



BURIN GOLD

BURIN GOLD CORP.
CONDENSED INTERIM FINANCIAL STATEMENTS
(Unaudited - Expressed in Canadian dollars)
For the three months ended March 31, 2022 and 2021

NOTICE OF NO AUDITOR REVIEW OF CONDENSED INTERIM FINANCIAL STATEMENTS.

Under National Instrument 51-102, Part 4, subsection 4.3(3)(a), if an auditor has not performed a review of the condensed interim financial statements, they must be accompanied by a notice indicating that the condensed interim financial statements have not been reviewed by an auditor.

The accompanying unaudited condensed interim financial statements of Burin Gold Corp. (the “Company”) have been prepared by and are the responsibility of the Company’s management.

The Company’s independent auditor has not performed a review of these financial statements in accordance with the standards established by the Chartered Professional Accountants of Canada for a review of condensed interim financial statements by an entity’s auditor.

BURIN GOLD CORP.
CONDENSED INTERIM STATEMENTS OF FINANCIAL POSITION
(Unaudited - Expressed in Canadian dollars)
As at

	March 31, 2022	December 31, 2021
ASSETS		
Current assets		
Cash	\$ 3,991,072	\$ 6,041,696
Taxes receivable	288,704	81,185
Prepaid expenses	54,386	22,430
Exploration advances	<u>335,504</u>	<u>300,485</u>
Total current assets	4,669,666	6,445,796
Exploration and evaluation assets, net of recoveries (Note 3)	343,729	343,729
Equipment (Note 4)	50,738	-
Right-of-use asset (Note 4)	<u>47,941</u>	<u>55,568</u>
Total assets	\$ 5,112,074	\$ 6,845,093
LIABILITIES		
Current liabilities		
Accounts payable and accrued liabilities (Note 6)	\$ 190,176	\$ 297,293
Lease liability (Note 5)	23,057	22,294
Flow-through liability (Note 8)	<u>142,701</u>	<u>293,740</u>
Total current liabilities	355,934	613,327
Lease liability (Note 5)	<u>26,284</u>	<u>32,243</u>
	<u>382,218</u>	<u>645,570</u>
SHAREHOLDERS' EQUITY		
Share capital (Note 7)	9,841,796	9,841,796
Contributed surplus (Note 7)	1,522,118	658,403
Accumulated deficit	<u>(6,634,058)</u>	<u>(4,300,676)</u>
Total Shareholders' Equity	<u>4,729,856</u>	<u>6,199,523</u>
Total Liabilities and Shareholders' Equity	\$ 5,112,074	\$ 6,845,093

Going concern (Note 1)

On behalf of the Board on May 27, 2022

Perry Ing Director Phillip Walford Director

The accompanying notes are an integral part of these condensed interim financial statements.

BURIN GOLD CORP.**CONDENSED INTERIM STATEMENTS OF LOSS AND COMPREHENSIVE LOSS**

(Unaudited - Expressed in Canadian dollars)

For the three months ended March 31,

	2022	2021
Expenses		
Exploration and evaluation costs, net of recoveries (Note 3)	\$ 1,420,440	\$ 44,936
Consulting (Note 3 and 6)	3,600	27,000
Professional fees (Note 6)	88,604	55,300
Share-based payments (Notes 6 and 7)	863,715	54,162
Depreciation	11,146	-
Investor relations	30,000	2,250
Office and general	42,437	1,384
Marketing	23,338	1,930
Finance expense (Note 5)	<u>1,141</u>	<u>-</u>
	(2,484,421)	(186,962)
Recovery of flow-through premium (Note 8)	<u>151,039</u>	<u>-</u>
Loss and comprehensive loss for the period	\$ (2,333,382)	\$ (186,962)
Weighted average number of shares outstanding	38,350,155	26,414,727
Basic and diluted loss per share	\$ (0.06)	\$ (0.01)

The accompanying notes are an integral part of these condensed interim financial statements.

