



TRILLIUM GOLD MINES INC.

MANAGEMENT DISCUSSION and ANALYSIS – QUARTERLY HIGHLIGHTS FOR THE THREE AND SIX MONTHS ENDED DECEMBER 31, 2022

DATE: March 1, 2023

This interim Management Discussion and Analysis – Quarterly Highlights (“Interim MD&A”) has been prepared as of the date mentioned above. This interim MD&A updates disclosure previously provided in our Annual MD&A, up to the date of this Interim MD&A, and should be read in conjunction with our unaudited interim condensed consolidated financial statements for the three and six months ended December 31, 2022 and 2021 (our “Interim Condensed Consolidated Financial Statements”), our audited Consolidated Financial Statements for the years ended June 30, 2022 and 2021 (our “Audited Financial Statements”) and our Annual MD&A for the year ended June 30, 2022 (our “Annual MD&A”).

Our Unaudited Interim Condensed Consolidated Financial Statements have been prepared by management in accordance with International Financial Reporting Standards (“IFRS”) and all amounts are expressed in Canadian dollars unless otherwise noted. Our accounting policies are described in note 3 of our Audited Financial Statements. Additional information relating to the Company is available on SEDAR at www.sedar.com.

Caution on Forward-Looking Information

This Interim MD&A may include forward-looking statements and forward-looking information, such as estimates and statements that describe the Company’s future plans, objectives or goals, including words to the effect that the Company or management expects a stated condition or result to occur. Since forward-looking statements and forward-looking information addresses future events and conditions, by their very nature, they involve inherent risks and uncertainties. Actual results in each case could differ materially from those currently anticipated in such statements.

The forward-looking statements in this Interim MD&A do not include a full assessment or reflection of the unprecedented impacts of the COVID-19 pandemic and the ongoing and developing indirect global and regional impacts. It is anticipated that the spread of COVID-19 and the global measures to contain it, will have an impact on the Company, however, it is challenging to quantify the potential magnitude of such impact at this time.

FINANCIAL POSITION AND LIQUIDITY

	2023 Q2	2023 Q1	2022 Q4	2022 Q3
	December 31, 2022	September 30, 2022	June 30, 2022	March 31, 2022
Net and comprehensive loss	\$ (1,498,536)	\$ (1,632,727)	\$ (3,532,411)	\$ (3,913,969)
Loss per share-basic and diluted	(0.02)	(0.03)	(0.06)	(0.08)
	2022 Q2	2022 Q1	2021 Q4	2021 Q3
	December 31, 2021	September 30, 2021	June 30, 2021	March 31, 2021
Net and comprehensive loss	\$ (3,152,961)	\$ (2,442,580)	\$ (2,691,529)	\$ (2,985,742)
Loss per share-basic and diluted	(0.08)	(0.06)	(0.07)	(0.08)

Three months ended December 31, 2022, compared with three months ended December 30, 2021

The Company recorded a net loss from operations of \$1,498,536 for the three months ended December 31, 2022, compared to a net loss from operations of \$3,152,961 for the three months ended December 31, 2021. Significant items making up the decrease in net loss of \$1,962,223 for the three months ended December 31, 2022, as compared to the three months ended December 31, 2021 were as follows:

- Decrease in exploration and evaluation expenditures of \$1,650,601 due to the Company decreasing its exploration activities during the current quarter;
- Decrease in marketing and investor relations of \$135,013 due to the Company decreasing its activities on marketing, promotion, and investor relations during the quarter;
- Decrease in share-based compensation of \$69,770 due to lower fair values being calculated for the share options subject to graded vesting during the current quarter; and
- Decrease in recognition of flow-through premium liability of \$173,121 due to the Company decreasing exploration and evaluation expenditures to satisfy the flow-through premium liability during the current quarter.

Six months ended December 31, 2022, compared with six months ended December 30, 2021

The Company recorded a net loss from operations of \$3,131,263 for the six months ended December 31, 2022, compared to a net loss from operations of \$5,595,541 for the six months ended December 31, 2021. Significant items making up the decrease in net loss of \$3,451,494 for the six months ended December 31, 2022, as compared to the six months ended December 31, 2021 were as follows:

- Decrease in consulting and management fees of \$62,844 due to the Company using fewer consultants during the current period;
- Decrease in exploration and evaluation expenditures of \$2,587,346 due to the Company decreasing its exploration activities during the current period;
- Decrease in marketing and investor relations of \$286,466 due to the Company decreasing its activities on marketing, promotion, and investor relations during the period;
- Decrease in share-based compensation of \$71,845 due to lower fair values being calculated for the share options subject to graded vesting during the current period;
- Decrease in recognition of flow-through premium liability of \$506,932 due to the Company decreasing exploration and evaluation expenditures to satisfy the flow-through premium liability during the current period.

LIQUIDITY

Operating Activities

Net cash used in operating activities for the six months ended December 31, 2022 was \$2,764,702 compared to \$5,697,067 for the six months ended December 31, 2021. The decrease was mainly due to the decrease in spending on exploration and evaluation expenditures and marketing and investor relations during the current period.

Investing Activities

Net cash used in investing activities for the six months ended December 31, 2022 was \$692,630 compared to \$638,298 for the six months ended December 31, 2021. The increase was mainly due to cash payments on acquisition of exploration and evaluation assets of \$692,630 during the current period compared to \$625,859 during the comparative period.

Financing Activities

Net cash derived from financing activities for the six months ended December 31, 2022 was \$3,602,332 compared \$143,782 net cash used for the six months ended December 31, 2021. The increase was mainly due to gross proceeds received from private placements of \$4,081,510, offset by share issuance costs of \$425,458 during the current period.

Cash Resources and Going Concerns

At December 31, 2022, the Company had a cash balance of \$617,268 (June 30, 2022 - \$472,268). The increase in total cash was mainly due to the completion of a private brokered placement of \$4,081,510 and offset by the Company's active exploration activities during the period. The Company had a working capital deficit of \$66,989 as at December 31, 2022 (June 30, 2022 – \$222,485).

The Company has no history of profitable operations and its exploration and evaluation projects are at an early stage. Therefore, the Company is subject to many risks common to comparable junior venture resource companies, including under-capitalization, cash shortages and limitations with respect to personnel, financial and other resources as well as a lack of revenues. To continue to maintain the property in the future, the Company will have to raise additional equity, debt, or form strategic partnerships; however, there cannot be any certainty that additional financing can be raised or strategic partnerships can be found.

OPERATIONS

The Company's primary focus is gold exploration in the Red Lake, Ontario mining district.

EXPLORATION AND EVALUATION ASSETS

Newman Todd Project

On December 29, 2020, the Company exercised its pre-emptive right to acquire from Heliostar Metals Ltd. ("Heliostar") its 16.5% interest in the Newman Todd properties (the "NT Project") which resulted in the Company holding a 100% interest in the NT Project.

Pursuant to a purchase agreement dated November 24, 2020, the Company paid \$700,000 in cash and issued 650,000 common shares valued at \$975,000 to Heliostar to acquire the remaining 16.5% interest in the property. In addition, if at any point after closing there is 1,000,000 or more ounces of gold in measured and indicated reserves and resources on the NT Project, the Company has agreed to make an additional \$1,000,000 cash payment to Heliostar.

The Project is subject to a 2% net smelter return ("NSR") and a 15% net carried interest. The latter interest does not receive payment until all capital expenditures have been recovered with interest.

The Company also owns an effective 50% interest in certain other claims adjacent to the Newman Todd Project, the Rivard Property.

