



**Liberty Gold Corp.**

An Exploration Stage Company

**Management's Discussion and Analysis  
For the three and six months ended June 30, 2021.**

## MANAGEMENT'S DISCUSSION AND ANALYSIS

### Three and six months ended June 30, 2021.

This Management's Discussion and Analysis, dated as of August 12, 2021 is for the three and six months ended June 30, 2021 (the "MD&A"), and should be read in conjunction with the unaudited condensed interim consolidated financial statements for the three and six months ended June 30, 2021 of Liberty Gold Corp. (in this MD&A, also referred to as "Liberty Gold", or the "Company", or "we", or "our", or "us"), the related notes thereto (together, the "Interim Financial Statements"), and other corporate filings, including our Annual Information Form for the year ended December 31, 2020, dated March 26, 2021 (the "AIF"), available under our company profile on SEDAR at [www.sedar.com](http://www.sedar.com). Our reporting currency is the United States dollar ("\$", or "USD"); dollar figures in this MD&A are expressed in USD unless otherwise stated. Canadian dollars herein are expressed as "C\$"<sup>1</sup>.

This MD&A contains forward-looking statements that involve numerous risks and uncertainties. The Company continually seeks to minimize its exposure to business risks, but by the nature of its business, exploration activities and size, will always have some risk. These risks are not always quantifiable due to their uncertain nature. Should one or more of these risks and uncertainties, or those described under the heading "Risk Factors" in our AIF, which can be found on Liberty Gold's SEDAR profile at [www.sedar.com](http://www.sedar.com), and those set forth in this MD&A under the headings "Cautionary Notes Regarding Forward-Looking Statements", "Industry and Economic Factors that May Affect our Business" and "Other Risks and Uncertainties" materialize, or should underlying assumptions prove incorrect, then actual results may vary materially from those described in forward-looking statements.

#### HIGHLIGHTS:

- On August 11, 2021 we received the second of three staged payments of \$6.00 million on the sale of the Halilağa copper gold deposit in Turkey. A further \$6.00 million is due on August 11, 2022.<sup>2</sup>
- At Black Pine we announced the first modern mineral resource estimate (the "Mineral Resource")<sup>3</sup>:
  - The Mineral Resource has an effective date of May 1, 2021, is reported in a pit shell at a cut-off grade of 0.20 grams per tonne ("g/t") gold ("Au") and consists of:
    - An indicated mineral resource of 1,715,000 ounces of gold at an average grade of 0.51 g/t Au and contained in 105,075,000 tonnes; and
    - An inferred mineral resource of 370,000 ounces of gold at an average grade of 0.37 g/t Au and contained in 31,211,000 tonnes.
  - A high-grade subset of the Mineral Resource using a cut-off grade of 0.5 g/t Au consists of:
    - An indicated mineral resource of 1,020,000 ounces of gold at an average grade of 1.04 g/t Au and contained in 30,520,000 tonnes; and
    - An inferred mineral resource of 134,000 ounces of gold at an average grade of 0.94 g/t Au and contained in 4,440,000 tonnes.
- On-going 2021 drill program at Black Pine targeting step-out drilling on all of the resource zones; upgrading inferred portions of the resource to indicated for use in further economic studies; and discovery drilling throughout the 12 km<sup>2</sup> permitted drill area.
- Commenced Preliminary Economic Assessment ("PEA") at Black Pine.
- A 10,000 m RC drill program at Goldstrike began in May with a goal to convert inferred gold ounces as classified in the current resource estimate to indicated.
- We appointed a new Chief Operating Officer, Jonathan Gilligan, a senior mining executive with over 35-years of multi-commodity, international experience across technical services, capital projects, open pit mine construction and operations<sup>4</sup>.
- We appointed a new Vice President Business Development, Brian Martin, a mining finance professional with over 13 years of experience in mergers and acquisitions, corporate strategy, investor relations and capital markets<sup>5</sup>.
- At TV Tower we announced maiden resource estimates for five gold and copper deposits more than tripling the resource endowment<sup>6</sup>.

<sup>1</sup> As at June 30, 2021, the value of C\$1.00 was approximately \$0.81; the daily average OANDA Rate™

<sup>2</sup> See press release dated August 12, 2020. Press releases are available on [www.libertygold.ca](http://www.libertygold.ca) and under Liberty Gold's SEDAR profile at [www.sedar.com](http://www.sedar.com).

<sup>3</sup> See press release dated July 13, 2021

<sup>4</sup> See press release dated June 29, 2021

<sup>5</sup> See press release dated May 17, 2021

<sup>6</sup> See press release dated April 6, 2021

- From January 1, 2021, to the date of this MD&A, the Company has also received a total of C\$2,156,580 from the exercise of 3,594,300 Liberty Gold common shares purchase warrants (“Warrants”), issued pursuant to the bought deal financing that closed on October 2, 2018; the Warrants are each exercisable for C\$0.60 and expire on October 2, 2021.

## **OUTLOOK**

In 2021, Liberty Gold continues to advance our Black Pine and Goldstrike projects, with a primary focus on confirming Black Pine’s potential to host a tier 1 oxide gold deposit. In this regard, the Company has released the first modern mineral resource estimate in July 2021, and intends to release a PEA for Black Pine.

Project and development activities in 2021 will include completion of phase 3 metallurgical testing, acquisition of private land and water rights and the release of drill results from a 60,000 m drill program at Black Pine and a 10,000 m RC drill program at Goldstrike.

Liberty Gold began the year with a strong treasury of \$16.73 million in cash. These funds, along with the remaining staged payments from the Halilağa, the option on the Kinsley project, and anticipated exercise of \$0.60 Warrants issued as part of a financing in the fall of 2018, will enable us to continue to fund exploration and de-risking at Black Pine and Goldstrike.

At Liberty Gold, the safety and health of our employees, our contractors and the public come first and foremost. In fulfilling this commitment, Liberty and its management, supervisors, employees, and contractors recognize that each of us has the responsibility to make safety our top priority. In doing so, Liberty ensures compliance with all relevant laws and regulations, and will continue to keep up to date with the latest developments for management of the current pandemic of the novel coronavirus (COVID-19).

Our 2021 budget has been updated to \$21.36 million and our outlook for the year is as follows:

### ***Black Pine***

In February 2021, we received an amendment to the plan of operations (the “**PoO**”) which includes the untested area between the Rangefront target and the main permit area. It brings the total area under the PoO to 11.9 km<sup>2</sup> (2,941 acres) and the total area of permitted disturbance to 224.8 acres. This important milestone permits access to the largest undrilled target area in the Black Pine gold system, which is a focus for the 2021 drill program. The new PoO also permits access to a water well previously used by the historic mine operation, which is now being used to support drilling at Black Pine.

We announced the first modern Mineral Resource and have commenced a PEA. In Q4 2021, we also anticipate the release of results from 43 column tests from our Phase 3 metallurgical program.

A 60,000 metre (“m”) reverse circulation (“**RC**”) and 4,000 m core drill program is underway, focused on expanding the mineralized zone through step out drilling on existing targets, exploration of the untested area between the Rangefront and Discovery Focus Area, and testing of other undrilled or minimally drilled targets. The drill program will also facilitate the upgrade of inferred resources to indicated, and the collection of geotechnical and additional metallurgical data. Assay results from the 2021 program are pending, and have been subject to longer than normal lab turn-around times, due to a significant increase in drilling activity in the Great Basin, and COVID-19 related impacts, but initial results are anticipated in H2 2021.

Ongoing work to identify and procure process water is continuing throughout the year, as well as other engineering, hydrology, environmental baseline, land, permitting and access studies. The 2021 exploration program and budget at Black Pine has been increased to \$13.4 million from \$11.8 million in order to allow us to expand our RC drill program and increase site infrastructure.

### ***Goldstrike***

A 10,000 m RC drill program began in June with a goal to convert inferred gold ounces as classified in the current resource estimate to indicated, and to continue to de-risk the project. We will also continue with environmental baseline work and identifying process water sources. The 2021 exploration program and budget at Goldstrike is \$3.06 million.

## **OVERALL PERFORMANCE**

Liberty Gold’s long-term exploration success in the mining friendly region of the Great Basin has been driven by acquiring projects that were historical heap leach gold mines operating in a US \$300 to \$350 per ounce gold price environment, 20 to 25 years ago. All of Liberty Gold’s significant projects in the Great Basin were acquired with extensive historical exploration and mining databases and large land holdings covering broad target areas over a district scale.

Liberty Gold's expenditures for the six months ended June 30, 2021, as compared to our budgeted cash exploration and development expenditures on our property interests are summarized (in 000s) as follows:

Project	Liberty Gold ownership <sup>2</sup>	Minerals	Six months ended June 30, 2021		Budgeted expenditures for 2021
			Cash expenditures	Budgeted expenditures <sup>1</sup>	
Black Pine	100%	gold	\$4,676	\$4,687	\$13,457
Goldstrike	100%	gold	\$517	\$1,694	\$3,061
<b>Total</b>			<b>\$5,193</b>	<b>\$6,381</b>	<b>\$16,518</b>

<sup>1</sup> In July 2021, an amended budget was approved by the Company's Board of Directors (the "Board"). Amounts shown as budgeted expenditures for the entirety of 2021 reflect the amendment.

During the six months ended June 30, 2021, we incurred approximately \$7.98 million in total cash exploration and administrative expenditures against a budget over the same period of \$9.00 million, with the difference primarily due to the timing of expenditures on planned acquisitions, camp construction at Black Pine and drilling at Goldstrike.

### **Black Pine (100% owned and operated by Liberty Gold)**

The Black Pine property is a past-producing, heap leach gold mine located in southeastern Idaho, between Utah State Highway 30 and Interstate Freeway I-84. The property includes 645 federal lode claims, covering 5,088 hectares ("ha") and hosts a large, Carlin-style, sedimentary rock-hosted gold system, the surface footprint of which extends over an approximately 14 km<sup>2</sup> target area.

The main gold zone encompassing the historic Black Pine mine is not subject to seasonal drilling closures and can be accessed year-round, weather and road conditions permitting.

The Company recovered a large historical digital database, largely subsequent to its purchase, that includes drill data for 1,874 holes (191,500 m of drilling), as well as mined topography, blast hole and other mining data, and 4,950 rock and soil samples. The drill hole database includes collar and survey data, fire assay gold, acid-soluble gold and silver, rock type and alteration, and includes a large number of historic drill holes with unmined gold intercepts.

In January 2021 we published results from five large diameter core holes drilled to support phase 3 metallurgical column testing from the D-1, D-2 and D-3 zones including<sup>7</sup>:

- **3.32 g/t Au over 47.4 m**, including **12.5 g/t Au over 5.8 m** in LBP214C.
- **3.62 g/t Au over 8.1 m** and **1.27 g/t Au over 54.2 m**, including **2.51 g/t Au over 17.0 m** in LBP222C.
- **1.12 g/t Au over 13.4 m** and **3.16 g/t Au over 32.0 m** in LBP207C.
- **1.44 g/t Au over 16.5 m** and **1.36 g/t Au over 15.2 m** and **1.23 g/t Au over 7.6 m** in LBP197C.

Phase 1 large diameter metallurgical column tests were carried out in 2019 with the following results<sup>8</sup>:

- Six column leach tests produced a weighted average 78.9% gold extraction. With a range up to 92.8% gold extraction<sup>9</sup>.
- Gold extraction was rapid, with >80% of the leachable gold extracted within the first 10 days of column leaching.

Phase 2 metallurgical column testing was carried out on large diameter PQ core holes designed to sample a wide range of grades and rock types, primarily within the D-1 zone, with one hole in the D-2 zone and one testing historical drilling in the Rangefront Target, highlights include<sup>10</sup>:

- Twenty-nine column leach tests produced a weighted average 82.9% gold extraction<sup>13</sup>. With a range up to 94.5% gold extraction.
- Gold extraction was rapid, with >80% of the leachable gold extracted within the first 10 days of column leaching.
- Percent gold extraction is well-correlated with head grade, with the highest-grade composites returning the highest extraction numbers.

