This Management's Discussion & Analysis ("**MD&A**") reflects information as of April 27, 2020.

This MD&A for Triumph Gold Corp. (the "**Company**") provides a discussion of the Company's financial and operating results for the fiscal year ended December 31, 2019 and should be read in conjunction with the Company's audited consolidated financial statements for the year ended December 31, 2019 and accompanying notes. All dollar amounts are stated in Canadian dollars.

Caution Regarding Forward-Looking Information

This MD&A contains forward-looking statements and forward-looking information (collectively, "**forward-looking statements**") within the meaning of applicable Canadian securities legislation. These statements relate to future events or the future activities or performance of the Company. All statements, other than statements of historical fact are forward-looking statements. Information concerning mineral resource estimates also may be deemed to be forward-looking statements in that it reflects a prediction of the mineralization that would be encountered if a mineral deposit were developed and mined. Forward-looking statements are typically identified by words such as: believe, expect, anticipate, intend, estimate, postulate and similar expressions, or which by their nature refer to future events.

These forward looking statements are made as of the date hereof and the Company does not intend and does not assume any obligation, to update these forward looking statements, except as required by applicable law. For the reasons set forth above, investors should not attribute undue certainty to or place undue reliance on forward-looking statements.

Overview

The Company is a junior natural resource company currently engaged in the acquisition, exploration and, if warranted, the development of mineral properties of merit in the Yukon Territory and British Columbia, Canada. All of the properties in which the Company currently holds interests are in the exploration stage. The Company funds its operation primarily through the sale of its equity securities.

Summary of Annual Financial Information

The Company's consolidated financial statements for the year ended December 31, 2019 (the "**Financial Statements**") have been prepared in accordance with International Financial Reporting Standards ("**IFRS**"). The following table provides a brief summary of the Company's financial operations for the years ended December 31, 2019, 2018 and 2017. For more detailed information, refer to the Financial Statements.

Annual Information			
	December 31, 2019 $	December 31, 2018 $	December 31, 2017 $
Loss before other items	(5,826,845)	(8,956,950)	(6,209,584)
Total other items	598,868	152,304	232,311
Loss for the year	(5,227,977)	(8,804,646)	(5,977,273)
Loss per share	(0.06)	(0.12)	(0.10)

Annual Information			
	December 31, 2019 $	December 31, 2018 $	December 31, 2017 $
Total assets	4,678,738	4,096,586	6,129,558
Total non-current liabilities	50,000	50,000	25,000
Cash dividends per share	Nil	Nil	Nil

For the year ended December 31, 2019, the Company incurred a net loss of $5,227,977 (2018 - $8,804,646) after depreciation of $65,061 (2018 - $11,150).

The major component in the decrease in expenses were exploration expenditures on the Company's Freegold Mountain project and Tad/Taro project of $2,522,306 during fiscal 2019, compared to $5,798,526 during fiscal 2018, due to decreased exploration. Other than a 48% increase in professional fees from $249,713 in fiscal 2018 to $368,959 in fiscal 2019 due to increased activities, all other expenses remained relatively static for fiscal 2019 compared to fiscal 2018.

In current assets, cash increased from $225,782 at December 31, 2018 to $923,110 at December 31, 2019 as the Company carried out multiple private placements during fiscal 2019. As of December 31, 2019, the Company had a working capital of $948,966, compared to a working capital of $622,949 as of December 31, 2018.

Summary of Quarterly Financial Information

Quarterly Information				
	December 31, 2019 $	**September 30, 2019 $**	**June 30, 2019 $**	**March 31, 2019 $**
Total other income (loss)	21,327	450	77	310
Loss for the period	(1,020,366)	(2,295,179)	(1,179,342)	(733,090)
Earnings (Loss) per share	(0.01)	(0.02)	(0.01)	(0.01)
Total assets	4,678,738	5,761,638	6,256,978	3,784,394
Total non-current liabilities	50,000	92,693	105,372	117,275
Cash dividends per share	Nil	Nil	Nil	Nil
	December 31, 2018 $	**September 30, 2018 $**	**June 30, 2018 $**	**March 31, 2018 $**
Total other income (loss)	145,666	96	62	6,480
Loss for the period	(974,219)	(3,815,643)	(3,040,054)	(974,730)
Earnings (Loss) per share	(0.01)	(0.05)	(0.05)	(0.02)
Total assets	4,096,586	5,139,126	3,873,924	5,607,490
Total non-current liabilities	50,000	25,000	25,000	25,000
Cash dividends per share	Nil	Nil	Nil	Nil

