# APOLLO GOLD CORP.
**(FORMERLY INFORM RESOURCES CORP.)**

**MANAGEMENT DISCUSSION AND ANALYSIS**
**FORM 51-102F1**

**FOR THE PERIOD ENDED MAY 31, 2020**

## INTRODUCTION

This is Management's Discussion and Analysis ("MD&A") for Apollo Gold Corp. (Formerly Inform Resources Corp.) ("Apollo" or the "Company") and has been prepared based on information known to management as of July 15, 2020.

The MD&A is intended to complement and supplement the Company's condensed interim financial statements, but it does not form part of those condensed interim financial statements. To better understand this MD&A, it should be read in conjunction with the condensed interim condensed interim financial statements for the period ended May 31, 2020 and the audited financial statements for the years ended November 30, 2019 and 2018 including the related notes. All financial information in this document is prepared in accordance with International Financial Reporting Standards ("IFRS") unless otherwise indicated. All dollar figures included in the following Management Discussion and Analysis ("MD&A") are quoted in Canadian dollars unless otherwise indicated.

## FORWARD LOOKING STATEMENTS

Certain sections of this MD&A provide, or may appear to provide, a forward-looking orientation with respect to the Company's activities and its future financial results. Consequently, certain statements contained in this MD&A constitute express or implied forward-looking statements. Terms including, but not limited to, "anticipate", "estimate", "believe" and "expect" may identify forward-looking statements. Forward-looking statements, while they are based on the current knowledge and assumptions of the Company's management, are subject to risks and uncertainties that could cause or contribute to the actual results being materially different than those expressed or implied. Readers are cautioned not to place undue reliance on any forward-looking statement that may be in this MD&A.

Forward looking statements in this MD&A include, but are not limited to, the following:

- Working capital requirements;
- Management's expectations of future activities and results; and
- The Company's ability to raise capital for exploration expenditures and/or to acquire interest(s) in new projects.

## ADDITIONAL INFORMATION

Condensed interim financial statements, MD&A's and additional information relevant to the Company and the Company's activities can be found on SEDAR at www.sedar.com.

## OVERVIEW OF THE BUSINESS

Apollo Gold Corp. (the "Company") is an exploration company incorporated on September 22, 1999 under the laws of the Province of Alberta, Canada. The Company filed for continuance under the Canada Business Corporations Act on December 1, 2003 and then under the laws of British Columbia on November 4, 2010. The Company is listed on the TSX Venture Exchange ("TSX-V"), trading under the symbol APGO.

On April 27, 2020, the Company closed a private placement of 12,500,000 units for gross proceeds of $625,000. Each unit consists of one common share and one warrant to purchase one common share of the Company at $0.25 per share for two years from the date of closing. There were no issue costs associated with this private placement. The full amount of the offering was allocated to share capital.

On May 27, 2020, the Company closed a private placement of 8,032,000 units for gross proceeds of $2,008,000. Each unit consists of one common share and one warrant to purchase an additional common share at $$0.50 per share for a period of two years from the date of closing. In connection with this private placement, the Company paid $65,085 in finders' fees and issued 320,000 finders' warrants to purchase common shares for $0.50 per share for a period of two years. As at May 31, 2020, a total of $270,900 remained receivable for the issuance of shares in this financing, these proceeds were received following the quarter end. The full amount of the offering was allocated to share capital.

On March 25, 2020, the Company entered into an option agreement to earn up to 90% interest in two prospective gold-silver properties, comprising 5 exploration and 18 exploitation concessions, in the El Indio Gold Belt of western Chile. The terms of the option agreement are as follows:

- To earn a 65% interest, the Company must make cash payments totalling $600,000 as follows:
  - $50,000 upon signing of the agreement;
  - $50,000 within 7 business days of TSX Venture Exchange approval;
  - $100,000, $150,000, and $250,000 on the first, second and third anniversary date of Exchange approval of the agreement;
  - The Company must also incur $3,000,000 of expenditures on the Properties as follows: $500,000, $1,000,000, and $1,500,000, during the first, second and third respective years following Exchange approval of the agreement.
  - To earn an additional 25%, the Company must make total cash payments of $250,000 and $500,000 on or before 90 days after the fourth and fifth respective years following Exchange approval. In addition, the Company must also incur an aggregate total of $5,000,000 of expenditures within 5 years of TSX Venture Exchange approval of the agreement.

The Company is engaged in the investigation, acquisition, exploration and development of economically viable mineral resource deposits on mineral properties. The recoverability of the amounts shown for the Company's mineral properties and related deferred exploration costs are dependent upon the existence of economically recoverable reserves, the ability of the Company to obtain necessary financing to complete the development of those reserves and upon future profitable production.

**Subsequent Events:**

On June 23, 2020, the Company announced it had entered into a non-binding letter of intent with First Majestic Silver Corp. ("First Majestic") for a three year earn-in option ("the Option") to acquire a 100% ownership of First Majestic's Jalisco Group of properties in the state of Jalisco, Mexico.

