareholder with an unencumbered legal and beneficial 85% interest in ENSA which holds 100% of the Cascabel tenement covering approximately 50km^2, and subject to a 2% net smelter return royalty held by Santa Barbara Resources Ltd which may be purchased for US$4.0 million in two stages, the latest following a production decision. Following the completion of a Definitive Feasibility Study by ENSA, Cornerstone, which currently holds a 15% interest in ENSA, will be obligated to contribute to the funding of ENSA.

During the nine months ended 31 March 2022, the Group capitalised US$30,281,960 on the Cascabel project.

At the Tandayama-Ameríca deposit drilling continues for geotechnical, hydrogeological and metallurgical testwork. Resource extension and infill drilling continues.

Figure 4 - Major activities undertaken in the reporting period

Drilling • Tandayama-Ameríca (1 rig)	1,057m of drilling was completed at TAM in the three months ended 31 March 2022. Geologists are consolidating data and significant results from completed holes at TAM. Activities include: • Resource drilling • Updating of interpretation of 3D geology and alteration models • Resource modelling and reporting is underway • Logging and collection of geotechnical parameters and samples for lab testwork
Water monitoring	Site-wide hydrological monitoring and hydrogeological monitoring in and around the Alpala deposit and potential infrastructure sites. This work continues and includes: • Installation of additional piezometers • Surface, near surface and underground water monitoring
Geotechnical	Ongoing geological and geotechnical site investigations for areas identified for project infrastructure including: • Detailed surface mapping • Geotechnical sampling for geotechnical lab testwork • Metallurgical testwork is ongoing
Ancillary programmes	• Ongoing geomorphological risk management including stability monitoring at identified locations (observations did not identify significant movement) • Surface mapping campaign over proposed infrastructure locations • Sampling for geochemical characterisation across multiple location commenced

Current Drilling – Tandayama-Ameríca

To date a total of approximately 31,000m has been drilled at the TAM deposit with drill hole 41 currently in progress at a depth of 500m. Assay results from hole 41 are pending. An updated TAM MRE#2 is currently underway with a dataset that comprises 30,925.2m of diamond drilling from holes 1-41, 458m of surface rock-saw channel assays from 72 outcrops and a total of 29,631.6m of final assay results from holes 1-40.

Cascabel Mineral Resource and Mineral Reserve Estimates

Alpala Mineral Resource Estimate (MRE#3)

The Alpala porphyry copper-gold-silver deposit, at a cut-off grade of 0.21% CuEq, comprises 2,663 Mt at 0.53% CuEq in the Measured plus Indicated categories, which includes 1,192 Mt at 0.72% CuEq in the Measured category and 1,470 Mt at 0.37% CuEq in the Indicated category. The Inferred category contains an additional 544 Mt at 0.31% CuEq.

The estimate comprises a contained metal content of 9.9 Mt Cu and 21.7 Moz Au in the Measured plus Indicated categories, which includes 5.7 Mt Cu and 15 Moz Au in the Measured category, and 4.2 Mt Cu and 6.6 Moz Au in the Indicated category. The Inferred category contains an additional 1.3 Mt Cu and 1.9 Moz Au.

Cut-off grade	Mineral Resource category	Mt	Grade				Contained metal			
			CuEq (%)	Cu (%)	Au (g/t)	Ag (g/t)	CuEq (Mt)	Cu (Mt)	Au (Moz)	Ag (Moz)
0.21%	Measured	1,192	0.72	0.48	0.39	1.37	8.6	5.7	15.0	52.4
	Indicated	1,470	0.37	0.28	0.14	0.84	5.5	4.2	6.6	39.8
	Measured + Indicated	**2,663**	**0.53**	**0.37**	**0.25**	**1.08**	**14.0**	**9.9**	**21.7**	**92.2**
	Inferred	544	0.31	0.24	0.11	0.61	1.7	1.3	1.9	10.6
	Planned dilution	*5*	*0.00*	*0.00*	*0.00*	*0.00*	*0.0*	*0.0*	*0.0*	*0.0*

Notes:

1. Mrs. Cecilia Artica, SME Registered Member, Principal Geology Consultant of Mining Plus, is responsible for this Mineral Resource statement and is an "independent Qualified Person" as such term is defined in NI 43-101.
2. The Mineral Resource is reported using a cut-off grade of 0.21% CuEq calculated using [copper grade (%)] + [gold grade (g/t) x 0.613].
3. The Mineral Resource is considered to have reasonable prospects for eventual economic extraction by underground mass mining such as block caving.
4. Mineral Resources are not Mineral Reserves and do not have demonstrated economic viability.
5. The statement uses the terminology, definitions and guidelines given in the CIM Standards on Mineral Resources and Mineral Reserves (May 2014) as required by NI 43-101.
6. MRE is reported on 100 percent basis within an optimised shape.
7. Figures may not compute due to rounding.

Alpala Mineral Reserve Estimate

As part of the PFS, the Company announced for the first time a Mineral Reserve for the Alpala deposit, which has been estimated using block caving as the sole underground mining method, taking into account the effect of dilution of indicated material with lower grade or barren material originating from within the caved zone and the overlying cave backs, representing the economically mineable part of the measured and indicative resource, based on achievable mine plan and production schedule. The initial Mineral Reserve represents 21% of Measured and Indicated Resources tonnes and approximately 38% of contained metal in dollar terms.

Mineral Reserve category	Mt	Grade			Contained metal		
		Cu (%)	Au (g/t)	Ag (g/t)	Cu (Mt)	Au (Moz)	Ag (Moz)
Probable	558	0.58	0.52	1.65	3.26	9.37	30
Total	**558**	**0.58**	**0.52**	**1.65**	**3.26**	**9.37**	**30**

Notes:

1. Effective date of the Mineral Reserves is 31 March 2022.
2. Only Measured and Indicated Mineral Resources were used to report Probable Mineral Reserves.
3. Mineral Reserves reported above were not additive to the Mineral Resource and are quoted on a 100% project basis.
4. The Mineral Reserve is based on the 18 March 2020 Mineral Resource.
5. Totals may not match due to rounding.
6. The statement uses the terminology, definitions and guidelines given in the CIM Standards on Mineral Resources and Mineral Reserves (May 2014) as required by NI 43-101.

7. The Mineral Reserve Estimate as of 31 March 2022 for Alpala was independently verified by Aaron Spong FAusIMM CP (Min) who is a full-time employee of Mining Plus. Mr Spong fulfils the requirements to be a "Qualified Person" for the purposes of NI 43-101 and is the Qualified Person under NI 43-101 for the Mineral Reserve.

Tandayama-Americа Mineral Resource Estimate

The TAM maiden MRE, released on 19 October 2021 comprised 17,535m of diamond drilling from holes 1-23, 458m of surface rock-saw channel sampling from 72 outcrops, and 14,566m of final assay results from holes 1-18. The TAM deposit lies approximately 3km north of the Alpala deposit.

The TAM porphyry copper-gold deposit contains a total Mineral Resource of 233.0Mt @ 0.33% CuEq for 0.53Mt Cu, and 1.20Moz Au in the Indicated category, plus 197.0Mt @ 0.39% CuEq for 0.52Mt Cu, and 1.24Moz Au in the Inferred category.