Gold extraction is relatively insensitive to particle size, with the exception of one sample from the southernmost "I" pit. All other composites can be projected to coarse particle sizes approximating run of mine conditions without

<sup>7</sup> See press release dated January 12, 2021.

<sup>8</sup> See details in press release dated June 16, 2020.

<sup>9</sup> Weighted average gold extraction is obtained using the following equation: (composite head grade (grams/tonnes) multiplied by extraction (%) for all head grades)/sum of all head grades. Using arithmetic averages tends to over-represent low grade composites and under-represent high grade composites. The arithmetic average of the six column tests is 78.0%.

<sup>10</sup> See details in press release dated August 18, 2020.

significant loss of gold extraction. Results generated by this program are comparable to historical column test results generated by Noranda in 1988 from oxide material obtained prior to mining.

Black Pine Resource

The first modern resource estimate, effective May 21, 2021, comprises a combination of shallow historic and Liberty Gold drilling through to the end of 2020, in 2,149 tightly spaced drill holes, representing 263,852 metres of drilling. The resource estimate is shown in the cut-off grade sensitivity table below. The resource is reported at a 0.2 g/t Au cut-off, appropriate for the anticipated mining methods (open-pit heap-leach). Of note is that 82% of the resource is Indicated and 18% is Inferred. The sensitivity table shows that, at successively higher cut-off grades, significant subsets of the resource remain, at high average grades.

Black Pine Project Pit-Constrained Classified Mineral Resource and Cut-Off Grade Sensitivity Table								
Cut-off	Indicated				Inferred			
Au, g/t	Tonnes	Au Grade (g/t)	Ounces Au	Ind % of Total	Tonnes	Au Grade (g/t)	Ounces Au	Inf % of Total
<b><i>0.20</i></b>	<b><i>105,075,000</i></b>	<b><i>0.51</i></b>	<b><i>1,715,000</i></b>	82	<b><i>31,211,000</i></b>	<b><i>0.37</i></b>	<b><i>370,000</i></b>	18
0.25	74,313,000	0.63	1,495,000	84	19,352,000	0.46	286,000	16
0.30	57,081,000	0.73	1,345,000	86	10,970,000	0.60	211,000	14
0.50	30,520,000	1.04	1,020,000	88	4,440,000	0.94	134,000	12
0.70	18,540,000	1.33	792,000	89	2,539,000	1.20	98,000	11
1.00	9,799,000	1.78	559,000	90	1,212,000	1.61	63,000	10
2.00	2,229,000	3.33	239,000	92	185,000	3.60	21,000	8

Notes:

- Mineral resources that are not mineral reserves do not have demonstrated economic viability.
- Mineral resources are reported at a 0.2 g/t Au cut-off (**indicated in bold lettering and italics in the table**) in consideration of potential open-pit mining and heap-leach processing. The Mineral Resource is constrained by a pit optimization.
- All other sensitivity cut-offs are applied to the in-pit Mineral Resource and represent subsets of the Mineral Resource.
- Rounding as required by reporting guidelines may result in apparent discrepancies between tonnes, grades, and contained gold content.
- The estimate of mineral resources may be materially affected by geology, environment, permitting, legal, title, taxation, sociopolitical, marketing, or other relevant issues.
- See additional resource estimate notes below.

Seventy-four percent of the resource ounces are located in the Discovery Zone, which amalgamates the high-grade oxide gold D-1, D-2 and D-3 discoveries into a single pit, with 26% of the resource located in seven additional satellite zones, as detailed in the Table below:

Black Pine Project Resource By Zone					
Zone	Classification	Tonnes	g/t Au	oz Au	% Ind & Inf
Discovery Zone	Indicated	77,103,000	0.54	1,342,000	88
	Inferred	15,571,000	0.38	191,000	12
CD Zone	Indicated	15,054,000	0.38	182,000	94
	Inferred	1,177,000	0.32	12,000	6
Rangefront Zone	Indicated	4,181,000	0.40	53,000	68
	Inferred	2,334,000	0.34	25,000	32
E Zone	Indicated	4,074,000	0.41	54,000	74
	Inferred	1,901,000	0.31	19,000	26
J Zone	Indicated	2,175,000	0.47	33,000	77
	Inferred	935,000	0.34	10,000	23
Back Range Zone	Indicated	967,000	0.56	17,000	28
	Inferred	2,481,000	0.54	43,000	72
M Zone	Indicated	1,521,000	0.67	33,000	65
	Inferred	1,040,000	0.53	18,000	35
Leach Pad	Indicated	-	-	-	0
	Inferred	5,771,000	0.28	52,000	100
<b><i>Total Resource</i></b>	<b><i>Indicated</i></b>	<b><i>105,075,000</i></b>	<b><i>0.51</i></b>	<b><i>1,715,000</i></b>	<b><i>82</i></b>
	<b><i>Inferred</i></b>	<b><i>31,211,000</i></b>	<b><i>0.37</i></b>	<b><i>370,000</i></b>	<b><i>18</i></b>

Mineral Resource shown in bold italic

## ESTIMATION METHODS

The resource estimate was completed by Michael Gustin, Senior Geologist, of MDA, a division of RESPEC. Mr. Gustin is an Independent Qualified Person as defined by National Instrument 43-101 Standards of Disclosure for Mineral Projects ("NI 43-101") in accordance with the Canadian Institute of Mining, Metallurgy and Petroleum ("CIM") Standards on Mineral Resources and Mineral Reserves, adopted by the CIM Council, as amended. Estimation methods are summarized below.

The gold mineral resources at the Black Pine Project were modeled and estimated by:

- Developing a geological model, reflecting low-angle fault control of mineralization hosted in receptive carbonate host rocks;
- evaluating the drill data statistically;
- interpreting low-, medium-, and high-grade gold-domain polygons on sets of cross sections spaced at 30-metre intervals;
- projecting the sectional mineral-domain polygons three-dimensionally to the drill data within each sectional window, thereby creating three-dimensional polygons;
- slicing the three-dimensional mineral-domain polygons along 10-metre-spaced vertical planes oriented perpendicular to the cross sections, and using these slices to recreate and rectify the gold mineral-domain polygons on the long sections;
- coding a block model comprised of 10 x 10 x 5 (x, y, z) metre blocks to the domains using the long-sectional mineral-domain polygons;
- analyzing the modeled mineralization geostatistically to aid in the establishment of estimation and classification parameters;
- interpolating gold grades into the model blocks using the mineral-domain coding to explicitly constrain the gold grade estimations; and
- evaluating the resulting model in detail prior to finalizing the mineral resource estimation.

The Black Pine Deposit mineral resources have been constrained to lie within optimized pit shells created using a gold price of USD \$1,800/ounce of gold. Additional inputs for the pit-optimizations include: Mining - \$2.30/tonne mined, heap leaching - \$2.59/tonne processed; and G&A cost of \$0.80/tonne at an assumed 10 million tonnes per year processing rate. Gold recoveries are based on equations derived from metallurgical data and vary by grade and rock unit. A refining cost of \$5/ounce and a 0.5% net smelter return royalty were also applied.

The Mineral Resource is based on 1,848 historical reverse circulation holes and 26 diamond core holes, as well as 259 reverse circulation and 16 core holes drilled by Liberty Gold. The historical holes at the Black Pine Project were primarily drilled from the mid 1980s to the late 1990s by Noranda and Pegasus Gold.

A technical report on the updated resource estimate will be prepared in accordance with NI 43-101 and filed within 45 days of this news release on Liberty Gold's issuer profile on SEDAR at [www.sedar.com](http://www.sedar.com)

### Black Pine Exploration

Exploration expenditures at Black Pine during the six months ended June 30, 2021, including non-cash items, totalled \$4.65 million, including: drilling expenditures (\$2.08 million), wages and salaries (\$1.03 million), and other additional expenditures (\$1.54 million). Total cash expenditures of \$4.68 million includes a \$0.35 million land acquisition and were in line with the \$4.69 million in the updated budget for the six months ended June 30, 2021.

### **Goldstrike (100% owned or controlled, and operated by Liberty Gold)**

Goldstrike is a Carlin-style, sediment-hosted gold system located in Washington County, southwest Utah (50 km northwest of St. George), with a stratigraphic and structural setting and gold mineralization similar to other sediment-hosted gold systems in the Great Basin. Historical exploration and mining within the property culminated with the operation of the Goldstrike mine, which from 1988 to 1996 produced oxidized disseminated-gold by heap-leach recovery from 12 open-pits. Historical mining records document a total of approximately 210,000 ounces of gold and 198,000 ounces of silver recovered from approximately 6.9 million tons of ore. The database includes historical exploration and mining records, including a large number of shallow drill holes with unmined oxide gold intercepts, and numerous untested gold targets. The property totals 7,261 ha in size and currently includes 856 owned and leased federal lode claims on Bureau of Land Management ("BLM") land, 43 leased patented claims and private parcels, and two Utah State leased parcels.

### Goldstrike Resource

In February 2018, the Company published a maiden resource estimate (the "Goldstrike Resource")<sup>11</sup> based on drilling results to the end of 2017 covering portions of the Main, Dip Slope, Peg Leg and Western zones. The Goldstrike Resource estimate was subsequently restated to reflect a cut-off grade of 0.20 g/t Au (compared to 0.25 g/t Au) as a result of economic considerations discussed in the PEA and now consists of: an indicated mineral resource of 925,000 ounces of gold at an average grade of 0.50 g/t Au (57,846,000 tonnes); and an inferred mineral resource of 296,000 ounces of gold at an average grade of 0.47 g/t Au (19,603,000 tonnes)<sup>12</sup>. The effective date for the data used in the resource estimate remains February 8, 2018, and all other parameters remain the same.

<sup>11</sup> See the "Independent Technical Report and Resource Estimate for the Goldstrike Project, Washington County, Utah, USA" effective February 8, 2018 and signed March 21, 2018 authored by Independent Qualified Persons David Rowe, CPG, of SRK Consulting (Canada) Inc., James N. Gray, P.Geo, of Advantage Geoservices and Gary Simmons, MMSA of GL Simmons Consulting LLC, and is in accordance with National Instrument 43-101 – Standards of Disclosure for Mineral Projects. The report is available under the Company's profile at [www.sedar.com](http://www.sedar.com) and is also available on the Company's website at [www.libertygold.ca](http://www.libertygold.ca).

<sup>12</sup> See the "Preliminary Economic Assessment and Independent Technical Report for the Goldstrike Project, Washington County, Utah USA", effective February 8, 2018 and dated July 16, 2018 co-authored by Independent Qualified Persons Bob McCarthy, P.Eng. Valerie Sawyer, SME, David Rowe, CPG and Neil Winkelmann, FAusIMM of SRK Consulting (Canada) Inc.; Gary Simmons, MMSA of GL Simmons Consulting, LLC; James N. Gray, P.Geo. of Advantage Geoservices Ltd; George Lightwood, SME, Russell Browne, P.E. and Michael Bidart, P.E. of Golder Associates Inc.

## Goldstrike PEA

A PEA at Goldstrike was published on July 10, 2018 providing a strong, base-case economic scenario upon which to expand the scope and scale of the project with ongoing drilling. The PEA confirms the potential for a modest capital intensity, low operating cost, open-pit, run-of-mine, heap-leach operation, with a 7.5-year mine life and highly attractive economics.

The PEA was prepared by SRK Consulting (Canada) Inc., of Vancouver, British Columbia, Golder Associates Inc. of Reno, Nevada, Kappes Cassiday and Associates of Reno, Nevada, Advantage Geoservices of Osoyoos, British Columbia and GL Simmons Consulting LLC of Larkspur, Colorado.