For the three months ended December 31, 2019, the Company incurred a loss of $1,020,366 (2018 - $974,219). The increase in the loss was primarily a result of increased exploration activity at the Company’s Freegold Mountain project.

Corporate communications increased to $464,350 (2018 - $218,111) due to increased marketing activity during the current quarter including road shows, media communications, conferences, marketing and consulting.

Wages and salaries of $98,555 (2018 - $94,484), administrative expenses of $82,102 (2018 - $83,973) and professional fees of $105,589 (2018 - $101,059) remained relatively static for fiscal 2019 compared to fiscal 2018.

As of April 27, 2020, the Company had 105,310,729 common shares issued (“**Shares**”), and 19,131,964 share purchase warrants (“**Warrants**”) and 9,035,000 stock options outstanding.

Liquidity and Capital Resources

The Company has no revenue generating operations from which it can internally generate funds. The Company’s ability to meet its obligations and its ability to finance exploration and development activities depends on its ability to generate cash flow through the issuance of Shares pursuant to private placements, the exercise of warrants and stock options, through the issuance of debt or through the sale of interests in its mineral properties. There are no assurances that the Company will continue to obtain additional financial resources and/or achieve positive cash flows or profitability. If the Company is unable to obtain adequate additional financing, the Company will be required to curtail operations and exploration activities.

The Company owns all of its mineral properties 100% and all principal mineral claims have assessment credits to 2027 and beyond, so the Company has no immediate requirement to spend money on exploration in order to maintain its mineral properties. Commencing in 2017, the Company is committed to pay $40,000 annual advanced royalty payments in order to maintain the Tinta Hill, Freegold and Goldstar properties. The advanced royalty payment will be netted against royalty interest payments after commencement of commercial production.

As at December 31, 2019, the Company had working capital of $948,966 (2018 – $622,949) which includes cash and cash equivalents of $923,110 (2018 - $225,782), trade and other receivables of $19,203 (2018 - $160,254), prepayments and deposits of $470,525 (2018 - $407,408), which are offset by trade and other payables of $229,458 (2018 - $170,495), deferred premium on flow-through shares of $203,874 (2018 - $Nil) and lease liability of $30,540 (2018 - $Nil).

During the year ended December 31, 2019, the Company issued 4,944,804 Shares pursuant to the exercise of Warrants for gross proceeds of $478,024 and issued an aggregate of 12,220,311 Shares pursuant to private placement as more particularly described below, for total gross proceeds of $5,122,914.

The Company expects that it will operate at a loss for the foreseeable future. The Company believes that it has enough cash and cash equivalents to fund its overhead through 27, 2020. However, the Company will require additional financing in order to cover its 2020 exploration program

Subsequent to year-end, there has been a global pandemic outbreak of COVID-19. The actual and threatened spread of the virus globally has had a material adverse effect on the global economy and, specifically, the regional economies in which the Company operates. The pandemic could continue to have a negative impact on the stock market, including trading prices of the Company's shares and its ability to raise new capital. These factors, amongst others, could have a significant impact on the Company's operations. As a result, there exists material uncertainty that casts significant doubt about the Company's ability to continue as a going concern.

Financings

On **May 14, 2019**, the Company completed the first tranche of a private placement financing and issued 2,887,500 non-flow through units at a price of $0.35 per unit for gross proceeds of $1,010,625. Each unit is comprised of one Share and one-half of one Warrant. Each full Warrant is exercisable into one Share at a price of $0.60 per share, exercisable until May 14, 2021. Share issuance costs and finders' fees of $80,140 were paid in connection with the private placement. The Company also issued 59,185 finder's Warrants which were recorded at a fair value of $5,550. The finder's Warrants are exercisable at a price of $0.60 until May 14, 2021.