BURIN GOLD CORP.**CONDENSED INTERIM STATEMENTS OF CHANGES IN SHAREHOLDERS' EQUITY**

(Unaudited - Expressed in Canadian dollars)

For the three months ended March 31, 2022 and 2021

	Share Capital		Contributed Surplus	Deficit	Total
	Number	Amount			
Balance, December 31, 2020	26,388,669	\$ 3,597,742	\$ 227,092	\$ (2,788,245)	\$ 1,036,589
Noel option exercised	272,629	109,052	-	-	109,052
Share issuance costs	-	(5,687)	-	-	(5,687)
Share-based payments	-	-	54,162	-	54,162
Loss for the period	-	-	-	(186,962)	(186,962)
Balance, March 31, 2021	26,661,298	3,701,107	281,254	(2,975,207)	1,007,154
Private placement	7,781,815	4,669,089	-	-	4,669,089
Flow-through shares issued	3,263,776	2,252,005	-	-	2,252,005
Flow-through premium	-	(293,740)	-	-	(293,740)
Finders' warrants issued	-	(202,470)	202,470	-	-
Share issuance costs	41,666	(755,681)	-	-	(755,681)
Options exercised	601,600	471,486	(170,686)	-	300,800
Share-based payments	-	-	345,365	-	345,365
Loss for the period	-	-	-	(1,325,469)	(1,325,469)
Balance, December 31, 2021	38,350,155	9,841,796	658,403	(4,300,676)	6,199,523
Share-based payments	-	-	863,715	-	863,715
Loss for the period	-	-	-	(2,333,382)	(2,333,382)
Balance, March 31, 2022	38,350,155	\$ 9,841,796	\$ 1,522,118	\$ (6,634,058)	\$ 4,729,856

The accompanying notes are an integral part of these condensed interim financial statements.

BURIN GOLD CORP.
CONDENSED INTERIM STATEMENTS OF CASH FLOWS
For the three months ended March 31,
(Unaudited - Expressed in Canadian dollars)

	2022	2021
Cash Flows from Operating Activities		
Net loss for the period	\$ (2,333,382)	\$ (186,962)
Items not involving cash:		
Depreciation	11,146	-
Share-based payments	863,715	54,162
Recovery of flow-through premium	(151,039)	-
Finance expense	1,141	-
Changes in non-cash working capital items:		
Grants receivable	-	(76,500)
Deposits receivable	-	(1,400)
Taxes receivable	(207,519)	54,076
Prepaid expenses	(31,956)	29,058
Exploration advances	(35,019)	-
Accounts payable and accrued liabilities	(107,117)	9,607
Net cash used in operating activities	<u>(1,990,030)</u>	<u>(117,959)</u>
Cash Flows from Investing Activities		
Additions to exploration and evaluation assets	-	(102,600)
Project deposit recoveries	-	1,400
Acquisition of equipment	(54,257)	-
Net cash used in investing activities	<u>(54,257)</u>	<u>(101,200)</u>
Cash Flows from Financing Activities		
Proceeds from private placement	-	-
Share issuance costs	-	(5,687)
Lease payments	(6,337)	-
Net cash (used in) provided by financing activities	<u>(6,337)</u>	<u>(5,687)</u>
Increase (decrease) in cash during the period	(2,050,624)	(224,846)
Cash, beginning of period	<u>6,041,696</u>	<u>892,781</u>
Cash, end of period	<u>\$ 3,991,072</u>	<u>\$ 667,935</u>
Non-monetary transactions		
Noel option cashless exercised	\$ -	\$ 109,052
Cash paid for interest and taxes	-	2,407

The accompanying notes are an integral part of these condensed interim financial statements.