The PEA is preliminary in nature and includes inferred mineral resources that are too speculative geologically to have economic considerations applied to them that would enable them to be categorized as mineral reserves. There is no certainty that PEA results will be realized. Mineral resources are not mineral reserves and do not have demonstrated economic viability.

Important project metrics are presented in the following tables:

Assumptions	
Gold Price	\$1,300/oz
Production Profile	
Total Tonnes of Mineralized Material Mined and Processed	59.3 million tonnes
Total Tonnes Waste Mined	70.6 million tonnes
Head Grade	0.48 grams per tonne ("g/t")
Mine Life	7.5 years
Tonnes per Day Mineralized Material Mined	22,500 tonnes per day
Strip Ratio (Waste: Mineralized Material)	1.2:1
Average Gold Recovery	78%
Total Gold Ounces Mined	915,516 troy ounces ("oz")
Total Gold Ounces Recovered	713,000 oz
Average Annual Gold Production	95,000 oz
Peak Annual Gold Production	117,855 oz
Unit Operating Costs	
Life of Mine ("LOM") Average Cash Cost <sup>1</sup>	\$642/oz
LOM Average Adjusted Cash Cost <sup>2</sup>	\$675/oz
LOM Cash Cost plus All-in Sustaining Cost ("AISC") <sup>3</sup>	\$793/oz
Project Economics	
Royalties (estimate; royalties differ slightly by location and gold price)	2.50%
Pre-tax NPV <sub>5%</sub> / After-Tax NPV <sub>5%</sub>	\$176.2 million/\$129.5 million
Pre-tax IRR / After-Tax IRR	34.8%/29.4%
Undiscounted Operating Pre-Tax Cash Flow/After-Tax Cash Flow	\$259.3 million/\$195.5 million
After-Tax Payback Period	2.3 years

<sup>1</sup>Includes mining cost, mine-level G&A, leaching and refining cost; <sup>2</sup>Includes the above plus royalties; <sup>3</sup>Includes the above plus sustaining and closure costs.

Capital Requirements	Initial	LOM
Mining Capital	\$23.50 million	\$61.30 million
Total Infrastructure Capital	\$31.40 million	\$35.10 million
Total Processing Capital	\$48.30 million	\$68.40 million
Closure Costs	-	\$20.00 million
Owners Costs	\$10.00 million	\$10.00 million
<b>Total Capital Costs</b>	<b>\$113.20 million</b>	<b>\$194.80 million</b>

The PEA Study utilizes open pit mining with mine planning based on economic pit shells generated by mine planning software. Mine production is planned at 22,500 tonnes per day or 8.2 million tonnes per year of leach feed (mineralized) material. With an average waste to leach feed material strip ratio of 1.2 to 1, the average mining rate is approximately 50,000 tonnes per day of leach feed and waste material. The open pit mining at Goldstrike was designed utilizing an owner-operated, conventional mine fleet of front-end loaders and trucks.

### *PEA Sensitivities*

The PEA examines the effect on NPV<sub>5%</sub> of up to a 40% increase or decrease in capital and operating expenditures. NPV<sub>5%</sub> is strongly influenced by the price of gold. The following tables show the effect of gold price on the IRR and NPV.

The base case is shaded grey. At \$1700 /oz gold price the PEA Study outlines robust economics demonstrating a 52.4% post-tax IRR and an NPV<sub>5%</sub> or \$291.7 million.

Post-tax IRR in %		Gold Price/oz				
		\$900	\$1,100	\$1,300	\$1,500	\$1,700
Operating Cost	-40.0%	19.5%	32.9%	44.5%	55.2%	64.9%
	-20.0%	9.2%	24.6%	37.3%	48.5%	58.9%
	0.0%	-3.7%	15.2%	29.4%	41.5%	52.4%
	20.0%	N/A	3.8%	20.7%	34.0%	45.6%
	40.0%	N/A	-13.3%	10.5%	25.8%	38.3%

  

Base Case NPV5% of \$129.5M		Gold Price/oz				
		\$900	\$1,100	\$1,300	\$1,500	\$1,700
Capital Costs	-40.0%	\$21.4	\$102.6	\$183.7	\$264.7	\$344.8
	-20.0%	(\$6.5)	\$75.5	\$156.6	\$237.7	\$318.7
	0.0%	(\$35.2)	\$48.1	\$129.5	\$210.6	\$291.7
	20.0%	(\$67.7)	\$20.4	\$102.3	\$183.5	\$264.6
	40.0%	(\$101.4)	(\$7.8)	\$74.8	\$156.4	\$237.5

### Project Enhancement Opportunities

The PEA demonstrates the potential economic viability of the Goldstrike project. The PEA also outlines a number of opportunities for project enhancement, including additions to the resource base, consideration of the silver endowment, and optimization of the miner plan. The PEA excludes the impact of the 2018 and 2019 drill results.

### Goldstrike Exploration

Phase 2 metallurgical drilling and column testing provided additional support for a simple heap leach mining scenario. Gold extractions from 29 column tests from holes drilled in the western and northern portions of the deposit were rapid and >80% of the leachable gold was extracted within 10 days, with final column leach gold extractions ranging up to 95%. The Phase 2 metallurgical testing brings the total number of oxide column tests for the property to 49.

The RC drill program at Goldstrike has completed 2,600 m to the end of June 2021, focussed on infill drilling in the Beavertail deposit and the Hamburg Pit area of the Main zone.

For the six months ended June 30, 2021, cash expenditures at Goldstrike of \$0.52 million were lower than the \$1.69 million budgeted due mainly to the drill program commencing later than anticipated due to drill availability.

### TV Tower (62.9% owner and operator)

The 9,065 ha TV Tower gold-silver-copper property is located in northwestern Turkey. Our interest in TV Tower is held through a 62.9% shareholding in Orta Truva Madencilik Sanayi ve Ticaret Anonim Şirketi ("**Orta Truva**"), the legal entity that holds title to the licenses that comprise the property. Teck Madencilik Sanayi Ticaret A.Ş. ("**TMST**"), a subsidiary of Teck Resources Limited, is our joint venture partner at TV Tower and holds the remaining 37.1% of Orta Truva.

A maiden resource estimate for five gold and copper deposits was announced on April 6, 2021, see further details in the Technical Report<sup>13</sup>, available at [www.sedar.com](http://www.sedar.com) under Liberty Gold's profile and on Liberty Gold's website.

The TV Tower Property is divided into South ("**South TVT**") and North ("**North TVT**") resource areas. The South TVT resource area contains four geographically separate deposits (Kayalı and Yumruadağ oxide gold deposits and Hilltop and Valley Au-Cu porphyry deposits), all located within a 4 km<sup>2</sup> area.

The North TVT resource area, located approximately 7 km north of the South TVT resource area, hosts two deposits: the Columbaz Au-Cu porphyry and the Küçükdağ high sulphidation epithermal ("**HSE**") Au-Ag-Cu deposit ("**North TVT KCD**"). The former is comprised of two resource zones based on mineralogy and anticipated milling technique: North TVT Au-Cu Porphyry and North TVT Oxidized Porphyry. KCD was the subject of a 2014 resource estimate that is still current. All deposits are open for extension laterally and to depth.

The following table shows a summary of the resource:

Deposit	Indicated Resource	Tonnes x10 <sup>6</sup>	Grade				Metal Content				Cut-off grade
			Au	Ag	Cu	AuEq <sup>2</sup>	Au	Ag	Cu	AuEq <sup>2</sup>	
			g/t	g/t	%	g/t	oz	oz	lb	oz	
All south TVT deposits	All mineralization types	59.19	0.28	-	0.17	-	540	-	218,393	1,084	
Kayalı, Yumruadağ, Hilltop	south TVT oxide gold	20.35	0.42	-	-	0.42	276	-	-	276	0.2 g/t Au
Kayalı	south TVT supergene copper	2.99	-	-	0.41	-	-	-	27,151	-	0.2% Cu

<sup>13</sup> See news release dated May 18, 2021

Hilltop, Yumrudağ, Valley	south TVT Au-Cu porphyry	35.85	0.23	-	0.24	0.7	264	-	191,242	808	0.4 g/t AuEq <sup>2</sup>
All north TVT KCD <sup>1</sup>	All mineralization types	23.1	0.63	27.6	0.16	1.34	470	20,500	78,900	996	0.5 g/t AuEq <sup>3</sup>
Deposit	Inferred Resource	Tonnes x10 <sup>6</sup>	Grade				Metal Content				Cut-off grade
			Au	Ag	Cu	AuEq <sup>2</sup>	Au	Ag	Cu	AuEq <sup>2</sup>	
			g/t	g/t	%	g/t	oz	oz	lb	oz	
All south TVT deposits	All mineralization types	104.45	0.23	-	0.16	-	761	-	359,589	1,475	
Kayalı, Yumrudağ, Hilltop	south TVT oxide gold	42.48	0.37	-	-	0.37	501	-	-	501	0.2 g/t Au
Kayalı	south TVT supergene copper	12.65	-	-	0.39	-	-	-	108,652	-	0.2% Cu
Hilltop, Yumrudağ, Valley	south TVT Au-Cu porphyry	49.32	0.16	-	0.23	0.61	260	-	250,937	974	0.4 g/t AuEq <sup>2</sup>
All north TVT KCD	All mineralization types	35.53	0.36	-	0.12	-	409	-	93,153	674	
Columbaz	north TVT oxidized porphyry	3.38	0.36	-	-	0.36	39	-	-	39	0.2 g/t Au
Columbaz	north TVT Au-Cu porphyry	32.15	0.36	-	0.13	0.61	370	-	93,153	635	0.4 g/t AuEq <sup>2</sup>
All north TVT KCD <sup>4</sup>	All mineralization types	10.77	0.15	45.7	0.06	1.01	53	15,800	14,900	351	0.5 g/t AuEq <sup>3</sup>

<sup>1</sup>Current mineral resource estimate in 2014; details provided in the 2014 Technical Report filed under Liberty Gold's profile on [www.sedar.com](http://www.sedar.com)

<sup>2</sup>Gold Equivalent ("AuEq") for 2021 resource calculated using the following equation: Au in g/t + Copper ("Cu") % / 0.6686 x 1.338. The gold equivalent formula was based on the following parameters: Cu price \$3.40/lb, Au \$1600/oz, Cu recovery: 87%, Au recovery: 65%.

<sup>3</sup>AuEq calculated in 2014 using a ratio of Au:Ag of \$1200:\$20 at 75% recovery and Cu at \$3.00/lb at 70% recovery.

The KCD Mineral Resource Estimate was completed in 2014 and remains current by inclusion in the revised TV Tower Technical Report.

The resource estimate (other than that included in the 2014 Technical Report) was completed by Mr. Mehmet Ali Akbaba, P. Geo., AIPG, an Independent Qualified Person as defined by NI 43-101, in accordance with the CIM Standards on Mineral Resources and Mineral Reserves, adopted by the CIM Council, as amended. Estimation methods are summarized below. Further details of the estimation methods and procedures will be available in the TV Tower Technical Report, authored by DAMA Mühendislik A.Ş. ("DAMA"), has an effective date of February 9, 2021 and which will be available on SEDAR ([www.sedar.com](http://www.sedar.com)) and on Liberty Gold's website prior to May 21, 2021.

The resource estimate is based on results from 30,055.2 m of drilling in 122 drill holes (113 core and nine reverse circulation) for the deposits (i.e., Hilltop, Yumrudağ, Valley and Kayalı) in the TV Tower South area and 8,353.1 m of drilling in 11 drill holes for the Columbaz prospect in the TV Tower North area.