Mining Method	Cut-off Grade (CuEq %)	Resource Category	Tonnage (Mt)	Grade			Contained Metal		
				Cu (%)	Au (g/t)	CuEq (%)	Cu (Mt)	Au (Moz)	CuEq (Mt)
Open Pit	0.16	Indicated	201.0	0.22	0.16	0.33	0.45	1.06	0.66
		Inferred	61.8	0.25	0.30	0.44	0.16	0.59	0.27
Underground	0.28	Indicated	32.0	0.26	0.14	0.35	0.08	0.14	0.11
		Inferred	135.2	0.27	0.15	0.37	0.37	0.65	0.50
Total Indicated			**233.0**	**0.23**	**0.16**	**0.33**	**0.53**	**1.20**	**0.77**
Total Inferred			**197.0**	**0.27**	**0.20**	**0.39**	**0.52**	**1.24**	**0.77**

Notes:

1. *Dr Andrew Fowler, MAusIMM CP(Geo), Principal Geology Consultant of Mining Plus, is responsible for this Mineral Resource statement and is an "independent Qualified Person" as such term is defined in NI 43-101.*
2. *The Mineral Resource is reported using cut-off grades that are applied according to the mining method where 0.16 % CuEq applies to potentially open-pittable material and 0.28 % CuEq applies to material potentially mineable by underground bulk mining methods.*
3. *The Mineral Resource is considered to have reasonable prospects for eventual economic extraction by open pit or underground bulk mining such as block caving.*
4. *Mineral Resources are not Mineral Reserves and do not have demonstrated economic viability.*
5. *The statement uses the terminology, definitions and guidelines given in the CIM Standards on Mineral Resources and Mineral Reserves (May 2014) as required by NI 43-101.*
6. *The underground portion of the Mineral Resource is reported on 100 percent basis within an optimised shape as described below.*
7. *Figures may not compute due to rounding.*

CARNEGIE RIDGE RESOURCES S.A.

Rio Amarillo

Location:	Imbabura province, northern Ecuador
Ownership:	100%
Subsidiary:	Carnegie Ridge Resources S.A.
Tenement Area:	3 concessions, 123 km^2
Primary Targets:	Copper porphyry

SolGold's 100%-owned Rio Amarillo project in northern Ecuador lies approximately 30km southeast of the Company's flagship Alpala porphyry copper-gold-silver deposit. The Rio Amarillo project comprises three concessions, Rio Amarillo 1, 2 & 3.

Drilling continued at the Varela target with the second drillhole completed at the end of December at a depth of 1,500m and a third hole completed at 534m. No significant assay results have been received to date. In late January, all drilling activities were suspending pending a review of results and follow-up fieldwork at both the Varela and Paloma targets.

Blanca

Location:	Carchi province, northern Ecuador
Ownership:	100%
Subsidiary:	Carnegie Ridge Resources S.A
Tenement area:	2 concessions, 74 km^2
Primary Targets:	Epithermal gold

No work was completed at the Blanca project during the reporting period.

CRUZ DEL SOL S.A.

Helipuerto

Location:	Morona Santiago province, south-eastern Ecuador
Ownership:	100%
Subsidiary:	Cruz Del Sol S.A.
Tenement Area:	4 concessions, 184 km^2
Primary Targets:	Porphyry & epithermal copper-gold

The Tinkimints copper prospect and the Helipuerto project concessions lie within one of the most prolific portions of the Andean Jurassic Porphyry Belt, which hosts globally significant copper and gold deposits in Ecuador, several of which have been developed into mines, such as the nearby Fruta del Norte and Mirador mines, the Santa Barbara, Panantza and Warintza deposits, and SolGold's newly discovered Cacharposa deposit at Porvenir.

Extensive and systematic geological and geochemical field programmes are continuing at Helipuerto with an initial focus on the delineation of the size and tenor of the new Tinkimints copper prospect including mapping and sampling of the area directly south of Solaris's Warintza copper-gold porphyry discovery that abuts SolGold's Helipuerto concessions.

La Hueca

Location:	Zamora Chinchipe province, southern Ecuador
Ownership:	100%
Subsidiary:	Cruz del Sol S.A.
Tenement area:	3 concessions, 94 km^2
Primary Targets:	Copper-gold porphyry

No work was completed at the La Hueca project during the reporting period.

GREEN ROCK RESOURCES S.A.

Porvenir

Location:	Zamora Chinchipe province, southern Ecuador
Ownership:	100%
Subsidiary:	Green Rock Resources S.A.
Tenement area:	7 concessions, 244km^2
Primary Targets:	Copper-gold porphyry

The Porvenir project is located approximately 100km north of the Peruvian border, in Southern Ecuador. The Cacharposa porphyry copper-gold target is part of a 1,700m long northerly-trending mineralised corridor, up to 1,000m wide.

Two holes were completed in early January at the Mula Muerta prospect totalling 2,118m.

Extensive and systematic geological and geochemical field programmes are continuing at numerous satellite targets within the Porvenir project. Priority drill targets are expected to be ranked and drill-ready by Q4 CY22.

Porvenir Mineral Resource Estimate

The Cacharposa maiden MRE, released on 15 December 2021 and Technical Report on 31 January 2022 comprised 18,635.7m of diamond drilling from holes 1-23, 439.6m of surface rock-saw channel sampling from 23 outcrops, and 16,982.4m of final assay results from holes 1-20.

The Cacharposa porphyry copper-gold deposit contains a total Mineral Resource of 396.8Mt @ 0.44% CuEq [1] for 1.40 Mt Cu, and 1.80 Moz Au in the Indicated category, plus 96.9 Mt @ 0.37% CuEq for 0.28 Mt Cu, and 0.38 Moz Au in the Inferred category, using a cut-off grade of 0.16% CuEq.

The NI 43-101 technical report on the Mineral Resource Estimate for the Cacharposa deposit can be found at the following link: https://www.sedar.com/DisplayCompanyDocuments.do?lang=EN&issuerNo=00043090

Mineral Resource Statement (effective date 26 October 2021)

Potential Mining Method	Cut-off Grade (Cu Eq %)	Resource Category	Tonnage (Mt)	Grade			Contained Metal		
				Cu (%)	Au (g/t)	CuEq (%)	Cu (Mt)	Au (Moz)	CuEq (Mt)
Open Pit	0.16	Indicated	396.8	0.35	0.14	0.44	1.40	1.80	1.75
		Inferred	96.9	0.29	0.12	0.37	0.28	0.38	0.36

Notes:

1. *Dr Andrew Fowler, MAusIMM CP(Geo), Principal Geology Consultant of Mining Plus, is responsible for this Mineral Resource statement and is an "independent Qualified Person" as such term is defined in NI 43-101.*
2. *The Mineral Resource is reported using a cut-off grade calculated for the open pit mining method.*
3. *Copper equivalency factor of 0.632 (whereby CuEq = Cu + Au x 0.632) is based on third party metal price research, forecasting of Cu and Au prices, and a cost structure from mining study data available from a similar deposit. Costs include mining, processing and general and administration (G&A). Net Smelter Return (NSR) includes off-site realisation (TC/RC) including royalties, metallurgical recoveries (84% for Cu and 65% for Au) and metal prices of Cu at US$3.30/lb and Au at US$1,700/oz. The Mineral Resource is considered to have reasonable prospects for eventual economic extraction by open pit mining methods.*
4. *Mineral Resources are not Mineral Reserves and do not have demonstrated economic viability.*
5. *The statement uses the terminology, definitions and guidelines given in the CIM Standards on Mineral Resources and Mineral Reserves (May 2014) as required by NI 43-101.*
7. *Figures may not compute due to rounding.*

Sharug

Location: Azuay province, southwest Ecuador
Ownership: 100%
Subsidiary: Green Rock Resources S.A.
Tenement Area: 2 concessions, 58 km^2
Primary Targets: Copper-gold porphyry

Santa Martha Target

No work has been completed at the Sharug project during the reporting period.