BURIN GOLD CORP.**NOTES TO CONDENSED INTERIM FINANCIAL STATEMENTS**

(Unaudited - Expressed in Canadian dollars)

For the three months ended March 31, 2022 and 2021

1. NATURE OF BUSINESS AND GOING CONCERN**Nature of Business**

Burin Gold Corp. (formerly Bonavista Resources Corp.) (the “Company” or “Burin Gold”) was incorporated as 2622579 Ontario Inc. in the Province of Ontario on February 27, 2018. The Company changed its name to Bonavista Resources Corp. in March 2018 then changed its name to Burin Gold Corp. in May 2021 and continued from the Province of Ontario into the Province of British Columbia under the Business Corporations Act (British Columbia). Burin Gold carries on business in one segment, being the identification, acquisition, and exploration of properties for mining of precious and base metals. The Company’s principal assets are mineral licenses located in Province of Newfoundland and Labrador. The Company’s registered and records office is located at 25th Floor, 700 West Georgia Street, Vancouver, BC, V7Y 1K8. The Company’s head office is located at 210-1820 Fir Street, Vancouver BC, V6J 3B1.

On November 22, 2021, the Company completed its Initial Public Offering (“Offering”) and its common shares commenced trading on the TSX Venture Exchange (“TSXV”) at the opening of business on November 24, 2021. The common shares of the Company trade under the symbol “BURG”.

Although the Company has taken steps to verify title to the properties on which it is conducting exploration and in which it has an interest in accordance with industry standards to the current stage of exploration of such properties, these procedures do not guarantee the Company’s title. Property title may be subject to government licensing requirements or regulations, unregistered prior agreements, unregistered claims, aboriginal claims, and non-compliance with regulatory requirements.

Going Concern

The business of mining and exploring for minerals involves a high degree of risk and there can be no assurance that current exploration programs will result in profitable mining operations. The Company’s continued existence is dependent upon the preservation of its interests in the underlying properties, the discovery of economically recoverable reserves, the achievement of the Company’s ability to dispose of its interests on an advantageous basis, and the Company’s ability to obtain financing arrangements. Management has a reasonable expectation that the Company has adequate resources to continue in operational existence for the foreseeable future. If for any reason the Company is unable to continue as a going concern, then this could have an impact on the Company’s ability to realize assets at their recognized values and to extinguish liabilities in the normal course of business at the amounts stated in the financial statements.

2. BASIS OF PRESENTATION**Statement of Compliance**

These unaudited condensed interim financial statements have been prepared in accordance with IAS 34, Interim Financial Reporting (“IAS 34”), as issued by the International Accounting Standards Board (“IASB”). Certain information, in particular the accompanying notes, normally included in the audited annual financial statements prepared in accordance with International Financial Reporting Standards (“IFRS”) has been omitted or condensed.

Accordingly, these unaudited condensed interim financial statements do not include all the information required for full annual financial statements, and, therefore, should be read in conjunction with the audited annual financial statements and the notes thereto for the year ended December 31, 2021.

BURIN GOLD CORP.**NOTES TO CONDENSED INTERIM FINANCIAL STATEMENTS**

(Unaudited - Expressed in Canadian dollars)

For the three months ended March 31, 2022 and 2021

2. BASIS OF PRESENTATION (continued)**Basis of Measurement**

The financial statements are presented in Canadian dollars unless otherwise indicated and have been prepared on a historical cost basis except for certain financial instruments, which are carried at fair value.

Critical Accounting Estimates and Judgments

The Company makes estimates and assumptions about the future that affect the reported amounts of assets and liabilities. Estimates and judgments are continually evaluated based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances. In the future, actual experience may differ from these estimates and assumptions.

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 the financial statements within the next financial year are discussed below:

Deferred income tax

The determination of income tax is inherently complex and requires making certain estimates and assumptions about future events. While income tax filings are subject to audits and reassessments, the Company has adequately provided for all income tax obligations. However, changes in facts and circumstances as a result of income tax audits, reassessments, jurisprudence and any new legislation may result in an increase or decrease in our provision for income taxes.

Share-based compensation

The Company measures the cost of share-based compensations by reference to the fair value of the equity instruments granted. Estimating fair value for share-based compensations requires determining the most appropriate valuation model, which is dependent on the terms and conditions of the grant.