Quality-control data generated for the various drill programs were independently verified by DAMA as part of the project review. The resource model consists of a detailed three-dimensional geological model including lithological and grade domains. These, in turn, were used to constrain the interpolation of gold and copper grades. Block grades were estimated by ordinary kriging.

Blocks sizes are 10 x 10 x 5 m for the South TV Tower deposits and 20 x 20 x 10 m the North TV Tower (Columbaz) deposit. In the South TV Tower database, a total of 9,981 individual assay intervals averaging 1.47 m in length were composited into a total of 7,753 composite intervals of 2.00 m length, while a total of 2,771 individual assay intervals with an average length of 1.42 m in the Columbaz deposit at the North TV Tower sector were composited into a total of 1,978 composite intervals of 2.00 m length.

Gold and copper assay data were reviewed statistically to determine appropriate grade capping levels by domain. A total of 95 gold assays and 51 copper assays in the South TV Tower database and a total of 14 gold assays in the North TV Tower database were capped prior to compositing.

All North TV Tower mineralization (i.e., Columbaz) within the pit shell was classified as Inferred. For the South TV Tower deposits, Mineral Resources estimated with a minimum of two holes and 4 composites within 50 m were classified as Indicated, while all other above cut-off material within the pit shell was classified as Inferred.

The mineral resources are confined within a Micromine pit shell generated by DAMA to ensure reasonable prospects of economic extraction. The pit shell was based on the following parameters: Au: \$1,600/oz; Cu: \$3.40/lb; Mining cost \$1.00/t; processing and G & A (oxide) \$5.00/t; processing and G&A \$12.35 (sulphide); Recovery: Au (oxide) = 91%; Cu(oxide) = 76%; Au(sulphide) = 65%; Cu (sulphide and supergene) = 87%; Overall pit slope: 50°. Tonnage estimates are based on 1,878 density measurements from the TV Tower South and 642 density measurements from the TV Tower North, which were used to assign average values to lithologic domains of the block model.

Expenditures at TV Tower for the six months ended June 30, 2021 of \$0.13 million were lower than the budget for the same period of \$0.20 million due primarily to the timing of property and permitting expenditures.

### Other Projects:

#### Kinsley (79.99% owner and operator) – Under Option

As at June 30, 2021, Liberty Gold's interest in Kinsley was approximately 79.99%. Intor Resources Corporation ("Intor") held the remaining 20.01% interest. On June 2, 2020, we received the first of staged payments pursuant to the purchase-option agreement to sell 100% of the Company's share of Kinsley to New Placer Dome (as amended, the "Kinsley Agreement") signed December 2, 2019. Pursuant to the terms of the Kinsley Agreement, the consideration is to be paid in three stages as follows (the "Kinsley Transaction"):

- \$1.25 million plus 8,844,124 common shares in New Placer Dome ("NPD Shares") (subject to a contractual 12 month hold period), totalling 9.9% of issued and outstanding NPD Shares (received on June 2, 2020).

- \$2.5 million on or before June 2, 2021. As at the date of this MD&A, the Company has not yet received this payment, and is in discussions with New Placer dome on a possible amendment to the payment terms of the Kinsley Agreement.
- NPD Shares with a value of \$2.5 million on or before June 2, 2022 (subject to a 4-month statutory hold period).
- A 1% NSR on the acquired interest in Kinsley, of which up to one-half percent (0.5%) can be repurchased by New Placer Dome for \$500,000.

An updated technical report on the Kinsley project was filed on February 21, 2020 and is available on SEDAR under New Placer Dome's profile.

*The Company has delineated mineral resources at each of Black Pine, Goldstrike, Kinsley, TV Tower and Halilağa (Kestane). The Company's other targets on its property interests are at an earlier stage and do not contain any mineral resource estimates as defined by National Instrument 43-101 Standards of Disclosure for Mineral Projects ("NI 43-101"). With the exception of those deposits already delineated, the potential quantities and grades disclosed in this MD&A are conceptual in nature, and there has been insufficient exploration to define a mineral resource estimate for other targets disclosed herein. It is uncertain if further exploration will result in these targets being delineated as a mineral resource. Additional information about Goldstrike and Black Pine and our other projects is also summarized in our AIF and the respective NI 43-101 Technical Reports and can be viewed under the Company's issuer profile on SEDAR at [www.sedar.com](http://www.sedar.com).*

#### Non-GAAP Measures and Other Financial Measures

This MD&A presents certain financial performance measures, including AISC, cash cost and total cash cost that are not recognized measures under International Financial Reporting Standards ("IFRS"). This data may not be comparable to data presented by other issuers. The Company believes that these generally accepted industry measures are realistic indicators of operating performance and are useful in allowing comparisons between periods. Non-GAAP financial performance measures should be considered together with other data prepared in accordance with IFRS. This MD&A contains non-GAAP financial performance measure information for a project under development incorporating information that will vary over time as the project is developed and mined. It is therefore not practicable to reconcile these forward-looking non-GAAP financial performance measures.

#### **SELECTED FINANCIAL INFORMATION**

Management is responsible for the financial statements referred to in this MD&A and provides officers' disclosure certifications filed with the Canadian provincial securities commissions.

The Interim Financial Statements have been prepared in compliance with IAS 34, Interim Financial Reporting, and should be read in conjunction with Liberty Gold's audited consolidated financial statements for the year ended December 31, 2020 (the "Annual Financial Statements"), which have been prepared using accounting policies in compliance with International Financial Reporting Standards, as issued by the International Accounting Standards Board ("IFRS"). The Interim Financial Statements have been prepared using accounting policies consistent with those used in the Annual Financial Statements. The Company's board of directors (the "Board") approved the Annual Financial Statements and corresponding MD&A.

#### *Presentation*

Management has determined that Liberty Gold Corp. has a C\$ functional currency because it, as the parent entity, raises its financing and incurs head office expenses in Canadian dollars. In order to enhance comparability with our peers and as a better representation of the principal currency used by the mining and mineral exploration industry, the presentation currency of our consolidated financial statements is USD.

The Company operates in one segment – the exploration for gold, copper, and other precious and base metals, and in three geographic locations: Canada, the USA, and Turkey. Information discussed herein reflects the Company as a consolidated entity, consistent with our determination that the segment in which we operate provides the most meaningful information.

## Results of Operations

The following financial data (in \$ millions, except per share amounts) are derived from our consolidated financial statements for the three and six months ended June 30, 2021 and 2020 respectively:

	Three months ended		Six months ended	
	June 30,		June 30,	
	2021	2021	2021	2020
Total revenues	\$nil	\$nil	\$nil	\$nil
Net loss for the year and attributable to shareholders	\$6.78	\$1.81	\$11.75	\$2.16
Basic and diluted loss per share and attributable to shareholders	\$0.03	\$0.01	\$0.04	\$0.01

### ***Three and six months ended June 30, 2021 vs. three and six months ended June 30, 2020***

Loss from operations for the three and six months ended June 30, 2021 of \$6.78 million and \$11.75 million respectively were higher than the losses of \$1.81 million and \$2.16 million respectively incurred in the comparative period due primarily to greater losses on the mark to market fair value financial assets. Income earned on the sale of our 15% NPI interest in the Regent Property and consideration received on the purchase-option agreement on the Griffon property, also offset the losses in the 2020 comparative periods.

Net cash operating outflows of \$4.06 million and \$6.86 million in the three and six months ended June 30, 2021 were higher than the \$3.16 million and \$4.35 million in the comparative 2020 periods primarily due to increased exploration and evaluation expenditures. Exploration and evaluation expenditures were higher by \$1.36 million and \$1.90 million respectively in the three and six months ended June 30, 2021.

#### *Exploration and evaluation expenditures*

Exploration and evaluation expenditures during the three and six months ended June 30, 2021 totalled \$4.11 million and \$5.45 million respectively compared to \$2.75 million and \$3.55 million during the respective comparative periods in 2020. The increase primarily reflects expenditures at Black Pine of \$4.65 million in the six months ended June 30, 2021 as compared to \$3.14 million in the comparative 2020 period.

#### *Stock-based compensation*

The expense reflects (i) the fair value of grants of employee stock options ("Options") to purchase common shares of the Company ("Common Shares"), Restricted Share Units ("RSUs") and Deferred Share Units ("DSUs") during prior periods, and (ii) the diminishing impact of Options and RSUs granted in prior periods as they vest. Stock-based compensation expense should be expected to vary from period to period depending on several factors, including whether Options, RSUs or DSUs are granted in a period, and the timing of vesting or cancellation of such equity instruments.

Stock-based compensation for the three and six months ended June 30, 2021 totalled \$0.40 million and \$1.14 million respectively (three and six months ended June 30, 2020: \$0.14 million and \$0.81 million respectively). These amounts do not include values recorded as part of exploration and evaluation expenditures (\$0.20 million and \$0.38 million respectively in the three and six months ended June 30, 2021 and \$0.09 million and \$0.17 million respectively in the three and six months ended June 30, 2020). The total expense is higher than in the comparative period primarily due to the grant of 677,250 stock options to Directors of the Company and one-third of the RSUs granted to a new employee, which vested immediately.

In determining the fair market value of stock-based compensation granted to employees and non-employees, management makes significant assumptions and estimates. These assumptions and estimates have an effect on the stock-based compensation expense recognized and on the contributed surplus balance on our statements of financial position. Management has made estimates of the life of the Options, the expected volatility, and the expected dividend yields that could materially affect the fair market value of this type of security. Estimates were chosen after reviewing the historical life of the Options and analyzing share price history to determine volatility.

#### *Wages and benefits*

Certain office and general expenditures incurred in Canada and wages and benefits relating to certain Canadian personnel are incurred on a cost-recovery basis through an administration and technical services agreement (the "**Oxygen Agreement**") with Oxygen Capital Corporation ("**Oxygen**"), a related party (see also in this MD&A, "*Related Party Transactions*").

Un-allocated wages and benefits for the three and six months ended June 30, 2021 totalled \$0.37 million and \$0.92 million respectively which were higher than the comparative periods in 2020 of \$0.29 million and \$0.63 million respectively due mainly to salary and staffing increases.

A significant portion of our remuneration costs are included in exploration expenditures based on the nature of the work undertaken in the period. Wages and benefits included under the heading of exploration expenditures totaled

\$0.70 million and \$1.18 million respectively in the three and six months ended June 30, 2021 as compared to \$0.42 million and \$0.69 million respectively in the comparative 2020 periods. The increase in 2021 as compared to 2020 is due to the increase in staffing in the current period.

#### *Other income and expenses*

In the three and six months ended June 30, 2021, the Company recorded other expenditures (net) of \$1.41 million and \$3.12 million respectively, as compared to other income (net) of \$1.77 million and \$3.69 million respectively in the comparative periods in 2020. The greater loss of \$3.18 million and \$6.81 million respectively is primarily due to the following:

- i) a \$0.33 million loss recorded after the Company fell victim to a cyber-scam in Q1 2021;
- ii) a \$3.59 million loss recorded on the change in fair value of the Company's other financial assets compared to a \$1.73 million gain in the same period in 2020;
- iii) a \$1.37 million gain recorded on the sale of our 15% NPI interest in the Regent property in Nevada to Ely Gold in 2020;
- iv) a foreign exchange loss of \$0.57 million in the six month period ended June 30, 2021 as compared to a foreign exchange gain of \$0.13 million in the comparative 2020 period primarily due to foreign exchange on the remaining guaranteed staged payments on the sale of our interest in the Halilağa property;
- v) partially offset by a \$0.71 million gain recorded on the sale of three of our 100% owned portfolio properties, consisting of Anchor, Stateline and Sandy, as well as three of our 49% owned properties (Brik, Easter and Viper), to Raindrop Ventures Inc. (CSE:RAYN) ("Raindrop").