The schedule below outlines the cumulative acquisition costs incurred on the NT Project up to December 31, 2022:

	June 30, 2021	Additions/ (Writedowns)	June 30, 2022	Additions/ (Writedowns)	December 31, 2022
	\$	\$	\$	\$	\$
Cash payments	700,001	-	700,001	-	700,001
Share issuance	975,000	-	975,000	-	975,000
	1,675,001	-	1,675,001	-	1,675,001

The schedule below outlines the cumulative exploration costs incurred on the NT Project up to December 31, 2022:

	June 30, 2021	Expenditures during the year	June 30, 2022	Expenditures during the period	December 31, 2022
	\$	\$	\$	\$	\$
Assays and reports	1,645,608	259,512	1,905,120	68,668	1,973,788
Camp construction	555,986	371,262	927,248	19,900	947,148
Drilling	7,112,066	2,344,110	9,456,176	7,964	9,464,140
Environmental	291,336	-	291,336	-	291,336
Equipment installation	182,206	-	182,206	-	182,206
Equipment and supplies	314,501	308,125	622,626	31,850	654,476
Field expenses	1,227,537	-	1,227,537	-	1,227,537
General administration	221,264	33,412	254,676	5,034	259,710
Metallurgy studies	133,482	-	133,482	-	133,482
Geological consulting	3,282,497	349,255	3,631,752	20,194	3,651,946
Permitting	5,090	783	5,873	-	5,873
Reclamation	10,000	-	10,000	-	10,000
Resource estimation	33,100	-	33,100	-	33,100
Surveys and geophysics	15,791	6,387	22,178	-	22,178
Travel and accommodation	480,250	-	480,250	-	480,250
	15,510,714	3,672,846	19,183,560	153,610	19,337,170

Red Lake Gold Mining District, Ontario

On June 28, 2019, the Company completed the acquisition of 1106877 B.C. Ltd. (the "Privco") which held certain exploration properties in the Red Lake Gold Mining District, Ontario. The Company acquired 100% of the issued and outstanding common shares of the Privco by issuing 2,250,000 common shares to the shareholders of the Privco. The Company controls two contiguous properties located in the Red Mining Lake District of Ontario.

The first property is held under an option agreement whereby the Company can acquire a 100% interest in the property, subject to a 1.5% NSR, by making cash payments totaling \$100,000. The Company can purchase 1/2 of the NSR for \$400,000. The second property is not subject to any cash payments or royalties. These two properties are collectively called the "Leo Property".

On November 7, 2022, the Company signed an Amendment to Option Agreement relating to the first property which amended the due date for the final cash payment.

Under the amended option agreement for the first property, the Company is required to complete the following obligations:

Cash	Due Date
\$13,000 (Paid)	Within 7 days after the effective date (November 21, 2018)
\$12,000 (Paid)	On or before October 31, 2019
\$15,000 (Paid)	On or before October 31, 2020
\$25,000 (Paid)	On or before October 31, 2021
\$35,000	Earlier of: 1) October 31, 2022 or 2) until work on the properties can commence

The schedule below outlines the cumulative acquisition costs incurred on the Leo Property up to December 31, 2022:

	June 30, 2021	Additions/ (Writedowns)	June 30, 2022	Additions/ (Writedowns)	December 31, 2022
	\$	\$	\$	\$	\$
Acquisition costs	1,142,698	25,000	1,167,698	-	1,167,698
	1,142,698	25,000	1,167,698	-	1,167,698

The schedule below outlines the cumulative exploration costs incurred on the Leo Property up to December 31, 2022:

	June 30, 2021	Expenditures during the year	June 30, 2022	Expenditures during the period	December 31, 2022
	\$	\$	\$	\$	\$
Drilling	-	814	814	-	814
General administration	29,000	2,320	31,320	-	31,320
Geological consulting	47,661	4,000	51,661	50,105	101,766
Permitting	4,313	-	4,313	-	4,313
Surveys and geophysics	153,329	-	153,329	-	153,329
	234,303	7,134	241,437	50,105	291,542

South-West Red Lake Properties and Shining Tree Property

On May 5, 2020, the Company completed the acquisition of Canadian Shield Developments Corp. (“Canadian Shield”) which holds the South-West Red Lake Properties and the Shining Tree Property (collectively, the “CS Properties”). The Company acquired 100% of the issued and outstanding common shares of Canadian Shield by agreeing to issue an aggregate of 6,500,000 common shares to the shareholders of Canadian Shield in two tranches as follows:

- On May 5, 2020, the Company issued the aggregate sum of 3,250,000 common shares to the former shareholders of Canadian Shield (the “First Tranche”); and
- Nine months following closing and upon meeting certain conditions, the Company will issue the aggregate sum of 3,250,000 common shares to the former shareholders of Canadian Shield (the “Second Tranche”) (issued on March 12, 2021 for a fair value of \$1,608,750).

Within the nine-month period following the closing date, May 5, 2020, the Company must:

- Complete exploration expenditures on the South-West Red Lake Properties and the Shining Tree Property of not less than \$200,000.
- Obtain a technical report prepared in accordance with National Instrument 43-101 Standards of Disclosure for Mineral Projects for one of the CS Properties (the “Technical Report”).

In March 2021, the Company entered into an amended agreement to have the above conditions precedent to the Second Tranche be waived.

The schedule below outlines the cumulative acquisition costs incurred on the South-West Red Lake Properties and the Shining Tree Property up to December 31, 2022:

	June 30, 2021	Additions/ (Writedowns)	June 30, 2022	Additions/ (Writedowns)	December 31, 2022
	\$	\$	\$	\$	\$
Acquisition costs	3,280,303	-	3,280,303	-	3,280,303
	3,280,303	-	3,280,303	-	3,280,303

The schedule below outlines the cumulative exploration costs incurred on the South-West Red Lake Properties and the Shining Tree Property up to December 31, 2022:

	June 30, 2021	Expenditures during the year	June 30, 2022	Expenditures during the period	December 31, 2022
	\$	\$	\$	\$	\$
Camp construction	-	10	10	-	10
Drilling	-	5,641	5,641	-	5,641
Equipment and supplies	-	220	220	540	760
General administration	1,400	2,520	3,920	1,680	5,600
Geological consulting	9,530	5,600	15,130	630	15,760
Surveys and geophysics	131,664	-	131,664	-	131,664
	142,594	13,991	156,585	2,850	159,435

Caribou Creek, Moose Creek and Copperlode Properties

On October 20, 2020, the Company entered into an asset purchase agreement to acquire certain claims (the “CMC Purchased Assets”). On December 4, 2020, the Company completed the acquisition.

In consideration for the CMC Purchased Assets, the Company paid an aggregate cash amount of \$180,000; issued an aggregate of 200,000 common shares valued at \$304,000 in the Company; and issued an aggregate of 200,000 common share purchase warrants entitling the holder thereof to purchase one common share per warrant at a price of \$5.00 per common share within two years from the closing date of the transaction.

The schedule below outlines the cumulative acquisition costs incurred on the Caribou Creek, Moose Creek and Copperlode Properties up to December 31, 2022:

	June 30, 2021	Additions/ (Writedowns)	June 30, 2022	Additions/ (Writedowns)	December 31, 2022
	\$	\$	\$	\$	\$
Cash payments	180,000	-	180,000	-	180,000
Share issuance	304,000	-	304,000	-	304,000
Warrant issuance	149,660	-	149,660	-	149,660
	633,660	-	633,660	-	633,660

The schedule below outlines the cumulative exploration costs incurred on the Caribou Creek, Moose Creek and Copperlode Properties up to December 31, 2022:

	June 30, 2021	Expenditures during the year	June 30, 2022	Expenditures during the period	December 31, 2022
	\$	\$	\$	\$	\$
Camp construction	-	891	891	-	891
General administration	1,013	5,492	6,505	-	6,505
Geological consulting	7,350	6,600	13,950	-	13,950
Surveys and geophysics	-	37,755	37,755	-	37,755
	8,363	50,738	59,101	-	59,101

Confederation Lake and Birch-Uchi Greenstone Belts

On December 22, 2020, the Company signed an amended and restated purchased option agreement (the "Option Agreement") to acquire an undivided 100% interest in properties in the Confederation Lake and Birch-Uchi greenstone belts in the Red Lake District as well as properties in Larder Lake, Ontario and in the Matagami and Chibougamou areas of Quebec, subject to a 1.5% NSR over each property. Each such NSR will be subject to a buy-back option, at the election of the Company, for 50% of such royalty (being 0.75%) for cash consideration of \$500,000.