Drilling concluded in December 2021 at the Santa Martha and Quillosisa copper-gold porphyry targets completing an initial six-hole programme testing extensive coincident surface geochemical and geophysical anomalies. Results have been returned from all six holes with no significant results.

Cisne Loja

Location:	Loja province, southern Ecuador
Ownership:	100%
Subsidiary:	Green Rock Resources S.A.
Tenement area:	3 concessions, 147 km^2
Primary Targets:	Epithermal gold and silver, porphyry copper-gold

Extensive and systematic geological and geochemical field programmes are continuing at the Celen target. Priority drill targets are expected to be ranked and drill-ready by Q4 CY22.

QUALIFIED PERSON

Information in this report relating to the exploration results is based on data reviewed by Mr Jason Ward ((CP) B.Sc. Geol.), Head of Exploration of the Group. Mr Ward is a Fellow of the Australasian Institute of Mining and Metallurgy, holds the designation FAusIMM (CP), and has in excess of 20 years' experience in mineral exploration and is a Qualified Person for the purposes of the relevant LSE and TSX Rules. Mr Ward consents to the inclusion of the information in the form and context in which it appears.

ADDITIONAL DISCLOSURE FOR ISSUERS WITHOUT SIGNIFICANT REVENUE

The following table sets out a breakdown of all material components of certain costs to the Group for the quarters ended 31 March 2022 and 2021.

MINERAL PROPERTIES – EXPLORATION AND EVALUATION

The following table sets out the total deferred exploration costs recorded by the Group for the Cascabel concession, the Ecuador regional exploration projects, Australian projects and the Solomon Islands projects for the quarters ended 31 March 2022 and 2021.

	Cascabel project		Ecuador regional exploration projects		Australian projects		Solomon Islands projects		Total	
Exploration expenditures	**Mar 22 (US$'000)**	**Mar 21 (US$'000) restated**	**Mar 22 (US$'000)**	**Mar 21 (US$'000) restated**	**Mar 22 (US$'000)**	**Mar 21 (US$'000) restated**	**Mar 22 (US$'000)**	**Mar 21 (US$'000) restated**	**Mar 22 (US$'000)**	**Mar 21 (US$'000) restated**
Balance, beginning of period Restated	**247,307**	**200,406**	**83,379**	**52,174**	**10,215**	**10,619**	**540**	**329**	**341,441**	**263,528**
Licence fee	206	194	3,153	2,967	11	4	-	5	3,370	3,170
Assays and geochemistry	99	99	164	115	-	-	-	-	263	214
Camp costs	325	942	704	626	-	-	-	-	1,029	1,568
Drilling	655	6,632	1,113	2,594	-	-	-	-	1,768	9,226
Geophysics	-	5	-	-	-	-	-	-	-	5
Community	1,648	1,556	706	657	-	-	-	-	2,354	2,213
Salaries and labour	2,552	1,880	2,400	1,818	-	6	39	47	4,991	3,751
Environment	192	241	140	79	-	-	-	-	332	320
PEA	-	-	-	-	-	-	-	-	-	-
PFS	1,075	158	-	-	-	-	-	-	1,075	158
DFS	188	363	-	-	-	-	-	-	188	363
Other	902	1,266	971	903	-	-	2	5	1,875	2,174
Total exploration expenditures	**255,149**	**213,742**	**93,773**	**61,933**	**10,226**	**10,629**	**581**	**386**	**358,686**	**286,690**
Mineral properties abandoned	-	-	(399)	(2)	-	-	-	-	(399)	(2)
Foreign exchange adjustment	-	-	-	-	243	(128)	18	(5)	261	(133)
Balance at end of period	**255,149**	**213,742**	**92,331**	**61,931**	**10,469**	**10,501**	**599**	**381**	**358,548**	**286,555**

EXPLORATION OUTLOOK

The focus of the Group during the financial year ending 30 June 2022 will be to advance the Cascabel project in Ecuador through the ongoing PFS (including the additional determination of resources and reserves at the Alpala and Tandayama-Ameríca deposits), leading into the works for advancement of the DFS. Planned milestones at the Cascabel Project are:

- Completion of an updated Mineral Resource Estimate at the Tandayama-America deposit
- Completion of an updated Mineral Resource Estimate at the Alpala deposit to encompass potentially open pittable Mineral Resources
- Completion of optimisation studies related to the Cascabel PFS and subsequent release of the PFS NI 43-101 Technical Report
- Ongoing land acquisitions and preliminary works relating to DFS

The regional exploration programme in Ecuador will continue reconnaissance and follow-up field programmes at key target areas, as well as advancing scoping studies for the Cacharposa deposit at the Porvenir project

The Australian and Solomon Islands exploration programmes are reduced to a minimum in order to focus on Ecuador based opportunities.

Property	**Summary of completed activities (1 January 2022 – 31 March 2022)**	**Expenditures (Quarter ended 31 March 2022) US$**	**Plans for the property([1])**	**Planned expenditures for the three-month period: 1 April 2022 to 30 June 2022([1]) US$**
Cascabel concession	• PFS study work • Large scale diamond core drilling campaign • Geotechnical, metallurgical, hydrogeological and hydrological programmes • 3D modelling • Community initiatives • Land acquisitions	US$7.84 million	Financial year ending 30 June 2022 • Drilling and assaying • Mineral Reserve Estimate and Mineral Resource updates • PFS work • Metallurgical testwork • Geochemical characterisation testwork • Surface geotechnical investigations • Commencement of DFS • Land acquisitions • Community Projects • Commencement of Environmental and Social Impact Assessment	US$6.91 million
Ecuador regional exploration projects	• Drilling (Porvenir, Rio Amarillo) • Development of priority targets • Exploration reconnaissance including mapping, soils and rock chips • Geophysics interpretation • Camp construction • Community engagement	US$9.35 million	Financial year ending 30 June 2022: • Mineral Resource Estimates • Continued exploration reconnaissance • Further target generation • Community engagement	US$2.26 million

Property	Summary of completed activities (1 January 2022 – 31 March 2022)	Expenditures (Quarter ended 31 March 2022) US$	Plans for the property([1])	Planned expenditures for the three-month period: 1 April 2022 to 30 June 2022([1]) US$
Australia projects	• 2D & 3D geochemical and geophysical data interpretation and modelling • EM data reprocessing and modelling • Integrated modelling of 3D IP, VTEM and Magnetic • Inversion model data review • Plate modelling of VTEM data • Project assessment	US$11k	Financial year ending 30 June 2022: • Desktop studies	US$nil
Solomon Island projects	• Community consultation	US$41k	Financial year ending 30 June 2022: • Land access and negotiations • Community projects	US$nil

Notes: (1) This information is considered forward-looking information. See "*Forward-Looking Statements*".