On **June 12, 2019**, the Company completed the second tranche of a private placement financing and issued 878,766 non-flow through units at a price of $0.35 per unit and 3,357,144 flow-through units at a price of $0.49 per flow through unit for gross proceeds of $1,952,569. Each non-flow through unit consists of one Share and one-half of one Warrant. Each flow through unit consists of one flow-through Share and one-half of one Warrant. Each whole warrant is exercisable into one Share at a price of $0.60 per Share, exercisable until June 12, 2021. On issuance, the Company bifurcated the flow-through Shares into i) a flow-through Share premium of $447,020 that investors paid for the flow-through feature, which is recognized as a liability and; ii) share capital of $1,197,987. To December 31, 2019, the Company expended $1,645,001 in eligible exploration expenditures and, accordingly, the flow-through liability was reduced to $Nil. Share issuance costs and finders' fees of $22,580 were paid in connection with the private placement. Company also issued 41,493 finder's Warrants which were recorded at a fair value of $5,792. The finder's Warrants are exercisable at a price of $0.60 until June 12, 2021.

On **July 11, 2019**, the Company completed the third tranche of a private placement financing and issued 2,269,743 non-flow-through units at a price of $0.35 per unit for gross proceeds of $794,410. Each unit is comprised of one Share and one-half of one Warrant. Each full Warrant is exercisable into one Share at a price of $0.60 per share, exercisable until July 11, 2021. Share issuance costs and finders' fees of $75,711 were paid in connection with the private placement. The Company also issued 130,582 finder's Warrants which were recorded at a fair value of $23,516. The finder's Warrants are exercisable at a price of $0.60 until July 11, 2021.

On **July 18, 2019**, the Company completed the fourth tranche of private placement financing and issued 142,842 non-flow through units at a price of $0.35 per unit and 1,284,316 flow-through units at a price of $0.49 per unit for gross proceeds of $679,310. Each non-flow through unit consists of one Share and one-half of one Warrant. Each flow-through unit consists of one Share and one-half of one Warrant. Each whole Warrant is exercisable into one Share at a price of $0.60 per share, exercisable until July 18, 2021. On issuance, the Company bifurcated the flow-through shares into i) a flow-through share premium of $160,756 that investors paid for the flow-through feature, which is recognized as a liability and; ii) share capital of $468,559. To December 31, 2019, the Company expended $439,501 in eligible exploration expenditures and, accordingly, the flow-through liability was reduced to $30,235. Share issuance costs and finders' fees of $18,593 were paid in connection with the private placement. The Company also issued 9,999 finder's Warrants which were recorded at a fair value of $1,605. The finder's Warrants are exercisable at a price of $0.60 until July 18, 2021.

On **July 24, 2019**, the Company completed the fifth tranche of a private placement financing and issued 1,400,000 flow-through units at a price of $0.49 per unit for gross proceeds of $686,000. Each unit consists of one Share and one-half of one Warrant. Each whole Warrant is exercisable into one Share at a price of $0.60 per Share, exercisable until July 24, 2021. Share issuance costs of $14,068 were paid in connection with the private placement. On issuance, the Company bifurcated the flow-through Shares into i) a flow-through Share premium of $173,639 that investors paid for the flow-through feature, which is recognized as a liability and; ii) share capital of $512,361. To December 31, 2019, the Company has not expended any eligible exploration expenditures and, accordingly, the flow-through liability was not reduced.

Mineral Exploration Properties

The Company separates its exploration properties into three geographical locations; namely Freegold Mountain, Yukon, Other, Yukon and Andalusite Peak, BC, as more particularly described below.

The Freegold Mountain project is comprised of the following exploration properties:

Tinta Hill Property, Yukon

The Company holds a 100% interest in the Tinta Hill Property subject to an annual advanced royalty payment of $20,000 and a 3% net smelter return ("**NSR**"). The advanced royalty payment will be netted against royalty interest payments after commencement of commercial production. Of the 3% NSR, the Company can elect to purchase 2% at a cost of $250,000 for the first 1% and $1,000,000 for the second 1%.