On March 17, 2022, the Company decided to focus its exploration efforts in the Red Lake area exclusively and dropped its claims in the SW Fenlon, Jamesie, and Opawica River properties (the "Quebec properties"). All the Quebec properties have the requisite one year in good standing. As a result, the Company wrote off the claims in the Quebec properties and recognized a write-down of exploration and evaluation assets of \$255,500 during the year ended June 30, 2022.

As at December 31, 2022, the Company has the following future requirements to fulfill its obligation under the Option Agreement.

Asset	Cash	Shares
Larder Lake (Ontario)	\$12,000 – Paid on December 23, 2020	35,000 Common Shares
	\$15,000 – Paid on December 23, 2021	– Issued on February 9, 2021 for a value of \$55,300
	\$20,000 – Paid on December 19, 2022	25,000 Common Shares
	\$40,000 – Third Anniversary	– Issued on January 5, 2022 for a value of \$18,000
Karas Lake (Ontario)	\$8,000 – Paid on December 23, 2020	25,000 Common Shares
	\$10,000 – Paid on December 29, 2021	– Issued on February 9, 2021 for a value of \$39,500
	\$15,000 – Paid on December 30, 2022	25,000 Common Shares
	\$25,000 – Third Anniversary	– Issued on January 5, 2022 for a value of \$18,000
Birch/Uchi – Swain Lake (Ontario)	\$9,000 – Paid on December 23, 2020	25,000 Common Shares
	\$2,200 – Paid on January 14, 2021	– Issued on February 9, 2021 for a value of \$39,500
	\$15,000 – Paid on December 23, 2021	25,000 Common Shares
	\$20,000 – Paid on December 19, 2022	– Issued on January 5, 2022 for a value of \$18,000
Birch/Uchi – Satterly (Ontario)	\$15,000 – Paid on December 23, 2020	25,000 Common Shares
	\$20,000 – Paid on December 23, 2021	– Issued on February 9, 2021 for a value of \$39,500
	\$25,000 – Paid on December 19, 2022	25,000 Common Shares
	\$40,000 – Third Anniversary	– Issued on January 5, 2022 for a value of \$18,000
Gerry Lake (Ontario)	\$5,000 – Paid on December 23, 2020	25,000 Common Shares
	\$10,000 – Paid on December 23, 2021	– Issued on February 9, 2021 for a value of \$39,500
	\$14,000 – Paid on December 19, 2022	25,000 Common Shares
	\$24,000 – Third Anniversary	– Issued on January 5, 2022 for a value of \$18,000

On April 20, 2022, the Company closed the purchase option agreements in respect of the Uchi Gold Project (the "Uchi Gold Agreement") and the Satterly Gold Project (the "Satterly Gold Agreement") to acquire a 100% undivided interest in the respective areas within the Confederation greenstone belt, subject to a 2% NSR royalty over each property under the Uchi Gold Agreement and a 1.5% NSR royalty over each property under the Satterly Gold Agreement. Each such NSR under the Uchi Gold Agreement will be subject to a buy-back option, at the election of the Company, for 50% of such royalty (being 1%) for cash consideration of \$1,000,000. Each such NSR under the Satterly Gold Agreement will be subject to a buy-back option, at the election of the Company, for 1/3 of such royalty (being 0.5%) for cash consideration of \$500,000.

Under the Uchi Gold Agreement and Satterly Gold Agreement, the Company is required to complete the following obligations:

Cash	Common Shares	Due Date
\$27,500 (Paid)	200,000 - Issued on April 25, 2022 for a value of \$80,000 (Note 8)	On the closing date
\$37,000	Nil	On or before April 20, 2023
\$46,000	Nil	On or before April 20, 2024
\$68,000	200,000	On or before April 20, 2025

On June 15, 2022, the Company closed the Wenasaga Property Option Agreement (the "Wenasaga Agreement") to acquire a 100% undivided interest in the Wenasaga Gold Property held by Bounty Gold Corp., subject to a 2% NSR royalty on the claims comprising the Wenasaga Gold Property. The Company has the right to repurchase 50% of the royalty (being 1%) for cash or common share consideration of \$1,000,000.

Under the Wenasaga Agreement, the Company is required to complete the following obligations:

Cash	Common Shares	Due Date
\$8,500 (Paid)	21,500 - Issued on July 11, 2022 for a value of \$5,160 (Note 8)	Upon the later of TSXV approval and an extension on the claims due date granted by the Ontario Mining Recorder
\$8,500	21,500	On or before June 15, 2023
\$8,500	21,500	On or before June 15, 2024

On June 6, 2022, the Company closed an amended Definitive Agreement to acquire the majority of Imagine Lithium Inc.'s ("Imagine Lithium") Eastern Vision property holdings in the Confederation Lake assemblage within the Birch-Uchi greenstone belt in the Red Lake Mining District of Ontario. These property holdings include properties that the Company has acquired directly and others for which the Company has assumed option agreements as optionee.

Upon closing of the Definitive Agreement, the Company issued 2,800,000 common shares of the Company with a fair value of \$784,000 (Note 8) and a cash payment of \$175,000 to Imagine Lithium. In addition, the Company assumed Imagine Lithium's cash payment commitments under Imagine Lithium's existing option agreements, while Imagine Lithium retains its original share issuance obligations.

Concurrent with the closing of the Definitive Agreement, the Company issued 100,000 common shares of the Company with a fair value of \$28,000 (Note 8) and a cash payment of \$20,000 to Pegasus Resources Inc. ("Pegasus") to earn into certain option agreements that the Company is assuming as optionee from Imagine Lithium under the Definitive Agreement. The cash consideration represents the remaining option payments under said option agreements, while the equity consideration purchases Pegasus' carried interest in the relevant properties such that the Company will be transferred 100% of those properties upon closing of the Definitive Agreement.

Pursuant to the remaining option agreements that Trillium Gold is assuming as optionee under the Definitive Agreement, the Company must pay a total of \$186,000 in option payments over approximately two years in order to earn in to and exercise the options.

Under the Definitive Agreement, the Company is required to complete the following obligations:

Cash	Due Date
\$61,000 (Paid)	On the closing date
\$80,000	On or before December 10, 2022
\$15,000	On or before December 30, 2022
\$30,000	On or before December 30, 2023

The Company also entered into a Royalty Purchase Agreement under which it will, concurrently with the closing of the Definitive Agreement, purchase a 2% NSR royalty on the Fredart property from a prospector in consideration for the issuance of 60,000 common shares of the Company with a fair value of \$16,800 (Note 8) and cash payment of \$50,000.

On July 13, 2022, the Company closed the purchase and sale agreement (the "Purchase Agreement") to acquire all of the rights and title to the Panama Lake Property (the "Property") held by St. Anthony Gold Corp. ("St. Anthony Gold"). Pursuant to the assignment and assumption agreement entered into following the closing of the Purchase Agreement (the "Assignment Agreement" together with the original option agreement, the "Option Agreement"), among the Company and St. Anthony Gold, St. Anthony Gold has assigned all of its right and obligations under the original option agreement to the Company. In addition, pursuant to the Assignment Agreement, Benton Resources Inc. ("Benton Resources") has agreed to register 100% of the Property's title to the Company while retaining its 50% ownership interest in the Property until such time as the Company fulfills its option to earn the 100% interest.

Pursuant to the closing of the Purchase Agreement, the Company paid St. Anthony Gold \$500,000 in cash and issued 1,000,000 common shares of the Company (issued on July 14, 2022 for a value of \$240,000 (Note 8)). In the event that the Company acquires 100% interest in the Property, St. Anthony Gold may cause the Company to exercise its Buy-Back Right under the Option Agreement to repurchase from Benton Resources one-half of the 2% NSR on the Property and convey such repurchased 1% NSR to St. Anthony Gold in exchange for a cash payment by St. Anthony Gold to the Company of \$1,000,000.