LIQUIDITY AND CAPITAL RESOURCES

At 31 March 2022 the Group had cash and cash deposits of US$38,107,804, a decrease of US$71,454,299 from US$109,562,103 at 30 June 2021.

Cash expenditure (before financing activities) for the nine months ended 31 March 2022 was US$71,152,537 (2021: US$69,687,082). Accordingly, the net cash outflow of the Group for the nine months ended 31 March 2022 was US$71,508,629 (2021: inflow of US$16,712,621).

Cash of US$58,095,0939 (2021: US$55,387,361) was invested by the Group on exploration expenditure during the nine months ended 31 March 2022.

LIQUIDITY OUTLOOK

	For the period ended	
	31 March 2022 US$	**30 June 2021 US$**
Cash and cash equivalents	38,107,804	109,562,103
Other receivables and prepayments	6,153,018	8,458,494
Loans receivable and other current assets[1]	4,939,604	6,495,930
Trade and other payables	(6,470,701)	(7,847,650)
Net working capital	**42,729,725**	**116,668,877**

[1] Represent the CFLP with repayment by Employees due 30 June 2022.

SolGold funds its current exploration and corporate costs through existing cash and cash equivalents. The Company has no capital commitments but has certain obligations to spend minimum amounts on exploration in tenement areas. As outlined in the Company's latest audited consolidated annual financial statements, such commitments (tenement fees) at 30 June 2021 amounted to US$6,366,389 and US$6,249,223 over the next 12 months and 13-month to 5-year period, respectively.

GOING CONCERN

As at 31 March 2022 the Company had cash on hand of US$38.11 million and net current assets of US$42.29 million. The financial statements have been prepared on a going concern basis which contemplates the continuity of normal business activities and the realisation of assets and discharge of liabilities in the ordinary course of business. The Company has not generated revenues from operations in its history and, in common with many exploration companies, the Company raises finance for its exploration and appraisal activities in discrete tranches. As such, the ability of the Group to continue as a going concern depends on its ability to secure this additional financing.

Together with its brokers and financial advisors, the Company continuously monitors the conditions in the relevant capital markets and the board regularly considers various forms of financing available to SolGold. The Company is in regular touch with equity investors and actively participates in investor conferences and other forms of investor engagements as the Company will need to secure further funding to meet its 12-month exploration and working capital commitments. As has been the case previously, the Directors expect that future funding will likely be provided by equity investors or via alternative or debt funding arrangements.

The Company has proven its ability to execute equity financings successfully, like the cashbox placing in April 2021, in a cost-effective manner and with a short turn-around time. In the event that the Company is unable to secure sufficient funding, it may not be able to fully develop its projects, and this may have a consequential impact on the carrying value of the related exploration assets and the investment of the parent company in its subsidiaries as well as the going concern status of the Company. Given the nature of the Company's current activities, it will remain dependent on equity and/or mezzanine or debt funding until such time as the Company becomes self- financing from the commercial production of its mineral resources. Should raising additional finance prove challenging, the Company has alternative options such as the acceleration of the cost reductions, farm-outs or the relinquishment of licences across Ecuador, Australia and the Solomon Islands.

Given that the company will need to raise funds within 12 months, from the date of approval of these interim financial statements, the situation gives rise to a material uncertainty as there can be no assurance the Company will be able to raise required financing in the future. Notwithstanding this material uncertainty, the Directors consider it appropriate to prepare the financial statements on a going concern basis given the Group's proven ability to raise necessary funding. The financial statements do not include the adjustments that would result if the Group was unable to continue as a going concern.

OUTSTANDING SHARE DATA

At 31 March 2022 and at the date of this report the Company had on issue 2,293,816,433 ordinary shares with the authority to allot new shares up to a maximum of two-thirds of its issued share capital (£13,814,756), subject to certain restrictions and conditions primarily associated with the pro-rated nature of any such allotment. At 31 March 2022 and at the date of this report the Company had outstanding options to purchase an aggregate of 32,250,000 ordinary shares with exercise prices ranging from £0.25 to £0.37 per share and expiry dates ranging from 26 April 2023 and 2 December 2024.

CONTINGENCIES

A 2% Net Smelter Royalty is payable to Santa Barbara Resources Limited, who were the previous owners of the Cascabel concession. These royalties can be bought out by paying a total of US$4 million. Fifty percent (50%) of the royalty can be purchased for US$1 million 90 days following the completion of a Feasibility Study and the remaining 50% of the royalty can be purchased for US$3 million, 90 days following a production decision. The smelter royalty is considered to be a contingent liability as the Group has not yet completed a Feasibility Study at 31 March 2022 and as such there is significant uncertainty over the timing of any payments that may fall due.

Under the terms of the Term Sheet (**Term Sheet**) signed between SolGold plc, Cornerstone Capital Resources Inc. (**CGP**), CGP's subsidiary Cornerstone Ecuador S.A. (**CESA**), and Exploraciones Novomining S.A. (**ENSA**), and the SolGold Group holds an aggregate registered and beneficial equity position in ENSA of 85%. The parties agreed SolGold will solely fund all operations and activities of ENSA until the completion of a Feasibility Study, including CESA's contribution as the registered and beneficial holder of an aggregate equity position in ENSA of 15%. After completion and delivery of the Feasibility Study, SolGold and CESA shall jointly fund the operations and activities of ENSA based on their respective equity positions in ENSA. Furthermore, the Term Sheet allows for SolGold to be fully repaid for the financing provided, including interest at LIBOR plus 2% for the expenditures incurred by SolGold from the time CGP and CESA elected to take the Financing Option and the completion of the First Phase Drill Programme (FPDP). SolGold is to be repaid out of 90% of CESA's distribution of earnings or dividends from ENSA or the Cascabel Tenement to which CESA would otherwise be entitled. If CESA does not elect to contribute, and its equity stake in ENSA is diluted to below 10%, its equity stake in ENSA will be converted to a 0.5% interest in the Net Smelter Return and SolGold may acquire this interest for US$3.5 million at any time.

The amount of financing provided to CESA at 31 March 2022 was US$46,498,025 (2021: US$37,340,126). This will be paid out of CESA's distribution of earnings or dividends from ENSA or the Cascabel tenement if and when the mine goes into production.

There were no other contingent assets or liabilities at 31 March 2022 (2021 nil).

TRANSACTIONS WITH RELATED PARTIES AND DIRECTOR RELATED ENTITIES

Transactions with related parties are disclosed in Note 13 to the 31 March 2022 unaudited interim condensed consolidated financial statements. Transactions between related parties are on normal commercial terms and conditions no more favourable than those available to other parties unless otherwise stated.