#### *Other comprehensive loss*

Net other comprehensive loss consists of the impact of exchange gains and losses from the translation of our operations with a non-USD functional currency.

The Canadian dollar appreciated 3.0% relative to the value of the USD in the period between January 1, 2021 and June 30, 2021 (during the same period in the comparative year it depreciated 4.6%). As a result, for the three and six months ended June 30, 2021, foreign exchange gains on translations of \$0.53 million and \$0.80 million respectively were recognized (three and six months ended June 30, 2020: foreign exchange gains of \$0.41 million and foreign exchange losses of \$0.70 million respectively). The impact from exchange differences will vary period to period depending on the rate of exchange.

### **Financial Position**

The following financial data (in \$ millions) are derived from our Interim Financial Statements as at June 30, 2021 and our Annual Financial Statements as at December 31, 2020:

	<u>June 30, 2021</u>	<u>December 31, 2020</u>
Total assets	\$56.83	\$60.39
Current liabilities	\$6.90	\$6.01
Non-current financial liabilities	\$0.49	\$0.27
Cash dividends declared	\$nil	\$nil

#### *Total assets*

The \$3.56 million decrease in total assets as at June 30, 2021 compared to December 31, 2020 reflects cash expenditures including primarily, exploration and evaluation, wages and benefits, and office and general expenditures of \$6.88 million in aggregate, and to other financial assets held with a fair value of \$3.45 million as at June 30, 2021 as compared to \$6.34 million as at December 31, 2020. These were offset by \$4.74 million received on the exercise of Options and Warrants, by the unwinding of the Halilağa Staged Payments, an increase in current liabilities, exploration assets and plant and equipment.

#### *Current liabilities*

Current liabilities include \$4.38 million relating to the initial consideration pursuant to the Kinsley Agreement. The liability is a derivative recognising a deferral of the income received, until either the closing or termination of the Kinsley Agreement. Accounts payable increased by \$0.84 million over the December 31, 2020 balance due to the timing of payments.

#### *Non-current financial liabilities*

At June 30, 2021, and December 31, 2020, our non-current liabilities include (i) liabilities recorded in recognition of a statutory obligation in Turkey to accrue for lump-sum termination payments for employees when their employment is terminated due to retirement or for reasons other than resignation or misconduct, (ii) the non-current lease liability, and

(iii) estimates for reclamation work to be performed on exploration properties. The increase in non-current financial liabilities as at June 30, 2021 as compared to December 31, 2020 of \$0.22 million is due primarily to a \$0.12 million decommissioning liability relating to the Kinsley property, that was previously classified as a current liability as at December 31, 2020. The increase is also attributable to lease liabilities recognized in the current period, partially offset by lease payments made in the period. As at June 30, 2021, a deferred tax liability of \$2.11 million was recognised in Orta Truva (December 31, 2020: \$1.87 million), arising from foreign exchange on the tax basis of our assets held in Turkey. This is not classified as a financial liability.

#### Shareholders' equity

During the six months ended June 30, 2021, 53,780 RSUs were converted into Common Shares on vesting. There were 49,341 DSUs granted during the period and 150,000 RSUs were granted during the period of which one third vested immediately. 1,127,250 Options were granted and 3,152,968 Options with a weighted average exercise price of C\$0.52 were exercised during the same period.

6,849,861 Warrants were exercised during the six months ended June 30, 2021, at a weighted average exercise price of C\$0.63.

Refer also to discussion in this MD&A under heading, "Outstanding Share Data". The Company has not declared any dividends since incorporation and does not expect this will change in the near future.

## SUMMARY OF QUARTERLY RESULTS

The following information (in thousands of \$, except per share amounts) is prepared on a consistent basis with IFRS applicable to interim financial reporting including IAS 34, and is derived from, and should be read in conjunction with, our Annual Financial Statements, our consolidated financial statements for the year ended December 31, 2019, and the interim condensed consolidated financial statements for each of the quarters in 2020 and 2019.

### Condensed interim consolidated statements of loss and comprehensive income (loss):

(In 000's of dollars except per share amounts)	June 30 2021	Mar 31 2021	Dec 31 2020	Sep 30 2020	Jun 30 2020	Mar 31 2020	Dec 31 2019	Sep 30 2019
<b>Net income (loss) attributable to the shareholders:</b>	\$	\$	\$	\$	\$	\$	\$	\$
Net income (loss) for the period	(6,777)	(4,978)	(3,223)	12,866	(1,807)	(354)	(4,401)	(2,931)
Exchange differences on translating foreign operations	532	270	1,375	520	411	(1,109)	123	(197)
Basic and diluted income (loss) per share	(0.03)	(0.02)	(0.01)	0.05	(0.01)	(0.00)	(0.02)	(0.01)

The three months ended June 30, 2021 showed higher losses than in the previous quarter due to increased exploration and evaluation expenditures of \$2.78 million, due to the exploration program not commencing until April, and the recognition of a gain on the sale of the exploration properties to Raindrop in the preceding quarter of \$0.71 million. The higher losses were offset by a decreased loss recognised on the change in fair value of financial assets of \$0.78 million over the preceding quarter.

The three months ended March 31, 2021 showed higher losses due to the change in fair value of other financial asset losses of \$2.18 million, lower consideration received on purchase-option agreements of \$2.84 million compared to the \$3.17 million gain recognised on the Baxter Spring Agreement in the previous quarter, partially offset by the \$0.71 million gain recognised on the sale of the exploration properties to Raindrop. There were also lower exploration and evaluation expenditures of \$2.12 million and decreased foreign exchange losses of \$0.82 million, as compared to the previous quarter.

Exploration expenditures of \$3.55 million, foreign exchange losses of \$1.03 million, and wages and benefits of \$0.66 million were the largest contributors to the loss during the three months ended December 31, 2020. Exploration expenditures during the three months ended December 31, 2020 were primarily due to the Black Pine drill program, attributable to \$2.95 million of the expenditures. Also contributing to the loss, the Company recognized foreign exchange losses of \$1.03 million as a result of the 4.9% weakening of the USD compared to the Canadian dollar in the three-month period ended December 31, 2020 as compared to the three-month period ended September 30, 2020. Other income (expenses) of \$2.12 million during the three months ended December 31, 2020 was lower than the \$17.18 million recognized in the comparative period, primarily due to the net gain on sale on the sale of the Company's interest in Halilağa

of \$19.10 million in the third quarter. The loss was partially offset by the \$3.17 million gain recognized the signing of an option on the Baxter Springs property for which we received \$0.25 million in cash and 14,986,890 common shares in Huntsman Exploration Inc. (TSXV:HMAN) (“Huntsman”) equal to 19.5% of the issued and outstanding shares in Huntsman (the “**Baxter Spring Agreement**”).

During the three months ended September 30, 2020, the largest contributor to net income was the net gain on the sale of the Company’s interest in Halilaga of \$19.10 million. This was partially offset by a higher loss from operations than in the previous quarter primarily due to increased exploration and evaluation expenditures of \$0.83 million as a result of the Black Pine drill program, and a \$1.83 million loss recognised on the change in fair value of other financial assets in the period, primarily due to the change in fair value of the NPD Shares and the Ely Warrants.

The three months ended June 30, 2020 showed higher losses than in the previous quarter primarily due to increased exploration and evaluation expenditures of \$1.96 million as a result of the Black Pine drill program, and a \$1.53 million decrease in other income due to consideration received on the sale of our 15% NPI on the Regent property in the prior quarter. This was partially offset by the change in fair value gain on other financial assets of \$1.81 million primarily due to the change in fair value of the Ely Warrants.

During the three months ended March 31, 2020, exploration expenditures of \$0.79 million, stock-based compensation of \$0.67 million, wages and benefits of \$0.35 million and office and general of \$0.17 million were the largest contributors to the loss. In comparison to the previous quarter, the loss is offset by \$1.06 million primarily due to an increase in other income from consideration received on the sale of our 15% NPI on the Regent property for \$0.8 million and 2,000,000 Ely Warrants, and consideration received of \$0.03 million and 2,500,000 Fremont Shares.

The three months ended December 31, 2019 showed higher losses than in the previous quarter primarily due to increased stock-based compensation expenditures of \$0.73 million which is attributable to the grant of RSUs which vested immediately, and the Options granted to Directors of the Company which also vested immediately. The higher loss is also attributable to wages and benefits of \$0.34 million due to the bonus paid in the period, and higher foreign exchange losses in the period of \$0.31 million. Increases to the loss were partially offset by the change in fair value of other financial assets of \$0.08 million, and decreased exploration and evaluation expenditures of \$0.03 million.

The three months ended September 30, 2019 showed higher losses than in the previous quarter primarily due to increased exploration and evaluation expenditures of \$0.39 million which is attributable to a \$0.82 million increase in exploration activities at Black Pine as a result of two drills operating on the property beginning in July 2019. This was partially offset by decreased exploration and evaluation expenditures at Goldstrike of \$0.38 million, a \$0.16 million foreign exchange gain, and a \$0.04 million change in fair value of other financial assets.

## **RELATED PARTY TRANSACTIONS**

### *Administration and Technical Services Agreement - Oxygen Capital Corporation*

In 2012, the Company entered into an administration and technical services agreement with Oxygen, a related party. Oxygen is a private company currently owned by three directors of the Company (Dr. O’Dea, Mr. McInnes, and Mr. Tetzlaff) and enables the member companies to synergise the use of resources such as administrative services and staff with no markups. Dr. O’Dea, Mr. McInnes and Mr. Tetzlaff receive no additional remuneration resulting from this arrangement from Liberty, other than their fees received as directors of the Company.

The following are the services Oxygen provides the Company, pursuant to the Oxygen Agreement, on a cost-recovery basis, which are invoiced and settled on a monthly basis:

- administrative services and staff on an as-needed basis, and
- access to, and the use of assets located in, office space leased by Oxygen.

Liberty Gold shares a head office with other private and public companies each of which has an arrangement with Oxygen. Oxygen allocates the costs of personnel (plus applicable benefits), assets and infrastructure to the various companies based upon the estimated pro-rated use by personnel on Company activities. Oxygen exists to consolidate employees and office infrastructure in one entity so that costs may be more efficiently allocated. Oxygen does not mark-up costs or charge a fee to the Company.

Employees of Oxygen providing services to the Company do so pursuant to a secondment agreement and take direction from the President & Chief Executive Officer and Chief Financial Officer of the Company. The Chief Financial Officer is an employee of Oxygen, whose salary and applicable benefits are paid by the Company under the same terms as other Oxygen personnel.

Transactions with Oxygen during the six months ended June 30, 2021 totalled \$0.33 million. As at June 30, 2021, the Company held a payable to Oxygen of \$0.07 million (paid subsequent to period end) and a deposit of \$0.13 million with Oxygen for use against the final three months of service upon termination of the arrangement.

*Compensation of key management personnel*

Key management includes members of the Board, the President and Chief Executive Officer, the VP Exploration & Geoscience, the VP Business Development, the Chief Financial Officer & Corporate Secretary, and the Turkish Country Manager.

The aggregate total compensation recognised in the financial statements, is shown below (in millions):

	Six months ended June 30,	
	2021	2020
Salaries, bonuses, and other short-term employee benefits	\$0.55	\$0.51
Share-based payments	\$0.98	\$0.70
<b>Total</b>	<b>\$1.53</b>	<b>\$1.21</b>

**LIQUIDITY AND CAPITAL RESOURCES**

The properties in which we currently have an interest are in the exploration and development stage. We have no revenue-producing operations and earn only minimal income through investment income on treasury, the proceeds from property option agreements, or as a result of the disposal of an exploration asset. Accordingly, we are dependent on external financing, including the proceeds of future equity issuances or debt financing, to fund our activities. Circumstances that could impair our ability to raise additional funds, or our ability to undertake transactions, are discussed in our AIF under the heading "Risk Factors." There is no assurance that we will be able to raise the necessary funds through capital raisings in the future. In particular, the Company's access to capital and its liquidity will be impacted by global macroeconomic trends, fluctuating commodity prices and general investor sentiment for the mining and metals industry. There are no known restrictions on the ability of our subsidiaries to transfer or return funds to the parent company in Canada.