The most significant judgments relate to the exploration and evaluation assets of the Company and impairment of exploration and evaluation assets, which are discussed below:

Exploration and Evaluation Assets

The application of the Company's accounting policy for exploration and evaluation expenditure requires judgment in determining whether it is likely that future economic benefits will flow to the Company, which may be based on assumptions about future events or circumstances. Estimates and assumptions made may change if new information becomes available.

Title to Mineral Property Interests

Although the Company has taken steps to verify title to mineral properties in which it has an interest, these procedures do not guarantee the Company's title. Such properties may be subject to prior agreements or transfers and title may be affected by undetected defects.

BURIN GOLD CORP.**NOTES TO CONDENSED INTERIM FINANCIAL STATEMENTS**

(Unaudited - Expressed in Canadian dollars)

For the three months ended March 31, 2022 and 2021

2. BASIS OF PRESENTATION (continued)*Impairment of exploration and evaluation assets*

Assets including exploration and evaluation assets, are reviewed for impairment whenever events or changes in circumstances indicate that their carrying amounts exceed their recoverable amounts. An impairment loss is recognized for the amount by which an asset's or cash-generating unit's carrying amount exceeds its recoverable amount. To determine the recoverable amount, management estimates the higher of fair value less costs to sell and value in use. Determining the recoverable amount of exploration and evaluation assets requires management to make assumptions about future events and circumstances and cash flows.

3. EXPLORATION AND EVALUATION ASSETS**The Hickey's Pond - Paradise Gold Project**

The Hickey's Pond – Paradise Gold Project ("HPPP") comprises several staked, optioned, and purchased mineral licences located in south-eastern Newfoundland on the Burin Peninsula and which are summarized as follows:

Noel Option License ("Noel Option License")

Pursuant to an option agreement dated May 3, 2018, the Company acquired a 100% interest, on completing the conditions outlined below, in 11 mineral licenses located on the Burin Peninsula, Newfoundland & Labrador, subject to a 2% net smelter royalty (NSR) subject to a 1% buyout provision for \$1,000,000.

Burin Gold paid a total of \$200,000 in cash payments over a period of three years and spent \$500,000 on exploration and development expenditures over a period of four years, which the Company completed and earned a 100% interest in the mineral claims in 2021.

Pursuant to the option agreement, as amended February 10, 2021, the Optionors of the Noel Option License shall be allowed to purchase common shares from Burin Gold at \$0.0001 per share in order for the optionors' to maintain an aggregate ownership equal to 1.0% of the issued and outstanding shares of the Company at the time of listing on a non-diluted basis. During the year ended December 31, 2021, this option was exercised, and 272,629 common shares were issued at a fair value of \$109,052 to the optionors.

Chimney Falls License (026114M)

Pursuant to a mineral property purchase agreement dated September 5, 2018, the Company has acquired 100% interest in a license, representing 4 claims, for \$6,000 in Chimney Falls, Newfoundland, subject to a 2% Net Smelter Royalty (NSR) subject to a 1% buyout provision for \$50,000.

BURIN GOLD CORP.

NOTES TO CONDENSED INTERIM FINANCIAL STATEMENTS

(Unaudited - Expressed in Canadian dollars)

For the three months ended March 31, 2022 and 2021

3. EXPLORATION AND EVALUATION ASSETS (continued)**The Hickey's Pond - Paradise Gold Project (continued)***Staked Claims*

Burin Gold currently has several mineral licenses which have been staked by the Company. The current active licenses are:

- 025964M – 1 license representing 256 claims
- 025965M – 1 license representing 256 claims
- 030955M – 1 license representing 12 claims

The following is a summary of the carrying amount of exploration and evaluation assets:

	March 31, 2022	December 31, 2021
Acquisition costs		
Balance, beginning of period	\$ 343,729	\$ 133,477
Additions	-	211,652
Recoveries	-	(1,400)
Balance, end of period	\$ 343,729	\$ 343,729

During the three-month period ended March 31, 2022 and 2021, the Company incurred exploration costs as follows:

	2022	2021
Exploration and evaluation costs		
Assay and analytical	\$ 44,629	\$ 35,115
Camp costs	149,196	-
Core logging	48,320	-
Drilling	564,998	-
Equipment rental	88,655	3,225
Excavation	125,885	-
Field expenditures	151,695	17,076
Geological consulting	115,041	49,979
Field workers	93,369	14,000
Recoveries	-	(76,500)
Transportation	38,652	2,041
Total	\$ 1,420,440	\$ 44,936

The recoveries consist of government grants received from the Government of Newfoundland and Labrador under the Junior Exploration Assistance ("JEA") program. During the three-month period ended March 31, 2022 a grant received in the amount of \$nil (2021 - \$76,500) has been recognized under the JEA program related to exploration and evaluation expenditures incurred.

BURIN GOLD CORP.**NOTES TO CONDENSED INTERIM FINANCIAL STATEMENTS**

(Unaudited - Expressed in Canadian dollars)

For the three months ended March 31, 2022 and 2021

4. EQUIPMENT AND RIGHT-OF-USE ASSET

The Company entered into an office space lease agreement for a three-year term commencing April 1, 2021.

	Field Equipment	ROU Asset	Total
Cost			
Balance at December 31, 2020	\$ -	\$ -	\$ -
Additions	-	<u>71,912</u>	<u>71,912</u>
Balance at December 31, 2021	-	71,912	71,912
Additions	<u>54,257</u>	-	<u>54,257</u>
Balance at March 31, 2022	\$ 54,257	\$ 71,912	\$ 126,169
Accumulated Amortization			
Balance at December 31, 2020	\$ -	\$ -	\$ -
Amortization	-	<u>16,344</u>	<u>16,344</u>
Balance at December 31, 2021	-	16,344	16,344
Amortization	<u>3,519</u>	<u>7,627</u>	<u>11,146</u>
Balance at March 31, 2022	\$ 3,519	\$ 23,971	\$ 27,490
Carrying Amounts			
As at December 31, 2021	\$ -	\$ 55,568	\$ 55,568
As at March 31, 2022	\$ 50,738	\$ 47,941	\$ 98,679

5. LEASE LIABILITY

Lease liability	
Balance, December 31, 2020	\$ -
Additions	67,334
Finance expense	4,103
Lease payments	<u>(16,900)</u>
Balance, December 31, 2021	54,537
Finance expense	1,141
Lease payments	<u>(6,337)</u>
Balance, March 31, 2022	\$ 49,341
Current	\$ 23,057
Long term	<u>\$ 26,284</u>

The Company has applied an incremental borrowing rate of 9%.

BURIN GOLD CORP.**NOTES TO CONDENSED INTERIM FINANCIAL STATEMENTS**

(Unaudited - Expressed in Canadian dollars)

For the three months ended March 31, 2022 and 2021

5. LEASE LIABILITY (continued)

	March 31, 2022
Maturity analysis – contractual undiscounted cash flows	
2022	\$ 19,773
2023	27,125
2024	<u>6,844</u>
Total undiscounted lease liability, end of period	\$ 53,742

6. RELATED PARTY TRANSACTIONS

The remuneration of key management personnel, which includes directors, officers and a consulting company of which an officer is an employee, included amounts disclosed below, during the three-month period ended March 31, 2022 and 2021 were as follows:

	2022	2021
Payments to key management personnel		
Consulting fees	\$ -	\$ 9,000
Geological consulting	46,250	62,479
Professional fees	26,600	-
Share-based payments	<u>720,312</u>	<u>32,502</u>
	\$ 793,162	\$ 103,981

As at March 31, 2022, \$21,438 (December 31, 2021 - \$45,934) is included in accounts payable and accrued liabilities that is due to directors, officers, and companies with a director in common. Amounts due to related parties are non-interest bearing, with no fixed terms of repayments.