The figures noted below are for the nine-month period ended 31 March 2022 with comparative figures for the nine months ended 31 March 2021.

The Company had a commercial agreement with Samuel Capital Ltd ("Samuel") for the engagement of Nicholas Mather as Non-Executive Director of the Company. For the nine months ended 31 March 2022 US$54,326 was paid or payable to Samuel (2021: US$330,291). The total amount outstanding at 31 March 2022 was US$6,862 (31 March 2021: US$nil, 30 June 2021: US$nil).

Mr Brian Moller (a Director until 15th December 2021) is a partner in the Australian firm HopgoodGanim Lawyers. For the nine months ended 31 March 2022, US$4,117 was paid or payable to HopgoodGanim (2021: US$67,933) for the provision of legal services to the Company. These services were based on normal commercial terms and conditions. The total amount outstanding at 31 March 2022 is US$2,985 (31 March 2021: US$2,520, 30 June 2021 US$nil).

Mr James Clare (a Director) is a partner in the Canadian firm Bennett Jones Lawyers. For the nine months ended 31 March 2022, US$222,324 was paid or payable to Bennett Jones (2021: US$470,993) for the provision of legal services to the Company. The services were based on normal commercial terms and conditions. The total amount outstanding at 31 March 2022 is US$nil (31 March 2021: US$225,929, 30 June 2021 US$nil).

The Company had a commercial agreement with Bayview PMF Pty Ltd ("Bayview") for the engagement of Jason Ward and his wife (until January 2022) for managerial and administrative services. For the nine months ended 31 March 2022 US$324,806 was paid or payable to Bayview. The total amount outstanding at 31 March 2022 was US$29,818.

The key management personnel of the Company are the Directors and officers of the Company. Compensation awarded to key management relating to consulting fees and share-based payments for the quarters ended 31 March 2022 and 2021 are listed below.

During the quarter, US$26,783 employer's social security costs (2021: US$26,243) were paid in respect of remuneration for key management personnel.

	Basic salary US$	Bonus US$	Other benefits[1] US$	Pensions US$	Total remuneration US$
March quarter 2022					
Directors					
Darryl Cuzzubbo	151,568	-	-	2,690	154,258
Keith Marshall	139,800	-	-	-	139,800
Nicholas Mather	18,111	-	-	-	18,111
James Clare	18,182	-	-	-	18,182
Jason Ward[2]	107,244	-	-	-	107,244
Liam Twigger	27,310	-	-	2,731	27,310
Elodie Grant Goodey	19,569	-	-	-	19,569
Kevin O'Kane	19,807	-	-	-	19,807
Maria Amparo Alban	18,238	-	-	-	18,238
Other Key Management Personnel[3]	371,475	-	-	21,362	392,837
Total paid to Key Management Personnel	891,304	-	-	26,783	918,087

[1] Other benefits represents the fair value of the share options granted during the year based on the Black-Scholes model considering the effects of the vesting conditions.

[2] Jason Ward's basic annual salary consists of annual consultancy fees paid for the period.

[3] Other Key Management Personnel consist of the aggregated remuneration of Dennis Wilkins (Company Secretary), Benn Whistler (Technical Services Manager), Chris Connell (Regional Exploration Manager, resigned January 2022), Peter Holmes (Director of Studies), Ingo Hofmaier (Interim Chief Financial Officer), Lisa Park (Metallurgy Manager), and Tania Cashman (Chief People Officer).

	Basic salary US$	Bonus US$	Other benefits[1] US$	Pensions US$	Total remuneration US$
March quarter 2021					
Directors					
Nicholas Mather	114,977	-	-	-	114,977
Brian Moller	17,176	-	-	-	17,176
James Clare	17,176	-	-	-	17,176
Jason Ward[2]	100,987	-	-	-	100,987
Liam Twigger	29,361	-	-	2,789	32,150
Elodie Grant Goodey	23,157	-	-	-	23,157
Keith Marshall[3]	84,139	-	-	-	84,139
Kevin O'Kane	20,940	-	-	-	20,940
Maria Amparo Alban	19,388	-	-	-	19,388
Other Key Management Personnel[4]	328,976	-	268,059	23,454	620,489
Total paid to Key Management Personnel	756,275	-	268,059	26,243	1,050,577

[1] Other benefits represents the fair value of the share options granted during the year based on the Black-Scholes model considering the effects of the vesting conditions.

[2] Mr Jason Ward's basic annual salary consists of annual consultancy fees paid for the year including payments prior to Director appointment.

[3] Mr Keith Marshall director fees also included pro rata increase for transition to interim CEO.

[4] Other Key Management Personnel consist of the aggregated remuneration of Karl Schlobohm (Company Secretary), Benn Whistler (Technical Services Manager), Chris Connell (Regional Exploration Manager), Peter Holmes (Director of Studies), Ingo Hofmaier (Interim CFO) and Nadine Dennison (Chief Human Resources Officer).

FINANCIAL INSTRUMENTS AND RELATED RISKS

The Group's financial assets and financial liabilities are exposed to various risk factors that may affect the fair value presentation or the amount ultimately received or paid on settlement of its assets and liabilities. A summary of the major financial instrument risks and the Group's approach to management of these risks are highlighted below.

CREDIT RISK

The Group is exposed to credit risk primarily from the financial institutions with which it holds cash and cash deposits. The Group's cash and cash deposits are held with Australian, Ecuadorean, UK and Swiss financial institutions. Management believes that the credit risk concentration with respect to financial instruments included in other receivables and prepayments is manageable.

FOREIGN CURRENCY RISK

The Group's operations have limited exposure to currency movements. 93% of the Group's funds are held in US Dollars, reflective of the expense profile of the Group. Ecuador has the US Dollar as its official currency, minimising foreign exchange risk materially.

LIQUIDITY RISK

The Group has no source of operating cash flow to fund its exploration projects and is dependent on raising funds in capital markets from a variety of eligible private, corporate and financial investors, or from interested third parties (including other exploration and mining companies) which may be interested in earning an interest in the projects of the Group. The success of such capital raisings is dependent upon a variety of factors including general equities and metals market sentiment, macro-economic outlook, project prospectivity, operational risks and other factors from time to time. Should the Group be unable to continue to raise funds from time to time, it may be required to realise its assets and liabilities other than in the ordinary course of business, and at amounts that differ from those stated in the financial statements.

COMMODITY PRICE RISK

The Company is exposed to price risk with respect to commodity prices, even as a pre-production company. Commodity price risk is defined as the potential adverse impact on future earnings and economic value due to commodity price movements and volatilities. The Company believes that commodity price movements can have a substantial effect on the market value of the Company.

OFF-BALANCE SHEET ARRANGEMENTS

At 31 March 2022, the Group had no off-balance sheet arrangements such as guarantee contracts, contingent interest in assets transferred to an entity, derivative instruments obligations or any obligations that trigger financing, liquidity, market or credit risk to the Group, other than those disclosed as contingent liabilities.