As at the date of this MD&A, the Company has approximately \$19.62 million available in cash, cash equivalents, and short-term investments. With no debt, the Company's working capital balance as at the date of this MD&A is approximately \$18.76 million. With the receipt of the second staged payment pursuant to the Halilaga Agreement as well as the future receipt of the Halilaga Staged Payments, the Company expects to have sufficient funds to meet its exploration expenditure commitments through to the end of 2021 and beyond. We have not issued any dividends and management does not expect this will change in the near future.

On an ongoing basis, management evaluates and adjusts its planned level of activities, including planned exploration, development, permitting activities, and committed administrative costs, to ensure that adequate levels of working capital are maintained. We believe that this approach, given the relative size of Liberty Gold, is reasonable. Management believes that available funds are sufficient for current planned operations for at least the next 12 months, assuming no other factors change and with appropriate liquidity management.

**Contractual obligations**

*Mineral Properties and Capital Expenditures*

We have obligations in connection with certain of our mineral property interests that require either:

- i) cash payments to be made to the government or underlying land or mineral interest owners; or
- ii) minimum expenditure requirements in order to maintain our rights to such mineral interests.

Although most of our property obligations (including minimum annual expenditure requirements at Kinsley and on certain parcels of land at Goldstrike) are eliminated should we choose to no longer invest funds exploring the particular property, we have certain notable obligations:

*Kinsley and TV Tower*

Pursuant to the respective operating agreements and elections by members to participate or not in funding the 2021 Program and Budget for each project, the Company must incur its pro rata share of the approved budgets for Kinsley and TV Tower. Total approved budget for 2021 for TV Tower is \$0.61 million, TMST has elected not to participate in the 2021 program and budget and the Company will contribute 100% of funding for the year. TMST's interests in TV Tower will be diluted commensurate with the Company's contribution to the project.

Pursuant to the terms of the Kinsley Agreement, the Company has not budgeted expenditures at Kinsley for 2021 as under the terms of the Kinsley Agreement, New Placer Dome is expected to cover all minimum expenditures required in order to maintain the lease as described in the next section, if the Kinsley Agreement is terminated, these commitments will be met by the Company.

#### *Advance Royalty Payments & Minimum Annual Exploration Expenditures*

In accordance with certain underlying lease agreements, we are required to make advance royalty payments ("ARPs") to the underlying property owners of the Kinsley project of \$0.20 million as well as meet minimum annual exploration expenditures. Aggregate advance ARPs will be credited against future NSR payments payable from production. Under the terms of the Kinsley Agreement, New Placer Dome will assume Liberty's portion of the obligation to make lease payments, if the Kinsley Agreement is terminated, these obligations will be met by the Company.

The Company has the right to terminate the lease by giving thirty days advance notice and returning the Company's interest in the property to the underlying property holder, and therefore release the Company of any further commitment to pay ARPs or meet minimum exploration expenditures.

#### *Leases*

Total future minimum lease payments, for agreements outside the scope of IFRS 16 – Leases ("IFRS 16"), as at June 30, 2021 are as follows:

Year	
2021	\$0.03 million
2022+	\$0.04 million
	<b>\$0.07 million</b>

#### *Indemnifications*

As described in our AIF, Liberty Gold is party to certain agreements giving rise to certain indemnifications for losses suffered or incurred by the counterparty to such agreements. There have been no claims or notices in regard to any such indemnifications. Liberty Gold remained liable under certain of these indemnifications until April 6, 2017; however, those indemnifications in respect of claims for taxes remain in place until 60 days after the end of the relevant statutory limitation period, which in the state of Nevada is ten years.

#### *Surety Bonds*

The Company has an agreement with a third-party for its \$2.24 million bond requirements in the United States for surety bonds of the same amount. The bonds are held in favour of the BLM and the United States Forestry Service (the "USFS") as financial support for environmental reclamation and exploration permitting. The surety bonds are secured by a \$0.34 million deposit (as at the date of this MD&A) and are subject to fees competitively determined in the marketplace. The obligations associated with these instruments are generally related to performance requirements that the Company addresses through its ongoing operations. As specific requirements are met, the BLM and USFS as beneficiaries of the different instruments will return the instrument to the issuing entity. As these instruments are associated with ongoing and active exploration properties, they will remain outstanding until the earlier of the date that the Company has discharged its remediation obligations or determines to self-fund the underlying bonding obligations.

#### *Investments*

At the effective date of this MD&A, the market value of our portfolio of investment holdings, comprising equity securities in exploration companies, is \$2.99 million.

#### *Off Balance Sheet Arrangements*

The Company has no off-balance sheet arrangements other than those discussed under "Surety Bonds".

## **LEGAL MATTERS**

Liberty Gold is not currently and has not at any time during our most recently completed financial year, been a party to, nor has any of its property interests been the subject of, any material legal proceedings or regulatory actions.

## **CRITICAL ACCOUNTING ESTIMATES**

The preparation of financial statements in conformity with IFRS requires management to make judgments, estimates and assumptions that affect the reported amounts of assets, liabilities and expenses. Estimates and judgments are regularly evaluated and are based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances. Factors that could affect these estimates are discussed in our AIF, under the heading, "Risk Factors". Uncertainty about these assumptions and estimates could result in outcomes that

require a material adjustment to the carrying amount of assets or liabilities affected in future periods. Further information on management's judgments, estimates and assumptions and how they impact the various accounting policies are described below and also in the relevant notes in the Annual Financial Statements.

#### *Judgments*

In the process of applying the Company's accounting policies, management has made the following judgments, which have the most significant effect on the amounts recognised in the consolidated financial statements.

- (i) *Functional currency:* The functional currency for the parent entity, and each of its subsidiaries and associates, is the currency of the primary economic environment in which the entity operates. The US and Turkish subsidiaries of the parent entity have a US dollar functional currency, while the parent entity itself, and its remaining subsidiaries, have a Canadian dollar functional currency.

Determination of functional currency involves certain judgments to determine the primary economic environment and the parent entity reconsiders the functional currency of its entities if there is a change in events and conditions which determined the primary economic environment.

- (ii) *Review of asset carrying values and impairment assessment:* In accordance with the Company's accounting policy, each asset is evaluated every reporting period to determine whether there are any indications of impairment. If any such indication exists, a formal estimate of recoverable amount is performed, and an impairment loss is recognized to the extent that the carrying amount exceeds the recoverable amount. The recoverable amount of an asset is measured at the higher of value in use and fair value less costs to sell. The most significant assets assessed for impairment include the carrying value of the Company's assets held for sale, and the carrying value of its exploration and evaluation assets. Management makes significant judgments in assessing whether certain factors would be considered an indicator of impairment, which includes the rights to explore in the specific area, the planned substantive expenditure on further exploration for and evaluation of mineral resources and whether sufficient data exists to indicate that extracting the resources will not be technically feasible or commercially viable.

*Exploration and evaluation assets and expenditures:* The application of the Company's accounting policy for exploration and evaluation assets and expenditures requires judgment to determine whether future economic benefits are probable, from either future development or sale, or whether activities have not reached a stage that permits a reasonable assessment of the existence of reserves. There is no assurance the Company has, or will have, commercially viable ore bodies. There is no assurance that the Company will be able to arrange sufficient financing to bring ore bodies into production.

- (iii) *Assets held for sale classification:* Non-current assets, or disposal groups comprising assets and liabilities, are classified as held for sale if it is highly probable that they will be recovered primarily through sale rather than through continuing use. The Company applies judgment in determining whether certain non-current assets meet the highly probable criteria at the reporting date. To assess whether a sale will be completed within one year from the date of classification, we have assessed a variety of considerations, including the receipt of required regulatory approvals, and the completion of financing by a potential buyer.

#### *Estimates and assumptions*

The key assumptions concerning the future and other key sources of estimation uncertainty at the reporting date that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year, are described below. The Company based its assumptions and estimates on parameters available when the consolidated financial statements were prepared. Existing circumstances and assumptions about future developments, however, may change due to market change or circumstances arising beyond the control of the Company. Such changes are reflected in the assumptions when they occur.

- (i) *Exploration and evaluation assets:* In addition to applying judgment to determine whether it is probable that future economic benefits will arise from the Company's exploration and evaluation assets, or whether activities have not reached a stage that permits a reasonable assessment of the existence of reserves, the Company has to apply a number of estimates and assumptions.

The publication of a resource pursuant to NI 43-101, is itself an estimation process that involves varying degrees of uncertainty depending on how the resources are classified (i.e., measured, indicated or inferred). The estimates directly impact when the Company defers its exploration and evaluation assets. Any such estimates and assumptions may change as new information becomes available. If information becomes available suggesting the recovery of acquisition costs is unlikely, the relevant capitalised amount is written off in the

statement of profit or loss and other comprehensive income in the period when the new information becomes available.

- (ii) *Fair value measurement on consideration towards the Kinsley Agreement:* The Company has applied estimates in determining the fair value of the derivative associated with the \$4.10 million consideration received from New Placer Dome as consideration towards the Kinsley Agreement, and its classification as a financial instrument at fair value through profit and loss.

### ***Risks Associated with Financial Instruments***

We are exposed in varying degrees to a variety of financial instrument related risks. The Board provides oversight of our risk management processes. The type of risk exposure and the way in which such exposure is managed is provided as follows:

#### ***Liquidity Risk***

Liquidity risk is the risk that an entity will encounter difficulty in meeting obligations associated with financial liabilities that are settled by delivering cash or another financial asset. We manage our capital in order to meet short term business requirements, through preparation and management of detailed budgets, taking into account cash flows from operations, expected capital expenditures and our holdings of cash and cash equivalents. We may from time to time have to issue additional Common Shares to ensure there is sufficient capital to meet our long-term objectives. Our financial liabilities of trade payables and accrued liabilities are payable within a 90-day period and are expected to be funded from the available balance of cash and short-term investments.

#### ***Market Risk***

The significant market risk to which we are exposed is foreign exchange risk. The results of our operations are exposed to currency fluctuations. To date, other than through transactions on our mineral properties, we have raised funds entirely in C\$. The majority of our mineral property expenditures are incurred in USD. The fluctuation of the C\$ in relation to the USD and Turkish Lira ("TL") will have an impact on Liberty Gold's financial results.

Further, although only a portion of our expenditures, including General and Administrative costs are incurred in Canadian dollars, we record our assets located in Canada in C\$. As our operating results and financial position are reported in the consolidated financial statements in USD, there may also be an impact to the value of Liberty Gold's assets, liabilities, and shareholders' equity as a result of the fluctuation of the C\$ compared to the \$.

A 10% increase or decrease in the exchange rate of the USD relative to the C\$ would result in a \$1.03 million increase or decrease respectively in the Company's cash and short-term investment balance as at June 30, 2021. Although our exposure relating to operating activity in Turkey from fluctuations of the TL remains minimal given the nature, type, and currency of expenditure (USD), recent volatility in that currency relative to the USD has increased the potential for an impact on the Company's cash and short-term investment balances. We have not entered into any derivative contracts to manage foreign exchange risk at this time.