Under the terms of the Transaction, Apollo Gold may exercise the Option by paying a total of $750,000, as well as issuing shares in the Company to First Majestic over a 3-year period as follows:

- On closing of the definitive Agreement ("Closing"), Apollo Gold will pay $250,000 and issue shares equivalent to 9.9% of the outstanding share capital of the Company as at the date of the letter of intent and issue 1,500,000 share purchase warrants, entitling First Majestic to acquire one common share in the Company for $0.50 per share for a period of 2 years;

- On the date that is 12 months after Closing, Apollo Gold will pay $200,000 and issue 1,000,000 common shares of the Company to First Majestic;

- On the date that is 24 months after Closing, Apollo Gold will pay $300,000 and issue 1,000,000 common shares to First Majestic.

In addition, Apollo Gold will commit to exploration expenditures of at least $1,250,000 on the Jalisco Group of properties within 36 months of Closing.

On June 23, 2020, the Company also announced that it is conducting a non-brokered private placement of up to 10,000,000 units at a price of $0.50 per unit for total gross proceeds of up to $5,000,000 (the "Offering"). Each unit will consist of one common share (a "Share") and one-half of one common share purchase warrant (each whole warrant a "Warrant"). Each Warrant entitles the holder thereof to purchase one additional share at a price of $0.75 per Share for a period of 24 months from the date of issuance.

## SELECTED QUARTERLY FINANCIAL INFORMATION

The selected financial information provided below is derived from the quarterly and annual condensed interim financial statements for each of the last eight quarters:

| | Three Months Ended ($) | | | | | | | |
|---|---|---|---|---|---|---|---|---|
| | May 31, 2020 | February 29, 2020 | November 30, 2019 | August 31, 2019 | May 31, 2019 | February 28, 2019 | November 30, 2018 | August 31, 2018 |
| Operating expenses | 790,934 | 36,363 | 41,157 | 28,609 | 32,262 | 34,322 | 49,081 | 33,327 |
| Net loss | (770,999) | (36,363) | (41,157) | (28,609) | (32,262) | (34,322) | (49,081) | (33,327) |
| Loss per share – basic and diluted – continuing operations | (0.03) | (0.00) | (0.01) | (0.00) | (0.00) | (0.00) | (0.00) | (0.00) |

## RESULTS OF OPERATIONS

During the second quarter ended May 31, 2020, the Company incurred a loss of $770,999 compared to a loss of $32,262 for the comparative period in 2019. The increase in net loss is mainly attributable to the recognition of share-based compensation of $653,439, increase in transfer agent and filing fees of $7,786 resulting from the fees on the share issuances for private placements during the period, increase in consulting fees for additional consultant work during the quarter of $6,500, increase in investor and shareholder communications for the costs associated with website development and marketing costs of $41,890, increase in professional fees for the legal fees required on property acquisition agreements of $27,526, increase in office and administration costs of $16,400, and an increase in exploration costs related toe property inspection work of $7,166. This was offset by the recognition of a gain on settlement of accounts payable of $19,935.

## LIQUIDITY AND CAPITAL RESOURCES

As at May 31, 2020, the Company had a working capital surplus of $1,860,275 (November 30, 2019 – deficiency $196,807). Cash as at May 31, 2020 totalled $2,113,444 (November 30, 2019 - $10,822). The overall increase related to the issuance of shares for net proceeds of $2,260,882 offset by the operating costs as detailed in the statement of loss and comprehensive loss in the condensed interim financial statements.

During the period ended May 31, 2020 the Company realized a net outflow of cash from operations of $108,260, compared to $42,090 in the comparative period. During the period ended May 31, 2019, the Company purchased property and equipment of $1,442. For the first six-months of the 2020, the Company entered into an option agreement to acquire an exploration property with the first payment of $50,000 being made. In the second quarter of 2020, the Company issued 20,532,000 units and received net proceeds of $2,260,882. There were no cash flows from financing activities during the comparative periods.

As of the date of this MD&A, the Company has not pledged any of its assets as security for loans, or otherwise and is not subject to any debt covenants. The Company’s current activities will not provide a source of income in the near future and may result in a history of losses, working capital deficiencies and an accumulated deficit. The Company’s financial success is dependent on management’s ability to raise money, discover economically viable mineral deposits and run profitable operations. Given the nature of our business, the results of operations as reflected in the net losses and losses per share do not provide meaningful interpretation of our valuation.

In order to finance the Company’s exploration programs and to cover administrative and overhead expenses, the Company raises money from equity sales and from the exercise of convertible securities. Many factors influence the Company’s ability to raise funds, including the health of the resource market, the climate for mineral exploration investment, the Company’s track record, and the experience and calibre of its management. Actual funding requirements may vary from those planned due to a number of factors, including the progress of exploration activities. Management recognizes there will be risks involved that may be beyond their control.

The condensed interim financial statements for the period ended May 31, 2020 do not reflect adjustments, which could be material, to the carrying value of assets and liabilities, which may be required should the Company be unable to continue as a going concern.