Pursuant to the terms of the Option Agreement, in order for the Company to earn a 70% interest in the Property, it will pay to Benton Resources \$100,000 in cash by October 24, 2022 (settled through the issuance of 473,934 shares on October 28, 2022 (Note 8)), and complete \$250,000 in exploration expenditures on the Project by April 24, 2023. The Company has the option to earn a 100% ownership of the Property by paying Benton Resources a further \$300,000 in cash and complete \$300,000 in exploration expenditures on the Project in each case by October 24, 2023. Benton Resources has the right to retain a 2% NSR on the Project, subject to the option of the Company to buy back one-half of such NSR (being 1%) for \$1,000,000. In the event that the Company will pay Benton Resources a cash payment, that is determined based on the number of ounces of gold in the NI 43- 101 report multiplied by \$0.50.

The schedule below outlines the cumulative acquisition costs incurred on the Confederation Lake and Birch-Uchi Greenstone Belts Properties up to December 31, 2022:

	June 30, 2021	Additions/ (Writedowns)	June 30, 2022	Additions/ (Writedowns)	December 31, 2022
	\$	\$	\$	\$	\$
Cash payments	87,200	450,500	537,700	739,130	1,276,830
Share issuance	331,800	1,052,800	1,384,600	245,160	1,629,760
Write-down	-	(255,500)	(255,500)	-	(255,500)
	419,000	1,247,800	1,666,800	984,290	2,651,090

The schedule below outlines the cumulative exploration costs incurred on the Confederation Lake and Birch-Uchi Greenstone Belts Properties up to December 31, 2022:

	June 30, 2021	Expenditures during the year	June 30, 2022	Expenditures during the period	December 31, 2022
	\$	\$	\$	\$	\$
Assays and reports	-	-	-	25,709	25,709
Camp construction	-	-	-	171	171
Drilling	-	104	104	2,700	2,804
Equipment and supplies	-	334	334	4,698	5,032
Field expenses	-	-	-	216,218	216,218
General administration	-	3,430	3,430	-	3,430
Geological consulting	12,713	92,945	105,658	2,625	108,283
Permitting	-	-	-	205,877	205,877
Surveys and geophysics	-	47,409	47,409	42,260	89,669
	12,713	144,222	156,935	500,258	657,193

Pistol Bay (Confederation Belt)

On November 22, 2020, the Company signed an asset purchase agreement to acquire a 100% interest in the Confederation Lake Properties (“Confederation Belt” or “Purchased Assets”) from Pistol Bay Mining Inc. (“Pistol Bay”).

The purchase price of the Purchased Assets, other than the certain properties which are excluded (the “Exclusion Order Properties”), as defined below, shall be a cash amount of \$500,000. A working deposit of \$100,000 in cash was paid on November 23, 2020. On February 10, 2021, the remaining balance of \$400,000 was paid.

The Exclusion Order Properties include those Purchased Assets for which Pistol Bay has applied for an extension order or an exclusion order (“Exclusion Order”) from the Ministry of Energy, Northern Development and Mines, extending the expiry date to complete and file assessment work, and/or to extend the expiry date of an unpatented claim, for a 12-month period beyond the current expiry date for such unpatented claim.

In January 2021 and April 2021, the Company signed an Acknowledgement, Assignment and Assumption Agreement, and an Amending Agreement respectively. The Company would assume all of Pistol Bay’s cash payment commitments under its existing option agreements while Pistol Bay would retain its share issuance obligations.

On January 10, 2022, the Company issued an aggregate of 816,993 common shares of the Company at a value of \$555,556 (Note 8) in connection with the acquisition of all the Exclusion Order Properties from Pegasus Resources Inc. (formerly Pistol Bay).

Under the Amending Agreement, the Company was required to complete the following obligations:

Cash	Due Date
\$10,000 (Paid)	Due on September 25, 2021
\$30,000 (Paid)	Due on January 30, 2022
\$20,000 (Paid)	Due on September 25, 2022

The schedule below outlines the cumulative acquisition costs incurred on the Pistol Bay Property up to December 31, 2022:

	June 30, 2021	Additions/ (Writedowns)	June 30, 2022	Additions/ (Writedowns)	December 31, 2022
	\$	\$	\$	\$	\$
Cash payments	500,000	40,000	540,000	20,000	560,000
Share issuance	-	555,556	555,556	-	555,556
	500,000	595,556	1,095,556	20,000	1,115,556

The schedule below outlines the cumulative exploration costs incurred on the Pistol Bay Property up to December 31, 2022:

	June 30, 2021	Expenditures during the year	June 30, 2022	Expenditures during the period	December 31, 2022
	\$	\$	\$	\$	\$
Assays and reports	61	152,114	152,175	153,012	305,187
Camp construction	-	3,606	3,606	5,050	8,656
Drilling	-	2,226	2,226	221,813	224,039
Equipment and supplies	4,728	27,628	32,356	33,275	65,631
Field expenses	-	-	-	406,158	406,158
General administration	317	29,103	29,420	-	29,420
Geological consulting	91,127	221,201	312,328	57	312,385
Surveys and geophysics	62,943	405,640	468,583	108,942	577,525
	159,176	841,518	1,000,694	928,307	1,929,001

Rivard Property

On July 31, 2020, the Company signed an asset purchase agreement to acquire the Rivard Property, contiguous to its NT Project, in the Red Lake Mining District, Ontario. The Rivard Property consists of one lease of six contiguous minerals claims. Upon completion of the transaction, Trillium will acquire a 100% interest in the property, subject to a 1.5% NSR, by completing cash payments totaling \$400,000 and issuing 400,000 common shares of the Company over 3.5 years. The Company has the right to repurchase ½ of the NSR (0.75%) for consideration of \$1,200,000, payable in cash or shares. In addition, the Company has a right of first refusal should the holders of the NSR sell the NSR in the future.

On May 25, 2021, the Company signed an amendment that on the closing date, and every six months thereafter until the aggregate cash amount of \$400,000 has been paid and the aggregate of 400,000 common shares have been issued, the Company shall:

- Pay \$199,000 and issue 100,000 common shares on the closing date to the vendors in full and final satisfaction of the total Purchase Price payable to them; and
- Pay an aggregate of \$33,500 payment to the vendors in such proportions as indicated on the amendment; and
- Issue and deliver share certificates representing an aggregate of 50,000 common shares to the vendors in such proportions as indicated on the amendment.

This property will be explored as an integral part of the NT Project.

Under the asset purchase agreement, the Company was required to complete the following obligations:

Cash	Common Shares	Due Date
\$199,000 (Paid)	100,000 - Issued on July 7, 2021 for a value of \$95,000 (Note 8)	On the closing date
\$33,500 (Paid)	50,000 - Issued on November 26, 2021 for a value of \$44,500 (Note 8)	November 26, 2021
\$33,500 (Paid)	50,000 - (Issued on May 26, 2022 for a value of \$15,500 (Note 8)	May 26, 2022
\$33,500 (Paid)	50,000 - (Issued on November 25, 2022 for a value of \$12,500 (Note 8)	November 26, 2022
\$33,500	50,000	May 26, 2023
\$33,500	50,000	November 26, 2023
\$33,500	50,000	May 26, 2024

The schedule below outlines the cumulative acquisition costs incurred on the Rivard Property up to December 31, 2022:

	June 30, 2021	Additions/ (Writedowns)	June 30, 2022	Additions/ (Writedowns)	December 31, 2022
	\$	\$	\$	\$	\$
Cash payments	199,000	67,000	266,000	33,500	299,500
Share issuance	-	155,000	155,000	12,500	167,500
	199,000	222,000	421,000	46,000	467,000

The schedule below outlines the cumulative exploration costs incurred on the Rivard Property up to December 31, 2022:

	June 30, 2021	Expenditures during the year	June 30, 2022	Expenditures during the period	December 31, 2022
	\$	\$	\$	\$	\$
Assays and reports	93,282	188,052	281,334	30,019	311,353
Camp construction	128,471	234,417	362,888	10,638	373,526
Drilling	695,485	878,057	1,573,542	7,513	1,581,055
Equipment and supplies	102,296	263,460	365,756	18,318	384,074
Field expenses	113	-	113	-	113
General administration	16,632	18,614	35,246	1,699	36,945
Geological consulting	96,274	222,196	318,470	7,945	326,415
Permitting	3,125	-	3,125	-	3,125
Surveys and geophysics	723	2,737	3,460	-	3,460
	1,136,401	1,807,533	2,943,934	76,132	3,020,066