#### ***Credit Risk***

Credit risk is the risk that one party to a financial instrument will cause a financial loss for the other party by failing to discharge an obligation. The credit risk is limited to the carrying value amount on the consolidated statement of financial position. Liberty Gold's credit risk is primarily attributable to its liquid financial assets and the receivables due pursuant to the Halilağa Agreement (the "**Halilağa Receivables**"):

- a) The Company limits exposure to credit risk and liquid financial assets primarily through maintaining its cash and short-term investments with high credit quality banking institutions in Canada, the USA and Turkey. Credit risk is mitigated on these financial instruments in accordance with the Company's investment policy.
- b) The credit risk exposure to the Halilağa Receivables, is mitigated through the bank guarantees by T.C. Ziraat Bankasi A.Ş. ("**Ziraat Bank**"). Ziraat Bank is rated a B1 by Moody's Corporation.

#### ***Interest Rate Risk***

We are subject to interest rate risk with respect to our investments in cash and cash equivalents. Our current policy is to invest cash at floating rates of interest and cash reserves are to be maintained in cash and cash equivalents in order to maintain liquidity, while achieving a satisfactory return for shareholders by diversifying investments with a number of different highly rated financial institutions. Fluctuations in interest rates when cash and cash equivalents mature impact interest income earned.

#### ***Fair Value Estimation***

For the majority of the Company's financial assets and liabilities, the carrying value approximates their estimated fair value due to their short-term nature. The carrying value of the Halilağa Receivables were initially recognised at fair value; there have been no significant changes in the underlying credit risk of the Halilağa Receivables or their fair value since

recognition.

## **OUTSTANDING SHARE DATA**

There were 265,548,502 Common Shares and 18,621,450 Warrants issued and outstanding as at June 30, 2021, and 268,258,601 Common Shares and 17,545,450 Warrants issued and outstanding as at the date of this MD&A.

As at June 30, 2021, there were 15,293,948 Options outstanding issued to directors, officers, employees, and key consultants of the Company, of which 10,054,788 are exercisable. As at the date of this MD&A, there are 14,793,948 Options outstanding, of which 8,988,122 are exercisable. Between June 30, 2021 to the date of this MD&A 1,175,000 stock options were exercised at a weighted average exercise price of C\$0.50.

As at June 30, 2021, there were 2,672,259 RSUs outstanding issued pursuant to the Company's RSU plan, of which 1,385,596 had vested and were payable. As at the date of this MD&A, there were 2,213,160 RSUs outstanding, of which 926,497 had vested and were payable. Between June 30, 2021 to the date of the MD&A 459,099 RSUs were exercised by employees of the Company.

As at June 30, 2021, there were 2,183,327 DSUs outstanding and as at the date of this MD&A there were 2,193,675 DSUs outstanding issued, pursuant to the Company's DSU plan.

## **PROPOSED TRANSACTIONS**

As is typical of the mineral exploration and development industry, we are continually reviewing potential merger, acquisition, investment, divestiture and joint venture transactions and opportunities that could enhance shareholder value. We are also continually reviewing and discussing opportunities with third parties regarding the sale of non-strategic properties in our portfolio. There is no guarantee that any contemplated transaction will be concluded.

With the exception of the Kinsley Transaction and continuing discussions with Teck and various third parties to unlock the value and potential of our remaining Turkish business, there are no proposed asset or business acquisitions or dispositions before the Board for consideration. While we remain focused on our plans to continue exploration and development on our material properties, should we enter into agreements in the future on new properties, we may be required to make cash payments and complete work expenditure commitments under those agreements.

## **INDUSTRY AND ECONOMIC FACTORS THAT MAY AFFECT OUR BUSINESS**

Economic and industry risk factors that may affect our business, in particular those that could affect our liquidity and capital resources, are as described under the heading "Risk Factors" in our AIF, available on the Company's SEDAR profile at [www.sedar.com](http://www.sedar.com). In particular, there are currently significant uncertainties in capital markets impacting the availability of equity financing for the purposes of mineral exploration and development. There are also significant uncertainties relating to the global economy, economy (including due to the recent outbreak of the novel coronavirus (COVID-19)), political uncertainties and increasing geopolitical risk, increased volatility in the prices of gold, copper, other precious and base metals and other minerals, as well as increasing volatility in the foreign currency exchange markets which impact our business and may impact our ability to remain a going concern.

On March 11, 2020, the World Health Organization (WHO) assessed the novel coronavirus (COVID-19) as a pandemic. This assessment by the WHO was not unexpected given the virus had been circulating in various parts of the world. The effect of the COVID-19 virus and the actions recommended to combat the virus continue to change constantly.

The impact that COVID-19 has had on the Corporation's operations, including its exploration activities, has so far been limited, but as variants present themselves and regulations change, this impact could increase. Overall, the key risks related to exploration activities currently relate to (a) availability of assay services; (b) the procurement of goods and potential supply chain issues; (c) permitting delays; and (d) impact to both site-based personnel and head office personnel. Assay labs have a long backlog due to closures and staff distancing in laboratories, this may continue to impact the pace of exploration activities.

Site activities have been and may continue to be affected by government mandated travel restrictions, restrictions on personnel working in close proximity and possible quarantine requirements.

Obtaining necessary permits and other government and regulatory documents has been subject to delays due to offices being manned part time and delays with the postal and courier services due to increased demand.

In addition, the actual and threatened spread of COVID-19 globally could continue to negatively impact stock markets, including the trading price of the Corporation's Common Shares, and could adversely impact the Corporation's ability to raise capital. Any of these developments, and others, could have a material adverse effect on the Corporation's business.

In addition, while the ongoing volatility in the price of gold and copper and continued uncertainties in capital markets do not have a direct impact on the Company's ability to carry out exploration, the Company may be impacted should it

become more difficult to gain access to capital (e.g., debt or equity financing for the purposes of mineral exploration and development) when and if needed and may need to modify or curtail its exploration and development programs. Difficulty in accessing capital on favourable terms may limit the Company's ability to develop and/or further explore the mineral properties in which we have an interest and may limit our ability to meet capital calls with respect to our associates.

The specific risks noted in our AIF and others in particular relating to permitting for operations, may limit the Company's ability to develop and/or further explore its mineral property interests and may limit the ability of the Company to satisfy expenditure requirements on our material projects.

## **OTHER RISKS AND UNCERTAINTIES**

The Company's operations are subject to a number of risks and other uncertainties, including risks related to the Company's foreign operations, government, environmental and other regulations and operating costs. Occurrence of various factors and uncertainties of risk cannot be accurately predicted and could cause actual results to differ significantly from our current expectations and result in a material adverse effect on the Company's operations, liquidity, or ultimate profitability. A comprehensive discussion of these risks and uncertainties are set out in our AIF. The reader is directed to carefully review this discussion for a proper understanding of these risks and uncertainties.

## **CONTROLS AND PROCEDURES**

### ***Internal Controls over Financial Reporting***

Management is responsible for the design of Liberty Gold's internal controls over financial reporting ("**ICFR**") as required by National Instrument 52-109–*Certification of Disclosure in Issuers' Annual and Interim Filings*. ICFR is intended to provide reasonable assurance regarding the preparation and presentation of material financial information for external purposes in accordance with applicable generally accepted accounting principles. Internal control systems, no matter how well designed, have inherent limitations.

Liberty Gold's officers certify the design of Liberty Gold's ICFR using the Internal Control – Integrated Framework (2013) issued by The Committee for Sponsoring Organizations of the Treadway Commission. There were no changes to the internal controls over financial reporting that occurred during the three and six months ended June 30, 2021 that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

The Company is investigating a cyber-scam in the first quarter of 2021 that resulted in the Company paying \$0.3 million to a fraudster masquerading as a legitimate vendor. As a result of the cyber-scam, the Company has clarified its internal control procedures regarding payments and believes this isolated incident committed by an unknown third party does not indicate that there exists a reasonable possibility that the Company's ICFR will fail to prevent or detect in a timely manner a material misstatement of a financial statement amount or disclosure. The Company has determined that this incident does not represent a material weakness in the design or operation of the Company's ICFR as at June 30, 2021.

Even those systems determined to be effective can provide only reasonable assurance with respect to financial statement preparation and presentation. Also, projections of any evaluation of effectiveness in future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

### ***Disclosure Controls and Procedures***

Disclosure controls and processes have been designed to ensure that information required to be disclosed by Liberty Gold is compiled and reported to management as appropriate to allow timely decisions regarding required disclosure. Liberty Gold's Chief Executive Officer and Chief Financial Officer have concluded, based on their evaluation as of December 31, 2020, that the disclosure controls and procedures are effective in providing reasonable assurance that material information related to Liberty Gold is made known to them by employees and third-party consultants working for Liberty Gold and its subsidiaries. There have been no significant changes in our disclosure controls and procedures during the six months ended June 30, 2021.

While Liberty Gold's Chief Executive Officer and Chief Financial Officer believe that our disclosure controls and processes will provide a reasonable level of assurance and that they are effective, they do not expect that the disclosure controls and processes will prevent all errors and frauds. A control system, no matter how well conceived or operated, can provide only reasonable, not absolute, assurance that the objectives of the control system are met.

## **SUBSEQUENT EVENTS NOT OTHERWISE DESCRIBED HEREIN**

With the exception of activities described in this MD&A, there were no further subsequent events.

## ADDITIONAL INFORMATION

For further information regarding Liberty Gold, refer to Liberty Gold's AIF and other continuous disclosure filings with the Canadian securities regulatory authorities available under Liberty Gold's company profile on SEDAR at [www.sedar.com](http://www.sedar.com).

## APPROVAL

The Audit Committee of the Board has approved the disclosure contained in this MD&A. A copy of this MD&A will be provided to anyone who requests it of us and will be posted to our website at [www.Libertygold.ca](http://www.Libertygold.ca).

*(signed) "Cal Everett"*

Cal Everett

President and Chief Executive Officer

August 12, 2021

*(signed) "Joanna Bailey"*

Joanna Bailey

Chief Financial Officer and Corporate Secretary

## SCIENTIFIC AND TECHNICAL DISCLOSURE

The written disclosure of technical information in the MD&A has been approved by Moira Smith, Ph.D., P.Geo., Liberty Gold Vice-President Exploration and Geoscience, and a Qualified Person ("QP") for the purposes of NI 43-101. Dr. Smith reviewed and validated that the scientific or technical information contained in this MD&A is consistent with that provided by the QPs responsible for the NI 43-101 Technical Reports for the respective projects and has verified the technical data disclosed in this document relating to those projects in which the Company holds an interest. Dr. Smith has consented to the inclusion of the Technical Information in the form and context in which it appears in this MD&A. Dr. Smith has verified that the historic data herein, including the results of drilling, sampling, and assaying by previous operators, is reliable. Historic data largely predate the introduction of NI 43-101 and modern quality assurance and quality control protocols and therefore there are limitations on the level of verification that can be achieved.