**Outstanding share data:**

As of the date of this report, the Company had an unlimited number of common shares authorized for issuance and 5,770,292 shares outstanding.

| | May 31, 2020 | November 30, 2019 |
|---|---|---|
| Common shares issued and outstanding | 40,672,584 | 20,140,584 |

## RELATED PARTY TRANSACTIONS

Key management personnel include those persons having authority and responsibility for planning, directing and controlling the activities of the Company as a whole. The Company has determined that key management personnel consist of members of the Company's Board of Directors, and corporate officers. The remuneration of directors and key management personnel during the periods ended May 31, 2020 and February 29, 2019, were as follows:

a) Accounting fees of $1,950 (2019 - $1,900) to a company controlled by Daryn Gordon, an officer and director of the Company.
b) Andrew Cheshire, CEO and director, participated in the private placement that closed on April 27, 2020 and acquired 500,000 units of the Company.
c) During the period, 1,300,000 share options were awarded to directors and officers of the Company. As a result, $339,788 of share-based compensation has been recognized in the statement of operations.
d) Included in accounts payable and accrued liabilities at May 31, 2020 is $96,548 (November 30, 2019 - $33,330) due to a director and officer of the Company and a former director and officer.

## OFF-BALANCE SHEET ARRANGEMENTS

The Company does not have any off-balance sheet arrangements.

## FINANCIAL INSTRUMENTS AND RISK MANAGEMENT

### Financial Instruments

Cash is carried at fair value using a level 1 fair value measurement. The carrying value of receivables, and accounts payable and accrued liabilities approximate their fair value because of the short-term nature of these instruments.

Fair value estimates of financial instruments are made at a specific point in time, based on relevant information about financial markets and specific financial instruments. As these estimates are subjective in nature, involving uncertainties and matters of significant judgment, they cannot be determined with precision. Changes in assumptions can significantly affect estimated fair values.

### Financial risk factors

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

*Credit risk*

Credit risk is the risk of potential loss to the Company if the counterparty to a financial instrument fails to meet its contractual obligations. The Company's credit risk is primarily attributable to its liquid financial assets including cash. The Company limits exposure to credit risk on liquid financial assets through maintaining its cash with high-credit quality financial institutions. Receivables consist mainly of GST receivable from the Government of Canada. The Company has been successful in recovering input tax credits and believes credit risk with respect to receivables to be insignificant.

*Liquidity risk*

The Company's approach to managing liquidity risk is to ensure that it will have sufficient liquidity to meet liabilities when due. As at May 31, 2020, the Company had a cash balance of $2,113,444 (November 30, 2019 - $10,822) to settle current liabilities of $356,967 (November 30, 2019 - $220,549). All of the Company's accounts payable and accrued liabilities have contractual maturities of 30 days or due on demand and are subject to normal trade terms.

*Market risk*

Market risk is the risk of loss that may arise from changes in market factors such as interest rates, foreign exchange rates, and commodity and equity prices. The Company does not have a practice of trading derivatives.

a) Interest rate risk

   The Company's financial assets exposed to interest rate risk consist of cash balances. The Company's current policy is to invest excess cash in investment-grade short-term deposit certificates issued by its banking institutions. The Company periodically monitors the investments it makes and is satisfied with the credit ratings of its banks. As at May 31, 2020, the Company did not have any investments in investment-grade short-term deposit certificates.

b) Foreign currency risk

   The Company's business is conducted in Canadian dollars. As such, the Company considers exposure to foreign currency risk to be minimal.

c) Price risk

   The mining industry is heavily dependent upon the market price of the metals or minerals being mined. There is no assurance that, even if commercial quantities of mineral resources are discovered, a profitable market will exist for their sale. There can be no assurance that mineral prices will be such that the Company's properties can be mined at a profit. Factors beyond control of the Company may affect the marketability of any minerals discovered. The price of gold has experienced volatile and significant price movements over short periods of time, and is affected by numerous factors beyond the Company's control. The Company closely monitors commodity prices, individual equity movements, and the stock market to determine the appropriate course of action to be taken by the Company.

**Other Risk Factors**

Companies in the exploration stage face a variety of risks and investments are highly speculative. While unable to eliminate all of them, the Company aims at managing and reducing such risks as much as possible. The Company faces a variety of risk factors such as project feasibility, risks related to determining the validity of mineral property title claims, commodities prices and environmental laws and regulations. Management monitors its activities and those factors that could impact them in order to manage risk and make timely decisions. Readers are referred to the Company's Filing Statement, located on SEDAR at www.sedar.com, for a full list of applicable risk factors.

**Change in Accounting Policy**

*IFRS 16 Leases*

IFRS 16 Leases replaces IAS 17 – requires a lessee to recognize a right-of-use asset and a lease liability on the balance sheet for all leases greater than twelve months and requires additional qualitative and quantitative disclosures. The lessor accounting model under the new standard is substantially unchanged. The guidance must be applied using a modified retrospective approach. Entities may elect to apply the guidance to each prior period presented with a cumulative-effect adjustment to retained earnings recognized at the beginning of the earliest period presented or to apply the guidance with a cumulative-effect adjustment to retained earnings recognized at the beginning of the period of adoption. The Company does not have any leases that extend more than 12 months, as such, there is no impact to the current or prior financial statements.