Gold Centre Property

On August 31, 2020, Trillium Gold Ontario Inc. (“Trillium Ontario”), a wholly owned subsidiary of the Company, signed a carried interest joint venture agreement (“Joint Venture Agreement”) with Rupert Resources Ltd. (“Rupert”). Pursuant to the Joint Venture Agreement, Trillium Ontario will obtain an 80% participating interest in the Gold Centre property and Rupert will have a 20% carried participating interest. The Gold Centre property consists of one lease containing seventeen mineral claims in the Red Lake Mining District, Ontario and Rupert has granted a 1.5% NSR on the property to a third party. In order to maintain its 80% participating interest in the property, the Company is required to:

- Upon receiving drill permits, spend \$2,000,000 each year for five years on the property and spend \$500,000 per year thereafter; and
- Issue four tranches of 500,000 common shares of the Company to Rupert, for a total of 2,000,000 common shares over the course of three years following the closing date (issued 500,000 on February 23, 2021 for a value of \$740,000; issued 500,000 on February 23, 2022 for a value of \$245,000 (Note 8)).

The drill permits were received February 3, 2021.

The schedule below outlines the cumulative acquisition costs incurred on the Gold Centre Property up to December 31, 2022:

	June 30, 2021	Additions/ (Writedowns)	June 30, 2022	Additions/ (Writedowns)	December 31, 2022
	\$	\$	\$	\$	\$
Share issuance	740,000	245,000	985,000	-	985,000
	740,000	245,000	985,000	-	985,000

The schedule below outlines the cumulative exploration costs incurred on the Gold Centre Property up to December 31, 2022:

	June 30, 2021	Expenditures during the year	June 30, 2022	Expenditures during the period	December 31, 2022
	\$	\$	\$	\$	\$
Assays and reports	-	123,643	123,643	23,790	147,433
Camp construction	5,492	3,369	8,861	-	8,861
Drilling	208,883	3,377,325	3,586,208	2,100	3,588,308
Equipment and supplies	21,825	29,351	51,176	4,648	55,824
General administration	37,997	21,149	59,146	1,310	60,456
Geological consulting	82,654	253,377	336,031	7,238	343,269
Permitting	4,813	-	4,813	-	4,813
	361,664	3,808,214	4,169,878	39,086	4,208,964

Willis Property

On August 30, 2021, the Company entered into an agreement to acquire thirteen contiguous patented mineral claims, collectively known as the “Willis Property”, situated southwest of and contiguous to the Company’s NT Project. Upon completion of the transaction, the Company acquired 100% interest in the Willis Property, subject to a 2% NSR, by completing a cash payment of \$425,359, and issuing 400,000 common shares to the vendor with a fair value of \$248,000 (Note 8). The Company has the right to repurchase one-half of the NSR (1%) for consideration of \$1,200,000, payable in cash or shares. In addition, the Company has a right of first refusal should the holders of the NSR choose to sell the NSR in the future. The transaction was completed on October 7, 2021.

The schedule below outlines the cumulative acquisition costs incurred on the Willis Property up to December 31, 2022:

	June 30, 2021	Additions/ (Writedowns)	June 30, 2022	Additions/ (Writedowns)	December 31, 2022
	\$	\$	\$	\$	\$
Cash payments	-	425,359	425,359	-	425,359
Share issuance	-	248,000	248,000	-	248,000
	-	673,359	673,359	-	673,359

The schedule below outlines the cumulative exploration costs incurred on the Willis Property up to December 31, 2022:

	June 30, 2021	Expenditures during the year	June 30, 2022	Expenditures during the period	December 31, 2022
	\$	\$	\$	\$	\$
General administration	-	1,126	1,126	89	1,215
Geological consulting	-	-	-	630	630
	-	1,126	1,126	719	1,845

EXPLORATION SUMMARY Q2 2023

For further information on the Company's active projects please see the Company's news releases all of which are available on www.sedar.com, and on the Company's website at www.trilliumgold.com.

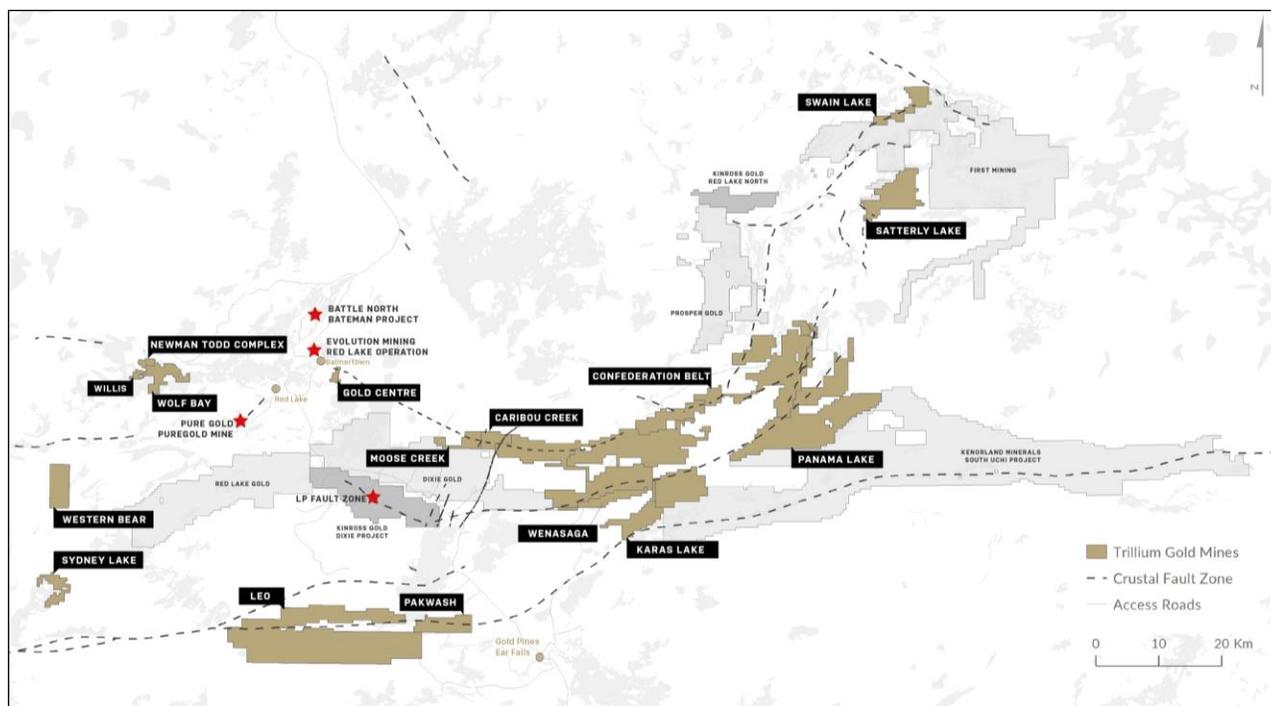


Figure 1: Regional map showing Trillium Gold projects (beige) in the Red Lake District.

Confederation Belt Project

Over the course of 2021-2022, the Confederation Project expanded considerably with the acquisition of the Eastern Vision, Uchi Gold, Wenasaga and Panama Lake project areas. The Confederation Project is now a contiguous land package spanning approximately 70 kilometres in length covering 54,323 hectares over a significant portion of the Confederation greenstone belt between the Cochenour-Gullrock Fault (Red Lake Mine Fault) in the north and the eastern extension of the LP Fault in the south.

A total of seven Early Exploration Permits were submitted between April and July 2022, and all had been approved by the Ministry of Mines by the December quarter end.

All activity in Q2 2023 consisted of retrieving, logging and sampling of historical core. The field portion of this ended with the snow in October and logging continued up to late December. In total, approximately 10,250 metres of core was retrieved and logged with over 3,000 samples taken – both from the relogged core and grab sampled from core caches in the field. Much of these results remained pending at the end of the quarter.