As at December 31, 2019, total advanced royalty payment made was $60,000 (2018 – $40,000).

Freegold Property, Yukon

The Company holds a 100% interest in the Freegold Property subject to an annual advanced royalty payment of $ 10,000 and a 3% NSR. The advanced royalty payment will be netted against royalty interest payments after commencement of commercial production. Of the 3% NSR, the Company can elect to purchase 2% at a cost of $250,000 for the first 1% and $1,000,000 for the second 1%.

As at December 31, 2019, total advanced royalty payment made was $30,000 (2018 – $20,000).

Goldstar Property, Yukon

The Company holds a 100% interest in the Goldstar Property, subject to an advance payment of $10,000 and a 3% NSR. The advanced royalty payment will be netted against royalty interest payments after the commencement of commercial production.

As at December 31, 2019, total advanced royalty payment made was $30,000 (2018 – $20,000).

Of the 3% NSR, the Company can elect to purchase 2% at a cost of $500,000 for the first 1% and $1,000,000 for the second 1%.

Golden Revenue Property, Yukon

The Company holds a 100% interest in the Golden Revenue Property, subject to a 1% NSR in favour of ATAC Resources Ltd on that portion of the property which is not subject to an underlying royalty. There is a 2% underlying NSR on a portion of the property. A total of 75% of the underlying NSR (1.5% NSR) may be purchased at any time for $600,000. On June 13, 2018, the Company acquired the underlying NSR for a purchase price of $100,000, thereby conveying the exclusive right to be paid all future rights associated from the NSR to the Company.

During the year ended December 31, 2019, the Company recorded an additional $Nil (2018 – $25,000) provision for a total of $50,000 (2018 - $50,000) for reclamation activity related to the Freegold Mountain project.

Tad/Toro Property, Yukon

The Company holds a 100% interest in the Tad/Toro Property subject to a 3% NSR, of which the first 1% may be purchased for $500,000 and a second 1% for $1,000,000.

Andalusite Peak, British Columbia

The Company staked the Andalusite Peak Property and held a 100% interest. On August 8, 2019, the Company and Rio Tinto Exploration Canada Inc. ("**RTEC**") entered into an option agreement whereby RTEC has the option to obtain a 100% interest in the Andalusite Peak property. Under the terms of the option agreement, 100% ownership of the claims were transferred to RTEC and RTEC agreed to pay $3,000,000 over a five-year option period and reserve for the Company a 1% net smelter returns royalty, which is capped at $50 million. 100% interest in the Andalusite Peak property will be returned to the Company if RTEC opts out of the staged payments totaling $3,000,000 over the five year option period. The sum of $25,000 was paid to the Company (of which $10,420 has been credited against to exploration and evaluation assets and the excess of $14,580 over the carry amount has been recognized in other income) within 45 days of the option agreement date and a further $50,000 is payable on or before the first anniversary date of the option agreement.

On a regular basis the Company evaluates the potential impairment of its mineral property interests under IFRS 6 when facts and circumstances indicate that the carrying value of a mineral property may exceed its recoverable value. All properties are early stage exploration properties.

The Company has defined, indicated and inferred mineral resources in three separate deposits on the Freegold Mountain property as documented in a current NI43-101 technical report. Management believes that its carrying value is fully recoverable.

The majority of exploration expenditures made by The Company in 2019 were related to testing the potential for high grade copper and gold mineralization at depth beneath, or adjacent to the Revenue Resource area, which is contained within The Company's 100% owned, road accessible, Freegold Mountain Project, and straddles the contiguous Freegold and Golden Revenue Properties. To test for deep mineralization The Company drilled 5,557.26 metres in seven of the deepest diamond drill holes ever drill within the Project area, with drill depths ranging between