CRITICAL ACCOUNTING ESTIMATES AND JUDGEMENTS

The preparation of financial statements in accordance with IFRS requires management to make judgements, estimates and assumptions about the carrying amounts of assets and liabilities, disclosure of commitments and contingent liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. The determination of estimates requires the exercise of judgement based on various assumptions and other factors such as historical experience, current and expected economic conditions. Actual results could differ from these estimates. The Directors have made the following judgments and estimates which may have a significant effect on the amounts recognised in the Group Financial Information:

EXPLORATION AND EVALUATION EXPENDITURE

The Group capitalises expenditure relating to exploration and evaluation where it is considered likely to be recoverable or where the activities have not reached a stage that permits a reasonable assessment of the existence of reserves.

The carrying values of exploration and evaluation expenditure were assessed for indicators of impairment based on an estimation of the recoverability from expected future development and production. In forming this assessment, the Group considered the external Mineral Resources Estimate, the status of its permits and internal economic models and financing which supports the carrying value of the project. An impairment charge of US$3,965,871 (March 2021: US$682,919 restated) was recognised for exploration expenditure capitalised to date on 10 of the 72 concessions held within the Company's four 100% owned subsidiaries in Ecuador that the Board decided to relinquish on 7 September 2021 and US$227,847 in relation to the misappropriation case.

NET ROYALTY INTEREST

The NSR royalty has been valued using the amortised cost basis. IFRS 9 requires that amortised cost is calculated using the effective interest method, which allocates interest expense at a constant rate over the term of the instrument. The effective interest rate of a financial liability is calculated at initial recognition and is the rate that exactly discounts the estimated future cash flows through the expected life of the financial liability, based on the then current mine plan and project development study assumptions.

In the case of the Franco-Nevada NSR royalty, the Company arrived at an effective interest rate ("EIR") of 11.84%. Total interest for the nine months estimated at US$9,846,022, see Note 6. Should there be a 2% increase in the EIR this would increase the Finance Expenses by US$1,740,701.

CHANGES IN IFRS ACCOUNTING POLICIES AND FUTURE ACCOUNTING PRONOUNCEMENTS

The Group has applied the same accounting policies and methods of computation in its interim consolidated financial statements as in its 2021 annual financial statements, except for those that relate to new standards and interpretations effective for the first time for periods on (or after) 1 July 2021 that will be applied in the 2022 annual financial statements.

New standards and interpretations

The Group has adopted the following revised and amended standards. The list below includes only standards and interpretations that could have an impact on the Consolidated Financial Statements of the Group.

Effective period commencing on or after		
IFRS 9, IAS 39, IFRS7, IFRS4 & IFRS 16	Interest Rate Benchmark Reform Phase 2	1 Jan 2021

IFRS 9, IAS 39, IFRS 7, IFRS 4 & IFRS 16: Interest Rate Benchmark Reform Phase 2

In September 2020, the International Accounting Standards Board ("IASB") published Interest Rate Benchmark Reform Phase 2 (amendments to IFRS 9, IAS 39, IFRS 7, IFRS 4 and IFRS 16) finalising its response to the ongoing reform of interest rate benchmarks around the world. The amendments aim to assist reporting entities to provide investors with useful information about the effects of the reform on their financial statements.

Many Interbank Offered Rates ("IBOR") are expected to be replaced by new benchmark Risk-Free-Rates in future reporting periods. This second set of amendments focus on issues arising post replacement, i.e., when the exiting interest rate benchmark is actually replaced with alternative benchmark rates. The main amendments in this second stage are as follows:

- Highly probable requirement and prospective assessments of hedge effectiveness
- Designating a component of an item as the hedged item

The amendment is effective for periods beginning on or after 1 January 2021 with early application permitted. Management has assessed the effects of applying the amendment on the Group's financial statements and has determined that there is no material impact.

As at 31 March 2022, the following amendment to the standard that could be applicable to the Group, had been issued but was not mandatory for the reporting period ended 31 March 2022:

IAS 16: Property, Plant and Equipment – proceeds before intended use

The proposed amends the standard to prohibit deducting from the cost of an item of property, plant and equipment any proceeds from selling items produced while bringing the asset to the location and condition necessary for it to be capable of operating in the manner intended by management. Instead, an entity recognises the proceeds from selling such items, and the cost of producing those items, in profit or loss.

The amendment is effective for periods beginning on or after 1 January 2022 with early application permitted. Management has made a preliminary assessment to not apply this change early.

RISKS AND UNCERTAINTIES

Resource exploration, evaluation and development is a high-risk business. There is no certainty that the investments made by the Company in the exploration of properties will result in discoveries of commercial quantities of minerals. Exploration for mineral deposits involves risks which even a combination of professional evaluation and management experience may not eliminate. Significant expenditures are required to locate and estimate ore reserves, and further the development of a property with commercial potential. There is no assurance the Group has, or will have, commercially viable ore bodies. Capital expenditures to bring a property to a commercial production stage are significant and require special skills and long-term planning. There is no assurance that the Company will be able to arrange sufficient financing to bring ore bodies into production. The following are some of the additional risks to the Company and Group, that they may be exposed to from time to time:

FUNDING RISKS

The exploration, evaluation and development of the Group's projects will require substantial additional financing above and beyond the Group's current liquid funds. Current global capital market conditions have been subject to significant volatility, and access to equity and debt financing, particularly for resource companies, has been negatively impacted in recent years. The war in the Ukraine, the increasingly hawkish tilt of Western central banks and the fight of inflation more generally have injected additional risk into the global capital markets, with most indices lower for the year. These factors may impact the Group's ability to obtain equity or debt financing in the future. Additional financing may not be available, or if available, the terms of such financing may be unfavourable compared to earlier capital raises. Failure to obtain sufficient financing may result in the delay or indefinite postponement of exploration activities and the development of the Group's projects.

HEALTH & SAFETY

Safety risks are inherent in exploration and mining activities and include both internal and external factors requiring consideration to reduce the likelihood of negative impacts. The current highest risk, due to the geographical spread of exploration activities, is associated with transportation of people to and from the project areas. This includes transit vehicle accidents with a potential for fatalities due to vehicle impacts or rollovers. In addition, the remote locations of drilling activities increase the risk of delays in gaining access to effective emergency medical assistance resulting in delayed treatment in the event of incident or accident. Health and safety reviews, inspections, audits and hazard assessments are completed on a regular basis to ensure effective, procedures and controls are in place. Any incident resulting in serious injury or death may result in litigation and/or regulatory action (including, but not limited to suspension of development activities and/or fines and penalties), or otherwise adversely affect the Group's reputation and ability to meet its objectives.

The Group's exploration and business activities continue to be at risk from the COVID-19 pandemic currently affecting businesses globally. The Group has adapted the way it conducts its business in response to the pandemic and follows mandates of various and relevant Governments as well as concerns of local communities in Ecuador.