Other work on the project included the continuation of searching available assessment reports for gold-related data to incorporate into Trillium's comprehensive database on the area.

Late in the season, a short program of channel sampling was carried out on the Panama property portion of the Confederation Belt Project. A total of 28 samples were cut in two areas. Results remained pending at the end of the quarter. Two small blocks at both the eastern and western ends of the Panama Property were flown with a high-resolution aeromagnetics survey in order to complete the coverage of the property.

In the prior quarter, a 347-metre long drillhole, CB22-001, was drilled in late July 2022. This hole was located in the Fly Lake area at the junction of two gold bearing structural trends identified early on in the compilation work. The drilling was curtailed in favour of processing the historical core on the property as the significant returns that could be gained from assaying the historical core presented an order of magnitude less cost.

Larder Lake Property

With the 2022 field season exploration focus being on the Confederation Belt project, completion of exploration on Larder Lake was rescheduled to the fall of 2022. This work was started and completed in October 2022 with prospecting, rock and soil sampling undertaken before work ended with the advent of winter conditions.

In order to make up a shortfall in expenditure with the early curtailment of the field work, an Early Exploration Plan application was submitted for a follow-up Induced Polarization survey to be undertaken over the winter.

Newman Todd Complex (including the Rivard and Willis properties)

No work was carried out at the Newman Todd Complex during the quarter. The camp was cleaned up, closed and winterized.

Gold Centre Project

No work was undertaken on the Gold Centre project in Q2 2023.

Leo Project

No work was performed on this project in Q2 2023. The claims are now under an indefinite hold pending the decision for an exclusion of time for Aboriginal consultation.

South-West Red Lake Properties

No work was performed on these projects in Q2 2023. Both properties are now under an indefinite hold pending the decision for an exclusion of time for Aboriginal consultation.

Satterly Lake and Swain Lake

No work was performed on these projects in Q2 2023.

Shining Tree Property

No work was completed on this property in Q2 2023.

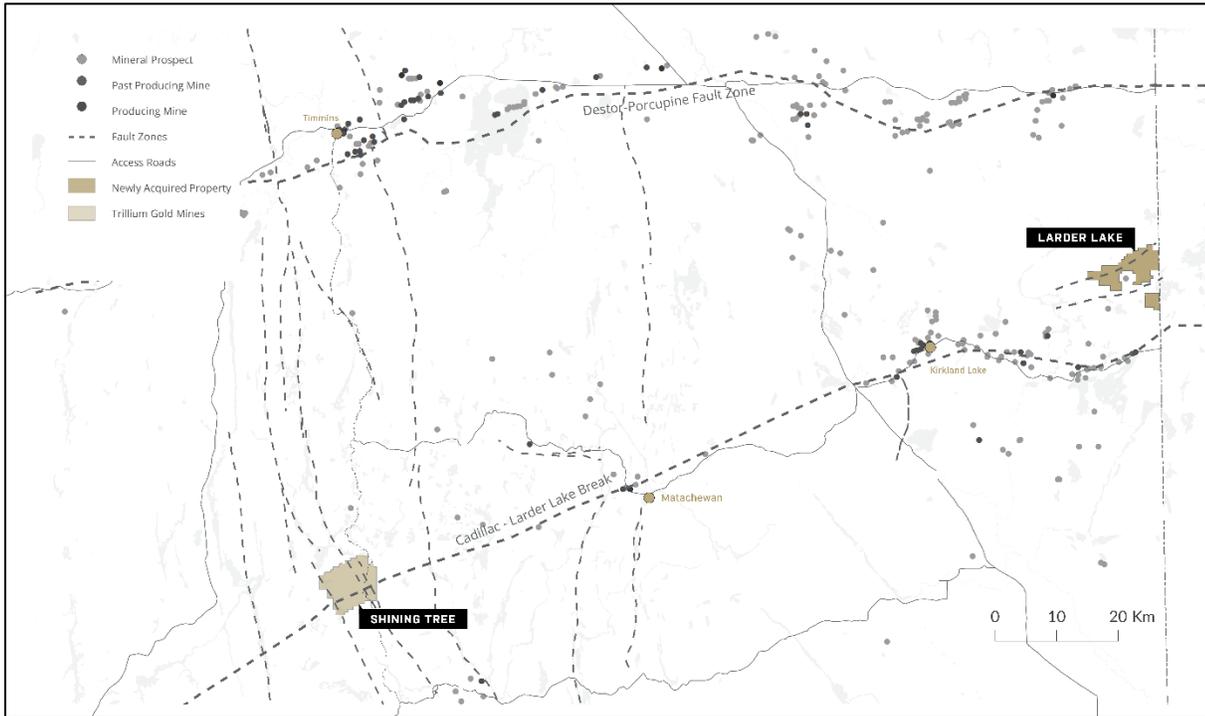


Figure 2: Regional map showing Trillium Gold controlled projects in the Kirkland Lake District.

COMMITMENTS AND CONTINGENCIES

The Company has no material or significant commitments or contingencies, not disclosed elsewhere, as at December 31, 2022 or the date of this report.

OFF BALANCE SHEET TRANSACTIONS

The Company has no off-balance-sheet transactions as at December 31, 2022 or the date of this report.

RELATED PARTY TRANSACTIONS

Key management personnel are the persons responsible for the planning, directing, and controlling of the activities of the Company and include both executives and non-executive directors, and entities controlled by such persons. The Company considers all directors and officers of the Company to be key management personnel.

The aggregate value of transactions recorded in consulting and management fees relating to key management personnel and entities which they have control or significant influence over were as follows:

	For the six months ended	
	December 31,	
	2022	2021
	\$	\$
Baron Global Financial Canada Ltd. ⁽¹⁾	-	84,000
David Velisek ⁽²⁾	15,000	15,000
Ridgeside Canada Inc. ⁽³⁾	127,575	135,000
William Paterson ⁽⁴⁾	80,000	80,000
Altair Management Ltd. ⁽⁵⁾	-	21,000
Donna Yoshimatsu ⁽⁶⁾	98,167	75,000
Ian MacNeily ⁽⁷⁾	60,000	65,000
	380,742	475,000

⁽¹⁾ Pursuant to a management and advisory agreement with Baron Global Financial Canada Ltd. (“Baron”), Baron agreed to act as corporate advisor of the Company in return for a monthly fee. The agreement was terminated in March 2022.

⁽²⁾ David Velisek, Director of the Company who provided business development consulting services.

⁽³⁾ Ridgeside Canada Inc. is fully owned by Russell Starr, who is the President, CEO and Director of the Company providing management services.

⁽⁴⁾ William Paterson, Vice President of Exploration of the Company who manages the mineral exploration programs and technical and exploration team, and assisted the development of the mineral asset portfolio for the Company.

⁽⁵⁾ Altair Management Ltd. is fully owned by an affiliate of the former CFO and provided advisory services to the Company. The consulting agreement was terminated in March 2022.

⁽⁶⁾ Donna Yoshimatsu, VP Corporate Development and Investor Relations of the Company who provides business development and investor relations consulting services.

⁽⁷⁾ Ian MacNeily, former Chief Financial Officer of the Company who provided CFO consulting services.

During the six months ended December 31, 2022, share-based compensation expense to key management personnel of \$359,028 (six months ended December 31, 2021 - \$257,155) was incurred.

RISKS AND UNCERTAINTIES

The business and operations of the Company are subject to numerous risks, many of which are beyond the Company’s control. The Company considers the risks set out below to be some of the most significant to potential investors in the Company, but not all of the risks are associated with an investment in securities of the Company. If any of these risks materialize into actual events or circumstances or other possible additional risks and uncertainties of which the Company is currently unaware or which it considers to be material in relation to the Company’s business actually occur, the Company’s assets, liabilities, financial condition, results of operations (including future results of operations), business and business prospects, are likely to be materially and adversely affected. In such circumstances, the price of the Company’s securities could decline and investors may lose all or part of their investment.

The Company is engaged in the acquisition, exploration and development of mineral properties. Given the nature of the resource business, the limited extent of the Company’s assets, and the present stage of exploration, the following risks factors, among others, should be considered.