7. SHARE CAPITAL**Authorized Share Capital**

The Company is authorized to issue an unlimited number of common shares with no par value. The holders of common shares are entitled to receive dividends which are declared from time to time and are entitled to one vote per share at meetings of the Company. All shares are ranked equally with regards to the Company's residual assets.

Transactions

During the three months ended March 31, 2022, the Company did not issue any common shares.

During the year ended December 31, 2021, the Company issued:

- A total of 272,629 common shares valued at \$109,052 upon the cashless exercise of the Noel Option License on March 22, May 10, and July 23, 2021 (Note 4).
- 551,600 common shares for stock options exercised for gross proceeds of \$275,800 on July 20, 2021.
- 50,000 common shares for stock options exercised for gross proceeds of \$25,000 on July 23, 2021

BURIN GOLD CORP.**NOTES TO CONDENSED INTERIM FINANCIAL STATEMENTS**

(Unaudited - Expressed in Canadian dollars)

For the three months ended March 31, 2022 and 2021

7. SHARE CAPITAL (Continued)**Transactions (continued)**

- 7,781,815 units (the "Units") at a price of \$0.60 and 3,263,776 flow-through shares (the "FT Shares") at a price of \$0.69 on November 22, 2021 upon completion of an initial public offering (the "Offering") resulting in aggregate gross proceeds of \$6,921,094. The Offering was pursuant to the final prospectus of the Company dated November 10, 2021.

Each Unit comprises one common share of the Company and one-half of one common share purchase warrant of the Company. Each whole warrant is exercisable into one common share of the Company at an exercise price of \$0.85 per common share for a period of two years.

Commissions, legal fees, and corporate finance fees in the amount of \$561,814 were paid in connection with the Offering. In addition, the Company issued as corporate finance fees, 41,666 common shares, valued at \$24,006, and 642,187 broker warrants, valued at \$202,470 using the Black-Scholes Options Pricing model. The Company used the following assumptions when valuing the brokers warrants: dividend yield of 0%, expected volatility of 100%, risk free interest between of 1.04% and an expected life of 2 years. Each broker warrant entitles the holder to purchase one common share at a price of \$0.60 for a period of two years from the listing date.

Escrowed shares

As at March 31, 2022, the Company had 18,751,370 common shares subject to escrow release restrictions, of which 3,125,229 common shares will be released on May 22, 2022 and then every six months thereafter.

Stock options

The Company has issued stock options as approved by the Board of Directors who determine the vesting terms and conditions at the time of the grant. The exercise price of the options is fixed by the Board of Directors of the Company at the time of the grant at the market price of the common shares, subject to all regulatory requirements. Expected volatility has been determined using the share price of the Company for the period equivalent to the life of the options prior to grant date.

For options issued to employees, directors, officers, and technical consultants, the fair value at grant date is determined using a Black-Scholes option pricing model that takes into account the exercise price, the term of the option, the share price at grant date and expected price volatility of the underlying share, the expected dividend yield and the risk-free interest rate for the term of the option. The expected price volatility is based on the historic volatility (based on the remaining life of the options), adjusted for any expected changes to future volatility due to publicly available information.

Options issued to non-employees are measured based on the fair value of the goods or services received, at the date of receiving those goods or services. If the fair value of the goods or services received cannot be estimated reliably, the options are measured by determining the fair value of the options granted, using a valuation model.

During the three months ended March 31, 2022, the Company granted 2,386,600 (2021 – 250,000) stock options with a weighted average fair value of \$0.36 per option (2021 - \$0.30).

The following weighted average assumptions were used for the Black-Scholes option pricing model valuation of stock options granted.