SOCIAL LICENCE TO OPERATE

Strong community relations are fundamental to creating safe, sustainable and successful operations. Losing the support from any individual community would be a risk for activities in that area. The Group´s concessions are in close proximity to and, in limited areas, overlap with local communities, and local approvals are often needed in order to access and operate in these areas. The Group often enters into agreements with local communities, groups or individuals that address surface access, road or trail usage, local employment, social investment and other key issues. Every local stakeholder relationship, however, requires ongoing dialogue and relationship management. Events do not always unfold as intended or according to plan, however, and the status of relations can deteriorate for any number of reasons, including, but not limited to: influences of local or external political or social actors or organisations, shifts in the agendas or interests of individuals or the community as a whole, the Group´s inability to deliver on community expectations or its commitments, or concerns stemming from communities' historic or recent experiences with legal and/or illegal miners. However, if under extreme circumstances the Group were to lose its social licence with one or more communities and be unable to regain it, this could impact the viability of the project. By the same token, if the Group is unable to obtain social licences from some communities, initial exploration could be prevented.

PEOPLE AND LEADERSHIP

Establishing an effective composition of the Board, succession processes and evaluation methods is critical to the success of the Group. The Group is dependent on recruiting and retaining high performing leaders focussed on managing the Group's interests, requiring a large number of persons skilled in the project development, engineering, financing, operations and management of mining properties. Competition for such persons is high in the current commodity price environment. The inability of the Group to successfully attract and retain highly skilled and experienced executives and personnel could have a material adverse effect on SolGold's business, its ability to attract financing and results of operations. In-country industrial relations risk, and the potential increase in politicisation of the country, places a risk on the Group and the country's focus on the development of a mining industry.

GENERAL EXPLORATION AND EXTRACTION RISKS

Exploration activities are speculative, time-consuming and can be unproductive. In addition, these activities often require substantial expenditure to establish Reserves and Resources through drilling and metallurgical and other testing, determine appropriate recovery processes to extract copper and gold from the ore and construct mining and processing facilities. Once deposits are discovered it can take several years to determine whether Reserves and Resources exist. During this time, the economic viability of production may change. As a result of these uncertainties, the exploration programmes in which the Group is engaged may not result in new Reserves.

GEOPOLITICAL, REGULATORY AND SOVEREIGN RISK

SolGold's exploration tenements are located in Ecuador, Australia and the Solomon Islands and are subject to the risks associated with operating both in domestic and foreign jurisdictions. Operating in any country involves some risk of political and regulatory instability, which may include changes in government, negative policy shifts, changes to the tax and royalty regime and civil unrest. In addition, there is a risk that due to the deterioration of the macroeconomic situation, governments may consider imposing currency controls and limitations on capital flows. Specifically, under Ecuadorean law, citizens have a constitutional right pursuant to a judicial process, to apply to the Constitutional Court for approval for a public referendum on any subject matter. In 2019, an application was made to the Ecuadorean Constitutional Court to request to have a referendum held, the effect of which was to seek to stop mining activities at the Cascabel concession. The Constitutional Court unanimously rejected the application. However, despite the Constitutional Court ruling on that particular occasion, no assurance can be given that at some future time a similar application designed to seek to stop mining at Cascabel or in any other location of interest to the Group, will not be made. Anti-mining activism involving protests or blockage of access is a risk for operational areas. The availability and rights to explore and mine, as well as industry profitability generally, can be affected by changes in government policy that are beyond the control of SolGold. These factors may have a negative impact on the ability of the Group to secure external financing and an adverse effect on the Group's market value and the going concern of the business as whole.

TITLE RISK

SolGold's tenements and interest in tenements are subject to the various conditions, obligations and regulations which apply in the relevant jurisdictions including Ecuador, Australia (Queensland) and the Solomon Islands. If applications for title or renewal are required, this can be at the discretion of the relevant government minister or officials. If approval is refused, SolGold will suffer a loss of the opportunity to undertake further exploration, or development, of the tenement. Some of the properties may be subject to prior unregistered agreements or transfers of native or indigenous peoples' land claims and title may be affected by undetected defects or governmental actions. No assurance can be given that title defects do not exist. If a title defect does exist, it is possible that SolGold may lose all or a portion of the property to which the title defects relate.

ENVIRONMENTAL

The Group's exploration activities are required to adhere to both international best practice and local environmental laws and regulations. Any failure to adhere to globally recognised environmental regulations could adversely affect the Group's ability to explore under its exploration rights. Significant liability could be imposed on SolGold for damages, clean-up costs, or penalties in the event of certain discharges into the environment, environmental damage caused by previous owners of property acquired by SolGold or its subsidiaries, or non-compliance with environmental laws or regulations. SolGold proposes to minimise these risks by conducting its activities in an environmentally responsible manner, in accordance with applicable laws and regulations. Nevertheless, residual risks inherent in SolGold's activities could lead to financial liabilities.

PERMITTING

The Group is required to obtain governmental permits to conduct different phases of exploration and evaluation on its concessions. Obtaining the necessary permits can be a complex and time-consuming process, which at times may involve several different government agencies. The duration and success of the Group's efforts to obtain permits are contingent upon many variables not within its control, including the interpretation of applicable requirements implemented by permitting authorities, the expertise and diligence of civil servants, and the timeframes for agency decisions. The Group may not be able to obtain permits in a timeframe that might be reasonably expected. Any unexpected delays associated with the permitting processes could slow exploration and could adversely impact the Group's operations. There is a risk of permits that are needed for ongoing operations being denied regarding tenure and other development related infrastructure.

LAND ACCESS AND SURFACE RIGHTS

Land access is critical for exploration and evaluation to succeed. In all cases the acquisition of prospective tenements is a competitive business, in which proprietary knowledge or information is critical and the ability to negotiate satisfactory commercial arrangements with other parties is often essential. Access to land for exploration purposes can be affected by land ownership, including private (freehold) land, pastoral lease and native title land or indigenous claims. Immediate access to land in the areas of activities cannot in all cases be guaranteed. SolGold may be required to seek consent of land holders or other persons or groups with an interest in real property encompassed by, or adjacent to, SolGold's tenements. Compensation may be required to be paid by SolGold to land holders so that SolGold may carry out exploration and/or mining activities. Where applicable, agreements with indigenous groups have to be in place before a mineral tenement can be granted. In the long run SolGold will be required to acquire large areas of land for its surface operations, posing a risk of delays and increasing prices the longer the process takes.

MINERAL RESERVE AND RESOURCE ESTIMATES

Mineral Reserve and Mineral Resource figures are estimates, and there is a risk that the estimated Mineral Resources and Mineral Reserves will not be realised. The quantity of Mineral Resources and Mineral Reserves may vary depending on, among other things, metal prices. Any material changes in the quantity of Mineral Resources, Mineral Reserves or the amount of the Mineral Reserves that are mined, and metal recoveries achieved in production may affect the economic viability of any project. Mineral Resources that are not Mineral Reserves do not have demonstrated economic viability, and there is a risk that they will never be mined or processed profitably. Further, there is a risk that Inferred Mineral Resources will not be upgraded to proven and probable Mineral Reserves as a result of continued exploration. Fluctuations in gold prices, results of drilling, metallurgical testing and preparation and the evaluation of studies, reports and plans subsequent to the date of any estimate may require revision of such estimate. Any material reductions in estimates of Mineral Reserves could have a material adverse effect on SolGold's results of operations and financial condition.