Global Pandemics

Given the ongoing and dynamic nature of the circumstances surrounding the COVID-19 pandemic, it is difficult to predict how significant the impact of COVID-19, including any responses to it, will be on the global economy and the business of the Company or for how long any disruptions are likely to continue. The extent of such impact will depend on future developments, which are highly uncertain, rapidly evolving and difficult to predict, including new information which may emerge about COVID-19 and additional actions which may be taken to contain it. Such developments could have a material adverse effect on the Company's business, financial condition, results of operations and cash flow, and exposure to credit risk. The Company is constantly evaluating the situation and monitoring any impacts or potential impacts to its business.

Exploration, Development and Operating Risks

The Company is in the process of exploration and development of its projects and has not yet generated any revenues from production. The recovery of expenditures on mineral properties and the related exploration and evaluation expenditures are dependent on the existence of economically recoverable mineralization, the ability of the Company to obtain financing necessary to complete the exploration and development of its projects, and upon future profitable production, or alternatively, on the sufficiency of proceeds from disposition. Resource exploration is highly speculative in nature, involves many risks and frequently is non-productive. There is no assurance that the Company's efforts will be successful and will result in commercial production or profitability.

Fluctuating Resource Prices

The economics of resource exploration and development are affected by many factors beyond the Company's control, including commodity prices, the cost of operations, variations in the quantity and quality of resources and fluctuations in the market price of those resources. Depending on the price of resources, the Company may determine that it is impractical to continue a resource exploration operation or to develop one. Resource prices are prone to fluctuations and the marketability of resources are affected by government regulation relating to price, royalties, allowable production and the importing and exporting of resources, the effect of which cannot be accurately predicted.

Financing Risks and Dilution to Shareholders

The Company has limited financial resources and no revenues. The Company will require additional funds to continue with its current business. Additionally, if the Company's programs on its projects are successful, additional funds will be required for the purposes of further exploration and development. There can be no assurance that the Company will be able to obtain adequate financing in the future or that such financing will be available on favourable terms or at all. It is likely such additional capital will be raised through the issuance of additional equity, which will result in dilution to the Company's shareholders.

Title to Properties

Acquisition of title to mineral properties can be a very detailed and time-consuming process. Title to, and the area of, properties could be disputed. The Company cannot give a certain assurance that title to its properties will not be challenged or impugned. A successful claim that the Company does not have title to its properties could cause the Company to lose any rights to explore, develop and mine any resources or minerals on its properties without compensation for its prior expenditures relating to its projects.

Regulatory, Permit and License Requirements

The current or future operations of the Company require permits from various governmental authorities, and such operations are and will be governed by laws and regulations concerning exploration, development, production, taxes, labour standards, occupational health, waste disposal, toxic substances, land use, environmental protection, site safety and other matters. Companies engaged in the exploration and development of mineral properties generally experience increased costs and delays in development and other schedules as a result of the need to comply with applicable laws, regulations and permits. There can be no assurance that all permits which the Company may require for facilities and the conduct of exploration and development operations on the properties will be obtainable on reasonable terms, or that such laws and regulations will not have an adverse effect on any exploration or development project which the Company might undertake.

Failure to comply with applicable laws, regulations and permitting requirements may result in enforcement actions, including orders issued by regulatory or judicial authorities causing operations to cease or be curtailed and may include corrective measures requiring capital expenditures, installation of additional equipment or remedial actions. Parties engaged in exploration and development operations may be required to compensate those suffering loss or damage by reason of the exploration and development activities and may have civil or criminal fines or penalties imposed upon them for violation of applicable laws or regulations. Amendments to current laws, regulations and permits governing operations and activities of resource companies, or more stringent implementation thereof, could have a material adverse impact on the Company and cause increases in capital expenditures or exploration and development costs, or require abandonment or delays in the development of new or existing properties.

Competition

The resource exploration and development industry is highly competitive. The Company will have to compete with other companies, many of which have greater financial, technical and other resources than the Company, for, among other things, the acquisition of mineral claims and other mineral interests as well as for the recruitment and retention of qualified employees and other personnel. Failure to compete successfully against other mining companies could have a material adverse effect on the Company and its prospects.

Reliance on Management and Dependence on Key Personnel

The success of the Company will be largely dependent upon the performance of its directors and officers and the ability to attract and retain key personnel. The loss of the services of these persons may have a material adverse effect on the Company's business and prospects. The Company will compete with numerous other companies for the recruitment and retention of qualified employees and contractors. There is no assurance that the Company can maintain the service of its directors and officers or other qualified personnel required to operate its business. Failure to do so could have a material adverse effect on the Company and its prospects.

Environmental Risks

The Company's exploration and development programs will, in general, be subject to approval by regulatory bodies. Additionally, all phases of the resource business present environmental risks and hazards and are subject to environmental regulation pursuant to a variety of international conventions and state and municipal laws and regulations. Environmental legislation provides for, among other things, restrictions and prohibitions on spills, releases or emissions of various substances produced in association with mining operations. The legislation also requires that wells and facility sites be operated, maintained, abandoned and reclaimed to the satisfaction of applicable regulatory authorities. Compliance with such legislation can require significant expenditures and a breach may result in the imposition of fines and penalties, some of which may be material. Environmental legislation is evolving in a manner expected to result in stricter standards and enforcement, larger fines and liability and potentially increased capital expenditures and operating costs.

Local Resident Concerns

Apart from ordinary environmental issues, the exploration and development the Company's projects could be subject to resistance from local residents that could either prevent or delay exploration and development of its properties.

Conflicts of Interest

Certain of the directors and officers of the Company will be engaged in, and will continue to engage in, other business activities on their own behalf and on behalf of other companies (including mineral resource companies) and, as a result of these and other activities, such directors and officers may become subject to conflicts of interest. The BCBCA provides that in the event that a director has a material interest in a contract or proposed contract or agreement that is material to an issuer, the director shall disclose his interest in such contract or agreement and shall refrain from voting on any matter in respect of such contract or agreement, subject to and in accordance with the BCBCA. To the extent that conflicts of interest arise, such conflicts will be resolved in accordance with the provisions of the BCBCA and applicable internal corporate governance or board policies where and when applicable.

Political Risks

The Company's operations may be adversely affected by changes in governmental policies or other economic developments which are not within the control of the Company including a change in taxation policies, economic sanctions, and currency control. The Company is subject to various laws governing exploration, development, production, export of products, taxes, labour standards and occupational health, toxic substances, land use, water use, land claims of local people and other matters. No assurance can be given that new rules and regulations will not be enacted or that existing rules and regulations will not be applied in a manner, which could increase the cost of operations.

Uninsurable Risks

Exploration, development and production operations on resource properties involve numerous risks, including unexpected or unusual geological and/or operating conditions, fires, floods, earthquakes and other environmental occurrences, any of which could result in damage to, or destruction of, producing facilities, damage to life or property, environmental damage and possible legal liability. Although precautions to minimize risk will be taken, operations are subject to hazards that may result in environmental pollution and consequent liability that could have a material adverse impact on the business, operations and financial performance of the Company. It is not always possible to obtain insurance against all such risks and the Company may decide not to insure against certain risks as a result of high premiums or other reasons. Should such liabilities arise, they could have an adverse impact on the Company's results of operations and financial condition and could cause a decline in the value of the Company's shares.

Litigation

The Company and/or its directors may be subject to a variety of civil or other legal proceedings, with or without merit.

FINANCIAL INSTRUMENTS AND FINANCIAL RISK

Financial instruments measured at fair value are classified into one of three levels in the fair value hierarchy according to the relative reliability of the inputs used to estimate the fair values. The three levels of the fair value hierarchy are:

- Level 1 – Unadjusted quoted prices in active markets for identical assets or liabilities;
- Level 2 – Inputs other than quoted prices that are observable for the asset or liability either directly or indirectly;
and
- Level 3 – Inputs that are not based on observable market data.

Cash is measured at fair value using level 1. The carrying value of sales taxes receivable and amounts payable approximates their fair value due to the current nature of those financial instruments.