707.75m (RVD19-01) and 956.46m (RVD19-02). The drill holes were spaced over a 1.5 km strike-length from across the Revenue resource area. Significant mineralization was encountered in each of the areas tested, and the best results were obtained from two drill holes (RVD19-02 and RVD19-06) that tested the area beneath a domain of high-grade near surface mineralization (the WAu Breccia). RVD19-02 intersected 400.48 metres of 0.73 g/t Au, 6.9 g/t Ag, 0.227% Cu and 0.025% Mo between 77.52 and 478.00 metres depth, as well as 102.50 metres of 0.725 g/t Au, 1.5 g/t Ag, 0.182% Cu and 0.055% Mo between 560.50 and 102.50 metres depth. RVD19-06 made multiple significant mineralized intersections including 43.00 metres of 4.528 g/t Au, 4.3 g/t Ag, 0.074% Cu and 0.023% Mo.

The Company has previously written down the carrying value of the Tad/Toro property to $1 to reflect the fact that no recent exploration work had been conducted on the property. During 2017 and 2019, the Company conducted small exploration programs on the Tad/Toro property.

Disclosure of Outstanding Share Data

Authorized and issued capital stock as of April 27, 2020:

Authorized	Issued	Amount
Unlimited number of common shares without par value	105,310,729	$66,694,913

Warrants Outstanding as at April 27, 2020:

Number	Exercise Price	Expiry Date
700,000	$0.60	July 24, 2021
723,578	$0.60	July 18, 2021
1,265,453	$0.60	July 11, 2021
2,159,448	$0.60	June 12, 2021
1,502,935	$0.60	May 14, 2021
800,000	$0.35	November 21, 2020
4,660,000	$0.35	November 9, 2020
7,320,550	$0.55	July 11, 2020

Options Outstanding as at April 27, 2020:

Number	Exercise Price	Expiry Date
1,950,000	$0.55	July 26, 2024
1,750,000	$0.40	July 20, 2023
325,000	$0.40	December 20, 2022
4,340,000	$0.40	July 30, 2022
670,000	$0.50	July 26, 2022

Financial Instruments

The Company is exposed in varying degrees to a variety of financial instrument related risks by virtue of its activities. The overall financial risk management program focuses on preservation of capital and protecting current and future Company assets and cash flows by reducing exposure to risks posed by the uncertainties and volatilities of financial markets.

The types of risk exposure and the way in which such exposures are managed are as follows:

Credit Risk - The Company's credit risk is primarily attributable to its liquid financial assets. The Company limits exposure to credit risk on liquid financial assets through maintaining its cash and cash equivalents with high-credit quality financial institutions. The Company does not have financial assets that are invested in asset backed commercial paper. The Company's maximum exposure to credit risk is the carrying amount of cash and cash equivalents on the consolidated statements of financial position.

Liquidity Risk – The Company's cash and cash equivalents are invested in business accounts with high- credit quality financial institutions and which is available on demand for the Company's programs. Future operations or exploration programs will require additional financing primarily through equity markets.

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 prices.

Interest rate risk – In respect to the Company's financial assets, the interest rate risk mainly arises from the interest rate impact on our cash and cash equivalents and term deposits. Every 1% fluctuation in interest rates up or down would have an insignificant impact on profit or loss.

Foreign currency risk - The Company is exposed to foreign currency risk to the extent that certain monetary financial instruments and other assets are denominated in United States dollars. The Company has not entered into any foreign currency contracts to mitigate this risk, as it believes this risk is minimized by the minimal amount of financial instrument held in United States funds.

Commodity price risk – The value of the Company's mineral resource properties is related to the price of various commodities and the outlook for them. Commodity prices have historically fluctuated widely and are affected by numerous factors outside of the Company's control, including, but not limited to, industrial retail demand, central bank lending, forward sales by producers and speculators, level of worldwide production and short-term changes in supply and demand. The Company is not exposed to significant price risk.

Fair Value - The Company has various financial instruments comprised of cash and cash equivalents, trade and other receivables, investments in equities and trade and other payables and lease liability

For disclosure purposes, all financial instruments measured at fair value are categorized into one of three hierarchy levels, described below. Each level is based on the transparency of the inputs used to measure the fair values of assets and liabilities:

Level 1 – Values based on unadjusted quoted prices in active markets that are accessible at the measurement date for identical assets or liabilities.