PROJECT DEVELOPMENT RISKS

Where the Group discovers a potentially economic resource or reserve, there is no assurance that the Group will be able to develop a mine thereon, or otherwise commercially exploit such resource or reserve. Any failure of management to manage effectively the Group's growth and development could have a material adverse effect on the Group's business, financial condition and results of operations. There is no certainty that all or, indeed, any of the elements of the Group's current strategy will develop as anticipated.

MANAGEMENT'S RESPONSIBILITY FOR FINANCIAL STATEMENTS

The Board of Directors carries out its responsibility for the consolidated financial statements primarily through the Audit and Risk Committee, which is comprised of independent, non-executive directors who meet periodically with management and the auditors to review financial reporting and internal control matters.

DISCLOSURE CONTROLS AND PROCEDURES & INTERNAL CONTROLS OVER FINANCIAL REPORTING

Disclosure controls and procedures have been designed to ensure that information required to be disclosed by the Group is accumulated and communicated to management of the Group as appropriate to allow timely decisions regarding required disclosure. The Chief Executive Officer and Chief Financial Officer of the Group are responsible for establishing and maintaining disclosure controls and procedures ("DC&P") and internal control over financial reporting ("ICFR"), as those terms are defined in National Instrument 52-109 — Certification of Disclosure in Issuers' Annual and Interim Filings ("NI 52-109"). The Chief Executive Officer and Chief Financial Officer of the Group have concluded that, as at December 31, 2021, the Group's DC&P have been designed and operate effectively to provide reasonable assurance that: (i) material information relating to the Group is made known to them by others, particularly during the period in which the annual filings are being prepared; and (ii) information required to be disclosed by the Group in its annual filings, interim filings or other reports filed or submitted by the Group under securities legislation is recorded, processed, summarized and reported within the time periods specified in securities legislation. They have also concluded that the Group's ICFR have been designed effectively to provide reasonable assurance regarding the reliability of the preparation and presentation of the financial statements for external purposes in accordance with IFRS, and were effective at March 31, 2022. It should be noted that, while the Chief Executive Officer and Chief Financial Officer of the Group believe that the Group's DC&P provide a reasonable level of assurance that they are effective, they do not expect that the disclosure controls will prevent all errors and fraud. A control system, no matter how well conceived or operated, can only provide reasonable, not absolute, assurance that the objectives of the control system are met. ICFR are designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of the financial statements for external reporting purposes in line with IFRS. Management is responsible for establishing and maintaining appropriate ICFR in relation to the nature and size of the Group. However, any system of ICFR has inherent limitations and can only provide reasonable assurance with respect to financial statement preparation and presentation. The Group's ICFR has been designed based on the control framework established in Internal Control - Integrated Framework published in 2013 by The Committee of Sponsoring Organizations of the Treadway Commission. There were no changes to the Group's ICFR that occurred during the half year ended 31 March 2022 that materially affected, or are reasonably likely to affect, the Group's ICFR.

ADDITIONAL INFORMATION

Additional information relating to the Company is available on the SEDAR under the Company's issuer profile at www.sedar.com and can be found on the Company's website at www.solgold.com.au.

FORWARD-LOOKING STATEMENTS

Certain statements contained in this MD&A may be deemed "forward-looking statements" within the meaning of applicable Canadian and U.S. securities laws. All statements in this MD&A, other than statements of historical fact, that address future events, developments or performance that SolGold expects to occur including management's expectations regarding SolGold's growth, results of operations, estimated future revenues, requirements for additional capital, mineral reserve and mineral resource estimates, production estimates, production costs and revenue estimates, future demand for and prices of commodities, business prospects and opportunities and outlook on gold and currency markets are forward-looking statements. In addition, statements (including data in tables) relating to reserves and resources and gold equivalent ounces are forward-looking statements, as they involve implied assessment, based on certain estimates and assumptions, and no assurance can be given that the estimates will be realized. Forward-looking statements are statements that are not historical facts and are generally, but not always, identified by the words "expects", "plans", "anticipates", "believes", "intends", "estimates", "projects", "potential", "scheduled" and similar expressions or variations (including negative variations), or that events or conditions "will", "would", "may", "could" or "should" occur including, without limitation, the performance of the assets of SolGold, the realisation of the anticipated benefits deriving from SolGold's investments and transactions and the estimate of gold equivalent ounces to be received. Although SolGold believes the expectations expressed in such forward-looking statements are based on reasonable assumptions, such statements involve known and unknown risks, uncertainties and other factors, most of which are beyond the control of SolGold, and are not guarantees of future performance and actual results may accordingly differ materially from those in forward-looking statements. Factors that could cause the actual results to differ materially from those in forward-looking statements include, without limitation: fluctuations in the prices of the commodities; fluctuations in the value of currency of the United States, Canada, Australia, Switzerland and the United Kingdom; regulatory changes by national and local governments, including permitting and licensing regimes and taxation policies; regulations and political or economic developments in any of the countries where properties in which SolGold holds interest are located; risks related to the operators of the properties in which SolGold holds interests; business opportunities that become available to, or are pursued by SolGold; continued availability of capital and financing and general economic, market or business conditions; litigation; title, permit or license disputes related to interests on any of the properties in which SolGold holds interest; development, permitting, infrastructure, operating or technical difficulties on any of the properties in which SolGold holds interest; risks and hazards associated with the business of exploring, development and mining on any of the properties in which SolGold holds interest, including, but not limited to unusual or unexpected geological and metallurgical conditions, slope failures or cave-ins, flooding and other natural disasters or civil unrest or other uninsured risks. The forward-looking statements contained in this MD&A are based upon assumptions management believes to be reasonable, including, without limitation: the ongoing operation of the properties in which SolGold holds interest by the owners or operators of such properties in a manner consistent with past practice; no material adverse change in the market price of the commodities that underlie the asset portfolio; no adverse development in respect of any significant property in which SolGold holds interest; the accuracy of publicly disclosed expectations for the development of underlying properties that are not yet in production; and the absence of any other factors that could cause actions, events or results to differ from those anticipated, estimated or intended. For additional information on risks, uncertainties and assumptions, please refer to the AIF of SolGold filed on SEDAR at https://www.sedar.com/DisplayCompanyDocuments.do?lang=EN&issuerNo=00043090**.** which also provides additional general assumptions in connection with these statements. SolGold cautions that the foregoing list of risk and uncertainties is not exhaustive. Investors and others should carefully consider the above factors as well as the uncertainties they represent and the risk they entail. SolGold believes that the assumptions reflected in those forward- looking statements are reasonable, but no assurance can be given that these expectations will prove to be correct and such forward-looking statements included in this MD&A should not be unduly relied upon. These statements speak only as of the date of this MD&A. SolGold undertakes no obligation to publicly update or revise any forward-looking statements, whether as a result of new information, future events or otherwise, other than as required by applicable law.

CORPORATE INFORMATION

Board of Directors

Liam Twigger

Chair

Darryl Cuzzubbo

Managing Director & Chief Executive Officer

Nicholas Mather

Non-Executive Director

Keith Marshall

Non-Executive Director

James Clare

Non-Executive Director

Elodie Grant Goodey

Non-Executive Director

Kevin O'Kane

Non-Executive Director

Maria Amparo Alban

Non-Executive Director

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