The Company is exposed to risks of varying degrees of significance from its use of financial instruments which could affect its ability to achieve its strategic objectives for growth and stakeholder returns. The principal risks to which the Company is exposed, and the actions taken to manage them, are described below. Management manages and monitors these exposures to ensure appropriate measures are implemented on a timely and effective manner.

The risks associated with the Company's financial instruments and the policies on how to mitigate these risks are set out below.

a) Interest Rate Risk

The Company's interest rate risk mainly arises from changes in the interest rates on cash. Cash generates interest based on market interest rates. At December 31, 2022, the Company was not subject to significant interest rate risk.

b) Foreign Exchange Rate Risk

The Company is not subject to significant foreign exchange risk as all of the Company's operations are located in Canada.

The Company manages its credit risk by investing only in high quality financial institutions. Receivables are due from a government agency.

c) Credit Risk

Credit risk arises from the non-performance by counterparties of contractual financial obligations. The Company's credit risk arises primarily with respect to cash held on deposit and receivables.

d) Liquidity Risk

The Company manages liquidity risk by maintaining adequate cash balances. If necessary, the Company may raise funds through the issuance of debt, equity or sale of non-core assets. The Company ensures that there is sufficient capital to meet its obligations by continuously monitoring and reviewing actual and forecasted cash flows, and match the maturity profile of financial assets to development, capital and operating needs. As at December 31, 2022, the Company had a cash balance of \$617,268 to settle current liabilities of \$973,675.

CRITICAL ACCOUNTING ESTIMATES

The preparation of these condensed interim consolidated financial statements in accordance with IFRS requires the Company to use judgment in applying its accounting policies and make estimates and assumptions that affect the reported amounts of assets and liabilities at the date of the unaudited condensed interim consolidated financial statements and in the future. The Company's management reviews these estimates and underlying assumptions on an ongoing basis, based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances. Actual results may differ from these estimates and assumptions.

The effect of a change in an accounting estimate is recognized prospectively by including it in profit or loss in the period of the change, if the change affects that period only, or in the period of the change and future periods, if the change affects both.

Information about critical judgments in applying accounting policies that have the most significant risk of causing material adjustment to the carrying amounts of assets and liabilities recognized in these consolidated financial statements are discussed below:

Acquisition of Assets

The determination of whether a set of assets acquired and liabilities assumed constitute a business may require the Company to make certain judgments, taking into account all facts and circumstances. A business is presumed to be an integrated set of activities and assets capable of being conducted and managed for the purpose of providing a return in the form of dividends, lower costs or economic benefits.

Impairment of Exploration and Evaluation Assets

The carrying values of capitalized exploration and evaluation assets are reviewed annually, or when indicators of impairment are present. In the case of undeveloped properties, there may be only inferred resources to allow management to form a basis for the impairment review. The review is based on the Company's intentions for the development of such a property. If a mineral property does not prove viable, all unrecoverable costs associated with the property are charged to profit or loss at the time the impairment determination is made.

Share-based Payment Transactions

The Company uses the Black-Scholes Option Pricing Model for valuation of share-based compensation and other equity based payments. Option pricing models require the input of subjective assumptions including expected price volatility, interest rate, and forfeiture rate. Changes in the input assumptions can materially affect the fair value estimate and the Company's earnings and equity reserves.

COVID-19

Given the ongoing and dynamic nature of the circumstances surrounding the COVID-19 pandemic, it is difficult to predict how significant the impact of COVID-19, including any responses to it, will be on the global economy and the business of the Company or for how long any disruptions are likely to continue. The extent of such impact will depend on future developments, which are highly uncertain, rapidly evolving and difficult to predict, including new information which may emerge about COVID-19 and additional actions which may be taken to contain it. Such developments could have a material adverse effect on the Company's business, financial condition, results of operations and cash flow, and exposure to credit risk. The Company is constantly evaluating the situation and monitoring any impacts or potential impacts to its business.

ACCOUNTING PRONOUNCEMENTS NOT YET ADOPTED

The Company has performed an assessment of new standards issued by the IASB that are not yet effective and has determined that any standards that have been issued would have no or very minimal impact on the Company's financial statements.

DISCLOSURE OF DATA FOR OUTSTANDING COMMON SHARES, OPTIONS, AND WARRANTS

Common Shares

The Company has one class of common shares. Below is a summary of the common shares, share options, and warrants issued and outstanding as at December 31, 2022 and the date of this report.

	As at December 31, 2022	As at the date of this report
Common shares	79,586,665	54,094,461
Share options	7,470,000	7,470,000
Warrants	23,204,001	23,204,001

Share Options

The Company has issued incentive options to certain directors, officers, employees, and consultants of the Company. As of the date of this report, the following share options were outstanding.

Expiry Date	Number of Options Outstanding	Options Exercisable	Exercise Price
			\$
March 29, 2023	300,000	300,000	0.80
June 15, 2025	1,225,000	1,225,000	0.60
October 20, 2025	1,150,000	1,150,000	1.70
January 19, 2026	100,000	50,000	1.83
April 12, 2026	100,000	100,000	1.15
May 3, 2026	200,000	200,000	1.00
November 4, 2026	410,000	307,500	0.85
March 7, 2027	1,250,000	625,000	0.64
September 27, 2027	2,595,000	648,750	0.20
October 4, 2027	90,000	22,500	0.22
November 1, 2027	50,000	25,000	0.25
	7,470,000	4,653,750	0.69

Warrants

As of the date of this report, the following warrants were outstanding.

<u>Expiry Date</u>	<u>Number of Warrants Outstanding</u>	<u>Exercise Price</u>
		\$
June 28, 2023	2,500,000	1.50
June 28, 2023	230,725	1.00
March 2, 2024	714,497	0.53
March 2, 2024	5,954,148	0.80
September 22, 2024	9,607,697	0.30
September 22, 2024	909,434	0.20
February 5, 2025	3,287,500	0.36
	23,204,001	0.58

ADDITIONAL DISCLOSURE

Other Corporate Information

As at December 31, 2022, the board of directors consists of David Velisek, Robert Kang, Russell Starr, and Krisztian Toth. On August 22, 2022, Luke Norman was appointed Executive Chairman of the Company's board of directors and Russell Starr stepped down from his position as Interim Chairman. On February 1, 2023, Jeffrey O'Neill was appointed the Chief Financial Officer, replacing Ian MacNeily. Russell Starr is the Chief Executive Officer & President, Jeffrey O'Neill is the Chief Financial Officer, Donna Yoshimatsu is the Vice President of Corporate Development, and William Paterson is the Vice President of Exploration.

The Company is a reporting issuer in the provinces of British Columbia and Alberta.

The Company's head office is located at Suite 2250 - 1055 West Hastings Street, Vancouver, British Columbia, V6E 2E9.

The Company's common shares were approved for listing on the TSX Venture Exchange and trading commenced on July 15, 2008 under the symbol "TGM".

Subsequent Events

- a) On January 23, 2023, the Company signed a Purchase Option Agreement to acquire additional Uchi Claims, immediately adjacent to, and encompassed by, the Company's Confederation Lake and Birch-Uchi Green Belts Properties. Upon completion of the transaction, the Company will acquire a 100% interest in the property, subject to a 1.5% NSR. The Company has the right to repurchase 0.5% of the NSR for consideration of \$500,000. Pursuant to the terms of the agreement, the Company is required to issue 200,000 common shares upon closing of the agreement and make cash payments totaling \$80,800 as follows:

<u>Cash</u>	<u>Due Date</u>
\$16,800	On closing date
\$16,000	First anniversary of closing date
\$20,000	Second anniversary of closing date
\$28,000	Third anniversary of closing date

Additional Information

Additional information relating to the Company may be found on or in:

- SEDAR at www.sedar.com;
- the Company's unaudited condensed interim consolidated financial statements for the three and six months ended December 31, 2022 and 2021; and
- the Company's audited consolidated financial statements for the years ended June 30, 2022 and 2021.

This MD&A was approved by the Board of Directors of Trillium Gold Mines Inc. effective March 1, 2023.