BURIN GOLD CORP.**NOTES TO CONDENSED INTERIM FINANCIAL STATEMENTS**

(Unaudited - Expressed in Canadian dollars)

For the three months ended March 31, 2022 and 2021

7. SHARE CAPITAL (continued)**Stock options (continued)**

	March 31, 2022	March 31, 2021
Risk-free interest rate	1.64 %	0.92 %
Expected life of options	5 years	5 years
Expected annualized volatility	100 %	100 %
Forfeiture	-	-
Dividend	-	-

Stock option transactions are summarized as follows:

	Number of Options	Weighted average exercise price
Balance, December 31, 2020	1,250,000	\$ 0.50
Granted	500,000	0.50
Exercised	<u>(601,600)</u>	<u>(0.50)</u>
Balance, December 31, 2021	1,148,400	0.50
Granted	<u>2,386,600</u>	<u>0.54</u>
Balance, outstanding and exercisable, March 31, 2022	3,535,000	\$ 0.53

The following stock options were outstanding as at March 31, 2022:

Date of grant	Options Outstanding	Exercise Price	Expiry date	Remaining Life in Years
April 27, 2020	250,000	\$ 0.50	April 27, 2025	3.08
May 21, 2020	250,000	\$ 0.50	May 21, 2025	3.14
October 28, 2020	200,000	\$ 0.50	October 28, 2025	3.58
March 24, 2021	238,400	\$ 0.50	March 24, 2026	3.98
May 17, 2021	210,000	\$ 0.50	May 17, 2026	4.13
January 31, 2022	2,286,600	\$ 0.55	January 25, 2027	4.82
March 1, 2022	<u>100,000</u>	\$ 0.45	March 1, 2027	<u>4.92</u>
	3,535,000			4.42

Anti-dilution pooling agreements

On February 27, 2018 and March 20, 2018, the Company entered into anti-dilution pooling agreements with Daniel James and David Clark and issued 1,500,000 and 3,000,000 common shares to them, respectively. These shares are subject to share adjustment. If the shares issued exceed 5% and 10% of the issued and outstanding common shares of the Company on a fully-diluted basis on the date of a liquidity event, the Company shall purchase the excess shares for cancellation at a price of \$0.001 per share. Liability related to the required share adjustment is not recorded as it does not have material effect.

BURIN GOLD CORP.**NOTES TO CONDENSED INTERIM FINANCIAL STATEMENTS**

(Unaudited - Expressed in Canadian dollars)

For the three months ended March 31, 2022 and 2021

7. SHARE CAPITAL (continued)**Anti-dilution pooling agreements (continued)**

On May 28, 2021, the Company entered into Termination Agreements with David Clark and Daniel James to terminate the anti-dilution pooling agreements.

Anti-dilution option agreements

On April 4, 2018, the Company entered into anti-dilution option agreements with Daniel James and David Clark which allows them to purchase shares from the company at \$0.0001 per share in order to maintain ownership equal to 5.0% and 10.0% respectively of the issued and outstanding shares on a non-diluted basis. No amount is recognized as the vesting condition for these options are not expected to be satisfied.

On May 28, 2021, the Company entered into Termination Agreements with David Clark and Daniel James to terminate the anti-dilution option agreements.

Warrants

Warrant transactions are summarized as follows:

	Number of Warrants	Weighted average exercise price
Balance, December 31, 2020	267,460	\$ 0.40
Granted	<u>4,533,095</u>	<u>0.81</u>
Balance, December 31, 2021 and March 31, 2022	4,800,555	\$ 0.79

The following warrants were outstanding as at March 31, 2022:

Date of grant	Warrants Outstanding	Exercise Price	Expiry date	Remaining Life in Years
February 13, 2020	194,688	\$ 0.40	November 22, 2023	1.65
July 27, 2020	72,772	\$ 0.40	November 22, 2023	1.65
November 22, 2021	3,890,908	\$ 0.85	November 22, 2023	1.65
November 22, 2021	<u>642,187</u>	\$ 0.60	November 22, 2023	<u>1.65</u>
	4,800,555			1.65

8. FLOW-THROUGH SHARES

Pursuant to the terms of the flow-through share agreement, the Company is in the process of complying with its flow-through contractual obligations to subscribers with respect to the Income Tax Act (Canada) requirements for flow-through shares. Expenditures related to the use of flow-through share proceeds are included in exploration and evaluation expenditures but are not available as a tax deduction to the Company as the tax benefits of these expenditures are renounced to the investors.