Level 2 – Values based on quoted prices in markets that are not active or model inputs that are observable either directly or indirectly for substantially the full term of the asset or liability.

Level 3 – Values based on prices or valuation techniques that require inputs that are both unobservable and significant to the overall fair value measurement.

December 31, 2019	Level 1	Level 2	Level 3	Total
Assets:				
Cash and cash equivalents	$ 923,110	$ -	$ -	$ 923,110
Investments in equities	$ -	$ -	$ 1	$ 1
December 31, 2018	Level 1	Level 2	Level 3	Total
Assets:				
Cash and cash equivalents	$ 225,782	$ -	$ -	$ 225,782
Investments in equities	$ -	$ -	$ 1	$ 1

Critical Accounting Estimates

The preparation of financial statements in compliance with IFRS requires management to make certain judgments, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results may differ from these estimates and assumptions.

The estimates and associated assumptions are based on historical experience and various other factors that are believed to be reasonable under the circumstances, the results of which form the basis of making the judgments about carrying values of assets and liabilities that are not readily apparent from other sources.

The estimates and underlying assumptions are continuously evaluated and reviewed on an ongoing basis. Revisions to accounting estimates are recognized in the period in which the estimate is revised if the revision affects only that period or in the period of the revision and further periods if the review affects both current and future periods.

Significant accounting estimates

a) The inputs used in accounting for share-based payments in profit or loss;

b) The estimated carrying value and impairment amount of each mineral property, determined by the recoverable amount of the asset;

c) The tax basis of assets and liabilities and related deferred income tax assets and liabilities; and

d) Amounts of provisions for environmental rehabilitation and restoration.

Significant accounting judgments

a) The assessment of the Company's ability to continue as a going concern and to raise sufficient funds to pay for its ongoing operation expenditures, meet its liabilities for the ensuing year, and to fund planned and contractual exploration programs, involves significant judgment based on historical experience and other factors including expectation of future events that are believed to be reasonable under circumstances; and

b) The assessment of indications of impairment of each mineral property.

Changes in Accounting Policies including Initial Adoption

Refer to Note 3 in the consolidated financial statements for the year ended December 31, 2019.

Related Party Transactions

The Company had the following transactions involving key management and directors during the year ended December 31, 2019:

Name	Relationship	Purpose of transaction	December 31, 2019	December 31, 2018
Paul Reynolds	Former President and CEO	Salary	$45,000	$60,000
Westview Consulting Ltd.	Company controlled by former President and CEO	Technical services related to the Company's exploration and evaluation of assets	$45,000	$110,000
RIP Services Inc.	Company controlled by CFO	Financial consulting services	$48,000	$48,000
John Anderson	Director	Salary	$180,000	$180,000
Purplefish Capital Ltd.	Company controlled by John Anderson	Marketing	$97,000	$100,000
Tony Barresi	President and Director	Geological and Salary	$170,150	$226,040
Wiklow Corporate Services Inc.	Company controlled by corporate secretary	Corporate secretarial services	$10,500	$Nil
Directors		Directors fees	$100,000	$100,000
Share-based payments		Stock option granted and vested	$555,176	$644,674

Off-Balance Sheet Arrangements

a) The Company has included in officers' employment agreements a change in control clause that entitles them to a lump sum severance payment equal to 1.5 to 2.0 times their annual base salaries.

b) Under the terms of the Company's by-laws, the Company indemnifies individuals who have acted at the Company's request to be a director and/or officer of the Company. The claims covered by such indemnifications are subject to statutory and other legal limitation periods.

Subsequent Events

Subsequent to the year ended December 31, 2019, 6,865,476 common shares were issued upon the exercise of 6,865,476 share purchase warrants at a price of $0.09 per share for total proceeds of $617,893.

Additional Information

Additional information relating to the Company is available on the SEDAR website: www.sedar.com under "Company Profiles" and "Triumph Gold Corp." or on the Company website: www.triumphgoldcorp.com.