Unless otherwise indicated, Liberty Gold has prepared the technical information in this MD&A ("**Technical Information**") based on information contained in the following technical reports:

- "*Technical Report of the Black Pine Gold Project, Cassia County, Idaho, USA*" effective July 23, 2018 and signed September 7, 2018, prepared by prepared by Michael M. Gustin, CPG, of Mine Development Associates of Reno, Nevada, Moira T. Smith, Ph.D., P.Geo., Vice President, Exploration and Geoscience, Liberty Gold and William A. Lepore, M.Sc., P.Geo., Senior Project Geologist, Liberty Gold. Mr. Gustin is independent of Liberty Gold Corp and all its subsidiaries;
- A technical report of the Black Pine Gold Project, Cassia County, Idaho, USA on the maiden resource estimate will be prepared in accordance with NI43-101 and filed within 45 days of July 13, 2021, on Liberty Gold's issuer profile on SEDAR at [www.sedar.com](http://www.sedar.com). This technical report is being prepared by Michael M. Gustin, PhD., P. Geo., of MDA, a division of RESPEC of Reno, Nevada. Mr. Gustin is independent of Liberty Gold Corp and all its subsidiaries.
- "*Preliminary Economic Assessment and Independent Technical Report for the Goldstrike Project, Washington County, Utah USA*", effective February 8, 2018 and dated July 16, 2018 co-authored by Independent Qualified Persons Bob McCarthy, P.Eng. Valerie Sawyer, SME, David Rowe, CPG and Neil Winkelmann, FAusIMM of SRK Consulting (Canada) Inc.; Gary Simmons, MMSA of GL Simmons Consulting, LLC; James N. Gray, P.Geo. of Advantage Geoservices Ltd; George Lightwood, SME, Russell Browne, P.E. and Michael Bidart, P.E. of Golder Associates Inc.;
- "*Updated Technical Report and Estimated Mineral Resources for the Kinsley Project, Elko and White Pine Counties, Nevada, USA*", effective October 15, 2015, and dated December 16, 2015 as prepared by Michael M. Gustin, CPG, Moira Smith, Ph.D., P.Geo., and Gary Simmons, B.Sc. MMSA;
- "*Updated Technical Report and Resource Estimate, TV Tower Exploration Property, Çanakkale, Western Turkey*", effective February 9, 2021, and dated May 18, 2021, co-authored by Mehmet Ali Akbaba, P.Geo., Mustafa Atalay, MSc, P.Geo., Fatih Uysal, MSc, P.Geo. Of DAMA Mühendislik A.Ş.; James N. Gray, P. Geo. Of Advantage Geoservices Ltd., and Gary Simmons, BSc, Metallurgical Engineering, of G L Simmons Consulting LLC.; and
- "*Revised Preliminary Economic Assessment Technical Report for the Halilağa Project, Turkey*", effective December 20, 2014 and dated February 16, 2015, as prepared by Gordon Doerksen, P. Eng., Dino Libertyto, P.Eng. and Stacy Freudigmann, P.Eng. of JDS Energy and Mining Inc.; Greg Abrahams, P.Geo and Maritz Rykaart, P.Eng. of SRK; Gary Simmons of GL Simmons Consulting LLC.; Garth Kirkham, P.Geo. of Kirkham Geosystems Ltd.; and James Gray, P.Geo. of Advantage Geoservices Ltd.;

and news releases (collectively the "**Disclosure Documents**", each prepared by or under the supervision of a QP) available under the Company's profile on SEDAR at [www.sedar.com](http://www.sedar.com). The Disclosure Documents are each intended to be read as a whole, and sections should not be read or relied upon out of context. The Technical Information is subject to the assumptions and qualifications contained in the Disclosure Documents. Readers are encouraged to review the full text of the Disclosure Documents qualifying the Technical Information. Readers are advised that mineral resources that are not mineral reserves do not have demonstrated economic viability.

Mineral resource estimates are only estimates and no assurance can be given that any particular level of recovery of minerals will be realized or that an identified resource will ever qualify as a commercially mineable or viable deposit which can be legally and economically exploited. In addition, the grade of mineralization ultimately mined may differ from that which is indicated by drilling results, and the difference may be material. Furthermore, readers are cautioned that the Goldstrike PEA is preliminary in nature and include inferred mineral resources that are considered too speculative geologically to have the economic considerations applied to them that would enable them to be categorized as mineral reserves, and there is no certainty that the Goldstrike PEA will be realized. Further studies, including engineering and economics, are required (typically as a Pre-Feasibility Study) with regards to infrastructure and operational methodologies. Additional disclosure and cautionary notes relating to the Goldstrike PEA are summarized in the AIF.

### **Cautionary Notes Regarding Forward-Looking Statements**

This MD&A, contains "forward-looking information" and "forward-looking statements" within the meaning of applicable securities laws, including statements or information concerning, future financial or operating performance of Liberty Gold and its business, operations, properties and condition; the potential quantity, recoverability and/or grade of minerals, the

potential size of a mineralized zone or potential expansion of mineralization, proposed exploration and development of Liberty Gold's exploration property interests, the results of mineral resource estimates and timing of PEAs and the Company's anticipated expenditures.

Forward-looking statements and forward-looking information is often, but not always, identified by the use of words such as "plans", "expects", "is expected", "budget", "scheduled", "estimates", "forecasts", "intends", "anticipates", "will", "projects", or "believes" or variations (including negative variations) of such words and phrases, or statements that certain actions, events, results or conditions "may", "could", "would", "might" or "will" be taken, occur or be achieved. Forward-looking statements and forward-looking information are not guarantees of future performance and are based upon a number of estimates and assumptions of management at the date the statements are made including among other things, the receipt of the staged payments under the Kinsley Transaction and the Baxter Spring Agreement, as well as the Halilağa Staged Payments, assumptions about future prices of gold, copper, silver, and other metal prices, changes in the worldwide price of other commodities such as coal, fuel and electricity, fluctuations in resource prices, currency exchange rates and interest rates, favourable operating conditions, political stability, obtaining governmental approvals and financing on time; future issuances of Common Shares and Warrants; obtaining renewals for existing licences and permits and obtaining required licences and permits, labour stability, stability in market conditions, availability of equipment, timing of the publication of any resources, accuracy of any mineral resources or PEAs; the timing and likelihood of deployment of additional drill rigs to our projects, proposed additional metallurgical testing, the timing and amount of estimated future production, illustrative costs of production and mine life of the various mineral projects of Liberty Gold, successful resolution of disputes (if any) and anticipated costs and expenditures, the interpretation and actual results of historical production at certain of our exploration properties, as well as specific historic data associated with and drill results from those properties, and the reliance on technical information provided by our joint venture partners or other third-parties; the timing and amount of estimated capital, operating and exploration expenditures, costs and timing of the development of new deposits and of future exploration, acquisition and development activities, estimated exploration budgets and timing of expenditures and community relations activities; satisfaction of expenditure obligations under any agreements to which the Company is a party, government regulation of mining operations, environmental risks and reclamation expenses, title disputes, the ability to maintain or convert the underlying licences for TV Tower in accordance with the requirements of applicable mining laws in Turkey; government regulation of exploration and mining operations, and the application thereof in accordance with the rule of law, including any restrictions due to the recent pandemic of the novel coronavirus (COVID-19); the timing and possible outcome of regulatory and permitting matters; successful resolution of any challenges to any environmental impact assessments that might arise in the future, the impact of archaeological, cultural or environmental studies within the property areas, anticipated costs and expenditures and our ability to achieve our goals. While we consider these assumptions to be reasonable, the assumptions are inherently subject to significant business, social, economic, political, regulatory, competitive and other risks and uncertainties, contingencies and other factors that could cause actual performance, achievements, actions, events, results or conditions to be materially different from those projected in the forward-looking statements and forward-looking information. Many assumptions are based on factors and events that are not within the control of Liberty Gold and there is no assurance they will prove to be correct.

Statements relating to mineral reserves and resources are deemed to be forward looking statements, as they involve the implied assessment, based on certain estimates and assumptions, that the mineral reserves and resources described exist in the quantities predicted or estimated and may be profitably produced in the future. Estimated values of future net revenue do not represent fair market value. There is no certainty that it will be commercially viable to produce any portion of the resources.

Forward-looking statements and forward-looking information involve known and unknown risks, uncertainties and other factors which may cause the actual results, performance or achievements of the Company to be materially different from any future results, performance or achievements expressed or implied by such forward-looking statements or forward-looking information. Such factors include, among others: general business, economic, competitive, political, regulatory and social uncertainties, including those relating to internal political or military unrest and due to the recent pandemic of the novel coronavirus (COVID-19); fluctuations in and the future price of gold, copper, silver and other metal prices; disruptions or changes in the credit or securities markets and market fluctuations in prices for Liberty Gold's securities; the timely receipt of regulatory approvals; potential dilution of Common Share voting power or earnings per share as a result of the exercise of Options, RSUs, DSUs, or Warrants, future financings or future acquisitions financed by the issuance of equity; discrepancies between actual and estimated mineral reserves and resources; changes in project parameters as plans continue to be refined; changes in labour costs or other costs of production; possible variations of mineral grade or recovery rates; failure of plant, equipment or processes to operate as anticipated; accidents, labour disputes and other risks of the mining industry, including but not limited to environmental risks and hazards, flooding, rock bursts and other acts of God or natural disasters or unfavourable operating conditions and losses; political instability, hostilities, military coups or attempts thereof, insurrection or acts of war or terrorism; expropriation of property without fair compensation; adverse determination or rulings by governmental authorities; adverse actions by governmental authorities; changes in policy relating to the extractive industries or in the personnel administering them; the speculative nature of mineral exploration and development, including the risk of diminishing quantities or grades of mineralization; Liberty Gold's ability to renew existing licences and permits or obtain required licences and permits; changes in government legislation and regulation including pursuant to the *Canadian Extractive Sector Transparency Measures Act (Canada)*; requirements for future funding to satisfy contractual obligations and additional capital needs generally; uncertainties associated with minority interests and joint venture operations; risks arising from having the majority of the Company's operations occur in foreign jurisdictions, those associated with the Company's indemnified

liabilities and the potential for increased infrastructure and/or operating costs or reclamation costs; the risks involved in the exploration, development and mining business generally; and the factors discussed in the section entitled “*Risk Factors*” in the AIF. Although we have attempted to identify important factors that could cause actual performance, achievements, actions, events, results or conditions to differ materially from those described in forward looking statements or forward-looking information, there may be other factors that cause performance, achievements, actions, events, results or conditions to differ from those anticipated, estimated or intended.

Forward-looking statements and forward-looking information contained herein are made as of the date of this MD&A and we disclaim any obligation to update or revise any forward-looking statements or forward-looking information, whether as a result of new information, future events or results or otherwise, except as required by applicable law. There can be no assurance that forward-looking statements or forward-looking information will prove to be accurate, as actual results and future events could differ materially from those anticipated in such statements. Accordingly, readers should not place undue reliance on forward-looking statements or forward-looking information.

Except for statements of historical fact, information contained herein or incorporated by reference herein constitutes forward-looking statements and forward-looking information. Liberty Gold disclaims any intention or obligation to update or revise any forward-looking information, whether as a result of new information, future events or otherwise, except as required by applicable law. Readers should not place undue reliance on forward-looking information. All forward-looking statements and forward-looking information attributable to us is expressly qualified by these cautionary statements.

#### ***Note to United States Investors Concerning Estimates of Measured, Indicated and Inferred Resources***

The information in this MD&A, including any information incorporated by reference, and disclosure documents of Liberty Gold that are filed with Canadian securities regulatory authorities concerning mineral properties have been prepared in accordance with the requirements of securities laws in effect in Canada, which differ from the requirements of United States securities laws.

Without limiting the foregoing, these documents use the terms “measured resources”, “indicated resources”, “inferred resources” and “probable mineral reserves”. Shareholders in the United States are advised that, while such terms are defined in and required by Canadian securities laws, the United States Securities and Exchange Commission (the “SEC”) does not recognize them. Under United States standards, mineralization may not be classified as a reserve unless the determination has been made that the mineralization could be economically and legally produced or extracted at the time the reserve determination is made. United States investors are cautioned not to assume that all or any part of measured or indicated resources will ever be converted into reserves. Further, inferred resources have a great amount of uncertainty as to their existence and as to whether they can be mined legally or economically. It cannot be assumed that all or any part of the inferred resources will ever be upgraded to a higher resource category. Under Canadian rules, estimates of inferred mineral resources may not form the basis of feasibility, pre-feasibility or other technical reports or studies, except in rare cases. Therefore, United States investors are also cautioned not to assume that all or any part of the inferred resources exist, or that they can be mined legally or economically. Disclosure of contained ounces is permitted disclosure under Canadian regulations; however, the SEC normally only permits issuers to report resources as in place tonnage and grade without reference to unit measures. Accordingly, information concerning descriptions of mineralization and resources contained in these documents may not be comparable to information made public by United States companies subject to the reporting and disclosure requirements of the SEC.