On June 29, 2021, Bill C-30 received Royal Assent and became law. Bill C-30 resulted in the temporary extension of timelines for spending the capital raised through the issuance of flow-through shares by 12 months, for flow-through share agreements entered in 2019 or 2020. This extended the Company's timeline in respect of its obligations with respect to its 2020 flow-through financing from December 31, 2021 to December 31, 2022.

BURIN GOLD CORP.**NOTES TO CONDENSED INTERIM FINANCIAL STATEMENTS**

(Unaudited - Expressed in Canadian dollars)

For the three months ended March 31, 2022 and 2021

8. FLOW-THROUGH SHARES (continued)

The Company also indemnifies subscribers of the flow-through shares for taxable amounts that may become due if the Company does not complete its contractual obligations related to the flow-through shares.

As at March 31, 2022, the Company had \$1,089,635 (December 31, 2021 - \$2,379,289) in unspent flow-through funds and had a remaining flow-through liability of \$142,701 (December 31, 2021 - \$293,740).

9. FINANCIAL AND CAPITAL RISK MANAGEMENT**Capital management**

The Company's objectives when managing capital are to safeguard the Company's ability to continue as a going concern in order to pursue acquisition, exploration and evaluation of mineral properties and to maintain a flexible capital structure which optimizes the costs of capital at an acceptable risk. In the management of capital, the Company includes its components of shareholders' equity.

The Company manages the capital structure and makes adjustments to it in light of changes in economic conditions and the risk characteristics of the underlying assets. To maintain or adjust the capital structure, the Company may attempt to issue new shares, issue debt, acquire or dispose of assets or adjust the amount of cash.

The Company currently is not subject to externally imposed capital requirements. There were no changes in the Company's approach to capital management.

Risk management

The Company is exposed to risks that arise from its use of financial instruments. This note describes the Company's objectives, policies and processes for managing those risks and the methods used to measure them. Further quantitative information in respect of these risks is presented throughout these financial statements.

There have been no substantive changes in the Company's exposure to financial instrument risks, its objectives, policies and processes for managing those risks or the methods used to measure them from the previous year unless otherwise stated in the note.

General Objectives, Policies and Processes:

The Board of Directors has overall responsibility for the determination of the Company's risk management objectives and policies. The overall objective of the Board is to set policies that seek to reduce risk as far as possible without unduly affecting the Company's competitiveness and flexibility. Further details regarding these policies are set out below.

The Company is exposed through its operations to the following financial risks:

BURIN GOLD CORP.**NOTES TO CONDENSED INTERIM FINANCIAL STATEMENTS**

(Unaudited - Expressed in Canadian dollars)

For the three months ended March 31, 2022 and 2021

9. FINANCIAL AND CAPITAL RISK MANAGEMENT (continued)**Liquidity Risk**

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they become due. The Company's policy is to ensure that it will always have sufficient cash to allow it to meet its liabilities when they become due, under both normal and stressed conditions, without incurring unacceptable losses or risking damage to the Company's reputation. The key to success in managing liquidity is the degree of certainty in the cash flow projections. If future cash flows are fairly uncertain, the liquidity risk increases. The Company's financial obligations are limited to accounts payable and accrued liabilities, all of which have contractual maturities of less than a year, and a lease liability (Note 5).

Credit Risk

Credit risk is the risk of financial loss to the Company if a customer or a counterparty to a financial instrument fails to meet its contractual obligations. The Company is exposed to credit risk in its cash. The maximum credit risk represented by the Company's financial assets is represented by their carrying amounts. Concentration of credit risk exists with respect to the Company's cash as the entire amount is held at a single major Canadian financial institution. Credit risk on cash is minimized by depositing with only reputable financial institutions.

10. SEGMENT INFORMATION

The Company operates in one reportable operating segment, being the acquisition, exploration and evaluation of mineral properties in Canada, refer to Note 3.